



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION

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**VODAFONE AIRTOUCH AND BELL ATLANTIC
SEEK FCC CONSENT TO TRANSFER OF CONTROL OF BELL
ATLANTIC'S AND VODAFONE AIRTOUCH'S WIRELESS LICENSES**

PLEADING CYCLE ESTABLISHED

Vodafone AirTouch Plc ("VAT") and Bell Atlantic Corporation ("Bell Atlantic") have filed applications under Sections 214 and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 214 and 310(d), requesting Commission approval of the transfer of control of various entities holding licenses and authorizations issued by the Commission.

On September 21, 1999, VAT and Bell Atlantic entered into a "U.S. Wireless Alliance Agreement" ("Agreement"), pursuant to which their U.S. wireless operations will be combined. The parties assert that this combination will strengthen their ability to provide high-quality wireless service and enable them to compete more effectively in domestic wireless telecommunications markets, all of which will benefit subscribers and the public.

The entity that will conduct the combined business and provide wireless service is Cellco Partnership ("Cellco"). Cellco, a Delaware general partnership, is currently owned 100 percent by wholly-owned subsidiaries of Bell Atlantic, and provides wireless service in nineteen states and the District of Columbia. VAT will transfer control of its U.S. wireless properties to Bell

Atlantic in exchange for partnership interests in Cellco.¹ VAT will also contribute the wireless properties it intends to acquire from BCP CommNet, L.P (“CommNet”).²

The Agreement provides that control of Cellco’s business and affairs will be vested in a Board of Representatives, and not in the general partners themselves. Under this structure, Bell Atlantic will hold majority control of the Board, and, therefore, will have the ability to appoint and remove the majority of the officers and control day-to-day operations. Thus, the parties state that Bell Atlantic will have affirmative control of Cellco.

The parties’ respective ownership interests in Cellco will depend on the extent and timing of their respective contributions of wireless properties to Cellco. The transaction contemplates that, once all of the properties that are to be contributed to Cellco have actually been contributed, Bell Atlantic will hold a 55.0% interest. These properties include all of the properties listed on this Public Notice and the wireless properties that Bell Atlantic will acquire pursuant to its separate merger agreement with GTE Corporation.³ If, however, the transaction with VAT occurs prior to the merger with GTE, VAT (through one of its domestic subsidiaries) will indirectly hold a 65.1% interest in Cellco, and Bell Atlantic will hold a 34.9% interest, pending contribution of the GTE properties. The parties state that, at most, this constitutes an insubstantial, *pro forma* transfer of control of the Bell Atlantic licensees. Bell Atlantic has waived forbearance with respect to the processing of these transfers of control and has filed *pro forma* transfer applications to permit all of its subject authorizations to be explicitly covered by the Commission’s decision in this proceeding.⁴

¹ VAT states that it may decide instead to assign certain licenses to Cellco directly once certain tax and other considerations are resolved, and will in that event, amend its applications to request that consent be granted to assign these licenses to Cellco. This Public Notice also serves as notice that the Commission will treat any such amendments as minor amendments to the pending transfer of control applications.

² Applications for transfer of control of these properties from CommNet to VAT are currently pending before the Commission. See “BCP CommNet, L.P. and Vodafone AirTouch Plc Seek Consent for Transfer of Control,” *Public Notice*, DA 99-1876 (rel. Sept. 14, 1999). Because control of these properties will ultimately be transferred to Cellco, separate applications have been filed for consent to accomplish this further step and, therefore, are listed in this Public Notice. In addition, applications to transfer control of certain additional licensees and associated call signs from CommNet to VAT were filed on October 13, 1999. See Public Notice Rpt. No. 346 (rel. Oct. 20, 1999) regarding ULS file numbers 0000033522, 0000033529, and 0000033539. Control of these properties may ultimately be transferred to Cellco; therefore, separate applications have been filed for these additional licensees and call signs in connection with the instant transaction, and they have been included in this Public Notice.

³ See “GTE Corporation and Bell Atlantic Corporation Seek FCC Consent for A Proposed Transfer of Control and Commission Seeks Comment on Proposed Protective Order Filed by GTE and Bell Atlantic,” *Public Notice*, DA 98-2035 (rel. Oct. 8, 1998).

⁴ Applications for transfer of control of additional wireless properties from Global Crossing to Bell Atlantic were recently granted. See “Wireless Telecommunications Bureau Grants consent for Transfer of Control of Paging, Cellular and Microwave Licenses From Global Crossing to Bell Atlantic Corporation,” *Public Notice*, DA 99-2392 (rel. Nov. 1, 1999).

The Commission has not yet determined whether the transfer of control of Bell Atlantic's licenses is substantial or insubstantial, and the public is invited to comment on this issue. However, the public (and, particularly, those filing petitions to deny the transfer of control of Bell Atlantic's licenses) should be aware that, if it is determined that the transfer of control constitutes an insubstantial change in control, therefore meriting *pro forma* processing, that petitions to deny the transfer of control of Bell Atlantic's authorizations will be moot.

The following applications have been filed for consent to transfer control of the licenses and authorizations listed below and have been assigned the file numbers indicated.

SECTION 310 APPLICATIONS

VAT Licensees Holding Authorizations in the Part 22 Cellular Radiotelephone Service, Part 22 Paging and Radiotelephone Service, Part 22 Air-Ground Radiotelephone Service, Part 24 Personal Communications Service and/or Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000032969	AirTouch Cellular of Georgia (lead application)	KNKA315
0000034268	AirTouch Cellular	KNKN319
0000034274	AirTouch Cellular of Kansas	KNKA357
0000033078	AirTouch Communications, Inc.	WNEH681
0000034810	AirTouch Paging	KAA892
0000032981	AirTouch Paging of Kentucky, Inc.	KIF656
0000032997	AirTouch Paging of Texas	KKG410
0000033033	AirTouch Paging of Virginia, Inc.	KNKL416
0000033036	Athens Cellular, Inc.	KNKA709
0000033042	Bay Area Cellular Telephone Company	KNKA270
0000033043	Boise City MSA Limited Partnership	KNKA490
0000033048	Cagal Cellular Communications Corp.	KNKA697
0000034272	CMT Partners ⁵	KNKA337
0000033049	Coconino Arizona RSA Limited Partnership	KNKN232
0000033055	Colorado RSA No. 3 Limited Partnership	KNKN398
0000033057	DesMoines MSA General Partnership	KNKA402
0000033058	Duluth MSA Limited Partnership	KNKA439
0000033062	Grays Harbor-Mason Cellular L.P.	KNKN612

⁵ On October 1, 1999, CMT Partners assigned *pro forma* its cellular and associated microwave licenses for the Kansas City and Lawrence, KS markets to McCaw Communications of St. Joseph, Inc., a wholly-owned indirect subsidiary of VAT. As a result of this assignment, CMT Partners will no longer be a licensee. On October 26, 1999, a notification of *pro forma* assignment of license was filed with the FCC pursuant to our forbearance procedures. Once processing of this notification is completed, the licensee of record of the subject facilities will change to McCaw Communications of St. Joseph, Inc.

0000033066	Hamilton Cellular Telephone Company	KNKA499
0000033069	Idaho RSA No. 1 Limited Partnership	KNKN289
0000033070	Idaho RSA No. 2 Limited Partnership	KNKN599
0000034416	Iowa RSA No. 13 Limited Partnership	KNKQ308
0000033075	Iowa RSA No. 2 Limited Partnership	KNKN492
0000033083	Los Angeles SMSA Limited Partnership	KNKA209
0000033079	Mineral RSA Limited Partnership	KNKN318
0000033080	Modoc RSA Limited Partnership	KNKN227
0000034276	Muskegon Cellular Partnership	KNKA552
0000032983	Napa Cellular Telephone Company	KNKA757
0000034813	NewPar	KNKA235
0000032994	North Dakota RSA No. 3 L.P.	KNKN527
0000033000	Olympia Cellular Limited Partnership	KNKA719
0000033001	Omaha Cellular Telephone Company	KNKA336
0000033003	Oxnard/Ventura/Simi Limited Partnership	KNKA328
0000033588	PCS Nucleus, L.P.	KNLH438
0000033005	Redding MSA Limited Partnership	KNKA751
0000033006	RSA 7 Limited Partnership	KNKN611
0000033007	Sacramento-Valley Limited Partnership	KNKA273
0000033020	Salinas Cellular Telephone Company	KNKA587
0000034280	Seattle SMSA Limited Partnership	KNKA215
0000033027	Spokane MSA Limited Partnership	KNKA408
0000033028	Springfield Cellular Telephone Company	KNKA641
0000033030	St. Joseph CellTelCo	KNKA772
0000033143	Vodafone AirTouch Licenses LLC	KLF644
0000033034	Wasatch Utah RSA No. 2 L. P.	KNKN242
0000033039	Yuma Arizona RSA Limited Partnership	KNKN256
0000034333	Primeco Personal Communications, L.P.	KNLF207
0000034816	Primeco Personal Communications, L.P.	KNLF246

VAT Licensees Holding Authorizations in the Part 90 Private Land Mobile Radio Services:

These applications will not be assigned separate file numbers.

<u>Licensee</u>	<u>(Lead) Call Sign</u>
AirTouch Communications, Inc	WNFM401
AirTouch Communications, Inc.	WNQS582
AirTouch Communications, Inc.	WPGQ687
AirTouch Paging	WNDF393
AirTouch Paging	KNHB768
AirTouch Paging of Kentucky, Inc.	KNNU718
AirTouch Paging of Texas	KCG330
AirTouch Paging of Texas	KNNV589
AirTouch Paging of Virginia, Inc.	WNVN282

Los Angeles SMSA Limited Partnership
Nationwide 929.8875 LLC
Vodafone AirTouch Licenses LLC

KYP361
KNNF609
KNGU565

CommNet Licensees Holding Authorizations in the Part 22 Cellular Radiotelephone Service and/or the Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000033038	Badlands Cellular of North Dakota L.P.	KNKN481
0000033046	Bismarck MSA Limited Partnership	KNKA737
0000033050	Colorado 4-Park Limited Partnership	KNKN399
0000033053	Colorado 7 - Saguache Limited Partnership	KNKN288
0000034319	Commnet Cellular License Holding LLC	KNKA635
0000033059	Eastern South Dakota Cellular of South Dakota Limited Partnership	KNKN358
0000033061	Gold Creek Cellular of Montana L.P.	KNKA562
0000033068	Idaho 6 - Clark Limited Partnership	KNKN234
0000033071	Idaho RSA 3 Limited Partnership	KNKN400
0000034335	Iowa 15 - Dickinson Limited Partnership	KNKN364
0000033072	Iowa 16 - Lyon Limited Partnership	KNKN315
0000033073	Iowa 8 - Monona Limited Partnership	KNKN530
0000033583	Iowa RSA 5 Limited Partnership	KNKN389
0000032984	North Central RSA 2 of North Dakota L.P.	KNKN367
0000032993	North Dakota 5 - Kidder L.P.	KNKN356
0000032996	Northern New Mexico Limited Partnership	KNKQ425
0000032998	Northwest Dakota Cellular of North Dakota L.P.	KNKN321
0000033002	Platte River Cellular of Colorado L.P.	KNKN347
0000033004	Pueblo MSA Limited Partnership	KNKA519
0000033084	San Isabel Cellular of Colorado L.P.	KNKN350
0000033022	Sioux City MSA Limited Partnership	KNKA658
0000033024	Smoky Hill Cellular of Colorado L.P.	KNKN348
0000033025	South Dakota 7 - Sully Limited Partnership	KNKN304
0000033026	South Dakota 8 - Kingsbury L.P.	KNKN357
0000033031	Two Buttes Cellular of Colorado L.P.	KNKN349
0000033032	Utah RSA 6 Limited Partnership	KNKN293
0000033037	Wyoming 1 - Park Limited Partnership	KNKN244

Bell Atlantic Licensees Holding Authorizations in Part 22 Cellular Radiotelephone Service, Part 24 Personal Communications Service, Part 27 Wireless Communications Service and/or Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
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0000034258	Pennsylvania RSA No. 6 (II) L.P.	KNKQ252
0000034273	PCSCO Partnership	KNLB210
0000034287	Pittsfield Cellular Telephone Company	KNKA691
0000034290	Vermont RSA Limited Partnership	KNKN916
0000034294	Anderson Cellular Telephone Company	KNKA664
0000034297	NYNEX Mobile Limited Partnership 1	KNKA695
0000034301	Blue Ridge Cellular Telephone Company	KNKN631
0000034303	Portland Cellular Partnership	KNKA717
0000034307	Bell Atlantic Mobile of Asheville, Inc.	KNKA819
0000034308	New York SMSA Limited Partnership	KNKA206
0000034315	Washington DC SMSA LP	KNKA230
0000034316	New Hampshire RSA 2 Partnership	KNKN812
0000034317	Pittsburgh SMSA Limited Partnership	KNKA202
0000034318	Allentown SMSA Limited Partnership	KNKA290
0000034320	Bell Atlantic Mobile Systems of Allentown, Inc.	KFA62
0000034321	Orange County - Poughkeepsie MSA L.P.	KNKA416
0000034325	Southwestco Wireless Limited Partnership	KNKA303
0000034422	Tuscon 21 Cellular Limited Partnership	KNKR292
0000034423	Las Cruces Cellular Telephone Company	KNKA605
0000034597	Cellco Partnership	KFA84
0000034665	NYNEX Mobile Limited Partnership 2	KNKN786

Bell Atlantic Licensees Holding Authorizations in the Part 90 Private Land Mobile Radio Services:

This application will not be assigned a separate file number.

<u>Licensee</u>	<u>(Lead) Call Sign</u>
Cellco Partnership	WNVU394

Global Crossing/Frontier Licensees Holding Authorizations in the Part 22 Cellular Radiotelephone Service and/or the Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000034574	Binghamton MSA Limited Partnership	KNKA578
0000034694	New York RSA 2 Cellular Partnership	KNKQ287
0000034459	New York RSA No. 3 Cellular Partnership	KNKQ273
0000034689	NYNEX Mobile of New York L.P	KNKA561
0000034699	Pennsylvania No. 3 Sector 2 Limited Partnership	KNKQ412
0000034713	Pennsylvania No. 4 Sector 2 Limited Partnership	KNKQ411
0000034504	Rochester Telephone Mobile Communications	KNKA297

0000034449	St. Lawrence Seaway RSA Cellular Partnership	KNKN766
0000034441	Syracuse SMSA Limited Partnership	KNKA238
0000034429	Upstate Cellular Network	KEK269

SECTION 214 APPLICATIONS

The following application for consent to transfer control of international Section 214 authorizations, or interests in such authorizations, has also been filed:

ITC-T/C-19991015-00679 AirTouch Communications, Inc. (ITC-96-564)
 Cellco Partnership (ITC-96-246)

GENERAL INFORMATION

The transfer of control applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies.

Final action will not be taken on these applications earlier than 31 days following the date of this Public Notice. *See* 47 U.S.C. § 309(b). Interested parties may file comments or petitions to deny no later than December 6, 1999. Oppositions to such pleadings may be filed no later than December 16, 1999. All filings concerning matters referenced in this Public Notice should refer to DA 99-2451, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Pursuant to 47 C.F.R. § 1.1200(a), which permits the Commission to adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires, we announce that this proceeding will be governed by **permit-but-disclose** *ex parte* procedures that are applicable to non-restricted proceedings under 47 C.F.R. § 1.1206.

An original and four copies of all comments, petitions to deny, oppositions and replies must be filed with the Commission's Secretary, Magalie Roman Salas, 445 12th Street, S.W., TW-B204, Washington, D.C. 20554, in accordance with Section 1.51(c) of the Commission's rules, 47 C.F.R. § 1.51(c). **In addition, one copy of each pleading must be delivered to each of the following locations:** (1) the Commission's duplicating contractor, International Transcription Services, Inc. ("ITS"), 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; (2) Office of Public Affairs, Reference Operations Division, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554; (3) Lauren Kravetz, Commercial Wireless Division, Wireless Telecommunications Bureau, 445 12th Street, S.W., Room 4-A163, Washington, D.C. 20554; (4) Ramona Melson, Public Safety and Private Wireless Division, Wireless Telecommunications Bureau, 445 12th Street, S.W., Room 4-C237, Washington, D.C. 20554; and Matthew Vitale, Telecommunications Division, International Bureau, 445 12th Street, S.W., Room 6-A821, Washington, D.C. 20554.

Copies of the applications and any subsequently-filed documents in this matter may be obtained from ITS. The applications and documents are also available for public inspection and copying during normal reference room hours at the following Commission office: Office of Public Affairs, Reference Operations Division, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. In addition, applications filed under Parts 22, 24, 27 and 101 of the Commission's rules are available electronically through the Wireless Telecommunications Bureau's Universal Licensing System, which may be accessed on the Commission's Internet website.

For further information, contact Lauren Kravetz or Elizabeth Williams, Wireless Telecommunications Bureau, Commercial Wireless Division, at (202) 418-7240 (Parts 22, 24, 27); Ramona Melson, Wireless Telecommunications Bureau, Public Safety and Private Wireless Division, at (202) 418-0680 (Parts 90 and 101); or Matthew Vitale, Telecommunications Division, International Bureau, at (202) 418-1460 (international 214 authorizations).

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