

July 26, 2007

Via Electronic Filing

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

Re: WT Docket Nos. 96-86, 06-150 and 06-169;
PS Docket No. 06-229
Ex Parte Notice and Written *Ex Parte*

Dear Ms. Dortch:

On July 25, 2007, pursuant to section 1.1203(a)(1) and 1.1204(a)(10) of the Commission's rules, Gunnar Halley of Lawler, Metzger, Milkman & Keeney, LLC, on behalf of Access Spectrum, LLC, spoke by telephone with Richard Arsenault of the Wireless Telecommunications Bureau. This *ex parte* communication is being filed pursuant to section 1.1203(a)(1) and 1.1204(a)(10) of the Commission's rules in response to a request made by Mr. Arsenault during that conversation.

The following commitments are intended to modify the commitments made in the *ex parte* submissions filed in the above-captioned dockets on July 6, 2007 and July 13, 2007 by Access Spectrum, LLC; Pegasus Guard Band, LLC ("Pegasus"); Dominion 700, Inc.; and Radiofone Nationwide PCS, LLC. The attached signature pages reflect the agreement of Access Spectrum, Pegasus, Dominion 700, and Radiofone Nationwide PCS to the following:

1. Access Spectrum, Pegasus, and Radiofone Nationwide PCS agree to transfer to the FCC their Upper 700 MHz guard band B Block licenses within five days of Federal Register publication of the 700 MHz Order in the above-captioned dockets, provided that the FCC adopts Band Plan 3.1 or a variant of it described below;
2. Access Spectrum, Pegasus, and Dominion 700 agree to the FCC's modification (repacking) of their Upper 700 MHz A Block licenses consistent with the attached chart, effective upon Federal Register publication of the 700 MHz Order in the above-captioned dockets, provided that the FCC adopts Band Plan 3.1 or a variant of it described below; and
3. Access Spectrum, Pegasus, and Dominion 700 agree to the waiver of possible objections to their rights under Section 316 of the Communications Act of 1934, as amended, provided that the FCC adopts Band Plan 3.1 or a variant of it described below.

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The only variants of Band Plan 3.1 that would trigger the commitments described above would locate the new Upper 700 MHz A Block as lower adjacent to the Upper 700 MHz commercial block that is lower adjacent to the Public Safety allocation (*i.e.*, the A Block would be located to the left of the commercial block that is to the left of the Public Safety allocation on a band plan illustration) and upper adjacent to another Upper 700 MHz commercial block. Under Band Plan 3.1 or such variant of Band Plan 3.1 that would trigger the commitments described above, the new Upper 700 MHz A Block would be afforded the same OOB limits, cellular architecture, and frequency coordination rules as the lower adjacent Upper 700 MHz commercial block without “open access” obligations.

The attached chart entitled “700 MHz Spectrum Exchange, v.3” and the accompanying map are revised versions of, and are intended to replace, the chart and map included in the *ex parte* submission filed by Access Spectrum, Pegasus, Dominion 700 and Radiofone Nationwide PCS in the above-captioned dockets on July 13, 2007.

Pursuant to the Commission's rules, this letter is being submitted for inclusion in the public record in the above-referenced proceedings.

Sincerely,



Michael I. Gottdenker
Chairman and CEO
Access Spectrum, LLC
Access 700, LLC
Access 700 Holdings, LLC
2 Bethesda Metro Center
Bethesda, MD 20814-6319

July 26, 2007

Howard Verlin
Executive Vice President
Pegasus Guard Band, LLC
225 City Avenue, Suite 200
Bala Cynwyd, PA 19004

July 26, 2007

Donald A. Doering
Secretary and Treasurer
Dominion 700, Inc.
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201 North Union Street, Suite 300
Alexandria VA 22314

July 26, 2007

W. Harrell Freeman
Vice President
Radiofone Nationwide PCS, LLC
111 Veterans Memorial Boulevard
Suite 402
Metairie, LA 70005

July 26, 2007

cc: Richard Arsenault

Attachments

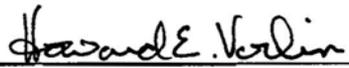
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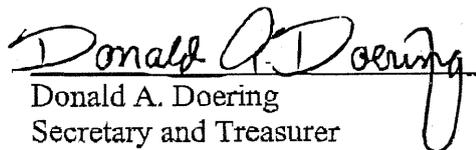
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700 MHz Spectrum Exchange v. 3

Licensee	2000 Census					
	Pre-swap ⁽¹⁾			Post-swap ⁽²⁾		
	# of MEAs	MHz	MHz-pops	# of MEAs	MHz	MHz-pops
Pegasus Guard Band	34	2/4	336,080,646	23	2	311,371,362
Access 700, LLC	21	2/4	237,566,434	25	2	219,130,724
PTPMS II	3	2/4	24,611,890	3	2/4	24,611,890
Access 700 Holdings, LLC	2	4	21,559,444	2	2	19,650,298
Dominion 700	1	2	17,534,200	1	2	17,534,200
Radiofone PCS ⁽³⁾	1	4	0	0	0	0
Licensees - Total	62		637,352,614	54		592,298,474

(1) Note that the current 700 MHz licensees hold B Block licenses in MEAs 21, 27, 28, 34, 35, 39, 47, 49, 51 and 52.

(2) Note that PTPMS II has B Block licenses in MEA 21 and MEA 39.

(3) Note that Radiofone PCS has agreed to cancel its B Block license in the Gulf of Mexico.

List of A Block Geographies and Corresponding A Block Licensees Post-Swap

Name of Market	MEA #	Licensee
Boston	1	Pegasus Guard Band
New York City	2	Pegasus Guard Band
Buffalo	3	PTPMS II
Philadelphia	4	Pegasus Guard Band
Washington	5	Dominion 700
Richmond	6	Pegasus Guard Band
Charlotte	7	Pegasus Guard Band
Atlanta	8	Access 700 Holdings, LLC
Jacksonville	9	Pegasus Guard Band
Tampa-Orlando	10	Pegasus Guard Band
Miami	11	Pegasus Guard Band
Pittsburgh	12	Pegasus Guard Band
Cincinnati	13	Pegasus Guard Band
Columbus	14	Pegasus Guard Band
Cleveland	15	Pegasus Guard Band
Detroit	16	Pegasus Guard Band
Milwaukee	17	Access 700, LLC
Chicago	18	Pegasus Guard Band
Indianapolis	19	Pegasus Guard Band
Minneapolis-St. Paul	20	Access 700, LLC
Des Moines	21	Access 700, LLC
Knoxville	22	Access 700, LLC
Louisville	23	Pegasus Guard Band
Birmingham	24	Access 700, LLC
Nashville	25	Access 700, LLC
Memphis	26	Access 700, LLC
New Orleans	27	Access 700, LLC
Little Rock	28	Access 700, LLC
Kansas City	29	Access 700, LLC
St. Louis	30	Access 700, LLC
Houston	31	Access 700, LLC
Dallas-Fort Worth	32	Access 700, LLC
Denver	33	Access 700, LLC
Omaha	34	Access 700, LLC
Wichita	35	Access 700, LLC
Tulsa	36	Access 700, LLC
Oklahoma City	37	Access 700, LLC
San Antonio	38	Access 700, LLC
Albuquerque	39	Access 700, LLC
Phoenix	40	Access 700, LLC
Spokane-Billings	41	Access 700, LLC
Salt Lake City	42	Access 700, LLC
San Francisco	43	Pegasus Guard Band
Los Angeles	44	Access 700, LLC
Portland	45	Pegasus Guard Band
Seattle	46	Pegasus Guard Band
Alaska	47	Access 700 Holdings, LLC
Hawaii	48	Pegasus Guard Band
Guam and the Northern Mariana Islands	49	Pegasus Guard Band
Puerto Rico and U.S. Virgin Islands	50	Pegasus Guard Band
American Samoa	51	Pegasus Guard Band
Gulf of Mexico	52	Access 700, LLC

Major Economic Areas (MEA)

