

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of)
)
Applications of Nextel Communications,) WT Docket No. 05-63
Inc., Transferor, and Sprint Corporation,)
Transferee)
)
For Consent to Transfer Control of)
Licenses and Authorizations)
)

To: The Commission

**REPLY OF SOUTHERNLINC WIRELESS TO
JOINT OPPOSITION OF SPRINT AND NEXTEL**

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EXECUTIVE SUMMARY

It is well-established that the Commission has both the authority and the obligation to consider a broad range of issues in determining whether a merger will serve the public interest, and the relevance of roaming to the Commission's merger review analysis is itself well-established in Commission precedent. In its initial comments in this proceeding, SouthernLINC Wireless presented the Commission with specific, concrete facts regarding the ongoing roaming practices of Nextel and Nextel Partners, and these issues should be considered by the Commission as it reviews the proposed merger between Sprint and Nextel.

However, in their Joint Opposition, Sprint and Nextel repeatedly mis-characterize both SouthernLINC Wireless' comments and Commission precedent in order to support their improper assertion that the specific issues and problems raised by SouthernLINC Wireless regarding roaming are irrelevant to the Commission's review of their planned merger. The Applicants rely on the Commission's Order approving the Cingular/AT&T Wireless merger as the appropriate framework for reviewing this transaction, yet ignore the fact that a substantial portion of that Order included an analysis of the potential effects of that merger on the availability of roaming. The Applicants also present an inaccurate portrayal of the facts and issues before the Commission in this proceeding and misrepresent SouthernLINC Wireless' positions.

In its initial comments, SouthernLINC Wireless urged the Commission to give close and careful consideration to the impact of the proposed merger on the availability of roaming. However, the Joint Opposition shows that, in stark contrast to previous CMRS merger applications, the Applicants in this case are entirely dismissive of roaming or its

impact on consumers of wireless services. The Applicants' treatment of and attitude towards roaming, both in their merger application and in the Joint Opposition, indicate that they have no interest in addressing, let alone resolving, the roaming problems that have been raised in this proceeding and apparently intend to continue their current roaming practices following consummation of the proposed merger.

Therefore, SouthernLINC Wireless believes it is now necessary to request that the Commission impose specific conditions on this merger that would require the merged Sprint/Nextel entity to provide roaming on reasonable, non-discriminatory terms and conditions, including those regarding pricing and the availability of data and digital dispatch roaming services.

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**REPLY OF SOUTHERNLINC WIRELESS TO
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Southern Communications Services, Inc. d/b/a SouthernLINC Wireless (“SouthernLINC Wireless”) hereby submits its reply to the Joint Opposition of Nextel Communications, Inc. (“Nextel”) and Sprint Corporation (“Sprint”) (collectively, “Applicants”) regarding the above-captioned transfer applications.¹ In their Joint Opposition, the Applicants repeatedly mis-characterize SouthernLINC Wireless’ comments and Commission precedent in order to support their improper assertion that roaming issues are irrelevant to the Commission’s review of their proposed merger.

It is well-established that the Commission has both the authority and the obligation to consider a broad range of issues in determining whether a merger will serve the public interest, convenience, and necessity, and the relevance of roaming to the

¹ / Joint Opposition to Petitions to Deny and Reply to Comments of Nextel Communications, Inc. and Sprint Corporation, WT Docket No. 05-63 (April 11, 2005).

Commission's review of the proposed merger is itself well established in Commission precedent. SouthernLINC Wireless has presented the Commission with specific, concrete facts regarding the ongoing roaming practices of Nextel and Nextel Partners, who are parties to the proposed merger.² Thus, the roaming issues raised by SouthernLINC Wireless in its initial comments in this proceeding are in fact "merger-specific" and should be considered by the Commission in this proceeding.

In its initial comments, SouthernLINC Wireless urged the Commission to give close and careful consideration to the impact of the proposed merger on the availability of roaming. However, the Joint Opposition shows that, in stark contrast to previous CMRS merger applications, the Applicants in this case are entirely dismissive of roaming or its impact on consumers of wireless services. The Applicants' treatment of and attitude towards roaming, both in their merger application and in the Joint Opposition, indicate that they have no interest in addressing, let alone resolving, the roaming problems that have been raised in this proceeding and apparently intend to continue their current roaming practices following consummation of the proposed merger.

² / Although Nextel Partners is not one of the Applicants in this case, Nextel owns approximately 32% of the outstanding stock of Nextel Partners, and this ownership would be assumed by the combined Sprint Nextel entity upon consummation of the merger. See *Applications of Nextel Communications, Inc. Transferor, and Sprint Corporation, Transferee, For Consent to Transfer Control of Licenses and Authorizations*, File No. 0002031766 (lead application), February 8, 2005, WT Docket No. 05-63, Exhibit 1 at 16. Furthermore, if the merger is consummated, the shareholders of Nextel Partners would have the right to vote to require Sprint Nextel to purchase the remaining Nextel Partners shares that Nextel does not already own, and the right to exercise this option "may extend for a substantial time after the Sprint Nextel merger is consummated." *Id.* at 16 – 17. Therefore, for purposes of analyzing the effects of the proposed merger on competition in the wireless market, Nextel Partners may properly be considered a "party" to the merger.

Therefore, SouthernLINC Wireless believes it is now necessary to request that the Commission impose specific conditions on this merger that would require the merged Sprint/Nextel entity to provide roaming on reasonable, non-discriminatory terms and conditions, including those regarding pricing and the availability of data and digital dispatch roaming services.

I. THE ROAMING ISSUES RAISED BY SOUTHERNLINC WIRELESS ARE APPROPRIATE FOR THIS MERGER REVIEW PROCEEDING

The Applicants argue that the roaming issues raised by SouthernLINC Wireless are outside the scope of the Commission’s review of the proposed merger, claiming that these issues are not “merger-specific,” but are “industry-wide” issues that should instead be addressed in a rulemaking proceeding. These arguments ignore both the scope of the Commission’s merger review authority and the clear precedent established by the Commission in the *Cingular/AT&T Order* regarding the relevance of roaming to merger reviews. These arguments further ignore the fact that SouthernLINC Wireless’ comments and concerns are specific to particular parties to the proposed transaction – *i.e.*, Nextel and Nextel Partners – and to the unique facts and circumstances regarding SouthernLINC Wireless’ attempts to obtain roaming agreements with these parties, not generalized assertions about industry-wide roaming practices.

A. Commission Precedent Includes Consideration of Roaming as Part of the Merger Review Process

Pursuant to sections 214(a) and 310(d) of the Communications Act, the Commission must determine whether the proposed merger will serve the public interest, convenience, and necessity.³ This requires the Commission to consider a broad scope of

³ / 47 U.S.C. §§ 214(a), 310(d).

issues that go beyond traditional antitrust analysis in order to determine whether the proposed transaction “serves the broader public interest.”⁴

In the *Cingular/AT&T Order*, the Commission recognized that the availability of roaming is an essential component of the CMRS market, and any assessment of whether a proposed merger or consolidation of CMRS carriers is in the public interest must necessarily consider the transaction’s impact on the availability of roaming services for consumers of mobile telephony services.⁵

In the case of Cingular and AT&T Wireless, the Commission undertook a detailed analysis of the potential impact of the subject merger on roaming, taking into consideration such factors as available roaming partners, competitive incentives for roaming, Cingular’s practice of entering into roaming agreements with competitive, reciprocal roaming rates, and the expectation – along with Cingular’s assurances – that these same incentives and practices would continue and that competitive GSM roaming options would still be available following the Cingular/AT&T Wireless merger.⁶ Even with all of these assurances, the Commission nevertheless found it necessary to impose a condition on the Cingular/AT&T merger specifically prohibiting the merged entity from blocking their own subscribers from roaming on other carriers’ networks.⁷

Throughout this proceeding, the Applicants have consistently (and correctly) relied on the precedent and analytical framework established by the Commission in the

⁴ / See, e.g., *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522 (2004) (“*Cingular/AT&T Order*”), ¶¶ 40 – 43 (internal citations omitted).

⁵ / *Id.* at ¶¶ 166 – 182.

⁶ / *Id.*

⁷ / *Id.* at ¶¶ 182, 267.

Cingular/AT&T Order. However, their arguments in the Joint Opposition imply that, with respect to the role of roaming in the Commission’s competition analysis, this clear precedent should be ignored. These arguments are without merit and should be dismissed.

B. SouthernLINC Wireless’ Concerns are Specific to the Merger Parties

Contrary to the impression that the Applicants attempt to create in their Joint Opposition, SouthernLINC Wireless’ comments address roaming concerns related specifically to the actions and behavior of Nextel and Nextel Partners, as well as the unique facts and circumstances of roaming for iDEN-based carriers. In other words, SouthernLINC Wireless did not discuss roaming as an “industry-wide” issue, but as a problem specific to the merger parties.

As described in its initial comments, SouthernLINC Wireless’ only potential domestic roaming partners are Nextel and Nextel Partners. SouthernLINC Wireless presented the Commission with a detailed description of the specific problems it has experienced over the years in its attempts to negotiate a roaming arrangement with both of these parties and expressed SouthernLINC Wireless’ concern that these problems would be exacerbated by the proposed merger if they are not addressed.

The Applicants boldly invite the Commission to ignore the evidence presented by SouthernLINC Wireless regarding its experiences with Nextel and Nextel Partners by stating that SouthernLINC Wireless provided “no evidence” that it has “been unable to negotiate agreements that permit [its] subscribers to obtain wireless service when they roam into Sprint or Nextel service areas.”⁸ While this sentence may be technically

⁸ / Joint Opposition at 9.

correct, the Commission should note that the Applicants have carefully crafted it in order to avoid the troubling fact that – as set forth in SouthernLINC Wireless’ initial comments – the only roaming agreement SouthernLINC Wireless *was* able to negotiate with Nextel (after many years of trying) is a limited, non-reciprocal arrangement for which SouthernLINC Wireless must pay excessive rates.

Furthermore, this statement by the Applicants overlooks the fact that this agreement restricts SouthernLINC Wireless subscribers to basic interconnected voice roaming and denies them access to PTT digital dispatch roaming (one of the key features of iDEN services) or data roaming services, even though Nextel provides all of these roaming services to customers of Nextel Partners and to customers of international iDEN carriers in Canada and Mexico. Finally, the Applicant’s statement entirely ignores the evidence presented by SouthernLINC Wireless regarding its inability to obtain any sort of roaming agreement whatsoever with Nextel’s partially-owned affiliate Nextel Partners.

The Applicants also take the novel position that “[t]here can be no better evidence that SouthernLINC’s complaint regarding reciprocity is unrelated to the Sprint Nextel merger than that Nextel chose not to pay SouthernLINC to provide roaming services to Nextel’s customers *even before the merger.*”⁹ (emphasis in original). Apparently, the Applicants are asserting that the scope of the Commission’s merger review is so restricted that any conduct engaged in by the parties before the merger is irrelevant. There is no support for this proposition in either Commission or court precedent, nor do the Applicants attempt to provide any. However, this assertion is disturbing in that it

⁹ / Joint Opposition at 11.

shows a cavalier and dismissive attitude by the Applicants regarding an issue of genuine public interest.

Finally, SouthernLINC Wireless notes that, in its comments, it did not ask the Commission for a general “statement of policy” on roaming,¹⁰ but rather requested that the Commission take appropriate measures to ensure that the specific roaming practices of Nextel and Nextel Partners do not continue following the merger and that the merged Sprint-Nextel entity engage in good faith negotiations for roaming at reasonable rates and on reasonable, non-discriminatory terms and conditions. In other words, SouthernLINC Wireless did not request the adoption of measures with industry-wide application, but the adoption of measures specifically targeting the actions of the merger parties.

However, as noted elsewhere in these reply comments, the statements and positions taken by the Applicants in their Joint Opposition have increased SouthernLINC Wireless’ concern that the proposed merger will, if anything, exacerbate these specific roaming problems, and SouthernLINC Wireless now believes that specific conditions on roaming must be imposed on the proposed merger.

II. THE JOINT OPPOSITION INACCURATELY FRAMES THE ISSUES AND FACTS

The discussion of roaming in the Joint Opposition presents an inaccurate portrayal of the facts and issues before the Commission in this proceeding and relies heavily on omission and the use of statements and arguments that are either taken out of context or which are entirely irrelevant. For example, the Applicants argue that the Commission found in the *Cingular/AT&T Order* “that the availability of [CMRS] roaming is

¹⁰ / Such a request was made in this proceeding by U.S. Cellular and the Rural Cellular Association, but not by SouthernLINC Wireless. *See* Comments of U.S. Cellular *and* Comments of the Rural Cellular Association.

competitive” and that the Commission had heard no complaints from CDMA carriers that the roaming environment was less favorable for them than for GSM carriers.¹¹ However, as the Commission is well aware, iDEN carriers such as SouthernLINC Wireless cannot roam on CDMA or GSM networks, thus making the state of competition for CDMA or GSM roaming irrelevant to the availability of roaming for iDEN.

A. The Applicants Inaccurately Portray the Evidence Presented

As discussed in more detail in the previous section of these reply comments, the Applicants also carefully framed their description of SouthernLINC Wireless’ comments to create the impression that no evidence had been presented as to the unavailability of roaming. As discussed above, the Applicants omit the following: (i) SouthernLINC Wireless’ roaming agreement with Nextel was not “freely negotiated,” but obtained only through an arduous process that Nextel delayed and drew out over several years; (ii) the roaming agreement SouthernLINC Wireless was finally able to obtain with Nextel is non-reciprocal and at excessive rates; (iii) this agreement discriminates against SouthernLINC Wireless by denying its customers access to the digital dispatch and data roaming services that Nextel provides to customers of Nextel Partners and to international iDEN carriers in Canada and Mexico; and (iv) SouthernLINC Wireless has been unable to obtain any roaming agreement with Nextel Partners.

The Applicants also assert that the length of time it took for SouthernLINC Wireless to be able to reach a roaming agreement with Nextel is attributable to “significant technical hurdles associated with iDEN roaming.”¹² Although iDEN roaming may be technologically more complex than CDMA or GSM roaming, it took

¹¹ / Joint Opposition at 10.

¹² / Joint Opposition at note 22.

SouthernLINC Wireless and Nextel only three months to work out the overlapping coverage issue during contractual negotiations in 2001. However, it took SouthernLINC Wireless well over five years to get Nextel to even agree to discuss these issues in the first place. Furthermore, Nextel had already worked out most of the technical issues with Clearnet Communications (now Telus), a Canadian iDEN carrier that uses the same Motorola equipment and technology as both Nextel and SouthernLINC Wireless, and commenced roaming with Clearnet in 1997, four years before Nextel agreed to begin such discussions with SouthernLINC Wireless.

B. The Joint Opposition Misrepresents SouthernLINC Wireless’ “Approval” of Applicants’ Roaming Practices

The Joint Opposition further states that “the record is replete with statements, including statements from USCC and SouthernLINC, approving the Applicants’ current roaming practices” and quotes an excerpt from a letter SouthernLINC Wireless wrote to the Commission in October 2001 in which, according to the Applicants, “SouthernLINC ‘emphasized that. . .it is pleased to have negotiated its current [roaming] agreement with Nextel’ and did not raise any complaints about the Nextel agreement’s terms.”¹³ This passage from SouthernLINC Wireless’ letter has been selectively edited by the Applicants and presented entirely out of context in order to misrepresent SouthernLINC Wireless’ long-standing position regarding roaming with Nextel and Nextel Partners.

The letter from which this passage was excerpted was a Notice of an *ex parte* discussion SouthernLINC Wireless had with the Commission in October 2001 to discuss

¹³ / Joint Opposition at 9 – 10, *citing* Letter from Christine M. Gill, Attorney, McDermott Will & Emery to Magalie R. Salas, Secretary, Federal Communications Commission, WT Docket No. 00-193 (Oct. 24, 2001). A copy of this letter is attached as Exhibit 1.

its inability to obtain a roaming agreement with Nextel's affiliate Nextel Partners. The terms of the Nextel agreement were irrelevant to the specific purpose of the discussion and therefore were not addressed at that time. The entire sentence containing the passage quoted by the Applicants is as follows:

“Southern emphasized that while it is pleased to have negotiated its current agreement with Nextel, it believes that its inability to reach a commercially reasonable agreement with Nextel Partners indicates that there is still a need for an automatic roaming rule to ensure that it and similar companies will have access to such agreements now and in the future.”

SouthernLINC Wireless provides a complete copy of this letter as Exhibit 1 to these reply comments.

SouthernLINC Wireless also points out that the above-referenced letter was written shortly after SouthernLINC Wireless had finally managed to obtain a roaming agreement with Nextel. After over five years of effort, SouthernLINC Wireless was, in fact, “pleased” that it had managed to obtain any agreement with Nextel whatsoever. However, nowhere in the letter did SouthernLINC Wireless state that it was pleased with the agreement itself or that it approved of Nextel's roaming practices.

The Applicants' efforts to misrepresent SouthernLINC Wireless' own statements and positions to the Commission are disappointing. They strongly indicate that the Applicants do not take these roaming problems seriously and that they have no intention of resolving the roaming issues raised in this proceeding – and in other proceedings as well – following consummation of the proposed merger.

C. The Applicants' Arguments Regarding Reciprocal Roaming are Misplaced

After misrepresenting SouthernLINC Wireless' “approval” of their current roaming practices, the Applicants then accuse SouthernLINC Wireless of changing its

position in this proceeding because it “now objects that it currently has only a ‘non-reciprocal’ arrangement with Nextel.”¹⁴ To the contrary, SouthernLINC Wireless has long been pressing Nextel to enter into negotiations for reciprocal roaming, but Nextel has shown no interest in even discussing the issue. Furthermore, as SouthernLINC Wireless described in its initial comments, Nextel’s affiliate Nextel Partners approached SouthernLINC Wireless just last year about the possibility of negotiating a reciprocal roaming arrangement, but Nextel apparently refused to grant Nextel Partners permission to enter into such an arrangement with SouthernLINC Wireless and no further discussions on reciprocal roaming were held.

The Applicants then argue that there are several reasons why a carrier might choose to not enter into a roaming agreement, “including unattractive terms demanded by the potential roaming partner, the inability of the potential partner to offer services that are comparable to those provided by the carrier in its home territory, and the availability of superior roaming alternatives.”¹⁵ However, none of these reasons exist in this case, nor do the Applicants claim that any of these reasons serve as the basis for the continuing refusal of Nextel and Nextel Partners to enter into a reciprocal agreement with SouthernLINC Wireless.

In any event, the Applicants fail to acknowledge that the availability of reciprocal roaming is an important component of the Commission’s competition analysis because reciprocity serves as a control on unfair roaming prices. In the *Cingular/AT&T Order*, the Commission noted that roaming services in general have become “progressively less expensive, in part because many automatic roaming agreements provide for reciprocal

¹⁴ / Joint Opposition at 10.

¹⁵ / Joint Opposition at 10 – 11.

rates.”¹⁶ The Commission also found that the fact that Cingular had numerous reciprocal roaming agreements with other carriers provided a strong incentive for Cingular to negotiate lower, competitive roaming prices.¹⁷

Because neither Nextel nor Nextel Partners have a reciprocal roaming agreement with SouthernLINC Wireless, their only domestic iDEN competitor, the price discipline that reciprocity exerts on the market is absent in this case, thus increasing the need for regulatory oversight in order to protect the availability of roaming for consumers of wireless services.

III. ALTERNATIVE FORUMS WILL NOT PROVIDE ADEQUATE, TIMELY RELIEF FOR THE SPECIFIC ROAMING ISSUES RAISED IN THIS PROCEEDING

The Applicants assert that all of the roaming issues raised by SouthernLINC Wireless and other commenters and petitioners in this proceeding have industry-wide application and are therefore more appropriately addressed in a rulemaking proceeding, such as the Commission’s long-pending rulemaking proceeding on CMRS roaming¹⁸ and the Commission’s recent request for information on roaming as part of its preparation of the *Tenth Annual CMRS Market Competition Report*.¹⁹ As discussed above,

¹⁶ / *Cingular/ AT&T Order* at ¶ 174.

¹⁷ / *See, e.g., Cingular/AT&T Order* at ¶ 182.

¹⁸ / *Automatic and Manual Roaming Obligations Pertaining to Commercial Mobile Radio Services*, WT Docket No. 00-193, Notice of Proposed Rulemaking, 15 FCC Rcd 21628 (2000) (“*Roaming NPRM*”).

¹⁹ / WTB Seeks Comment on CMRS Market Competition, WT Docket No. 05-71, *Public Notice*, DA 05-487, released February 24, 2005.

SouthernLINC Wireless' concerns regarding roaming are specific to the merger parties and are therefore appropriately raised and addressed in this merger review.²⁰

IV. CONCLUSION

Contrary to the Applicants' assertions as set forth in their Joint Opposition, Commission precedent has clearly established roaming as an essential component of the Commission's consideration of whether a proposed merger, such as this one, is in the public interest. SouthernLINC Wireless has also provided the Commission with specific, concrete evidence regarding the specific conduct and behavior of two of the parties to the proposed merger, Nextel and Nextel Partners.

The Applicants' blithe dismissal of the importance of roaming to the Commission's merger analysis and their efforts to deflect the Commission's attention away from the facts and issues at hand – including the unique proposition that the parties' pre-merger conduct is irrelevant to this proceeding – demonstrate that they have no interest in or intention of addressing these roaming issues or amending their current practices, regardless of their impact on consumers of wireless services and their potential harm to the public interest.

²⁰ / SouthernLINC Wireless notes that, after receiving comments and reply comments on the *Roaming NPRM* in 2001, the Commission subsequently took no action in this proceeding for four years and has still given no indication as to what, if any, action in this docket may be forthcoming, even if just to refresh the record. Furthermore, the *Roaming NPRM* was itself the continuation – under a new caption and docket number – of the still-unresolved roaming aspects of a previous Commission proceeding that had been ongoing since July 1, 1994, nearly eleven years ago. See *Equal Access and Interconnection Obligations Pertaining to Commercial Mobile Radio Services*, CC Docket No. 94-54, Notice of Proposed Rulemaking and Notice of Inquiry, 9 FCC Rcd 5408 (1994). Proceedings that have provided no answers in eleven years cannot truly be considered adequate fora for addressing immediate carrier needs. Similarly, the Commission's request for information on roaming for the *CMRS Market Competition Report* is just that: a request for information, not a rulemaking proceeding.

In its initial comments, SouthernLINC Wireless urged the Commission to give close and careful consideration to the impact of the proposed merger on the availability of roaming. However, in light of the Applicants' statements and positions in their merger application (in which roaming was not addressed at all) and now in their Joint Opposition, SouthernLINC Wireless believes it is now necessary to request that the Commission impose specific conditions on this merger in order to ensure the availability of roaming to wireless consumers.

Specifically, the Commission should adopt as a condition of its grant of the proposed transaction the obligation for the merged Sprint/Nextel entity to provide voice, data, and digital dispatch roaming on reasonable, non-discriminatory terms and conditions and to make such roaming available for all services at reasonable and non-discriminatory rates.

WHEREFORE, THE PREMISES CONSIDERED, SouthernLINC Wireless respectfully requests the Commission to take action in this docket consistent with the views expressed herein.

Respectfully submitted,

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I, Gloria A. Smith, do hereby certify that on this 18th day of April 2005, a copy of the foregoing "Reply of SouthernLINC Wireless to Joint Opposition of Sprint and Nextel" was sent by first-class mail, postage prepaid to each of the following:

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/s/ Gloria A. Smith
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EXHIBIT 1

EX PARTE OR LATE FILED

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MCDERMOTT, WILL & EMERY

October 24, 2001

VIA MESSENGER

Ms. Magalie R. Salas
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W., #TW-A325
Washington, D.C. 20554

RECEIVED

OCT 24 2001

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

**Re: Notice of *Ex Parte* Meeting; In the Matter of Automatic and Manual
Roaming Obligations Pertaining to CMRS, WT Docket No. 00-193**

Dear Ms. Salas:

This is to notify you that Michael Rosenthal of Southern Communications Service, Inc. d/b/a Southern LINC ("Southern") and Christine Gill and John Delmore of McDermott, Will & Emery had a telephone conference yesterday with Paul D'Ari, Roger Noel, Paul Murray, and Dwain Livingston of the Wireless Telecommunications Bureau regarding the Commission's automatic and manual roaming rulemaking, WT Docket No. 00-193.

Southern informed the Bureau that it recently entered into an automatic roaming agreement with Nextel Communications, Inc., but that to date it has been unable to negotiate a roaming agreement with Nextel Partners. Southern emphasized that while it is pleased to have negotiated its current agreement with Nextel, it believes that its inability to reach a commercially reasonable agreement with Nextel Partners indicates that there is still a need for an automatic roaming rule to ensure that it and similar companies will have access to such agreements now and in the future.

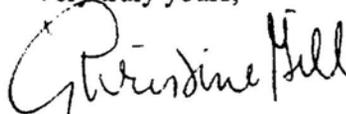
Southern noted its experience to date with Nextel Partners, which serves a substantial portion of the U.S. market (see attached information from Nextel Partners' website), shows that certain carriers still have the ability to unreasonably discriminate in roaming arrangements with other carriers. For this reason, at a minimum, the FCC should adopt a specific rule stating that the non-discrimination provisions of Title II will apply to carriers who refuse roaming arrangements with certain carriers while extending roaming to other competitive carriers.

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Ms. Magalie R. Salas
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Southern also emphasized that there are no technical reasons for Nextel Partners not to enter an automatic roaming agreement, as it utilizes the same technology as Nextel, with whom Southern has successfully negotiated a roaming agreement. Southern's experience thus far underscores the position taken in its comments in this proceeding that market mechanisms cannot be relied upon completely to foster roaming agreements in the SMR industry.

Very truly yours,



Christine M. Gill

Attachment

cc: Paul D'Ari (via U.S. Mail)
Roger Noel (via U.S. Mail)
Paul Murray (via U.S. Mail)
Dwain Livingston (via U.S. Mail)
Robert S. Foosaner, Nextel Communications (via U.S. Mail)
David Thaler, Nextel Partners (via U.S. Mail)



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NASDAQ: NPTP
4.98 -1.05
(K shares delisted)

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Earnings Conference Call



Click here for more
information on Nextel's
products and services.



Nextel Partners provides wireless digital communications services in mid-sized and smaller markets throughout the United States. Through our affiliation with Nextel Communications, Inc. our customers have seamless nationwide coverage on the Nextel Digital Mobile Network.

We hold or have the right to use wireless frequencies in 58 markets where approximately 51 million people live or work (pops). Our licensed territory includes 15 of the top 100 Metropolitan Statistical Areas and 55 of the top 200 Metropolitan Statistical Areas, as ranked by population.

Nextel Partners

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Nextel One

Pariners Territory
Nextel Territory

Through our affiliation with Nextel Communications, Inc. our customers have seamless nationwide coverage on the Nextel National Network.

Please click on the map above or the links to the left for more information on our licensed territories and further links to coverage maps in our launched markets.

South Territory

Market	Licensed Pops	Launch Status
Arkansas (Fayetteville, Ft. Smith, Pine Bluff)	1,811,547	Launched
West Texas (Amarillo, Lubbock, Midland)	1,592,432	Under Construction*
Shreveport/Monroe/Tyler/Longview, LA/TX	1,584,914	Launched
Hattiesburg/Jackson, MS	1,401,096	Launched
McAllen/Harlingen/Brownsville, TX	983,769	Under Construction*
Montgomery, AL	925,088	Launched
Pensacola/Panama City/Fort Walton Beach, FL	869,437	Launched
Macon/Warner Robins, GA	751,501	Launched
Lafayette/Lake Charles, LA	723,920	Launched
Temple/Killeen/Waco, TX	667,905	Launched
Albany, GA	679,601	Launched
Corpus Christi/Victoria, TX	841,801	Launched
Little Rock, AR	559,074	Launched
Mobile, AL	535,472	Launched
Alexandria, LA	452,765	Launched
Tallahassee, FL	451,893	Launched
Beaumont, TX	376,256	Launched
Pascagoula, MS	353,205	Launched
Columbus, GA	316,938	Launched
Texarkana, TX/AR	330,184	Launched
Laredo, TX	297,403	Launched
Dothan/Auburn-Opelika, AL	251,926	Launched
Abilene, TX	184,685	Launched
Bryan/College Station, TX	174,277	Launched

*Overall Build is expected to be substantially completed by end of 2001.