

1 been a budgeted item previously?

2 A. Each one of these amendments would
3 represent something that was previously budgeted,
4 that's correct.

5 Q. So he had already essentially given
6 prior approval to each one of these as well?

7 A. He would give prior approval to the
8 budget. We would then deal with Motorola to get
9 these amendments drawn up and then forward them
10 to him for his execution.

11 MR. WEBER: I would like to have this
12 marked as Villecco Exhibit 4. It is a one-page
13 letter dated February 6, 1991, with a Bates stamp
14 AM 147891.

15 (Villecco Exhibit No. 4 was
16 marked for identification.)

17 BY MR. WEBER:

18 Q. Do you recognize this letter?

19 A. Yes, I do.

20 Q. Was there a time when Motorola was
21 sending the amendments directly to Mr. Thompson?

22 A. At one point in time, they had sent
23 them directly to Mr. Thompson, that's correct.

24 Q. Why did you feel the need to have them
25 sent to you instead of to Mr. Thompson?

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 A. Because Motorola had significant
2 problems with their amendment production
3 process. And, if you go back and look at
4 VILLECCO Exhibit 3, you can see the revision
5 numbers. In some cases they had three revisions
6 to get these amendments correct.

7 What I would do is I would have our
8 equipment engineering function review the
9 amendments, get back to Motorola, have them
10 prepare the correct revisions, and then forward
11 the final version of the amendment to
12 Mr. Thompson so as to avoid unnecessary paperwork
13 and extra paperwork.

14 Motorola would also -- they were
15 notorious for if he had signed this amendment and
16 it turned out that revision -- the next revision
17 was the correct revision and had executed that
18 one, they were also notorious for double billing
19 for each -- one bill for each amendment. So we
20 were trying to keep control of the invoice
21 process too.

22 Q. Did either Mr. Lokting or Mr. Thompson
23 have any problem with the amendments going
24 through you?

25 A. No.

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 Q. After this letter did Motorola begin
2 sending you the amendments?

3 A. I believe they did.

4 Q. Was there ever a time where you
5 actually exceeded your entire budget?

6 A. Not that I recall.

7 Q. Do you know if there's any mechanism in
8 place for what needs to be done if a budget is
9 going to be exceeded?

10 A. If a budget was to be exceeded in any
11 of the Comcast markets, it would require approval
12 of the department vice-president and it would
13 also require approval of at that point Anna
14 Hillman who was the controller. And, when it
15 was -- if it were a specific Atlantic City item,
16 at that point then it would be forwarded to Ellis
17 Thompson for approval.

18 (Discussion off the record.)

19 MR. WEBER: Back on the record.

20 I would like to have this marked as
21 Villecco Exhibit 5. It is a one-page letter
22 dated February 7, 1990, with the Bates stamp AM
23 026800.

24 (Villecco Exhibit No. 5 was
25 marked for identification.)

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 BY MR. WEBER:

2 Q. Do you recognize this letter?

3 A. Yes.

4 Q. Can you tell me what is being done with
5 this letter?

6 A. I don't think this has anything to do
7 with Atlantic City frankly. I had referred to
8 Motorola's ability to interconnect their
9 systems. They had a proprietary software that
10 they called DMX. We at that point then called
11 the link between them the DMX link.

12 Clarksburg was our site in the -- our
13 point of interconnection for our New Brunswick
14 system. Pendricktown was the point of
15 interconnection for the Wilmington system. What
16 we had done was we had connected the central New
17 Jersey or the New Brunswick system to the
18 Wilmington system for purposes of automatic
19 roaming and call delivery.

20 Q. So, even though it was in the Atlantic
21 City discovery, it's not an Atlantic City
22 document?

23 A. That's correct.

24 Q. Do any of the neighboring systems to
25 the Atlantic City system have signals that cross

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 into the Atlantic City market?

2 A. Yes.

3 Q. Are any of the extensions more than a
4 de minimis extension?

5 A. Yes.

6 Q. Are any of the extensions into the
7 Atlantic City market by other Comcast systems?

8 A. Yes.

9 Q. Are all the of the extensions by
10 Comcast systems?

11 A. No.

12 Q. Has the Atlantic City system had to
13 approve of any of the extensions?

14 A. The Atlantic City system had to approve
15 of all the extensions.

16 Q. Are any of the extensions which are
17 greater than de minimis by other Comcast systems?

18 A. Could you repeat the question, please.

19 Q. Are any of the extensions into the
20 Atlantic City market which are greater than a de
21 minimis extension by other Comcast markets?

22 A. Yes.

23 Q. Are all of them by Comcast markets?

24 A. No.

25 Q. Was Mr. Thompson's approval necessary

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 for the extensions into the Atlantic City market?

2 A. Yes, it was. As a matter of fact, the
3 only one that I can think of from a Comcast
4 system into the Atlantic City market is from the
5 Philadelphia system which at the time was not a
6 Comcast system, it was Metromedia. And that was
7 signed between Metromedia or AWACS at the time
8 and Mr. Thompson.

9 Q. Other than the Metromedia system, was
10 Mr. Thompson's approval necessary for the other
11 extensions into the Atlantic City market?

12 A. Yes, for all extensions.

13 Q. Explain how Mr. Thompson's approval was
14 sought?

15 A. It was actually similar to the budget
16 process. What we would do is we would deal with
17 the adjacent carriers. Based upon our
18 discussions with the carriers, we would present
19 an engineering exhibit, typically a propagation
20 map, a real world propagation map, and then we
21 also had Carey contour maps which would show the
22 FCC extension.

23 We would review that with Mr. Thompson,
24 we would explain to him the impact to the system,
25 we would explain to him the impact had this not

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 been signed, and we would explain to him the
2 benefit had they been signed. And then he would
3 sign the agreement.

4 MR. WEBER: I'd like to have this
5 marked as Villecco Exhibit 6. It's a one-page
6 letter with attachments, two pages of
7 attachments, dated July 29, 1993, with Bates
8 stamps AM 145056 sequentially through 145058.

9 (Villecco Exhibit No. 6 was
10 marked for identification.)

11 BY MR. WEBER:

12 Q. Do you recognize this letter and the
13 attachments?

14 A. Yes, I do.

15 Q. Page 2 of the exhibit, is this the type
16 of form Mr. Thompson would sign to agree to the
17 extension?

18 A. Yes.

19 Q. On page 1 of the letter, the letter
20 itself, in the second paragraph, you're telling
21 Mr. Pedersen that you manage the Atlantic City
22 system, but you still have to get consent from
23 Mr. Thompson and that he's proceeding at his own
24 risk. At the time you sent this letter, was the
25 attachment not yet signed?

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 A. I believe it was signed. And that's
2 why I had said here at the beginning, please find
3 one original overlap consent letter. The intent
4 of that was please find one executed.

5 Q. Can you explain to me what you meant in
6 the second paragraph then?

7 A. Regarding?

8 Q. That's actually a different site, isn't
9 it.

10 Was Ocean County Cellular actually
11 seeking two extensions into the Atlantic City
12 market?

13 A. We were actually seeking extensions
14 into the Ocean County market on behalf of Ellis
15 Thompson. In return they were seeking extensions
16 into both the Philadelphia market and the
17 Atlantic City market. I had mentioned to
18 Mr. Pedersen that, while we could -- while I
19 could execute the letters for Philadelphia, I
20 could not execute the letters or give approval
21 for Atlantic City.

22 Q. Were you the contact point for other
23 systems that were seeking extensions into the
24 Atlantic City market?

25 A. Myself or David Stern who was the

1 director of engineering working for me.

2 Q. Did you then play or Mr. Stern play the
3 role of essentially a liaison between the other
4 cellular system and Mr. Thompson or did you put
5 the other cellular system in contact with
6 Mr. Thompson?

7 A. Typically we are a liaison.

8 MR. WEBER: Thank you, Mr. Villecco,
9 that's all the questions I have.

10 MR. GURMAN: I've got a couple for
11 you.

12 EXAMINATION BY COUNSEL FOR
13 AMERICAN CELLULAR NETWORK CORP.,

14 BY MR. GURMAN:

15 Q. In the time frame of 1988 -- when did
16 the system first turn on, do you recall, the
17 Atlantic City system?

18 A. It was I believe late 1988, the third
19 or fourth quarter.

20 Q. Just prior to that time frame, when the
21 decision was being made as to whether or not to
22 use the Wilmington switch, were you involved in
23 any studies or making recommendations as to
24 whether or not a switch in Wilmington as opposed
25 to using a switch in Atlantic City should be

1 utilized?

2 A. No, I was not involved in the initial
3 discussions. However, we did have discussions
4 probably -- I don't remember the specific time,
5 but maybe two or three years thereafter, when
6 Mr. Thompson had asked if it would make sense to
7 build a switch in the Atlantic City market. And
8 I had put together some information that
9 indicated it was not economically feasible. It
10 was still -- from a business perspective, it was
11 still less expensive to his business to have it
12 switched by Wilmington.

13 Q. By what magnitude in terms of operating
14 expenses and in terms of capital expenditures?

15 A. It was about a half a million dollars
16 annually operating expense and it was probably in
17 the neighborhood of about a million and a half to
18 2 million in capital expense.

19 Q. Previously you explained to Mr. Weber
20 about a particular site at Somers Point Egg
21 Harbor Township, New Jersey. And you indicated
22 that you had a conversation with Mr. Thompson.
23 And I just want you to clarify whether he asked
24 you -- you used the word we, we should purchase
25 this site. Did Mr. Thompson ask you whether

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 Comcast should purchase the site or whether he
2 should purchase the site?

3 A. No, he wanted to know if Ellis-Thompson
4 Corporation should purchase the site.

5 Q. Do you know who the operator in the
6 Vineland, New Jersey, SMA is?

7 A. It was United States Cellular out of
8 Chicago.

9 Q. And do you know what vendor United
10 States Cellular ultimately decided to use?

11 A. Yes, they decided to use a Motorola
12 switch, a small version of the Motorola switch.
13 And the reason that they decided that was so that
14 they could interconnect this into Wilmington,
15 Philadelphia, and the adjacent Motorola markets.

16 They bought the option, this DMX
17 option, it was an option on the switches. They
18 purchased the option. And shortly after they
19 turned the system on line, we interconnected the
20 Wilmington switch to the Vineland switch.

21 Q. I wanted to clarify some of your
22 earlier responses concerning what was meant by,
23 quote, the full network, end quote. I thought I
24 heard you say that the full network included
25 Philadelphia and I wasn't sure if you were

ALDERSON REPORTING COMPANY, INC.

(202)289-2260 (800) FOR DEPO
1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 suggesting that that was being switched from
2 Wilmington. Is there a separate switch switching
3 the Philadelphia market?

4 A. There's a separate switch for the
5 Philadelphia market, that's correct.

6 Q. And, in terms of the Wilmington switch,
7 which markets or which cell sites are actually
8 switched out of the Wilmington market?

9 A. Well, we've changed it over time to
10 optimize the network. But initially it was just
11 the Wilmington market and then we added the
12 Atlantic City market to the Wilmington switch and
13 then we actually added the Dover, Delaware,
14 market to that same switch.

15 Q. During your tenure, were some cell
16 sites in southern Philadelphia added?

17 A. Yes, actually under my direction we
18 moved sites from Philadelphia to Wilmington to
19 avoid the expense of building an additional
20 switching office in Philadelphia, because we had
21 the capacity in Wilmington.

22 Q. Do you have any knowledge of whether
23 United States Cellular at any point in time may
24 have asked Mr. Thompson for consent to an
25 extension into his market?

1 A. Yes. They had -- there were several
2 extensions from the U.S. Cellular Vineland market
3 into the Atlantic City market.

4 Q. Is that market contiguous to Atlantic
5 City?

6 A. Yes, it is.

7 Q. And what eventually happened, did
8 Mr. Thompson consent to your knowledge?

9 A. Mr. Thompson consented to the overlaps.

10 MR. GURMAN: I have no further
11 questions.

12 MR. WEBER: Nothing further.

13 (Thereupon, at 11:45 a.m., the taking
14 of the instant deposition ceased.)

15 *Dominic C. Wilco*
16

17 Signature of the Witness

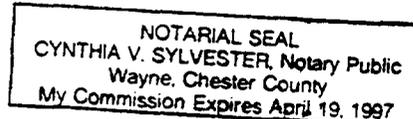
18
19 SUBSCRIBED AND SWORN to before me this 27th
20 day of

21 June, 1995

22 *Cynthia V. Sylvester*
23

24 NOTARY PUBLIC

25 My Commission Expires



ELLIS THOMPSON MEETING
NOVEMBER 10, 1993

The meeting commenced at 10:00 a.m. in the Board Room at 480 E. Swedesford Rd. Wayne, PA.

The following were in attendance:

Dominic Villecco - V.P. Engineering
John Moerman - Wilmington Controller
Dave Watson - V.P. Sales & Marketing
Anna Hillman - V.P. Finance Administration
David Lockting
Jeff Thompson
Maria Wellacue

Dave Watson discussed the favorable sales results year to date for direct and indirect, as well as the fact that churn year to date is significantly below plan at 1.37% actual vs. 1.97% plan.

Dave then discussed the proposal for digital paging, and plans for the Christmas promotion. Motorola flip phones will be provided exclusively by the Ellis Thompson system in Atlantic City through the end of this year and for all of 1994. Motorola has agreed to cover the cost of a mailing to the customers which will take place in December.

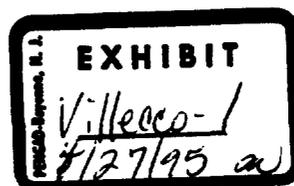
John Moerman discussed operating results year to date, noting that usage per subscriber is in line with budget, and that roamer usage is well in excess of budget, which can be attributed to the improved economic conditions in the area.

Expenses are for the most part in line with the budget. The \$500,000 sales and marketing variance is due to the unbudgeted purchase of the U.S. Cellular Subscribers in April of 1993.

Jeff Thompson questioned the bad debt expense and inquired about our credit approval process. Anna Hillman noted that the bad debt rate of .5% of revenues is perhaps the best in the industry where 3% may be more common.

John then described the daily and monthly credit review process followed by the accounting staff.

1



AM 145227

David Lockting asked for a review of the methods used to record expenses (direct vs. allocated) for assurance that they were in accordance with our management agreement. John reviewed the methods which are in accordance with the agreement.

Next, Dominic discussed future plans for network cell site connection in order to reduce costs over a 3 year period. Further discussion ensued regarding disaster recovery in the event of a major switch outage. Since Comcast has 4 switches located in the tri-state (NJ,PA,DE) area, traffic from any one could easily be off loaded to another.

David asked if it would make sense to put a switch in Atlantic City at this time. Dominic said that it would cost several million dollars and would there for not be cost beneficial for the Atlantic City market alone.

John Moerman reviewed key operating statistics from the variance analysis noting that the most significant variance is in access fees which are below budget. This is due to low rates offered by the competitor, which we in turn are forced to match in order to stay competitive. Most other variances are favorable to the business (see variance report attached).

David Lockting, asked if there were any plans to change rates in the market. Dace Watson and John Moerman responded that there were no plans since we felt that the current plans were competitive.

David asked to receive a summary of all of the companies with whom we have roamer agreements. Anna agreed to provide the information, then discussed how our roamer area is administered.

Dave Watson discussed the NACN and the benefits that it has in the highly travelled Atlantic City area. Some of the increase in roamer revenue is attributed to the NACN.

Next, Dominic discussed our coverage area for call delivery which covers Washington DC. to Boston, and all areas in between, then discussion ensued regarding the lack of compatibility of the Ocean County Northern Telecom system, vs. Vinelands (TDS) installation of Motorola equipment and request for our engineering assistance in systems planning. Interconnection of Motorola Northern Telecom system didn't happen until 1992 (Vanguard to Phili).

Anna Hillman reviewed highlights of the 1994 budgets noting that there were no price increases or other such major changes built into the budget, but rather business as usual. Minutes per subscriber are projected to drop from 59 to 54. Dave Watson followed with a discussion of the 1994 subscriber budget.

Anna presented and reviewed the cash flow projection (attached), noting that the business is doing very well and we should be able to pay down the bank loan to close to one million dollars by the end of 1994.

Next, Dominic reviewed the capital plans for 1993 and 1994. Proposal for 1994 is to build a site at Hammonton and Tuckahoe. A third site at Pleasantville could be delayed to 1995 which would reduce capital to around \$750,000.

Jeff Thompson asked that Dominic send a formal plan A (3 sites) and plan B (2 sites) capital proposal to he and David Lockting for review and approval. Anna will reflect the operating expense impact on the cash flow analysis.

Jeff Thompson asked Dominic to send him some materials regarding Digital Cellular. Next discussion ensued regarding CDMA vs. TDMA vs. Analogue Cellular. Dominic also discussed some preliminary thoughts to work with that AT&T in a CDMA trial in the Atlantic City system.

Dave Watson presented a proposal to change commissions from the Corporate plans from high value to low value. Jeff Thompson approved the proposal.

The meeting adjourned at 4:00 p.m.

Comcast Cellular
Communications, Inc.
1234 Market Street
Philadelphia, PA 19107-3723
215 665-1700



August 21, 1991

David Lokting, Esq.
Stoll, Stoll, Berne & Lokting
209 SW Oak St., Ste. 500
Portland, OR 97204

Dear David:

Pursuant to our phone conversation last week, we will be using two zoning attorneys to obtain approvals to erect a new tower at the Somers Point site for Ellis Thompson Corporation.

Warren Stillwell is an attorney with experience in zoning cell site towers for Bell Atlantic Mobile Systems, Metro One and Comcast. Warren will be doing most of the "leg work" to prepare information for the Zoning Board.

Rudy Westmoreland is an attorney located just outside of Atlantic City. Rudy has presented zoning cases before the Egg Harbor Township Board for the last twenty-five years (Somers Point site is actually located in Egg Harbor Township). These cases have included a cable television tower, but have not included any cellular towers.

The purpose for the combining of efforts for this particular site is to take advantage of Rudy Westmoreland's rapport with Egg Harbor Township, a township with a traditionally difficult zoning approval process, and Warren Stillwell's experience with zoning cellular towers in New Jersey. The particular site is located in an industrial area on an existing tower. We feel there is a good likelihood for success if presented by the proper counsel. Duplicated work will be minimized since these attorneys will be



AM 143983

David Lokting, Esq.
August 21, 1991
Page 2 of 2

working together as a team under the supervision of John Simon, our Manager of Network Implementation. We have used this tactic successfully in our Central New Jersey operation in a similar situation.

If you have any questions, please call.

Sincerely,



Dominic C. Villecco
Vice President of Engineering

DCV:dg\somerspt
cc: Anna Hillman
Art Block
John Simon

AM 143984

ACATL7B.1000

Comcast Cellular
Communications, Inc.
1414 South Penn Square
Philadelphia, PA 19102-2480
215 665-1700



March 7, 1990

VIA FED EX

Mr. David Lokting
Stoll, Stoll, Berne, Fisher & Lokting
209 S. W. Oak Street
Portland, Oregon 97204

Dear David:

Enclosed please find the following Motorola Amendments."

<u>Site</u>	<u>Amendment #</u>	<u>Revision #</u>	<u>Amount (\$)</u>	<u>Description</u>
13	3	1	60,555	FNE
13	3B	0	3,957	I/O
11	4	2	204,775	FNE
11	4B	0	9,207	I/O
14	5	3	49,855	FNE
14	5B	0	3,205	I/O
12	6	3	71,755	FNE
12	6B	0	4,557	I/O
11	9	2	15,200	BSC II conversion
12	10	1	15,200	BSC II conversion
13	11	1	15,200	BSC II conversion
14	12	1	15,200	BSC II conversion

These amendments pertain to the original contract Ellis Thompson signed with Motorola. Each amendment is an order for expansion equipment at the existing sites.

Attached on the inside cover of each amendment is a copy of the approved technical capital budget with the corresponding line items highlighted.

You will notice that on page 1 of Amendments 9 through 12, there is a paragraph regarding credits for returned components. The amount of credit which applies to each of the amendments (9 through 12) is \$6700.00. This allows the amendments to fit within the budgeted amounts.



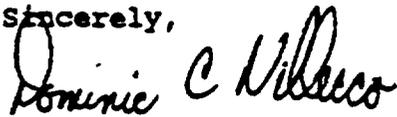
AM 148123

Letter to: D. Lokting
March 7, 1990
Page two

Please have Ellis Thompson sign both signature pages of each amendment and return the entire package to me as soon as possible. I will then coordinate with Motorola appropriately. A prompt "turn around" of these amendments is necessary to ensure that this expansion equipment is in place for the summer season.

If you have any questions, please call.

Sincerely,



Dominic C. VILLECCO
Vice President of Engineering

DCV/men
Enclosure

cc: D. Aaron
L. Smith
A. Hillman
D. Curley
M. Panetta

File - ETC

Comcast Cellular
Communications, Inc.
1414 South Penn Square
Philadelphia, PA 19102-2480
215 665-1700



February 6, 1991

Ellis Thompson
c/o David Lokting
Stoll, Stoll, Berne, Fischer & Lokting
209 S.W. Oak Street
Portland, OR 97204

Dear Ellis,

During a telephone conversation today with Jerry Jensen of Motorola, I discovered that Amendment 16 Revision 1 was sent directly to you. In order to keep control of the equipment ordering process, I have requested Motorola to send all Amendments directly to me. This way, I can verify the content and pricing and send you the documentation you need in order to sign the Amendments.

Unfortunately, Motorola is a large organization and my request has fallen on deaf ears. I apologize for any confusion and will have the situation rectified immediately.

The Amendment that was sent to you was supposed to be Amendment 16 Revision 1. The proper amount on the Amendment is \$20,433. This revised amendment reflects a credit of \$15,700 from that which was outlined on Amendment 16 Revision 0, the revision that you previously signed. Therefore, please sign Amendment 16 Revision 1 for the amount of \$20,433. This Amendment will supersede Amendment 16 Revision 0 and will afford Ellis Thompson Corporation a savings of \$15,700. If you have not already sent this Amendment to Motorola, please send it to me and I will forward it to Motorola.

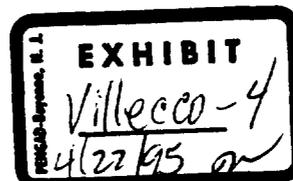
As usual, if you have any questions, please do not hesitate to call.

Sincerely,

Dominic C. Villecco
Vice President of Engineering

cc: D. Stern
R. Ellis

[Redacted]



AM 147891

CELLULAR ONE

February 7, 1990

New Jersey Bell
79 Route 37 West
Toms River, New Jersey 08755

Attn: Connie Weiner

Dear Connie:

Per our discussion on Wednesday, February 7, 1990, please remove from Account (201) 205-1342 (Cellular One of New Jersey) the charges that relate to the December 8, 1989 order to install the DMX link between Clarksburg and Pendricktown.

I am authorizing the charges to be billed as a separate account, to the following address:

Comcast Cellular Communications, Inc.
1414 South Penn Square, 30th Floor
Philadelphia, PA 19102-2480

Attn: Dominic Villecco

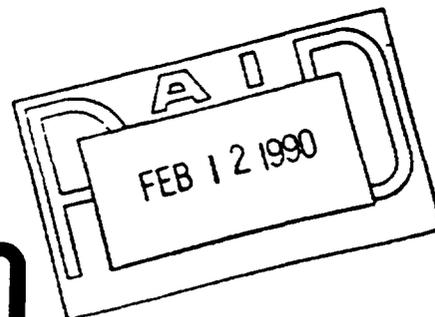
Thank you for your anticipated cooperation in this matter.

Very truly yours,

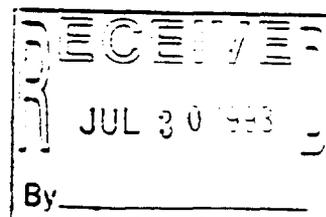


Mark A. Panetta, CPA
Controller

MAP:ech



Comcast Cellular
Communications Inc
430 East Swedesford Road
Wayne PA 19087-1867
215 975-5000



July 29, 1993

Mr. David Pedersen
General Manager
Ocean County Cellular
156 Route 37 East
Toms River, NJ 09753

Dear David:

Enclosed please find one original overlap consent letter between Ellis Thompson Corporation and Midland Communications Corp. in reference to the extension of the Midland Manahawkin cell site. This letter may be filed with the FCC in conjunction with this extension. Please have your people notify David Stern's engineering group as to the timing of this extension in order to properly coordinate its integration into this network.

Please be informed that I have not received, as of today, engineering documentation for the cell enhancer you intend to install on Long Beach Island. Pursuant to our conversation I would like to review this report prior to making any further recommendations to Ellis Thompson regarding acceptance of this additional overlap. Please keep in mind that we manage but do not control the Atlantic City system and therefore the final consent to this additional overlap must come from Ellis Thompson. I will assist you in every way communicating your recommendations to Ellis Thompson Corporation, however, until Ellis Thompson actually signs the documents, you would be proceeding at your own risk.

If you have any further questions or comments, please feel free to call me at (215) 975-5039.

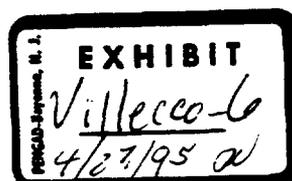
Very truly yours,

Dominic C. Villecco /nc

Dominic C. Villecco
Vice President Engineering
and Operations

DCV/nc
Attachment

cc: (w/attachment) David Stern
Mike Mutone
Jeffrey E. Smith, Esq. ✓
Louis Gurman, Esq.



AM 145056

ELLIS THOMPSON CORPORATION
5604 NORTH MISSOURI
PORTLAND, OREGON 97217

June 22, 1993

Howell Spear, President
Midland Communications Corp.
300 W. Texas
Midland, Texas 79701

Dear Mr. Spear:

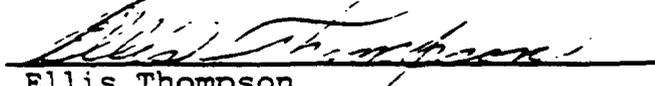
On behalf of Ellis Thompson Corporation ("ETC"), you may file this letter with the Federal Communications Commission ("FCC") in support of an FCC filing of Midland Communications Corp. ("Midland"), to increase power at Manahawkin cellular facility in accordance with the memorandum of Understanding dated as of June 22, 1993 and the engineering attached hereto. "

ETC is the Frequency Block a Licensee for Market No. 134, the Atlantic City, New Jersey, MSA (the "MSA"). ETC has no objection to and, in fact, supports the filing of the above-described application. Additionally, ETC has no objection to the resulting proposed extension into the MSA as it is an integral part of the parties' plan to provide seamless Frequency Block A coverage in and around the MSA.

As Midland has acknowledged, the signing of this letter does not in any way affect ETC's right to provide cellular service within the RSA to the full extent permitted by law; provided, however, that the parties shall not presume electrical interference or mobile capture under Section 22.903(f) of the FCC's Rules simply by virtue of a 32 dBu contour extension into their respective Cellular Geographic Service Areas ("CGSAs"). In the event that electrical interference or mobile capture actually occurs within a party's CGSA as a result of the 32 dBu contour extension(s) described herein, the parties shall cooperate in good faith to modify the intruding contour(s) to eliminate such interference or capture as described in the aforesaid Memorandum of Understanding executed by the parties.

Very truly yours,

ELLIS THOMPSON CORPORATION

By: 

Ellis Thompson
President

AM 145057

June 22, 1993

MIDLAND COMMUNICATIONS CORP.

ENGINEERING PARAMETERS

Manahawkin

Latitude: 039-42-57 N

Longitude: 074-15-10 W

Site Configuration: Omni-directionalized

<u>Antenna Information</u>	<u>Orientation</u>	<u>Tilt</u>	<u>Radiation Center (AGL)</u>	<u>ERP Watts</u>
DB809*	0	0	185	100.000

* DB809 or Electrical Equivalent Decibel Products