

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In re Applications of)
)
ATLANTIS HOLDINGS LLC, Transferor,)
)
and) WT Docket No. 08-95
)
CELLCO PARTNERSHIP D/B/A)
VERIZON WIRELESS, Transferee)
)
for Consent to the Transfer of Control of)
Commission Licenses and Authorizations)
Pursuant to Sections 214 and 310(d) of the)
Communications Act)

**METROPCS COMMUNICATIONS, INC. AND NTELOS HOLDINGS CORP.
REPLY TO JOINT OPPOSITION TO PETITIONS FOR RECONSIDERATION**

MetroPCS Communications, Inc. (“MetroPCS”) and NTELOS, Inc. (“NTELOS” and, together with MetroPCS, “Petitioners”),¹ by their undersigned counsel and pursuant to Section 1.106 of the Commission’s rules, hereby submit their reply to the Joint Opposition to Petitions for Reconsideration (“Opposition”) filed in the above-captioned docket on December 22, 2008, by Cellco Partnership d/b/a Verizon Wireless (“Verizon”) and Atlantis Holdings LLC (“Atlantis”, and, together with Verizon, “Applicants”). Not surprisingly, Applicants oppose all of the petitions for reconsideration and/or clarification of the Commission’s November 10, 2008, Memorandum Opinion and Order and Declaratory Ruling granting the application of Applicants and ALLTEL

¹ For purposes of this Reply, “MetroPCS” refers to MetroPCS Communications, Inc. and all of its Commission-licensed subsidiaries and “NTELOS” refers to NTELOS, Inc. and its Commission-licensed subsidiaries. Although Applicants’ certificate of service is silent as to the manner of service upon MetroPCS and NTELOS (which silence violates Section 1.47(g) of the Commission’s Rules and Regulations), MetroPCS and NTELOS were in fact served by mail (and not by hand delivery on paper, the only other method allowed under Section 1.47(d)). Accordingly, the due date for this Reply is seven days after the last date for filing of the Opposition, plus an additional three business days for mailing. (See Sections 1.106(h) and 1.4(h) of the Commission’s Rules and Regulations.) Since MetroPCS and NTELOS served their Petition by mail on Applicants on December 10, 2008, the last date for the filing of the Opposition was ten days, plus three business days, after that, or December 24, 2008. (See Sections 1.106(h) and 1.4(h) of the Commission’s Rules and Regulations.) Accordingly, the due date for this Reply is January 6, 2009.

Corporation (“Alltel”) for the transfer of control of Alltel and its subsidiaries to Verizon (the “Transaction”).² In support of their own and certain other petitions for reconsideration, and in opposition to Applicants’ Opposition, Petitioners respectfully show the following:

I. THE MATTERS RAISED IN THE PETITION ARE PROPER FOR RECONSIDERATION.

In their Petition for Limited Reconsideration (“Petition”), Applicants amply demonstrated that the conditions adopted by the Commission in the *Merger Order* were insufficient, notwithstanding the voluntary commitments made by Applicants, to assure that the Transaction would not harm competition and thereby disserve the public interest. Further, since the *Merger Order* was premised on the fact that Long Term Evolution (“LTE”) technology will be available sooner than it will in fact be available, the *Merger Order* is not supported by the record and is in fact arbitrary and capricious. To cure these deficiencies, Petitioners urged the Commission to modify the *Merger Order* conditions on reconsideration in two specific respects:

- Extend the time period when Verizon must honor existing Alltel roaming agreements with each regional, small and/or rural carrier throughout the combined service area from four to the longer of seven years or the term of either agreement that a party may have with Verizon or Alltel; and
- For seven years from the date the Transaction closes, require that Verizon offer automatic roaming for data (including non-interconnected) services and features, including services that have been classified as information services, to the extent, and on the same terms and conditions, that Verizon/Alltel offers such services and features to any carrier.³

In their Opposition, Applicants largely ignore the substance of the Petition, taking refuge in a one-sentence procedural dodge: “Requests for the agreements to be extended for seven years and to spectrum bands and service areas in which Petitioners may operate in the future is [sic]

² *Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC*, WT Docket No. 08-95, Memorandum Opinion and Order and Declaratory Ruling, FCC 08-258, released November 10, 2008 (“*Merger Order*”).

³ Petition For Limited Reconsideration, , WT Docket No. 08-95 filed December 10, 2008 (“Petition”) at 6.

within the scope of arguments that have been raised previously and rejected by the Commission.”⁴

But this is incorrect. In fact, the Petition “shows a material error or omission in the original order,” and thus, by the very precedent cited by Applicants, makes out a clear showing for reconsideration.⁵

As to their proposal for a requirement of a seven-year (rather than four-year) extension period during which the elected agreements would remain in force, Petitioners showed that the four-year period adopted in the *Merger Order* was arbitrary and capricious because it was not supported by any record evidence that after such period of time Applicants’ increased market power would not harm competition in the wholesale roaming market.⁶ In fact, the four-year period was simply drawn from a hat as part of the pre-*Merger Order* negotiations, and was not tied by record evidence – or by any analysis at all in the *Merger Order* – to any particular state of affairs that was expected to prevail at the end of the period. The Commission’s failure to perform any analysis whatever to determine whether the four-year voluntary commitment was sufficient to accomplish the goal claimed for it is the very essence of arbitrariness and capriciousness, since it “has articulated no specific basis for its conclusion [and] has neither made basic factual findings nor explained how the record supports its decision....” *Cross-Sound Ferry Services, Inc. v. ICC*, 738 F.2d 481, 485 (D.C.Cir.1984).

The Petition demonstrated that only the widespread adoption and deployment of LTE technology by a reasonable number of competitors would adequately redress the competitive

⁴ Opposition at 8 (footnotes omitted).

⁵ *General Motors Corporation and Hughes Electronics Corporation, Transferors And The News Corporation Limited, Transferee, For Authority To Transfer Control*, Order on Reconsideration, 23 FCC Rcd 3131, ¶ 4, cited in Opposition at 2, note 3.

⁶ The *Merger Order* and the Commissioner statements suggest that the four-year time period was when the Commission expected LTE to be made available by at least three carriers. *See, e.g.*, Statement of Commissioner Tate; *cf. Merger Order* at ¶¶ 47, 135.

caused by the loss of Alltel as a complementary wholesale supplier of roaming services.⁷ They further showed that this level of deployment would likely take at least seven years to accomplish, that it certainly would not occur within four years, and thus that the Commission's decision in the *Merger Order* to accept only a four-year extension period was a material error. This is clearly appropriate grounds for reconsideration.

Applicants do put forth one half-hearted substantive parry to this argument, though they reveal their lack of confidence in it by burying it in a footnote (which is itself attached to a later sentence that does not even address the Petition). They state that "Petitioners' assertion that LTE deployment is many years off is ... without factual basis" because "Verizon *expects to begin* deploying next-generation LTE wireless broadband within a year."⁸ But this is entirely beside the point. What counts is not when *Verizon* "expects" to "begin" deploying LTE, but when it is reasonable to project that a sufficient number of its *competitors* will have *actually completed* the deployment of LTE on a scale and scope sufficient to overcome Applicants' market power in the wholesale roaming market. This competitive state will be reached only when AT&T and a third nationwide competitor, as well as Verizon, have fully deployed LTE. Petitioners have shown that a reasonable estimate of the minimum time-frame needed for this to occur – and thus a reasonable term for the extension of the elected agreements – is seven years.⁹ The Commission must extend the period to seven years on reconsideration.

Petitioners also requested that the Commission require the merged entity to offer automatic

⁷ Petition at 14-18.

⁸ Opposition at 5, note 12 (emphasis added). The sentence to which this footnote is attached addresses an RTG argument rather than MetroPCS' and NTELOS' position.

⁹ Since T-Mobile and Sprint have not announced any plans on their 4G technology choices and T-Mobile is currently only deploying 3G technology, the Commission cannot expect LTE to create a competitive environment in less than seven years – if even then. Further, even as to Verizon, the test is not when Verizon will first deploy LTE but when the Verizon LTE deployment will cover the same area as the Applicants' existing system – which for EVDO has taken over five years from first deployment. Given that Verizon will by its own admission not begin deployment until the end of 2009 (and only in "a few commercial markets"; see http://www.rethink-wireless.com/?article_id=836), the seven years is justified based on Verizon's deployment alone.

roaming for data (including non-interconnected) services and features, including services that have been classified as information services, to the extent, and on the same terms and conditions, that Verizon/Alltel offers such services and features to any carrier. Again, Applicants have not met this request with any meaningful substantive argument, but have merely taken refuge in the notion that the Commission has already considered and rejected this request. Verizon provides no evidence that the Commission actually considered and rejected this request, however, other than by citing a single (partial) sentence in the *Merger Order*, stating generally that “With regard to the additional roaming concerns raised in the record or in the *ex parte* letter filed by MetroPCS or other commenters, ... we find that the package of divestitures ... along with the roaming conditions described above [are] sufficient.”¹⁰ But this single catch-all sentence hardly constitutes the kind of reasoned consideration and decision-making that is expected under the arbitrariness and capriciousness standard.¹¹ Accordingly, it cannot stand in the way of the appropriate action here, which is to grant the Petition.¹²

II. THE OPPOSITION IS ITSELF PROOF THAT THE COMMISSION MUST CLARIFY THAT ALL TERMS OF THE ELECTED AGREEMENTS, NOT JUST RATES, ARE TO BE EXTENDED DURING THE EXTENSION PERIOD.

In their petitions for reconsideration and/or clarification, Leap Wireless International, Inc. (“Leap”) and The Rural Telecommunications Group, Inc. (“RTG”) both asked the Commission to clarify that it intended to require that *all* the terms and conditions of an elected agreement, not just

¹⁰ Opposition at 8, citing *Merger Order* at ¶ 179.

¹¹ Verizon’s defense here is also unsupported by the facts. The merger conditions concern what effect Verizon’s merger with Alltel will cause on competition, and are by definition *not* a generalized requirement for all carriers. Petitioners only requested that *if* Applicants have made data roaming available to some parties, then there is no basis for denying it to other parties who had not entered into contracts to receive it prior to the closing of the Transaction. Petitioners believe that Sections 201 and 202 would support a requirement that Applicants offer data roaming even where they have not offered it to others, but seek a specific condition to avoid litigating the issue and to protect against anticompetitive abuses by the merged entity. Applicants have not shown why providing data roaming to some and not to others serves the public interest. As Petitioners pointed out in their Petition (at 19), a lack of the requested requirement creates a “game of regulatory musical chairs which does not serve the public interest.”

¹² Applicants further suggest (Opposition at 9 and note 27) that this issue should be deferred to the open roaming rulemaking docket. As discussed at greater length below, the Commission cannot, by pushing an issue into a rulemaking, evade its duty to decide the issue when squarely placed before it in an adjudication, as has been done here.

the rates provided thereunder, be made available to the merged entity's roaming partners after expiration of the elected agreement throughout the term of the extension period.¹³ RTG rightly pointed out that the consensus of parties (except, as it now appears, Applicants), as well as at least three of the five Commissioners, clearly believed that the conditions to be adopted included a requirement that the entire roaming *agreement*, not merely the rates, was to be honored by Verizon throughout the extension period.¹⁴ Leap noted that this reading of the condition is consistent with Applicant's insistence that the roaming partners not be allowed to "pick and choose" among agreement terms and conditions but must take the agreements in their entirety or not at all; as Leap noted, allowing Applicants to pick only the rates, but not the other terms of the agreements, would be inequitable if the roaming partners were not allowed the same right.¹⁵

Petitioners had not initially thought that clarification was necessary, inasmuch as they believed (along with Commissioners Tate, Adelstein and Copps, as cited by RTG) that the best reading of the condition is that it extended the availability of entire agreements, rather than the rates alone, to roaming partners throughout the extension period. Further, Verizon's own voluntary commitments speak to the election of an "agreement".¹⁶ Incredibly, however, Applicants not only deny that clarification is necessary, they argue that it was in fact the Commission's intent to require only that rates, not any other terms and conditions of existing agreements, be kept available during the extension period.¹⁷

Applicants' reading of the *Merger Order*, however, flies in the face not only of the voluntary commitments made by Applicants which form the basis of the Merger Order and the

¹³ Leap Wireless International, Inc., Petition for Clarification or Reconsideration, CC Docket No. 08-95, filed December 10, 2008 ("Leap Petition") at 2-4; Petition for Reconsideration of The Rural Telecommunications Group, Inc., CC Docket No. 08-95, filed December 10, 2008 ("RTG Petition") at 8-12.

¹⁴ RTG Petition at 9-11.

¹⁵ Leap Petition at 3.

¹⁶ See, e.g., *Ex Parte* Letter to Marlene H. Dortch from John T. Scott dated Nov. 4, 2008.

¹⁷ Opposition at 7.

clear understanding of the parties and (at least) a majority of Commissioners. Further, it defies economic common sense. For rates are but one economic aspect of an agreement. Clearly, if the merged entity is free at the expiration of the agreement but before the end of the extension period to vary the other terms of the elected agreement, its market power will enable it to cram down draconian non-price terms onto its roaming partners. The cost to roaming partners of agreeing to these terms will offset – and probably completely vitiate – the economic benefit of retaining the rates in the first place. Moreover, allowing the merged entity to vary non-price terms would simply allow it to extract monopoly rents in another form. The upshot would be to completely destroy the intended objective of the condition: to prevent the merged entity from using its market power to cripple or eliminate competition by imposing non-competitive terms on the wholesale roaming market.¹⁸

It is abundantly clear that the reading urged by Applicants would create an exception that would swallow the rule. In order to assure that the conditions satisfy the goal of protecting competition and the public interest, the Commission must clarify that the merged entity must honor *all* terms of the elected agreement – not merely price – throughout the extension period.¹⁹

¹⁸ It is not even clear how Applicants' reading would work with respect to a roaming agreement selected by a requesting carrier. Would Applicants or requesting carriers get to pick and choose among existing agreements as to the terms other than price that could be varied? Could Verizon reduce the scope of the markets or services covered by the selected agreement if the other is narrower? For example, even though the Merger Order gives a requesting carrier the right to elect an existing Alltel agreement to govern all of its roaming traffic with the merged entity, could Verizon's interpretation allow Verizon to delete unilaterally the data roaming provisions from the existing NTELOS roaming agreement with Alltel notwithstanding that, even under Verizon's current interpretation, the rates for such services would continue? The only reading consistent with the public interest is that the entire agreement must be used, not just the rates.

¹⁹ Leap and RTG focus on the need to assure that non-price terms remain in place for the four-year extension period adopted in the *Merger Order*. As shown above, however, a seven-year period is the minimum period that is adequate to protect competition and avoid the harm to the public interest that would otherwise result from the Transaction, and obviously this longer period must apply to both price and non-price terms.

III. THE COMMISSION MUST TAKE STEPS TO ASSURE THAT THE MERGED ENTITY DOES NOT USE ITS MARKET POWER TO DENY COMPETITORS FAIR ACCESS TO HANDSETS.

RTG and Public Service Communications, Inc. (“PSC”) ask that the Commission reconsider its decision in the *Merger Order* not to prohibit the merged entity from having exclusive arrangements with any handset manufacturer.²⁰ RTG points out that, contrary to the *Merger Order*, the harm threatened by the Transaction on this issue is transaction-specific, in that it will give the merged entity true monopsony power to dictate terms to handset manufacturers – and that Verizon can be expected to use this power to harm competition.²¹ Both RTG and PSC point out that to wait for the completion of an industry-wide rulemaking on this issue would allow the merged entity meanwhile to lock in gains and obtain a head start that would keep the rulemaking from adequately protecting competition against these abuses.

Applicants belittle this argument as well, asserting that it has already been raised and rejected by the Commission. Their only substantive argument is that imposing such a condition on the merged entity when it is not (yet) imposed on other carriers would be unfair and subject the merged entity to a competitive disadvantage.²²

RTG and PSC already have shown why this issue is ripe for reconsideration now and, accordingly, Applicants’ procedural game of whack-a-mole is no more convincing here than it is elsewhere. The Commission’s conclusion that no merger-specific harm had been shown was simply incorrect and RTG and PSC have clearly shown why this is so. Further, this condition is especially important as it relates to LTE handsets. Since the Commission’s approval of the Transaction hinges on the availability of LTE as a competitive safeguard, the ability of

²⁰ RTG Petition at 16-18; Public Service Communications, Inc., Petition for Reconsideration, CC Docket No. 08-95, filed December 10, 2008 (“PSC Petition”) at 14-15.

²¹ RTG Petition at 17.

²² Opposition at 12-14.

competitors to actually obtain LTE handsets becomes of paramount importance. If Applicants are able to impose exclusivity on LTE handsets, then the availability of LTE as a competitive safety valve will be defeated. For this reason alone, the condition sought is merger-specific and must be imposed.

As to Applicants' cries of unfairness and unequal treatment, the fact is that the merged entity will itself be unequal to other carriers after the merger is completed. The merged entity will have true monopsony power to an extent that is unprecedented in this industry. The unique danger posed by the size and scope of the merged entity is more than sufficient ground for ensuring – right now – that the merged entity cannot abuse its market power, even if this means that limitations are imposed on it that are not yet imposed on other carriers. As noted above, the danger posed by the Transaction is particularly strong in this context if the merged entity is able to use its new-found increased market power to deny competitors access to LTE handsets, which would allow them to perpetuate their monopsony power to LTE as well.

Moreover, Applicants' insistence that the Commission should simply continue to defer this issue to the uncertain outcome and timing of a rulemaking is nothing more than a call for evading the Commission's responsibility. As the United States Court of Appeals for the District of Columbia Circuit has made clear: "Agencies ... cannot avoid their responsibilities in an adjudication properly before them by looking to a rulemaking, which operates only prospectively." *American Telephone & Telegraph Co. v. FCC*, 978 F.2d 727, 732 (D.C. Cir. 1992), *cert. denied*, 509 U.S. 913 (1993). Here, the Commission must adjudicate whether the Transaction is in the public interest, and petitioners have placed squarely before the Commission the proposition that the Transaction will harm the public interest in a concrete, transaction-specific way. The Commission has the responsibility to decide this issue, not to duck it in favor of a rulemaking.

IV. CONCLUSION

For the foregoing reasons, the Commission should reject the Applicants' Opposition and grant reconsideration and/or clarification of the *Merger Order* in the following respects:

- Extend the time period when Verizon must honor existing an elected roaming agreement with each regional, small and/or rural carrier throughout the combined service area from four to the longer of seven years or the term of either agreement that a party may have with Verizon or Alltel;
- For seven years from the date the Transaction closes, require that Verizon offer automatic roaming for data (including non-interconnected) services and features, including services that have been classified as information services, to the extent, and on the same terms and conditions, that Verizon/Alltel offers such services and features to any carrier;
- Grant RTG's and Leap's request for clarification that during the extension period, *all* terms, not just rates, under the selected roaming agreement must be honored by the merged entity; and
- Grant RTG's and PSC's request for a condition that the merged entity be prohibited from entering into exclusive arrangements with handset manufacturers.

Respectfully submitted,

/s/ Jean L. Kiddoo

Mark A. Stachiw
Executive Vice President, General Counsel &
Secretary
METROPCS COMMUNICATIONS, INC.
2250 Lakeside Boulevard
Richardson, Texas 75082
Tel: (214) 570-5800
Email: mstachiw@metropcs.com

Mary McDermott
Senior Vice President, Legal & Regulatory
Affairs
NTELOS HOLDINGS CORP.
P. O. Box 1990
Waynesboro, VA 22980
Tel: (540) 946-8677
Email: mcdermottm@ntelos.com

Jean L. Kiddoo
Eliot J. Greenwald
Patrick J. Whittle
BINGHAM MCCUTCHEN LLP
2020 K Street, N.W.
Washington, DC 20006-1806
Tel: (202) 373-6034
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
Email: eliot.greenwald@bingham.com
Email: patrick.whittle@bingham.com

Counsel for MetroPCS Communications, Inc.
and NTELOS Holdings Corp.

Dated: January 6, 2009

A/72797246.5

CERTIFICATE OF SERVICE

This is to certify that I, Latonya Y. Ruth, have duly served the attached Reply to Joint Opposition to Petitions for Reconsideration in WT Docket No. 08-95 upon all parties listed herein by depositing copies of same in the United States mail, first class postage prepaid this 6th day of January 2009, addressed as follows:

Cellco Partnership d/b/a Verizon Wireless*
Nancy J. Victory
Eric DeSilva
Wiley Rein LLP
1776 K Street, N.W.
Washington, DC 20006
nvictory@wileyrein.com

Donna Epps
Ann Berkowitz
Verizon
1300 I Street, N.W.
Suite 400 West
Washington, DC 20005

John T. Scott, III*
Verizon Wireless
1300 I Street, N.W.
Suite 400 West
Washington, DC 20005
john.scott@verizonwireless.com

Gene Kimmelman
Consumers Union
101 Truman Avenue
Yonkers, NY 10702-1057

Leap Wireless International, Inc.
Steptoe & Johnson LLP
Pantelis Michalopoulos
Daniel Mah
1330 Connecticut Ave., N.W.
Washington, DC 20036

Consumers Union
Consumer Federation of America
1101 17th Street, N.W., Suite 500
Washington, DC 20036

Charlene Schluter
2200 N Jacobson Rd.
Suttons Bay, MI 49682

Contour Networks
Mark D. Schneider
Jenner & Block LLP
1099 New York Avenue, N.W.
Washington DC 20001

Atlantis Holdings LLC*
Wilkinson Barker Knauer LLP
Kathleen Q. Abernathy
2300 N Street, N.W., Suite 700
Washington, DC 20037
kabernathy@wbklaw.com

Rural Carriers
John A. Pendergast
Blooston Mordkofsky Dickens Duffy &
Pendergast LLP
2120 L Street, N.W.
Suite 300
Washington, DC 20037

Computer and Communications Industry
Association
Ed Black
900 17th Street, N.W.
Suite 1100
Washington, DC 20006

Cellular South, Inc.
Lukas, Nace, Guitierrez & Sachs, Chtd.
David L. Nace
1650 Tysons Blvd., Suite 1500
McLean, VA 22102

Rural Telecommunications Group, Inc. & Rural
Cellular Association
Bennet & Bennet, PLLC
Caressa D. Bennet
4350 East West Highway, Suite 201
Bethesda, MD 20814

Oglala Sioux Tribe of the Pine Ridge Indian
Reservation
Womble Carlyle Sandridge & Rice
Jonathan E. Canis
1401 Eye Street, N.W.
Suite 700
Washington, DC 20005

Native American Telecom, LLC
Womble Carlyle Sandridge & Rice
Jonathan E. Canis
1401 Eye Street, N.W.
Suite 700
Washington, DC 20005

Intrado Inc. and Intrado Communications Inc.
Cahill Gordon & Reindel LLP
Cherie R. Kiser
1990 K Street
Suite 950
Washington, DC 20006

Emery Telcom
Blooston Mordkofsky Dickens Duffy &
Prendergast, LLP
John A. Prendergast
2120 L Street, N.W.
Suite 300
Washington, DC 200037

Free Press
501 Third Street, N.W.
Suite 875
Washington, DC 20001

Columbine Telephone Company, Inc. d/b/a
Silver Star Communications, Teton Telecom
Blooston Mordkofsky Dickens Duffy
& Prendergast, LLP
John A. Prendergast
2120 L Street, N.W.
Suite 300
Washington, DC 20037

Dubois Telephone Exchange, Inc.
Blooston Mordkofsky Dickens Duffy
& Prendergast, LLP
John A. Prendergast
2120 L Street, N.W.
Suite 300
Washington, DC 20037

Public Service Communications
Blooston Mordkofsky Dickens Duffy &
Prendergast, LLP
John A. Prendergast
2120 L Street, N.W.
Suite 300
Washington, DC 20037

All West Communications
Blooston Mordkofsky Dickens Duffy
& Prendergast, LLP
John A. Prendergast
2120 L Street, N.W.
Suite 300
Washington, DC 20037

Organization for the Promotion and
Advancement of Small Telecommunications
Companies
Brian J. Ford
21 Dupont Circle N.W.
Suite 700
Washington, DC 20036

Media Access Project, New America
Foundation, and Public Knowledge
Jef Pearlman
1875 Connecticut Ave., N.W.
Suite 650
Washington, DC 20009

Media Access Project
Harold Feld
1625 K Street, N.W.
Suite 1000
Washington, DC 20006

Rural Cellular Association
Lukas, Nace, Gutierrez & Sachs, Chartered
Todd B. Lantor
1650 Tysons Boulevard
McLean, VA 22102

T-Mobile USA, Inc.
Thomas J. Sugrue
Kathleen O'Brien
401 9th Street, N.W.
Suite 550
Washington, DC 20004

Verizon Wireless
Donald C. Brittingham
1300 I Street, N.W.
Suite 400W
Washington, DC 20005

James D. Schlichting
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street, N.W.
Washington, DC 20054

Governor Dave Heineman
State of Nebraska
P.O. Box 94848
Lincoln, NE 68509-4848

ALLTEL
Akin Gump Strauss Hauer & Feld LLP
Tom W. Davidson
1333 New Hampshire Ave.
Washington, DC 20036

Native American Television
James H. May
P.O. Box 1754
Williamsburg, VA 23187

Telecommunications for the Deaf, Inc.
Claude L. Stout
8630 Fenton Street, Suite 604
Silver Spring, MD 20910

Ritter Communications, Inc.
Kenneth E. Hardman
2154 Wisconsin Ave.
Suite 250
Washington, DC 20007

Chatham Avalon Park Community Council
Shainis & Peltzman, Chartered
Aaron Shainis, Esq.
1850 M Street, N.W.
Washington, DC 20036

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

Public Interest Spectrum Coalition
Law Office of Larry A. Blosser, P.A.
Larry A. Blosser
3565 Ellicott Mills Drive
Suite C-2
Ellicott City, MD 21043

South Dakota Telecommunications Association
Blooston Mordkofsky Dickens Duffy
& Prendergast, LLP
D. Cary Mitchell
2120 L Street, N.W., Suite 300
Washington, DC 20037

South Dakota Public Utilities Commission
Rolayne Ailts Wiest
500 E Capitol Ave
Pierre, SD 57501 -5070

Institute for Policy Innovation
1660 Stemmons
Suite 245
Lewisville, TX 75078

North Dakota Network Co.
Blooston Mordkofsky Dickens Duffy
& Prendergast, LLP
Robert M. Jackson
2120 L Street, N.W., Suite 300
Washington, DC 20037

Communications Consumers United
P.O. Box 4281
Tallahassee, FL 32315 -4281

U.S. Pan Asian American Chamber
of Commerce
Susan Au Allen
1329 18th Street, N.W.
Washington, DC 20036

The ASPIRA Association
1444 Eye Street N.W.
Suite 800
Washington, DC 20005

American GI Forum of the United States
1444 I St., N.W.
Suite 810
Washington, DC 20005

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

National Emergency Numbers Association
Brian Fontes, CEO
4350 North Fairfax Drive, Suite 750
Arlington, VA 22213

State of New York, New York State Police
Leslie T. Hyman
Route 7, Box 300
Sidney, NY 13838

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

Chatham Avalon Park Community Council
Shainis & Peltman, Chaptered
Aaron Shainis, Esq.
1850 M Street N.W.
Washington, DC 20036

Ad Hoc Public Interest Spectrum Coalition
Larry A. Blosser
3565 Ellicott Mills Drive
Suite C-2
Ellicott City, MD 21043

Roaming Petitioners
Willkie Farr & Gallagher LLP
Daniel Alvarez
1875 K Street, N.W.
Washington, DC 20006

West Virginia State Fraternal Order of Police
Joe Crawford, WV State FOP Vice President
881 South Walnut Street
St. Albans, WV 25177

Organizations Concerned about Rural Education
2725 Connecticut Ave., N.W.
Suite 302
Washington, DC 20008

US Hispanic Chamber of Commerce
David C. Lizarraga
2175 K Street, N.W., Suite 100
Washington, DC 200037

FBI Law Enforcement Executive Development
Tom Stone
P.O. Box 2349
West Chester, PA 19380

State of North Dakota
Office of Attorney General
James Patrick Thomas
Consumer Protection & Antitrust Division
P.O.Box 1054
Bismarck, ND 58502 -1054

Centennial Communications Corp.
William L. Roughton, Jr.
3349 Route 138, Building A
Wall, NJ 07719

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

International Brotherhood of Electrical Workers
Edwin Hill, International President
900 Seventh Street, N.W.
Washington, DC 20001

National Telecommunications Cooperative
Association
Daniel Mitchell
4121 Wilson Blvd., 10th Floor
Arlington, VA 22213

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

National Hispanic Council on Aging
Yanira Cruz, MPH, DrPH, Pres. & CEO
734 15th Street, N.W.
Washington, DC 20005

The EMR Policy Institute
Whitney North Seymour
425 Lexington Avenue, Room 1721
New York, NY 10017

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

Lansing Regional Chamber of Commerce
William Sepic, CCE, President & CEO
500 E. Michigan Avenue, Suite 200
Lansing, MI 48912

Women Impacting Public Policy
1615 L Street, N.W., Suite 650
Washington, DC 20006

Small Business & Entrepreneurship Council
2944 Hunter Mill Road
Suite 204
Oakton, MD 22124

Nebraska Chamber of Commerce & Industry
Barry L. Kennedy
1320 Lincoln Mall
Suite 204
Lincoln, NE 68509

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

The Hispanic Alliance for Progress Institute
807 Brazos
Suite 316
Austin, TX 78701

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

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

Dominican American National Roundtable
Victor F. Capellan, President
1050 17th Street, N.W., Suite 600
Washington, DC 20006

National Black Chamber of Commerce
Harry Alford, President & CEO
1350 Connecticut Avenue, N.W.
Suite 405
Washington, DC 20054

League of United Latin American Citizens
Brent A. Wilkes
2000 L Street, N.W.
Suite 610
Washington, DC 20036

FreedomWorks Foundation
Wayne T. Brough
601 Pennsylvania Ave, N.W., N. Bldg.
Suite 700
Washington, DC 20004

American Association of People
with Disabilities
Jenifer Simpson
1629 K Street, N.W.
Suite 503
Washington, DC 20006

National Indian Council on Aging
Traci L. McClellan
10501 Montgomery Blvd, N.E.
Suite 210
Albuquerque, NM 87111

U.S. Cattlemen's Association
Jess Peterson, President
2414 I St., N.W.
Washington, DC 20037

Alltel Communications, Inc. et al
Wiley Rein LLP
Nancy J. Victory
1776 K Street
Washington, DC 20006

Central Arkansas Rural Cellular Limited
Partnership
Kenneth E. Hardman
2154 Wisconsin Ave.
Suite 250
Washington, DC 20007

Rural Independent Competitive Alliance
Brian J. Ford
21 Dupont Circle, N.W.
Suite 700
Washington, DC 20036

South Central Utah Telephone Association, Inc.
John A. Pendergast
Blooston Mordkofsky Dickens Duffy
& Pendergast LLP
2120 L Street, N.W.
Suite 300
Washington, DC 20037

Jack Privitt
820 Johnson Street
Little Rock, AR 72204-271

Shawn Sanders
310 Rio Lane
Little Rock, AR 72210-5488

Clive D. Bode
Atlantis Holdings LLC
301 Commerce Street, Suite 3300
Fort Worth, TX 76102

Glenn S. Rabin, Vice President*
V.P.-Federal Regulatory Counsel
Alltel Communications
601 Pennsylvania Avenue, N.W., Suite 720
Washington, DC 20004
Glenn.s.rabin@alltel.com

Alltel Communications, LLC*
Wireless Regulatory Supervisor
One Allied Drive, B1F02-D
Little Rock, AR 72202
Aci.wireless.regulatory@alltel.com

Cheryl A. Tritt*
Morrison Foerster
2000 Pennsylvania Avenue, N.W., Suite 5500
Washington, DC 20006
ctritt@mof.com

Chairman Kevin J. Martin**
Federal Communications Commission
Kevin.martin@fcc.gov

Commissioner Michael J. Copps**
Federal Communications Commission
Michael.copps@fcc.gov

Comm. Jonathan S. Adelstein**
Federal Communications Commission
Jonathan.adelstein@fcc.gov

Comm. Deborah Taylor Tate**
Federal Communications Commission
Deborah.tate@fcc.gov

Comm. Robert M. McDowell**
Federal Communications Commission
Robert.mcdowell@fcc.gov

Erika Olsen**
Federal Communications Commission
Erika.olsen@fcc.gov

Rick C. Chessen**
Federal Communications Commission
Rick.chessen@fcc.gov

Renee Crittendon**
Federal Communications Commission
Renee.crittendon@fcc.gov

Wayne Leighton**
Federal Communications Commission
Wayne.leighton@fcc.gov

Angela E. Giancarlo**
Federal Communications Commission
Angela.giancarlo@fcc.gov

James D. Schlichting**
Wireless Telecommunications Bureau
Federal Communications Commission
James.schlichting@fcc.gov

Chris Moore**
Wireless Telecommunications Bureau
Federal Communications Commission
Chris.moore@fcc.gov

Erin McGrath**
Mobility Division, Wireless Bureau
Federal Communications Commission
Erin.mcgrathy@fcc.gov

Susan Singer**
Spectrum Competition and Policy division,
Wireless Telecommunications Bureau
Federal Communications Commission
Susan.singer@fcc.gov

Linda Ray**
Broadband Division, Wireless Bureau
Federal Communications Commission
Linda.ray@fcc.gov

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

Jodie May**
Policy Division
Wireline Competition Bureau
Federal Communications Commission
Jodie.may@fcc.gov

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

Best Copy & Printing, Inc.**
FCC Copy Contractor
fcc@bcpiweb.com

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

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

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

Mobi PCS
William Jarvis, CEO
733 Bishop Street, Suite 100
Honolulu, HI 96813

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

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

Organizations Concerned About Rural
Education

Dale Lestina, President
2725 Connecticut Avenue, N.W.
Suite 302
Washington, DC 20008

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

/s/Latonya Y. Ruth
Latonya Y. Ruth

* Via Email and U.S. Mail
** Via Email