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December 2, 2009

Via ECFS

Ms. Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: Applications of Atlantic Tele-Network, Inc. and Cellco Partnership
d/b/a Verizon Wireless for Consent to Assign or Transfer Control of
Licenses and Authorizations;
WT Docket No. 09-119;
Request for Second Protective Order**

Dear Ms. Dortch:

The Rural Telecommunications Group, Inc. (“RTG”), by its attorneys, hereby responds to the Request for Second Protective Order (“Request”) filed by AT&T Inc. (“AT&T”) and Cellco Partnership d/b/a Verizon Wireless (“Verizon”) on November 25, 2009 in the above-referenced proceeding. RTG opposes any and all attempts by AT&T and Verizon to subject information regarding AT&T’s plans regarding the divestiture CDMA network and roaming plans and agreements to the proposed terms of a second protective order.

Sections II and III of the Federal Communications Commission’s (“FCC” or “Commission”) November 19, 2009 letter of inquiry to AT&T and Verizon request information concerning AT&T’s plans for the acquired CDMA network and roaming opportunities. The information requested by the FCC in these sections is directly relevant to the issues raised by RTG in its Petition to Deny filed on July 20, 2009 against the above-referenced applications. Moreover, complete access¹ to roaming agreements and information is critical to the public

¹ Although the second protective order sought by AT&T and Verizon would allow outside counsel to review the information sought to be covered by the second protective order, it would not allow RTG to review the information, thus effectively depriving the organization and its members of access to such information. The requested order would also deny counsel to RTG the ability to effectively represent RTG in this proceeding. In addition to denying counsel the ability to effectively communicate with its client about the substance of the information provided to the Commission by AT&T and Verizon, the ability to prevent *any* copying of the subject documents would require counsel to rely on notes or memory, neither of which allow for adequate representation. In addition, to the extent AT&T and Verizon are requesting language similar to that adopted in the *AT&T/Centennial Second Protective Order*, 24 FCC Rcd 7182 (2009), such language would afford AT&T and Verizon the ability to delay or prohibit counsel’s access to the subject confidential information by alleging that counsel does not fall within the definition of “Outside Counsel of Record” permitted to access such information by falsely stating that RTG’s members are “competitors” of a Submitting Party.

interest. Roaming is a common carrier service and accordingly any roaming agreement to which AT&T is a party should be made publicly available. RTG member companies and other wireless carriers interested in entering into roaming arrangements with AT&T need to know the terms and conditions of other AT&T roaming agreements in order to negotiate a roaming agreement under terms and conditions that are fair to both parties. AT&T and Verizon attempt to justify limited access to AT&T's plans for providing roaming services on the CDMA network and the terms and conditions it will offer for such roaming services by contending that notice of such plans would provide roaming customers with an "unfair advantage" in any roaming negotiations "as well as AT&T's plans for the evolution of the network it uses to compete with some of these customers in some of these CMAs."² To the contrary, as noted above, access to such information would *remove AT&T's* unfair advantage by allowing roaming customers to negotiate the same deals that AT&T has given to other roaming partners. Further, any suggestion that RTG members, and indeed any carrier other than Verizon, are competitors of AT&T is ludicrous. Verizon is the only entity to which AT&T's argument would conceivably apply, and Verizon, which has already built out its CDMA network and would thus have no competitive use for such information, is already being forced to divest all potentially competitive networks. Limiting access to AT&T's plans for its acquired CDMA network will harm roaming partners and their customers who will be given little or no notice of if or when AT&T intends to turn down such network.

Grant of the Request with respect to the information discussed above would result in an incomplete record in this proceeding and disserve the public interest. Accordingly, RTG respectfully requests that the Request be denied to the extent requested herein.

Respectfully submitted,

/s/ Caressa D. Bennet

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² Request at p. 4.