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(202) 551-1725  
carlnorthrop@paulhastings.com

September 15, 2006

57029-000001

**REDACTED – FOR PUBLIC INSPECTION**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

Dear Ms. Dortch:

Attached, please find a letter of intent ("LOI") that GCI entered into with Dobson in July of 2004. Due to an internal oversight (that was just discovered on September 13), this document was not previously identified in response to the FCC's General Information Request.

This LOI does not in its own right constitute a "resale/wholesale and spectrum leasing agreement(s) between GCI and Dobson" which is what the Commission asked GCI to produce in its General Information Request of June 9, 2006. Nevertheless, since the LOI makes reference to the Dobson/GCI Distribution Agreement that was earlier filed with the Commission, the LOI is being filed by GCI out of an abundance of caution and in the interest of full disclosure.

GCI seeks confidential treatment of the LOI.

Marlene H. Dortch  
September 15, 2006  
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Based upon the foregoing, the only significance of this LOI is that the absence of progress between Dobson and GCI on the topics referenced in the LOI serves to completely undermine the MTA Wireless and ACS Wireless allegation that GCI and Dobson have an out-of-the-ordinary cooperative relationship or that the two are engaged in "coordinated interaction." The failure to date of GCI and Dobson to reach mutual agreement on *any* of the areas mentioned in the LOI after more than two years verifies the fact that the two companies are acting independently and on an arms length basis. Dobson and GCI are competitors and, contrary to the assertions of MTA Wireless and ACS Wireless, they are not acting in concert under the Distribution Agreement as if their interests are aligned competitively.

Kindly refer any questions in connection with this matter to the undersigned.

Sincerely,



Carl W. Northrop  
of PAUL, HASTINGS, JANOFSKY & WALKER LLP

CWN:s

LEGAL\_US\_E # 71895015.1

LEGAL\_US\_E # 71895334.1

July 26, 2004

Douglas B. Stephens  
Dobson Cellular Systems, Inc.  
14201 Wireless Way  
Oklahoma City, OK 73134  
Attention: [Douglas B. Stephens]

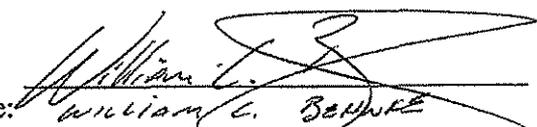
This letter of intent ("LOI") is entered into between Dobson Cellular Systems, Inc. ("Dobson") and GCI Communication Corp. ("GCI") in connection with the Distribution Arrangement between Dobson and GCI, as defined in the Agreement, dated of even date herewith, between Dobson and GCI (the "Distribution Agreement"). All capitalized terms not defined herein shall have the meaning set forth in the Distribution Agreement.

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Sincerely,

GCI COMMUNICATION CORP.

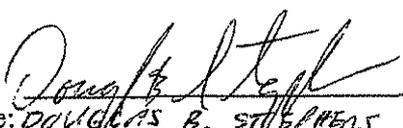
By:

Name:   
WILLIAM C. BERNKE

Title: SENIOR VICE PRESIDENTS

DOBSON CELLULAR SYSTEMS, INC.

By:

Name:   
DOUGLAS B. STEPHENS

Title: COO