

PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION

445 12th Street, S.W., TW-A325

WASHINGTON, DC 20554

DA 00-309

News media information 202/418-0500 Fax-On Demand 202/418-2830 Internet: <http://www.fcc.gov> <ftp.fcc.gov>

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**WIRELESS TELECOMMUNICATIONS BUREAU GRANTS CONSENT FOR
ASSIGNMENT OF CELLULAR, MICROWAVE, AND PCS LICENSES FROM
TRITON COMMUNICATIONS, L.L.C. AND TRITON CELLULAR ALABAMA 5
LICENSE COMPANY, L.L.C TO RCC HOLDINGS, INC.**

WT Dkt. No. 99-364

Pursuant to sections 4(i) and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 310(d), and section 0.331 of the Commission's rules, 47 C.F.R. § 0.331, the Wireless Telecommunications Bureau approves the applications (File Nos. 0000049094, 0000047798, 0000049450, and 0000047796) requesting Commission consent to assign certain licenses and authorizations currently held by Triton Communications, L.L.C. (Triton Communications) and its wholly-owned subsidiary, Triton Cellular Alabama 5 License Company, L.L.C. (Triton Cellular) to RCC Holdings, Inc. (RCC Holdings), a wholly-owned subsidiary of Rural Cellular Corporation (RCC). These applications pertain to licenses for cellular and microwave services and PCS. No comments or petitions to deny were received in response to the public notice announcing that the applications had been accepted for filing. *See* DA 99-3001, released December 23, 1999. Pursuant to the proposed transaction, RCC Holdings will acquire all of the assets of Triton Communications and Triton Cellular.

In two markets affected by these applications, Oregon RSA Nos. 3 and 6, consummation of this transaction without corrective measures would cause Telephone and Data Systems, Inc. (TDS) to violate the ownership limit stated in Section 22.942(a) of the Commission's rules, 47 C.F.R. § 22.942(a). TDS subsidiaries collectively hold a more than 5% equity interest in RCC, which will come into control of the A-block licenses in these markets, while TDS subsidiaries control the B-block licenses in these markets. In an amendment to the applications filed on December 20, 1999, the parties proposed to cure this potential violation through an agreement between RCC and TDS to exchange common stock of RCC held by TDS subsidiaries for instruments in the form of convertible preferred stock which may not be converted into interests that would be attributable under Section 22.942 if the result would be non-compliance with that rule (the "RCC-TDS Agreement"). RCC and TDS assert that the preferred-stock instrument qualifies as debt and is therefore not attributable under Section 22.942(d)(4) of the Commission's rules. The Bureau finds, assuming the facts of ownership and the terms of the RCC-TDS

Agreement as presented in the applications and as represented to Commission staff, that execution of the RCC-TDS Agreement will maintain TDS's compliance with Section 22.942(a) in Oregon RSA Nos. 3 and 6. Grant of these applications is therefore conditioned upon the execution of the RCC-TDS Agreement prior to consummation of the proposed assignments in Oregon RSAs 3 and 6.

Pursuant to section 1.103 of the Commission's rules, 47 C.F.R. § 1.103, the consent granted herein is effective upon release of this Public Notice. Pursuant to sections 1.106(f) and 1.115(a) of the Commission's rules, 47 C.F.R. §§ 1.106(f), 1.115(a), petitions for reconsideration and applications for review may be filed within thirty days of the release of this public notice.

For further information, contact William Kunze, Wireless Telecommunications Bureau, Commercial Wireless Division, at (202) 418-7240 (Parts 22 and 24), or Monica Desai, Wireless Telecommunications Bureau, Public Safety and Private Wireless Division, at (202) 418-0680 (Part 101).

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