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BEFORE PRO	CEEDING								Approved by OMB
			FEDERAL C	COMMUNICATIONS	COMMIS	ION			3060-0589
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ne best of my ki	nowledge, int	ormation and beli	ief. SIGNATU	RE Walley	HUL_		DAT	E	402
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COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

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COLE, RAYWID & BRAVERMAN, L.L.P.

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BANK OF AMERICA 02992 DC 15-120-540

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03/01/2002 FCC

PAY

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CHECK AMOUNT

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TO THE ORDER **OF**

FEDERAL COMMUNICATIONS

COMMISSION

#074524# #054001204# 002086050069#

COLE, RAYWID & BRAVERMAN, L.L.P.

74524

74524

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03/01/2002

100.00

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0000778180

1) Application Purpose: Transfer of Control 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application File Number: currently on file with the FCC. 2b) File numbers of related pending applications currently on file with the FCC:

and Transfers of Control

Type of Transaction

FCC 603

3a) Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Numbe	r: 042511164	10b) SGIN: 999	10c) FCC Registration Number (FRN): 0003622214	
11) First Name (if individual): MI:		Last Name:	Suffix:	
12) Entity Name (if not an individual): MEDIAONE OF	MASSACHUSETT	S, INC.	
13) Attention To: STEPHEN FLESS	NER			
14) P.O. Box: 5630	And / Or	15) Street Addre	ss:	
16) City: DENVER		17) State: CO	18) Zip: 80217	
19) Telephone Number: (720)267-2	700	20) FAX:		
21) E-Mail Address:				

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Kace.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Num	ber:	23b) SGIN:	23c) FCC Registration Number (FRN): 0003470556
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individu	al): AT&T COF	RP.	
26) P.O. Box:	And / Or	27) Street Addr	ess: 32 AVENUE OF THE AMERICAS
28) City: NEW YORK		29) State: NY	30) Zip: 10013
31) Telephone Number: (212)387	-4000	32) FAX:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: STEVEN	MI:	Last Name: HORVITZ	Suffix:			
35) Company Name: COLE, RAYWID & BRAVERMAN, LLP						
36) P.O. Box:	And / Or	37) Street Address: 1919 PENNSYLVANIA AVENUE, N.W., SUITE 200				
38) City: WASHINGTION		39) State: DC 40) Zip: 20006				
41) Telephone Number: (202)	659-9750	42) FAX:				
43) E-Mail Address:						

Assignee/Transferee Information

44) The Assignee is a(n): Corporat 45a) Taxpayer Identification Numbe		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
45a) raxpayer identification Number	a. 210000130		
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T COM	CAST CORPORAT	ION
48) Name of Real Party in Interest:		W. W. W. M.	49) TIN:
50) Attention To: THOMAS R. NATI	HAN	W. I. Washington and Comment to the Comment of the	
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 MARKET STREET
53) City: PHILADELPHIA		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7	535	57) FAX:	
58) E-Mail Address:	.,,,		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: RENEE	MI:	Last Name: CALLAHAN	Suffix:	
60) Company Name: LAWLER, I	METZGER & MILKN	IAN, LLC		
61) P.O. Box:	And / Or	62) Street Address: 1909 K STREET, NW, SUITE 820		
63) City: WASHINGTON		64) State: DC	65) Zip: 20006	
66) Telephone Number: (202)77	7-7700	67) FAX:		
68) E-Mail Address:				

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
competition? If 'Yes', attach exhibit explaining circumstances.	
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

1		Female:	Latino: Male:			
E+I	haicitu	Hispanic or Latino:	Not Hispanic or			'
Ra	ICO.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:

Assignor/Transferor Certification Statements

transferred until the consent of the required because the transaction	he Federal Communicat n is subject to streamline	authorization will not be assigned or that ions Commission has been given, or (2) and notification procedures for pro forma at and Order, 13 FCC Rcd. 6293(1998).	that prior Commission consent is not
The Assignor or Transferor ce incorporated by reference are m.	ertifies that all statement aterial, are part of this a	s made in this application and in the exhi pplication, and are true, complete, correc	bits, attachments, or in documents
79) Typed or Printed Name of Pa			
First Name: RICK	MI: D	Last Name: BAILEY	Suffix:
80) Title: VICE PRESIDENT			· · · · · · · · · · · · · · · · · · ·
Signature: RICK D BAILEY	A SAME A SAME AS A SAME A SAME AS A SAME	81) Date: 02/20/02	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: ARTHUR	MI: R	Last Name: BLOCK	Suffix:
83) Title: OFFICER			
Signature: ARTHUR R BLOCK		84) Date: 02/20/02	
WILLFUL FALSE STATEMENTS MADE O			
IMPRISONMENT (U.S. Code, Title 18, Se PERMIT (U.S. Code, Title 47, Section 312			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service		89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPMU989	AL.	-			Yes

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
			and the second of the second o

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	02/20/02	DESCRIPTION OF TRANSACTION/PUBLIC INTEREST STATEMENT	0177285699625111546336688.pdf

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				EMITTANCE AL		JUN			Page No <u>1</u> of <u>1</u>
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(6) CITY Washingto	าก						(7) STATE		DDE 20006
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(13) APPLICAN AT&T COM		PORATIC							
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(15) STREET A									
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(19) DAYTIME	TELEPHONE	NUMBER (in	nclude area code)	(20) COUNTRY CODE	E (if not in U.S	1		L	3102
(215) 981-7				<u> </u>					
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26A) FEE DUE \$50.00	FOR (PTC)		(27A) TOTAL FEE	\$50.00	FCC USE	ONLY			
28A) FCC COD	DE 1		(29A) FCC CC	ODE 2					0000778180
23B) CALL SIC	3N/OTHER ID			(24B) PAYMENT T	TYPE CODE	(25B) QUA	ANTITY		32,
26B) FEE DUE	FOR (PTC)		(27B) TOTAL FEE		FCC USE	ONLY			
28B) FCC COD	DE I		(29B) FCC CC	ODE 2	<u> </u>				
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(30) CERTIFICA	ATION STATE	MENT	3EC i	TION D - CERTIFIC	ATION				
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UISA									
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COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

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COLE, RAYWID & BRAVERMAN, L.L.P.

1919 PENNSYLVANIA AVE. N.W. WASHINGTON, DC 20006-3458

BANK OF AMERICA 02992 DC 15-120-540 CHECK NO. 74491

CHECK DATE

VENDOR NO.

Details on back

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03/01/2002

FCC

PAY

Fifty and NO/100

CHECK AMOUNT

50.00

TO THE ORDER OF

FEDERAL COMMUNICATIONS

COLE, RAYWID & BRAVERMAN, L.L.P.

COMMISSION

#O74491# #054001204# 002086050069#

74491

74491

40348

030102

03/01/2002

50.00

50.00

0.00

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 02/28/2002 at 11:40AM
		File Number: 0000777992

Application Purpose: Transfer of Control
 Application Purpose: Transfer of Control
 Application Purpose: Transfer of Control
 If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Numbe	r: 042900004	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003613155		
11) First Name (if individual):	MI:	Last Name:	Suffix:		
12) Entity Name (if not an individual): MEDIAONE OF	LOS ANGELES, IN	IC.		
13) Attention To: STEPHEN FLESS	NER				
14) P.O. Box: 5630	And / Or	15) Street Addre	SS:		
16) City: DENVER		17) State: CO	18) Zip: 80217		
19) Telephone Number: (720)267-2	700	20) FAX:			
21) E-Mail Address:					

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			i
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Num	ber:	23b) SGIN:	23c) FCC Registration Number (FRN): 0003470556	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	al): AT&T CO	RP.		
26) P.O. Box:	And / Or	27) Street Address: 32 AVENUE OF THE AMERICAS		
28) City: NEW YORK		29) State: NY	30) Zip: 10013	
31) Telephone Number: (212)387-4000		32) FAX:		
33) E-Mail Address:				

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: STEVEN	MI:	Last Name: HORVITZ	Suffix:
35) Company Name: COLE	, RAYWID & BRA	VERMAN, LLP	
36) P.O. Box:	And / Or	37) Street Address: 1919 PENNSY	LVANIA AVENUE, N.W., SUITE 200
38) City: WASHINGTON		39) State: DC	40) Zip: 20006
41) Telephone Number: (20	2)659-9750	42) FAX:	
43) E-Mail Address:			

Assignee/Transferee Information

45a) Taxpayer Identification Number	er: 270000798	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T COM	CAST CORPORAT	ION
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: THOMAS R. NAT	HAN		
51) P.O. Box:	And / Or	52) Street Addre	ess: 1500 MARKET STREET
53) City: PHILADELPHIA		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7	535	57) FAX:	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: RENEE	MI:	Last Name: CALLAHAN	Suffix:
60) Company Name: LAWLER,	METZGER & MILKN	IAN, LLC	THE RESIDENCE OF THE PARTY OF T
61) P.O. Box:	And / Or	62) Street Address: 1909 K STREE	T, NW, SUITE 820
63) City: WASHINGTON		64) State: DC	65) Zip: 20006
66) Telephone Number: (202)777-7700		67) FAX:	
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	1
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		,
Gender:	Female:	Male:		

Assignor/Transferor Certification Statements

required because the transaction	Federal Communicat is subject to streamline	authorization will not be assigned or that ions Commission has been given, or (2) and notification procedures for pro forma a pana and Order, 13 FCC Rcd. 6293(1998).	that prior Commission consent is not
The Assignor or Transferor cer incorporated by reference are ma	tifies that all statement terial, are part of this a	s made in this application and in the exhi pplication, and are true, complete, correc	bits, attachments, or in documents
79) Typed or Printed Name of Par		A STATE OF THE STA	
First Name: RICK	MI: D	Last Name: BAILEY	Suffix:
80) Title: VICE PRESIDENT	The second secon		J
Signature: RICK D BAILEY		81) Date: 02/28/02	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: ARTHUR	MI: R	Last Name: BLOCK	Suffix:
83) Title: OFFICER			
Signature: ARTHUR R BLOCK		84) Date: 02/28/02	
WILLFUL FALSE STATEMENTS MADE (IMPRISONMENT (U.S. Code, Title 18, Se PERMIT (U.S. Code, Title 47, Section 31	ection 1001) AND/OR	REVOCATION OF ANY STATION LIC	CENSE OR CONSTRUCTION

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only) Frequency (MHz) (MHz) (MHz)	91) Constructed Yes / No
WPGA736	AL			Yes
WNTH283	AL			Yes
WNTD907	AL			Yes

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	02/19/02	DESCRIPTION OF TRANSACTION/PUBLIC INTEREST STATEMENT	0177285152723708745338644.pdf

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING Approved by OMB FEDERAL COMMUNICATIONS COMMISSION 3060-0589 Page No 1 of 2 REMITTANCE ADVICE (1) LOCKBOX # 358994 SPECIAL USE MAR 0 6 2002 FCC USE ONLY FUU/IAM LUN **SECTION A - PAYER INFORMATION** (2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) (3) TOTAL AMOUNT PAID (U.S. Dollars and cents) Cole, Raywid & Braverman, L.L. (4) STREET ADDRESS LINE NO. I 1919 Pennsylvania Ave., N.W. (5) STREET ADDRESS LINE NO. 2 Suite 200 (6) CITY (7) STATE (8) ZIP CODE Washington DÇ 20006 (9) DAYTIME TELEPHONE NUMBER (include area code) (10) COUNTRY CODE (if not in U.S.A.) 202 - 6599750 US FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED (11) PAYER (FRN) (12) PAYER (TIN) 0003 78 7942 0520820071 IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) (13) APPLICANT NAME AT&T COMCAST CORPORATION (14) STREET ADDRESS LINE NO. 1 1500 MARKET STREET (15) STREET ADDRESS LINE NO. 2 (16) CITY (17) STATE (18) ZIP CODE **PHILADELPHIA** PA 19102 (19) DAYTIME TELEPHONE NUMBER (include area code) (20) COUNTRY CODE (if not in U.S.A.) (215) 981-7535 FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED (21) APPLICANT (FRN) (22) APPLICANT (TIN) 0006 9247 0270000798 COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET (23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY **WNTD907** PATM (26A) FEE DUE FOR (PTC) (27A) TOTAL FEE FCC USE ONLY \$50.00 \$50.00 (28A) FCC CODE 1 (29A) FCC CODE 2 0000777992 (23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY **WNTH283 PATM** (26B) FEE DUE FOR (PTC) (27B) TOTAL FEE FCC USE ONLY \$50.00 (28B) FCC CODE 1 (29B) FCC CODE 2 0000777992 **SECTION D - CERTIFICATION** (30) CERTIFICATION STATEMENT certify under tenalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _ DATE 3 SECTION E - CREDIT CARD PAYMENT INFORMATION MASTERCARD/VISA ACCOUNT NUMBER: (31)**EXPIRATION** MASTERCARD DATE:

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

VISA

SIGNATURE

DATE

REMITTANCE ADVICE (Continuation Sheet)

FEDERAL COMMUNICATIONS COMMISSION

	-	_
SPECIAL USE		
FCC USE ONLY		
<u>t</u>		

	7105.5							
	USE	THIS SECTION	ONLY FOR EAC	H ADDITO	NAL APP	LICANT		
(13) APPLICANT NAME AT&T COMCAST COR			DITIONAL APP	LICANT IN	FORMAT	TION		
(14) STREET ADDRESS LINE 1500 MARKET STREET	NO. I					····		
(15) STREET ADDRESS LINE					 <u></u>			
(16) CITY PHILADELPHIA			**************************************			(17) STATE	(10) Zii C	ODE 9102
(19) DAYTIME TELEPHONE N 2159817535	UMBER (incl	ude area code)	(20) COUNTRY C	ODE (if not in	U.S.A.)			5102
FCC REG	ISTRATION	NUMBER (FR	N) AND TAX IDE	NTIFICAT	ION NUM	BER (TIN)	REQUIRE	'D
(21) APPLICANT (FRN)	29247		(22) APPLICANT (0270000798	TIN)				
IF MORE BOXES A	RE NEEDEI	D, USE ADDITIO		CONTINU	ATION SI	EETS TO	LIST EAC	H SERVICE
		SECTION	CC - PAYMENT	INFORMA'	TION		DIOI DISC	HOLKVICE
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(26A) FEE DUE FOR (PTC)	\$50.00	27A) TOTAL FEE	\$50		SE ONLY			
(28A) FCC CODE I		(29A) FCC C	ODE 2					0000777992
(23B) CALL SIGN/OTHER ID			(24B) PAYMEN	T TYPE COD	E (25B) (UANTITY	<u>V </u>	
(26B) FEE DUE FOR (PTC)	(2	27B) TOTAL FEE		FCC U	SE ONLY			
(28B) FCC CODE 1		(29B) FCC C(ODE 2					
(23C) CALL SIGN/OTHER ID			(24C) PAYMENT	T TYPE COD	E (25C) Q	UANTITY		
(26C) FEE DUE FOR (PTC)	/2	27C) TOTAL FEE		FCC U	SE ONLY			
28C) FCC CODE !		(29C) FCC CC	DDE 2			·		
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23D) CALL SIGN/OTHER ID			(24D) PAYMENT	TYPE CODE	(25D) Q	UANTITY		<u></u>
26D) FEE DUE FOR (PTC)	(2	7D) TOTAL FEE		FCC US	E ONLY			
28D) FCC CODE 1		(29D) FCC CC	DDE 2					
23E) CALL SIGN/OTHER ID		<u> </u>	(24E) PAYMENT			JANTITY	e to de sevendo	
26E) FEE DUE FOR (PTC)	(2*	7E) TOTAL FEE		FCC US	E ONLY			
28E) FCC CODE 1		(29E) FCC COI	DE 2	. <u>L</u>				
3F) CALL SIGN/OTHER ID	<u> </u>		(24F) PAYMENT	TYPE CODE	(25F) QU			
6F) FEE DUE FOR (PTC)	(27	F) TOTAL FEE	1	FCC US	E ONLY			
8F) FCC CODE 1	——- <u> </u>	(29F) FCC COD	DE 2	<u> </u>		· · · · · · · · · · · · · · · · · · ·		
		<u></u>						

COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO.

74531

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OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40388	030102	03/01/2002	150.00	150.00	0.00
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COLE, RAYWID & BRAVERMAN, L.L.P.

1919 PENNSYLVANIA AVE. N.W. WASHINGTON, DC 20006-3458 BANK OF AMERICA 02992 DC 15-120-540 74531

CHECK DATE

VENDOR NO.

Details on back

03/01/2002

FCC

PAY

One hundred fifty and NO/100

CHECK AMOUNT

150.00

TO THE ORDER OF

FEDERAL COMMUNICATIONS

COMMISSION

"O?4531" ::O54001204: OO2086050069"

COLE, RAYWID & BRAVERMAN, L.L.P.

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FCC 603

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

Submitted 02/28/2002
at 11:34AM

File Number:
0000779628

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5a) Does this filing request a waiver of the Commission rules?
- If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
- 5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes**

Transaction Information

- 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number	er: 383256965	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0004153193
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individua): MEDIAONE OF	EASTERN MICHIG	AN, INC.
13) Attention To: STEPHEN FLESS			
14) P.O. Box: 5630 And / Or		15) Street Addres	SS:
16) City: DENVER		17) State: CO	18) Zip: 80217
19) Telephone Number: (720)267-2700		20) FAX:	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

:KACE:	American Indian or Alaska Native:	Asian:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		• .
Gender:	Female:	Male:		

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:		23b) SGIN:	23c) FCC Registration Number (FRN): 0003470556	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	ial): AT&T COI	₹P.		
26) P.O. Box:	And / Or	27) Street Address: 32 AVENUE OF THE AMERICAS		
28) City: NEW YORK		29) State: NY	30) Zip: 10013	
31) Telephone Number: (212)387-4000		32) FAX:	The second secon	
33) E-Mail Address:			The second secon	

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: STEVEN	MI:	Last Name: HORVITZ	Suffix:
35) Company Name: COLE, F	AYWID & BRA	VERMAN, LLP	
36) P.O. Box: And / Or 37) Street Address: 1919 PENNSYLVANIA AVENUE, NW., SUITE 200			LVANIA AVENUE, NW., SUITE 200
38) City: WASHINGTON		39) State: DC	40) Zip: 20006
41) Telephone Number: (202)	659-9750	42) FAX:	
43) E-Mail Address:			

Assignee/Transferee Information

45a) Taxpayer Identification Numbe	r: 270000798	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T COM	CAST CORPORAT	ION
48) Name of Real Party in Interest:		The state of the s	49) TIN:
50) Attention To: THOMAS R. NATI	HAN		
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 MARKET STREET
53) City: PHILADELPHIA	***************************************	54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7535		57) FAX:	
58) E-Mail Address:		-	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: RENEE	MI:	Last Name: CALLAHAN	Suffix:
60) Company Name: LAWLER,	METZGER & MILK	IAN, LLC	
61) P.O. Box:	And / Or	62) Street Address: 1909 K STREE	T, NW., SUITE 820
63) City: WASHINGTON		64) State: DC	65) Zip: 20006
66) Telephone Number: (202)777-7700		67) FAX:	
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

transferred until the consent of the required because the transaction is	 Federal Communication subject to streamline 	authorization will not be assigned or that ions Commission has been given, or (2) and notification procedures for pro forma as an and Order, 13 FCC Rcd. 6293(1998).	that prior Commission consent is not
2) The Assignor or Transferor cert	ifies that all statement	s made in this application and in the exhi pplication, and are true, complete, correc	bits, attachments, or in documents
79) Typed or Printed Name of Par			Annual Marie Control of the Control
First Name; RICK	MI: D	Last Name: BAILEY	Suffix:
80) Title: VICE PRESIDENT			
Signature: RICK D BAILEY		81) Date: 02/28/02	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: ARTHUR	MI: R	Last Name: BLOCK	Suffix:
83) Title: OFFICER			A THE THE PARTY OF
Signature: ARTHUR R BLOCK		84) Date: 02/28/02	
WILLFUL FALSE STATEMENTS MADE C IMPRISONMENT (U.S. Code, Title 18, Se PERMIT (U.S. Code, Title 47, Section 31	ction 1001) AND/OR	REVOCATION OF ANY STATION LIC	CENSE OR CONSTRUCTION

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WNCY842	AL				Yes
KNIV743	AL	•			Yes
KZF567	AL	•			Yes
KNGE319	AL	-			Yes
WPDP223	AL	-			Yes

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

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Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
, ,	•		`

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

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As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

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Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	02/20/02	DESCRIPTION OF TRANSACTION/PUBLIC INTEREST STATEMENT	0177287267809831438219312.pdf

READ INSTRUCTIONS CAREFULLY Approved by OMB BEFORE PROCEEDING 3060-0589 FEDERAL COMMUNICATIONS COMMISSION Page No 1 of 2 MAR 0 6 2002 SPECIAL USE (1) LOCKBOX # 358994 FCC USE ONLY **SECTION A - PAYER INFORMATION** (2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) (3) TOTAL AMOUNT PAID (U.S. Dollars and cents) Cole, Raywid & Braverman, L.L. (4) STREET ADDRESS LINE NO. 1 1919 Pennsylvania Ave., N.W. (5) STREET ADDRESS LINE NO. 2 Suite 200 (7) STATE (6) CITY (8) ZIP CODE Washington DC (9) DAYTIME TELEPHONE NUMBER (include area code) (10) COUNTRY CODE (if not in U.S.A.) 202 - 6599750 บร FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED (11) PAYER (FRN) (12) PAYER (TIN) 0003 78 7942 0520820071 IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) (13) APPLICANT NAME AT&T COMCAST CORPORATION (14) STREET ADDRESS LINE NO. 1 1500 MARKET STREET (15) STREET ADDRESS LINE NO. 2 (16) CITY (17) STATE (18) ZIP CODE **PHILADELPHIA** PA 19102 (19) DAYTIME TELEPHONE NUMBER (include area code) (20) COUNTRY CODE (if not in U.S.A.) (215) 981-7535 FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED (21) APPLICANT (FRN) (22) APPLICANT (TIN) 0006 9247 0270000798 32 COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET 23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY **KZF567 PATM** (27A) TOTAL FEE FCC USE ONLY (26A) FEE DUE FOR (PTC) \$50.00 \$50.00 (28A) FCC CODE I (29A) FCC CODE 2 0000779628 (23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY **KNGE319 PATM** 1 (26B) FEE DUE FOR (PTC) (27B) TOTAL FEE FCC USE ONLY \$50.00 (28B) FCC CODE I (29B) FCC CODE 2 0000779628 **SECTION D - CERTIFICATION** (30) CERTIFICATION STATEMENT enalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. DATE_ SIGNATURE SECTION E - CREDIT CARD PAYMENT INFORMATION

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

(31)

MASTERCARD

SIGNATURE

VISA

MASTERCARD/VISA ACCOUNT NUMBER:

SEE PUBLIC BURDEN ON REVERSE

DATE_

EXPIRATION

DATE

FEDERAL COMMUNICATIONS COMMISSION

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SPECIAL USE		
FCC USE ONLY		

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COLE, RAYWID & BRAVERMAN, L.L.P.

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03/06/2002

VENDOR NO.

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PAY

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250.00

TO THE ORDER OF

FEDERAL COMMUNICATIONS COMMISSION

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COLE, RAYWID & BRAVERMAN, L.L.P.

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FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 02/28/2002 at 11:30AM
		File Number: 0000788371

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

19) Telephone Number: (720)267-2 21) E-Mail Address:	700	20) FAX:			
(40) T. (-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1		The state of the s			
16) City: DENVER		17) State: CO	18) Zip: 80217		
14) P.O. Box: 5630	And / Or	15) Street Addre	ess:		
13) Attention To: STEPHEN FLESS	SNER				
12) Entity Name (if not an individua	I): MEDIAONE EN	ITERPRISES, INC.			
11) First Name (if individual):	MI:	Last Name:	Suffix:		
10a) Taxpayer Identification Number	er: 050340958	10b) SGIN: 999	10c) FCC Registration Number (FRN): 0003597689		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Hace.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Num	ber:	23b) SGIN:	23c) FCC Registration Number (FRN): 0003470556
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individu	ial): AT&T COF	₹P.	
26) P.O. Box:	And / Or	27) Street Addr	ess: 32 AVENUE OF THE AMERICAS
28) City: NEW YORK	· · · · · · · · · · · · · · · · · · ·	29) State: NY	30) Zip: 10013
31) Telephone Number: (212)387	-4000	32) FAX:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: STEVEN	MI:	Last Name: HORVITZ	Suffix:	
35) Company Name: COLE, F	AYWID & BRA	VERMAN, LLP		
36) P.O. Box:	And / Or	37) Street Address: 1919 PENNSYLVANIA AVENUE, NW., SUITE 200		
38) City: WASHINGTON		39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)	659-9750	42) FAX:		
43) E-Mail Address:				

Assignee/Transferee Information

45a) Tayaguar Idagtification Numbe	- 27000700	AEL COIN AGO	45-) FCC Designation Number (FDN): 2000220247
45a) Taxpayer Identification Numbe	1. 2/0000/96	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T COM	CAST CORPORAT	ION
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: THOMAS R. NATI	HAN		
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 MARKET STREET
53) City: PHILADELPHIA		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7535		57) FAX:	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: RENEE MI:		Last Name: CALLAHAN Suffix:			
60) Company Name: LAWLER,	METZGER & MILKI	MAN, LLC			
61) P.O. Box:	And / Or	62) Street Address: 1909 K STREE	T, NW., SUITE 820		
63) City: WASHINGTON		64) State: DC	65) Zip: 20006		
66) Telephone Number: (202)77	7-7700	67) FAX:			
68) E-Mail Address:					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	Nc

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Kace.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

transferred until the consent of the required because the transaction	e Federal Communicati is subject to streamline	authorization will not be assigned or that ions Commission has been given, or (2) to do notification procedures for pro forma as and Order, 13 FCC Rcd. 6293(1998).	hat prior Commission consent is not a
 The Assignor or Transferor cer incorporated by reference are ma 	tifies that all statements terial, are part of this a	s made in this application and in the exhib oplication, and are true, complete, correct	oits, attachments, or in documents , and made in good faith.
79) Typed or Printed Name of Par	ty Authorized to Sign		A
First Name: RICK	MI: D	Last Name: BAILEY	Suffix:
80) Title: VICE PRESIDENT			
Signature: RICK D BAILEY		81) Date: 02/28/02	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

p - 100 - 10 - 10 - 10 - 10 - 10 - 10 -			
First Name: ARTHUR	MI: R	Last Name: BLOCK	Suffix:
83) Title: OFFICER	- 1 to 34,040,040 March 10,000 mg 10		
Signature: ARTHUR R BLOCK	NA	84) Date: 02/28/02	
WILLFUL FALSE STATEMENTS MADE IMPRISONMENT (U.S. Code, Title 18, S. PERMIT (U.S. Code, Title 47, Section 31	ection 1001) AND/OR F	REVOCATION OF ANY STATION LIC	ENSE OR CONSTRUCTION

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number 89) Lower or Center (Microwave only) Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WQA655	AL				Yes

FCC Form 603 Schedule A

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Approved by OMB 3060 - 0800 See instructions for public burden estimate

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Attachment List

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Other	02/27/02	DESCRIPTION OF TRANSACTION/PUBLIC INTEREST STATEMENT	0177308420412426230833235.pdf

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(15) STREET	ADDRESS LINE	NO. 2								
(16) CITY			<u> </u>					42. an. m	. – –	
PHILADE								(17) STATE PA	(18) ZIP	CODE 19102
(19) DAYTIM	E TELEPHONE ?	NUMBER (in	clude area code)	(20) COUNTR	Y CODE	(if not in U.S			<u> </u>	19102
(215) 981-		 								
21) APPLICA:	FCC REC	SISTRATIC	ON NUMBER (FR) AND TAX	IDENTI	FICATION	NUMBE	R (TIN)	REQUIR	ED
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8A) FCC CO	DE I		(29A) FCC CC	ODE 2						
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3B) CALL SI	GN/OTHER ID	··	·	(24B) PAYN	IENT TV	PE CODE	(25B) QUA	NITITY	3 1 11 1	10 25 4 42 22 4 ₉
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8B) FCC COI	DE 1		(29B) FCC CO	DE 2						<u> </u>
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COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

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COLE, RAYWID & BRAVERMAN, L.L.P.
1919 PENNSYLVANIA AVE. N.W.
WASHINGTON, DC 20006-3458

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03/01/2002

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TO THE ORDER OF

FEDERAL COMMUNICATIONS

COMMISSION

COLE, RAYWID & BRAVERMAN, L.L.P.

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03/01/2002

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FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 02/28/2002 at 11:20AM
		File Number: 0000777155

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a pro	forma assignment of	f authorization or trans	fer of control? No

- 3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5a) Does this filing request a waiver of the Commission rules?
- If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
- 5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

- 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number	er: 840872151	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001611680
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): LASALLE TELI	ECOMMUNICATION	NS, INC.
13) Attention To: STEPHEN FLESS	NER		
14) P.O. Box: 5630	And / Or	15) Street Addre	SS:
16) City: DENVER		17) State: CO	18) Zip: 80217
19) Telephone Number: (720)267-2700		20) FAX:	<u> </u>
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			•
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:		23b) SGIN:	23c) FCC Registration Number (FRN): 0003470556	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	ial): AT&T CO	₹P.		
26) P.O. Box:	And / Or	27) Street Addr	ess: 32 AVENUE OF THE AMERICAS	
28) City: NEW YORK		29) State: NY	30) Zip: 10013	
31) Telephone Number: (212)386	-4000	32) FAX:		
33) E-Mail Address:				

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

MI:	Last Name: HORVITZ	Suffix:
AYWID & BRA		Culin.
And / Or		LVANIA AVENUE, NW., SUITE 200
~	39) State: DC	40) Zip: 20006
559-9750	42) FAX:	
	· · · · · · · · · · · · · · · · · · ·	
	AYWID & BRA	AYWID & BRAVERMAN, LLP And / Or 37) Street Address: 1919 PENNSY 39) State: DC

Assignee/Transferee Information

45a) Taxpayer Identification Number	r: 270000700	AEL CONLOGO	45-1500 B
43a) raxpayer identification Numbe	1. 2/0000198	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi-	dual): AT&T COM	CAST CORPORAT	ION
48) Name of Real Party in Interest:		4,	49) TIN:
50) Attention To: THOMAS R. NATI	HAN		
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 MARKET STREET
53) City: PHILADELPHIA		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7	535	57) FAX:	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: RENEE	MI:	Last Name: CALLAHAN	Suffix:
60) Company Name: LAWLER	, METZGER & MILKN	MAN, LLC	
61) P.O. Box:	T, NW., SUITE 820		
63) City: WASHINGTON		64) State: DC	65) Zip: 20006
66) Telephone Number: (202)7	77-7700	67) FAX:	
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	1
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	ot Hispanic or atino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

required because the transaction	the Federal Communicat on is subject to streamline	authorization will not be assigned or that lons Commission has been given, or (2) and notification procedures for pro forma a pana and Order, 13 FCC Rcd. 6293(1998).	that prior Commission concept is not
The Assignor or Transferor of incorporated by reference are n	ertifies that all statement	s made in this application and in the exhil pplication, and are true, complete, correc	bits, attachments, or in documents
79) Typed or Printed Name of F		ppouton, and are trae, complete, correc	t, and made in good faith,
First Name: RICK	MI: D	Last Name: BAILEY	Suffix:
80) Title: VICE PRESIDENT			j =
Signature: RICK D BAILEY		81) Date: 02/28/02	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Red. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: ARTHUR	MI: R	Last Name: BLOCK	Suffix:
83) Title: OFFICER			1
Signature: ARTHUR R BLOCK		84) Date: 02/28/02	
WILLFUL FALSE STATEMENTS MADE ON IMPRISONMENT (U.S. Code, Title 18, Secti PERMIT (U.S. Code, Title 47, Section 312(a	on 1001) AND/OR	REVOCATION OF ANY STATION LIC	ENSE OR CONSTRUCTION

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only) Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WNGX941	AL			•	Yes
WNTD934	AL				Yes

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
			·

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	02/19/02	DESCRIPTION OF TRANSACTION/PUBLIC INTEREST STATEMENT	0177284124762655793253432.pdf

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING								Approved by	OMB
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(2) PAYER NAME (if paying by credit card,	SECTIO	N A - PAYER	INFO	RMATIO	V	less-co-si-		(/ 1/2	
Cole, Raywid & Braverman, L.L		appears on your	card)			(3) TOTAL	AMOUNT	PAID (U.S. Dollars a	and cent: 100.0
(4) STREET ADDRESS LINE NO. 1 1919 Pennsvivania Ave N.W.				· -					
(5) STREET ADDRESS LINE NO. 2 Suite 200		. <u></u>		,		· · · ·			_
(6) CITY Washington		-				(7) STATE	(8) ZIP (
(9) DAYTIME TELEPHONE NUMBER (inc	lude area code)	(10) COUNTR	Y COD	E (if not in U	.S.A.)	DC	1	20006	
202 - 6599750		US							
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IF MORE TE	IAN ONE APPLICA	ANT, USE CO	NTIN	UATION S	HEETS (FORM 1	59-C)		
AT&T COMCAST CORPORATIO	N								
(14) STREET ADDRESS LINE NO. 1 1500 MARKET STREET			•			·.			
(15) STREET ADDRESS LINE NO. 2	-		_						_
(16) CITY				·			,		
PHILADELPHIA					1	(17) STATE	(18) ZIP	CODE 19102	
(19) DAYTIME TELEPHONE NUMBER (inc. (215) 981-7535	lude area code) (20) COUNTRY	CODE	(if not in U.S	.A.)				
FCC REGISTRATIO	N NUMBED (EDN)	ANDTAVID	ENT	FICATION	I NII IN GINI	CD (TIND	DEGIL		
21) APPLICANT (FRN)	(TRIT)	22) APPLICANT	(TIN)	FICATION	NUMBI	ER (IIN)	REQUIR	<u>ED</u>	
0006 32 9247		0270000798							
COMPLETE SECTION C FO	OR EACH SERVICE	E, IF MORE E	OXES	ARE NEI			INUATIO	ON SHEET	
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26A) FEE DUE FOR (PTC) \$50.00	(27A) TOTAL FEE	\$5	50.00	FCC USE	ONLY				<u> </u>
28A) FCC CODE 1	(29A) FCC CO	DE 2				'			 -
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P3B) CALL SIGN/OTHER ID VNTD934		(24B) PAYME	NT TY	PE CODE	(25B) QU. 1	ANTITY			
26B) FEE DUE FOR (PTC) \$50.00	(27B) TOTAL FEE	¢c	ا ؞؞؞	FCC USE	ONLY		<u> </u>		
8B) FCC CODE 1	(29B) FCC COI		0.00					_ -	
								0000777	155
30) CERTIFICATION STATEMENT	SECTI	ON D - CERT	IFICA	TION					
	, certify	under penalty o	f perjuid	that the for	egoing and	supporting	informatio	n is true and corre	ect to
ne best of my knowledge, information and belie	ef. SIGNATUR	E Chip	i_ [4	166		DAT	E3/	1/2	_
		··					- ,		
	ECTION E - CRED		MEN	T INFORM	MATION				
MASTERCARD	VISA ACCOUNT NUM	IBER:						EXPIRATION DATE:	
Thereby authorize the ECC	Tto abarra 2775	34.55		<u> </u>			· · ·		
VISA I hereby authorize the FCC SIGNATURE								ribed.	
					DATE				

COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO.

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OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
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COLE, RAYWID & BRAVERMAN, L.L.P.

1919 PENNSYLVANIA AVE. N.W. WASHINGTON, DC 20006-3458

BANK OF AMERICA 02992 DC 15-120-540

CHECK NO. 74523

CHECK DATE

VENDOR NO.

Details on back

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03/01/2002 FCC

PAY

One hundred and NO/100

CHECK AMOUNT

100.00

TO THE ORDER

FEDERAL COMMUNICATIONS

COMMISSION

#074523# #054001204# 002086050069#

COLE, RAYWID & BRAVERMAN, L.L.P.

74523

74523

40380

030102

03/01/2002

100.00

100.00

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1) Application Purpose: Transfer of Control	***************************************	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:	
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number	er: 910789154	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001577931	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individua): KING VIDEOCA	ABLE COMPANY		
13) Attention To: STEPHEN FLESS	NER			
14) P.O. Box: 5630	And / Or	15) Street Addre	SS:	
16) City: DENVER		17) State: CO	18) Zip: 80217	
19) Telephone Number: (720)267-2700		20) FAX:		
21) E-Mail Address:				

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	<u>. </u>		ŕ
Gender:	Female:	Male:	_		

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Num	ber:	23b) SGIN:	23c) FCC Registration Number (FRN): 0003470556
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individu	al): AT&T COF	₹₽.	
26) P.O. Box:	And / Or	27) Street Addr	ess: 32 AVENUE OF THE AMERICAS
28) City: NEW YORK		29) State: NY	30) Zip: 10013
31) Telephone Number: (212)387	-4000	32) FAX:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: STEVEN	MI:	Last Name: HORVITZ	Suffix:
35) Company Name: COLE, R	RAYWID & BRAY	VERMAN, LLP	
36) P.O. Box:	And / Or	37) Street Address: 1919 PENNSYI	LVANIA AVENUE, NW., SUITE 200
38) City: WASHINGTON	, , , , , , , , , , , , , , , , , , , ,	39) State: DC	40) Zip: 20006
41) Telephone Number: (202)	659-9750	42) FAX:	
43) E-Mail Address:			

Assignee/Transferee Information

45a) Taxpayer Identification Numbe	r: 270000798	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T COM	CAST CORPORAT	TON
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: THOMAS R. NATI	IAN		
51) P.O. Box:	And / Or	52) Street Addre	ess: 1500 MARKET STREET
53) City: PHILADELPHIA		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7	535	57) FAX:	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: RENEE	MI:	Last Name: CALLAHAN	Suffix:
60) Company Name: LAWLER,	METZGER & MILKN	MAN, LLC	
61) P.O. Box:	And / Or	62) Street Address: 1909 K STREE	T, NW., SUITE 820
63) City: WASHINGTON		64) State: DC	65) Zip: 20006
66) Telephone Number: (202)77	7-7700	67) FAX:	
68) E-Mail Address:			

Alien Ownership Questions

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		,	
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

required because the transaction	ne rederal Communicati n is subject to streamline	authorization will not be assigned or that ions Commission has been given, or (2) or notification procedures for pro forma a prand Order, 13 FCC Rcd. 6293(1998).	that ariar Commission access: 4
 The Assignor or Transferor ce incorporated by reference are m 	ertifies that all statements aterial, are part of this ap	s made in this application and in the exhil pplication, and are true, complete, correct	bits, attachments, or in documents
79) Typed or Printed Name of Pa	arty Authorized to Sign		d cha made in good later.
First Name: RICK	MI: D	Last Name: BAILEY	Suffix:
80) Title: VICE PRESIDENT			
Signature: RICK D BAILEY		81) Date: 02/28/02	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

 If the applicant has sought a waiver of any such rule in connection with this applicant has sought a waiver of any such rule in connection with this applicant.

*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: ARTHUR	MI: R	Last Name: BLOCK	Suffix:
83) Title: OFFICER			
Signature: ARTHUR R BLOCK		84) Date: 02/28/02	
WILLFUL FALSE STATEMENTS MADE IMPRISONMENT (U.S. Code, Title 18, S PERMIT (U.S. Code, Title 47, Section 3	ection 1001) AND/OR	REVOCATION OF ANY STATION LIC	ENSE OR CONSTRUCTIO

Authorizations To Be Assigned or Transferred

WXR661 AL Yes WPKP235 AL Yes WNPU503 AL Yes	85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WND1503	WXR661	AL					Yes
WNPU503 AL Yes	WPKP235	AL					Yes
100	WNPU503	AL					Yes

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
		a si det	

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	02/19/02	DESCRIPTION OF TRANSACTION/PUBLIC INTEREST STATEMENT	0177283934556503942923211.pdf