

December 21, 2006

ELECTRONIC FILING

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

Re: *Applications for the Assignment of License from Denali PCS,
L.L.C. to
Alaska DigiTel, L.L.C. and for Transfer of Control of Alaska
DigiTel, L.L.C.
WT Docket No. 06-114*

Dear Ms. Dortch:

MTA Communications, Inc., d/b/a MTA Wireless, hereby comments on the *ex parte* filing made on behalf of applicant General Communication, Inc. (“GCI”) in the above-referenced proceeding on December 19, 2006. In this most recent *ex parte* statement, GCI expressed its willingness to accept the inclusion of two additional conditions in an order by the Commission approving the subject application for Commission consent to transfer of control of Alaska DigiTel, LLC (“DigiTel”) to GCI (the “Application”). MTA Wireless appreciates the continued diligence of members of the Commission’s staff in seeking to formulate an outcome of this proceeding that will mitigate harm to the public interest.

GCI’s filing represents a belated recognition by the applicant, as a result of its discussions with concerned representatives of the Commission, that the Reorganization Agreement between GCI and DigiTel will result in an actual transfer of control of DigiTel and its licenses to GCI. For the reasons previously articulated in MTA Wireless’ filings in this proceeding, MTA Wireless remains of the view that *de facto* control of DigiTel will pass to GCI if the proposed transaction is permitted to be consummated even prior to GCI’s formal exercise of its option to acquire the remaining, 22 percent, minority ownership interests in the licensee.

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Regardless of what representations the applicants have made concerning the structural control of DigiTel post-transaction, the company's managing board will have a fiduciary duty to protect the interests of its largest owner.

Unfortunately, GCI's latest filing indicates that the applicant remains unwilling to terminate or curtail its multi-faceted joint venture relationship with Dobson Cellular Systems, the largest wireless carrier in the Alaska market, as MTA Wireless continues strongly to advocate it should be required to do. Given the fact that GCI continues to seek a resolution that will result in an unhealthy strategic alignment of three of the four leading wireless carriers in Alaska, MTA Wireless believes that the Commission should take further steps to address the structural failure in the Alaska wireless market to which approval of the Application would inevitably lead. Specifically -- and in addition to adopting each of the conditions to which the applicants have so far publicly agreed -- the Commission should condition any consent to consummation of the applicants' proposed transaction on both:

(1) Requiring the reorganized DigiTel to grant data roaming rights to any interested party on commercially reasonable, non-discriminatory terms. Access to roaming rights is as critical to ensuring a competitive mobile telephony market as interconnection is to a competitive wireline sector. In this case, the Commission has the opportunity to utilize the rapidly consolidating Alaska wireless market as a test-bed for automatic data roaming rights, a requirement that it is evaluating imposing on a nationwide basis.

(2) Requiring GCI to divest itself of the state-wide PCS spectrum that it has warehoused since 1995. Following existing precedent in conditional approval of merger applications,¹ the Commission should require that GCI transfer that portion of its state-wide license that it has neither employed to provide its own facilities-based mobile telephony service nor leased to Dobson to a trustee who could in turn allow spectrum-starved competitors, like MTA Wireless, to compete for access to that spectrum.

In light of the contraction of the Alaska wireless market that would result from approval of the Application, the remedies outlined above are plainly transaction-specific and would materially aid in protecting the interests of Alaska wireless end users.

¹ See *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation*, 19 FCC Rec. 21522, 21622 (2004).

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Sincerely yours,

/s/ Stefan M. Lopatkiewicz

Stefan M. Lopatkiewicz
Counsel to MTA Communications, Inc.
d/b/a MTA Wireless

cc: Attached service list

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Fred Campbell, Office of Chairman Martin
John Branscome, Office of Commissioner Copps
Scott Bergmann, Office of Commissioner Adelstein
Aaron Goldberger, Office of Commissioner Tate
Angela Giancarlo, Office of Commissioner McDowell
Erin McGrath, WTB
Susan Singer, WTB
Paul Murray, WTB
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Neil Dellar, OGC
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