

Jean L. Kiddoo
Direct Phone: (202) 373-6034
Direct Fax: (202) 373-6482
jean.kiddoo@bingham.com

October 28, 2008

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, DC 20554

Re: Ex Parte Communication – WT Dockets 08-95 and 05-265

Dear Ms. Dortch:

On behalf of MetroPCS Communications, Inc. (“MetroPCS”), NTELOS Communications (“NTELOS”), Leap Wireless International, Inc. (“LEAP”), the Rural Telecommunications Group, Inc. (“RTG”), and the Rural Cellular Association (“RCA”), and pursuant to Section 1.1206 of the Commission’s Rules, 47 C.F.R. § 1.1206, this is to provide notice of an *ex parte* meeting held today in connection with WT Docket No. 08-95. The meetings were attended by representatives of MetroPCS, NTELOS, Leap, and RTG, who jointly met with Renée Roland Crittendon, Legal Advisor to Commissioner Jonathan S. Adelstein, and Bruce Liang Gottlieb, Legal Advisor to Commissioner Michael J. Copps. The purpose of the meeting was to discuss the consensus position of the above-referenced parties as to conditions that are essential to the Commission’s approval of the Alltel-Verizon merger being considered by the Commission in Docket WT-08-95. That consensus position is summarized in the attached document.

Should any additional information be required with respect to this *ex parte* notice, please do not hesitate to contact me.

Very truly yours,

/s/

Jean L. Kiddoo

cc (by email): Renée Roland Crittendon
Bruce Liang Gottlieb

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

202.373.6000
202.373.6001
bingham.com

A/72727930.1

The logo for metroPCS, with "metro" in blue and "PCS" in orange.The logo for nTelos, featuring a blue triangle pointing right and the word "nTelos" in black.

ALLTEL/VERIZON - WT DOCKET NO. 08-95

Consensus Position Regarding Roaming Conditions

- Extend the proposed duration of the extension of the Alltel and Verizon agreements beyond the 2 years offered by Verizon to the longer of 7 years (based on LTE timing) or the term of any existing agreement between the parties.
- Confirm that the Verizon Wireless roaming commitments apply to all non-national carriers (*i.e.* all carriers other than AT&T, Sprint Nextel and T-Mobile).
- Confirm that once one of the two roaming agreements (Alltel or Verizon Wireless) is selected ("Selected Agreement"), it applies to all roaming traffic of the requesting carrier throughout all of the combined company's service area, and not just to roaming traffic in the areas where Alltel and Verizon Wireless had overlapping service.
- Confirm that 'reasonable and nondiscrimination' obligations will continue to apply to any Selected Agreements; in other words, a carrier will not be barred from claiming that a Selected Agreement is unreasonable or discriminatory.
- Confirm that any Selected Agreement shall be treated under Sections 201 and 202 as a voluntary agreement of the combined company.
- Permit carriers to expand their Alltel or Verizon agreement to services not covered by those agreements but that Alltel or Verizon has made available to other carriers.
- Require that Alltel's GSM networks will be supported for 7 years at the same technical and operational standards as Verizon maintains other network facilities and services in the same market.
- Any dispute arising under these roaming conditions will be resolved by baseball style arbitration under the auspices of the FCC, patterned after the Newscorp/DIRECTV merger conditions, *General Motors Corp. and Hughes Elecs. Corp. for Authority to Transfer Control*, Memorandum Opinion and Order, 19 FCC Rcd 473, at Appendix F (2003).

CERTIFICATE OF SERVICE

I, Latonya Ruth, hereby certify that on this 28th day of October, 2008, copies of the foregoing letter shall be sent by electronic mail to:

Best Copy and Printing, Inc.
FCC@BCPIWEB.COM

Erin McGrath
Mobility Division
Wireless Telecommunications Bureau
Federal Communications Commission
Erin.McGrath@fcc.gov

Susan Singer
Spectrum and Competition Policy Division
Wireless Telecommunications Bureau
Federal Communications Commission
Susan.Singer@fcc.gov

Linda Ray
Broadband Division
Wireless Telecommunications Bureau
Federal Communications Commission
Linda.Ray@fcc.gov

David Krech
Policy Division
International Bureau
Federal Communications Commission
David.Krech@fcc.gov

Jodie May
Competition Policy Division
Wireless Telecommunications Bureau
Federal Communications Commission
Jodie.May@fcc.gov

Jim Bird
Office of General Counsel
Federal Communications Commission
Jim.Bird@fcc.gov

ALLTEL Communications, LLC
Wireless Regulatory Supervisor
ACI.Wireless.Regulatory@alltel.com

Atlantis Holdings LLC
Attention: Clive D. Bode, Esq.
cbode@tpg.com

Kathleen Q. Abernathy, Esq.
Wilkinson, Barker, Knauer, LLP
Attorney for Atlantis Holdings LLC
kabernathy@wbklaw.com

Cellco Partnership
Attention: Michael Samssock
Michael.Samssock@Verizon.Wireless.com

Nancy J. Victory, Esq.
Wiley Rein LLP
Attorney for Cellco Partnership
nvictory@wileyrein.com

William L. Roughton, Jr.
Centennial Communications Corp.
broughton@centennialcorp.com

Caressa D. Bennet
Bennet & Bennet, PLLC
Attorney for Rural Telecommunications
Group, Inc.
cbennet@bennetlaw.com

John A. Prendergast
Blooston, Mordkofsky, Dickens, Duffy &
Prendergast, LLP
Attorney for North Dakota Network Co.
jap@bloostonlaw.com

Robert M. Jackson
Blooston, Mordkofsky, Dickens, Duffy &
Prendergast, LLP
Attorney for North Dakota Network Co.
rmj@bloostonlaw.com

Benjamin H. Dickens
Blooston, Mordkofsky, Dickens, Duffy &
Prendergast, LLP
Attorney for South Dakota
Telecommunications Association
bhd@bloostonlaw.com

D. Cary Mitchell
Blooston, Mordkofsky, Dickens, Duffy &
Prendergast, LLP
Attorney for Rural Carriers
cary@bloostonlaw.com

Daniel K. Alvarez
Willkie Farr & Gallagher LLP
Attorney for Roaming Petitioners
dalvarez@willkie.com

David Don
SpectrumCo LLC
david_don@comcast.com

Michael Rosenthal
SouthernLINC Wireless
mdrosent@southernco.com

Stephen G. Kraskin
Attorney for The Rural Independent
Competitive Alliance
skraskin@independent-tel.com

Daniel Mitchell
National Telecommunications Cooperative
Association
dmitchell@ntca.org

Jill Canfield
National Telecommunications Cooperative
Association

jcanfield@ntca.org
Pantelis Michalopoulos
Steptoe & Johnson LLP
Attorney for Leap Wireless International,
Inc.
pmichalopoulos@steptoe.com

Kenneth E. Hardman
Attorney for Ritter Communications, Inc.
and Central Arkansas Rural Cellular
Limited Partnership
kenhardman@att.net

Whitney North Seymour, Jr.
Attorney for The EMR Policy Institute
wseymour@stblaw.com

Larry A. Blosser
Law Office of Larry A. Blosser, P.A.
Ad Hoc Public Interest Spectrum Coalition
larry@blosserlaw.com

Michael Calabrese
New America Foundation
calabrese@newamerica.net

Chris Murray
Consumers Union
murrch@consumer.org

Harold Feld
Media Access Project
hfeld@mediaaccess.org

Jef Pearlman
Public Knowledge
jef@publicknowledge.org

Chris Riley
Free Press
criley@freepress.net

Donald L. Herman, Jr.
Bennet & Bennet, PLLC
Attorney for Palmetto Mobilenet, L.P.

dherman@bennetlaw.com

Michael R. Bennet

Bennet & Bennet, PLLC

Attorney for Palmetto Mobilenet, L.P.

mbennet@bennetlaw.com

Stuart Polikoff

Organization for the Promotion and
Advancement of Small Telecommunications
Companies

sep@opastco.org

Brian Ford

Organization for the Promotion and
Advancement of Small Telecommunications
Companies

bjf@opastco.org

Aaron Shainis

Shainis & Peltzman, Chartered
Attorney for Chatham Avalon Park
Community Council

aaron@s-plaw.com

/s/

Latonya Y. Ruth