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April 9, 2007

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Office of Marketing Director
Federal Communications Commission
445 Twelfth Street, S.W.
Room TW-B204
Washington, D.C. 20554

Attn: Media Bureau

**Re: Rural ATM Digital Video Providers Group Petition for Waiver of
47 C.F.R. § 76.1204(b); Implementation of Section 304 of the
Telecommunications Act of 1996; Commercial Availability of Navigation
Devices – CS Docket No. 97-80**

Dear Ms. Dortch:

The Rural ATM Digital Video Providers (“RADVP”) Group hereby resubmits its above-referenced Petition¹ to provide additional signatories and to indicate that it has filed the appropriate filing fee.² For administrative efficiency, the Petitioners have withdrawn their first submission,³ and are hereby refiling the Petition. Copies of the Forms 159 and filing fee are being submitted simultaneously with this amended Petition.

Please contact the undersigned with any questions or concerns.

Respectfully submitted,

/s/ Terri Granison

Terri Granison
Manager
John Staurulakis, Inc.

¹ The RADVP Group initially filed its petition on April 2. See Rural ATM Digital Video Provides Group Petition for Waiver of 47 C.F.R. § 76.120(b) ; Implementation of Section 304 of the Telecommunications Act of 1996; Commercial Availability of Navigation Devices, CS Docket No. 97-80, filed April 2, 2007 (“Petition”).

² RADVP is submitting the Forms 159 and filing fee to the appropriate location simultaneously with this Petition resubmission.

³ The electronic withdrawal confirmation number is 200749924237.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
Rural ATM Digital Video Providers)	CSR - [_____]
Group Petition for Waiver of)	
47 C.F.R. § 76.1204(b))	
)	
Implementation of Section 304 of the)	CS Docket No. 97-80
Telecommunications Act of 1996;)	
Commercial Availability of Navigation)	
Devices)	
)	
Petition for Permanent Relief)	

**THE RURAL ATM DIGITAL VIDEO PROVIDERS GROUP'S PETITION FOR
PERMANENT WAIVER OF THE OPEN INTERFACE REQUIREMENT, 47
C.F.R. § 76.1204(b)**

April ____, 2007

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**THE RURAL ATM DIGITAL VIDEO PROVIDERS GROUP’S PETITION FOR
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C.F.R. § 76.1204(b)**

PETITION FOR PERMANENT WAIVER

Pursuant to sections 629(a) and 629(c) of the Communications Act of 1934, as amended (“Act”),⁴ and sections 1.3, 76.7 and 76.1207 of the Commission’s rules,⁵ the member companies of the Rural ATM Digital Video Providers (“RADVP”) Group (“Petitioners”)⁶ respectfully requests the Commission to grant a permanent waiver of the open interface requirement set forth in section 76.1204(b) of the Commission’s rules to allow Petitioners to continue to utilize

⁴ 47 U.S.C. § 549(a) & (c).

⁵ 47 C.F.R. § 1.3, 76.7 & 76.1207.

⁶ The Rural ATM Digital Video Providers (“RADVP”) Group is a group of the fifty-seven multichannel video programming distributors listed in Exhibit A, each of which uses Motorola Next Level technology to provide digital video services. Each member of the RADVP Group is a small cable operator, as that term is defined in section 76.901(e) of the Commission’s rules, serving subscribers of video services in rural communities. Each authorized

Motorola's Next Level equipment for the provision of digital, non-integrated video services to its consumers after July 1, 2007. Each of the Petitioners is an affiliate or division of a local exchange carrier or is utilizing existing small local exchange carrier infrastructure for the provision of video services.

Waiver is appropriate and warranted under the specific circumstances described herein because it will allow the Petitioners to provide uninterrupted video services to the small and rural video markets in which they serve. Accordingly, grant of this waiver will serve the public interest by promoting seamless deployment of advanced technologies and spurring competition in the provision of video services.

I. INTRODUCTION AND BACKGROUND

The Petitioners are utilizing a historical Motorola Next Level⁷ video platform to provision video services over broadband networks to subscribers in several small and rural markets. The Motorola Next Level equipment is a digital video solution delivered over a high-speed connection. The equipment contains non-integrated conditional access functions, which are in compliance with the integration ban set forth in section 76.1204(a)(1) of the Commission's rules. The non-integrated conditional access functions of the Next Level equipment, however, will not satisfy the open interface requirement of section 76.1204(b) as of the July 1, 2007 deadline because the system utilizes proprietary network interfaces.

Next Level revolutionized the rural video marketplace by enabling telephone companies to compete with cable TV and DBS broadcasters. In 1994, Motorola Next Level began the development of its video platform, which was designed to allow telephone companies to take

representative for the RADVP Group member companies has signed an endorsement to this petition, under penalty of perjury, attesting to the truth and accuracy the facts stated herein.

⁷ The manufacturer of the equipment will be referred to as Motorola Next Level in this petition. However, Next Level was a separate company until 2003 when it was purchased by Motorola.

advantage of existing telecommunications infrastructure, including the core fiber optic network and twisted copper pairs to subscriber premises, to deliver broadband services like video and high-speed internet. The Motorola Next Level solution accelerated the availability of broadband services to rural markets because companies were able to spread the costs of building out their broadband networks over two income sources, video and high-speed data.

At the time the Next Level platform was first commercially deployed, *circa* 1997, the system was among the first in its class. In order to develop the system, Next Level utilized available standards and also developed proprietary functions where standards were not available: a non-standard Very high speed Digital Subscriber Line (“VDSL”) technology and a separate, but unique, non-standard conditional access function. These functions work together with fiber optics components to deliver an all-digital video signal over twisted copper pair telephone lines.

The distribution of the video signal, known as switched digital video (“SDV”), is uniquely different from traditional cable television (“CATV”) based on its video channel delivery method and conditional access authentication. Unlike a traditional CATV system, which broadcasts every channel in its system to every home, SDV only delivers one to three channels to a home at one time. Accordingly, a user only receives channels that have been explicitly requested and only where the user is authorized to receive such channels.

Whereas traditional CATV systems authenticate and store video entitlements either in the set-top box or on a Cable Card/Smart Card system, the Motorola Next Level SDV system stores authentication or video entitlements in the network at the Broadband Digital Terminal (“BDT”) and not on the set top box.

The Next Level system topography is built on three major hardware components - the BDT, the Universal Services Access Multiplexer (“USAM”)⁸ and the Residential Gateway (“RG”) - and a proprietary conditional access system known as View-2 Service Management System (“View-2”). The BDT is a device that aggregates all of the video channels the multichannel video programming distributor (“MVPD”) has purchased for distribution, typically between 150 and 180 channels, to the fiber optic network for delivery to a USAM, which then switches one to three of the channels onto each twisted copper pair.

When Motorola Next Level originally deployed its platform, the industry had not agreed upon a VDSL standard for the delivery of video signals from the USAM to the RG. Thus, early adopters like Petitioners of the Motorola Next Level platform received equipment that was based on the non-standard VDSL technology developed by Motorola Next Level (“Next Level Classic”). Once the VDSL and ADSL standards were developed, they were incorporated into the Motorola Next Level system. Both standard and non-standardized DSL technologies continue to operate in Petitioners’ systems. The BDT utilizes the DSL or VDSL technology to deliver each of the video channels requested to the RG, a set-top box in the home. The RG decodes the digital video channels sent over the twisted copper pair and outputs the signal to the televisions in the home. When a user tunes in to a video channel, the RG sends a message upstream to the BDT, which starts the process of switching the requested channel to the USAM for delivery to the user’s home.

Motorola Next Level was early to implement conditional access functions that were separated from the set-top boxes. Unlike a traditional CATV system, which sends 100% of the video channels to the house, xDSL-capable twisted copper pairs are typically limited to a capacity

⁸ The USAM is referenced generally and may include the use of a Broadband Service Access Multiplexer (“BSAM”) or a Broadband Network Unit (“BNU”). Such deployments are dependent upon the subscriber density. All

of 24 Mbps to 30 Mbps and are incapable of simultaneously receiving 100% of the video channels. Thus, in order to reduce the bandwidth requirements, Motorola Next Level moved the conditional access from the set-top box, the RG, to the core network to achieve entitlement rights to each channel. The View-2 software system validates a customer's authorization to view a channel every time the channel is changed. Once the authorization is received, the BDT switches the channel to the customer line. Since there is no conditional access within the RG, the Motorola Next Level system is compliant with the Commission's integration ban set forth in section 76.1204(a)(1).

Motorola Next Level was among the first to develop an ATM-based video system delivered over copper. Accordingly, the manufacturer developed View-2 and the Motorola Application Programming Interface ("MAPI") based upon internally developed software to provide conditional access functions. The industry is now focused on developing IP-based video. Thus, it is unlikely that standards will ever be developed for the software interface that utilizes the ATM base and VDSL system. In addition, all feature development and evolution of this type of Motorola Next Level equipment will no longer be supported, including testing or interfacing with additional set top box vendors.

Accordingly, for these reasons, the Petitioners seek permanent waiver of the July 1, 2007, deadline for the open interface requirement set forth in section 76.1204(b) of the Commission's rules. In the instant case, if waiver is not granted, video service subscribers in Petitioners' rural service areas would be prohibited from adding or changing service that required a new RG. Further, the Petitioners would face prohibitive costs to replace their MVPD systems and would be stalled indefinitely from providing new digital video services to subscribers in critical rural markets. System replacement would require abandoning the ATM system. At minimum, all the

components function as a multiplexer to switch voice, video and/or data services to the subscriber premises.

electronics, BDT, USAM and RG of the ATM system would have to be replaced for all of the customers. If the system was replaced with a coax system, the cable facilities would also have to be replaced. The cost of these replacements is substantial and could force Petitioners to abandon the video market.

II. DISCUSSION

A. Standard for Waiver

As of July 1, 2007, the Petitioners will be prohibited from offering new video services over their digital cable systems via the Motorola Next Level system equipment because such equipment is not being provided through a commonly used interface or an interface that conforms with technical standards issued by a national standards organization pursuant to section 76.1204(b) of the Commission's rules.⁹ In promulgating this rule, the FCC aimed, in part, to transition providers of MVPD services over to the use of "navigation devices using the same technologies and standards available to manufacturers of commercially available devices,"¹⁰

In general, the FCC's rules may be waived for good cause shown.¹¹ Waiver is appropriate where the "particular facts would make strict compliance inconsistent with the public interest."¹² The FCC may grant a waiver of its rules where the requested relief would not undermine the policy objective of the rule in question, special circumstances warrant a deviation from the general rule, and such deviation will serve the public interest.¹³

As explained below, the policy objective of section 76.1204(b) of the Commission's rules

⁹ See 47 C.F.R. § 76.1204(b).

¹⁰ See *Implementation of Section 304 of the Telecommunications Act of 1996*, Second Report and Order, 20 FCC Rcd 6794, fn 136 (2005) ("2005 Second Report and Order").

¹¹ 47 C.F.R. § 1.3.

¹² *AT&T Wireless Services, Inc. et al. v. Federal Communications Commission*, No. 00-1304 (D.C. Cir. 2001), citing *Northeast Cellular Tel. Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990) ("*Northeast Cellular*").

¹³ See generally, *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972); see also *Northeast Cellular* (D.C. Cir. 1990).

would not be undermined by a waiver in this instance because granting a waiver to the Petitioners will have a negligible impact on the overall transition of MVPD providers to commercially available video navigation devices. A deviation from the requirements of section 76.1204(b) is warranted because, while use of the Motorola Next Level equipment has positioned Petitioners as among the first to deploy digital non-integrated navigation devices for the performance of conditional access functions in compliance with 76.1204(a), this innovative technology has been overtaken and Motorola, the manufacturer of these core components in Petitioners' networks, no longer provides the support necessary to open proprietary portions of its network functions for testing and interfacing with other equipment. Furthermore, the costs of replacing Petitioners' networks would be prohibitive if waiver is not granted, and Petitioners would be forced to cease the provision of video services to new customers.

The Petitioners need the ability to accommodate normal churn to compete against satellite and traditional wireline based MVPDs in their service areas. Pressures to comply with section 76.1204(b), would cause Petitioners either to replace their video systems or face a decline in customer base due to the inability to handle churn. Such pressures could also force Petitioners out of the video market place, thus eliminating competitors and competitive services. Accordingly, the public interest would be served by a grant of this waiver to Petitioners by affording end users in Petitioners' respective rural markets, the delivery of digital cable services over broadband facilities.

B. Grant of Petitioners' Waiver Request Would Not Undermine the Policy Objective of Section 76.1204(b)

The FCC promulgated section 76.1204 of the Commission's rules to effect a transition to commercially available navigation devices and to implement section 629 of the Act. Section 629 was enacted "to afford consumers the opportunity to purchase navigation devices from other than

their [MVPD].”¹⁴ The objectives of section 629 “are in keeping with the 1996 Act’s general goal of ‘accelerating rapidly private sector deployment of advanced telecommunications and information technologies and services to all Americans by opening all telecommunications markets to competition.’”¹⁵

While it is progressive and beneficial for consumers in the video markets to be able to make a choice about the equipment they will utilize to receive video signals, the policy objective of section 76.1204, as it relates to the Act’s overall objective of deploying advanced telecommunications and information technologies and services to all Americans, would ultimately be undermined if the Commission does *not* grant the Petitioners a waiver because consumers in Petitioners’ markets would not have a choice in their cable services provider. In addition, if waiver is not granted and there is a cessation of cable service to new customers provisioned by Petitioners, the potential for the provision of competitive cable services would effectively be removed from those markets where Petitioners are currently the sole cable provider.

In addition, it may not be cost efficient for the Petitioners to continue to build out their broadband networks for the provision of data services in their service areas if they are prohibited from coupling that service with new video services. Currently, at least one of the RADVP Group member companies has suspended the build-out of its network into additional rural markets pending the outcome of this waiver request.¹⁶ If waiver is not granted, such future development and deployment of competitive, advanced telecommunications services is not likely to proceed.

The grant of a waiver would not undermine the policy objective of section 76.1204, in addition, because Petitioners in total comprise a very small percentage of the overall MVPD

¹⁴ See *BellSouth Interactive Media Services, LLC and BellSouth Entertainment, LLC*, Memorandum Opinion and Order, DA 04-2544 (rel. Aug. 18, 2004) (“2004 BellSouth MO&O”).

¹⁵ See *Implementation of Section 304 of the Telecommunications Act of 1996*, Report and Order, ¶ 2 (rel. Jun. 24, 1998) (“1998 Report and Order”).

market. Thus any impact on the overall transition of MVPD providers to commercially available devices would be negligible.

The Motorola Next Level Platform residential gateway has been deployed in less than 0.3% of the entire U.S. MVPD market¹⁷, with a total of approximately 280,000 boxes deployed. The Petitioners' deployment of the Next Level Platform in the provision of their cable services in small, low density rural markets represents only a percentage of that total. On average, each member of the RADVP Group has less than 2,700 boxes deployed in its respective market, making up less than 0.003% of the overall MVPD market for each member. Thus, if Petitioners are granted a waiver and permitted to continue the use of proprietary functions in the Motorola Next Level platform, the policy objective of section 76.1204 would not be undermined because there would be no impact on the overall transition to commercially available devices and new customers of Petitioners would continue to have access to advanced digital video services over high-speed broadband networks.

C. Special Circumstances Warrant a Deviation from Section 76.1204(b)

Strict compliance with section 76.1204(b) is not warranted because there are special circumstances surrounding Petitioners' use of proprietary equipment in their video systems. Utilizing the Motorola Next Level platform, the Petitioners sought to expand their service markets to video services. The Motorola Next Level platform, a first generation system, facilitated this expansion for the Petitioners, allowing them to deploy video and data services over high-speed broadband networks. The proprietary functions within the Motorola Next Level network,

¹⁶ Hutchinson Telecommunications Inc. has indicated that they will halt further development of their broadband network pending the outcome of this petition for waiver.

¹⁷ Based on the FCC's Video Assessment, the total number of U.S. households currently subscribed to a MVPD service totals 94.2 million. See *Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, MB Docket No. 05-255 (Feb. 10, 2006).

however, are historical functions developed during a time when it was not yet demonstrated by any industry standard that video could be successfully delivered over twisted copper pairs. Thus, as a consequence of taking advantage of Next Level's innovative and network efficient video platform, the Petitioners are now faced with only partial compliance with section 76.1204. While the Motorola Next Level system complies with the integration ban of section 76.1204(a)(1), these proprietary functions now render the system non-compliant with section 76.1204(b)'s open interface requirement.

Special circumstances exist because each Petitioner is faced with limited financial resources and is unable to replace their individual systems to become compliant with the open interface requirement. Furthermore, Motorola has indicated that it does not have the engineering expertise in-house to do any further development of the network to open its proprietary functions for testing and interfacing with the equipment of other manufacturers in compliance with section 76.1204(b).¹⁸ If Petitioners are met with the strict application of section 76.1204(b)'s open interface requirement, the Petitioners would be forced to cease the delivery over their systems of video to new customers in rural markets. Petitioners do not have the financial resources to make commitments to replace the Motorola Next Level equipment in the next few years.¹⁹

D. The Public Interest Is Served By the Uninterrupted Delivery of High-Speed Digital Cable Services to Petitioners' Rural Markets

Strict application of section 76.1204(b) with respect to Petitioners would be contrary to the Act's goal of deploying advanced telecommunications to all Americans. If waiver is not granted, Petitioners would face enormous costs to replace their systems. Petitioners may be

¹⁸ See Letter from Lisa Yago Garvin, Motorola to Valerie Wimer, John Staurulakis, Inc., March 30, 2007 attached as Exhibit B hereto. In the letter, Motorola indicates that it will not provide feature development of its residential gateway software platform, which it calls the Multi-Service Access Platform ("MSAP").

¹⁹ Unlike larger companies that have greater resources to commit to the replacement of their systems.

unable to meet these costs and would be forced to cease the provision of video services in their rural video markets.

In addition, in many of Petitioners' rural service markets, they are the only wireline based video provider for customers. The service territories served by some of the Petitioners, is so sparsely populated it is not cost effective for the traditional cable companies to build out their networks. Thus, Petitioners, who are affiliates and divisions of small local exchange carriers, have made wireline video services available over a larger and less dense area than the competing cable company. If Petitioners are not able to provide video services, in many of their markets, the consumers will have no other wireline alternatives for advanced digital video services. Thus, if the Commission does not grant this waiver, it would effectively be removing competitive services from the market, contrary to the public interest.

E. The Petitioners' Circumstances Are Consistent with FCC Policy Reflected In the Grant of Previous Waivers

In granting previous waivers of its navigation rules, the FCC has focused on Commission policy, as well as the Act's objectives.²⁰ In *2007 Cablevision MO&O*,²¹ the Commission recognized extraordinary circumstances surrounding Cablevision's early migration to the use of smart card technology, which incorporated separate security functions.²² In that proceeding, the Commission stated, "[w]e find it particularly persuasive that Cablevision began implementing its SmartCard-based approach in 2001, more than three years before the Commission clarified that the integration ban requires reliance on an identical security

²⁰ See generally, *2004 BellSouth MO&O; Bend Cable Communications, LLC d/b/a BendBroadband*, Memorandum Opinion and Order, CSR-7057-Z (rel. Jan 10, 2007)("2007 BendBroadband MO&O"); *Cablevision Systems Corporation's Request for Waiver of Section 76.1204(a)(1) of the Commission's Rules*, Memorandum Opinion and Order, CSR-7078-Z (rel. Jan. 10, 2007)("2007 Cablevision MO&O").

²¹ *Cablevision Systems Corporation's Request for Waiver of Section 76.1204(a)(1) of the Commission's Rules*, Memorandum Opinion and Order, CSR-7078-Z (rel. Jan. 10, 2007).

²² See *2007 Cablevision MO&O*, ¶ 20.

function.”²³ The Commission recognized further that Cablevision had implemented its technology “whereas other cable operators are only now beginning to place orders for digital cable set-top boxes that do not include integrated security in order to meet the July 1, 2007 deadline”²⁴

Petitioners have also achieved these extraordinary circumstances. The Next Level equipment that Petitioners are utilizing in their video systems, which consists of a non-integrated conditional access function in compliance with section 76.1204(a)(1) as previously discussed, has been available on the market for approximately nine years. At least one of the Petitioners has been deploying this technology over the last seven years. On average, the Petitioners have been deploying this technology for at least the last three years. Thus, the FCC should grant a waiver of section 76.1204(b) to allow Petitioners to continue to deploy services over equipment that meets the Commission’s integration ban.

In *2007Bend MO&O*,²⁵ the Commission granted a waiver of its navigation rules to BendBroadband. In doing so, the Commission considered BendBroadband’s commitment to migration to an all-digital system by 2008 and the obstacles it would face if it were forced to discontinue the use of the Motorola DCT-700 set-top box after July 1, 2007.²⁶

Unlike BendBroadband, Petitioners have already achieved the provision of services over all-digital networks. Like BendBroadband, however, Petitioners would face having to cease the provision and marketing of new digital video services if a waiver is not granted.

²³ *Id.*

²⁴ *Id.*

²⁵ *Bend Cable Communications, LLC d/b/a BendBroadband*, Memorandum Opinion and Order, CSR-7057-Z (rel. Jan 10, 2007).

²⁶ See *2007 BendBroadband MO&O*, ¶ 10.

In the 2004 *BellSouth MO&O*,²⁷ the Commission granted BellSouth a permanent waiver from the technical standards of sections 76.602 and 76.640 of the Commission's rules associated with non-integrated security.²⁸ In granting a waiver to BellSouth, the Commission considered BellSouth's status as a "small cable company," serving a very small percentage of the MVPD market.²⁹ The Commission also found that waiver was in the public interest because "grant of a waiver will allow BellSouth to continue to deliver digital services to its subscribers and remain a viable competitor in the MVPD marketplace."³⁰

In this instance, each of the Petitioners individually qualifies as a "small cable company" as that term is defined for purposes of section 76.901(e).³¹ Under this section a small cable company is one serving 400,000 subscribers or less. Even in total, Petitioners do not exceed the threshold for a small cable company, as they are collectively serving less than 400,000 subscribers. Thus, Petitioners give special emphasis to the fact that very few subscribers would be affected by a waiver to Petitioners. Just as with BellSouth, grant of a waiver would also allow Petitioners to continue to deliver digital video services as viable competitors in their rural markets. Furthermore, it would ensure the continued development and deployment of broadband networks in rural markets.

²⁷*BellSouth Interactive Media Services, LLC and BellSouth Entertainment, LLC*, Memorandum Opinion and Order, DA 04-2544 (rel. Aug. 18, 2004).

²⁸ See 2007 *BellSouth MO&O*, ¶ 8.

²⁹ See *id.*, ¶ 5.

³⁰ See *id.*, ¶ 8.

³¹ 47 C.F.R. § 76.901(e); See also 2005 *Second Report and Order*, App. C & fn 185.

III. CONCLUSION

WHEREFORE, for the reasons stated herein, Petitioners request that the Commission grant this Petition for Permanent Waiver of the open interface requirement sent forth in section 76.1204(b) of the Commission's rules.

Respectfully submitted,

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April 9, 2007

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F. Thomas Rowland
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NEP Datavision, Inc.

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Dennis J. Fitzgerald
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Vice-President & Chief Operating Officer

Paul Bunyan Rural Telephone Cooperative

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Chief Executive Officer & General Manager

Peoples Telephone Company

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Bill Otis
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PBT Cable Services, Inc.

By: /s/ L.B. Spearman
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By: /s/ William Eckles

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Venture Vision

By: /s/ Randy Houdek
Randy Houdek
General Manager

Volunteer Wireless Inc.

By: /s/ Levoy Knowles
Levoy Knowles
Executive Vice-President

Wabash Independent Networks, Inc.

By: /s/ David R. Grahn
David R. Grahn
General Manager & Executive Vice-
President

West Carolina Communications

By: /s/ David J. Herron
David J. Herron
President

Western Telephone Company

By: /s/ Bill Otis
Bill Otis
President

Wood County Telephone dba Solarus

By: /s/ Jerold R. Johnson
Jerold R. Johnson
Assistant Secretary

XIT Telecommunications & Technology LTD dba

XIT Communications
By: /s/ Darrell F. Dennis
Darrell F. Dennis
General Manager

Yadkin Valley Telecom, Inc.

By: /s/ Mitzie S. Branon
Mitzie S. Branon
General Manager

EXHIBIT A

EXHIBIT A

The Rural ATM Digital Video Providers Group Petitioners

Ace Telephone Association
All West Communications
Alliance Communications
Alliance Telecommunications Corporation
Ballard Rural Telephone Cooperative Corporation, Inc
BEVCOMM, Inc.
Brandenburg Telecom, LLC
Cameron Communications LLC
Cheqtel Communications Company
Chibardun Telephone Cooperative, Inc.
Crystal Communications Inc. dba HickoryTech
D&E Communications
Eckles Telephone Company
EN-TEL Communications, LLC
Farmers Cooperative Telephone Company
Halstad Telephone Company
Hanson Communications, Inc.
Hector Communications Corporation
Home Telephone Company of South Carolina
Hometown Online, Inc
Horizon Telcom
HTC Services Inc.
Hutchinson Telecommunications Inc
Hutchinson Telephone Company
Interstate Telecommunications Cooperative, Inc.
James Valley Cooperative Telephone Company
Kaplan Telephone Company, Inc.
Kasson & Mantorville Telephone Co.
Lakedale Communications, LLC

EXHIBIT A

The Rural ATM Digital Video Providers Group Petitioners

Manti Tele Communications Company

MH Telecom LLC

New Ulm Telecom, Inc.

North Central Communications, Inc.

NEP Datavision, Inc.

Northern Valley Communications

Northland Communications, Inc.

Northstar Access LLC

Paul Bunyan Rural Telephone Cooperative

PBT Cable Services, Inc.

Peoples Telephone Company

Piedmont Rural Telephone Cooperative, Inc.

Pine Island Telephone Company

PRTCommunications, LLC

Santel Communications Cooperative

Sherburne Cable-Com, Inc.

Sleepy Eye Telephone Company

South Central Rural Telephone Cooperative Inc.

South Central Telcom LLC

Split Rock Properties, Inc.

Venture Vision

Volunteer Wireless Inc.

Wabash Independent Networks, Inc

West Carolina Communications

Western Telephone Company

Wood County Telephone dba Solarus

XIT Telecommunication & Technology LTD dba XIT Communications

Yadkin Valley Telecom, Inc.

EXHIBIT B



March 30, 2007

Valerie Wimer
John Staurulakis, Inc
7852 Walker Drive
Suite 200
Greenbelt, Maryland 20770

Re: Motorola MSAP Residential Gateway Software Portability

Dear Ms. Wimer:

This letter responds to your inquiry regarding the possibility of porting Motorola's Residential Gateway software to a third-party hardware platform to enable a telco video distributor (Carrier) to introduce third-party set-top hardware to an existing Multi-Service Access Platform (MSAP) deployment.

In 2006, Motorola discontinued further development on the MSAP product line. The product line is still supported, but the engineering development team needed to perform any significant feature development was dissolved in 2006. As MSAP product development was discontinued in 2006, the engineering expertise needed to undertake such an effort is no longer available within Motorola.

Please feel free to contact the undersigned if you require further clarification.

Sincerely,

/s/

Lisa Yago Garvin
Director - FTTN Product Line Management
Motorola, Inc.
2 Tech Drive
Andover, MA 01810