

**DESCRIPTION OF TRANSACTION,
PUBLIC INTEREST SHOWING
AND RELATED DEMONSTRATIONS**

INTRODUCTION AND EXECUTIVE SUMMARY

These Applications seek Commission approval for an exchange between AT&T and Verizon Wireless of certain wireless licenses and related authorizations in parts of Kentucky, Vermont, New York, Pennsylvania, Ohio, Washington, Arizona, and Nevada. Public interest benefits will flow from the transaction. Competition will be enhanced, a greater variety and scope of features will be available to consumers, and the geographic scope of networks will be expanded. In addition, this transaction will satisfy AT&T's obligations under the *AT&T/Dobson Merger Order* to divest certain Dobson licenses and operations in Kentucky. The transaction does not raise spectrum aggregation concerns or create other competitive issues. The Commission thus should approve these Applications quickly without any conditions.

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**DESCRIPTION OF TRANSACTION,
PUBLIC INTEREST SHOWING
AND RELATED DEMONSTRATIONS**

I. OVERVIEW

These applications (the “Applications”) seek the Commission’s approval for:

- (a) Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”) to acquire certain cellular, PCS and AWS licenses in Kentucky and derivative international Section 214 authority formerly held by Dobson Communications Corporation, the successor to which, Dobson Communications LLC (“Dobson”), is wholly owned by AT&T Inc. (“AT&T”);
- (b) AT&T to acquire a separate cellular license in Kentucky currently held by Verizon Wireless;
- (c) AT&T to acquire certain cellular licenses, related microwave licenses, and spectrum leases in Vermont, New York, and Washington and derivative international Section 214 authority currently held by Rural Cellular Corporation (“RCC”), which has agreed to be acquired by Verizon Wireless;¹ and
- (d) Verizon Wireless to acquire certain PCS spectrum in New York, Pennsylvania, Ohio, Nevada and Arizona currently held by AT&T.

Verizon Wireless’s acquisition of the Kentucky licenses and associated businesses implements the Kentucky divestitures required by the Commission and the Department of Justice (“DOJ”) as

¹ AT&T’s acquisition of the RCC licenses and authorizations would take place after Verizon Wireless has obtained Commission and other regulatory approvals for the RCC acquisition and closed that transaction. *See Verizon Wireless and Rural Cellular Corporation Seek FCC Consent to Transfer Control of Licenses, Spectrum Manager Leases, and Authorizations*, Public Notice, 22 FCC Rcd. 18,356 (2007).

a condition to approval of AT&T's acquisition of Dobson.² To the extent the Commission requires any approvals of the divestitures ordered pursuant to the *AT&T/Dobson Merger Order*, this Application seeks those approvals.

As shown below, the proposed transaction provides public interest benefits without raising any competitive or other regulatory concerns. The Commission should approve these Applications quickly without any conditions.

II. DESCRIPTION OF THE APPLICANTS AND THEIR EXISTING BUSINESSES

AT&T provides wireless, high-speed Internet access, local and long distance voice, video, and directory publishing and advertising services. Verizon Wireless provides wireless voice and data services. The Commission has concluded repeatedly that both AT&T³ and Verizon Wireless⁴ have the qualifications required by the Communications Act to control Commission authorizations, and nothing has changed to disturb these conclusions.

² *In re Applications of AT&T Inc. and Dobson Communications Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd. 20,295, 20,335-36, ¶¶ 85-88 (2007) (“*AT&T/Dobson Merger Order*”); Final Judgment at § IV, *United States v. AT&T Inc. and Dobson Communications Corp.* (D.D.C. filed Nov. 5, 2007) (“DOJ Final Judgment”).

³ *See AT&T/Dobson Merger Order* ¶ 11; *In re AT&T Inc. and BellSouth Corp. Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd. 5662, 5758, ¶ 194 (2007) (“*AT&T/BellSouth Merger Order*”); *In re SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd. 18,290, 18,380-81, ¶¶ 173-76 (2005) (“*SBC/AT&T Merger Order*”); *In re Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd. 21,522, 21,548, ¶ 48 (2004) (“*Cingular/AT&T Wireless Merger Order*”); *In re Applications of SBC Communications Inc. and BellSouth Corp. for Consent to Transfer Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd. 25,459, 25,465-66, ¶¶ 14-17 (WTB & IB 2000); *In re Applications of Ameritech Corp. and SBC Communications Inc. for Consent to Transfer Control*, Memorandum Opinion and Order, 14 FCC Rcd. 14,712, 14,950, ¶¶ 571-73 (1999) (subsequent history omitted).

⁴ *See, e.g., In re Applications of Northcoast Communications, LLC and Cellco Partnership d/b/a Verizon Wireless*, Memorandum Opinion and Order, 18 FCC Rcd. 6490 (CWD, WTB 2003) (“*Northcoast Order*”); *Wireless Telecommunications Bureau and International Bureau Grant*

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III. DESCRIPTION OF THE TRANSACTION

Pursuant to an Exchange Agreement dated December 3, 2007, Verizon Wireless and AT&T have agreed to an exchange of wireless assets, businesses and licenses. The transaction involves a number of licenses and authorizations in several markets as described below.

Kentucky. Verizon Wireless will acquire from AT&T the assets of the former Dobson (American Cellular) wireless businesses in CMA 448 (Kentucky RSA No. 6 – Madison) and CMA 450 (Kentucky RSA No. 8 – Mason), including the cellular A-band licenses for those CMAs, PCS licenses covering the counties in those CMAs,⁵ and AWS licenses for those CMAs, along with all operational and related assets of the former Dobson wireless businesses in CMAs 448 and 450, including associated derivative international Section 214 authority. This will fully satisfy the obligation to divest assets in those two CMAs by March 14, 2008,⁶ that the Commission imposed in the *AT&T/Dobson Merger Order* and the DOJ required as part of the

Footnote continued from previous page

Consent for Assignment or Transfer of Control of Wireless Licenses and Authorizations from Price Communications Corp. to Cellco Partnership d/b/a Verizon Wireless, Public Notice, 16 FCC Rcd. 7155 (2001); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications Action*, Public Notice, Rpt. No. 2086, 2005 WL 486527 (Mar. 2, 2005) (granting applications of NextWave Telecommunication Inc. and Cellco Partnership d/b/a Verizon Wireless seeking FCC approval of the proposed transfer of control of licenses held by NextWave Personal Communications Inc., Debtor-In-Possession, and NextWave Power Partners Inc., Debtor-In-Possession); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications Action*, Public Notice, Rpt. No. 2018, 2004 WL 2913360 (Dec. 15, 2004) (granting applications of Qwest Wireless, LLC and Cellco Partnership d/b/a Verizon Wireless seeking FCC consent to the assignment of 62 broadband Personal Communications Services licenses).

⁵ The parties seek only a partial assignment of WQFA872 (for the portion covering Casey County) and request a new call sign for the assigned area.

⁶ Both the Commission and the DOJ required the divestitures to occur within 120 days of the closing of the AT&T/Dobson merger (*i.e.*, by March 14, 2008), although the period may be extended by up to 60 days. The DOJ judgment further provides that the period shall be extended until five days after the FCC's approval of these applications.

consent decree in connection with the Dobson merger. AT&T, in turn, will acquire the B-band cellular license currently held by Verizon Wireless in three counties of CMA 448 where AT&T would hold no cellular spectrum after divesting the Dobson license to Verizon Wireless. While these exchanges are part of the larger Exchange Agreement between AT&T and Verizon Wireless, that Exchange Agreement provides that, under certain conditions and if necessary to satisfy regulatory deadlines, the exchange of the Kentucky assets may proceed first and the remainder of the transaction may be completed at a later date.

Verizon Wireless' acquisition of the former Dobson operations will be accomplished by having AT&T's wholly owned indirect subsidiary that holds the affected licenses, American Cellular, LLC ("ACLLC"), assign those licenses and associated derivative Section 214 authority to ACLLC's wholly owned direct subsidiary, DC Kentucky Newco, LLC ("DC Kentucky Newco"), control of which then will be transferred to another wholly owned indirect subsidiary of AT&T, DC Newco Parent, LLC ("DC Newco Parent"), which then will transfer control of DC Kentucky Newco to a wholly owned subsidiary of Verizon Wireless, RCC Atlantic Licenses, LLC ("RCC Atlantic"). AT&T's acquisition of the Verizon Wireless license will be accomplished by having the licensee, Cellco Partnership, assign the license to DC Newco Parent.

Vermont, New York and Washington. AT&T will acquire from Verizon Wireless the cellular licenses, spectrum leases and accompanying operations (including certain microwave licenses and associated derivative international Section 214 authorizations) that Verizon Wireless is acquiring from RCC in CMA248 (Burlington, VT), CMA560 (New York RSA No. 2 – Franklin), CMA679 (Vermont RSA No. 1 – Franklin), the portion of CMA680 (Vermont RSA No. 2 – Addison) that is in Addison and Rutland Counties and in Windsor County along and to

the north of U.S. Route 4,⁷ CMA694 (Washington RSA No. 2 – Okanogan), and CMA695 (Washington RSA No. 3 – Ferry).

AT&T's acquisitions, other than in Washington-2 and Washington-3 and with respect to the spectrum leases, will be accomplished by having the licensee, RCC Atlantic, assign those licenses to a wholly owned Verizon Wireless subsidiary, Rural Newco, LLC ("Rural Newco"), control of which then will be transferred to DC Newco Parent. For Washington-2 and Washington-3, the licensee, RCC Minnesota, Inc. ("RCC Minnesota"), will assign the licenses to DC Newco Parent. Also, RCC will assign a derivative of its Section 214 authority to Rural Newco, control of which will be transferred to DC Newco Parent. With respect to the spectrum leases, RCC Minnesota currently is the lessee, under spectrum manager leases with PCS Partners, L.P. ("PCSP") and an AT&T subsidiary, New Cingular Wireless PCS, LLC, ("NCW" and, together with PCSP, "Lessors"), of PCS spectrum in BTA352 (Plattsburgh, NY), BTA063 (Burlington, VT) and BTA388 (Rutland-Bennington, VT).⁸ Immediately prior to closing, RCC Minnesota will assign its leaseholds to Rural Newco, control of which at closing will be transferred to DC Newco Parent.⁹

⁷ As part of this partial assignment, the parties request a new call sign for the assigned area. Addison and Rutland Counties and Windsor County along and north of U.S. Route 4 describes the area of CGSA in Vermont-2 to be acquired by AT&T. Verizon Wireless would, in turn, retain Bennington and Windham Counties and Windsor County along and to the south of U.S. Route 4. Through agreement, operational contours of both parties may extend beyond this boundary.

⁸ See Lease ID Nos. L000001547, L000001763, L000001889, and L000002409.

⁹ To accomplish this assignment, Lessors and Rural Newco are filing notifications of new spectrum manager leases, which will be effective upon the closing of the transactions contemplated under the Exchange Agreement. Subsequently, Lessors will notify the Commission of the termination of the existing leases. Although the leases will commence as of the closing of the transaction, the Applicants have listed December 31, 2008, as the commencement date in answer to Question 3 of Schedule E on the Form 608 because ULS will not accept an indefinite commencement date.

PCS Spectrum. Verizon Wireless will acquire from AT&T 10 MHz of PCS spectrum in BTA060 (Buffalo-Niagara Falls, NY), BTA131 (Erie, PA), BTA245 (Las Vegas, NV), BTA 437 (Sunbury-Shamokin, PA), and BTA484 (Youngstown-Warren, OH),¹⁰ as well as AT&T's minority interests in three cellular licensees controlled by Verizon Wireless (St. Joseph CellTelCo, Muskegon Cellular Partnership, and Topeka Cellular Telephone Company, Inc.),¹¹ and cash.

Verizon Wireless' acquisitions will be accomplished by having the AT&T subsidiaries that hold the PCS licenses (in BTA131 and BTA484, Dobson Cellular Systems, LLC ("DCS"), and in the other BTAs, NCW) and the minority interests (NCW), assign those licenses and interests to a wholly owned indirect subsidiary of AT&T, DC Other Newco, LLC ("DC Other Newco"), control of which will be transferred to another wholly owned indirect subsidiary of AT&T, DC Newco Parent. Control of DC Other Newco then will be transferred to a wholly owned subsidiary of Verizon Wireless, RCC Atlantic.

IV. THE STANDARD OF REVIEW

In deciding whether to grant these Applications under Sections 214(a) and 310(d) of the Communications Act of 1934, as amended,¹² the Commission must determine whether doing so

¹⁰ This will be accomplished through the full assignment of KNLH209 (BTA245), the partitioning of WPOK686 (to assign only BTA437), the partitioning of WQEB350 (to assign only BTA131 and BTA484), and the partitioning and disaggregation of KNLF270 (to assign only 10 MHz in BTA060), with new call signs being requested for the partitioned/disaggregated spectrum.

¹¹ The parties intend to file post-consummation notifications of the *pro forma* transfers of minority general partner interests in St. Joseph CellTellCo and Muskegon Cellular Partnership. The assignment of AT&T's interest in Topeka Cellular Telephone Company, Inc. does not require a filing with the Commission.

¹² 47 U.S.C. §§ 214(a), 310(d).

is in the public interest. Under its established procedures, the Commission first assesses whether the proposed transaction complies with the specific provisions of the Communications Act, other applicable statutes, the Commission's rules, and federal communications policy. The Commission then weighs any potential public interest harms of the proposed transaction against the potential public interest benefits. The Applicants bear the burden of proving by a preponderance of the evidence that the proposed transaction, on balance, serves the public interest.¹³

It is clear that this transaction will not violate any law or rule. Nor will it impede realization of the objectives of the Communications Act or the Commission's ability to implement the Act. To the contrary, this transaction executes government-ordered divestitures to protect the public interest and will benefit the public in a number of ways without harming competition. Accordingly, these Applications should be granted by the Commission expeditiously and without conditions.

V. THE TRANSACTION WILL SERVE THE PUBLIC INTEREST

A. The Transaction Satisfies Government-Mandated Divestitures in Kentucky and Both Maintains and Enhances Competition in the Divested Market Areas

The transaction satisfies AT&T's obligation under the *AT&T/Dobson Merger Order* to divest Dobson licenses and operations in CMA 448 (Kentucky RSA No. 6 - Madison) and CMA 450 (Kentucky RSA No. 8 - Mason).¹⁴ The Commission required the divestitures because it was concerned that, after the merger, there would be an inadequate number of competing service

¹³ See, e.g., *AT&T/Dobson Merger Order* ¶ 10; *AT&T/BellSouth Merger Order* ¶ 19; *SBC/AT&T Merger Order* ¶ 16; *Cingular/AT&T Wireless Merger Order* ¶ 40.

¹⁴ *AT&T/Dobson Merger Order* ¶¶ 88, 107.

providers with sufficient network and spectrum assets to deter potential anticompetitive behavior.¹⁵ The transaction addresses those concerns by replacing the regional provider Dobson with the stronger, national competitor Verizon Wireless. Moreover, the transaction will significantly improve Verizon Wireless' pre-transaction market position in the affected CMAs so that it can be a more vigorous competitor in those CMAs.

In CMA 448, Verizon Wireless currently has a minor competitive presence as a result of some PCS spectrum it holds and the recent acquisition of a cellular license and business from a small competitor named Cellular Phone of Kentucky, Inc. d/b/a Ramcell ("Ramcell").¹⁶ That licensee had few subscribers and limited coverage and service options. As discussed in greater detail below, Verizon Wireless will transfer that license, KNKN965, to AT&T to allow AT&T to fill a gap in its B-band cellular coverage in CMA 448. In exchange, Verizon Wireless will receive Dobson licenses that will give it A-band cellular coverage throughout CMA 448, as well as Dobson's subscribers, network and operational assets in the CMA. As a result, Verizon Wireless, which has had only a minor presence in a portion of CMA 448, will be a significant market participant in the entire CMA, and the benefits of Verizon Wireless' service, as described below, will be available to consumers throughout the CMA.

¹⁵ AT&T has acted expeditiously to comply with the mandated divestitures. In accordance with the *AT&T/Dobson Merger Order*, the divestiture assets, including the Kentucky RSAs, have been transferred to a Management Trustee approved by the Commission. This Application is being filed prior to the expiration of the period after which the divested assets would be irrevocably transferred to a Divestiture Trustee for disposition.

¹⁶ See *Application for Assignments of Authorization and Transfers of Control from Cellular Phone of Kentucky, Inc. to Cellco Partnership d/b/a Verizon Wireless*, File No. 0002962219 (filed Mar. 30, 2007); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Auction*, Public Notice, Rpt. No. 3166, 2007 WL 1437423 (May 16, 2007).

In CMA 450, Verizon Wireless' market presence is also currently limited. The Commission found in the *AT&T/Dobson Merger Order* that Verizon Wireless covers less than 20% of the population and less than 10% of the land area in that CMA.¹⁷ The Dobson licenses fully cover CMA 450. The transfer of Dobson's license and business assets thus gives Verizon Wireless full coverage throughout CMA 450, with network facilities and a base of additional subscribers.

Thus, after the transaction, there will be at least two facilities-based national carriers in both divested CMAs, as well as several other competing providers.¹⁸ Additionally, Verizon Wireless' market position will be far stronger than it would have been absent the transaction. Verizon Wireless' expanded footprint will enable it to serve its existing customers better and to compete more effectively in the divested areas. Verizon Wireless' strengthened competitive presence benefits all consumers by promoting greater choice, innovative services and quality customer care in the market generally.

While Verizon Wireless will acquire the former Dobson A-band cellular licenses throughout all of CMA 448, the transaction also contemplates that Verizon Wireless will transfer the license it acquired from Ramcell covering three counties in the CMA (Pulaski, Laurel and Rockcastle) to AT&T. After the Dobson divestiture, AT&T would have only PCS spectrum in this relatively mountainous area. The transfer will thus allow AT&T to fill in cellular coverage gaps and have full B-band coverage throughout CMA 448. This will enable AT&T to provide

¹⁷ *AT&T/Dobson Merger Order* Appendix A.

¹⁸ See *infra* discussion in Section VI, and the Spectrum Aggregation Charts attached at Attachment B.

better and more efficient coverage of the area and improved service for consumers. As a result of these transfers, consumers in the three southern counties of CMA 448 will now be able to obtain cellular coverage from two strong national carriers with a wide variety of rate plans, handsets and service options, as well as other PCS competitors.

B. The Transaction Will Enhance Competition with Clear Resulting Public Benefits

In other markets, the transaction will also enhance competition, with significant public benefits for consumers. Verizon Wireless will transfer or assign to AT&T the cellular licenses and operations of RCC in most of Vermont (Burlington MSA, Vermont-1 and the portion of Vermont-2 that is in Addison and Rutland Counties and in Windsor County along and to the north of U.S. Route 4), as well as in Washington-2, Washington-3 and New York-2. The transfer of control or assignment of these systems will maintain and enhance competition in these largely rural markets by bringing AT&T into the market as a new competitor or strengthening and expanding AT&T's existing market presence.

In all three Vermont markets, AT&T does not provide wireless service. The transaction will bring AT&T in as a new cellular competitor and will enhance the existing competition in Vermont. In the New York and Washington CMAs, gaining access to RCC's cellular spectrum will enable AT&T to provide broader and more efficient service and to compete more effectively. With its national network, array of services, rate plans and devices and its resources, AT&T will provide consumers with more choices than they enjoy today, and will offer more vigorous competition to Verizon Wireless and other competitors in all the affected markets than RCC has been able to do.

In addition, this transaction will provide Verizon Wireless with an additional 10 MHz of PCS spectrum in five BTAs (Buffalo-Niagara Falls, NY; Erie, PA; Las Vegas, NV; Sunbury-Shamokin, PA; and Youngstown-Warren, OH). This additional spectrum will address Verizon Wireless' growing spectrum needs in these markets. Verizon Wireless' ability both to accommodate new subscribers and to expand its provision of broadband services, particularly EVDO Rev. A, which require considerable spectrum capacity, will be enhanced.

C. The Transaction Will Benefit the Customers of Both Companies

The Commission has long recognized that increasing the variety and scope of features and services available to customers, as well as expanding the geographic reach of a wireless carrier's network is in the public interest,¹⁹ and that is clearly the case here. For example, AT&T's current customers will benefit from the expansion of the areas where they will have access to on-network service, thereby reducing roaming costs. This expanded service area is particularly beneficial given Vermont's popularity as a tourist destination.

RCC's customers, of course, will gain the benefits of access to AT&T's high quality nationwide network, which currently covers approximately 290 million people in approximately 13,000 communities in the United States, as well as access to many desirable services which they

¹⁹ See, e.g., *AT&T/Dobson Merger Order* ¶¶ 73-82; *In re Midwest Wireless Holdings, L.L.C. and Alltel Communications, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd. 11,526, 11,564-67, ¶¶ 105-09, 111-12 (2006) ("*Midwest Wireless Order*"); *In re Applications of Western Wireless Corp. and Alltel Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13,053, 13,101-04, ¶¶ 135-36, 138-40 (2005) ("*Western Wireless Order*"); *In re Applications of Nextel Communications, Inc. and Sprint Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13,967, 14,013-14, ¶¶ 129-130 (2005) ("*Sprint/Nextel Order*"); *Cingular/AT&T Wireless Order* ¶¶ 216-20.

do not currently have. For example, customers of RCC in the areas covered by this transaction will gain the following benefits:

- *New Products and Services.* As noted in the pending Verizon Wireless/RCC application, currently, RCC is able to offer its customers only a limited menu of handsets and features.²⁰ After the transaction, those customers will be able to choose from a wider array of handsets, including the popular iPhone, as well as innovative features such as integrated Wi-Fi and GPS navigation, mobile television, and AT&T's mobile music subscription service.
- *Enhanced Seamless Network Coverage.* RCC's customers will gain the advantage of seamless network coverage as they travel throughout the country, taking the benefits of their home markets with them.
- *Reduced Roaming Costs.* By expanding AT&T's geographic footprint, the transaction will result in more on-net usage by the current customers of both AT&T and RCC, thereby reducing reliance on roaming. As the Commission has repeatedly recognized, the internalization of such roaming costs, as well as the elimination of the transaction costs of administering roaming, serve the public interest because they lower the marginal cost of providing service and are therefore "likely to benefit consumers through lower price and/or increased service."²¹
- *Expanded International Roaming.* As noted in the pending Verizon Wireless/RCC application, currently, RCC's customers are unable to roam outside the United States.²² AT&T, by contrast, has over 400 international roaming agreements reaching over 190 countries around the world. Thus, RCC's customers will benefit greatly by gaining the ability to use their phones almost anywhere they go.
- *Expanded Rate Plan Options.* As noted in the pending Verizon Wireless/RCC application, at present, RCC offers its customers a very limited set of rate plan options.²³ AT&T will be able to offer a much wider variety of rate plans, including Rollover minutes, Unity plans and greatly increased mobile-to-mobile calling.

The transaction will also provide former Dobson subscribers and potential customers with a much broader array of service offerings and more extensive coverage than Dobson could

²⁰ See *In re Applications of Rural Cellular Corp. and Cellco Partnership d/b/a Verizon Wireless for Consent to the Transfer of Control of Commission Licenses and Authorizations*, WT Dkt. No. 07-208, Description of Transaction, Public Interest Showing and Related Requests and Demonstrations, at 16-18 (filed Sept. 4, 2007) ("*Verizon Wireless/RCC PIS*").

²¹ *Cingular/AT&T Wireless Order* ¶ 219; accord *Western Wireless Order* ¶ 151.

²² See *Verizon Wireless/RCC PIS* at 14.

²³ See *id.* at 18-19.

offer as a regional provider.²⁴ Verizon Wireless serves over 65 million customers throughout the United States on a national voice and data network. Verizon Wireless has invested \$37 billion over the last seven years to increase the coverage and capacity of its national network and to add new services. Among other things, following the complete transition of the networks, former Dobson subscribers and new customers stand to gain the following benefits:

- *Improved Quality of Service*, including the ongoing roll-out of Verizon Wireless' Evolution - Data Optimized ("EvDO") network which enables customers to access Broadband Access™ on their laptops, e-mail on their PDAs, and Verizon Wireless' VCast™ Video and Music services on their wireless phones.
- *Expanded Seamless Network Coverage* -- Verizon Wireless' network is among the largest in the U.S., with licensed and operational coverage in 49 of the 50 largest metropolitan areas and covering a population of approximately 265 million (after Verizon Wireless' acquisition of RCC is complete); the services that customers enjoy in their home markets will be seamlessly available as they travel throughout the country.
- *Expanded International Roaming* -- Verizon Wireless has CDMA roaming agreements in 33 countries that permit subscribers to use their mobile phones while on travel. Additionally, through its Global Phone Service offering, wireless service is available to its subscribers in over 180 countries worldwide.
- *Improved Customer Care* -- Customers will benefit from Verizon Wireless' strong commitment to customer care.
- *Greater Variety of Services and Content* -- Dobson customers will have access to a much broader range of mobile music, video, television and other multimedia services offered by Verizon Wireless that provide customers with business information, entertainment, gaming services and content.
- *Access to a Greater Variety of Wireless Devices* -- Verizon Wireless' extensive relationships with handset manufacturers, economies of scale arising from a larger subscriber base, and enhanced access to capital and advanced technical and software capabilities enable it to offer a wide variety of wireless devices to its customers.
- *Enhanced Service Plans* -- Verizon Wireless offers a variety of service plans with data bundles and packaged offerings. Dobson customers will have access to a larger base of over 65 million subscribers to whom they can place unlimited calls on a mobile-to-mobile basis without using their monthly minutes.

²⁴ AT&T/Dobson Merger Order ¶ 10.

VI. THE TRANSACTION WILL NOT HARM COMPETITION

There is no market where the transaction adversely affects competition. To the contrary, as demonstrated above, the transfers of the RCC cellular licenses and operating businesses to AT&T will introduce AT&T as a new competitor in the state of Vermont and expand AT&T's very small presence in the other CMAs, thus enhancing competition and improving the quality of wireless service to consumers in all these areas. Similarly, the transfer of Dobson's licenses and business to Verizon Wireless in the Kentucky CMAs will strengthen its competitive position in those markets and result in improved service to consumers.

For example, as noted above, AT&T today has no network presence and does not offer service in Vermont. As a result of the transaction, AT&T will obtain RCC's cellular licenses, customer base, network and other operational assets in Burlington (CMA248), Vermont 1-Franklin (CMA679) and the part of Vermont 2-Addison (CMA680) where Verizon Wireless and RCC have overlapping cellular licenses. Customers in Vermont thus will have access for the first time to services provided by AT&T. Consequently, the transaction will not only maintain but also enhance competition.

Competition also will be enhanced in the New York and Washington CMAs. In New York 2-Franklin (CMA560), the transaction will provide AT&T with a network and cellular spectrum throughout all five counties, thus fully replacing the competition that RCC currently provides, and giving consumers in CMA560 the benefits of the service provided by AT&T. In the two CMAs in eastern Washington (CMAs 694 and 695), the transaction will permit AT&T to expand its coverage and both replace and enhance the existing competition provided by RCC in those CMAs. AT&T currently has a very limited presence in both CMAs. The transaction will allow AT&T to extend its coverage and presence in both CMA694 and CMA695 through the

acquisition of RCC's cellular license, network, subscribers and retail and other operational assets, fully replacing the competition RCC now provides in these CMAs. Other competitors -- at least one of which, Sprint Nextel, has a more extensive network and retail presence in the CMAs than AT&T has now -- will remain.

In Kentucky, the transaction will result in Verizon Wireless having full A-band cellular coverage in the two affected CMAs (448 and 450) and receiving all of Dobson's subscribers, network and facilities in those CMAs. Thus, Verizon Wireless' previously limited presence in Kentucky will be significantly strengthened, and the competition previously provided by Dobson will be replaced and enhanced.

Moreover, the transaction does not raise spectrum aggregation concerns. The Applicants, in Exhibit A hereto, have provided charts detailing the amount and type of spectrum attributable to the Applicants post-transaction. The charts also provide a list of entities holding significant additional spectrum. As the spectrum charts show, the transaction does not trigger further review under the Commission's recently adopted spectrum screen of 95 MHz.²⁵ Indeed, the net result of the transaction is to deconcentrate spectrum holdings in the affected CMAs.

In short, this transaction poses no risk of competitive harm, but rather will serve to strengthen competition. The Commission should thus approve the transaction promptly.

²⁵ See *AT&T/Dobson Merger Order* ¶ 30, where the Commission concluded that the spectrum aggregation screen should be revised to 95 MHz to reflect the additional spectrum suitable for nationwide mobile telephone use. Applying the previous standard of one-third to the new total amount of spectrum (280 MHz) yields an initial spectrum screen of 95 MHz. See also *In re Application of Aloha Spectrum Holdings Company LLC and AT&T Mobility II LLC Seeking FCC Consent for Assignment of Licenses and Authorizations*, WT Dkt. No. 07-265, Memorandum Opinion and Order, FCC 08-26, 4, ¶ 10 (rel. Feb. 4, 2008) (applying 95 MHz screen).

VII. RELATED GOVERNMENTAL FILINGS

DOJ will conduct its own review of the proposed divestitures to Verizon Wireless in CMAAs 448 and 450 pursuant to the DOJ Final Judgment, and will review the competitive aspects of the entire transaction pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976²⁶ and the rules promulgated thereunder. The Applicants are submitting a notification form and an associated documentary appendix to the DOJ and the Federal Trade Commission, and they expect that this review will confirm that the overall transaction is in the public interest and not anticompetitive.

VIII. MISCELLANEOUS REGULATORY AND PROCEDURAL ISSUES

A. Request for Declaratory Ruling on Foreign Ownership

Verizon Wireless requests that the Commission extend Verizon Wireless' current Section 310(b)(4) authority to hold interests in common carrier licenses and authorizations to encompass DC Kentucky Newco and DC Other Newco and the FCC licenses they will hold following transfer to Verizon Wireless as a result of this transaction.²⁷ The Commission has previously approved Vodafone Group Plc's ("Vodafone's") minority interest in Verizon Wireless, as well as Vodafone's qualifications (as a foreign corporation) to hold indirect interests in common carrier licensees, pursuant to Section 310(b)(4) of the Communications Act. No changes have occurred in Verizon Wireless' foreign ownership since that authorization was granted. Thus, the proposed transaction raises no new foreign ownership issues, and the Commission can and should extend the previous Section 310(b)(4) authorization to DC

²⁶ 15 U.S.C. § 18a.

²⁷ 47 U.S.C. § 310(b)(4). DC Kentucky Newco and DC Other Newco will be 100 percent owned by Verizon Wireless after consummation.

Kentucky Newco and DC Other Newco and the FCC licenses they will hold following transfer to Verizon Wireless.²⁸

Here, Verizon Wireless and AT&T have filed Applications to effect an exchange of licenses and related assets through a series of transactions. Among these is the transfer of control of DC Kentucky Newco and DC Other Newco, which will hold certain radio station licenses and derivative Section 214 authority, to RCC Atlantic. As a result of the transaction, DC Kentucky Newco and DC Other Newco will be indirect wholly-owned subsidiaries of Verizon Wireless. Verizon Wireless is a Delaware general partnership owned indirectly by Verizon Communications Inc. (“Verizon”) and Vodafone. Verizon, a Delaware corporation, owns 55 percent of Verizon Wireless; Vodafone, a public limited company organized under the laws of the United Kingdom, owns 45 percent.

As noted above, Vodafone has previously received authorization from the Commission to hold its indirect interests in Verizon Wireless’ common carrier licenses and authorizations. In conjunction with the creation of the partnership, Verizon and Vodafone sought Commission approval, pursuant to Section 310(b)(4), for Vodafone to indirectly hold up to 65.1 percent of Verizon Wireless. The Commission granted the parties’ request, determining that “the public interest would be served by allowing the proposed indirect foreign ownership,” consistent with

²⁸ Verizon Wireless submits that the Commission need not issue a declaratory ruling, given the agency’s prior Section 310(b)(4) rulings approving Verizon Wireless’ current foreign ownership. Nonetheless, should the Commission determine that a new declaratory ruling is necessary, Verizon Wireless hereby requests such a ruling extending its current Section 310(b)(4) authority to hold interests in common carrier licenses and authorizations to encompass DC Kentucky Newco and DC Other Newco and the FCC licenses that they will hold following transfer to Verizon Wireless as a result of the proposed transaction.

the Commission's *Foreign Participation Order*.²⁹ No changes have occurred in Verizon Wireless' foreign ownership since that authorization was granted. Further, the Commission has since extended this authority to permit Verizon Wireless to acquire numerous additional common carrier licenses and authorizations.³⁰ This request seeks a declaratory ruling allowing Vodafone to hold the same indirect ownership interest of up to 65.1 percent in the authorizations to be acquired and any future licenses and authorizations to be acquired by DC Kentucky Newco and DC Other Newco.

The public interest will be served if the Commission extends Verizon Wireless' current Section 310(b)(4) authority to hold interests in common carrier licenses and authorizations to encompass DC Kentucky Newco and DC Other Newco and the FCC licenses they will hold following transfer to Verizon Wireless as a result of this transaction. In the *Foreign*

²⁹ *In re Applications of Vodafone AirTouch, Plc, and Bell Atlantic Corp., for Consent to Transfer Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd. 16,507, 16,514, ¶ 19 (WTB & IB 2000) (“*Vodafone/Bell Atlantic Order*”). The Commission previously determined that, “[b]ecause the United Kingdom is a Member of the World Trade Organization (WTO), under the Commission’s *Foreign Participation Order*, we presume that the public interest would be served by authorizing, under Section 310(b)(4), common carrier radio licenses held by entities indirectly owned by Vodafone and citizens of the United Kingdom.” *In re Applications of AirTouch Communications, Inc. and Vodafone Group, Plc, for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order, 14 FCC Rcd. 9430, 9434, ¶ 9 (WTB 1999). The Commission authorized Vodafone to hold up to a 100 percent indirect foreign ownership interest in U.S. common carrier radio licensees. *See id.*; *Int’l Authorizations Granted*, Public Notice, 15 FCC Rcd. 116 (IB 1999). Subsequently, the Commission granted the request to allow Verizon Wireless to “be indirectly owned by Vodafone in an amount up to 65.1 percent” and authorized the transfer and assignment of numerous common carrier licenses including cellular, PCS, WCS and microwave authorizations. *Vodafone/Bell Atlantic Order* ¶¶ 19, 38.

³⁰ *See, e.g., International Authorizations Granted*, Public Notice, 21 FCC Rcd. 13,575 (2006) (granting Verizon Wireless’ request to extend the existing foreign ownership ruling to AWS and other Wireless Communications Services licenses Verizon Wireless may acquire in the future); *Northcoast Order* ¶ 6 n.15 (finding that Vodafone’s interest “ha[d] been previously approved by the Commission under Section 310(b)(4)” and because “no changes have occurred in Verizon Wireless’ foreign ownership since . . . these rulings . . . the applications raise no new foreign ownership issues”).

Participation Order, the Commission concluded that allowing additional foreign investment in common carrier wireless licensees beyond the 25 percent benchmark of Section 310(b)(4) will promote competition in the U.S. market, thereby serving the public interest.³¹ The Commission, therefore, adopted a presumption in favor of allowing such investment if the investment is from entities organized under the laws of WTO Members.³² As the Commission previously concluded, Vodafone's principal place of business is the United Kingdom, a WTO Member.³³

The Commission already has determined that the public interest would be served by allowing Vodafone to hold up to a 65.1 percent interest in the common carrier licenses held by Verizon Wireless.³⁴ The same public interest rationale that applied in that decision should apply with equal force to DC Kentucky Newco and DC Other Newco and the FCC licenses being acquired by Verizon Wireless as a result of the proposed transaction.³⁵ The Commission should therefore issue a declaratory ruling extending Verizon Wireless' Section 310(b)(4) authority to these licenses, to the extent such extension of authority is needed.

B. Additional Authorizations

The lists of call signs referenced in these Applications are intended to be complete and to include all licenses held by the respective licensees that are subject to the proposed transaction.

³¹ *In re Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd. 23,891, 23,940, ¶ 111 (1997).

³² *Id.* ¶¶ 50, 111-12.

³³ *Vodafone/Bell Atlantic Order* ¶ 18.

³⁴ *Id.* ¶ 19.

³⁵ Further, the network security commitments previously made by Verizon Wireless and Vodafone in connection with an agreement with the United States Department of Defense, Department of Justice, and the Federal Bureau of Investigation, dated Dec. 14, 1999, will apply to the authorizations acquired as a result of this transaction. *See infra* Section VIII.F.

These licensees, however, may have on file or may hereafter file additional requests for authorizations for new or modified facilities related to the licenses and assets to be exchanged, which may be granted or remain pending during the Commission's consideration of these Applications. Accordingly, the Applicants request that the FCC authorize Verizon Wireless and AT&T, as appropriate, to acquire control of the following upon the grant of the transfer of control or assignment Applications:

- Any authorization issued to Cellco Partnership, American Cellular LLC, RCC Minnesota, Inc., RCC Atlantic Licenses, LLC, New Cingular Wireless PCS, LLC, and Dobson Cellular Systems LLC, and that are related to the properties to be exchanged, during the Commission's consideration of these Applications and the period required for consummation of the transaction following approval;
- Construction permits held by such licensees, and that are related to the properties to be exchanged, that mature into licenses after closing;
- Applications that are filed after the date of these Applications, and that are related to the properties to be exchanged, that are pending at the time of consummation; and
- Any leases of spectrum for the geographic area of the properties to be exchanged and into which such licensees enter as a lessee while this transaction is pending and during the period required for consummation of the transactions.

Such actions would be consistent with Commission precedent.³⁶ Moreover, the parties request that Commission approval of these Applications include any authorizations or leases that the parties agree have been inadvertently omitted or that the parties agree replace any materially equivalent authorizations or leases included in the Applications.

³⁶ See *Cingular/AT&T Wireless Order* ¶ 275; *In re Application of WorldCom, Inc., and MCI Communications Corp. for Transfer of Control of MCI Communications Corp. to WorldCom, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd. 18,025, 18, 153, ¶ 226, (1998); *In re Applications of NYNEX Corp. and Bell Atlantic Corp. for Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries*, Memorandum Opinion and Order, 12 FCC Rcd. 19,985, 20,097, ¶ 247 (1997) (“*NYNEX/Bell Atlantic Order*”); *In re Applications of Craig O. McCaw and Am. Tel. & Tel. Co. for Consent to Transfer of Control of McCaw Cellular Communications, Inc. and Its Subsidiaries*, Memorandum Opinion & Order, 9 FCC Rcd. 5836, 5909, ¶ 137 n.300 (1994) (“*McCaw/AT&T Order*”).

C. Exemption from Cut-Off Rules

Pursuant to Sections 1.927(h), 1.929(a)(2) and 1.933(b) of the Commission's Rules,³⁷ to the extent necessary,³⁸ the Applicants request a blanket exemption from any applicable cut-off rules in cases where the licensees at issue here file amendments to pending applications to reflect consummation of the proposed transaction. This exemption is requested so that amendments to pending applications to report the change in ultimate ownership of the licenses involved in these Applications would not be treated as major amendments. The nature of the proposed license exchanges between Verizon Wireless and AT&T demonstrates that the ownership changes would not be made for the acquisition of any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of this request would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving multiple-license transactions, such as this.³⁹

D. Consideration

The AWS licenses in Kentucky that AT&T is selling to Verizon Wireless were acquired through competitive bidding procedures within the last three years. The Applicants are therefore

³⁷ 47 C.F.R. §§ 1.927(h), 1.929(a)(2), 1.933(b).

³⁸ With respect to cut-off rules under Sections 1.927(h) and 1.929(a)(2), the Commission previously has found that the public notice announcing the transaction will provide adequate notice to the public with respect to the licenses involved, including for any license modifications pending. In such cases, it determined that a blanket exemption of the cut-off rules was unnecessary. *See Applications of Ameritech Corp. and GTE Consumer Services Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd. 6667, 6668 ¶ 2 n.6 (WTB 1999); *In re Applications of Comcast Cellular Holdings, Co. and SBC Communications Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 10,604, 10,605, ¶ 2 n.3 (WTB 1999).

³⁹ *See, e.g. In re Applications of PacifiCorp Holdings, Inc., and Century Tel. Enters., Inc. for Consent to Transfer Control of Pacific Telecom, Inc., a Subsidiary of PacifiCorp Holdings, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd. 8891, 8915-16, ¶ 47 (1997); *NYNEX/Bell Atlantic Order* ¶ 234; *McCaw/AT&T Order* ¶ 137 n.300.

filing with the Commission, pursuant to Section 1.2111(a) of the Commission's rules,⁴⁰ a copy of the Exchange Agreement, together with a request for confidential treatment.

E. Unjust Enrichment

None of the authorizations at issue in this license exchange was obtained pursuant to set-asides or bidding credits for designated entities. The unjust enrichment provisions of the Commission's auction rules⁴¹ thus do not apply.

F. DOJ Agreement

Verizon Wireless, Bell Atlantic Corporation (Verizon's predecessor-in-interest) and Vodafone are parties to an agreement with the United States Department of Defense, the DOJ, and the Federal Bureau of Investigation, dated December 14, 1999 (the "DOJ Agreement"). The Agreement provides that any systems Verizon Wireless later acquires are subject to such Agreement. Verizon Wireless' understanding of this requirement was recently confirmed in a letter from Steve Zipperstein, General Counsel of Verizon Wireless, to representatives of the above departments and agencies.⁴² Verizon Wireless here again confirms that, following consummation, the licensed systems being acquired by Verizon Wireless as part of this transaction will be subject to the DOJ Agreement.

G. Environmental Impact

⁴⁰ 47 C.F.R. § 1.2111(a).

⁴¹ *Id.* § 1.2111(b) - (d).

⁴² Letter from Steven E. Zipperstein, Gen. Counsel, Verizon Wireless, to the Hon. Laura H. Parsky, Deputy Assistant Attorney Gen., DOJ; Douglas P. Larsen, Esq., Deputy Gen. Counsel for Acquisition & Logistics, U.S. Dep't. of Def.; & Gary M. Bald, Executive Assistant Dir. for Counterterrorism/Counterintelligence, FBI (June 23, 2006).

As required by Section 1.923(e) of the Commission's rules, 47 C.F.R. § 1.923(e), the Applicants state that the transfers of control, assignments and spectrum manager leases of licenses involved in these transactions will not have a significant environmental effect, as defined by Section 1.1307 of the Commission's rules. *Id.* § 1.1307. A transfer of control, assignment or lease of licenses does not involve any engineering changes and, therefore, cannot have a significant environmental impact.

H. Ownership of Licensee Entities

The entities being assigned licenses as a result of this transaction will all be wholly owned subsidiaries of either AT&T or Verizon Wireless. Therefore, such entities are entitled to rely on the FCC Form 602 ownership reports filed by their parent companies.

IX. CONCLUSION

For the foregoing reasons, the Commission should conclude that the assignments and transfers described herein serve the public interest, convenience and necessity, and should expeditiously, and unconditionally, grant these Applications and approve the divestitures to Verizon Wireless pursuant to the *AT&T/Dobson Merger Order*.⁴³

⁴³ See *AT&T/Dobson Merger Order* ¶ 97.

ATTACHMENT A

CMRS LICENSES TO BE ASSIGNED TO DC KENTUCKY NEWCO, LLC**Kentucky RSA6 (CMA448)**

Licensee	License Type	Call Sign	License Area Name	License Area Number	Block	Territory to Be Assigned ¹	Spectrum to Be Assigned ²	Full/Partial Assignment of License	License Expiration Date
American Cellular, LLC	CL	KNKN940	Kentucky RSA 6 – Madison	CMA448	A	All	All	Full	10/01/2010
American Cellular, LLC	AW	WQGA819	Kentucky RSA 6 – Madison	CMA448	A	All	All	Full	11/29/2021
American Cellular, LLC	CW	WQFA870	Lexington, KY	BTA252	E	Lincoln County	All	Full ³	4/28/2017

Kentucky RSA8 (CMA450)

Licensee	License Type	Call Sign	License Area Name	License Area Number	Block	Territory to Be Assigned	Spectrum to Be Assigned	Full/Partial Assignment of License	License Expiration Date
American Cellular, LLC	CL	KNKN939	Kentucky RSA 8 – Mason	CMA450	A	All	All	Full	10/01/2011
American Cellular, LLC	AW	WQGA821	Kentucky RSA 8 – Mason	CMA450	A	All	All	Full	11/29/2021
American Cellular, LLC	CW	WQEY211	Cincinnati, OH	BTA081	F	Bracken and Mason Counties	All	Full	4/28/2017
American Cellular, LLC	CW	WQFA870	Lexington, KY	BTA252	E	Bath, Fleming, Menifee, Montgomery, Nicholas, Robertson, and Rowan Counties	All	Full ³	4/28/2017
American Cellular, LLC	CW	WQFA872	Somerset, KY	BTA423	E	Casey County	All	Partial	4/28/2017

INTERNATIONAL SECTION 214 AUTHORIZATION TO BE PARTIALLY ASSIGNED TO DC KENTUCKY NEWCO, LLC

Authorization Holder	File Number
American Cellular, LLC	ITC-214-20000428-00255

¹ In this column, “All” means the license area previously has not been partitioned and is not being partitioned as a result of this transaction. For full assignments where specific counties are being listed, the license area previously was partitioned.

² In this column, “All” means the block previously has not been disaggregated and is not being disaggregated as a result of this transaction. For full assignments where specific spectrum is listed, the block previously was disaggregated.

³ WQFA870, which is being assigned fully, covers parts of both CMA448 and CMA450, so it is listed once in each table. The portion overlapping each CMA is reported in the table for that CMA.

CMRS LICENSES TO BE ASSIGNED TO DC OTHER NEWCO, LLC

Licensee	License Type	Call Sign	License Area Name	License Area Number	Block	Territory to be Assigned	Spectrum to be Assigned	Full/Partial Assignment of License	License Expiration Date
New Cingular Wireless PCS, LLC	CW	KNLF270	Buffalo-Rochester	MTA035	B	BTA060 (Buffalo-Niagara Falls, NY)	1870-1875/ 1950-1955	Partial	6/23/2015
New Cingular Wireless PCS, LLC	CW	KNLH209	Las Vegas	BTA245	F	All	All	Full	4/28/2017
New Cingular Wireless PCS, LLC	CW	WPOK686	Philadelphia	MTA009	A	BTA437 (Sunbury-Shamokin, PA)	1860-1865/ 1940-1945	Partial	6/23/2015
Dobson Cellular Systems, LLC	CW	WQEB350	Cleveland	MTA016	B	BTA131 (Erie, PA) BTA484 (Youngstown-Warren, OH)	1870-1875/ 1950-1955	Partial	6/23/2015

**CMRS LICENSES TO BE
ASSIGNED TO DC NEWCO PARENT, LLC**

Licensee	License Type	Call Sign	License Area Name	License Area Number	Block	Territory to Be Assigned	Spectrum to Be Assigned	Full/Partial Assignment of License	License Expiration Date
Cellco Partnership	CL	KNKN965	Kentucky RSA 6 – Madison	CMA448	B	Pulaski, Laurel, and Rockcastle Counties	All	Full	10/01/2011
RCC Minnesota, Inc.	CL	KNKN248	Washington RSA 2 – Okanogan	CMA694	A	All	All	Full	10/01/2010
RCC Minnesota, Inc.	CL	KNKN385	Washington RSA 3 – Ferry	CMA695	A	All	All	Full	10/01/2010

**CMRS LICENSES TO BE
ASSIGNED TO RURAL NEWCO LLC⁴**

Licensee	License Type	Call Sign	License Area Name	License Area Number	Block	Territory to Be Assigned	Spectrum to Be Assigned	Full/Partial Assignment of License	License Expiration Date
RCC Atlantic Licenses, LLC	CL	KNKA797	Burlington, VT	CMA248	A	All	All	Full	10/01/2010
RCC Atlantic Licenses, LLC	CL	KNKN864	New York RSA 2 – Franklin	CMA560	A	All	All	Full	10/01/2011
RCC Atlantic Licenses, LLC	CL	KNKN832	Vermont RSA 1 – Franklin	CMA679	A	All	All	Full	10/01/2011
RCC Atlantic Licenses, LLC	CL	KNKN749	Vermont RSA 2 – Addison	CMA680	A	Addison and Rutland Counties and Windsor County Along and to the North of U.S. Route 4	All	Partial	10/01/2010

**INTERNATIONAL SECTION 214 AUTHORIZATIONS TO BE
PARTIALLY ASSIGNED TO DC NEWCO PARENT, LLC AND RURAL NEWCO LLC**

Authorization Holder	File Number
Rural Cellular Corporation	ITC-214-19940224-00114
Rural Cellular Corporation	ITC-214-19980401-00220

⁴ Multiple Common Carrier Fixed Point-to-Point Microwave licenses related to these CMRS licenses also will be assigned to Rural Newco LLC.

Attachment B -- Spectrum Aggregation Chart

CMA	Name	County	State	POPs	AT&T Total	Sprint Total	T-Mobile Total	Verizon Total	Other Total	Notes
CMA025	Buffalo, NY	Erie	New York	950,265	57	55.25	30	45	88	- The other spectrum consists of 10 MHz of PCS licensed to Leap, 10 MHz of PCS to Buffalo-Lake Erie Wireless, and 68 MHz of 700 MHz spectrum.
CMA025	Buffalo, NY	Niagara	New York	219,846	57	55.25	30	45	88	- The other spectrum consists of 10 MHz of PCS licensed to Leap, 10 MHz of PCS to Buffalo-Lake Erie Wireless, and 68 MHz of 700 MHz spectrum.
CMA066	Youngstown-Warren, OH	Trumbull	Ohio	225,116	87	37.875	30	20	103	-The other spectrum consists of 25 MHz of cellular licensed to Alltel, 10 MHz of PCS licensed to CSM, and 68 MHz of 700 MHz spectrum.
CMA066	Youngstown-Warren, OH	Mahoning	Ohio	257,555	87	37.875	30	20	103	=The other spectrum consists of 25 MHz of cellular licensed to Alltel, 10 MHz of PCS licensed to CSM, and 68 MHz of 700 MHz spectrum.
CMA093	Las Vegas, NV	Clark	Nevada	1,752,370	67	57.25	35	45	73	- The other spectrum consists of 5 MHz licensed to Von Donop and 68 MHz of 700 MHz spectrum. - 2.5 MHz of PCS B block spectrum attributed to T-Mobile is leased from AT&T.
CMA130	Erie, PA	Erie	Pennsylvania	280,843	97	42.375	22.5	35	78	- The other spectrum consists of 10 MHz of PCS licensed to Buffalo-Lake Erie and 68 MHz of 700 MHz spectrum.
CMA248	Burlington, VT	Chittenden	Vermont	146,571	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular and 80 MHz of 700 MHz spectrum.
CMA248	Burlington, VT	Grand Isle	Vermont	6,901	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular and 80 MHz of 700 MHz spectrum.
CMA318	Arizona 1 - Mohave	Mohave	Arizona	155,032	42(67)	57.25	35	20	98(123)	- The other spectrum consists of 25 MHz of cellular licensed to Mohave Cellular, 5 MHz of PCS licensed to Von Donop, and 68 MHz of 700 MHz spectrum. - 2.5 MHz of PCS B block spectrum attributed to T-Mobile is leased from AT&T. - Alltel holds the 25 MHz Cellular A band license in the northwest corner of this county, which, in all other areas, is held by AT&T.
CMA448	Kentucky 6 - Madison	Boyle	Kentucky	27,697	55	57.375	30	45	90	- The other spectrum consists of 10 MHz of PCS licensed to Leap and 80 MHz of 700 MHz spectrum.
CMA448	Kentucky 6 - Madison	Casey	Kentucky	15,447	70	57.375	10	35	105	- The other spectrum consists of 15 MHz of PCS licensed to Bluegrass and 10 MHz to Northstar, plus 80 MHz of 700 MHz spectrum.
CMA448	Kentucky 6 - Madison	Garrard	Kentucky	14,792	55	57.375	30	45	90	- The other spectrum consists of 10 MHz of PCS licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA448	Kentucky 6 - Madison	Laurel	Kentucky	52,715	55	57.375	20	40	105	- The other spectrum consists of 15 MHz of PCS licensed to Bluegrass, 10 MHz of PCS to East Kentucky Network, plus 80 MHz of 700 MHz spectrum.

Attachment B -- Spectrum Aggregation Chart

CMA	Name	County	State	POPs	AT&T Total	Sprint Total	T-Mobile Total	Verizon Total	Other Total	Notes
CMA448	Kentucky 6 - Madison	Lincoln	Kentucky	23,361	55	57.375	20	55	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA448	Kentucky 6 - Madison	Madison	Kentucky	70,872	55	57.375	30	45	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA448	Kentucky 6 - Madison	Pulaski	Kentucky	56,217	70	57.375	20	25	105	- The other spectrum consists of 15 MHz of PCS spectrum licensed to Bluegrass, 10 MHz of PCS spectrum licensed to Northstar, plus 80 MHz of 700 MHz spectrum.
CMA448	Kentucky 6 - Madison	Rockcastle	Kentucky	16,582	55	57.375	30	45	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Bath	Kentucky	11,085	55	57.375	20	55	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Bracken	Kentucky	8,279	35	43.125	20	55	125	- The other spectrum consists of 30 MHz of PCS spectrum licensed to Cincinnati Bell, 10 MHz of PCS to Leap, and 10 MHz of PCS (5 MHz of which is leased to and attributed in this chart to Sprint) to Wirefree Partners, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Fleming	Kentucky	13,792	55	57.375	20	55	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Lewis	Kentucky	14,092	55	48.125	10	45	120	- The other spectrum consists of 30 MHz of PCS licensed to NTELOS, 80 MHz of 700 MHz spectrum, and 10 MHz of PCS for which Scott Reiter held a license that has been terminated for failure to meet construction requirements.
CMA450	Kentucky 8 - Mason	Mason	Kentucky	16,800	35	43.125	20	55	125	- The other spectrum consists of 30 MHz of PCS spectrum licensed to Cincinnati Bell, 10 MHz of PCS to Leap, and 10 MHz of PCS (5 MHz of which is leased to and attributed in this chart to Sprint) to Wirefree Partners, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Menifee	Kentucky	6,556	55	57.375	20	55	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Montgomery	Kentucky	22,554	55	57.375	20	55	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Nicholas	Kentucky	6,813	55	57.375	20	55	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Robertson	Kentucky	2,266	55	57.375	20	55	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA450	Kentucky 8 - Mason	Rowan	Kentucky	22,094	55	57.375	20	55	90	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.

Attachment B -- Spectrum Aggregation Chart

CMA	Name	County	State	POPs	AT&T Total	Sprint Total	T-Mobile Total	Verizon Total	Other Total	Notes
CMA546	Nevada 4 - Mineral	Esmeralda	Nevada	187,912	42	57.25	35	45	98	- The other spectrum consists of 25 MHz of cellular spectrum held by Alltel, 5 MHz of PCS spectrum licensed to Von Donop, plus 68 MHz of 700 MHz spectrum. - 2.5 MHz of PCS B block spectrum attributed to T-Mobile is leased from AT&T.
CMA546	Nevada 4 - Mineral	Nye	Nevada	39,925	42	57.25	35	45	98	- The other spectrum consists of 25 MHz of cellular spectrum held by Alltel, 5 MHz of PCS spectrum licensed to Von Donop, plus 68 MHz of 700 MHz spectrum. - 2.5 MHz of PCS B block spectrum attributed to T-Mobile is leased from AT&T.
CMA547	Nevada 5 - White Pine	Lincoln	Nevada	4,313	42	57.25	35	20	123	- The other spectrum consists of 25 MHz of cellular spectrum held by Alltel, 25 MHz of cellular spectrum held by WUE, 5 MHz of PCS spectrum licensed to Von Donop, plus 68 MHz of 700 MHz spectrum.
CMA560	New York 2 - Franklin	Clinton	New York	79,894	59.5	55	20	45	95.5	- 2.5 MHz of PCS B block spectrum attributed to T-Mobile is leased from AT&T.
CMA560	New York 2 - Franklin	Essex	New York	38,851	59.5	55	20	45	95.5	- The other spectrum consists of 20 MHz of PCS licensed to new Dimension and 7.5 MHz to PCS Partners, Inc., plus 68 MHz of 700 MHz spectrum. - 2.5 MHz of PCS that Rural Cellular leases from PCS Partners, Inc. is attributed to AT&T.
CMA560	New York 2 - Franklin	Franklin	New York	51,134	77	55	20	40	83	- The other spectrum consists of 15 MHz of PCS spectrum licensed to MCG PCS, plus 68 MHz of 700 MHz spectrum.
CMA560	New York 2 - Franklin	Fulton	New York	55,073	67	58.25	30	55	68	- The other spectrum consists of 68 MHz of 700 MHz spectrum.
CMA560	New York 2 - Franklin	Hamilton	New York	5,379	67	58.25	30	55	68	- The other spectrum consists of 68 MHz of 700 MHz spectrum.
CMA561	New York 3 - Chautauqua	Wyoming	New York	43,424	55	55.25	20	45	100	- The other spectrum consists of 10 MHz of PCS spectrum licensed to Leap and 10 MHz to Buffalo-Lake Erie Wireless, plus 80 MHz of 700 MHz spectrum.
CMA619	Pennsylvania 8 - Union	Montour	Pennsylvania	17,981	67	58.5	10	35	108	- The other spectrum consists of 40 MHz of PCS spectrum licensed to Keystone Wireless and 68 MHz of 700 MHz spectrum.
CMA619	Pennsylvania 8 - Union	Northumberland	Pennsylvania	92,392	67	58.5	10	35	108	- The other spectrum consists of 40 MHz of PCS spectrum licensed to Keystone Wireless and 68 MHz of 700 MHz spectrum.

Attachment B -- Spectrum Aggregation Chart

CMA	Name	County	State	POPs	AT&T Total	Sprint Total	T-Mobile Total	Verizon Total	Other Total	Notes
CMA619	Pennsylvania 8 - Union	Snyder	Pennsylvania	38,108	67	58.5	10	35	108	- The other spectrum consists of 40 MHz of PCS spectrum licensed to Keystone Wireless and 68 MHz of 700 MHz spectrum.
CMA619	Pennsylvania 8 - Union	Union	Pennsylvania	43,252	67	58.5	10	35	108	- The other spectrum consists of 40 MHz of PCS spectrum licensed to Keystone Wireless and 68 MHz of 700 MHz spectrum.
CMA679	Vermont 1 - Franklin	Caledonia	Vermont	29,702	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular, plus 80 MHz of 700 MHz spectrum.
CMA679	Vermont 1 - Franklin	Essex	Vermont	6,459	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular, plus 80 MHz of 700 MHz spectrum.
CMA679	Vermont 1 - Franklin	Franklin	Vermont	45,417	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS spectrum licensed to US Cellular, plus 80 MHz of 700 MHz spectrum.
CMA679	Vermont 1 - Franklin	Lamoille	Vermont	23,233	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular, plus 80 MHz of 700 MHz spectrum.
CMA679	Vermont 1 - Franklin	Orange	Vermont	28,226	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular, plus 80 MHz of 700 MHz spectrum.
CMA679	Vermont 1 - Franklin	Orleans	Vermont	26,277	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular, plus 80 MHz of 700 MHz spectrum.
CMA679	Vermont 1 - Franklin	Washington	Vermont	58,039	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular, plus 80 MHz of 700 MHz spectrum.
CMA680	Vermont 2 - Addison	Addison	Vermont	35,974	50	55	20	50	100	- The other spectrum consists of 20 MHz of PCS licensed to US Cellular, plus 80 MHz of 700 MHz spectrum.
CMA680	Vermont 2 - Addison	Bennington	Vermont	36,994	20	58.25	20	50	130	- The other spectrum consists of 25 MHz of cellular spectrum licensed to US Cellular, 10 MHz of PCS spectrum licensed to US Cellular, 15 MHz of unlicensed PCS spectrum, and 80 MHz of 700 MHz spectrum.
CMA680	Vermont 2 - Addison	Rutland	Vermont	63,400	45	58.25	20	50	105	- US Cellular holds 10 MHz of PCS spectrum, there is 15 MHz of unlicensed PCS spectrum, and 80 MHz of 700 MHz spectrum.
CMA680	Vermont 2 - Addison	Windsor	Vermont	57,418	20(45)	56	30	45	100(125)	- The other spectrum consists of 10 MHz of PCS licensed to Vermont Telephone Company, 10 MHz of PCS licensed to US Cellular, and 80 MHz of 700 MHz spectrum, plus US Cellular's 25 MHz cellular license in part of the county.
CMA694	Washington 2 - Okanogan	Chelan	Washington	66,616	60	58.5	15	65	80	- The other spectrum consists of 80 MHz of 700 MHz spectrum.
CMA694	Washington 2 - Okanogan	Douglas	Washington	32,603	60	58.5	15	65	80	- The other spectrum consists of 80 MHz of 700 MHz spectrum.
CMA694	Washington 2 - Okanogan	Okanogan	Washington	39,564	60	58.5	15	65	80	- The other spectrum consists of 80 MHz of 700 MHz spectrum.

Attachment B -- Spectrum Aggregation Chart

CMA	Name	County	State	POPs	AT&T Total	Sprint Total	T-Mobile Total	Verizon Total	Other Total	Notes
CMA695	Washington 3 - Ferry	Ferry	Washington	7,260	55	48.25	25	55	95	- The other spectrum consists of 15 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA695	Washington 3 - Ferry	Pend Oreille	Washington	11,732	55	48.25	25	55	95	- The other spectrum consists of 15 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.
CMA695	Washington 3 - Ferry	Stevens	Washington	40,066	55	48.25	25	55	95	- The other spectrum consists of 15 MHz of PCS spectrum licensed to Leap, plus 80 MHz of 700 MHz spectrum.

Attachment B -- Spectrum Aggregation Chart

CMA	Name	County	State	AT&T Cellular	Verizon Cellular	Other Cellular	AT&T PCS	Sprint Nextel PCS	T-Mobile PCS	Verizon PCS	Other PCS	Sprint SMR	AT&T 700 MHz	MediaFlo 700 MHz	Other 700 MHz
CMA025	Buffalo, NY	Erie	New York	25	25	0	20	40	30	20	20	15.25	12	6	62
CMA025	Buffalo, NY	Niagara	New York	25	25	0	20	40	30	20	20	15.25	12	6	62
CMA066	Youngstown-Warren, OH	Trumbull	Ohio	25	0	25	50	20	30	20	10	17.875	12	6	62
CMA066	Youngstown-Warren, OH	Mahoning	Ohio	25	0	25	50	20	30	20	10	17.875	12	6	62
CMA093	Las Vegas, NV	Clark	Nevada	25	25	0	30	40	35	20	5	17.25	12	6	62
CMA130	Erie, PA	Erie	Pennsylvania	25	25	0	60	27.5	22.5	10	10	14.875	12	6	62
CMA248	Burlington, VT	Chittenden	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA248	Burlington, VT	Grand Isle	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA318	Arizona 1 - Mohave	Mohave	Arizona	0(25)	0	25(50)	30	40	35	20	5	17.25	12	6	62
CMA448	Kentucky 6 - Madison	Boyle	Kentucky	25	25	0	30	40	30	20	10	17.375	0	6	74
CMA448	Kentucky 6 - Madison	Casey	Kentucky	25	25	0	45	40	10	10	25	17.375	0	6	74
CMA448	Kentucky 6 - Madison	Garrard	Kentucky	25	25	0	30	40	30	20	10	17.375	0	6	74
CMA448	Kentucky 6 - Madison	Laurel	Kentucky	25	25	0	30	40	20	15	25	17.375	0	6	74
CMA448	Kentucky 6 - Madison	Lincoln	Kentucky	25	25	0	30	40	20	30	10	17.375	0	6	74

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CMA	Name	County	State	AT&T Cellular	Verizon Cellular	Other Cellular	AT&T PCS	Sprint Nextel PCS	T-Mobile PCS	Verizon PCS	Other PCS	Sprint SMR	AT&T 700 MHz	MediaFlo 700 MHz	Other 700 MHz
CMA448	Kentucky 6 - Madison	Madison	Kentucky	25	25	0	30	40	30	20	10	17.375	0	6	74
CMA448	Kentucky 6 - Madison	Pulaski	Kentucky	25	25	0	45	40	20	0	25	17.375	0	6	74
CMA448	Kentucky 6 - Madison	Rockcastle	Kentucky	25	25	0	30	40	30	20	10	17.375	0	6	74
CMA450	Kentucky 8 - Mason	Bath	Kentucky	25	25	0	30	40	20	30	10	17.375	0	6	74
CMA450	Kentucky 8 - Mason	Bracken	Kentucky	25	25	0	10	25	20	30	45	18.125	0	6	74
CMA450	Kentucky 8 - Mason	Fleming	Kentucky	25	25	0	30	40	20	30	10	17.375	0	6	74
CMA450	Kentucky 8 - Mason	Lewis	Kentucky	25	25	0	30	30	10	20	40	18.125	0	6	74
CMA450	Kentucky 8 - Mason	Mason	Kentucky	25	25	0	10	25	20	30	45	18.125	0	6	74
CMA450	Kentucky 8 - Mason	Menifee	Kentucky	25	25	0	30	40	20	30	10	17.375	0	6	74
CMA450	Kentucky 8 - Mason	Montgomery	Kentucky	25	25	0	30	40	20	30	10	17.375	0	6	74
CMA450	Kentucky 8 - Mason	Nicholas	Kentucky	25	25	0	30	40	20	30	10	17.375	0	6	74
CMA450	Kentucky 8 - Mason	Robertson	Kentucky	25	25	0	30	40	20	30	10	17.375	0	6	74
CMA450	Kentucky 8 - Mason	Rowan	Kentucky	25	25	0	30	40	20	30	10	17.375	0	6	74

Attachment B -- Spectrum Aggregation Chart

CMA	Name	County	State	AT&T Cellular	Verizon Cellular	Other Cellular	AT&T PCS	Sprint Nextel PCS	T-Mobile PCS	Verizon PCS	Other PCS	Sprint SMR	AT&T 700 MHz	MediaFlo 700 MHz	Other 700 MHz
CMA546	Nevada 4 - Mineral	Esmeralda	Nevada	0	25	25	30	40	35	20	5	17.25	12	6	62
CMA546	Nevada 4 - Mineral	Nye	Nevada	0	25	25	30	40	35	20	5	17.25	12	6	62
CMA547	Nevada 5 - White Pine	Lincoln	Nevada	0	0	50	30	40	35	20	5	17.25	12	6	62
CMA560	New York 2 - Franklin	Clinton	New York	25	25	0	22.5	40	20	20.0	27.5	15	12	6	62
CMA560	New York 2 - Franklin	Essex	New York	25	25	0	22.5	40	20	20.0	27.5	15	12	6	62
CMA560	New York 2 - Franklin	Franklin	New York	25	25	0	40	40	20	15	15	15	12	6	62
CMA560	New York 2 - Franklin	Fulton	New York	25	25	0	30	40	30	30	0	18.25	12	6	62
CMA560	New York 2 - Franklin	Hamilton	New York	25	25	0	30	40	30	30	0	18.25	12	6	62
CMA561	New York 3 - Chautauqua	Wyoming	New York	25	25	0	30	40	20	20	20	15.25	0	6	74
CMA619	Pennsylvania 8 - Union	Montour	Pennsylvania	25	25	0	30	40	10	10	40	18.5	12	6	62
CMA619	Pennsylvania 8 - Union	Northumberland	Pennsylvania	25	25	0	30	40	10	10	40	18.5	12	6	62

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CMA	Name	County	State	AT&T Cellular	Verizon Cellular	Other Cellular	AT&T PCS	Sprint Nextel PCS	T-Mobile PCS	Verizon PCS	Other PCS	Sprint SMR	AT&T 700 MHz	MediaFlo 700 MHz	Other 700 MHz
CMA619	Pennsylvania 8 - Union	Snyder	Pennsylvania	25	25	0	30	40	10	10	40	18.5	12	6	62
CMA619	Pennsylvania 8 - Union	Union	Pennsylvania	25	25	0	30	40	10	10	40	18.5	12	6	62
CMA679	Vermont 1 - Franklin	Caledonia	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA679	Vermont 1 - Franklin	Essex	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA679	Vermont 1 - Franklin	Franklin	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA679	Vermont 1 - Franklin	Lamoille	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA679	Vermont 1 - Franklin	Orange	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA679	Vermont 1 - Franklin	Orleans	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA679	Vermont 1 - Franklin	Washington	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA680	Vermont 2 - Addison	Addison	Vermont	25	25	0	25	40	20	25	20	15	0	6	74
CMA680	Vermont 2 - Addison	Bennington	Vermont	0	25	25	20	40	20	25	25	18.25	0	6	74
CMA680	Vermont 2 - Addison	Rutland	Vermont	25	25	0	20	40	20	25	25	18.25	0	6	74
CMA680	Vermont 2 - Addison	Windsor	Vermont	0(25)	25	0(25)	20	40	30	20	20	16	0	6	74
CMA694	Washington 2 - Okanogan	Chelan	Washington	25	25	0	35	40	15	40	0	18.5	0	6	74
CMA694	Washington 2 - Okanogan	Douglas	Washington	25	25	0	35	40	15	40	0	18.5	0	6	74
CMA694	Washington 2 - Okanogan	Okanogan	Washington	25	25	0	35	40	15	40	0	18.5	0	6	74
CMA695	Washington 3 - Ferry	Ferry	Washington	25	25	0	30	30	25	30	15	18.25	0	6	74

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CMA	Name	County	State	AT&T Cellular	Verizon Cellular	Other Cellular	AT&T PCS	Sprint Nextel PCS	T-Mobile PCS	Verizon PCS	Other PCS	Sprint SMR	AT&T 700 MHz	MediaFlo 700 MHz	Other 700 MHz
CMA695	Washington 3 - Ferry	Pend Oreille	Washington	25	25	0	30	30	25	30	15	18.25	0	6	74
CMA695	Washington 3 - Ferry	Stevens	Washington	25	25	0	30	30	25	30	15	18.25	0	6	74

Notes:

1) Data for cellular and PCS holdings are based on a review the Commission's Universal Licensing System database in December 2007.

2) Data for SMR holdings come from a filing that Sprint and Nextel made with the FCC in February 2005 in connection with their proposed merger. *See* Sprint/Nextel Application for Transfer of Control, Attachment J, FCC Docket No. 05-63 (filed Feb. 8, 2005), *available at* <https://wireless2.fcc.gov/UlsEntry/attachments/attachmentViewRD.jsp?applType=search&attachmentKey=17993625&affn=0179936258364392058496989>.

3) The charts assume consummation of the pending Verizon Wireless/Rural Cellular, T-Mobile/SunCom, AT&T/Aloha, AT&T/Westelcom, AT&T/T-Mobile, and AT&T/US Cellular transactions, as well as the transactions that are the subject of these applications.

4) Except where otherwise noted, the charts attribute spectrum to AT&T and Verizon Wireless when they hold a non-controlling investment in a designated entity.

5) The charts attribute spectrum to Verizon Wireless for its management of New York RSA 2 Cellular Partnership, which is the cellular B block licensee in CMA560 (NY2-Franklin).

6) Leased spectrum is attributed to the lessee, not the lessor.