



Law Offices of Bennet & Bennet, PLLC

Maryland

4350 East West Highway, Suite 201
Bethesda, Maryland 20814
Tel: (202) 371-1500
Fax: (202) 371-1558

District of Columbia

10 G Street NE, Suite 710
Washington, DC, 20002

Caressa D. Bennet
Michael R. Bennet
Gregory W. Whiteaker
Marjorie G. Spivak*
Donald L. Herman, Jr.
Kenneth C. Johnson‡
Howard S. Shapiro
Daryl A. Zakov^
Robert A. Silverman

Of Counsel
Andrew Brown*

*Admitted in DC & PA Only

‡Admitted in DC & VA Only

^Admitted in DC & WA Only

↔Admitted in DC & ME Only

March 5, 2010

Via ECFS

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

**Re: Notice of *Ex Parte*
Rural Telecommunications Group, Inc.**

**Reexamination of Roaming Obligations of CMRS Providers
WT Docket No. 05-265**

Dear Ms. Dortch:

Because of the relevance of the information included in the Rural Telecommunications Group, Inc.'s ("RTG") attached *ex parte* in response to Cox Communications' *ex parte* letter in the proceeding, Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations and to Modify a Spectrum Leasing Agreement; WT Docket No. 09-104, RTG hereby requests that the Commission also associate this *ex parte* with the above-captioned proceeding, WT Docket No. 05-265 ("Roaming Docket").

Please do not hesitate to contact me with any questions.

Respectfully submitted,

By: */s/ Caressa D. Bennet*

Caressa D. Bennet
Counsel to Rural Telecommunications Group, Inc.

Attachment



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Of Counsel

Andrew Brown*

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^Admitted in DC & WA Only

↪Admitted in DC & ME Only

March 4, 2010

VIA ELECTRONIC FILING

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

**Re: Notice of *Ex Parte*
Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless
for Consent to Assign or Transfer Control of Licenses and Authorizations
and to Modify a Spectrum Leasing Arrangement
WT Docket No. 09-104**

Dear Ms. Dortch:

The Rural Telecommunications Group, Inc. (“RTG”), by its attorneys, hereby submits to the Federal Communications Commission (“FCC” or “Commission”) this *ex parte* letter in response to an *ex parte* letter filed recently by Cox Communications (“Cox”) in the above-captioned proceeding.¹ In that letter, Cox expressed its concerns that roaming options would diminish or disappear should AT&T Inc. (“AT&T”) acquire the former CDMA assets of ALLTEL Communications Corporation (“ALLTEL”). Cox also proposed in its *ex parte* letter that two conditions be imposed on the pending transaction. First, Cox sought a requirement that AT&T maintain ALLTEL’s CDMA network for five years or until the fourth-generation LTE air-interface technology is widely adopted. Second, Cox sought a requirement that Cellco Partnership d/b/a Verizon Wireless (“Verizon”) allow Cox and other newly-operational mobile providers to “opt in” to existing ALLTEL and Verizon roaming agreements in those divested markets where Verizon would remain the only CDMA mobile operator. RTG fully supports Cox in its request for imposing roaming conditions on AT&T and Verizon in this transaction.

Not only are the concerns raised by Cox in its *ex parte* letter valid, but those same concerns were first brought to the attention of the Wireless Telecommunications Bureau by RTG when Verizon originally sought the Commission’s approval to purchase ALLTEL in 2008. RTG prophetically recognized, very early on in the process, that the roaming conditions imposed by the Commission as part of its approval of the ALLTEL-Verizon merger would negatively impact

¹ See *Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations and to Modify a Spectrum Leasing Arrangement*, Cox Ex Parte Letter (filed Feb. 12, 2010).

new licensees and prospective commercial mobile operators.² Pitifully, Cox is not alone as the poster-child for new mobile operators facing a complete bar to much-needed roaming coverage.

At the time of its acquisition, ALLTEL operated a dual-mode network over much of its licensed territory, one utilizing CDMA and another utilizing GSM. RTG understood that absent a requirement that Verizon (or an acquirer of its divested assets) support roaming on the networks of both air-interface technologies, numerous wireless subscribers would be cut-off from a nationwide roaming experience. Furthermore, RTG highlighted the unintended consequence the merger would have on new mobile operators and their nascent subscriber bases. While RTG focused its argument at the time on the impact of a potential GSM-network shutdown, its argument remains just as valid today for those mobile subscribers using CDMA such as Cox. By not requiring AT&T to support roaming on the CDMA network it plans on acquiring from Verizon, the Commission will place small, regional and rural mobile upstarts such as Cox behind the proverbial 8-ball.

The fears of diminished access to needed roaming coverage raised by Cox and RTG have existed ever since the ALLTEL-Verizon merger was first announced, and these fears did not disappear in the slightest when AT&T sought to purchase large portions of the ALLTEL divestiture network. Specifically, in its petition for reconsideration of the order approving the ALLTEL-Verizon merger, RTG reminded the Commission that “[N]one of Verizon’s promises regarding roaming access were intended for *new* mobile operators, only those mobile operators with existing roaming relationships with ALLTEL. The Commission’s tacit approval of this public stance is a classic example of the law of unintended consequences.”³ Quite presciently, in a footnote to the same paragraph, RTG remarked that “[n]ew entrants that choose to deploy CDMA with a migration path to LTE should be given the opportunity to opt into existing CDMA roaming agreements. No new entrants, regardless of technology choice, should be denied the ability to obtain fair and nondiscriminatory roaming agreements with Verizon.”⁴ Cox is in the unenviable position of being such a new market entrant denied access to roaming services.

RTG raised precisely the same issue in the proceeding involving the AT&T-Verizon transaction when it recognized that “AT&T intends to shutter its newly acquired CDMA network and in the process deny a competitive roaming option to tens of millions Americans. The elimination, overnight, of such an immensely large roaming network is antithetical to the public interest, and for that reason alone, the Commission should deny its consent to the proposed transaction.”⁵ Finally, as RTG reminded the Commission, “[t]he same roaming conditions that Verizon and ALLTEL agreed to in order to get the Commission to go along with the merger need to be passed through to AT&T for these 79 former ALLTEL markets that AT&T is now

² See generally *In re Applications of Atlantis Holdings LLC, Transferor, and 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*, Petition for Reconsideration of the Rural Telecommunications Group, WT Docket No. 08-95 (filed Dec. 10, 2008) (“*Petition for Reconsideration*”).

³ *Petition for Reconsideration* at 13.

⁴ *Petition for Reconsideration* at 14.

⁵ *In re Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations and to Modify a Spectrum Leasing Arrangement*, Reply to Joint Opposition to Petitions to Deny, WT Docket No. 09-104 (filed Aug. 11, 2009) (“*Reply to Joint Oppositions to Petitions to Deny*”) at 5.

seeking to acquire. It would be illogical to think that just because these 79 markets are being divested to AT&T instead of remaining with Verizon, that the same roaming conditions should not apply post-transaction to AT&T.”⁶ RTG predicted that new mobile operators – such as Cox - would unwittingly get denied access to roaming based on the language of the ALLTEL-Verizon merger order. The same mistake should not be made in the Commission’s handling of the current transaction.

Accordingly, RTG agrees with Cox that AT&T should be required to operate the divested network for a period of five years or until LTE is readily available, and Verizon should agree to support roaming in those markets where it will remain the only CDMA operator for all new market entrants.

Respectfully submitted,

Rural Telecommunications Group, Inc.

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

⁶ Reply to Joint Oppositions to Petitions to Deny at 6.