NOTICE REGARDING ELIGIBLE TELECOMMUNICATIONS CARRIER DESIGNATION OF PINE BELT PCS, INC.

Pine Belt Cellular, Inc ("Pine Belt Cellular"), on behalf of Pine Belt PCS, Inc. ("Pine Belt PCS") and by its undersigned counsel, provides this notice to the Federal Communications Commission ("Commission" or "FCC") and the Universal Service Administrative Company ("USAC") in the above-captioned matter. This notice provides information for the FCC and USAC to update their eligible telecommunications carrier ("ETC") records with respect to the Commission-approved pro forma merger of Pine Belt Cellular and its former affiliate Pine Belt PCS, and informs USAC and the FCC that Pine Belt PCS will no longer require the separate SPIN number 143025489 assigned to it.

Pine Belt Cellular is not seeking to relinquish its ETC authority—it merely is assisting the Commission and USAC with information from the Commission’s files to update the ETC records to reflect the relinquishment of the separate SPIN number assigned to its former affiliate Pine Belt PCS. Updating the records serves the public interest. No universal service funds have ever been sought or received by Pine Belt PCS,
and the information provided simply allows the FCC and USAC delete the authorization numbers provided separately to Pine Belt PCS, a company that is now part of Pine Belt Cellular.

The following information is offered in support of this Notice:

Pine Belt Cellular and Pine Belt PCS were granted ETC authority by the Commission in a consolidated proceeding. As the Order explains, the applications were considered together because Pine Belt Cellular and Pine Belt PCS, affiliates of Pine Belt Telephone Company, had common management and both sought designation as eligible telecommunications carriers for service areas in Alabama. Service to customers of both companies was offered through the “doing business as” (“d/b/a”) Pine Belt Wireless.

Seeking to obtain financing to improve and expand its wireless service offerings to its rural Alabama customers, Pine Belt sought and obtained a loan from the Rural Utilities Service (“RUS”), part of the U.S. Department of Agriculture. As Pine Belt explained in the “Description of Transaction” section of its FCC Assignment Application, one of the conditions for funding the RUS loan was for Pine Belt PCS to assign its license application to Pine Belt Cellular, so that all wireless licenses were held in the same corporate entity. The application seeking the pro forma transfer of the Pine Belt PCS license was approved by the Wireless Telecommunications Bureau, and Pine

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1 See Pine Belt Cellular, Inc and Pine Belt PCS, Inc., Petition for Designation as an Eligible Telecommunications Carrier, CC Dkt. No. 96-45, Memorandum Opinion and Order (“Order”), DA 02-1252 (rel. May 24, 2002). (The two companies are collectively referred to herein as “Pine Belt”).

2 Id. at fn. 1.

3 Pine Belt Cellular, Inc. d/b/a Pine Belt Wireless, FCC Form 603, Pro Forma Assignment Application, PCS License KNLF158, filed with the FCC February 10, 2003. (Exhibit A, “Description of Transaction” is attached hereto as Attachment A).

4 Public Notice, Wireless Telecommunications Bureau Grants Consent to Assign C Block Broadband PCS License, DA03-1173 (rel. April 18, 2003, attached hereto as Attachment B).
Belt PCS merged with and into Pine Belt Cellular. This transaction did not result in discontinuance of service to any customers.

Wherefore, Pine Belt Cellular respectfully requests that the Commission approve the relinquishment of the SPIN number previously assigned to Pine Belt PCS. All service and ETC reporting obligations have been the responsibility of Pine Belt Cellular since the Commission-approved pro forma assignment of the Pine Belt PCS licenses to Pine Belt Cellular. This requested action is in the public interest, as Pine Belt Cellular continues to provide quality service to its rural customers.

Respectfully submitted,

PINE BELT CELLULAR, INC.

[Signature]

By its Attorney

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ATTACHMENT A
Description of Transaction
DESCRIPTION OF TRANSACTION

Pursuant to section 1.948(c) of the Federal Communications Commission's ("FCC" or "Commission") Rules, 47 C.F.R. § 1.948(c), Pine Belt PCS, Inc. ("Pine Belt PCS") and Pine Belt Cellular, Inc. d/b/a Pine Belt Wireless ("Pine Belt Cellular") file this Application for approval of the pro forma assignment of C-Block personal communications service ("PCS") license KNLF458 from Pine Belt PCS to Pine Belt Cellular. Pine Belt PCS and Pine Belt Cellular are both wholly-owned subsidiaries of Pine Belt Communications, Inc. (together with Pine Belt PCS and Pine Belt Cellular, "Pine Belt" or "Company"). Pine Belt PCS holds no other FCC licenses other than PCS license KNLF458. Pine Belt Cellular is the licensee of one cellular license, KNKQ407. Construction of PCS license KNLF458 has been completed, and the requisite construction notification was filed with the Commission on April 26, 2002 (FCC File No. 0000865338). There are auction installment payments remaining on this license. Pine Belt Cellular intends to assume these payment obligations upon assignment.

Pine Belt Cellular recently received approval from the federal government (U.S. Department of Agriculture) for a Rural Utilities Service ("RUS") Loan. The funds from this loan are going to be used to improve and expand the Company’s PCS and cellular services in its rural Alabama service territories. One of the conditions for funding of this RUS Loan is for Pine Belt PCS to assign its PCS license KNLF458 to Pine Belt Cellular so that the Company’s PCS and cellular licenses are held in the same corporate entity. In order to achieve this license assignment, along with other asset transfers required by the loan, Pine Belt PCS is going to merge with and into Pine Belt Cellular, with Pine Belt Cellular as the surviving entity. No ultimate change in ownership or control will result from this merger. Accordingly, this assignment is pro forma in nature and would only be covered under the FCC’s forbearance procedures but for the remaining auction installment payments.¹

Pine Belt Cellular is qualified to hold PCS license KNLF458 as an entrepreneur and a very small business under sections 24.709(a)(1) and 24.720(a)(2) of the Commission’s Rules, 47 C.F.R. §§ 24.709(a)(1) and 24.720(a)(2), respectively, as demonstrated in this Application and in Exhibits C and D attached thereto. Approval of this Application will enable Pine Belt to comply with its RUS Loan requirements, which will, in turn, allow the Company to further improve its PCS and cellular offerings to the residents of its rural Alabama service territories. Pine Belt thus respectfully requests that the FCC approve this Application for the pro forma assignment of PCS license KNLF458 from Pine Belt PCS to Pine Belt Cellular.

¹ See Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers, Memorandum Opinion and Order, 13 FCC Rcd. 6293, ¶¶ 25-26 (1998); see also 47 C.F.R. § 1.948(c).
ATTACHMENT B
Public Notice Approving Transaction
PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET, S.W.
WASHINGTON, D.C. 20554

Released: April 18, 2003

WIRELESS TELECOMMUNICATIONS BUREAU GRANTS CONSENT TO ASSIGN C BLOCK BROADBAND PCS LICENSE

Pursuant to Section 310(d) of the Communications Act, 47 U.S.C. § 310(d), and Section 0.331 of the Commission’s rules, 47 C.F.R. § 0.331, the Wireless Telecommunications Bureau (Bureau) approves, subject to the conditions set forth below, the application requesting Commission consent to assign the following license:

Pine Belt PCS, Inc. to Pine Belt Cellular, Inc. d/b/a Pine Belt Wireless: Market: B415C - Selma, AL. BTA (C Block), File No. 0001191849.

The above referenced application is subject to the following conditions: all installment payments must be current on the consummation date. Consent is also conditioned upon full payment of any required unjust enrichment payments on or before the consummation date. See 47 C.F.R. § 1.2111(c) and (d). In addition, the approval of each assignment is conditioned upon the execution of all Commission loan documents by the assignor, assignee and the Commission, unless the license being assigned has been paid in full. Where applicable, the Bureau will send all assignors listed herein the appropriate loan documents and financing statements upon notification of the proposed consummation date.

We approve this assignment of license application because we find it is in the public interest, convenience, and necessity. See 47 U.S.C. § 310(d). By this approval, the parties are authorized to proceed to the final stages of their respective transactions. Section 1.948(d) provides that licensees are required to notify the Commission of consummation using FCC Form 603. See 47 C.F.R. § 1.948(c)(d). Hence, we remind parties that an assignment shall not be considered complete until the underlying transaction closes and all conditions set forth in the grant documents, including this Public Notice and the application, are met. In addition, unless the license being assigned has been paid in full, the approval is conditioned upon the assignee’s execution of the applicable financing statements (i.e. the UCC-1 Formms) and payment of all costs associated with the preparation and recordation of the financing statements. own

In order to be current, the installment payment may not be in the first quarter grace period or the second additional quarter grace period. Amendment of Part I of the Commission’s Rules – Competitive Bidding Procedures, Order on Reconsideration of the Third Report and Order, Fifth Report and Order, and Fourth Further Notice of Proposed Rulemaking, 15 FCC Rcd. 21520 (2000). In addition, there must be no outstanding fees, including late fees, due to the Commission.
or before the consummation date. The assignee will provide the Commission with its most current filed charter documents and applicable organization identification number on or before the consummation date. Upon receipt of the filing required by Section 1.948(d) of the Commission's rules. and satisfaction of all requisite conditions, including execution of the appropriate documents, the Bureau will consider the assignment "complete" and will issue the license to the assignee.

Failure of the parties to comply with Section 1.948(d) of the Commission's rules, or any specific condition described above, will result in automatic cancellation of the Commission's assignment approval, and dismissal of the underlying assignment applications.

To notify the Bureau of the proposed consummation date and to request loan documents and financing statements, contact Rita Cookmeyer or Yolanda Lee at (202) 418-0660. Requests for loan documents and financing statements should be made at least 10 days prior to consummation.

This Public Notice is issued by the Chief, Wireless Telecommunications Bureau.

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