

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
Domestic Section 214 Application of BellSouth Telecommunications, Inc., BellSouth Long Distance, Inc., Madison River Telephone Company, LLC, MebTel, Inc. d/b/a MebTel Communications, and MebTel Long Distance Solutions, Inc. for Transfer of Control of BellSouth's Milton and Gatewood Exchanges to Madison River Telephone Company, LLC)	WC Docket No. 05-51
)	
Waiver Requests by Madison River Telephone Company, LLC, MebTel, Inc. d/b/a MebTel Communications, MebTel Long Distance Solutions, Inc., BellSouth Telecommunications, Inc. and BellSouth Long Distance, Inc. of Study Area Boundary Freeze as Codified in Part 36 and Section 69.3(e)(11))	CC Docket No. 96-45
)	

OPPOSITION OF PAY TEL COMMUNICATIONS, INC.

Pay Tel Communications, Inc. ("Pay Tel"), by its undersigned counsel, respectfully submits this Opposition pursuant to the Public Notice, DA 05-521, issued March 1, 2005, in the above-referenced proceeding. For the following reasons, Pay Tel opposes an unconditional transfer of control:

1. In its application, BellSouth Telecommunications, Inc. and BellSouth Long Distance, Inc. (collectively, "BellSouth") and Madison River Telephone Company, LLC, its wholly-owned subsidiaries MebTel, Inc., d/b/a MebTel Communication, and MebTel Long Distance Solutions, Inc. (collectively, "Madison River") seek approval of a proposed transfer of control of BellSouth's Milton and Gatewood telephone exchanges in North Carolina to Madison River.

2. Pay Tel is a North Carolina-based provider of telephone services to confinement facilities in North Carolina. In this capacity, Pay Tel currently provides inmate calling services to approximately 65 customers in the Milton and Gateway exchanges. At present, Pay Tel is able to serve these customers because it is able to bill for its services through a billing and collections agreement with BellSouth. However, Madison River, through its subsidiary MebTel, Inc., has not made a billing and collection arrangement available to Pay Tel or its billing and collection clearinghouse, Billing Concepts, Inc. As a result, if the transfer of control is approved without the provision of a billing and collection arrangement available to Pay Tel, Pay Tel will not be able to continue to offer service to these approximately 65 existing customers or to new customers residing in the Milton and Gateway exchanges. In the absence of a billing and collections arrangement, Pay Tel has no effective mechanism for identifying and invoicing persons to whom inmates place collect calls and, therefore, will be unable to render service to individuals residing in the affected exchanges.

3. Because these approximately 65 customers would be denied inmate calling service if the transfer of control is approved, the transfer of control is not in the public interest unless conditioned by a requirement that Madison enter into a commercially reasonable billing and collection arrangement with Pay Tel or its billing clearinghouse Billing Concepts.

WHEREFORE, Pay Tel respectfully requests that the Commission deny the proposed transfer of control, or in the alternative, require that Madison River enter into a billing and collections agreement with Pay Tel or its clearinghouse on commercially reasonable terms substantially similar to the agreement Pay Tel has with BellSouth, which new agreement would allow Pay Tel to continue offering inmate calling services in the Milton and Gateway exchanges.

Respectfully submitted,

PAY TEL COMMUNICATIONS, INC.

By:



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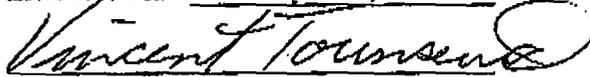
Counsel for Pay Tel Communications, Inc.

March 15, 2005

DECLARATION OF VINCENT TOWNSEND

I, Vincent Townsend, hereby declare under penalty of perjury under the laws of the United States of America that the factual information contained in the foregoing Opposition of Pay Tel Communications, Inc. is true and correct to the best of my knowledge, information, and belief.

Executed on:

3/15/05

Vincent Townsend

President,

Pay Tel Communications, Inc.

Certificate of Service

The undersigned, of the law firm of Brooks, Pierce, McLendon, Humphrey & Leonard, L.L.P., hereby certifies that s/he has caused a copy of the foregoing **Opposition of Pay Tel Communications, Inc.** to be placed in the U.S. Mail, first-class postage prepaid, or to be delivered by e-mail (*), addressed as follows:

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This the 15th day of March, 2005.