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September 18, 2009

Via Electronic Delivery

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

**Re: Notice of *Ex Parte*
Atlantic Tele-Network, Inc. and Verizon Wireless Seek FCC Consent to
Assign or Transfer Control of Licenses and Authorizations
WT Docket No. 09-119**

Dear Ms. Dortch:

On September 17, 2009, on behalf of Bulloch Cellular, Inc., Pineland Cellular, Inc., Planters Rural Cellular, Inc. and Plant Cellular RSA 8, Inc. (collectively, “Georgia Partners”), Stephen G. Kraskin, of Communications Advisory Counsel, and I met with David Goldman, Legal Advisor to Chairman Julius Genachowski’s Office, in reference to the above-captioned proceeding currently before the Commission.

On September 9, 2009, Atlantic Tele-Network, Inc. (ATNI) and Verizon Wireless met with David Goldman to review the issues and discuss the arguments set forth in their Joint Opposition. *See* ATNI and Verizon Wireless *ex parte* letter dated September 9, 2009. We expressed concern that ATNI and Verizon Wireless did not elaborate on that review or those discussions in their *ex parte* filing and that they needed to be more forthcoming in reporting on their *ex parte* meetings with the Commission going forward.

We then had a general discussion of the Commission’s permit but disclose *ex parte* rules and suggested that the Commission consider converting permit but disclose proceedings to restricted proceedings when a petition to deny is filed in a license transfer proceeding such as the instant proceeding that is likely to be contentious in nature. This will allow the development of a complete and impartial record.

We also discussed the Georgia Partners’ concerns regarding ATNI as the proposed transferee, as set forth in the pleadings, and informed Mr. Goldman that the Georgia Partners goals are aligned with those of the FCC and DOJ – to ensure that Verizon Wireless sells the Georgia Cluster to an entity that would be capable of competing in the Georgia Cluster. We reiterated our concerns regarding ATNI’s ability to compete in the Georgia Cluster due to ATNI’s lack of retail experience in the United States and dismal performance in foreign markets,

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especially Guyana. We then informed Mr. Goldman that the law suit filed by the Georgia Partners in Georgia was proceeding, that the Georgia Partners were confident that they would prevail under Georgia law to have their Right of First Refusal (ROFR) extended to the Georgia Cluster and that the Georgia Partners are in ongoing discussions with several experienced mobile carriers interested in partnering with the Georgia Partners and that each of these companies have strong retail experience in the United States and are capable of operating the Georgia Cluster in a competitive manner so that upon exercising the ROFR to purchase the Georgia Cluster, the Georgia Partners would be able to obtain FCC and DOJ approvals pursuant to the *Alltel-Verizon Order* and the *Consent Decree*.

With respect to the ex parte letter submitted jointly by ATNI and Verizon Wireless on September 14, 2009, arguing that the Georgia Partners were attempting to have the Commission change the standard of review applied to this transaction, we pointed out that the standard of review is not the same as an ordinary public interest standard of review and that pursuant to paragraph 163 of the *Verizon-Alltel Order*, Verizon Wireless must follow and the FCC must take into consideration “the terms of the agreements to be contained in any preservation of assets stipulation, proposed final judgment, or other document or Applicant that may be entered into between the Applicants and DOJ.” Furthermore, as a practical matter we pointed out that it would be contrary to the public interest for the FCC not to broaden the typical standard of review applied to transactions of this type for this transaction given the anti-competitive concerns at stake and the fact that Verizon Wireless agreed to be bound by the *Consent Decree* in order to have the Alltel transaction approved by DOJ and the FCC.

Pursuant to Section 1.1206(b) of the Commission’s Rules, this letter is being filed electronically. Please refer any questions regarding this matter to the undersigned counsel.

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

Respectfully submitted,

The Georgia Partners

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

cc: David Goldman