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December 1, 2005

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

**Re: WT Docket No. 03-103**  
**Notice of *Ex Parte* Presentation**

Dear Ms. Dortch:

This is to inform you that I participated in an *ex parte* telephone conversation on behalf of AirCell, Inc. ("AirCell") on November 30, 2005 with John Giusti, Acting Legal Advisor to FCC Commissioner Copps (and that I communicated briefly with Barry Ohlson, Senior Legal Advisor to FCC Commissioner Adelstein, and Richard Arsenault in the Wireless Telecommunications Bureau on November 29, 2005), to highlight issues of concern to AirCell in the above-referenced proceeding.

Specifically, I noted that if AirCell should win either the 3 MHz or the 1 MHz license in the upcoming Air-to-Ground ("ATG") auction, AirCell's subsequent deployment will be delayed by the incumbent transition and lengthy renewal periods, and AirCell may have difficulty acquiring customers (because it potentially will not know when it can launch service in the band). Moreover, unlike most other relocations, this one presents unique competitive issues that the FCC did not address in the initial order (in other relocations, the new entrants are providing different and non-competing services or are much larger players buying geographic, rather than site-by-site, licenses). Here, the current monopoly ATG provider is both the incumbent as well as the major potential bidder for at least one of the new ATG licenses. Although AirCell continues to offer and upgrade its current ATG narrowband offerings in an effort to gain additional customers, most ATG users are awaiting the FCC's ATG spectrum auction and the availability of low-cost broadband ATG service before making additional investments in this market.

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Finally, I noted that AirCell has proposed several ways to address the problem, including (1) shortening the current time frames (to one year from the close of the ATG auction for transitioning from the 3 MHz band and to no later than Dec. 31, 2007 for the 1 MHz band); (2) establishing milestones or interim benchmarks for migrating from both bands; and (3) establishing incumbent reporting requirements regarding the transition status at least every six months for both bands, and/or requiring Airfone to inform the FCC when certain target percentages of customers (*e.g.*, 50%, 85%, 95%) have migrated from both bands, to facilitate transparency and potential negotiations among the incumbent and new entrant(s). Of course, AirCell believes that all of these measures are important to address the problem adequately.

Pursuant to Section 1.1206(b)(1) of the Commission's rules, I am filing this notice electronically in the above-referenced docket. In addition, I am sending one copy of this notice via e-mail to the FCC representatives listed below. Please contact me directly with any additional questions.

Respectfully submitted,

*/s/ Michele C. Farquhar*

Michele C. Farquhar  
Counsel to AirCell, Inc.

cc: John Giusti  
Barry Ohlson  
Fred Campbell  
John Branscome  
Cathleen Massey  
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