



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION

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## **WIRELESS TELECOMMUNICATIONS BUREAU AND INTERNATIONAL BUREAU GRANT CONSENT FOR TRANSFER OF CONTROL OR ASSIGNMENT OF LICENSES FROM TELECORP PCS, INC. TO AT&T WIRELESS SERVICES, INC.**

### **WT Dkt. No. 01-315**

Pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended,<sup>1</sup> and sections 0.261 and 0.331 of the Commission's rules,<sup>2</sup> the Wireless Telecommunications Bureau and International Bureau approve the following applications requesting Commission consent to transfer control of or assign licenses and authorizations currently held by TeleCorp PCS, Inc. and its various wholly-owned subsidiaries ("TeleCorp") to AT&T Wireless Services, Inc. ("AT&T Wireless"). No comments or petitions to deny were received in response to the Public Notice announcing that the application had been accepted for filing.<sup>3</sup> The Bureaus find, upon consideration of the record, that the proposed transfers will serve the public interest, convenience, and necessity.<sup>4</sup>

### **APPLICATIONS**

This Public Notice pertains to three groups of applications. The first group consists of applications related to the transfer of control of licenses and authorizations from TeleCorp to AT&T Wireless. The second group consists of applications related to the divestiture of certain TeleCorp licenses to Skagit Wireless, L.L.C. ("Skagit Wireless") to comply with the Commission's rules on entrepreneur's block licenses.<sup>5</sup> The third group consists of applications related to: (a) the divestiture of certain AT&T Wireless licenses to David Michelman as trustee to resolve previous CMRS spectrum aggregation

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<sup>1</sup> 47 U.S.C. §§ 214, 310(d).

<sup>2</sup> 47 C.F.R. §§ 0.261, 0.331.

<sup>3</sup> TeleCorp PCS, Inc. and AT&T Wireless Services, Inc. Seek FCC Consent to Transfer Control of Licenses, WT Dkt. No. 01-315, *Public Notice*, 16 FCC Rcd. 19,557 (rel. Nov. 8, 2001) ("Acceptance PN").

<sup>4</sup> See 47 U.S.C. §§ 214, 310(d).

<sup>5</sup> See 47 C.F.R. §§ 1.2110(d), 24.709.

compliance issues, and (b) the divestiture of certain TeleCorp licenses to Derby Divestiture Trust in compliance with the Commission’s CMRS spectrum aggregation limit.<sup>6</sup>

**I. TRANSFER OF CONTROL APPLICATIONS FROM TELECORP TO AT&T WIRELESS**

**A. SECTION 310 APPLICATIONS**

The Wireless Telecommunications Bureau finds, upon consideration of the record, that the proposed transfers will serve the public interest, convenience, and necessity. The following applications for consent to transfer control of Personal Communications Services (“PCS”), Fixed Microwave Services, 39 GHz, and/or Local Multipoint Distribution Service (“LMDS”) licenses from TeleCorp to AT&T Wireless are hereby granted, subject to the full payment of any remaining installment principal balance and any accrued and unpaid interest on the license being transferred and/or the full payment of any required unjust enrichment payments on or before the consummation date.<sup>7</sup>

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0000634850 <sup>8</sup>	TeleCorp Holding Corp. II, L.L.C.	KNLH626
0000634851	TeleCorp of Puerto Rico, Inc.	WPOK287
0000634855	TeleCorp PCS, L.L.C.	KNLG381
0000634859	Tritel A/B Holding Corp.	WPOI255
0000634866	Tritel C/F Holding Corp.	WPOK615
0000634869	Wisconsin Acquisition Corp.	KNLF581
0000634824	AirCom PCS, Inc.	KNLF604
0000634838	DigiCall, Inc.	KNLG908
0000634842	DigiCom, Inc.	KNLG909
0000634843	QuinCom, Inc.	KNLG912
50003-CW-TC-02 <sup>9</sup>	TeleCorp Holding Corp. II, L.L.C.	WPQP423
50002-CW-TC-02 <sup>10</sup>	Tritel A/B Holding Corp.	File No. 0000505527 <sup>11</sup>
0000634892	TeleCorp Communications, Inc.	WPQN959
0000634914	TeleCorp Communications, Inc.	WPRT868
0000634910	Zephyr Wireless, L.L.C.	WPQV904
0000634894	TeleCorp LMDS, Inc.	WPOH988

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<sup>6</sup> See *id.* § 20.6.

<sup>7</sup> See *id.* § 1.2111(c), (d).

<sup>8</sup> File No. 0000634850 has been designated as the lead application in this transaction, and all pleadings and other submissions filed in this matter that pertain generally to the transaction and not to a particular application are available through this file number.

<sup>9</sup> This application is attached to file no. 0000634850.

<sup>10</sup> This application is attached to file no. 0000634859.

<sup>11</sup> This application requests a disaggregation of WPOH940. Since the application is still pending, a call sign has not been assigned to the applicable spectrum.

## B. SECTION 214 APPLICATIONS

The International Bureau finds, upon consideration of the record, that the proposed transfers will serve the public interest, convenience, and necessity. Therefore, pursuant to Section 214(a) of the Communications Act of 1934, as amended,<sup>12</sup> the applications for transfer of the Section 214 authorizations for the provision of international telecommunications services held by TeleCorp Communications, Inc. (ITC-T/C-20011019-00552), Tritel Communications Inc. (ITC-T/C-20011019-00553), and TeleCorp PCS, Inc. (ITC-T/C-20011019-00554) from TeleCorp PCS, Inc. to AT&T Wireless Services, Inc. are granted.

## II. ASSIGNMENT OF LICENSES FROM TELECORP TO SKAGIT WIRELESS

The Wireless Telecommunications Bureau finds, upon consideration of the record, that the proposed transfers will serve the public interest, convenience, and necessity. The following applications for consent to assign PCS licenses from TeleCorp to Skagit Wireless are hereby granted, subject to the full payment of any remaining installment principal balance and any accrued and unpaid interest on the license being transferred.<sup>13</sup>

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0000635066 <sup>14</sup>	Tritel C/F Holding Corp.	WPOK659
50000-CW-AA-02 <sup>15</sup>	TeleCorp Holding Corp. II, L.L.C.	KNLG949
50001-CW-AA-02 <sup>16</sup>	Tritel C/F Holding Corp.	KNLG230

## III. APPLICATIONS TO COMPLY WITH THE COMMISSION'S CMRS SPECTRUM AGGREGATION LIMIT

### A. ASSIGNMENT OF LICENSES FROM TELECORP TO DERBY DIVESTITURE TRUST

The Wireless Telecommunications Bureau finds, upon consideration of the record, that the proposed transfers will serve the public interest, convenience, and necessity. The Commission's rules provide that divestiture to a trust is permitted "as long as the applicant has no interest in or control of the trustee, and the trustee may dispose of the license as it sees fit."<sup>17</sup> We have reviewed the proposed trust agreement attached to each of these applications and find that each comports with the Commission's rules. We are satisfied that the Trustee will be independent, that he or she will be able to dispose of the properties as he or she sees fit, and that communication between the Trustee and the grantor will be

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<sup>12</sup> 47 U.S.C. § 214(a).

<sup>13</sup> *See id.* § 1.2111(c).

<sup>14</sup> File No. 0000635066 has been designated as the lead application in the TeleCorp/Skagit transaction, and all pleadings and other submissions filed in this matter that pertain generally to the transaction and not to a particular application are available through this file number.

<sup>15</sup> This application is attached to file no. 0000635066.

<sup>16</sup> *Id.*

<sup>17</sup> 47 C.F.R. § 20.6(e)(4)(A).

limited to communications initiated by the Trustee seeking information needed to operate the businesses and divest the licenses. Therefore, we determine that a grant of the applications to divest to a trust is in the public interest. Because these divestitures are required by competitive concerns, however, we do not believe that TeleCorp should be permitted to continue to hold the properties for 180 additional days, as would otherwise be permitted under the Commission's rule regarding time for consummation.<sup>18</sup> Instead, we permit TeleCorp sixty days to consummate transactions to place properties into trust. Further, the Commission requires that a divestiture trust be of no more than six months' duration, and that any license that is not transferred from the trust within that period will automatically cancel.<sup>19</sup> These applications are therefore granted on the condition that any PCS license that is transferred to the trust and that is not further transferred from the trust to an ultimate buyer within 180 days thereafter will automatically cancel.

Therefore, the following applications for consent to assign PCS licenses from TeleCorp to Derby Divestiture Trust are hereby granted.<sup>20</sup>

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0000636248 <sup>21</sup>	Tritel C/F Holding Corp.	WPTJ403
0000636242	Tritel C/F Holding Corp.	WPOK618

#### B. ASSIGNMENT OF LICENSES FROM AT&T WIRELESS TO DAVID MICHELMAN

The Wireless Telecommunications Bureau finds, upon consideration of the record, that the proposed transfers will serve the public interest, convenience, and necessity. The Commission's rules provide that divestiture to a trust is permitted "as long as the applicant has no interest in or control of the trustee, and the trustee may dispose of the license as it sees fit."<sup>22</sup> We have reviewed the proposed trust agreement attached to each of these applications and find that each comports with the Commission's rules. We are satisfied that the Trustee will be independent, that he or she will be able to dispose of the properties as he or she sees fit, and that communication between the Trustee and the grantor will be limited to communications initiated by the Trustee seeking information needed to operate the businesses and divest the licenses. Therefore, we determine that a grant of the applications to divest to a trust is in the public interest. Because these divestitures are required by competitive concerns, however, we do not believe that AT&T Wireless should be permitted to continue to hold the properties for 180 additional days, as would otherwise be permitted under the Commission's rule regarding time for consummation.<sup>23</sup> Instead, we permit AT&T Wireless sixty days to consummate transactions to place properties into trust. Further, the Commission requires that a divestiture trust be of no more than six months' duration, and that

<sup>18</sup> See 47 C.F.R. § 1.948(d).

<sup>19</sup> See *In the Matter of 1998 Biennial Review Spectrum Aggregation Limits for Wireless Telecommunications Carriers, etc.*, WT Docket Nos. 98-205 and 96-59, GN Dkt. No. 93-252, Report and Order, FCC 99-244, 1999 WL 734848 at para. 117 & n.263.

<sup>20</sup> All matters regarding possible spectrum aggregation compliance violations have been referred to the Commission's Enforcement Bureau.

<sup>21</sup> File No. 0000636248 has been designated as the lead application in the TeleCorp/Derby transaction, and all pleadings and other submissions filed in this matter that pertain generally to the transaction and not to a particular application are available through this file number.

<sup>22</sup> 47 C.F.R. § 20.6(e)(4)(A).

<sup>23</sup> See 47 C.F.R. § 1.948(d).

any license that is not transferred from the trust within that period will automatically cancel.<sup>24</sup> These applications are therefore granted on the condition that any PCS license that is transferred to the trust and that is not further transferred from the trust to an ultimate buyer within 180 days thereafter will automatically cancel.

Therefore, the following applications for consent to assign PCS licenses from AT&T Wireless to David Michelman are hereby granted.<sup>25</sup>

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0000634714 <sup>26</sup>	AT&T Wireless PCS, LLC	KNLF221
0000634728	AT&T Wireless PCS, LLC	KNLF256
0000634722	AT&T Wireless PCS, LLC	KNLF251

Pursuant to section 1.103 of the Commission's rules,<sup>27</sup> the consent granted herein is effective upon release of this Public Notice. Pursuant to sections 1.106(f) and 1.115(a) of the Commission's rules,<sup>28</sup> petitions for reconsideration and applications for review may be filed within thirty days of the release of this public notice. By this approval, the parties are authorized to proceed to the final stages of their respective transactions. Section 1.948(d) of the Commission's rules provides that "the Commission shall be notified by letter of the date of completion of the assignment or transfer of control."<sup>29</sup> Hence, we remind parties that an assignment shall not be considered complete until the underlying transaction closes and all conditions set forth in the grant documents, including this Public Notice and the application, are met.

For further information, contact Lauren Kravetz Patrich or Erin McGrath, Commercial Wireless Division, Wireless Telecommunications Bureau, at (202) 418-7240 (Part 24 only); Jeff Tobias, Public Safety and Private Wireless Division, Wireless Telecommunications Bureau, at (202) 418-1617 (Part 101 only); or Imani Ellis-Cheek, Telecommunications Division, International Bureau, at (202) 418-1028 (International Section 214 authorizations only).

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<sup>24</sup> See *In the Matter of 1998 Biennial Review Spectrum Aggregation Limits for Wireless Telecommunications Carriers, etc.*, WT Docket Nos. 98-205 and 96-59, GN Dkt. No. 93-252, Report and Order, FCC 99-244, 1999 WL 734848 at para. 117 & n.263.

<sup>25</sup> File numbers 0000634719 and 0000634724, which were listed in the Acceptance PN, were withdrawn on February 1, 2001.

<sup>26</sup> File No. 0000634714 has been designated as the lead application in the AT&T/Michelman transaction, and all pleadings and other submissions filed in this matter that pertain generally to the transaction and not to a particular application are available through this file number.

<sup>27</sup> 47 C.F.R. § 1.103.

<sup>28</sup> *Id.* §§ 1.106(f), 1.115(a),

<sup>29</sup> *Id.* C.F.R. § 1.948(d).