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October 6, 2009

Via Electronic Delivery

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 October 5, 2009, on behalf of Bulloch Cellular, Inc., Pineland Cellular, Inc., Planters Rural Cellular, Inc. and Plant Cellular RSA 8, Inc. (collectively, "Georgia Partners"), I met with Kathy Harris, Wireless Telecommunications Bureau's Mobility Division, Angela Kronenberg, Wireless Telecommunications Bureau's Spectrum Competition Policy Division, Susan Singer, Wireless Telecommunications Bureau's Spectrum and Competition Policy Division, Matthew Nodine, Wireless Telecommunications Bureau, Linda Chang, Wireless Telecommunications Bureau's Mobility Division, Monica DeLong, Wireless Telecommunications Bureau's Spectrum and Competition Policy Division, Linda Ray, Wireless Telecommunications Bureau's Broadband Division, Joel Rabinovitz, Office of the General Counsel, and Neil Dellar, Office of the General Counsel's Transaction Team (FCC Staff), in reference to the above-captioned proceeding currently before the Commission.

Initially, I raised questions about an ex parte filing made by Atlantic Tele-Network, Inc. (ATNI) on September 17, 2009. During September 16-17, 2009 ex parte meetings with the FCC, ATNI distributed a written presentation in an attempt to support its claim that the public interest would be served by granting ATNI's applications in the above-referenced proceeding. I pointed out that, to date, the record is lacking the details needed for the FCC to determine how ATNI would compete effectively against Verizon Wireless. The presentation (specifically, pages 11 – 12 (Public Interest Benefits from ATN Entry)) does not provide any detail on how ATNI plans to: (1) create new competition when ATNI has no established retail experience in the United States; (2) differentiate its service offerings; (3) use its financial strength to improve its network and services; or (4) bring its experience to these markets. I urged FCC Staff to give close scrutiny to ATNI's financial health and determine whether ATNI has the financial wherewithal and the retail experience in the United States to be a viable competitor.

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I also reminded FCC Staff that the four criteria cited by ATNI are not the only public interest criteria on which ATNI must be evaluated. I reminded the FCC Staff that in their analysis of the transaction they are obligated to make their determination based on a heightened public interest standard beyond the normal public interest standard used to determine whether an applicant is qualified to hold an FCC license. In reviewing this transaction, the FCC must adhere to paragraph 163 of the *Verizon-Alltel Order*, and 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.” Verizon Wireless is obligated to sell to a buyer that has the intent and capability of being an effective competitor to Verizon Wireless. The Georgia Partners do not believe that there is sufficient evidence in the record for the FCC to make that determination and have presented evidence to the contrary. Even apart from its obligations to apply this heightened standard of review, I 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 the U.S. Department of Justice (DOJ) and the FCC.

I expressed concern that the ex parte filings made by Verizon Wireless and ATNI to date needed to be more complete and expressed a desire by the Georgia Partners to see this proceeding treated as restricted rather than permit but disclose. I suggested that future meetings dealing with issues involving the Georgia Partners, ATNI and Verizon Wireless would be better handled with all parties present to ensure that an accurate and impartial record is developed upon which the Commission may make its decision.

I discussed the Georgia Partners’ concerns regarding ATNI as the proposed transferee, as set forth in the pleadings, and informed FCC Staff 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. The Georgia Partners are all rural telephone cooperatives owned by their members. The Georgia Partners provide landline and broadband services to their members and through the general partnership provide wireless services under the Alltel brand. The co-op members are aware that the service the Georgia Partners provide is operated under the Alltel brand and that the Georgia Partners are responsible for having built a cellular network in Georgia RSA 8 that is superior in coverage to that of Verizon Wireless. The former Alltel (and now the Management Trustee) have managed the day to day operations of Georgia RSA 8 pursuant to a Management Agreement in which the Georgia Partners maintain ultimate control. Combined, the Georgia Partners own 2/3 of the general partnership interests. Wireless is critical to the Georgia Partners’ future and the Georgia Partners have made it abundantly clear to Verizon Wireless and ATNI that they will not stand by and see their wireless business run into the ground by an unqualified buyer.

I reiterated the Georgia Partners’ 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, especially Guyana.

I pointed out that the low price offered for these markets (which works out to \$250 per subscriber) is evidence of anticompetitive intent. In the AT&T/Verizon Wireless divestiture transaction, AT&T proposes to pay Verizon Wireless \$1,567 per subscriber and when Verizon Wireless acquired Alltel, it paid approximately \$2,134 per subscriber. The Georgia Partners know that the assets are worth far more than ATNI is proposing to pay and believe this is evidence alone that Verizon Wireless anti-competitively sought out an inexperienced company without retail wireless presence in the U.S. as the buyer instead of other better qualified companies that participated in the bidding process. The Georgia Partners did not participate in the bidding process because they were assured by Verizon Wireless that the right of first refusal (ROFR) granted to the Georgia Partners by their Partnership Agreement would be honored. Because DOJ required the Georgia markets to be sold as the Georgia Cluster, the Georgia Partners understood that pursuant to their Partnership Agreement the ROFR would expand to the Georgia Cluster.

I informed FCC Staff 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 and that I would continue to keep FCC Staff apprised of the status of the litigation in Georgia.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. Should you have any questions or require additional information regarding this matter, please do not hesitate to contact the undersigned counsel.

Respectfully submitted,

The Georgia Partners

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

cc (via email): Kathy Harris
Angela Kronenberg
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