



**Law Offices of Bennet & Bennet, PLLC**

**Maryland**

4350 East West Highway, Suite 201  
Bethesda, Maryland 20814  
Tel: (202) 371-1500  
Fax: (202) 371-1558

**District of Columbia**

10 G Street NE, Suite 710  
Washington, DC, 20002

**Caressa D. Bennet**

**Michael R. Bennet**

**Gregory W. Whiteaker**

**Marjorie G. Spivak\***

**Donald L. Herman, Jr. +**

**Kenneth C. Johnson‡**

**Howard S. Shapiro†**

**Daryl A. Zakov^**

**Robert A. Silverman**

**Of Counsel**

**Andrew Brown\***

\*Admitted in DC & PA Only

+Admitted in DC & AL Only

†Admitted in DC, VA & FL Only

‡Admitted in DC & VA Only

^Admitted in WA Only

↪Admitted in DC & ME Only

October 9, 2008

**Via Electronic Delivery**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW, TW-A325  
Washington, DC 20554

**Re: Notice of *Ex Parte*  
Applications of ALLTEL Corporation and Verizon Wireless  
WT Docket No. 08-95**

Dear Ms. Dortch:

The Rural Telecommunications Group, Inc. (“RTG”), by its attorneys, hereby submits this ex parte letter in response to the *Response to Information Request*<sup>1</sup> submitted by Verizon Wireless and ALLTEL Corporation (“the Applicants”) in the above-captioned proceeding. In its *General Information Request*, the Federal Communications Commission’s (“FCC” or “Commission”) Wireless Telecommunications Bureau asked the Applicants to furnish “additional information and clarification of certain matters discussed in the applications.”<sup>2</sup> RTG applauds the Commission for asking expansive questions of the Applicants in order to “make the necessary public interest findings.”<sup>3</sup> However, many of the answers furnished by the Applicants in their *Response to Information Request* are intentionally vague, noncommittal or heavily qualified, and furthermore, have little to no bearing on the anticompetitive effects that will result if the proposed merger is allowed to occur.

In short, the Applicants have merely cloaked themselves in a set of the emperor’s new clothes. It is incredulous that the Applicants have failed to adequately explain their position on some of the most salient issues at stake in this proposed merger, namely: (1) the continued uncertainty over the long-term status of Alltel’s GSM network, (2) Verizon’s unwillingness to enter into and/or extend voice and data roaming agreements, and (3) the complete chilling effect this proposed merger would have on new wireless broadband deployment in rural America. The public deserves better. Consumers in rural America deserve better.

<sup>1</sup> *In the Matter of Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent to Transfer Control*, WT Docket No. 08-95, *Response to Information Request* (dated September 17, 2008).

<sup>2</sup> *In the Matter of Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent to Transfer Control*, WT Docket No. 08-95, *General Information Request* (dated September 11, 2008).

<sup>3</sup> *Id.*

**I. Verizon has made no commitment to upgrade ALLTEL's GSM Network.**

Of particular concern to RTG is Verizon's response to Question II.5. Here, the Commission asked the Applicants about the future status of ALLTEL's GSM network and also about the status of GSM roaming agreements entered into by ALLTEL.<sup>4</sup> The Commission asked Verizon, in no uncertain terms, whether it has plans "to maintain, upgrade and expand the GSM network." Verizon's response does nothing to assuage the anticompetitive concerns raised by RTG in its Petition to Deny.

First, Verizon stated that it has zero plans to expand the geographical scope of the ALLTEL GSM network. So while Verizon is quick to proclaim that it "views ALLTEL's GSM roaming network as a successful business," it is completely unwilling to extend that successful business into new markets, including those markets completely without any existing GSM coverage, and somewhat surprisingly, even those markets where Verizon and/or ALLTEL already have existing CDMA facilities and operations.

Second, Verizon uses what can only be described as exacting language when it states that should the merger proceed, it will "maintain the [GSM] network to at least its current level of quality, including any necessary upgrades and investments." Verizon deliberately omits any mention whatsoever of a technology migration to UMTS, which is the globally accepted 3G standard for the GSM family of technologies. A decision not to migrate to UMTS would strike a severe blow to the national roaming prospects of AT&T Mobility, Inc. (AT&T), T-Mobile USA, Inc. (T-Mobile) and every other GSM operator in the United States as they face a "dead end" in terms of service and coverage area in the hundreds of thousands of square miles of the country where Alltel has a roam-only GSM network.

Third, when asked by the Commission to provide a list of markets (by CMAs) in which, post-transaction, the combined firm would hold the sole GSM license, Verizon stated that "there will be at least one other GSM carrier licensed in every retained CMA in which ALLTEL currently provides GSM service." By their very nature, FCC licenses are technology agnostic. Furthermore, it is common knowledge that T-Mobile and AT&T, both long-time operators of GSM/UMTS networks, hold licenses throughout the country, including those ALLTEL GSM markets in the lower 48 states. However, this undisputed fact does nothing to actually put wireless broadband networks in rural markets immediately upon the closing of the proposed transaction. There are hundreds of counties across the country where, should the ALLTEL GSM network get shut down or be designated to perpetual "2G" status, there is no GSM alternative for millions of roaming subscribers, some of them living in adjacent rural counties. RTG believes that the more appropriate question Verizon should have been asked was in which counties in which ALLTEL provides GSM roaming services is there a second, operational, GSM network. The answer to this question would clearly show vast areas of the country where ALLTEL's GSM

---

<sup>4</sup> "At page 5 and 15 of Exhibit 1 of the Application, the Applicants discuss ALLTEL's GSM network. (a) Describe in detail Verizon Wireless's plans for ALLTEL's GSM network. Does Verizon Wireless plan to shut down ALLTEL's GSM network and if so what is the timeline for such shutdown? Or does Verizon Wireless plan to operate ALLTEL's GSM network indefinitely? Does Verizon Wireless have plans to maintain, upgrade and expand the GSM network? (b) Provide a list of markets (by CMAs) in which, post-transaction, the combined firm will hold the sole GSM license. (c) Does Verizon Wireless plan to renew or extend GSM roaming contracts when their terms expire?"

network plays a crucial role in fulfilling the overall nationwide GSM footprint used by millions of American mobile customers.

When taken together, these vague and misleading statements tell a cautionary tale. Verizon is unwilling to make any concrete commitments to support GSM through UMTS in ALLTEL markets, and thus will only do the bare minimum to maintain “status quo” voice (2G) and small-throughput data (2.5G) roaming for a limited number of *existing* mobile operators, and do so only for so long as is absolutely necessary. This is simply unacceptable and would have a devastating impact on wireless competition in the United States.

**II. The Commission must request and examine existing roaming agreements between Verizon and Tier II, Tier III and Tier IV carriers to determine the deleterious and anticompetitive effects the merger would have on smaller carriers and their customers.**

A merger between Verizon and ALLTEL would have a game-shifting impact on wholesale roaming relationships, and by extension, the commercial success or lack thereof of most, if not all, retail mobile operators in the United States. As the Applicants have stated numerous times throughout the administrative process, the domestic mobile marketplace is turning “national in scope,” and those mobile operators advertising a larger footprint than their competitors have a distinct advantage at the point of sale. Even more, any mobile operator who offers both a large retail footprint *and* a native footprint upon which all other mobile operators in the country are dependent for roaming coverage holds an unparalleled, perhaps insurmountable position in the marketplace. By inheriting ALLTEL’s dual-mode network, Verizon stands to dictate the commercial climate of mobile services in these largely rural markets for both the near-term and mid-term. This impact extends well beyond the operational future of ALLTEL’s “roam-only” GSM network, because going forward, any mobile operator in the United States that desires truly “nationwide” coverage, whether CDMA or GSM, must now roam with Verizon in order to offer that highly coveted nationwide coverage.

The simplest and most expeditious way to gauge whether the various wholesale roaming agreements entered into by Verizon and ALLTEL over the years lend themselves to a lessening of competition in the wireless marketplace is for the Commission to review and compare those very same agreements. Therefore, RTG finds it highly surprising that after numerous mobile operators and industry groups (including RTG) have filed comments and petitions voicing their concerns about the specific topic of roaming post-merger, the Commission has declined to review any inter-operator wholesale roaming agreements, and instead is relying completely upon Verizon’s vague, and highly-conditioned, public statements. Verizon has made absolutely zero commitment to upgrade ALLTEL’s GSM network to UMTS, and furthermore, it has reserved the right to honor existing roaming agreements after their respective terms end *only* if it feels it is in its business interest to do so. Even Verizon’s more recent offer to extend some agreements up to two calendar years adds little value when compared to existing roaming agreements between mobile operators, many of which are for five to fifteen years.<sup>5</sup>

---

<sup>5</sup> See, e.g., <http://phx.corporate-ir.net/phoenix.zhtml?c=191722&p=irol-newsArticle&ID=1203113&highlight> and <http://investor.metropcs.com/phoenix.zhtml?c=177745&p=irol-newsArticle&ID=1203115&highlight> (announcing Leap Wireless International, Inc. and MetroPCS Communications, Inc. agreement to enter into a roaming agreement of at least 10 years duration).

RTG would like to remind the Commission of the disastrous impact the proposed merger will have on the competitive landscape of the domestic mobile industry, were Verizon allowed to proceed with plans to either neglect future upgrades from GSM to UMTS on the network it acquires, or were it to fail to extend or expand roaming agreements. As the public's demand for wireless broadband intensifies, this quality of service "chasm" in ALLTEL GSM markets will become more and more apparent, and it will ultimately drive wireless consumers living *outside* of the ALLTEL GSM markets to choose Verizon's own retail CDMA and 1xRTT EvDO Rev. A. service. Since the mobile marketplace is national in scope, and all other variables (such as price-point and device used) being equal, the rational customer will be more willing to choose the Verizon retail option that requires little to no roaming and service on a truly high-speed 3G data network versus retail service on any other mobile competitor that does require roaming on an inferior (non-3G) data network.

**III. Verizon has made no commitment to enter into roaming agreements with new market entrants, and by continuing to operate without entering into such agreements, Verizon will place new wireless broadband operators at a competitive disadvantage.**

Three drivers are now in motion because of this merger that, when taken together, will cause a chilling effect on new mobile broadband deployment in rural America. First, as has been greatly detailed in RTG's previous filings, Verizon stands to inherit, post-merger, an excessive amount of CMRS spectrum in many of the overlap markets. Second, as has been discussed in detail above, Verizon likely will abandon any type of data deployment and roaming access on the ALLTEL GSM network. Third, nowhere in any of Verizon's filings has it ever committed itself to entering into any new roaming agreements of any type. RTG believes that this lack of commitment is a deliberate omission on the part of Verizon so that it may hasten the demise of the ALLTEL GSM network, and at the same time, increase market pressures that would influence wireless consumers to move from GSM operators to CDMA operators, of which Verizon is known to be the largest, and by default, eliminate potential competition.

Numerous "first time" licensees, including RTG members, have purchased spectrum in the Commission's most recent AWS and 700 MHz auctions, and furthermore, most of these licensees intend to deploy UMTS networks in rural markets. Somewhat ironically, these exact same licensees now stand a greater chance of re-evaluating their build-out options utilizing UMTS and will end up not providing facilities-based mobile service, and thus consumer choice, to rural subscribers. Because LTE has yet to be standardized, the options a new market entrant faces today are reduced dramatically. New market entrants are forced to either deploy UMTS with no promise of nationwide data roaming outside of their immediate market, deploy CDMA and be at the mercy of Verizon as to whether or not they can even obtain a roaming agreement, or completely abandon any efforts to build-out a network, and perhaps in the end, sell their spectrum and remove themselves as a potential market competitor. This is yet another example of the "law of unintended consequences" that frequently occurs when the Commission rushes through the decision making process, and it is occurring at a time when the country needs increased marketplace competition, more job growth, and deployment of broadband in rural markets. Allowing this merger to proceed unfettered will delay or prevent the achievement of these ends, to the detriment of the American wireless consumer, especially those living in rural America.

**IV. Data roaming must be included in the FCC's definition of "automatic roaming".**

There is a consensus among telecommunications experts that the "future" of the telecommunications industry is mobile wireless, and within that particular sub-industry, mobile data is becoming *the* driving force of industry growth. Global mobile data traffic is expected to grow 1000% between 2007 and 2012 according to Informa Telecoms & Media, the leading provider of business intelligence to the global telecommunications and media markets. Informa also projects that mobile video traffic alone will grow more than thirty-fold by 2012.<sup>6</sup> The United States will not remain immune from the migration from voice-centric to data-centric usage. CTIA- The Wireless Association recently announced that wireless data revenues rose 40% from 2006 to 2007 and revenue from data now constitutes approximately 20% of all mobile generated revenue, a percentage that will increase and soon surpass voice traffic (and revenue) itself.<sup>7</sup> By its very nature, voice traffic is capped by the amount of time in a given day multiplied by the number of unique mobile users with a mobile device. Mobile data traffic has no such limitations and its growth, in terms of volume, is limited only by human imagination and the technological limitations at any given time. The future of telecommunications is mobile data and all domestic mobile operators (including those operating in rural America) must have the ability for their customers to access this mobile data throughout the country. Data roaming agreements are necessary for American citizens (including those living in and traveling to rural America) to remain connected and involved in a progressing society.

Individual RTG members have been told by both Verizon and AT&T that neither company is willing to support data roaming at 3G and beyond. Furthermore, both of these same operators have stated similar, restrictive sentiments throughout their public filings within the Roaming Docket.<sup>8</sup> It is incumbent upon the Commission to include data roaming in its definition of automatic roaming so that the migration from voice to data is not used as a loophole by Verizon (or AT&T) to cut off other mobile operators at the knees and limit future competition. Failure by this Commission to incorporate data roaming into automatic roaming will sound the death knell for all U.S. mobile operators who do not have their own nationwide footprint. RTG implores the Commission to favorably resolve the data roaming issue by including data roaming as part of the definition of automatic roaming before it acts on the Alltel/Verizon merger, thereby ensuring that a competitive mobile data environment will exist in the future.

In sum, by neglecting to include UMTS in any of its future development plans, Verizon is essentially stonewalling access to true mobile broadband for not just dozens of operators, but more importantly, millions of their paying customers. Furthermore, the Applicants' complete unwillingness to offer data roaming to not merely new mobile operators, but even to existing mobile operators already engaged in roaming agreements with either Verizon or ALLTEL, is

---

<sup>6</sup> See <http://www.computerweekly.com/Articles/2008/07/21/231561/mobile-e-mail-and-connectivity-driving-data-traffic-boom.htm>, quoting Informa Telecoms & Media, "Mobile Networks Forecasts: Future Mobile Traffic, Base Stations & Revenues," June, 2008.

<sup>7</sup> See <http://www.ctia.org/media/press/body.cfm/prid/1772> quoting the CTIA Semi-Annual Wireless Industry Survey, released September 10, 2008.

<sup>8</sup> See generally *In the Matter of Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, WT Docket No. 05-265, *Comments of Verizon Wireless* (filed October 29, 2007) and *Comments of AT&T Inc.* (filed October 29, 2007).

October 9, 2008

Page 6

highly worrisome. Verizon's answers to the Commissions' questions, especially those pertaining to the future of the GSM network, roaming agreements and data roaming, are at best insufficient, and worst, call into question the motivation for the Applicants' expressed strong desire to close this transaction as soon as possible and with as few conditions as possible. RTG again respectfully requests that the Commission designate the applications for hearing under section 309(e) of the Communications Act so that the proper scrutiny will be afforded the proposed merger and that all interested parties may submit evidence addressing the material questions of fact raised in this proceeding.

Should you have any questions or require additional information, please do not hesitate to contact me.

Respectfully submitted,

Rural Telecommunications Group, Inc.

By: /s/ Caressa D. Bennet  
Caressa D. Bennet  
General Counsel

## CERTIFICATE OF SERVICE

I, Colleen von Hollen, of Bennet & Bennet, PLLC, 4350 East West Highway, Suite 201, Bethesda, MD 20814, hereby certify that a copy of the foregoing "Notice of *Ex Parte*" of the Rural Telecommunications Group, Inc. was served on October 10, 2008, by first-class United States mail, postage prepaid, unless indicated otherwise, on those listed below:

John T. Scott, III (via email)  
Vice President and Deputy Gen. Counsel  
Verizon Wireless  
1300 I Street, NW  
Suite 400 West  
Washington, DC 20005  
(202) 589-3760  
[John.scott@verizonwireless.com](mailto:John.scott@verizonwireless.com)

Nancy J. Victory (via email)  
Wiley Rein LLP  
1776 K Street, NW  
Washington, DC 20006  
(202) 719-7344  
[nvictory@wileyrein.com](mailto:nvictory@wileyrein.com)

Clive D. Bode (via email)  
Atlantis Holdings LLC  
301 Commerce Street, Suite 3300  
Fort Worth, TX 76102  
(817) 871-4000  
[cbode@tpg.com](mailto:cbode@tpg.com)

Kathleen Q. Abernathy (via email)  
Akin Gump Strauss Hauer & Feld, LLP  
1333 New Hampshire Avenue, NW  
Washington, DC 20036  
(202) 887-4125  
[kabernathy@akingump.com](mailto:kabernathy@akingump.com)

Glenn S. Rabin, Vice President (via email)  
V.P. - Federal Regulatory Counsel  
Alltel Communications  
601 Pennsylvania Avenue, NW, Suite 720  
Washington, DC 20004  
(202) 783-3970  
[Glenn.s.rabin@alltel.com](mailto:Glenn.s.rabin@alltel.com)

Alltel Communications, LLC (via email)  
Wireless Regulatory Supervisor  
One Allied Drive, B1F02-D  
Little Rock, AR 72202  
(501) 905-8555  
[ACI.wireless.regulatory@alltel.com](mailto:ACI.wireless.regulatory@alltel.com)

Cheryl A. Tritt (via email)  
Morrison Foerster  
2000 Pennsylvania Avenue, NW, Suite 5500  
Washington, DC 20006-1888  
(202) 887-1510  
[ctritt@mofo.com](mailto:ctritt@mofo.com)

Chairman Kevin J. Martin (via email)  
Federal Communications Commission  
[Kevin.martin@fcc.gov](mailto:Kevin.martin@fcc.gov)

Commissioner Michael J. Copps (via email)  
Federal Communications Commission  
[Michael.copps@fcc.gov](mailto:Michael.copps@fcc.gov)

Comm. Jonathan S. Adelstein (via email)  
Federal Communications Commission  
[Jonathan.adelstein@fcc.gov](mailto:Jonathan.adelstein@fcc.gov)

Comm. Deborah Taylor Tate (via email)  
Federal Communications Commission  
[Deborah.tate@fcc.gov](mailto:Deborah.tate@fcc.gov)

Comm. Robert M. McDowell (via email)  
Federal Communications Commission  
[Robert.mcdowell@fcc.gov](mailto:Robert.mcdowell@fcc.gov)

Erika Olsen (via email)  
Federal Communications Commission  
[Erika.olsen@fcc.gov](mailto:Erika.olsen@fcc.gov)

Rick C. Chessen (via email)  
Federal Communications Commission  
[Rick.chessen@fcc.gov](mailto:Rick.chessen@fcc.gov)

Renee Crittendon (via email)  
Federal Communications Commission  
[Renee.crittendon@fcc.gov](mailto:Renee.crittendon@fcc.gov)

Wayne Leighton (via email)  
Federal Communications Commission  
[Wayne.leighton@fcc.gov](mailto:Wayne.leighton@fcc.gov)

Angela E. Giancarlo (via email)  
Federal Communications Commission  
[Angela.giancarlo@fcc.gov](mailto:Angela.giancarlo@fcc.gov)

James D. Schlichting (via email)  
Wireless Telecommunications Bureau  
Federal Communications Commission  
[Jim.schlichting@fcc.gov](mailto:Jim.schlichting@fcc.gov)

Chris Moore (via email)  
Wireless Telecommunications Bureau  
Federal Communications Commission  
[Chris.moore@fcc.gov](mailto:Chris.moore@fcc.gov)

Erin McGrath (via email)  
Mobility Division, Wireless Bureau  
Federal Communications Commission  
[Erin.mcgrath@fcc.gov](mailto:Erin.mcgrath@fcc.gov)

Susan Singer (via email)  
Spectrum Competition and Policy Division,  
Wireless Telecommunications Bureau  
Federal Communications Commission  
[Susan.singer@fcc.gov](mailto:Susan.singer@fcc.gov)

Linda Ray (via email)  
Broadband Division, Wireless Bureau  
Federal Communications Commission  
[Linda.ray@fcc.gov](mailto:Linda.ray@fcc.gov)

David Krech (via email)  
Policy Division, International Bureau  
Federal Communications Commission  
[David.krech@fcc.gov](mailto:David.krech@fcc.gov)

Jodie May (via email)  
Policy Division  
Wireline Competition Bureau  
[Jodie.may@fcc.gov](mailto:Jodie.may@fcc.gov)

Jim Bird (via email)  
Office General Counsel  
Federal Communications Commission  
[Jim.bird@fcc.gov](mailto:Jim.bird@fcc.gov)

Best Copy & Printing, Inc. (via email)  
FCC Copy Contractor  
[fcc@bcpiweb.com](mailto:fcc@bcpiweb.com)

Traci L. McClellan, JD, MA, Exec. Director  
National Indian Council on Aging  
10501 Montgomery Blvd. NE, Suite 210  
Albuquerque, NM 87111

Jon Wooster, President  
U.S. Cattlemen's Association  
P.O. Box 339  
San Lucas, CA 93954

Jenifer Simpson, Sr. Director  
Telecommunications and Technology Policy  
American Assoc. of People with Disabilities  
1629 K Street, NW, Suite 503  
Washington, DC 20006

Wayne T. Brough, Chief Economist  
FreedomWorks Foundation  
601 Pennsylvania Ave., NW, Suite 700  
Washington, DC 20004

Harry Alford, President & CEO  
Nat'l Black Chamber of Commerce  
1350 Connecticut Avenue, NW, Suite 405  
Washington, DC 20036

Robert K. Johnson, President  
Consumers for Competitive Choice  
PO Box 329  
Greenwood, IN 46143

Leslie Sanchez, Co-Chair  
Jose F. Nino, Co-Chair  
Hispanic Alliance for Prosperity Institute  
807 Brazos, Suite 316  
Austin, TX 78701



Benjamin Dickens  
John A. Prendergast  
Robert M. Jackson  
Blooston, Mordkofsky, Dickens, Duffy &  
Prendergast, LLP  
2120 L Street, NW, Suite 300  
Washington, DC 20037  
*Counsel for the Rural Carriers,  
South Dakota Telecom Association,  
and North Dakota Network Co.*

Barry L. Kennedy, CAE, IOM, President  
Nebraska Chamber of Commerce &  
Industry  
1320 Lincoln Mall  
Lincoln, NE 68509

Albert Zapanta, President & CEO  
U.S.-Mexico Chamber of Commerce  
1300 Pennsylvania Avenue, NW  
Suite G-0003  
Washington, DC 20004

Brent A. Wilkes  
LULAC National Executive Director  
League of United Latin American Citizens  
2000 L Street, NW, Suite 610  
Washington, DC 20036

Victor F. Capellan, President  
Dominican American National Roundtable  
1050 17<sup>th</sup> Street, NW, Suite 600  
Washington, DC 20036

Hector V. Barreto, Chairman  
The Latino Coalition  
3255 Wilshire Blvd., #1850  
Los Angeles, CA 90010

William Sepic, CCE, President & CEO  
Kristin Beltzer, VP, Gov't. Relations  
Lansing Regional Chamber of Commerce  
500 East Michigan Ave., Suite 200  
Lansing, MI 48912

Richard K. Studley, President & CEO  
Michigan Chamber of Commerce  
600 S. Walnut Street  
Lansing, MI 48933

Barbara Kasoff, President  
Women Impacting Public Policy  
1615 L Street, NW, Suite 650  
Washington, DC 20036

Whitney North Seymour, Jr.  
EMR Policy Institute  
425 Lexington Avenue, Rm. 1721  
New York, NY 10017

Yanira Cruz, MPH, DrPH, Pres. & CEO  
National Hispanic Council on Aging  
734 15<sup>th</sup> Street, NW  
Washington, DC 20005

Pantelis Michalopoulos  
Chung Hsiang Mah  
Steptoe & Johnson LLP  
1330 Connecticut Avenue, NW  
Washington, DC 20036  
*Counsel for Leap Wireless Internat'l., Inc.*

Robert J. Irving  
Laurie Itkin  
Leap Wireless International, Inc.  
Cricket Communications, Inc.  
10307 Pacific Center Court  
San Diego, CA 92121

Daniel Mitchell  
Jill Canfield  
National Telecommunications Cooperative  
Association (NTCA)  
4121 Wilson Blvd., 10<sup>th</sup> Floor  
Arlington, VA 22203

Daniel Alvarez  
Willkie Farr & Gallagher LLP  
1875 K Street, NW  
Washington, DC 20006  
*Counsel for Denali Spectrum LLC, et.al.  
(the Roaming Petitioners)*

Stephen G. Kraskin  
2154 Wisconsin Avenue, NW  
Washington, DC 20007  
*Attorney for the Rural Independent  
Competitive Alliance*

Kenneth E. Hardman  
2154 Wisconsin Avenue, NW, Suite 250  
Washington, DC 20007  
*Attorney for Ritter Communications, Inc.  
and Central Arkansas Rural Cellular L.P.*

Daniel R. Ballon  
Policy Fellow, Technology Studies  
Pacific Research Institute for Public Policy  
One Embarcadero Center, Suite 350  
San Francisco, CA 94111

Karen Kerrigan, President & CEO  
Small Business & Entrepreneurship Council  
2944 Hunter Mill Road, Suite 204  
Oakton, VA 22124

Stuart Polikoff, Director of Gov't Relations  
Brian Ford, Reg. Counsel  
OPASTCO  
21 Dupont Circle, NW, Suite 700  
Washington, DC 20036

Edwin Hill, International President  
International Brotherhood of  
Electrical Workers  
900 Seventh Street, NW  
Washington, DC 20001

David L. Nace  
Lukas, Nace, Gutierrez & Sachs, Chartered  
1650 Tysons Boulevard, Suite 1500  
McLean, VA 22102  
*Counsel for Rural Cellular Association  
and Cellular South, Inc.*

William L. Roughton, Jr.  
Vice President, Legal & Reg. Affairs  
Centennial Communications Corp.  
3349 Route 138, Building A  
Wall, NJ 07719

Patrick J. Whittle  
Jean L. Kiddoo  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20036  
*Counsel for MetroPCS Communications,  
Inc. and NTELOS Inc.*

Mary McDermott  
Sr. VP, Legal & Reg Affairs  
NTELOS Inc.  
401 Sprint Lane  
Waynesboro, VA 22980

Mark Stachiw  
MetroPCS Communications, Inc.  
2250 Lakeside Blvd.  
Richardson, TX 75082

Wayne Stenehjem, Attorney General  
State of North Dakota  
Office of Attorney General  
Consumer Protection & Antitrust Division  
PO Box 1054  
Bismarck, ND 58502-1054

Aaron Shainis  
Shainis & Peltzman, Chartered  
1850 M Street, NW  
Washington, DC 20036

Larry A. Blosser  
Law Offices of Larry A. Blosser, P.A.  
3565 Ellicott Mills Drive, Suite C-2  
Ellicott City, MD 21043  
*Attorney for the Ad Hoc Public Interest  
Spectrum Coalition*

Martin J. Wright, President  
FBI National Academy Associates, Inc.  
West Virginia Chapter  
17 Aster Drive  
Terra Alta, WV 26764

Leslie T. Hyman, Sr. Investigator  
Troop "C" Major Crimes Unit  
New York State Police  
Route 7, Box 300  
Sidney, NY 13838-0300

Tom Stone, Executive Director  
FBI Law Enforcement Development  
PO Box 2349  
West Chester, PA 19380

Randolph J. May, President  
The Free State Foundation  
10701 Stapleford Hall Drive  
Potomac, MD 20854

Brian Fontes, CEO  
National Emergency Number Association  
4350 North Fairfax Drive, Suite 750  
Arlington, VA 22203

Chris Murray  
Consumers Union  
1101 17<sup>th</sup> Street, NW, Suite 500  
Washington, DC 20036

Michael Calabrese  
New America Foundation  
1630 Connecticut Avenue, NW, 7<sup>th</sup> Floor  
Washington, DC 20009

Jef Pearlman  
Public Knowledge  
1875 Connecticut Avenue, NW, Suite 650  
Washington, DC 20009

Martin Ammori  
Free Press  
501 Third Street, NW, Suite 875  
Washington, DC 20001

Harold Feld  
Media Access Project  
1625 K Street, NW, Suite 1000  
Washington, DC 20006

Allen M. Todd, Gen. Counsel  
Denali Spectrum, LLC  
1 Doyon Place, Suite 300  
Fairbanks, AK 99701-2941

William Jarvis, CEO  
Revol Wireless  
7575 East Pleasant Valley, Suite 100  
Independence, OH 44131

William Jarvis, CEO  
Mobi PCS  
733 Bishop Street, Suite 1200  
Honolulu, HI 96813

David Don  
SpectrumCo LLC  
2001 Pennsylvania Avenue, NW, #500  
Washington, DC 20006

Michael Rosenthal  
SouthernLINC Wireless  
5555 Glenridge Connector, Suite 500  
Atlanta, GA 30342

Neil Grubb, President & CEO  
LCW Wireless, LLC  
1750 NW Naito Parkway, Suite 250  
Portland, OR 97209

Dale Lestina, President  
Organizations Concerned About  
Rural Education (OCRE)  
2725 Connecticut Avenue, NW, Suite 302  
Washington, DC 20008

Antonio Gil Morales  
National Commander  
American GI Forum of the U.S.  
1441 I Street, NW, Suite 810  
Washington, DC 20005

David C. Lizarraga, Chairman  
U.S. Hispanic Chamber of Commerce  
2175 K Street, NW, Suite 100  
Washington, DC 20037

Susan Au Allen  
U.S. Pan Asian American  
Chamber of Commerce  
Education Foundation  
1329 18<sup>th</sup> Street, NW  
Washington, DC 20036

Thomas J. Sugrue, VP, Government Affairs  
Kathleen O'Brien Ham, VP, Fed Reg Aff.  
Sara F. Leibman, Dir, Fed Reg Affairs  
Patrick T. Welsh, Sr. Corp. Counsel  
T-MOBILE USA, INC.  
401 Ninth Street, N.W., Suite 550  
Washington, D.C. 20004

Michael R. Bennet  
Donald L Herman, Jr.  
Bennet & Bennet, PLLC  
4350 East West Highway, Suite 201  
Bethesda, MD 20814  
*Counsel for Palmetto MobileNet, L.P.*

*/s/ Colleen von Hollen*

---

Colleen von Hollen