

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	WT Docket No. 07-153
Applications of AT&T Inc. and)	
Dobson Communications)	File Nos. 0003092370
Corporation Seeking FCC Consent to)		0003092375
Transfer Control of Licenses and)	
Authorizations)	

To: Wireless Telecommunications Bureau

MOTION FOR LEAVE TO SUPPLEMENT PETITION TO DENY

Mid-Tex Cellular Ltd. (“Mid-Tex”), by its attorneys, hereby seeks leave to supplement its petition to deny filed on August 27, 2007 in the above-captioned proceeding. The purpose of the Supplement associated herewith is to bring to the attention of the Federal Communications Commission (“FCC” or “Commission”) the proposed acquisition by AT&T Inc. (“AT&T”) of additional spectrum in the Texas 9B2 Rural Service Area (“Texas 9B2”) and its relevance to the pending petition to deny. The petition to deny is based in part on the spectrum holdings of AT&T. On October 23, 2007, AT&T filed an application seeking Commission consent to the assignment of additional spectrum authorizations. Application of Aloha Spectrum Holdings Company LLC and AT&T Mobility II LLC for Assignments of Authorization and Transfers of Control, File No. 0003205282 (October 23, 2007). Grant of this application will result in AT&T holding additional spectrum in Texas 9B2, a factor of decisional importance in the petition to deny. Accordingly, good cause having herein been shown, Mid-Tex respectfully requests leave to file the associated Supplement.

Respectfully Submitted,

MID-TEX CELLULAR LTD.

/s/

Michael R. Bennet
Bennet & Bennet, PLLC
4350 East West Highway
Suite 201
Bethesda, MD 20814
202/371-1500

Its Attorneys

October 26, 2007

U:\Docs2\Clients\Mid-Tex Cellular, LTD\AT&T Dobson TC\motionsupp7.O25mb.doc

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	WT Docket No. 07-153
Applications of AT&T Inc. and)	
Dobson Communications)	File Nos. 0003092370
Corporation Seeking FCC Consent to)		0003092375
Transfer Control of Licenses and)	
Authorizations)	

To: Wireless Telecommunications Bureau

SUPPLEMENT TO PETITION TO DENY

Mid-Tex Cellular Ltd. (“Mid-Tex”), by its attorneys, hereby supplements its petition to deny filed on August 27, 2007 in the above-captioned proceeding. The purpose of this Supplement is to bring to the attention of the Federal Communications Commission (“FCC” or “Commission”) the proposed acquisition by AT&T Inc. (“AT&T”) of additional spectrum in the Texas 9B2 Rural Service Area (“Texas 9B2”) and the further adverse impact on competition in that market that will result from the transfer of control of the above-referenced wireless radio service licenses to AT&T.

In its Petition, Mid-Tex demonstrated that the substantial and excessive spectrum holdings of a merged AT&T in Texas 9B2, and its dominant share in that market, require the Commission to closely scrutinize the competitive impact of the proposed transaction on Texas 9B2, and warrant the denial of consent to the proposed license transfer in Texas 9B2 or the imposition of conditions requiring divestiture by AT&T of excessive spectrum holdings in that market. Specifically, the merged AT&T would hold 100 MHz and 80 MHz of spectrum, respectively, in Erath and Runnels counties. As a result of the recently announced proposed acquisition by AT&T of the 700 MHz spectrum holdings of Aloha

Spectrum Holdings Company LLC (“Aloha Spectrum”)¹, AT&T’s spectrum holdings in Texas 9B2 would be even more concentrated. Specifically, after consummation of the Dobson merger and the Aloha assignment, the combined spectrum holdings of AT&T would be as follows:

<u>County</u> ²	<u>Total CMRS Spectrum</u> ³
Erath	112 MHz
Runnels	92 MHz
Coleman	72 MHz
Brown	67 MHz
Comanche	67 MHz
Mills	67 MHz

Accordingly, three counties – Erath, Runnels, and Coleman – would now meet the Commission’s 70 MHz threshold for giving proposed mergers heightened scrutiny, and

¹ AT&T Mobility II LLC (hereinafter referred to as “AT&T”), a wholly owned subsidiary of AT&T, has sought consent to the assignment of all 239 of the Lower 700 MHz C block licenses currently held by Aloha Spectrum to AT&T. Application of Aloha Spectrum Holdings Company LLC and AT&T Mobility II LLC for Assignments of Authorization and Transfers of Control, File No. 0003205282 (October 23, 2007) (“Aloha Assignment Application”). In addition, Aloha Spectrum has agreed to assign to AT&T additional Lower 700 MHz band licenses, including the license currently held for Texas 9B2 by LIN Television Corporation (“LIN”), and the parties have sought FCC consent to the assignment of such after-acquired authorizations. Aloha Assignment Application at Exhibit 1, pp. 2, 18. The FCC has consented to the assignment of the Texas 9B2 license from LIN to Aloha Partners, L.P. FCC Public Notice, Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, *De Facto* Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports, Report No. 3526 (October 17, 2007) at p. 9; Application for Assignments of Authorization from LIN Television Corp. to Aloha Partners, L.P., File No. 0003176673 (September 21, 2007). Aloha Spectrum is a wholly owned subsidiary of Aloha Partners, L.P. Aloha Assignment Application at Exhibit 1, p. 1.

² Texas 9B2 is comprised of the following six counties: Erath, Runnels, Coleman, Brown, Comanche, and Mills.

³ Total CMRS spectrum includes Cellular, PCS, AWS and 700 MHz spectrum held by AT&T or Dobson.

AT&T would hold an even greater concentration of spectrum in each of the counties that previously met that test. Clearly, AT&T's acquisition of additional prime commercial spectrum from Aloha will result in the AT&T/Dobson merger posing even more of a threat to competition in Texas 9B2, and, for the same reasons set forth in the Petition and Mid-Tex's Reply, the FCC should grant the relief requested therein.

Respectfully Submitted,

MID-TEX CELLULAR LTD.

_____/s/_____
Michael R. Bennet
Bennet & Bennet, PLLC
4350 East West Highway
Suite 201
Bethesda, MD 20814
202/371-1500

Its Attorneys

October 26, 2007

U:\Docs2\Clients\Mid-Tex Cellular, LTD\AT&T Dobson TC\attdobsonmergerpetitionsupp7.025mb.doc

Certificate of Service

I, Linda L. Braboy, with the firm of Bennet & Bennet, PLLC, hereby certify that I have on this 26th day of October 2007 caused copies of the foregoing Motion for Leave to Supplement Petition to Deny and Supplement to Petition to Deny to be delivered by first-class mail to the following:

Ronald L. Ripley
Dobson Communications Corporation
14201 Wireless Way
Oklahoma City, OK 73134

Wayne Watts
William R. Drexel
John B. Gibson
Gary L. Phillips
AT&T Inc.
175 East Houston
San Antonio, TX 78205

Lawrence J. Movshin
Wilkinson Barker Knauer, LLP
2300 N Street, N.W., Suite 700
Washington, DC 20037

David L. Nace
Lukas, Nace, Gutierrez & Sachs, Chartered
1650 Tysons Boulevard, Suite 1500
McLean, VA 22102

Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, D.C. 20004

Crowell & Moring LLP
1001 Pennsylvania Avenue, N.W.
Washington, DC 20004

Thomas Sugrue
Kathleen O'Brien Ham
Sara F. Leibman
Patrick T. Welsh
T-Mobile USA, Inc.
401 Ninth Street, N.W.
Suite 550
Washington, DC 20004

In addition, courtesy copies of the foregoing Motion for Leave to Supplement Petition to Deny and Supplement to Petition to Deny were delivered via e-mail upon the following:

Erin McGrath
Mobility Division
Wireless Telecommunications Bureau
Federal Communications Commission

Susan Singer
Spectrum and Competition Policy Division
Wireless Telecommunications Bureau
Federal Communications Commission

Linda Ray
Broadband Division
Wireless Telecommunications Bureau
Federal Communications Commission

David Krech
Policy Division
International Bureau
Federal Communications Commission

Neil Dellar
Office of General Counsel
Federal Communications Commission

Best Copy and Printing, Inc.
Portals II
445 12th Street, S.W.
Room CY-B402
Washington DC 20554

/s/

Linda L. Braboy