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

Re: EX PARTE NOTICE
Applications of ALLTEL Corporation and Verizon Wireless
WT Docket No. 08-95

Dear Ms. Dortch:

The Law Firm of Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP, on behalf of its rural telephone company clients listed in Attachment A hereto (the "Rural Carriers"), hereby submits the following observations regarding recent ex parte filings in the above-referenced docket. In particular, Atlantis Holdings LLC and its managing members have argued (in October 15 and 21, 2008 ex parte letters) that the Commission should approve the proposed Verizon Wireless-ALLTEL merger because the recent financial downturn has made it difficult for Atlantis Holdings LLC to grow ALLTEL's service to rural markets. The Rural Carriers are concerned that this last-minute argument should not obscure important facts that have been established in the record. Most importantly, the proposed merger will NOT serve the needs of rural Americans unless (1) Verizon divests overlapped ALLTEL cellular operations in a manner that allows rural carriers a meaningful opportunity to acquire and operate viable competing systems; and (2) fair roaming terms are ensured for rural wireless carriers that will be losing ALLTEL as a source of competitive roaming arrangements.

As to the first point, the Rural Carriers have shown that any divestiture of cellular operations must not simply be a jettisoning of small, low population density areas, but must include adjoining population centers that would allow the purchaser to offer a viable service, while at the same time preventing the merged entity from gaining a cellular monopoly. The Rural Carriers identified the following examples of markets that need to be included in any divestiture:

CMA 153 Columbus, GA MSA
CMA 261 Albany, GA MSA
CMA 311 AL 5 - Cleburne RSA
CMA 314 AL 8 - Lee RSA
CMA 375 GA 5 - Haralson RSA
CMA 376 GA 6 - Spalding RSA
CMA 392 ID 5 - Butte RSA
CMA 393 ID 6 - Clarke RSA

This was not offered as an exhaustive list, but rather as specific examples of areas that the Rural Carriers have identified as necessary to make the proposed rural divestitures meaningful. The Rural Carriers were pleased to see that, with the apparent encouragement of the Department of Justice, Verizon and ALLTEL did in fact agree that the Albany, Georgia MSA and the GA 6 - Spalding RSA needed to be included in the divestiture process. However, the Commission must make it clear that the other markets should be divested as well. Indeed, Verizon/ALLTEL's own analysis identified three counties in the Columbus, Georgia MSA that triggered anti-competitive concerns. See August 26, 2008 Joint Opposition at Attachment 2. Also, the Rural Carriers pointed out obvious errors in the analysis for CMA 314.

The Rural Carriers and numerous other parties have also established that the divestiture procedures must make it possible for rural carriers to have a realistic chance to successfully bid on the markets covering their areas of operation and surrounding communities, for Congress and the Commission have recognized the dedication of these entities to bringing service to their rural citizens. The Rural Carriers made a number of suggestions in that regard. For example, these small, rural entities should not have to bid on entire states or regions in order to obtain their markets of interest, and the Commission should make sure that this does not happen as a condition of any merger approval.

The Rural Carriers also demonstrated the importance of ensuring that rural wireless carriers will be able to obtain fair roaming terms for the foreseeable future, following any merger. While Verizon has agreed to honor existing roaming agreements with ALLTEL and/or Verizon, this does nothing to help the numerous start up rural wireless operations that are being launched by the winners of Auction Nos. 66 and 73. Nor does it help existing rural wireless operators once their existing roaming agreements expire. The Commission must ensure that the merger not be allowed to eliminate the possibility of fair roaming terms (including fair roaming prices and 3G data terms) that was created by the existence of ALLTEL as a competitive foil to Verizon and AT&T.

In this regard, the Rural Carriers hereby clarify their request for fair roaming terms, by asking that the Commission impose an obligation on the merged entity to negotiate in good faith to

enter into a fair roaming arrangement within 30 days of receiving a request from a rural carrier. Otherwise, the Rural Carriers are concerned that they will experience the same treatment that has been reported recently by small carriers seeking 3G data terms from Verizon: Their roaming request has been denied or ignored.

For the above reasons, the Rural Carriers continue to request that the Commission condition the proposed merger as described above and in the Rural Carriers' August 11, 2008 Petition.

Respectfully submitted,

/s/ John A. Prendergast

John A. Prendergast

Counsel for the Rural Carriers

Attachment A

The Rural Carriers

- Choctaw Telephone Company
- Custer Telephone Cooperative, Inc.
- Dubois Telephone Exchange, Inc.
- Electra Telephone Company
- Emery Telcom
- Manti Telephone Company
- MoKan Dial, Inc.
- New Ulm Telecom, Inc.
- Northeast Florida Telephone Company, Inc.
- Project Mutual Telephone Cooperative Association, Inc.
- Public Service Communications, Inc. (including its subsidiaries Public Service Telephone Company and Public Service Wireless, Inc.)
- Range Telephone Cooperative, Inc.
- South Central Utah Telephone Association, Inc. d/b/a South Central Communications
- Uintah Basin Electronic Telecommunications d/b/a UBET Wireless
- Yadkin Valley Telephone Membership Corporation