



ATTORNEYS AT LAW

1666 K Street, NW
Suite 500
Washington, DC 20006
T 202.887.1400
F 202.466.3215

Tamir D. Damari
D 202.887.1442
tdamari@nossaman.com

Refer To File #: 290861-0003

July 2, 2010

Federal Communications Commission
Office of General Counsel
445 12th Street SW
Washington, DC 20554

Re: FOIA Control No. 2010-379

APPLICATION FOR REVIEW OF FREEDOM OF INFORMATION ACT ACTION

Skybridge Spectrum Foundation ("Skybridge"), by and through its undersigned counsel, hereby files this Application for Review of Freedom of Information Act Action. Skybridge seeks review, pursuant to 47 CFR §§0.461(j) and 1.115, of a June 2, 2010 determination by Scot Stone, Deputy Chief, Mobility Division, Wireless Telecommunications Bureau (the "Wireless Bureau") denying Skybridge's Freedom of Information Act Request (the "Request") dated April 19, 2010 (FOIA Control No. 2010-379).

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QUESTION PRESENTED

1. Did the Wireless Bureau err on June 2, 2010 by maintaining that certain information responsive to the Request was exempt from disclosure by FOIA?

RELEVANT UNDERLYING FACTS AND PROCEDURAL HISTORY

The Enforcement and Wireless Bureaus of the Commission are investigating compliance by Maritime Communications/Land Mobile, LLC ("MCLM") with 47 CFR §§1.2110, 1.2112, 1.17 and 1.65. Specifically, these Bureaus are investigating whether MCLM and its principals failed to disclose all required ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission. (the "MCLM Investigation").

By letter dated August 18, 2009, the Wireless Bureau directed MCLM, its principals Sandra and Donald DePriest, and its affiliates MariTEL, Inc. ("MariTEL") and Wireless Properties of Virginia, Inc. ("WPV") (collectively, the "Investigated Parties") to provide certain information related to the MCLM Investigation (See letters collectively attached as *Exhibit 1*). This letter prohibited the Investigated Parties from withholding information based upon generalized or unsubstantiated claims of confidentiality:

Request for Confidential Treatment. If [you] request that any information or documents responsive to this letter be treated in a confidential manner, [you] shall submit, along with all responsive information and documents, a statement in accordance with Section 0.459 of the Commission's rules. 47 C.F.R. §0.459. Requests for confidential treatment must comply with the requirements of Section 0.459, including the standards of specificity mandated by Section 0.459(b).¹ Accordingly, "blanket" requests for

¹ This regulation states, in relevant part:

confidentiality of a large set of documents, and casual requests, including simply stamping pages "confidential," are unacceptable. Pursuant to Section 0.459(c),² the Bureau will not consider requests that do not comply with the requirements of Section 0.459.

Id., at page 7.

"(b) Except as provided in §0.459(a)(3), each such request shall contain a statement of the reasons for withholding the materials from inspection (see §0.457) and of the facts upon which those records are based, including:

- (1) Identification of the specific information for which confidential treatment is sought;
- (2) Identification of the Commission proceeding in which the information was submitted or a description of the circumstances giving rise to the submission;
- (3) Explanation of the degree to which the information is commercial or financial, or contains a trade secret or is privileged;
- (4) Explanation of the degree to which the information concerns a service that is subject to competition;
- (5) Explanation of how disclosure of the information could result in substantial competitive harm;
- (6) Identification of any measures taken by the submitting party to prevent unauthorized disclosure;
- (7) Identification of whether the information is available to the public and the extent of any previous disclosure of the information to third parties;
- (8) Justification of the period during which the submitting party asserts that material should not be available for public disclosure; and
- (9) Any other information that the party seeking confidential treatment believes may be useful in assessing whether its request for confidentiality should be granted."

² This regulation states, in relevant part: "(c) Casual requests (including simply stamping pages 'confidential') which do not comply with the requirements of paragraphs (a) and (b) of this section will not be considered."

The Investigated Parties responded by letters dated September 28, 2009 and September 30, 2009. (See response of Sandra DePriest/MCLM, attached as *Exhibit 2*, response of WPV, attached as *Exhibit 3*, response of MariTEL, attached as *Exhibit 4*). In WPV's response, its counsel stated that "I am concurrently filing Attachment II to WPV's response under a request for confidential treatment of the document." (See *Exhibit 3*). WPV did not provide any further explanation for this request.

On February 26, 2010, the Enforcement Bureau sent a follow-up letter of inquiry to the Investigated Parties, seeking additional information and documentation relating to the MCLM Investigation. (See letters collectively attached as *Exhibit 5*). This letter once again prohibited the Investigated Parties from withholding information based upon generalized or unsubstantiated claims of confidentiality:

Request for Confidential Treatment. If [the responding party requests] that any information or documents responsive to this letter be treated in a confidential manner, it shall submit, along with all responsive information and documents, a statement in accordance with Section 0.459 of the Commission's rules. 47 C.F.R. §0.459. Requests for confidential treatment must comply with the requirements of Section 0.459, including the standards of specificity mandated by Section 0.459(b). Accordingly, "blanket" requests for confidentiality of a large set of documents, and casual requests, including simply stamping pages "confidential," are unacceptable. Pursuant to Section 0.459(c), the Bureau will not consider requests that do not comply with the requirements of Section 0.459.

See *Exhibit 5*, at page 8.

The Investigated Parties responded by letters dated March 29, 2010. (See response of Sandra DePriest/MCLM attached hereto as *Exhibit 6*, response of Donald DePriest/WPV attached hereto as *Exhibit 7*, response of MariTEL, attached hereto as *Exhibit 8*). Once again, the Investigated Parties disregarded the Enforcement Bureau's

admonition regarding withholding information based upon unsubstantiated claims of confidentiality. Instead, they made generalized and conclusory claims regarding the purported confidentiality of information responsive to the Enforcement Bureau's request.

For example, MariTEL's response stated:

Certain of the requests seek confidential information . . . Accordingly, MariTel hereby requests confidential treatment under section 0.459 of the Commission's rules, for certain commercially sensitive corporate and financial information contained in its response. . . MariTEL requests that the redacted confidential information be permanently withheld from public inspection under section 0.459 of the Commission's rules.

See *Exhibit 8*, at page 1.

With particular respect to MariTEL's aggregate gross revenues and other financial information, MariTEL responded:

Mr. Schonman's letter requests documentation demonstrating MariTEL's aggregate gross revenues and other financial information . . . This information has been provided in Exhibits 1, 2 and 4, respectively, of the **CONFIDENTIAL** version of MariTEL's response. The information contained in these Exhibits is commercially sensitive corporate and financial information that customarily would be guarded from competitors and would not be made routinely available for public inspection.

Id., at page 2.

Similarly, Donald DePriest/WPV stated:

DePriest requests confidential treatment of the Exhibits in their entirety . . . The Exhibits merit confidential treatment because they address strategically sensitive matters, including specific commercial and financial information. DePriest would not customarily release this type of sensitive information to the public and believes that exposure of the specific business arrangements or its financial information is unwarranted. Such release could result in substantial competitive harm by placing DePriest at a disadvantage vis-à-vis other telecommunications service providers specifically and against the private mobile radio service industry in general

. . . There is no reasonably segregable information which could be released without competitive harm to DePriest.

See Exhibit 7, at page 1.

MCLM/Sandra DePriest likewise responded by stating:

The Exhibits merit confidential treatment because they address strategically sensitive matters, including specific commercial and financial information. MCLM would not customarily release this type of sensitive information to the public and believes that exposure of the specific business arrangements or its financial information is unwarranted. Such release could result in substantial competitive harm by placing MCLM at a disadvantage vis-à-vis other telecommunications service providers specifically and against the private mobile radio service industry in general . . . There is no reasonably segregable information which could be released without competitive harm to MCLM.

See Exhibit 6, at page 1.

THE FOIA REQUEST AT ISSUE

In the Request, Skybridge sought the following documents related to the MCLM

Investigation:

- (1) All records relating to the August 18, 2009 letters sent by the Wireless Bureau to MCLM, Sandra DePriest, MariTEL, Donald DePriest and WPV in connection with the MCLM Investigation (the "Section 308 Letters");
- (2) All records relating to the February 26, 2010 letters sent by the Enforcement Bureau to the Investigated Parties (the "EB Letters");
- (3) Copies of all correspondence between the Commission and the recipients of the Section 308 and EB Letters, regarding the subject matters of these letters;
- (4) Copies of all correspondence between the staffs of the Wireless and Enforcement Bureaus relating to the subject matters of the Section 308 Letters and the EB Letters; and

- (5) Copies of all correspondence between the Commission and any non-Commission governmental entity relating to the subject matters of the Section 308 Letters and the EB Letters.

See Exhibit 9.

On June 2, 2010, the Wireless Bureau responded to the Request as follows:

- (1) As to Request No. 1, the Wireless Bureau maintained that it had previously produced all responsive documents in its possession in response to Skybridge's prior FOIA request dated October 27, 2009 (FCC FOIA Control No. 2009-645), except for a document for which the Commission had tentatively granted confidentiality; i.e., Attachment II to WPV's September 30, 2009 response to the August 18, 2009 Section 308 letter ("Attachment II").

- (2) As to Request No. 2, the Wireless Bureau maintained that "you were copied on the . . . EB letters to all three parties, as well as the responses by those parties. No additional records beyond what you were copied on have been filed or are in the Commission's possession." However, the Bureau further acknowledged that MCLM, WPV and MariTel had sought and obtained confidential treatment of certain portions of their responses to the EB letters.

- (3) As to Request No. 3, the Wireless Bureau maintained that "you were copied on the three Section 308 Letters and Responses; the three [EB] Letters and responses; and any e-mails Commission staff may have had with the affected parties. Beyond that, the Commission has no other records."

- (4) As to Request No. 4, the Wireless Bureau maintained that all responsive documents "are protected by the attorney work-product [doctrine] which has been incorporated into Exemption 5 of the Freedom of Information Act, 5 U.S.C. §552(b)(5), and are therefore not discloseable. In the alternative, and also under Exemption 5, any such e-mails would be 'pre-decisional' in nature, and likewise not subject to disclosure."

See Exhibit 10.

ARGUMENT

A. Introduction

“FOIA is often explained as a means for citizens to know what their government is up to.” *NARA v. Favish*, 541 U.S. 157, 171 (2004). This phrase is not a “convenient formalism,” but rather “it defines a structural necessity in a real democracy.” *Id.*, at 171-72.

The withholding agency bears the burden of establishing that a given document is exempt from the disclosure requirements of FOIA. *Center for International Environmental Law v. Office of the US Trade Representative*, 237 F. Supp. 2d 17, 21 (D.D.C. 2002). Most recently, the President of the United States has issued a memorandum to the heads of all agencies instructing them that information may not be withheld under FOIA simply because of the agency’s “speculative or abstract fears” regarding disclosure. *FOIA Post (2009): Creating a New Era of Open Government* (the “FOIA Memorandum”), at page 1. The FOIA Memorandum also “strongly encourages agencies to make discretionary disclosures of information.” *Id.*, at page 2. Information should not be withheld simply because an exemption “technically or legally” might apply. *Id.*, at page 4.

The Wireless Bureau has failed to meet its stringent burden to justify non-disclosure, for the reasons set forth below. Its actions are therefore in conflict with statute, regulations, case precedent and established Commission policy. Furthermore, these actions have caused prejudicial procedural error to Skybridge.

B. The Wireless Bureau Has Not Established that Information May Be Properly Withheld As Confidential Business Information

As noted above, the Wireless Bureau has withheld certain responsive information based on a request by the Investigated Parties that this information be treated as confidential under 5 U.S.C. §552(b)(4) (colloquially known as FOIA "Exemption 4").³ Exemption 4 exempts from the disclosure requirements of FOIA "trade secrets and commercial or financial information obtained from a person and privileged or confidential."

Nonetheless, because courts "have viewed [Exemption 4] arguments with skepticism" (*In Defense of Animals v. NIH*, 543 F. Supp. 2d. 70, 79 (D.D.C. 2008)), the scope of Exemption 4 has been carefully circumscribed. Firstly, "the government retains the burden of demonstrating that the specific information withheld in any particular instance qualifies as confidential commercial information." *Government Accountability Project v. HHS*, 2010 U.S. Dist. LEXIS 21415 *29 (D.D.C. 2010).

Secondly, information will be considered confidential only if disclosure would be likely either to (1) impair the government's ability to obtain necessary information in the future; or (2) cause substantial harm to the competitive position of the person from whom information was obtained. See *Government Accountability Project*, at *13.

Thirdly, a party "may waive its claim that information is exempt from disclosure if a FOIA plaintiff carries his burden of pointing to specific information in the public domain

³ This statute states that "trade secrets and commercial or financial information obtained from a person and privileged or confidential" are exempt from disclosure under FOIA.

that appears to duplicate that [which is] being withheld.” *People for the Ethical Treatment of Animals v. USDA*, 2005 U.S. Dist. LEXIS 10586 *26 (D.D.C. 2005).

Fourthly, when an agency asserts Exemption 4, it must generally provide a so-called Vaughn Index, which describes each withheld document, and states a justification for the exemption claimed. See *Vaughn v. Rosen*, 449 F.3d 820 (D.C. Cir. 1973); *Judicial Watch v. FDA*, 449 F.3d 141, 146 (D.D.C. 2006) (stating, in the context of Exemption 4, that “the Vaughn index . . . gives . . . the challenging party a measure of access without exposing the withheld information.”); *People for the Ethical Treatment of Animals v. USDA*, 2005 U.S. Dist. LEXIS 10586 *11 (May 24, 2005).

Finally, and most importantly, a conclusory or generalized allegation that responsive financial information is “privileged” or “confidential,” is *per se* insufficient to demonstrate that the requested information is within the scope of Exemption 4. See *Government Accountability*, at *14 (“Conclusory and generalized allegations of competitive harm, of course, are unacceptable and cannot support an agency’s decision to withhold requested documents.”); *Green v. Dept. of Commerce*, 489 F. Supp. 977, 980 (D.D.C. 1980). The paradigmatic example of an improper conclusory invocation of Exemption 4 occurs when no facts or supporting detail is alleged in support of alleged competitive harm. *Government Accountability Project*, at *23-25 (“the explanation lacks any supporting detail demonstrating that a competitor could, in fact, use the withheld material . . . The conclusory nature of Defendants’ explanation on this point is fatal . . .”) ; *In Defense of Animals v. NIH*, 543 F. Supp. 2d. 70, 79 (D.D.C. 2008) (“NIH’s argument

for application of this Exemption consists of two sentences . . . NIH fails to identify with any level of specificity what it means by 'cost and rate' information, nor explains how such information could be used by competitors to cause substantial harm to CRL. NIH's failure in this regard is problematic, as courts in this Circuit routinely reject Exemption 4 arguments that are grounded in generalizations.") ; *People for the Ethical Treatment of Animals*, at *22.

Section 0.459 of the Commission's rules likewise obligates parties requesting confidential treatment of financial records to provide:

a statement of the reasons for withholding the materials from inspection and of the facts upon which those records are based, including . . . (1) Identification of the specific information for which confidential treatment is sought . . . (3) Explanation of the degree to which the information is commercial or financial, or contains a trade secret or is privileged . . . (4) Explanation of the degree to which the information concerns a service that is subject to competition . . . (5) Explanation of how disclosure of the information could result in substantial competitive harm . . . (6) Identification of any measures taken by the submitting party to prevent unauthorized disclosure. . . (7) Identification of whether the information is available to the public and the extent of any previous disclosure of the information to third parties . . . (8) Justification of the period during which the submitting party asserts that material should not be available for public disclosure; and (9) Any other information that the party seeking confidential treatment believes may be useful in assessing whether its request for confidentiality should be granted.

Applying the foregoing standard to this matter, the Investigated Parties' talismanic invocation of Exemption 4, which has been rubber stamped by the Wireless Bureau, fails as a matter of law. The Investigated Parties have provided no particularized ground for treating any of their information as confidential under Exemption 4. Their arguments in support of confidentiality are nothing more than

tautologies devoid of any underlying factual basis. For example, MariTEL's response to the EB Letter stated: "Certain of the requests seek confidential information . . . Accordingly, MariTel hereby requests confidentiality under section 0.459 of the Commission's rules, for certain commercially sensitive corporate and financial information contained in its response," and that "the information contained in these Exhibits [provided by MariTEL to the FCC] is commercially sensitive corporate and financial information that customarily would be guarded from competitors and would not be made routinely available for public inspection." This self-serving regurgitation of §552(b)(4) comprises an argument even more flimsy than the one summarily rejected by the adjudicating courts in *Government Accountability Project* and *In Defense of Animals, supra*. It also plainly violates §0.459 of the Commission's Rules, which, as noted above, mandates that a party claiming Exemption 4 protection must provide a detailed explanation of the basis for this claimed exemption.

This gossamer-thin justification for withholding information properly within the scope of FOIA is only underscored by the Wireless Bureau's failure to provide the required Vaughn Index, which deprives Skybridge of even the most basic information regarding the documents withheld.

Finally, as noted above, a party may "waive its claim that information is exempt from disclosure if a FOIA plaintiff carries his burden of pointing to specific information in the public domain that appears to duplicate that [which is] being withheld." *People for the Ethical Treatment of Animals*, at *26. Much of the information for which the Investigated Parties seek confidential treatment (e.g., information regarding their

attributable gross revenues, as disclosed in tax returns and other documents) is information that must be publically disclosed when a wireless license applicant seeks a Designated Entity bidding credit. Having sought the bidding credit, the Investigated Parties have waived their right to now seek the confidentiality of this information.⁴

Under FOIA, Skybridge has a right to obtain this information as a member of the general public. Skybridge also has the right to obtain such information as an interested party in the MCLM Investigation. The MCLM Investigation stems directly from the Investigated Parties' misstatements in Auction 61. Furthermore, as the Commission is aware, Skybridge (along with companies that are affiliated with and have ongoing business relationships with Skybridge, including Intelligent Transportation & Monitoring Wireless LLC and Environmental LLC) (collectively, the "Petitioners") have filed a petition to deny and several petitions for reconsideration, which remain pending, challenging the MCLM long-form submitted in Auction 61. Information responsive to the Request is necessary for Petitioners to adequately prosecute these petitions, including via a formal hearing pursuant to 47 C.F.R. §309(d). The MCLM Investigation is premised upon the facts asserted in the Petitioners' challenges to MCLM in Auction 61. Indeed, the Enforcement and Wireless Bureaus' letters to the Investigated Parties specifically reference Auction 61 as the gravamen of the investigation. Having chosen to participate in Auction 61, the Investigated Parties have waived any purported

⁴ MCLM sought and obtained a bidding credit in Auction 61. This process required disclosure of the gross revenues of MCLM, its affiliates, its controlling interests and officers, and their affiliates (including Donald and Sandra DePriest, MariTEL and WPV). See 47 C.F.R. Part 1, Subpart Q, including §1.2110.

confidentiality rights regarding information relevant to their truthful disclosures in that auction. Neither the Wireless Bureau, nor the Investigated Parties, can convert public petitions to deny and reconsideration proceedings into *de facto* private affairs under the guise of FOIA exemptions. As discussed *supra*, the purpose of FOIA is to open up government, not to curtail a party's rights to adequately prosecute a public challenge to a license award.

C. The Wireless Bureau Has Not Established that Documents May Be Properly Withheld As Attorney Work Product

The Wireless Bureau also claims that it may withhold information on the basis of 5 U.S.C. §552(b)(5)⁵ (colloquially known as "Exemption 5"), since such information is allegedly subsumed within the attorney work-product doctrine. This argument likewise fails.

The scope of 5 U.S.C. 552(b)(5) must be construed as "narrowly as consistent with efficient government operation." See *Levy v. USPS*, 567 F.2d 162, 166 (D.D.C. 2008). Thus, "conclusory explanations" as to why a document is being withheld under exemption 5 is *per se* insufficient. *Id.*, at 167; *Center for International Environmental Law v. Office of the US Trade Representative*, 237 F. Supp. 2d 17, 23 (D.D.C. 2002) ("In keeping with the FOIA's goal of broad disclosure, the Section 552(b)(5) exemption is construed narrowly."); *Nickerson v. US*, 1996 U.S. Dist. LEXIS 14489 *5 (N.D. Ill.

⁵ This sub-section permits an agency to withhold "inter-agency or intra-agency memorandums or letters which would not be available by law to a party other than an agency in litigation with the agency."

October 1, 1996); *Miscavige v. IRS*, 1992 U.S. Dist. LEXIS 19493 *7-8 (N.D. Ca.

December 10, 1992). With respect to Exemption 5, the FOIA Memorandum states:

[A] requested record might be a draft, or a memorandum containing a recommendation. Such records might be properly withheld under Exemption 5, but that should not be the end of the review. Rather, the content of that particular draft and that particular memorandum should be reviewed and a determination made as to whether the agency reasonably foresees that disclosing that particular document, given its age, content, and character, would harm an interest protected by Exemption 5. In making these determinations, agencies should keep in mind that mere "speculative or abstract fears" are not a sufficient basis for withholding. Instead, the agency must reasonably foresee that disclosure would cause harm. *Moreover, agencies must be mindful of the President's directive that in the face of doubt, openness prevails. . . records protected by Exemption 5 hold the greatest promise for increased discretionary release under the Attorney General's Guidelines.* Such releases will be fully consistent with the purpose of the FOIA to make available to the public records which reflect the operations and activities of the government.

Id., at pages 5, 7 (emphasis added).

Also, an agency claiming Exemption 5 should ordinarily provide a Vaughn Index providing "a particularized explanation of how disclosure of the particular document would damage the interest protected by the claimed exemption," in order to "afford the FOIA requester a meaningful opportunity to contest . . . the soundness of the withholding." *Miscavige*, at *10. This index must include a "relatively detailed justification." *Center for International Environmental Law*, at *22.

The Wireless Bureau has failed to meet its burden with regard to Exemption 5. The Wireless Bureau's contention that the withheld documents "are protected by the attorney work-product [doctrine] which has been incorporated into Exemption 5 of the Freedom of Information Act . . . and are therefore not discloseable" is utter conclusory

and therefore essentially meaningless. In order to demonstrate the applicability of the work product doctrine, a party must show that the material at issue has been developed in anticipation of litigation or for trial by an attorney, or on his behalf. See, F.R.C.P. 26(b)(3). Documents prepared in the ordinary course of business, or for any other non-litigation purpose, are not covered by the work product doctrine. *Martin v. Bally's Park Place Hotel & Casino*, 983 F.2d 1252, 1260 (3rd Cir. 1993). Moreover, the work product exception must be "strictly confined within the narrowest possible limits consistent with the logic of its principle." *In re Grand Jury Proceedings*, 604 F.2d 798, 802-03 (3rd Cir. 1979). The Wireless Bureau's work product doctrine claim, like its Exemption 4 claim, is unsubstantiated by any facts. It amounts to the *prima facie* suspect assertion that all documentation exchanged by the Wireless and Enforcement Bureaus were developed by attorneys in anticipation of litigation. Once again, the Wireless Bureau's failure to provide any substantiation for this claimed exemption is only underscored by the fact that it has failed to provide a Vaughn Index, depriving Skybridge of any information regarding the documents withheld. Furthermore, the Wireless Bureau has failed to even allege (let alone prove) that disclosure of the withheld information is reasonably likely to harm an interest protected by Exemption 5, in blatant disregard of the FOIA Memorandum.

D. The Fact That Skybridge Was "CC'd" On Certain Letters Transmitted By The Investigated Parties Is Legally Immaterial

As discussed *supra*, in response to Request Nos. 2 and 3, the Wireless Bureau maintained that production of information was unnecessary because Skybridge had

been copied on the Investigated Parties' responses to the Wireless Bureau and Enforcement Bureau's letters. This argument is beside the point.

Skybridge acknowledges that it was copied on the Section 308 letters, the EB Letters and the Investigated Parties' responses to these letters (with certain documents enclosed). Nonetheless, this fact does not remedy the harm caused by the Wireless Bureau's non-disclosure. Indeed, the Wireless Bureau does not cite to any authority in support of its tacit assertion that it can jettison its obligations under FOIA simply by claiming that the requesting party has obtained some of the responsive information from another source.

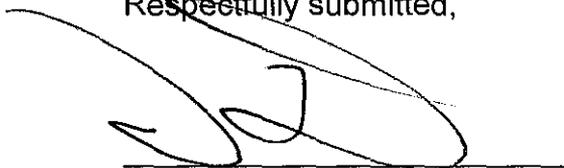
Furthermore, Skybridge was not copied on the information and documents self-servingly designated by the Investigated Parties as "confidential" under 5 U.S.C. §552(b)(4), and, for the reasons discussed above, Skybridge is entitled to this information. Additionally, neither the FCC, nor Skybridge, has any way of discerning whether the documents enclosed with the Investigated Parties' responses include all of the documents actually submitted to the Wireless and Enforcement Bureaus. Skybridge is entitled to whatever responsive documents/information the Wireless Bureau may have, and should not be forced to rely upon the Bureau's unfounded assurance that the documents enclosed with the cc'd copies of the Investigated Parties' responses include all of the documents actually submitted to the Wireless and Enforcement Bureaus. This holds particularly true given the fact that the instant investigation arises out of the Investigated Parties' affirmative misstatements and material non-disclosures. As such, the Investigated Parties' propensity for truthfulness

on even basic matters is clearly suspect in this case, and should not be accepted as a given.

CONCLUSION

For each of the foregoing reasons, the Wireless Bureau's denial of the Request should be reversed, and the Bureau should be compelled to produce the information responsive to the Request that has been previously withheld on the basis of erroneously-claimed FOIA exemptions.

Respectfully submitted,



Tamir Damari
NOSSAMAN LLP
1666 K Street NW, Suite 500
Washington, DC 20006
(202) 887-1442

Counsel for Skybridge Spectrum
Foundation

cc. Dennis C. Brown, Esq.
Russell Fox, Esq.
Donald R. DePriest

EXHIBIT 1



Federal Communications Commission
Washington, D.C. 20554

August 18, 2009

VIA CERTIFIED MAIL – RETURN RECEIPT REQUESTED

MariTEL, Inc.
4635 Church Rd., Suite 100
Cumming, GA 30028-4084
ATTN: Jason Smith

Russell H. Fox, Esq.
Mintz, Levin, Cohen, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., N.W. – Suite 900
Washington, DC 20004

Re: FCC Files Nos. 0002303355, 0003463998, 0003470447, 0003470497, 0003470527,
0003470576, 0003470583, 0003470593, 0003470602, 0003470608, 0003470613

Dear Mr. Smith and Mr. Fox:

The Wireless Telecommunications Bureau of the Federal Communications Commission is investigating compliance by MariTEL, Inc. and its subsidiaries (MariTEL) with Sections 1.17 and 1.65 of the Commission's Rules¹ relating to providing truthful and accurate information to the Commission. Specifically, as described more fully below, the Commission has received conflicting information from MariTEL and Maritime Communications/Land Mobile, LLC (MC/LM) regarding the involvement of Mr. Donald R. DePriest (Mr. DePriest) with MariTEL prior to the consummation of a recent transaction. Mr. DePriest has been deemed to have a controlling interest in MC/LM as the husband of Sandra DePriest (Ms. DePriest). MC/LM, in its prosecution of its application for new Automated Maritime Telecommunications System (AMTS) licenses for which it was the high bidder in FCC Auction No. 61 (MC/LM Application),² has repeatedly represented in pleadings and other filings that Mr. DePriest did not control MariTEL at any relevant period. MariTEL itself represented to the contrary, however, in transfer of control applications it filed in June 2008 for the express purpose of seeking Commission authority to divest Mr. DePriest of control of MariTEL (MariTEL TC Applications).³

Although both MC/LM and MariTEL subsequently filed pleadings addressing this discrepancy, the existing record is insufficient to permit us to reach a definitive determination as to whether or not Mr. DePriest had exercised *de jure* or *de facto* control of MariTEL. Nor does the current record provide us with a sufficient basis for determining why inaccurate information that bears on a material (and litigated) issue with respect to both applications apparently was submitted in either the MC/LM Application or the MariTEL TC Applications.

¹ 47 C.F.R. §§ 1.17, 1.65.

² FCC File No. 0002303355 (filed Sept. 7, 2005, amended Aug. 21, 2006) (MC/LM Application).

³ FCC File Nos. 0003463998, 0003470447, 0003470497, 0003470527, 0003470576, 0003470583, 0003470593, 0003470602, 0003470608, 0003470613 (collectively, MariTEL TC Applications).

MariTEL, Inc.
Letter of Inquiry re Donald R. DePriest

Ms. DePriest has been identified by MC/LM as its controlling principal.⁴ The Mobility Division (Division), Wireless Telecommunications Bureau, determined that, under the spousal affiliation rule,⁵ Mr. DePriest was required to be listed as a disclosable interest holder for the purpose of determining MC/LM's eligibility for bidding credits as a designated entity, irrespective of whatever actual role Mr. DePriest played in MC/LM.⁶ The MC/LM Application was amended on August 21, 2006, to include the gross revenues of Mr. DePriest in MC/LM's designated entity showing, in keeping with the Division's determination. In the amendment, MC/LM represented, *inter alia*, that Mr. DePriest "controls American Nonwovens Corporation (ANC)" and that "ANC is the only revenue producing entity that Don owns or controls."⁷ In response to a pleading filed by Warren Havens on September 6, 2006,⁸ MC/LM expressly denied that Mr. DePriest owned or controlled MariTEL, and stated that while Mr. DePriest controlled MCT Investors, L.P., which held stock in MariTEL, control of MariTEL was instead vested in American Tower, Inc.⁹

On June 12, 2008, MariTEL filed the ten MariTEL TC applications, one for MariTEL itself and one for each of nine MariTEL subsidiaries holding one maritime VHF Public Coast station license apiece. The MariTEL TC Applications each included an identical, one-page exhibit describing the transaction, which stated that "control of MariTEL ... will pass from Donald R. DePriest and MCT Investors, L.P. to

⁴ In its FCC Form 602 ownership disclosure filing that accompanied the MC/LM Application, MC/LM listed three disclosable interest holders: Sandra M. DePriest, Communications Investments, Inc., and S/RJW Partnership, L.P. See FCC File No. 0002302467 (filed Sept. 6, 2005). An exhibit to the Form 602 clarified that:

One hundred percent of the membership interests in Maritime Communications/Land Mobile, LLC are owned by S/RJW Partnership, L.P. The general partner in S/RJW Partnership, L.P. is Communications Investments, Inc. One hundred percent of the shares in Communications Investments, Inc. are owned by Sandra M. DePriest. One hundred percent of the partnership shares in S/RJW Partnership, L.P. are owned by Sandra M. DePriest. Sandra M. DePriest is the sole officer, director and key management personnel of Maritime Communications/Land Mobile, LLC. Sandra M. DePriest is the sole key management personnel of S/RJW Partnership, L.P. Sandra M. DePriest is the sole officer, director and key management personnel of Communications Investments, Inc.

⁵ 47 C.F.R. § 1.2110(c)(5)(iii)(A). The spousal affiliation rule provides that, for purposes of identifying disclosable interest holders in demonstrating an applicant's eligibility for designated entity benefits, "[b]oth spouses are deemed to own or control or have the power to control interests owned or controlled by either of them, unless they are subject to a legal separation recognized by a court of competent jurisdiction in the United States."

⁶ See Maritime Communications/Land Mobile, LLC, *Order*, 21 FCC Rcd 13735 (WTB MD 2006), *aff'd*, *Order on Reconsideration*, 22 FCC Rcd 4780 (WTB MD 2007), *recon. and review pending*. Although MC/LM initially failed to list Mr. DePriest as a disclosable interest holder, and argued that the spousal affiliation rule was either inapplicable or should be waived in this case because Mr. DePriest and his wife led "separate economic lives," the Division was unpersuaded by either argument, and determined that the gross revenues of Mr. DePriest and affiliated entities should be included in assessing MC/LM's designated entity eligibility. *Id.* at 13738-40 ¶¶ 5-8.

⁷ See MC/LM Application, Disclosable Interest Holders Amendment at 1 (filed Aug. 21, 2006).

⁸ See Warren C. Havens Petition for Reconsideration [of Maritime Communications/Land Mobile LLC, *Order*, 21 FCC Rcd 8794 (WTB PSCID 2006)], filed Sept. 6, 2006.

⁹ See Maritime Communications/Land Mobile LLC Opposition to Petition for Reconsideration, filed Sept. 18, 2006. MC/LM explained that "MCT Investors, L.P., which is controlled by Don DePriest, holds common stock in Maritel, Inc. MCT Investors, L.P. does not control Maritel, Inc.; American Tower, Inc. controls Maritel, Inc., pursuant to a shareholder agreement. This agreement provides American Tower, Inc. as the holders of a majority of the common stock equivalents with the power to elect a simple majority of the board of directors of Maritel, Inc., subject to the consent of the Commission, if required. Because control of Maritel, Inc. resides in the hands of American Tower, Inc., Maritel, Inc. is not an affiliate of MC/LM." *Id.* at 10.

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the shareholders of MariTEL as a group. Mr. DePriest has controlled MariTEL through a combination of direct investment and his role as General Partner of MCT Investors, L.P.¹⁰ (This representation is substantially consistent with information provided by MariTEL in earlier FCC Form 602 ownership disclosure filings, except that the Form 602 filings indicated, correctly as it now appears, that Medcom Development Corporation, not Mr. DePriest, was the general partner of MCT Investors, L.P., and Mr. DePriest controlled Medcom Development Corporation.¹¹)

MC/LM and MariTEL thus presented the Commission with conflicting representations as to whether Mr. DePriest had controlled MariTEL. Both MC/LM and MariTEL subsequently filed pleadings discussing this discrepancy in their representations, but this discussion is not adequate for the Commission to ascertain which representation is accurate and which representation is not accurate. In fact, both MC/LM¹² and MariTEL¹³ continued to stand by their earlier representations, and shed little light on why they believe the other party is mistaken.

¹⁰ See Exhibit to MariTEL TC Applications (MariTEL TC Exhibit). The MariTEL TC Exhibit further explained, "The event that will cause the transfer of control is the voluntary distribution of the majority of the assets of MCT Investors, L.P. to its 74 constituent investors. This distribution will substantially dilute the ownership interest of MCT Investors, L.P. to approximately two percent, and will decrease Mr. DePriest's ownership interest to approximately 24.24% (including the remaining stake of MCT Investors, L.P., as Mr. DePriest shall remain General Partner of that entity). As a result of the distribution, no single entity will control MariTEL." *Id.*

¹¹ In FCC Form 602 reports that were filed on March 13, 2001, and apparently remained current up until the time the MariTEL transfer of control was consummated in 2008, MariTEL indicated that MCT Investors, L.P. held 58.3% of MariTEL's issued and outstanding voting stock (and 26.1% of all stock, voting and non-voting), that MedCom Development Corporation was the sole general partner of MCT Investors, L.P., and that Mr. DePriest was the sole shareholder of MedCom Development Corporation. See, e.g., FCC File No. 0002080704 (filed Mar. 13, 2001). The MariTEL Form 602 also indicated that Mr. DePriest held an additional 8.9% of the voting stock in his own name, and that American Tower Corporation held 17.1% of MariTEL's voting stock.

¹² On July 31, 2008, for example, MC/LM filed a pleading in which it asserted that MariTEL was simply incorrect in representing that it had been controlled by Mr. DePriest, and said that MariTEL's error in this regard "appears to have stemmed from an error in MariTEL's information and from a difference in methodology between MariTEL and De Priest," but offered little explanation as to the nature of that suggested methodological difference. See Maritime Communications/Land Mobile LLC, Opposition to Supplement to Petition for Reconsideration Regarding New Facts, filed July 31, 2008, at 3-4; see also *id.* at 4 n.1 ("De Priest believes that MariTEL may have counted some non-voting stock toward control, thus creating a difference between MariTEL and De Priest and between MariTEL and Wireless Properties of Virginia, Inc."). In the next sentence, moreover, MC/LM indicated that the alluded-to methodological difference would not suffice to explain why MariTEL concluded that it had been under Mr. DePriest's control, because "even if De Priest had used MariTEL's methodology, De Priest would not control MariTEL under the Commission's Rules which are applicable to the instant matter." *Id.* at 4. MC/LM also argued, *inter alia*, that if Mr. DePriest actually controlled MariTEL but wanted to conceal that fact, he would have prevented the filing of the MariTEL TC Applications, *id.* at 3; that Mr. DePriest neither "endorse[s] nor support[s]" MariTEL's ownership report, *id.* at 4 n.2; and that MC/LM stands by its earlier statement that American Tower, Inc. controls MariTEL pursuant to a shareholder agreement, *id.* at 5. MC/LM also argued that neither MC/LM nor Mr. DePriest had any motive to deceive the Commission regarding Mr. DePriest's role in MariTEL because attribution of MariTEL's revenues to MC/LM would not have affected MC/LM's eligibility for the small business bidding credit that it received in Auction No. 61. *Id.*

¹³ MariTEL likewise filed a pleading on July 31, 2008, in which it reaffirmed its earlier representation that it had been controlled by Mr. DePriest through Mr. DePriest's ownership of 58% of MariTEL's common stock, directly and through his ownership of MCT Investors, L.P. See Opposition of MariTEL Inc., filed July 31, 2008, at 2.

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Based on the existing record, we are unable to determine whether or not Mr. DePriest exercised *de jure* or *de facto* control of MariTEL.¹⁴ We have directly contradictory statements on the matter, and an inability at this juncture to determine precisely why there is a conflict on this point, why one of the parties evidently provided inaccurate information on this material issue to the Commission, and whether the submission of such inaccurate information arises to the level of misrepresentation or lack of candor under the Commission's Character Qualifications Policy.¹⁵ We therefore direct MariTEL to provide additional information regarding this matter, as specified below.

Requests for Information

As explained above, we have determined that additional information is required to assist the Commission in resolving the issues that have arisen regarding the role played by Mr. DePriest in MariTEL. MariTEL is accordingly directed, pursuant to Section 308(b) of the Communications Act of 1934, as amended (the Act),¹⁶ to respond to the following requests for information, and to provide available documentation supporting its responses. Unless otherwise indicated, the period of time covered by these inquiries is January 1, 2002, to the present (the relevant period).¹⁷

1. Describe the extent and nature of Mr. DePriest's ownership holdings in MariTEL¹⁸ during the relevant period. Describe the percentage of the equity in MariTEL held by Mr. DePriest, and the form in which that equity was held, *e.g.*, stock, preferred stock, etc. Describe the percentage of the voting equity in MariTEL held by Mr. DePriest, and the form in which that equity was held. If Mr. DePriest's holdings in MariTEL fluctuated during the relevant period, provide a detailed explanation.

¹⁴ In a pleading in a separate proceeding, MariTEL argued that, contrary to the assertions in a petition to deny, "[t]here is no controversy regarding who owns and controls MariTEL," and that the MariTEL TC Applications and MariTEL's FCC Forms 602 "present accurate and complete ownership information regarding MariTEL and its subsidiaries." See Opposition of MariTEL, Inc. [to Petition to Deny filed by AMTS Consortium LLC *et al.* re FCC File Nos. 0003516654, 0003516656, 0003534598, 0003534602, 0003534763, 0003534766, 0003534767, 0003534768, 0003535087], filed Sept. 5, 2008, at 2. Even if the latter statement regarding the truthfulness of MariTEL's earlier filings is ultimately shown to be true, we believe that the contradictory representations made by MC/LM and MariTEL have indeed generated a controversy necessitating further Commission inquiry.

¹⁵ See Policy Regarding Character Qualifications in Broadcast Licensing, Amendment of Rules of Broadcast Practice and Procedure Relating to Written Responses to Commission Inquiries and the Making of Misrepresentations to the Commission by Permittees and Licensees, *Report, Order and Policy Statement*, 102 F.C.C. 2d 1179, 1210-11 ¶¶ 60-61 (1986), *Memorandum Opinion and Order*, 1 FCC Rcd 421 (1986); Policy Regarding Character Qualifications in Broadcast Licensing, Amendment of Part 1, the Rules of Practice and Procedure, Relating to Written Responses to Commission Inquiries and the Making of Misrepresentations to the Commission by Applicants, Permittees, and Licensees, and the Reporting of Information Regarding Character Qualifications, *Policy Statement and Order*, 5 FCC Rcd 3252 (1990) (*1990 Character Policy Statement*), *Memorandum Opinion and Order*, 6 FCC Rcd 3448 (1991), *Memorandum Opinion and Order*, 7 FCC Rcd 6564 (1992). The Commission applies its broadcast character standards to applicants and licensees in the other radio services. See, *e.g.*, *1990 Character Policy Statement*, 5 FCC Rcd at 3253 ¶ 10 (adopting 47 C.F.R. § 1.17 to apply prohibition against misrepresentations and material omissions to applicants, licensees, and permittees in all radio services).

¹⁶ 47 U.S.C. § 308(b).

¹⁷ January 1, 2002, is the beginning of the first calendar year in which the revenues of MC/LM's disclosable interest holders were to be considered in determining MC/LM's designated entity eligibility in conjunction with the MC/LM Application.

¹⁸ For purposes of this and all following questions, "MariTEL" means MariTEL, Inc. and/or any of its subsidiaries.

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2. State whether Mr. DePriest ever served as a director, officer, or employee of MariTEL. If Mr. DePriest formerly held one or more of such positions in MariTEL, but no longer does, state when the period in which he held the position(s) ended.
3. State whether Mr. DePriest ever held or exercised *de facto* control of MariTEL by any means during the relevant period. If so, describe the nature of that control, and how it was obtained.
4. If you believe that Mr. DePriest did control MariTEL, explain, to the best of your knowledge and belief, why and how MC/LM could arrive at the conclusion that Mr. DePriest did not control MariTEL.

We hereby direct MariTEL, pursuant to Sections 308(b) and 403 of the Act,¹⁹ to respond in writing and under oath, separately and fully, to each of the foregoing requests **within 30 business days from the date of this letter.**²⁰ Mr. Smith may provide any additional information that he believes is relevant to this matter. The instructions for responding to this letter are contained in the Attachment hereto. Mr. Smith's response shall be directed to:

Jeffrey Tobias, Esq.
Mobility Division
Wireless Telecommunication Bureau
445 12th Street, S.W.
Washington, D.C. 20554

If you have any questions relating to this matter, please contact Mr. Tobias at (202) 418-1617 or jeff.tobias@fcc.gov.

Mr. Smith is advised that 18 U.S.C. § 1001 and Section 1.17 of the Commission's Rules, 47 C.F.R. § 1.17, prohibit misrepresentations and/or willful omissions of material facts in response to Commission inquiries.

Sincerely,



Scot Stone
Deputy Chief, Mobility Division
Wireless Telecommunications Bureau

¹⁹ 47 U.S.C. §§ 308(b), 403.

²⁰ We are contemporaneously mailing similar letters of inquiry under Section 308(b) to MC/LM and to Mr. DePriest.

MariTEL, Inc.
Letter of Inquiry re Donald R. DePriest

cc: Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701
ATTN: Sandra M. DePriest

Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406

Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Wireless Properties of Virginia, Inc.
1555 King Street - Suite 500
Alexandria, VA 22314
ATTN: Donald R. DePriest

Warren Havens
2649 Benvenue Ave.- Suites 2-6
Berkeley, CA 94704

MariTEL, Inc.
Letter of Inquiry re Donald R. DePriest

ATTACHMENT

Instructions

Request for Confidential Treatment. If MariTEL requests that any information or documents responsive to this letter be treated in a confidential manner, it shall submit, along with all responsive information and documents, a statement in accordance with Section 0.459 of the Commission's Rules, 47 C.F.R. § 0.459. Requests for confidential treatment must comply with the requirements of Section 0.459, including the standards of specificity mandated by Section 0.459(b). Accordingly, "blanket" requests for confidentiality of a large set of documents are unacceptable. Pursuant to Section 0.459(c), we will not consider requests that do not comply with the requirements of Section 0.459.

Claims of Privilege. If MariTEL withholds any information or documents under claim of privilege, it shall submit, together with any claim of privilege, a schedule of the items withheld that states, individually as to each such item: the numbered inquiry to which each item responds and the type, title, specific subject matter and date of the item; the names, addresses, positions, and organizations of all authors and recipients of the item; and the specific ground(s) for claiming that the item is privileged.

Format of Responses. The response must be consistent with the format of the questions asked.

Method of Producing Documents. Each requested document, as defined herein, shall be submitted in its entirety, even if only a portion of that document is responsive to an inquiry made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these inquiries must also be submitted.

Identification of Documents. For each document or statement submitted in response to the inquiries stated in the cover letter, indicate, by number, to which inquiry it is responsive and identify the person(s) from whose files the document was retrieved. If any document is not dated, state the date on which it was prepared. If any document does not identify its author(s) or recipient(s), state, if known, the name(s) of the author(s) or recipient(s). The Licensee must identify with reasonable specificity all documents provided in response to these inquiries.



Federal Communications Commission
Washington, D.C. 20554

August 18, 2009

VIA CERTIFIED MAIL – RETURN RECEIPT REQUESTED

Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701
ATTN: Sandra M. DePriest

Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas VA 20109-7406

Re: FCC Files Nos. 0002303355, 0003463998, 0003470447, 0003470497, 0003470527,
0003470576, 0003470583, 0003470593, 0003470602, 0003470608, 0003470613

Dear Ms. DePriest and Mr. Brown:

The Wireless Telecommunications Bureau of the Federal Communications Commission is investigating compliance by Maritime Communications/Land Mobile, LLC (MC/LM) with Sections 1.17 and 1.65 of the Commission's Rules¹ relating to providing truthful and accurate information to the Commission. Specifically, as described more fully below, the Commission has received conflicting information from MariTEL, Inc. and its subsidiaries (MariTEL) and MC/LM regarding the involvement of Mr. Donald R. DePriest (Mr. DePriest) with MariTEL prior to the consummation of a recent transaction. The Commission also has received conflicting information regarding the involvement of Mr. DePriest with MC/LM and other entities.

Mr. DePriest has been deemed to have a controlling interest in Maritime MC/LM as the husband of Sandra DePriest (Ms. DePriest). As you know, MC/LM, in its prosecution of its application for new Automated Maritime Telecommunications System (AMTS) licenses for which it was the high bidder in FCC Auction No. 61 (MC/LM Application),² has repeatedly represented in pleadings and other filings that Mr. DePriest did not control MariTEL at any relevant period. MariTEL itself represented to the contrary, however, in transfer of control applications it filed in June 2008 for the express purpose of seeking Commission authority to divest Mr. DePriest of control of MariTEL (MariTEL TC Applications).³

Although both MC/LM and MariTEL subsequently filed pleadings addressing this discrepancy, the existing record is insufficient to permit us to reach a definitive determination as to whether or not Mr. DePriest had exercised *de jure* or *de facto* control of MariTEL. Nor does the current record provide us with a sufficient basis for determining why inaccurate information that bears on a material (and litigated) issue with respect to both applications apparently was submitted in either the MC/LM Application or the

¹ 47 C.F.R. §§ 1.17, 1.65.

² FCC File No. 0002303355 (filed Sept. 7, 2005, amended Aug. 21, 2006) (MC/LM Application).

³ FCC File Nos. 0003463998, 0003470447, 0003470497, 0003470527, 0003470576, 0003470583, 0003470593, 0003470602, 0003470608, 0003470613 (collectively, MariTEL TC Applications).

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MariTEL TC Applications. We find, moreover, that the record in these and other licensing proceedings also reflects potential inconsistencies and inaccuracies in the information provided by MC/LM regarding Mr. DePriest's role in MC/LM and other entities.

Conflicting Representations Regarding Control of MariTEL

Ms. DePriest has been identified by MC/LM as its controlling principal.⁴ The Mobility Division (Division), Wireless Telecommunications Bureau, determined that, under the spousal affiliation rule,⁵ Mr. DePriest was required to be listed as a disclosable interest holder for the purpose of determining MC/LM's eligibility for bidding credits as a designated entity, irrespective of whatever actual role Mr. DePriest played in MC/LM.⁶ The MC/LM Application was amended on August 21, 2006, to include the gross revenues of Mr. DePriest in MC/LM's designated entity showing, in keeping with the Division's determination. In the amendment, MC/LM represented, *inter alia*, that Mr. DePriest "controls American Nonwovens Corporation (ANC)" and that "ANC is the only revenue producing entity that Don owns or controls."⁷ In response to a pleading filed by Warren Havens on September 6, 2006,⁸ MC/LM expressly denied that Mr. DePriest owned or controlled MariTEL, and stated that while Mr. DePriest controlled MCT Investors, L.P., which held stock in MariTEL, control of MariTEL was instead vested in American Tower, Inc.⁹

On June 12, 2008, MariTEL filed the ten MariTEL TC applications, one for MariTEL itself and one for each of nine MariTEL subsidiaries holding one maritime VHF Public Coast station license apiece. The MariTEL TC Applications each included an identical, one-page exhibit describing the transaction, which stated that "control of MariTEL ... will pass from Donald R. DePriest and MCT Investors, L.P. to

⁴ See FCC File No. 0002302467, Exhibit - Explanation of Ownership (filed Sept. 6, 2005).

⁵ 47 C.F.R. § 1.2110(c)(5)(iii)(A). The spousal affiliation rule provides that, for purposes of identifying disclosable interest holders in demonstrating an applicant's eligibility for designated entity benefits, "[b]oth spouses are deemed to own or control or have the power to control interests owned or controlled by either of them, unless they are subject to a legal separation recognized by a court of competent jurisdiction in the United States."

⁶ See Maritime Communications/Land Mobile, LLC, *Order*, 21 FCC Rcd 13735 (WTB MD 2006), *aff'd*, *Order on Reconsideration*, 22 FCC Rcd 4780 (WTB MD 2007), *recon. and review pending*. Although MC/LM initially failed to list Mr. DePriest as a disclosable interest holder, and argued that the spousal affiliation rule was either inapplicable or should be waived in this case because Mr. DePriest and his wife led "separate economic lives," the Division was unpersuaded by either argument, and determined that the gross revenues of Mr. DePriest and affiliated entities should be included in assessing MC/LM's designated entity eligibility. *Id.* at 13738-40 ¶¶ 5-8.

⁷ See MC/LM Application, Disclosable Interest Holders Amendment at 1 (filed Aug. 21, 2006).

⁸ See Warren C. Havens Petition for Reconsideration [of Maritime Communications/Land Mobile LLC, *Order*, 21 FCC Rcd 8794 (WTB PSCID 2006)], filed Sept. 6, 2006.

⁹ See Maritime Communications/Land Mobile LLC Opposition to Petition for Reconsideration, filed Sept. 18, 2006 (MC/LM Opposition). MC/LM explained that "MCT Investors, L.P., which is controlled by Don DePriest, holds common stock in Maritel, Inc. MCT Investors, L.P. does not control Maritel, Inc.; American Tower, Inc. controls Maritel, Inc., pursuant to a shareholder agreement. This agreement provides American Tower, Inc. as the holders of a majority of the common stock equivalents with the power to elect a simple majority of the board of directors of Maritel, Inc., subject to the consent of the Commission, if required. Because control of Maritel, Inc. resides in the hands of American Tower, Inc., Maritel, Inc. is not an affiliate of MC/LM." *Id.* at 10. (In the same pleading, MC/LM did acknowledge for the first time, in response to allegations in an opposition pleading, that Mr. DePriest controlled, *inter alia*, Wireless Properties of Virginia, Inc., which it represented had no revenues since 1999, *id.* at 9; several other entities which it represented had no revenues during the relevant three-year period, *id.* at 8-9; and Charisma Broadcasting Co., Bravo Communications, Inc., and Golden Triangle Radio, Inc., which it represented to have aggregate gross revenues of no consequence to MC/LM's designated entity status, *id.* at 10-11.)

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 Letter of Inquiry re Donald R. DePriest

the shareholders of MariTEL as a group. Mr. DePriest has controlled MariTEL through a combination of direct investment and his role as General Partner of MCT Investors, L.P."¹⁰ (This representation is substantially consistent with information provided by MariTEL in earlier FCC Form 602 ownership disclosure filings, except that the Form 602 filings indicated, correctly as it now appears, that Medcom Development Corporation, not Mr. DePriest, was the general partner of MCT Investors, L.P., and Mr. DePriest controlled Medcom Development Corporation.¹¹)

MC/LM and MariTEL thus presented the Commission with conflicting representations as to whether Mr. DePriest had controlled MariTEL. Both MC/LM and MariTEL subsequently filed pleadings discussing this discrepancy in their representations, but this discussion is not adequate for the Commission to ascertain which representation is accurate and which representation is not accurate. In fact, both MC/LM¹² and MariTEL¹³ continued to stand by their earlier representations, and shed little light on why they believe the other party is mistaken.

¹⁰ See Exhibit to MariTEL TC Applications (MariTEL TC Exhibit). The MariTEL TC Exhibit further explained, "The event that will cause the transfer of control is the voluntary distribution of the majority of the assets of MCT Investors, L.P. to its 74 constituent investors. This distribution will substantially dilute the ownership interest of MCT Investors, L.P. to approximately two percent, and will decrease Mr. DePriest's ownership interest to approximately 24.24% (including the remaining stake of MCT Investors, L.P., as Mr. DePriest shall remain General Partner of that entity). As a result of the distribution, no single entity will control MariTEL." *Id.*

¹¹ In FCC Form 602 reports that were filed on March 13, 2001, and apparently remained current up until the time the MariTEL transfer of control was consummated in 2008, MariTEL indicated that MCT Investors, L.P. held 58.3% of MariTEL's issued and outstanding voting stock (and 26.1% of all stock, voting and non-voting), that MedCom Development Corporation was the sole general partner of MCT Investors, L.P., and that Mr. DePriest was the sole shareholder of MedCom Development Corporation. See, e.g., FCC File No. 0002080704 (filed Mar. 13, 2001). The MariTEL Form 602 also indicated that Mr. DePriest held an additional 8.9% of the voting stock in his own name, and that American Tower Corporation held 17.1% of MariTEL's voting stock.

¹² On July 31, 2008, for example, MC/LM filed a pleading in which it asserted that MariTEL was simply incorrect in representing that it had been controlled by Mr. DePriest, and said that MariTEL's error in this regard "appears to have stemmed from an error in MariTEL's information and from a difference in methodology between MariTEL and De Priest," but offered little explanation as to the nature of that suggested methodological difference. See Maritime Communications/Land Mobile LLC, Opposition to Supplement to Petition for Reconsideration Regarding New Facts, filed July 31, 2008, at 3-4; see also *id.* at 4 n.1 ("De Priest believes that MariTEL may have counted some non-voting stock toward control, thus creating a difference between MariTEL and De Priest and between MariTEL and Wireless Properties of Virginia, Inc."). In the next sentence, moreover, MC/LM indicated that the alluded-to methodological difference would not suffice to explain why MariTEL concluded that it had been under Mr. DePriest's control, because "even if De Priest had used MariTEL's methodology, De Priest would not control MariTEL under the Commission's Rules which are applicable to the instant matter." *Id.* at 4. MC/LM also argued, *inter alia*, that if Mr. DePriest actually controlled MariTEL but wanted to conceal that fact, he would have prevented the filing of the MariTEL TC Applications, *id.* at 3; that Mr. DePriest neither "endorse[s] nor support[s]" MariTEL's ownership report, *id.* at 4 n.2; and that MC/LM stands by its earlier statement that American Tower, Inc. controls MariTEL pursuant to a shareholder agreement, *id.* at 5. MC/LM also argued that neither MC/LM nor Mr. DePriest had any motive to deceive the Commission regarding Mr. DePriest's role in MariTEL because attribution of MariTEL's revenues to MC/LM would not have affected MC/LM's eligibility for the small business bidding credit that it received in Auction No. 61. *Id.*

¹³ MariTEL likewise filed a pleading on July 31, 2008, in which it reaffirmed its earlier representation that it had been controlled by Mr. DePriest through Mr. DePriest's ownership of 58% of MariTEL's common stock, directly and through his ownership of MCT Investors, L.P. See Opposition of MariTEL Inc., filed July 31, 2008, at 2.

Maritime Communications/Land Mobile, LLC
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Based on the existing record, we are unable to determine whether or not Mr. DePriest exercised *de jure* or *de facto* control of MariTEL.¹⁴ We have contradictory statements on the matter, and an inability at this juncture to determine precisely why there is a conflict on this point, why one of the parties evidently provided inaccurate information on this material issue to the Commission, and whether the submission of such inaccurate information arises to the level of misrepresentation or lack of candor under the Commission's Character Qualifications Policy.¹⁵ We therefore direct MC/LM to provide additional information regarding this matter, as specified below.

Conflicting Representations Regarding Mr. DePriest's Role in MC/LM

As noted above, MC/LM did not initially include Mr. DePriest as a disclosable interest holder in MC/LM for designated entity eligibility purposes, and MC/LM has repeatedly stated in filings related to the MC/LM Application that Mr. DePriest has not played any significant role in MC/LM. In the FCC Form 602 filed in conjunction with the MC/LM Application, MC/LM stated,

One hundred percent of the membership interests in Maritime Communications/Land Mobile, LLC are owned by S/RJW Partnership, L.P. The general partner in S/RJW Partnership, L.P. is Communications Investments, Inc. One hundred percent of the shares in Communications Investments, Inc. are owned by Sandra M. DePriest. One hundred percent of the partnership shares in S/RJW Partnership, L.P. are owned by Sandra M. DePriest. Sandra M. DePriest is the sole officer, director and key management personnel of Maritime Communications/Land Mobile, LLC. Sandra M. DePriest is the sole key management personnel of S/RJW Partnership, L.P. Sandra M. DePriest is the sole officer, director and key management personnel of Communications Investments, Inc.¹⁶

¹⁴ In a pleading in a separate proceeding, MariTEL argued that, contrary to the assertions in a petition to deny, "[t]here is no controversy regarding who owns and controls MariTEL," and that the MariTEL TC Applications and MariTEL's FCC Forms 602 "present accurate and complete ownership information regarding MariTEL and its subsidiaries." See Opposition of MariTEL, Inc. [to Petition to Deny filed by AMTS Consortium LLC *et al.* re FCC File Nos. 0003516654, 0003516656, 0003534598, 0003534602, 0003534763, 0003534766, 0003534767, 0003534768, 0003535087], filed Sept. 5, 2008, at 2. Even if the latter statement regarding the truthfulness of MariTEL's earlier filings is ultimately shown to be true, we believe that the contradictory representations made by MC/LM and MariTEL have indeed generated a controversy necessitating further Commission inquiry.

¹⁵ See Policy Regarding Character Qualifications in Broadcast Licensing, Amendment of Rules of Broadcast Practice and Procedure Relating to Written Responses to Commission Inquiries and the Making of Misrepresentations to the Commission by Permittees and Licensees, *Report, Order and Policy Statement*, 102 F.C.C. 2d 1179, 1210-11 ¶¶ 60-61 (1986), *Memorandum Opinion and Order*, 1 FCC Rcd 421 (1986); Policy Regarding Character Qualifications in Broadcast Licensing, Amendment of Part 1, the Rules of Practice and Procedure, Relating to Written Responses to Commission Inquiries and the Making of Misrepresentations to the Commission by Applicants, Permittees, and Licensees, and the Reporting of Information Regarding Character Qualifications, *Policy Statement and Order*, 5 FCC Rcd 3252 (1990) (*1990 Character Policy Statement*), *Memorandum Opinion and Order*, 6 FCC Rcd 3448 (1991), *Memorandum Opinion and Order*, 7 FCC Rcd 6564 (1992). The Commission applies its broadcast character standards to applicants and licensees in the other radio services. See, e.g., *1990 Character Policy Statement*, 5 FCC Rcd at 3253 ¶ 10 (adopting 47 C.F.R. § 1.17 to apply prohibition against misrepresentations and material omissions to applicants, licensees, and permittees in all radio services).

¹⁶ See FCC File No. 0002302467, Exhibit - Explanation of Ownership (filed Sept. 6, 2005). We note that the language employed by MC/LM suggests that, unlike MC/LM and Communications Investments, Inc., S/RJW Partnership, L.P., had officers and/or directors in addition to Ms. DePriest. We also note that MC/LM's representation that Ms. DePriest was the only officer or director of Communications Investments, Inc. conflicts with a State of Mississippi Secretary of State 2005 Corporate Annual Report for Communications Investments, Inc., apparently signed by Mr. DePriest (on February 16, 2005, less than seven months before the filing of the MC/LM

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In amending the MC/LM Application to include Mr. DePriest as a disclosable interest holder based on the Division's determination that Mr. DePriest's inclusion as such is mandated by the spousal affiliation rule, MC/LM reiterated that "Don has no ownership interest in and is neither an officer nor a director of MC/LM."¹⁷

On September 22, 2006, however, Wireless Properties of Virginia, Inc. (WPV) filed two applications to assign Broadband Radio Service and Educational Broadband Service licenses to Nextel Spectrum Acquisition Corp.¹⁸ Mr. DePriest is listed as the 100% owner of WPV in its FCC Form 602,¹⁹ and signed the applications on behalf of WPV, under the title "Officer." In response to a petition to deny those applications, WPV claimed that Sandra DePriest owned 100% of MC/LM and controlled MC/LM, but also stated that "Don DePriest is an officer and director of MC/LM...."²⁰

Based on the contradictory statements on the matter in the existing record, we are unable to determine whether or not Mr. DePriest is or was an officer and/or director of MC/LM. There also remains continuing uncertainty as to whether Mr. DePriest is or was an officer and/or director of S/RJW Partnership, L.P., or Communications Investments, Inc.²¹ We note, moreover, that if Mr. DePriest was indeed an officer or director of MC/LM (or S/RJW Partnership, L.P. or Communications Investments, Inc.), it calls into question the representations by MC/LM and WPV that Mr. DePriest did not exercise control over MC/LM. We believe it necessary to inquire further into this matter. We therefore direct you to provide additional information regarding this matter, as specified below.

Requests for Information

As explained above, we have determined that additional information is required to assist the Commission in resolving the issues that have arisen regarding the roles played by Mr. DePriest in MariTEL, MC/LM, and other entities. MC/LM is accordingly directed, pursuant to Section 308(b) of the Communications Act of 1934, as amended (the Act),²² to respond to the following requests for information, and to provide available documentation supporting its responses. Unless otherwise

Application) as President, listing Mr. DePriest as also a director of the company, and listing Ms. DePriest as the corporate Secretary but not a director. See Warren C. Havens *et al.*, Petition to Deny [the MC/LM Application], filed Nov. 14, 2005, at Exhibit 1, Document 4.

¹⁷ See MC/LM Application, Disclosable Interest Holders Amendment at 1 (filed Aug. 21, 2006).

¹⁸ FCC File Nos. 0002755676, 0002695270.

¹⁹ See FCC File No. 0002792309 (filed Oct. 22, 2006). In this Form 602, WPV represents, *inter alia*, that Mr. DePriest holds only a 12.13% interest in MariTEL.

²⁰ See Wireless Properties of Virginia, Inc., Opposition [to Petition to Deny, and in the alternative, Section 1.41 Informal Request to Dismiss or Deny, filed Oct. 11, 2006, by Warren C. Havens], filed Oct. 23, 2006, at 3 (emphasis added).

²¹ Under Section 1.2110(c)(2)(F) of the Commission's Rules, 47 C.F.R. § 1.2110(c)(2)(F), "[o]fficers and directors of the applicant shall be considered to have a controlling interest in the applicant [and] officers and directors of an entity that controls a licensee or applicant shall be considered to have a controlling interest in the licensee or applicant."

²² 47 U.S.C. § 308(b).

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indicated, the period of time covered by these inquiries is January 1, 2002, to the present (the relevant period).²³

1. Identify and describe all business entities, of whatever form, that have been controlled by Mr. DePriest during the relevant period. For purposes of this question, Mr. DePriest should be deemed to have controlled any entity in which he held a 50.0% or more ownership interest, or served as a director or officer, or served as a general partner, or exercised *de facto* control in any way at any time during the relevant period.
2. State whether all of the interests held by Mr. DePriest that should have been disclosed in the MC/LM Application, as amended, FCC File No. 0002303355, were disclosed in the MC/LM Application. Identify any interests and entities that should have been disclosed in the MC/LM Application as attributable to Mr. DePriest, but were not so disclosed.²⁴ State the reason why each such entity was not disclosed in the MC/LM Application. For each such entity, except those entities that were required to be disclosed only under 47 C.F.R. § 1.2112(b)(1)(ii) and no other rule, provide its annual gross revenues for each of the three calendar years 2002, 2003, and 2004.²⁵

²³ January 1, 2002, is the beginning of the first calendar year in which the revenues of MC/LM's disclosable interest holders were to be considered in determining MC/LM's designated entity eligibility in conjunction with the MC/LM Application.

²⁴ Since American Nonwovens Corporation was added to the application in the August 21, 2006, amendment, it need not be listed in response to this question. Based on MC/LM's own representations in relevant pleadings filed in support of the MC/LM Application, we would expect the entities listed in response to this question to include, at minimum, Wireless Properties of Virginia, Inc., Charisma Broadcasting Co., Bravo Communications, Inc., Golden Triangle Radio, Inc., Medcom Development Corporation, and MCT Investors, L.P., as well as the other companies which the MC/LM Opposition acknowledged were under Mr. DePriest's control but had no revenues. See MC/LM Opposition at 8-9 (acknowledging Mr. DePriest's control of WJG Telephone Co., Inc., Cellular and Broadcast Communications, Inc., Penelore Corporation, Scotland House, Inc., Wireless Properties, Inc., Wireless Properties - East, Inc., Wireless Properties - West, Inc., Wireless Properties - Upper Midwest, Inc., and Transition Funding, Inc.). But MC/LM should also identify any other entities that MC/LM now believes should have been reported in the MC/LM Application pursuant to Sections 1.919, 1.2110, and 1.2112 of the Commission's Rules, 47 C.F.R. §§ 1.919, 1.2110, 1.2112. See, in particular, 47 C.F.R. § 1.2110(c)(5), defining the types of entities to be disclosed as affiliates of persons deemed to control an applicant, and 47 C.F.R. § 1.2112(b)(1)(ii), requiring designated entity applicants to disclose "any FCC-regulated entity or applicant for an FCC license, in which any controlling interest of the applicant owns a 10 percent or greater interest or a total of 10 percent or more of any class of stock, warrants, options or debt securities."

²⁵ We note that the Commission's Rules do not provide an exception to the designated entity ownership disclosure requirements for otherwise disclosable entities that have no gross revenues. See 47 C.F.R. § 1.2112(b)(1)(iv). We note, moreover, that although the MC/LM Opposition provided revenue data for most of the entities that MC/LM omitted from its designated entity showing and first acknowledged as affiliates of Mr. DePriest in the MC/LM Opposition, it did not provide revenue data for Medcom Development Corp. or MCT Investors, L.P. See MC/LM Opposition at 8-11. MC/LM has acknowledged that, although it did not disclose Mr. DePriest's control of Medcom Development Corp. and MCT Investors, L.P. in the MC/LM Application, Mr. DePriest "controls MCT Investors, L.P. as a result of being owner of its general partner, MedCom Development Corporation." See MC/LM Opposition to Supplemental PFR, note 13, *supra*, at 4. We accordingly expect that the revenue data for Medcom Development Corporation and MCT Investors, L.P. will be among the information provided in response to this request for information.

Maritime Communications/Land Mobile, LLC
 Letter of Inquiry re Donald R. DePriest

3. Describe the extent and nature of Mr. DePriest's ownership holdings in MariTEL²⁶ during the relevant period. Describe the percentage of the equity in MariTEL held by Mr. DePriest, and the form in which that equity was held, *e.g.*, stock, preferred stock, etc. Describe the percentage of the voting equity in MariTEL held by Mr. DePriest, and the form in which that equity was held. If Mr. DePriest's holdings in MariTEL fluctuated during the relevant period, provide a detailed explanation.
4. State whether and when Mr. DePriest ever served as a director, officer, or employee of MariTEL. If Mr. DePriest formerly held one or more of such positions in MariTEL, but no longer does, state when the period in which he held the position(s) ended.
5. State whether Mr. DePriest ever held or exercised *de facto* control of MariTEL by any means during the relevant period. If so, describe the nature of that control, and how it was obtained.
6. If MC/LM believes another person or entity (or other persons or entities) held either *de facto* control of MariTEL or *de jure* control of MariTEL, or both, during the relevant period, identify such person(s) or entity(ies), and explain in detail both the nature of the control you believe to have been exerted by such third party(ies) and the foundation for your belief.
7. If you believe that Mr. DePriest did not control MariTEL, explain, to the best of your knowledge and belief, why and how MariTEL could arrive at the conclusion that Mr. DePriest did control MariTEL.
8. Describe the nature and extent of Mr. DePriest's ownership and role in Maritime Communications/Land Mobile LLC, S/RJW Partnership, L.P., and Communications Investments, Inc.²⁷ Indicate whether Mr. DePriest was authorized to enter into contracts on behalf of any or all of these three enumerated entities, what other authority, if any, he possessed with respect to any or all of the enumerated entities, and what duties, if any, he had in connection with any or all of the enumerated entities.
9. Explain why MC/LM and WPV made conflicting representations regarding whether Mr. DePriest was an officer or director of MC/LM, and with respect to the entity that you believe made a false representation in this regard, either MC/LM or WPV, explain, to the best of your knowledge and belief, why it made such false representation. If you believe there is no conflict between the representations, and that neither MC/LM nor WPV was inaccurate in its representations regarding whether Mr. DePriest was an officer or director of MC/LM, explain the basis for that belief.

We hereby direct MC/LM, pursuant to Sections 308(b) and 403 of the Act,²⁸ to respond in writing and under oath, separately and fully, to each of the foregoing requests within 30 business days from the

²⁶ For purposes of this and all following questions, "MariTEL" means MariTEL, Inc. and/or any of its subsidiaries.

²⁷ At minimum, list any positions held by Mr. DePriest in the subject entities as director, officer, partner, limited liability company member, or employee, and the percentage of equity and voting equity held by Mr. DePriest in each of the subject entities, at any time during the relevant period. For each subject entity, also indicate if Mr. DePriest exercised *de facto* control of the entity at any time, and provide an explanation.

²⁸ 47 U.S.C. §§ 308(b), 403.

Maritime Communications/Land Mobile, LLC
Letter of Inquiry re Donald R. DePriest

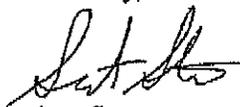
date of this letter.²⁹ Ms. DePriest may provide any additional information that she believes is relevant to this matter. The Instructions for responding to this letter are contained in the Attachment hereto. Ms. DePriest's response shall be directed to:

Jeffrey Tobias, Esq.
Mobility Division
Wireless Telecommunication Bureau
445 12th Street, S.W.
Washington, D.C. 20554

If you have any questions relating to this matter, please contact Mr. Tobias at (202) 418-1617 or jeff.tobias@fcc.gov.

Ms. DePriest is advised that 18 U.S.C. § 1001 and Section 1.17 of the Commission's Rules, 47 C.F.R. § 1.17, prohibit misrepresentations and/or willful omissions of material facts in response to Commission inquiries.

Sincerely,



Scot Stone
Deputy Chief, Mobility Division
Wireless Telecommunications Bureau

cc: Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Wireless Properties of Virginia, Inc.
1555 King Street - Suite 500
Alexandria, VA 22314
ATTN: Donald R. DePriest

MariTEL, Inc.
4635 Church Rd, Suite 100
Cumming, GA 30028-4084
ATTN: Jason Smith

Russell H. Fox, Esq.
Mintz, Levin, Cohen, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., NW - Suite 900
Washington, DC 20004

Warren Havens
2649 Benvenue Ave. - Suites 2-6
Berkeley, CA 94704

²⁹ We are contemporaneously mailing similar letters of inquiry under Section 308(b) to MariTEL and to Mr. DePriest.

Maritime Communications/Land Mobile, LLC
Letter of Inquiry re Donald R. DePriest

ATTACHMENT

Instructions

Request for Confidential Treatment. If MC/LM requests that any information or documents responsive to this letter be treated in a confidential manner, it shall submit, along with all responsive information and documents, a statement in accordance with Section 0.459 of the Commission's Rules, 47 C.F.R. § 0.459. Requests for confidential treatment must comply with the requirements of Section 0.459, including the standards of specificity mandated by Section 0.459(b). Accordingly, "blanket" requests for confidentiality of a large set of documents are unacceptable. Pursuant to Section 0.459(c), we will not consider requests that do not comply with the requirements of Section 0.459.

Claims of Privilege. If MC/LM withholds any information or documents under claim of privilege, it shall submit, together with any claim of privilege, a schedule of the items withheld that states, individually as to each such item: the numbered inquiry to which each item responds and the type, title, specific subject matter and date of the item; the names, addresses, positions, and organizations of all authors and recipients of the item; and the specific ground(s) for claiming that the item is privileged.

Format of Responses. The response must be consistent with the format of the questions asked.

Method of Producing Documents. Each requested document, as defined herein, shall be submitted in its entirety, even if only a portion of that document is responsive to an inquiry made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these inquiries must also be submitted.

Identification of Documents. For each document or statement submitted in response to the inquiries stated in the cover letter, indicate, by number, to which inquiry it is responsive and identify the person(s) from whose files the document was retrieved. If any document is not dated, state the date on which it was prepared. If any document does not identify its author(s) or recipient(s), state, if known, the name(s) of the author(s) or recipient(s). MC/LM must identify with reasonable specificity all documents provided in response to these inquiries.



Federal Communications Commission
Washington, D.C. 20554

August 18, 2009

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Wireless Properties of Virginia, Inc.
1555 King Street - Suite 500
Alexandria, VA 22314
ATTN: Donald R. DePriest

Re: FCC Files Nos. 0002303355, 0003463998, 0003470447, 0003470497, 0003470527,
0003470576, 0003470583, 0003470593, 0003470602, 0003470608, 0003470613

Dear Mr. DePriest:

The Wireless Telecommunications Bureau of the Federal Communications Commission is investigating compliance by MariTEL, Inc. and its subsidiaries (MariTEL) and Maritime Communications/Land Mobile, LLC (MC/LM) with Sections 1.17 and 1.65 of the Commission's Rules¹ relating to providing truthful and accurate information to the Commission. Specifically, as described more fully below, the Commission has received conflicting information regarding whether you were in control of MariTEL, prior to the consummation of a recent transaction. The Commission also has received conflicting information regarding your involvement with MC/LM and other entities.

You have been deemed to have a controlling interest in MC/LM as the husband of Sandra DePriest (Ms. DePriest). MC/LM, in its prosecution of its application for new Automated Maritime Telecommunications System (AMTS) licenses for which it was the high bidder in FCC Auction No. 61 (MC/LM Application),² has repeatedly represented in pleadings and other filings that you did not control MariTEL at any relevant period. MariTEL itself represented to the contrary, however, in transfer of control applications it filed in June 2008 for the express purpose of seeking Commission authority to divest you of control of MariTEL (MariTEL TC Applications).³

Although both MC/LM and MariTEL subsequently filed pleadings addressing this discrepancy, the existing record is insufficient to permit us to reach a definitive determination as to whether or not you had exercised *de jure* or *de facto* control of MariTEL. Nor does the current record provide us with a sufficient basis for determining why inaccurate information that bears on a material (and litigated) issue with respect to both applications apparently was submitted in either the MC/LM Application or the MariTEL TC Applications. We find, moreover, that the record in these and other licensing proceedings

¹ 47 C.F.R. §§ 1.17, 1.65.

² FCC File No. 0002303355 (filed Sept. 7, 2005, amended Aug. 21, 2006) (MC/LM Application).

³ FCC File Nos. 0003463998, 0003470447, 0003470497, 0003470527, 0003470576, 0003470583, 0003470593, 0003470602, 0003470608, 0003470613 (collectively, MariTEL TC Applications).

Donald R. DePriest
Letter of Inquiry re MC/LM, MariTEL

also reflects potential inconsistencies and inaccuracies in the information provided by MC/LM regarding your role in MC/LM and other entities.

Conflicting Representations Regarding Control of MariTEL

Ms. DePriest has been identified by MC/LM as its controlling principal.⁴ The Mobility Division (Division), Wireless Telecommunications Bureau, determined that, under the spousal affiliation rule,⁵ you were required to be listed as a disclosable interest holder for the purpose of determining MC/LM's eligibility for bidding credits as a designated entity, irrespective of whatever actual role you played in MC/LM.⁶ The MC/LM Application was amended on August 21, 2006, to include your gross revenues in MC/LM's designated entity showing, in keeping with the Division's determination. In the amendment, MC/LM represented, *inter alia*, that you "control[] American Nonwovens Corporation (ANC)" and that "ANC is the only revenue producing entity" that you own or control.⁷ In response to a pleading filed by Warren Havens on September 6, 2006,⁸ MC/LM expressly denied that you controlled MariTEL, and stated that while you controlled MCT Investors, L.P., which held stock in MariTEL, control of MariTEL was instead vested in American Tower, Inc.⁹

On June 12, 2008, MariTEL filed the ten MariTEL TC applications, one for MariTEL itself and one for each of nine MariTEL subsidiaries holding one maritime VHF Public Coast station license apiece. The MariTEL TC Applications each included an identical, one-page exhibit describing the transaction, which stated that "control of MariTEL ... will pass from Donald R. DePriest and MCT Investors, L.P. to the shareholders of MariTEL as a group. Mr. DePriest has controlled MariTEL through a combination of

⁴ See FCC File No. 0002302467, Exhibit - Explanation of Ownership (filed Sept. 6, 2005).

⁵ 47 C.F.R. § 1.2110(c)(5)(iii)(A). The spousal affiliation rule provides that, for purposes of identifying disclosable interest holders in demonstrating an applicant's eligibility for designated entity benefits, "[b]oth spouses are deemed to own or control or have the power to control interests owned or controlled by either of them, unless they are subject to a legal separation recognized by a court of competent jurisdiction in the United States."

⁶ See Maritime Communications/Land Mobile, LLC, *Order*, 21 FCC Rcd 13735 (WTB MD 2006), *aff'd*, *Order on Reconsideration*, 22 FCC Rcd 4780 (WTB MD 2007), *recon. and review pending*. Although MC/LM initially failed to list you as a disclosable interest holder, and argued that the spousal affiliation rule was either inapplicable or should be waived in this case because you and Ms. DePriest led "separate economic lives," the Division was unpersuaded by either argument, and determined that your gross revenues (and those of, *e.g.*, entities deemed to be your "affiliates" under the Commission's Rules) should be included in assessing MC/LM's designated entity eligibility. *Id.* at 13738-40 ¶¶ 5-8.

⁷ See MC/LM Application, Disclosable Interest Holders Amendment at 1 (filed Aug. 21, 2006).

⁸ See Warren C. Havens Petition for Reconsideration [of Maritime Communications/Land Mobile LLC, *Order*, 21 FCC Rcd 8794 (WTB PSCID 2006)], filed Sept. 6, 2006.

⁹ See Maritime Communications/Land Mobile LLC Opposition to Petition for Reconsideration, filed Sept. 18, 2006 (MC/LM Opposition). MC/LM explained that "MCT Investors, L.P., which is controlled by Don DePriest, holds common stock in Maritel, Inc. MCT Investors, L.P. does not control Maritel, Inc.; American Tower, Inc. controls Maritel, Inc., pursuant to a shareholder agreement. This agreement provides American Tower, Inc. as the holders of a majority of the common stock equivalents with the power to elect a simple majority of the board of directors of Maritel, Inc., subject to the consent of the Commission, if required. Because control of Maritel, Inc. resides in the hands of American Tower, Inc., Maritel, Inc. is not an affiliate of MC/LM." *Id.* at 10. (In the same pleading, MC/LM did acknowledge for the first time, in response to allegations in an opposition pleading, that you controlled, *inter alia*, Wireless Properties of Virginia, Inc., which it represented had no revenues since 1999, *id.* at 9; several other entities which it represented had no revenues during the relevant three-year period, *id.* at 8-9; and Charisma Broadcasting Co., Bravo Communications, Inc., and Golden Triangle Radio, Inc., which it represented to have aggregate gross revenues of no consequence to MC/LM's designated entity status, *id.* at 10-11.)

Donald R. DePriest
Letter of Inquiry re MC/LM, MariTEL

direct investment and his role as General Partner of MCT Investors, L.P.¹⁰ (This representation is substantially consistent with information provided by MariTEL in earlier FCC Form 602 ownership disclosure filings, except that the Form 602 filings indicated, correctly as it now appears, that Medcom Development Corporation actually was the general partner of MCT Investors, L.P., and that you controlled Medcom Development Corporation.¹¹)

MC/LM and MariTEL thus presented the Commission with conflicting representations as to whether you had controlled MariTEL. Both MC/LM and MariTEL subsequently filed pleadings discussing this discrepancy in their representations, but this discussion is not adequate for the Commission to ascertain which representation is accurate and which representation is not accurate. In fact, both MC/LM¹² and MariTEL¹³ continued to stand by their earlier representations, and shed little light on why they believe the other party is mistaken.

¹⁰ See Exhibit to MariTEL TC Applications (MariTEL TC Exhibit). The MariTEL TC Exhibit further explained, "The event that will cause the transfer of control is the voluntary distribution of the majority of the assets of MCT Investors, L.P. to its 74 constituent investors. This distribution will substantially dilute the ownership interest of MCT Investors, L.P. to approximately two percent, and will decrease Mr. DePriest's ownership interest to approximately 24.24% (including the remaining stake of MCT Investors, L.P., as Mr. DePriest shall remain General Partner of that entity). As a result of the distribution, no single entity will control MariTEL." *Id.*

¹¹ In FCC Form 602 reports that were filed on March 13, 2001, and apparently remained current up until the time the MariTEL transfer of control was consummated in 2008, MariTEL indicated that MCT Investors, L.P. held 58.3% of MariTEL's issued and outstanding voting stock (and 26.1% of all stock, voting and non-voting), that MedCom Development Corporation was the sole general partner of MCT Investors, L.P., and that you were the sole shareholder of MedCom Development Corporation. See, e.g., FCC File No. 0002080704 (filed Mar. 13, 2001). The MariTEL Form 602 also indicated that you held an additional 8.9% of the voting stock in your own name, and that American Tower Corporation held 17.1% of MariTEL's voting stock.

¹² On July 31, 2008, for example, MC/LM filed a pleading in which it asserted that MariTEL was simply incorrect in representing that it had been controlled by Mr. DePriest, and said that MariTEL's error in this regard "appears to have stemmed from an error in MariTEL's information and from a difference in methodology between MariTEL and De Priest," but offered little explanation as to the nature of that suggested methodological difference. See Maritime Communications/Land Mobile LLC, Opposition to Supplement to Petition for Reconsideration Regarding New Facts, filed July 31, 2008, at 3-4; see also *id.* at 4 n.1 ("De Priest believes that MariTEL may have counted some non-voting stock toward control, thus creating a difference between MariTEL and De Priest and between MariTEL and Wireless Properties of Virginia, Inc."). In the next sentence, moreover, MC/LM indicated that the alluded-to methodological difference would not suffice to explain why MariTEL concluded that it had been under Mr. DePriest's control, because "even if De Priest had used MariTEL's methodology, De Priest would not control MariTEL under the Commission's Rules which are applicable to the instant matter." *Id.* at 4. MC/LM also argued, *inter alia*, that if Mr. DePriest actually controlled MariTEL but wanted to conceal that fact, he would have prevented the filing of the MariTEL TC Applications, *id.* at 3; that Mr. DePriest neither "endorse[s] nor support[s]" MariTEL's ownership report, *id.* at 4 n.2; and that MC/LM stands by its earlier statement that American Tower, Inc. controls MariTEL pursuant to a shareholder agreement, *id.* at 5. MC/LM also argued that neither MC/LM nor Mr. DePriest had any motive to deceive the Commission regarding Mr. DePriest's role in MariTEL because attribution of MariTEL's revenues to MC/LM would not have affected MC/LM's eligibility for the small business bidding credit that it received in Auction No. 61. *Id.*

¹³ MariTEL likewise filed a pleading on July 31, 2008, in which it reaffirmed its earlier representation that it had been controlled by Mr. DePriest through Mr. DePriest's ownership of 58% of MariTEL's common stock, directly and through his ownership of MCT Investors, L.P. See Opposition of MariTEL Inc., filed July 31, 2008, at 2.

Donald R. DePriest
Letter of Inquiry re MC/LM, MariTEL

Based on the existing record, we are unable to determine whether or not you exercised *de jure* or *de facto* control of MariTEL.¹⁴ We have contradictory statements on the matter, and an inability at this juncture to determine precisely why there is a conflict on this point, why one of the parties evidently provided inaccurate information on this material issue to the Commission, and whether the submission of such inaccurate information arises to the level of misrepresentation or lack of candor under the Commission's Character Qualifications Policy.¹⁵ We therefore direct you to provide additional information regarding this matter, as specified below.

Conflicting Representations Regarding Your Role in MC/LM

As noted above, MC/LM did not initially include you as a disclosable interest holder in MC/LM for designated entity eligibility purposes, and MC/LM has repeatedly stated in filings related to the MC/LM Application that you have not played any significant role in MC/LM. In the FCC Form 602 filed in conjunction with the MC/LM Application, MC/LM stated,

One hundred percent of the membership interests in Maritime Communications/Land Mobile, LLC are owned by S/RJW Partnership, L.P. The general partner in S/RJW Partnership, L.P. is Communications Investments, Inc. One hundred percent of the shares in Communications Investments, Inc. are owned by Sandra M. DePriest. One hundred percent of the partnership shares in S/RJW Partnership, L.P. are owned by Sandra M. DePriest. Sandra M. DePriest is the sole officer, director and key management personnel of Maritime Communications/Land Mobile, LLC. Sandra M. DePriest is the sole key management personnel of S/RJW Partnership, L.P. Sandra M. DePriest is the sole officer, director and key management personnel of Communications Investments, Inc.¹⁶

¹⁴ In a pleading in a separate proceeding, MariTEL argued that, contrary to the assertions in a petition to deny, "[t]here is no controversy regarding who owns and controls MariTEL," and that the MariTEL TC Applications and MariTEL's FCC Forms 602 "present accurate and complete ownership information regarding MariTEL and its subsidiaries." See Opposition of MariTEL, Inc. [to Petition to Deny filed by AMTS Consortium LLC *et al.* re FCC File Nos. 0003516654, 0003516656, 0003534598, 0003534602, 0003534763, 0003534766, 0003534767, 0003534768, 0003535087], filed Sept. 5, 2008, at 2. Even if the latter statement regarding the truthfulness of MariTEL's earlier filings is ultimately shown to be true, we believe that the contradictory representations made by MC/LM and MariTEL have indeed generated a controversy necessitating further Commission inquiry.

¹⁵ See Policy Regarding Character Qualifications in Broadcast Licensing, Amendment of Rules of Broadcast Practice and Procedure Relating to Written Responses to Commission Inquiries and the Making of Misrepresentations to the Commission by Permittees and Licensees, *Report, Order and Policy Statement*, 102 F.C.C. 2d 1179, 1210-11 ¶¶ 60-61 (1986), *Memorandum Opinion and Order*, 1 FCC Rcd 421 (1986); Policy Regarding Character Qualifications in Broadcast Licensing, Amendment of Part 1, the Rules of Practice and Procedure, Relating to Written Responses to Commission Inquiries and the Making of Misrepresentations to the Commission by Applicants, Permittees, and Licensees, and the Reporting of Information Regarding Character Qualifications, *Policy Statement and Order*, 5 FCC Rcd 3252 (1990) (*1990 Character Policy Statement*), *Memorandum Opinion and Order*, 6 FCC Rcd 3448 (1991), *Memorandum Opinion and Order*, 7 FCC Rcd 6564 (1992). The Commission applies its broadcast character standards to applicants and licensees in the other radio services. See, e.g., *1990 Character Policy Statement*, 5 FCC Rcd at 3253 ¶ 10 (adopting 47 C.F.R. § 1.17 to apply prohibition against misrepresentations and material omissions to applicants, licensees, and permittees in all radio services).

¹⁶ See FCC File No. 0002302467, Exhibit - Explanation of Ownership (filed Sept. 6, 2005). We note that the language employed by MC/LM suggests that, unlike MC/LM and Communications Investments, Inc., S/RJW Partnership, L.P., had officers and/or directors in addition to Ms. DePriest. We also note that MC/LM's representation that Ms. DePriest was the only officer or director of Communications Investments, Inc. conflicts with a State of Mississippi Secretary of State 2005 Corporate Annual Report for Communications Investments, Inc., apparently signed by you (on February 16, 2005, less than seven months before the filing of the MC/LM

Donald R. DePriest
Letter of Inquiry re MC/LM, MariTEL

In amending the MC/LM Application to include you as a disclosable interest holder based on the Division's determination that your inclusion as such is mandated by the spousal affiliation rule, MC/LM reiterated that "Don has no ownership interest in and is neither an officer nor a director of MC/LM."¹⁷

On September 22, 2006, however, Wireless Properties of Virginia, Inc. (WPV) filed two applications to assign Broadband Radio Service and Educational Broadband Service licenses to Nextel Spectrum Acquisition Corp.¹⁸ You are listed as the 100% owner of WPV in its FCC Form 602,¹⁹ and signed the applications on behalf of WPV, under the title "Officer." In response to a petition to deny those applications, WPV claimed that Sandra DePriest owned 100% of MC/LM and controlled MC/LM, but also stated that "Don DePriest is an officer and director of MC/LM...."²⁰

Based on the contradictory statements on the matter in the existing record, we are unable to determine whether or not you are or were an officer and/or director of MC/LM. There also remains continuing uncertainty as to whether you are or were an officer and/or director of S/RJW Partnership, L.P., or Communications Investments, Inc.²¹ We note, moreover, that if you were indeed an officer or director of MC/LM (or S/RJW Partnership, L.P. or Communications Investments, Inc.), it calls into question the representations by MC/LM and WPV that you did not exercise control over MC/LM. We believe it necessary to inquire further into this matter. We therefore direct you to provide additional information regarding this matter, as specified below.

Requests for Information

As explained above, we have determined that additional information is required to assist the Commission in resolving the issues that have arisen regarding the roles played by you in MariTEL, MC/LM, and other entities. You are accordingly directed, pursuant to Section 308(b) of the Communications Act of 1934, as amended (the Act),²² to respond to the following requests for information, and to provide available documentation supporting your responses. Unless otherwise

Application) as President, listing you as also a director of the company, and listing Sandra DePriest as the corporate Secretary but not a director. See Warren C. Havens *et al.*, Petition to Deny [the MC/LM Application], filed Nov. 14, 2005, at Exhibit 1, Document 4.

¹⁷ See MC/LM Application, Disclosable Interest Holders Amendment at 1 (filed Aug. 21, 2006).

¹⁸ FCC File Nos. 0002755676, 0002695270.

¹⁹ See FCC File No. 0002792309 (filed Oct. 22, 2006). In this Form 602, WPV represents, *inter alia*, that you hold only a 12.13% interest in MariTEL.

²⁰ See Wireless Properties of Virginia, Inc., Opposition [to Petition to Deny, and in the alternative, Section 1.41 Informal Request to Dismiss or Deny, filed Oct. 11, 2006, by Warren C. Havens], filed Oct. 23, 2006, at 3 (emphasis added).

²¹ Under Section 1.2110(c)(2)(F) of the Commission's Rules, 47 C.F.R. § 1.2110(c)(2)(F), "[o]fficers and directors of the applicant shall be considered to have a controlling interest in the applicant [and] officers and directors of an entity that controls a licensee or applicant shall be considered to have a controlling interest in the license or applicant."

²² 47 U.S.C. § 308(b).

Donald R. DePriest
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indicated, the period of time covered by these inquiries is January 1, 2002, to the present (the relevant period).²³

1. Identify and describe all business entities, of whatever form, that have been controlled by you during the relevant period. For purposes of this question, you are deemed to have controlled any entity in which you held a 50.0% or more ownership interest, or served as a director or officer, or served as a general partner, or exercised *de facto* control in any way at any time during the relevant period.
2. State whether all of the interests held by you that should have been disclosed in the MC/LM Application, as amended, FCC File No. 0002303355, were disclosed in the MC/LM Application. Identify any interests and entities that should have been disclosed in the MC/LM Application as attributable to you, but were not so disclosed.²⁴ To the extent you have personal knowledge of the matter, indicate the reason why each such entity was not disclosed in the MC/LM Application. For each such entity, except those entities that were required to be disclosed only under 47 C.F.R. § 1.2112(b)(1)(ii) and no other rule, provide its annual gross revenues for each of the three calendar years 2002, 2003, and 2004.²⁵

²³ January 1, 2002, is the beginning of the first calendar year in which the revenues of MC/LM's disclosable interest holders were to be considered in determining MC/LM's designated entity eligibility in conjunction with the MC/LM Application.

²⁴ Since American Nonwovens Corporation was added to the application in the August 21, 2006, amendment, it need not be listed in response to this question. Based on MC/LM's own representations in relevant pleadings filed in support of the MC/LM Application, we would expect the entities listed in response to this question to include, at minimum, Wireless Properties of Virginia, Inc., Charisma Broadcasting Co., Bravo Communications, Inc., Golden Triangle Radio, Inc., Medcom Development Corporation, and MCT Investors, L.P., as well as the other companies which the MC/LM Opposition acknowledged were under your control but had no revenues. See MC/LM Opposition at 8-9 (acknowledging your control of WIG Telephone Co., Inc., Cellar and Broadcast Communications, Inc., Penelore Corporation, Scotland House, Inc., Wireless Properties, Inc., Wireless Properties – East, Inc., Wireless Properties – West, Inc., Wireless Properties – Upper Midwest, Inc., and Transition Funding, Inc.). But you should also identify any other entities that you currently believe should have been reported in the MC/LM Application pursuant to Sections 1.919, 1.2110, and 1.2112 of the Commission's Rules, 47 C.F.R. §§ 1.919, 1.2110, 1.2112. See, in particular, 47 C.F.R. § 1.2110(c)(5), defining the types of entities to be disclosed as affiliates of persons deemed to control an applicant, and 47 C.F.R. § 1.2112(b)(1)(ii), requiring designated entity applicants to disclose "any FCC-regulated entity or applicant for an FCC license, in which any controlling interest of the applicant owns a 10 percent or greater interest or a total of 10 percent or more of any class of stock, warrants, options or debt securities."

²⁵ We note that the Commission's Rules do not provide an exception to the designated entity ownership disclosure requirements for otherwise disclosable entities that have no gross revenues. See 47 C.F.R. § 1.2112(b)(1)(iv). We note, moreover, that although the MC/LM Opposition provided revenue data for most of the entities that MC/LM omitted from its designated entity showing and first acknowledged as your affiliates in the MC/LM Opposition, it did not provide revenue data for Medcom Development Corp. or MCT Investors, L.P. See MC/LM Opposition at 8-11. MC/LM has acknowledged that, although it did not disclose your control of Medcom Development Corp. and MCT Investors, L.P. in the MC/LM Application, you "control[] MCT Investors, L.P. as a result of being owner of its general partner, MedCom Development Corporation." See MC/LM Opposition to Supplemental PFR, note 13, *supra*, at 4. We accordingly expect that the revenue data for Medcom Development Corporation and MCT Investors, L.P. will be among the information provided in response to this request for information.

Donald R. DePriest
Letter of Inquiry re MC/LM, MariTEL

3. Describe the extent and nature of your ownership holdings in MariTEL²⁶ during the relevant period. Describe the percentage of the equity in MariTEL held by you, and the form in which that equity was held, e.g., stock; preferred stock, etc. Describe the percentage of the voting equity in MariTEL held by you, and the form in which that equity was held. If your holdings in MariTEL fluctuated during the relevant period, provide a detailed explanation.
4. State whether you ever served as a director, officer, or employee of MariTEL. If you formerly held one or more of such positions in MariTEL, but no longer do, state when the period in which you held the position(s) ended.
5. State whether you ever held or exercised *de facto* control of MariTEL by any means during the relevant period. If so, describe the nature of that control, and how it was obtained.
6. If you believe another person or entity (or other persons or entities) held either *de facto* control of MariTEL or *de jure* control of MariTEL, or both, during the relevant period, identify such person(s) or entity(ies), and explain in detail both the nature of the control you believe to have been exerted by such third party(ies) and the foundation for your belief.
7. If you believe that you did not control MariTEL, explain, to the best of your knowledge and belief, why and how MariTEL could arrive at the conclusion that you did control MariTEL.
8. Describe the nature and extent of your ownership and role in Maritime Communications/Land Mobile LLC, S/RJW Partnership, L.P., and Communications Investments, Inc.²⁷ State whether you were authorized to enter into contracts on behalf of any or all of these three enumerated entities, what other authority, if any, you possessed with respect to any or all of the enumerated entities, and what duties, if any, you had in connection with any or all of the enumerated entities.
9. To the extent you have personal knowledge of the matter, explain why MC/LM and WPV made conflicting representations regarding whether you were an officer or director of MC/LM, and with respect to the entity that you believe made a false representation in this regard, either MC/LM or WPV, explain, to the best of your knowledge and belief, why it made such false representation. If you believe there is no conflict between the representations, and that neither MC/LM nor WPV was inaccurate in its representations regarding whether you were an officer or director of MC/LM, explain the basis for that belief.

We hereby direct you, pursuant to Sections 308(b) and 403 of the Act,²⁸ to respond in writing and under oath, separately and fully, to each of the foregoing requests **within 30 business days from the date of this letter.**²⁹ You may provide any additional information that you believe is relevant to this matter.

²⁶ For purposes of this and all following questions, "MariTEL" means MariTEL, Inc. and/or any of its subsidiaries.

²⁷ At minimum, list any positions held by you in the subject entities as director, officer, partner, limited liability company member, or employee, and the percentage of equity and voting equity held by you in each of the subject entities, at any time during the relevant period. For each subject entity, also indicate if you exercised *de facto* control of the entity at any time, and provide an explanation.

²⁸ 47 U.S.C. §§ 308(b), 403.

²⁹ We are contemporaneously mailing similar letters of inquiry under Section 308(b) to MariTEL and to MC/LM.

Donald R. DePriest
Letter of Inquiry re MC/LM, MariTEL

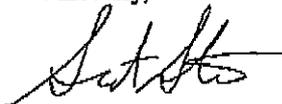
The Instructions for responding to this letter are contained in the Attachment hereto. Your response shall be directed to:

Jeffrey Tobias, Esq.
Mobility Division
Wireless Telecommunication Bureau
445 12th Street, S.W.
Washington, D.C. 20554

If you have any questions relating to this matter, please contact Mr. Tobias at (202) 418-1617 or jeff.tobias@fcc.gov.

You are advised that 18 U.S.C. § 1001 and Section 1.17 of the Commission's Rules, 47 C.F.R. § 1.17, prohibit misrepresentations and/or willful omissions of material facts in response to Commission inquiries.

Sincerely,



Scot Stone
Deputy Chief, Mobility Division
Wireless Telecommunications Bureau

cc: Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701
ATTN: Sandra M. DePriest

Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406

MariTEL, Inc.
4635 Church Rd, Suite 100
Cumming, GA 30028-4084
ATTN: Jason Smith

Russell H. Fox, Esq.
Mintz, Levin, Cohen, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., NW – Suite 900
Washington, DC 20004

Warren Havens
2649 Benvenue Ave.- Suites 2-6
Berkeley, CA 94704

Donald R. DePriest
Letter of Inquiry re MC/LM, MariTEL

ATTACHMENT

Instructions

Request for Confidential Treatment. If you request that any information or documents responsive to this letter be treated in a confidential manner, you shall submit, along with all responsive information and documents, a statement in accordance with Section 0.459 of the Commission's Rules, 47 C.F.R. § 0.459. Requests for confidential treatment must comply with the requirements of Section 0.459, including the standards of specificity mandated by Section 0.459(b). Accordingly, "blanket" requests for confidentiality of a large set of documents are unacceptable. Pursuant to Section 0.459(c), we will not consider requests that do not comply with the requirements of Section 0.459.

Claims of Privilege. If you withhold any information or documents under claim of privilege, you shall submit, together with any claim of privilege, a schedule of the items withheld that states, individually as to each such item: the numbered inquiry to which each item responds and the type, title, specific subject matter and date of the item; the names, addresses, positions, and organizations of all authors and recipients of the item; and the specific ground(s) for claiming that the item is privileged.

Format of Responses. The response must be consistent with the format of the questions asked.

Method of Producing Documents. Each requested document, as defined herein, shall be submitted in its entirety, even if only a portion of that document is responsive to an inquiry made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these inquiries must also be submitted.

Identification of Documents. For each document or statement submitted in response to the inquiries stated in the cover letter, indicate, by number, to which inquiry it is responsive and identify the person(s) from whose files the document was retrieved. If any document is not dated, state the date on which it was prepared. If any document does not identify its author(s) or recipient(s), state, if known, the name(s) of the author(s) or recipient(s). You must identify with reasonable specificity all documents provided in response to these inquiries.

EXHIBIT 2

DENNIS C. BROWN
ATTORNEY AT LAW
8124 COOKE COURT, SUITE 201
MANASSAS, VIRGINIA 20109-7406

PHONE 703/365-9437
D.C.BROWN@ATT.NET

FAX 703/365-9456
NOT ADMITTED IN VIRGINIA

September 30, 2009

Jeffrey Tobias, Esq.
Mobility Division
Wireless Telecommunications Bureau
445 12th Street, SW
Washington, DC 20554

Re: FCC File Nos. 0002303355, 0003463998, 0003470447,
0003470497, 0003470527, 0003470576, 0003470583,
0003470593, 0003470602, 0003470608, 0003470613

Dear Mr. Tobias:

I represent the radio system interests of Maritime Communications/Land Mobile, LLC (MC/LM) before the Federal Communications Commission. On behalf of MC/LM, I am submitting herewith the response of Sandra DePriest, the ultimate owner of MC/LM, to the Commission's letter of inquiry to MC/LM dated August 18, 2009. Concurrently, Ms. DePriest's response is being filed electronically in each of the above-referenced proceedings.

Please direct any further communication concerning this matter to my attention.

Thank you for your attention to this matter.

Very truly yours,



Dennis C. Brown

**The Reverend Sandra DePriest
510 Seventh Street North
Columbus, Mississippi**

September 30, 2009

Mr. Jeffrey Tobias, Esq.
Mobility Division
Wireless Telecommunication Bureau
445 12th Street, S.W.
Washington, D.C. 20554

Re: FCC File Nos. 0002303355, 0003463998, 00034700447, 0003470527,
0003470576, 0003470583, 0003470593, 0003470602, 0003470608, 0003470613

Dear Mr. Tobias,

This letter is in response to your letter of August 18, 2009 requesting additional information concerning the interests and involvement of Mr. Donald R. DePriest with MarITEL and Maritime Communications/Land Mobile, LLC (MC/LM). As you are aware, Mr. DePriest is my husband, and Dennis C. Brown represents both of us in our FCC activities. While I have been referred to by Warren Havens as an FCC Attorney, I have not been involved in the active practice of law since 1996, other than the pro bono representation of several charitable organizations in the filing of their tax exempt applications. Other than my involvement with MC/LM since 2005, and the operation of a Choctaw Bed & Breakfast, Inc. in Natchez, Mississippi since 2006, I have been associated with the ministry since 1996, and I am an ordained Episcopal Priest serving a church part-time.

Question 1. Identify and describe all business entities, of whatever form, that have been controlled by Mr. DePriest during the relevant period. For purposes of this question, Mr. DePriest should be deemed to have controlled any entity in which he held a 50.0% or more ownership interest, or served as a director or officer, or served as a general partner, or exercised *de facto* control in any way at any time during the relevant period.

Answer 1. Except as to the entities with which I am involved, I defer to Mr. DePriest's response to the letter of the same date directed to him.

MC/LM Ownership: All of the membership interests in MC/LM were owned by S/RJW Partnership, L.P. until 2008, when 22 of 1,000 partnership units were issued. No interests have been issued to Mr. DePriest from inception to date. A copy of an Incumbency Certificate executed on August 25, 2005 reflecting the ownership for a bank loan is attached as Exhibit 1.

Officers and Directors: At all times since the formation of MC/LM, I have been the sole officer and director of MC/LM. On several promissory notes, Ms. Belinda Hudson signed the notes as Treasurer, but that was an honorary title. She has not been elected an officer of MC/LM, and she has been instructed by me not to sign as Treasurer in the future.

Mr. DePriest has occasionally been asked to serve as a manager/ agent to conduct certain aspects of the business of MC/LM which will be discussed hereafter in Question 8. Mr. John Reardon serves as the CEO. At no time has Mr. DePriest been an officer or director of MC/LM.

S/RJW Partnership, L.P. (S/RJW) Ownership: All of the partnership shares are owned by me, Sandra DePriest. The Resolution of the Board of Directors of MedCom Development Corporation, the former General Partner of S/RJW Partnership, resigning as General Partner is attached as Exhibit 2, along with the Resolution of Communications Investments, Inc. (CII) succeeding MedCom Development Corporation as General Partner as Exhibit 3. MedCom Development Corporation is controlled by Don DePriest. It has no sales or gross receipts. Accrued management fees were paid to MedCom Development Corporation in 2002 and 2003 by MCT Investors, L.P., but none after that.

Officers and Directors: The general partner in S/RJW is Communications Investments, Inc. as of Feb. 18, 2009. On that same day, I, Sandra DePriest, was elected President of S/RJW. I, Sandra DePriest, am the sole key management personnel of S/RJW. The Certificate of Limited Partnership of S/RJW filed with the Secretary of State of Delaware is attached at Exhibit 4. The State of Delaware Amendment to the Certificate of Limited Partnership is attached as Exhibit 5.

Communications Investments, Inc. (CII) Ownership: All 1000 shares of stock were transferred to me by Don DePriest on Feb. 18 2005, and a copy of the stock certificate issued in my name is attached as Exhibit 6.

Officers and Directors: As of February 18, 2005, I was Sole Shareholder and was elected Director and serve as the sole officer and director of CII. Don DePriest resigned as of Feb. 18, 2005 as President. A copy of his resignation is attached as Exhibit 7. In reviewing the corporate minute book, however, I note that due to an oversight, the change in the office of President from Don DePriest to me was not reflected in the Corporate Annual Report submitted to the Secretary of State until the January 2008 Annual Report, a copy of which is attached as Exhibit 8. On August 25, 2005, I was authorized to borrow bank funds as the sole Officer, Director and Shareholder of CII.

I have no first-hand knowledge of Mr. DePriest's ownership and interest, so I will defer to and adopt Mr. DePriest's responses to Question 1 of the Commission's inquiry to Wireless Properties of Virginia, Inc. (WPV) with respect to entities in which he held a 50.0% or more ownership interest, or served as a director or officer, or served as a general partner, or exercised *de facto* control in any way at any time during the relevant period.

Question 2: State whether all of the interests held by Mr. DePriest that should have been disclosed in the MC/LM Application, as amended, FCC File No. 0002303355, were disclosed in the MC/LM Application. Identify any interests and entities that should have been disclosed in the MC/LM Application as attributable to Mr. DePriest, but were not so disclosed. State the reason why such entity was not disclosed in the MC/LM Application. For each such entity, except those that entities that were required to be disclosed only under 47 C.F.R. §1.2112(b)(1)(ii) and no other rule, provide its annual gross income for each of the calendar years 2002, 2003, and 2004.

Answer 2: The first and second sentences of Question 2 call for a legal conclusion which only the Commission can reach. Mr. DePriest controlled or was an officer or director of certain entities which were not disclosed to the Commission in MC/LM's application.

The following entities were not disclosed by MC/LM because they had no revenues during the relevant period and, thus, could not have affected the calculation of MC/LM's right to a bidding credit:

The following entities were not disclosed because they had no revenues during the relevant period and, thus, could not have affected the calculation of MC/LM's right to a bidding credit:

- a) Wireless Properties, Inc.
- b) Wireless Properties of Virginia, Inc.

- c) Wireless Properties - East, Inc.
- d) Wireless Properties - West, Inc.
- e) Wireless Properties - Upper Midwest, Inc.
- f) Communications Investments, Inc.
- g) Columbus Yarn Mills Company
- h) San Pedro Gauze Mill, Inc.
- i) WJG Telephone Co., Inc.
- j) Cellular and Broadcast Communications, Inc.
- k) Tupelo Broadcasting Corporation
- l) Penelore Corporation
- m) Scotland House, Inc.
- n) Transition Funding, L.L.C.
- o) MCT Investors, L.P.
- p) BD Partners
- q) CD Partners
- r) Ground Zero Fashions, Inc.
- s) Ground Zero Industries, Inc.
- t) Greenbriar Construction Corp.
- u) Enviroworld Solutions, L.L.C.
- v) Maritime Communications/Land Mobile, LLC

The following entities were not disclosed because they were not affiliated or did not exist at the time of the filing of the application.

- a) Critical R.F., Inc - MC/LM did not acquire control until 2006.
- b) Excite Technologies, Inc. did not exist until 2009.

Except as noted, below, the following entities were not disclosed because of oversights or an inaccurate understanding that they had had no revenues. Their revenues were, as follows:

The following revenues of Bravo Communications, Inc.; Charisma Communications, Inc.; and Golden Triangle Radio, Inc. were not disclosed because the de minimis revenues were overlooked:

- a) Bravo Communications, Inc. -
 - 2002 - \$119,000
 - 2003 - No revenues
 - 2004 - No revenues
- b) Charisma Communications, Inc. -
 - 2002 - \$54,800
 - 2003 - No revenues
 - 2004 - No revenues
- c) Golden Triangle Radio, Inc. -
 - 2002 - \$107,427
 - 2003 - No revenues
 - 2004 - No revenues

The following revenues of Medcom Development Corporation were not reported because they either were received in compensation for expenses incurred in prior years and, thus, not actually available for use, or were de minimis and overlooked.

- 2002 - \$2,585,998 (received in compensation for past expenses)
- 2003 - \$426,789 (overlooked)
- 2004 - No revenues

The following revenues of Warpath Properties, Inc. were not reported because Mr. DePriest controlled it for only the minor part of the relevant period:

2002 - \$76,500

2003 & 2004 - Mr. DePriest sold all of his interest in the company in 2003 and I have no information concerning revenues for 2003 or 2004 .

The following entity was not disclosed because Mr. DePriest believed that he did not control it:

MariTEL, Inc. - In its Opposition to Petition for Reconsideration in FCC File No. 0002303355, dated September 18, 2006, MC/LM informed the Commission of the following revenues for MariTEL, Inc.:

2002 - \$715, 548

2003 - \$1,022,423

2004 - \$2,076,507

In response to Mr. DePriest's inquiry of September 13, 2009, the President and CEO of MariTEL provided the following MariTEL revenues:

2002 - \$308,727

2003 - \$172,849

2004 - \$1,267,997

Question 3: Describe the extent and nature of Mr. DePriest's ownership holdings in MariTEL during the relevant period. Describe the percentage of the equity in MariTEL held by Mr. DePriest, and the form in which that equity was held, e.g., stock, preferred stock, etc. Describe the percentage of voting equity in MariTEL held by Mr. DePriest, and the form in which that equity was held. If Mr. DePriest's holdings in MariTEL fluctuated during the relevant period, provide a detailed explanation.

Answer 3: I have no first-hand knowledge of Mr. DePriest's ownership and interests in MariTEL so I will defer to his answers to this question.

Question 4: State whether Mr. DePriest ever served as a director, officer, or employee of MariTEL. If Mr. DePriest formerly held one or more of such positions in MariTEL, but no longer does, state when the period in which he held the position(s) ended.

Answer 4. I have no first-hand knowledge of Mr. DePriest's role as an officer, director, or employee of MariTEL, so I will defer to his answers to this question. I have no first-hand knowledge of the control of MariTEL during the relevant period so I will defer to Mr. DePriest's answers to this question.

Question 5: State whether Mr. DePriest ever held or exercised *de facto* control of MariTEL by any means during the relevant period. If so, describe the nature of that control and how it was obtained.

Answer 5. I do not have the first-hand knowledge upon which to form an opinion as to the entities involved in the control of MariTEL during the relevant period, so I will defer to Mr. DePriest's answers to this

question. I will state that he regularly communicated to me that he could not force MariTEL to take actions that he believed were in the best interests of the company. In the interest of accuracy, I will defer to Mr. DePriest's answers to this question.

Question 6: If MC/LM believes that another person or entity (or other persons or entities) held either *de facto* control of MariTEL or *de jure* control of MariTEL, or both, during the relevant period, identify such person(s) or entity(ies), and explain in detail both the nature of the control you believe to have been exercised by such third party(ies) and the foundation for your belief.

Answer 6. I do not have the first-hand knowledge upon which to form an opinion as to the entities involved in the control of MariTEL during the relevant period, so I will defer to Mr. DePriest's answers to this question. I will state that he regularly communicated to me that he could not force MariTEL to take actions that he believed were in the best interests of the company. In the interest of accuracy, I will defer to Mr. DePriest's answers to this question.

Question 7: If you believe that Mr. DePriest did not control MariTEL, explain, to the best of your knowledge and belief, why and how MariTEL could arrive at the conclusion that you did control MariTEL.

Answer 7: I do not know and will not speculate how MariTEL arrived at the conclusion that Mr. DePriest controlled MariTEL.

Question 8: Describe the nature and extent of Mr. DePriest's ownership and role in Maritime Communications/Land Mobile, LLC, S/RJW Partnership, L.P., and Communications Investments, Inc. Indicate whether Mr. DePriest was authorized to enter into contracts on behalf of any or all of these three enumerated entities, and what duties, if any, he possessed with respect to any or all of the enumerated entities, and what duties, if any, he had in connection with any or all of the enumerated entities.

Answer 8: Mr. DePriest's ownership and role in

- a. **MC/LM.** At no time did Mr. DePriest have an ownership interest in MC/LM. Mr. DePriest was authorized as my agent to assist me as necessary, and as requested by me, in developing financial contacts on behalf of MC/LM. He has suggested equipment vendors. He has accompanied the CEO to conventions and professional association meetings of potential users or promoters of two-way radio service. Mr. DePriest, at my request, guaranteed notes owed by MC/LM primarily in association with the voluntary spousal attribution acknowledgement, and to fund the massive amount of litigation originated by Warren Havens in California, in which we have recently prevailed at the Court of Appeals level, and in New Jersey, which is still pending, and before the FCC. Don DePriest is not an employee and does not receive a salary. At no time did Mr. DePriest exercise *de facto* control of MC/LM.

- b. **S/RJW Partnership, L.P.** At no time has Mr. DePriest had an ownership interest in S/RJW. Mr. DePriest has had no role in the management of S/RJW. At no time did Mr. DePriest exercise *de facto* control of S/RJW Partnership, L.P.
- c. **Communications Investments, Inc. (CII):** Prior to February 18, 2005, Mr. DePriest was the sole owner and President of CII. The assets of the corporation which dealt with the publication of Phone Book Enterprises, had been sold before December, 1998, and none remained. There is no record of corporate activity between December, 1998 and 2002, when S/RJW Partnership was organized. I needed a corporate entity to serve as the General Partner of S/RJW. Since this Corporation was in existence, I asked Mr. DePriest to transfer all of the stock of the Corporation to me. The entity no longer had any value. He had no use for the entity and transferred all of the common stock to me, and resigned as President. He has not owned any interest in CII since February 18, 2005, and although the change in the officers was not reflected with the Mississippi Secretary of State until January, 2008, this was an oversight. I began serving as the sole officer and director of CII from February 18, 2005. At no time after February 18, 2005 has Mr. DePriest exercised *de facto* control over Communications Investments, Inc. Mr. DePriest was listed on the Corporate Books of the empty Corporate Structure of CII as President and Director until his resignation in February of 2005, but he took no action and there was no corporate activity between December, 1998 and February, 2005.

Question 9: Explain why MC/LM and WPV made conflicting representations regarding whether Mr. DePriest was an officer or director of MC/LM, and with respect to the entity that you believe made a false representation in this regard, either MC/LM or WPV, explain, to the best of your knowledge and belief, why it made such false representation. If you believe that there is no conflict between the representations, and the neither MC/LM nor WPV was inaccurate in its representations regarding whether Mr. DePriest was an officer or director of MC/LM, explain the basis for that belief.

Answer 9: Maritime Communications/Land Mobile, LLC has never asserted that Mr. DePriest was an officer of MC/LM. MC/LM must defer to WPV for an answer to this question.

On behalf of MC/LM, S/RJW Partnership and Communications Investments, Inc., I respectfully submit the above answers and ask your indulgence where we have made an inadvertent error or misstatements or have neglected to correct a document. I humbly request that you resolve these matters with Warren Havens quickly and with finality, as this is a tremendous outlay of resources that could be spent furthering the public interest, rather than litigating the same issues across the country. These actions have been the greatest deterrent I could ever imagine to furthering the public interest and encouraging the diversity of participation in the marketing of telecommunications spectrum.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Sandra M. DePriest", written in a cursive style.

Sandra M. DePriest

EXHIBITS

Exhibit 1. Incumbency Certificate
For MC/LM.

INCUMBENCY CERTIFICATE FOR MARITIME COMMUNICATIONS/LAND
MOBILE, LLC

I, Sandra M. DePriest, Secretary of Maritime Communications/Land Mobile, LLC (the "LLC"), a Delaware limited liability company (the "LLC"), do hereby certify as follows, as of the date set forth below:

1. The following persons are the duly elected and qualified officers of the LLC and they hold the offices and title set forth opposite their names below.

NAME	OFFICE
SANDRA M. DePRIEST	PRESIDENT AND CHIEF MANAGER
Sandra M. DePriest	Secretary

2. The LLC is member-managed.

3. Attached hereto as Exhibit A is a true, correct and complete copy of the action taken by the LLC, by unanimous written consent, signed by the sole member of the LLC (the "Resolutions") which, among other things, approve: (1) a \$4,000,000.00 non-revolving credit facility from Pinnacle National Bank to the LLC; and (2) the execution of all documents required by Pinnacle National Bank, to evidence, secure and document said credit facility, including without limitation, a promissory note, security agreements pledging all the assets of the LLC to secure said credit facility, a loan agreement, and all other documents required by Lender in connection with said credit facility.

4. Attached hereto as Exhibit B is a true, correct and complete copy of the Articles of Organization of the LLC, which was in full force and effect on the date that the Resolutions were adopted by the members of the LLC and is in full force and effect on the date hereof. They have not been modified or amended except as set forth in Exhibit B.

5. Attached hereto as Exhibit C is a true, correct and complete copy of the Operating Agreement of the LLC, which was in full force and effect on the date that the Resolutions were adopted by the members of the LLC and is in full force and effect on the date hereof. It has not been modified or amended except as set forth in Exhibit C.

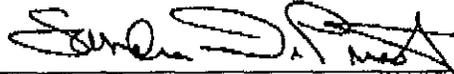
6. Attached as Exhibit D is a Certificate of Existence issued by the Secretary of State for the State of Delaware, showing that the LLC is in good standing under the laws of that State.

IN WITNESS WHEREOF, I have hereunto set my hand and delivered this Certificate as of this 25th day of August, 2005.


Sandra M. DePriest, Secretary

The undersigned, being the duly elected, qualified and acting PRESIDENT and CHIEF MANAGER of the LLC, hereby certifies that Sandra M. DePriest is the duly elected, qualified and acting Secretary of the LLC and that the signature appearing immediately above his name on the foregoing Certificate is his genuine signature.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 25th day of August, 2005.



SANDRA M. DePRIEST PRESIDENT AND CHIEF MANAGER

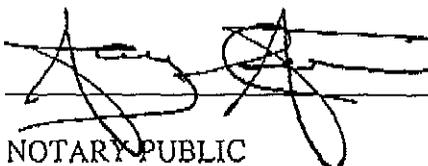
STATE OF MISSISSIPPI

COUNTY OF LOWNDES

Personally appeared before me, the undersigned notary public in and for the state and county aforesaid, Sandra M. DePriest, who acknowledged before me that she signed and delivered the above and foregoing INCUMBENCY CERTIFICATE on the day and for the purposes therein stated, for and on behalf of and as the act and deed of Maritime Communications/Land Mobile, LLC, and that she was duly authorized to act.

Given under my hand and official seal on this the 25th day of August, 2005..

(SEAL)


NOTARY PUBLIC

My commission expires:

3/9/2007

Exhibit 2. Resolution of MedCom
Development Corporation

COPY

BOARD OF DIRECTORS CORPORATE RESOLUTION

BE IT RESOLVED, that on this 18th day of February, 2005
MedCom Development Corporation is withdrawing from S/RJW Partnership,
L.P. as General Partner for business reasons. S/RJW Partnership, L.P.
has no liabilities. Communications Investments, Inc., a Mississippi
Corporation, solely owned by Sandra M. DePriest, has succeeded MedCom
Development Corporation as General Partner of S/RJW Partnership, L.P.
effective as of this date.

MedCom Development Corporation



Donald R. DePriest
Sole Director

Exhibit 3. Resolution of
Communications Investments, Inc.

BOARD OF DIRECTORS CORPORATE RESOLUTION

BE IT RESOLVED, that on this 18th day of February, 2005,
Communications Investments, Inc. will become General Partner of
S/RJW Partnership, L.P. Communications Investments, Inc., a Mississippi
Corporation, solely owned by the undersigned, Sandra M. DePriest, has
succeeded MedCom Development Corporation as General Partner of S/RJW
Partnership, L.P. effective as of this date.

COMMUNICATIONS INVESTMENTS, INC.



Sandra M. DePriest
Sole Shareholder and Director

COPY

PLS MAKE FILE

Delaware

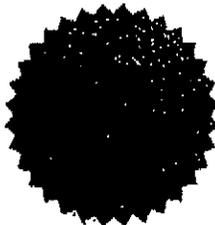
PAGE 1

The First State

Exhibit 4. Certificate of Limited Partnership for S/RJW

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "S / RJW PARTNERSHIP, L.P.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2002, AT 12:20 O'CLOCK P.M.

61.71117



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3619940 8100

AUTHENTICATION: 2233129

020729778

DATE: 01-30-03

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:20 PM 11/21/2002
020729778 - 3619940

STATE OF DELAWARE
CERTIFICATE OF LIMITED PARTNERSHIP

- The Undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:
- First: The name of the limited partnership is S/RJW Partnership, L.P.
- Second: The address of its registered office in the State of Delaware is 1209 Orange Street in the city of Wilmington
The name of the Registered Agent at such address is The Corporation Trust Company
- Third: The name and mailing address of each general partner is as follows:
Medcom Development Corporation
206 8th Street North
P. O. Box 1076
Columbus, MS 39703
- In Witness Whereof, the undersigned has executed this Certificate of Limited Partnership of S/RJW Partnership, L.P. as of November 21, 2002

Medcom Development Corporation
By: Donald R. DePriest, III
General Partner Its President President
Name: Donald R. DePriest
(type or print name)

Exhibit 5. Amendment to the
Certificate of Limited Partnership
for S/RJW

STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

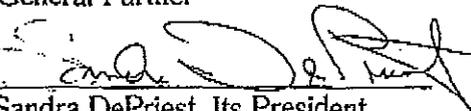
FIRST: The name of the Limited Partnership is S/RJW Partnership, L.P.

SECOND: Article Third of the Certificate of Limited Partnership shall be amended as follows: The name and mailing address of each general partner is as follows:

Communications Investments, Inc.
P. O. Box 1076
Columbus, MS 39703

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this the 18th day of February, 2005.

Communications Investments, Inc.,
Its General Partner

By: 
Sandra DePriest, Its President

COPY

NUMBER 3 INCORPORATED UNDER THE LAWS OF MISSISSIPPI SHARES 1,000

THE STATE OF MISSISSIPPI



Communications Investments, Inc.

1,000 SHARES OF STOCK, PAR VALUE \$10.00 PER SHARE.

Exhibit 6. Communications Investments, Inc. Stock Certificate

This Certifies that

SANDRA DEPRIEST

is the owner of

ONE THOUSAND (1,000)

fully paid

and non-assessable Shares of the Capital Stock of the above named Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 18th day of FEBRUARY A. D. 2005

[Signature]
SECRETARY/TREASURER

[Signature]
PRESIDENT

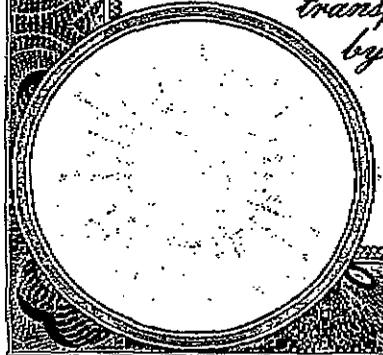


Exhibit 7. Resignation of Don
DePriest as President and Director
of Communications Investments,
Inc.

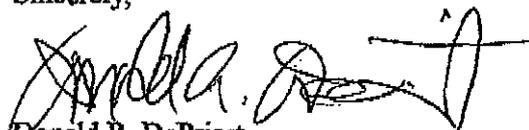
February 18, 2005

Communications Investments, Inc.
206 8th Street North
Columbus, MS 39701

Attention: Sandra DePriest, Secretary

I hereby resign as President and Director of Communications Investments, Inc.
effective immediately.

Sincerely,



Donald R. DePriest



State of Mississippi Secretary of State 2008 Corporate Annual Report

Business ID: 553340 Date Filed: 01/02/2008 11:34 AM Eric Clark Secretary of State

Corporate ID: 553340

Exhibit 8. 2008 Annual Report for CII filed with the Secretary of State of MS

If there are no changes, mark an "X" here, date and sign at the bottom of the page.

Registered Agent and office SANDRA F. DEPRIEST 206 8TH ST NORTH, P O BOX 1076 COLUMBUS, MS 39701

Corporate Name & Principal Address: COMMUNICATIONS INVESTMENTS, INC. 206 8TH STREET NORTH P.O. BOX 1076 COLUMBUS, MS 39703

Required if incorporated before 2006 Enter all changes in the box below:

Complete Form F0010 to make changes to the agent or address. Complete F0012 to make changes to the corporate name. Obtain forms at www.sos.state.ms.us

State of Incorporation: Mississippi

Federal Id: 640775828

Telephone:

Current Principal Officers / Addresses

President: DONALD R DEPRIEST 206 8TH STREET NORTH, P.O. BOX 1076 COLUMBUS, MS 39703

Director

X

Vice Pres:

Secretary: SANDRA F DEPRIEST

206 8TH ST NORTH, P O BOX 1076 COLUMBUS, MS 39703

Treasurer:

Corporate Principal Address

New Officers / Addresses

Director

President: SANDRA DEPRIEST 206 8TH STREET NORTH, P.O. BOX 1076 COLUMBUS, MS 39703

X

Vice President:

Secretary:

Treasurer:

Directors in addition to those listed above are to be listed on additional pages if necessary

Stock Shares Authorized, Issued & Outstanding:

Table with 4 columns: Class, Series, Authorized, Issued. Row 1: Common, , 1000, 1000

Stock Shares Authorized, Issued & Outstanding:

Table with 4 columns: Class, Series, Authorized, Issued

NAICS Code/Nature of Business

453998 All Other Miscellaneous Store Retailers (except

NAICS Code/Nature of Business

This report has been examined by me and to the best of my knowledge and belief, is true, correct, complete and current as of this 2nd day of January, 2008.

Sandra F Depriest Signature

Printed Name

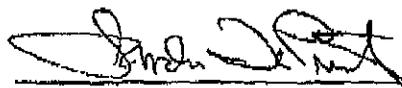
Secretary

Title

Make check for \$25.00, payable to SECRETARY OF STATE. Mail completed form with payments to SECRETARY OF STATE, PO Box 23093, JACKSON, MS 39226-3093 For assistance contact a customer service representative at (800) 258-3484. Visit our website at www.sos.state.ms.us for forms.

I declare under penalty of perjury that the foregoing is true and correct. Executed on

September 30, 2009.



Sandra M. DePriest

CERTIFICATE OF SERVICE

I hereby certify that on this thirtieth day of September, 2009, I served a copy of the foregoing Response by placing a copy, first-class postage prepaid, in the United States Mail, on each of the following persons:

Russell H. Fox, Esq.
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, N.W.
Suite 900
Washington, D.C. 20004-2608

Warren C. Havens
2649 Benvenue Avenue, #2-6
Berkeley, California 94704

/s/ Dennis C. Brown

FIRST-CLASS

FIRST-CLASS

FIRST-CLASS

FIRST-CLASS



1000



94704

U.S. POSTAGE
PAID
CENTREVILLE, VA
20120
SEP 30 '09
AMOUNT
\$2.07
0095372-11

First Class Mail

First Class Mail

DENNIS C. BROWN
ATTORNEY AT LAW
8124 COOKE COURT, SUITE 201
MANASSAS, VIRGINIA 20109-7406

Warren C. Havens
2649 Benvenue Avenue, Suites 2-6
Berkeley, California 94704

FIRST-CLASS

FIRST-CLASS

FIRST-CLASS

FIRST-CLASS

Oct-23-2009 11:19 AM Telesaurus 5108412226

25/25

EXHIBIT 3

DENNIS C. BROWN
ATTORNEY AT LAW
8124 COOKE COURT, SUITE 201
MANASSAS, VIRGINIA 20109-7406

PHONE 703/365-9437
D.C.BROWN@ATT.NET

FAX 703/365-9456
NOT ADMITTED IN VIRGINIA

September 30, 2009

Jeffrey Tobias, Esq.
Mobility Division
Wireless Telecommunications Bureau
445 12th Street, SW
Washington, DC 20554

Re: FCC File Nos. 0002303355, 0003463998, 0003470447,
0003470497, 0003470527, 0003470576, 0003470583,
0003470593, 0003470602, 0003470608, 0003470613

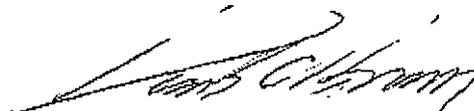
Dear Mr. Tobias:

I represent the radio system interests of Wireless Properties of Virginia, Inc. (WPV) before the Federal Communications Commission. On behalf of WPV, I am submitting WPV's response to the Commission's letter of inquiry to WPV dated August 18, 2009. Concurrently, WPV's response is being filed electronically in each of the above-referenced proceedings. Separately, I am concurrently filing Attachment II to WPV's response under a request for confidential treatment of the document.

Please direct any further communication concerning this matter to my attention.

Thank you for your attention to this matter.

Very truly yours,



Dennis C. Brown

WIRELESS PROPERTIES OF VIRGINIA, INC.
P.O. Box 1076
Columbus, Mississippi 39703-1076

Jeffrey Tobias, Esq.
Mobility Division
Wireless Telecommunications Bureau
445 12th Street, SW
Washington, DC 20554

Re: FCC File Nos. 0002303355, 0003463998, 0003470447,
0003470497, 0003470527, 0003470576, 0003470583,
0003470593, 0003470602, 0003470608, 0003470613

Dear Mr. Tobias:

Wireless Properties of Virginia, Inc. (WPV) and Donald R. DePriest ("I" or "Mr. DePriest") hereby respectfully file their response to the Commission's inquiry dated August 18, 2009.

Question 1. Identify and describe all business entities, of whatever form, that have been controlled by you during the relevant period. For purposes of this question, you are deemed to have controlled any entity in which you held a 50.0% or more ownership interest, or served as a director or officer, or served as a general partner, or exercised *de facto* control in any way at any time during the relevant period.

Answer 1: During the relevant period, WPV neither owned nor controlled any other entity. During the relevant period Mr. DePriest controlled or was an officer or director of the following business entities:

a) Wireless Properties, Inc. (WPI) held, some ten years ago, licenses for Experimental radio stations. I controlled the inactive WPI during the relevant period.

b) Wireless Properties of Virginia, Inc. (WPV) held the licenses for Educational Broadband Service stations WQCP928 and WQGK277 and Broadband Radio Service stations WMY290 and WMY219 during the relevant period. I controlled WPV during the relevant period.

c) Wireless Properties - East, Inc. (WPEI), a former holder of MMDS licenses, was inactive during the relevant period. I controlled WPEI during the relevant period.

d) Wireless Properties - West, Inc. (WPWI), a former holder of MMDS licenses, was inactive during the relevant period. I controlled WPWI during the relevant period.

e) Wireless Properties - Upper Midwest, Inc. (WPUPI), a former holder of MMDS licenses, was inactive during the relevant period. I controlled WPUPI during the relevant period.

f) Communications Investments, Inc. (CII) was an investment vehicle during the relevant period. I was president and director of CII prior to February 18, 2005. As shown by Attachment I hereto, I resigned as president and director on February 18, 2005.

g) Columbus Yarn Mills Company (CYMC), owner of a yarn mill some 30 years ago, was inactive during the relevant period. I controlled CYMC during the relevant period.

h) San Pedro Gauze Mill, Inc. (SPGMI), owner of a gauze mill some 30 years ago, was inactive during the relevant period. I controlled SPGMI during the relevant period.

i) American Nonwovens Corporation was a producer of nonwoven fabrics during the relevant period. I controlled American Nonwovens, Inc. during the relevant period.

j) WJG Telephone Co., Inc. (WJG) was formed as an acquisition company for an acquisition which failed to occur. WJG was inactive during the relevant period. I controlled WJG during the relevant period.

k) Cellular and Broadcast Communications, Inc. (CPCI), an investment vehicle, was inactive during the relevant period. I controlled CPCI during the relevant period.

l) Tupelo Broadcasting Corporation (TBC), a former holder of radio broadcast licenses, was inactive during the relevant period. I controlled TBC during the relevant period.

m) Penelore Corporation (PC) was formed for the purpose of excavating a sunken steamboat. I controlled PC during the relevant period.

n) Scotland House, Inc. served solely as a payroll mechanism during the relevant period. I controlled Scotland House, Inc. during the relevant period.

o) Transition Funding, L.L.C. was a temporary entity formed to provide financing for entities in which I was involved. Transition Funding, L.L.C. was inactive

during the relevant period. I controlled Transition Funding, L.L.C. during the relevant period.

p) Medcom Development Corporation (MDC): MDC, an investment vehicle, was the general partner in MCT Investors, L.P. during the relevant period. I was general partner in MDC during the relevant period.

q) MCT Investors, L.P. (MCTI): MCT Investors, L.P. was an investment vehicle during the relevant period. As general partner in MDC, I controlled MCTI during the relevant period.

r) Bravo Communications, Inc. (Bravo) was a former owner of radio broadcast stations during the relevant period. I controlled Bravo during the relevant period.

s) Charisma Broadcasting Company (Charisma) was a former owner of radio broadcast stations during the relevant period. I controlled Charisma during the relevant period.

t) Golden Triangle Radio, Inc. (GTR) was a former owner of radio broadcast stations during the relevant period. I controlled GTR during the relevant period.

u) MCT Corp. MCT Corp. was a cellular telephone service provider in Russia, Uzbekistan, Tajikistan, and Afghanistan during the relevant period. I was a director of MCT Corp. during the relevant period.

v) BD Partners. BD Partners is an investment vehicle holding limited partnership interests in MCTI during the relevant period. I was the general partner in BD Partners during the relevant period.

w) CD Partners. CD Partners is an investment vehicle holding limited partnership interests in MCTI during the relevant period. I was the general partner in CD Partners during the relevant period.

x) BioVentures, Inc. BioVentures, Inc. was involved in map markers and gene markers and related DNA and RNA products and services during the relevant period. I was a director of BioVentures, Inc. during the relevant period.

y) Warpath Properties, Inc. owned land zoned for residences. I owned Warpath Properties, Inc. during the relevant period.

z) Ground Zero Fashions, Inc. (GZFI) was formed for the purpose of producing commemorative leather jackets. I controlled GZFI during the relevant period.

aa) Ground Zero Industries, Inc. (GZII) was formed for the purpose of producing commemorative leather jackets. I controlled GZII during the relevant period.

bb) Greenbriar Construction Corp. (GCC) constructed one residence. I controlled GCC during the relevant period.

cc) Enviroworld Solutions, L.L.C. (ES) was formed to develop an oil and water separation unit. I controlled ES during the relevant period.

dd) MarITEL, Inc. is an operator of maritime radio communications systems. I was chairman of MarITEL, Inc. during the relevant period.

ee) Worldtex, Inc. makes covered elastic yarn products and narrow elastic fabrics. I was a director of Worldtex, Inc. during the relevant period.

ff) Excite Technologies, Inc. was formed in 2009 to develop advanced waste destruction technologies. I am a director of Excite Technologies, Inc.

gg) Tennessee Valley Authority (TVA) - Appointed by the President of the United States to a three-year term and confirmed in May 2006, I was a director of the TVA during the relevant period.

kk) Critical RF, Inc. - I am chairman and CEO of Critical RF, Inc.

ll) The Commission has determined that I have a controlling interest in MC/LM by virtue of my marriage to Sandra M. DePriest.

Question 2: State whether all of the interests held by you that should have been disclosed in the MC/LM Application, as amended, FCC File No. 0002303355, were disclosed in the MC/LM Application. Identify any interests and entities that should have been disclosed in the MC/LM Application as attributable to Mr. DePriest, but were not so disclosed. To the extent that you have personal knowledge of the matter, indicate the reason why such entity was not disclosed in the MC/LM Application. For each such entity, except those that entities that were required to be disclosed only under 47 C.F.R. §1.2112(b)(1)(ii) and no other rule, provide its annual gross income for each of the calendar years 2002, 2003, and 2004.

Answer 2: The first and second sentences of Question 2 call for a legal conclusion which only the Commission can reach. Mr. DePriest controlled or was an officer or director of certain entities which were not disclosed to the Commission in MC/LM's application.

The following entities were not disclosed because they had no revenues during the relevant period and, thus, could not have affected the calculation of MC/LM's right to a bidding credit:

- a) Wireless Properties, Inc.
- b) Wireless Properties of Virginia, Inc.
- c) Wireless Properties - East, Inc.
- d) Wireless Properties - West, Inc.
- e) Wireless Properties - Upper Midwest, Inc.
- f) Communications Investments, Inc.
- g) Columbus Yarn Mills Company
- h) San Pedro Gauze Mill, Inc.
- i) WJG Telephone Co., Inc.
- j) Cellular and Broadcast Communications, Inc.
- k) Tupelo Broadcasting Corporation
- l) Penelore Corporation
- m) Scotland House, Inc.
- n) Transition Funding, L.L.C.
- o) MCT Investors, L.P.
- p) BD Partners
- q) CD Partners
- r) Ground Zero Fashions, Inc.
- s) Ground Zero Industries, Inc.
- t) Greenbriar Construction Corp.

- u) Enviroworld Solutions, L.L.C.
- v) Maritime Communications/Land Mobile, LLC

The following entities were not disclosed because they were not affiliated or did not exist at the time of the filing of the application.

- a) Critical R.F., Inc - MC/LM did not acquire control until 2006.
- b) Excite Technologies, Inc. did not exist until 2009.

Except as noted, below, the following entities were not disclosed because of oversights or an inaccurate understanding that they had had no revenues. Their revenues were, as follows:

The following revenues of Bravo Communications, Inc.; Charisma Broadcasting Company; and Golden Triangle Radio, Inc. were not disclosed because the de minimis revenues were overlooked:

- a) Bravo Communications, Inc. -
 - 2002 - \$119,000
 - 2003 - No revenues
 - 2004 - No revenues
- b) Charisma Broadcasting Company -
 - 2002 - \$54,800
 - 2003 - No revenues
 - 2004 - No revenues
- c) Golden Triangle Radio, Inc. -
 - 2002 - \$107,427
 - 2003 - No revenues
 - 2004 - No revenues

The following revenues of Medcom Development Corporation were not reported because they either were received in compensation for expenses incurred in prior years and, thus, not actually available for use, or were de minimis and overlooked.

- 2002 - \$2,585,998 (received in compensation for past expenses)
- 2003 - \$426,789 (overlooked)
- 2004 - No revenues

The following revenues of Warpath Properties, Inc. were not reported because I controlled it for only the minor part of the relevant period:

2002 - \$76,500

2003 & 2004 - I sold all of my interest in the company in 2003 and I have no information concerning revenues for 2003 or 2004.

The following entity was not disclosed because I believed that I did not control it:

MariTEL, Inc. - In its Opposition to Petition for Reconsideration in FCC File No. 0002303355, dated September 18, 2006, MC/LM informed the Commission of the following revenues for MariTEL, Inc.:

2002 - \$715, 548

2003 - \$1,022,423

2004 - \$2,076,507

In response to my inquiry of September 13, 2009, the President and CEO of MariTEL provided me with the following MariTEL revenues:

2002 - \$308,727

2003 - \$172,849

2004 - \$1,267,997

I believe that other persons holding interests in MariTEL held options to acquire between 800 thousand and 3 million shares during the relevant period, but I have not been able to verify that understanding. If considered as having been fully exercised, my interest in MariTEL would be diluted thereby.

Question 3: Describe the extent and nature of your ownership holdings in MariTEL during the relevant period. Describe the percentage of the equity in MariTEL held by you, and the form in which that equity was held, e.g., stock, preferred stock, etc. Describe the percentage of voting equity in MariTEL held by you, and the form in which that equity was held. If Mr. DePriest's holdings in MariTEL fluctuated during the relevant period, provide a detailed explanation.

Answer 3: During the relevant period, directly and indirectly, based on all issued and outstanding stock, I held stock in the following percentages in MariTEL:

2001 - 68.183%
2002 - 51.808%
2003 - 47.334%
2004 - 45.160%
2005 - 39.922%
2006 - 37.922%
2007 - 35.943%
2008 - 23.692%
2009 - 23.186%

During the relevant period, directly and indirectly, based only on voting stock, I held stock in the following percentages in MariTEL:

2001 - 73.162%
2002 - 54.914%
2003 - 50.800%
2004 - 48.641%
2005 - 43.163%
2006 - 49.149%
2007 - 39.141%
2008 - 25.543%
2009 - 25.016%

When WPV filed its Ownership Report in 2006, I directly held 12.13% of MariTEL.

Question 4: State whether you ever served as a director, officer, or employee of MariTEL. If you formerly held one or more of such positions in MariTEL, but no longer do, state when the period in which you held the position(s) ended.

Answer 4: During the relevant period, I was a director and non-executive chairman (not an officer) of MariTEL between 2001 and 2008. To the best of my recollection, I was president of MariTEL and a director between 1987 and 1989.

Question 5: State whether you ever held or exercised *de facto* control of MariTEL by any means during the relevant period. If so, describe the nature of that control and how it was obtained.

Answer 5: I did not exercise *de facto* control of MariTEL during the relevant period.

Question 6: If you believe that another person or entity (or other persons or entities) held either *de facto* control of MariTEL or *de jure* control of MariTEL, or both, during the relevant period, identify such person(s) or entity(ies), and explain in detail both the nature of the control you believe to have been exercised by such third party(ies) and the foundation for your belief.

Answer 6: Chief Executive Officer, President, and board member Dan Smith ran the company and made the operating and executive decisions. I did not assert my will on Dan Smith's decisions. At all relevant times, I was chairman of MariTEL, but I was not actively involved in MariTEL's governance or business activity. Since leaving the presidency of MariTEL in 1989, I have not received any salary or benefits and I have not had any regular presence at the MariTEL offices.

Section 1.2110(c)(2)(ii)(A) of the Commission's Rules, titled "*Fully diluted requirement*," provides that "except as set forth in paragraph (c)(2)(ii)(A)(2) of this section, ownership interests shall be calculated on a fully diluted basis; all agreements such as warrants, stock options and convertible debentures will generally be treated as if the rights thereunder have already been fully exercised," 47 C.F.R. §1.2110(c)(2)(ii)(A). Section 1.2110(c)(5)(A) provides that "every business concern is considered to have one or more parties who directly or indirectly control of have the power to control it. Control may be affirmative or negative and it is immaterial whether it is exercised so long as the power to control exists," 47 C.F.R. §1.2110(c)(5)(A). The example for Section 1.2110(c)(5)(A) explains, in relevant part, that "affiliation exists when the applicant has the power to control a concern while at the same time, another person, or persons, are in control of the concern at the will of the party or parties with the power to control." Section 1.2110(c)(5)(B) provides in relevant part that "control can arise through . . . contractual or other business relations, of combinations of these and other factors," 47 C.F.R. §1.2110(c)(5)(B).

Attachment II hereto, for which confidentiality is requested, is MariTEL's Third Amended and Restated Stockholder Agreement dated as of February 15, 2005. Please refer to Sections 2.5(b)&(c) at page 21 of Attachment II. Explaining why MCT Investors, L.P., and thus, Mr. DePriest, did not control MariTEL, MC/LM stated that "American Tower, Inc. controls MariTEL, pursuant to a shareholder agreement. This agreement provides American Tower, Inc. as holders of a majority of the common stock equivalents with the power to elect a simple majority of the board of directors of MariTEL, Inc., subject to the consent of the Commission, if required." Because 47 C.F.R. §1.2110(c)(2)(ii)(A) requires such an agreement to be treated as if the rights thereunder have already been fully exercised, American Tower, Inc. had to be treated as having the power to appoint a majority of the board of directors, and, thus, had to be considered to be in, at the least, *de facto*, if not *de jure*, control of MariTEL. Wireless Properties, Inc. has had no reason to disagree with the conclusion reached by MC/LM that MCT Investors, L.P., and thus, that I did not control MariTEL.

Question 7: If you believe that you did not control MariTEL, explain, to the best of your knowledge and belief, why and how MariTEL could arrive at the conclusion that you did control MariTEL.

Answer 7: I do not know and will not speculate how MariTEL arrived at the conclusion that I controlled MariTEL. However, I believe that if MariTEL had taken all relevant factors into account, MariTEL would not have reached the conclusion which it did.

Question 8: Describe the nature and extent of your ownership and role in Maritime Communications/Land Mobile, LLC, S/RJW Partnership, L.P., and Communications Investments, Inc. State whether you were authorized to enter into contracts on behalf of any or all of these three enumerated entities, and what duties, if any, you possessed with respect to any or all of the enumerated entities, and what duties, if any, you had in connection with any or all of the enumerated entities.

Answer 8: I have never had an ownership interest in MC/LM. I have been authorized to enter into contracts on behalf of MC/LM. I have suggested equipment vendors, and have accompanied the CEO to conventions and professional association meetings of potential users of two-way radio service.

At no time have I had an ownership interest in S/RJW Partnership, L.P. I have not been an officer or a director and have had no role in the management of S/RJW Partnership, L.P.

Prior to February 18, 2005, I was the sole owner and President of Communications Investments, Inc. I have not owned any interest in Communications Investments, Inc. and I have had not been an officer or a director and have had no role in its management since February 18, 2005.

Question 9: To the extent that you have personal knowledge of the matter, explain why MC/LM and WPV made conflicting representations regarding whether you were an officer or director of MC/LM, and with respect to the entity that you believe made a false representation in this regard, either MC/LM or WPV, explain, to the best of your knowledge and belief, why it made such false representation. If you believe that there is no conflict between the representations, and the neither MC/LM nor WPV was inaccurate in its representations regarding whether you were an officer or director of MC/LM, explain the basis for that belief.

Answer 9: At page 3 of an Opposition in FCC File Nos. 0002755676 and 0002695270, dated October 23, 2006, WPV inaccurately stated that "Don DePriest is an officer and a director of MC/LM." The inaccurate statement was simply the result of an oversight. Accurately, it should have stated that "Don DePriest is an officer and a director of

WPV." Don DePriest is not and never has been an officer or a director of MC/LM. In light of the fact that, if accurate, the statement would have been of no benefit to WPV, it would not be reasonable to conclude that the statement was intentionally false.

The Commission's letter offered the opportunity for me to provide any additional material that may be relevant in this matter. A brief biographical note would appear to be relevant to the Commission's inquiry.

As can be seen from the information provided herein, I have been involved in the founding and development of numerous business enterprises which have given employment to thousands of persons and contributed to the general welfare. For 30 years, I have been engaged in the development of new telecommunications services, including broadcasting, cellular, and MMDS systems. Building companies that have actually provided new service to the public, I have contributed to the economic development of the United States. I was head of the first cellular company to be acquired by McCaw Cellular Communications Companies, Inc. and our financials used in McCaw's IPO helped to set into motion the company now known as AT&T Wireless, Inc.

In the 1990s, I led American Telecasting, Inc. as we developed the MMDS service. Sprint acquired that interest and the service is used by Sprint customers today for wireless data on cellphones and PDAs.

More recently, as chairman of MCT Corp., I contributed to MCT Corp.'s bringing new cellular service to some of the less well developed nations of the former Soviet republics in central Asia and to Russia, itself, thereby contributing to the international relations of the United States of America. Roshan, the Afghanistani cellphone operator which was formed by MCT Corp. and two other companies, was given the award at the GSM World Congress in Paris for the world's best marketing campaign. It also obtained the first Asian Development Bank loan for Afghanistan since the Soviet Union invaded the country.

By Presidential appointment and confirmation by the Senate, I served the public as a member of the Tennessee Valley Authority, the nation's largest public power company, with an inestimable value of critical industry infrastructure. For the TVA, I was chairman of the Governance Committee, as well as chairman of the Community Relations and Energy Efficiency Committee, which included economic development of the TVA region.

I have been chairman of the Columbus, Mississippi Public Utilities Commission, a distributor of TVA power. I am a past service member of the Rotary Club, and have been two-term president of the Regional Boy Scout Council and I hold the Silver Beaver award from the Boy Scouts of America. I was a member of the initial/first selected class of Leadership Mississippi and have been instrumental in Employment of the Handicapped for many years and received the Golden Heart award in the 1970s for this. In 1974, I was recognized as Businessman of the Year by the Small Business Administration for Mississippi, the Southeast

United States and was national runner-up. For two years, I served as president of the Columbus Historical Foundation and was a founding member and a member of the board of directors of the State of Mississippi Historic Preservation Commission. I have served as a member of the Mississippi Governor's Venture Capital Task Force and as a member of the State of Mississippi Audit Oversight Committee for Ethics in State Government. I served multiple terms on the Atlanta Regional Panel for the Selection of White House Fellows. I have been a trustee of the National Symphony Orchestra.

I am the father of four children and reside with my wife, Sandra, in historic Columbus, Mississippi.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Donald R. DePriest". The signature is stylized and cursive, with a long horizontal flourish extending to the right.

Donald R. DePriest

February 18, 2005

Communications Investments, Inc.
206 8th Street North
Columbus, MS 39701

Attention: Sandra DePriest, Secretary

I hereby resign as President and Director of Communications Investments, Inc.
effective immediately.

Sincerely,



Donald R. DePriest

ATTACHMENT II

I declare under penalty of perjury that the foregoing is true and correct. Executed on

SEPTEMBER 30, 2009

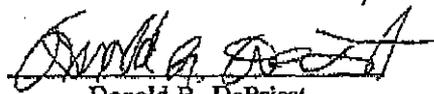

Donald R. DePriest

EXHIBIT 4



September 28, 2009

By Hand (to the office of the FCC Secretary) and E-Mail

Mr. Jeffrey Tobias
 Mobility Division
 Wireless Telecommunications Bureau
 445 12th Street, SW
 Washington, DC 20554

Re: FCC File Nos. 0002303355, 0003463998, 0003470447, 0003470527,
 0003470576, 0003470583, 0003470593, 0003470602, 0003470608, 0003470613

Dear Mr. Tobias:

This responds to the letter sent by Scot Stone, Deputy Chief, Mobility Division, Wireless Telecommunications Bureau, to me and Russell Fox, counsel to MariTEL, Inc. dated August 18, 2009. Your letter contained four requests for information pursuant to Section 308(b) of the Communications Act of 1934, as amended. Provided below is the requested information (the requests are in *italics* (footnotes are omitted) and the answers follow the requests).

1. *Describe the extent and nature of Mr. DePriest's ownership holdings in MariTEL during the relevant period. Describe the percentage of the equity in MariTEL held by Mr. DePriest, and the form in which the equity was held, e.g., stock, preferred stock, etc. Describe the percentage of the voting equity in MariTEL held by Mr. DePriest, and the form in which that equity was held. If Mr. DePriest's holdings in MariTEL fluctuated during the relevant period provide a detailed explanation.*

Mr. DePriest was, and continues to be, a shareholder in MariTEL, Inc. and, through MariTEL, Inc., of its subsidiaries (collectively, "MariTEL") during the period specified by the FCC of January 1, 2002 to the present. During the period in question, MariTEL had and continues to have several series of stock. In addition to common, voting stock, it had and continues to have certain series of preferred stock that did not generally convey any voting interests (until such time as the stock was converted to common stock). Other classes of preferred stock (in particular, Series B and H preferred stock) permit holders to vote for members of the Board of Directors prior to conversion and on an as-converted basis. The number of shares of common stock into which Series B and H preferred stock could be converted (and on which voting rights are based) has varied over time. Now, for example, one share of Series B or H preferred stock could be converted (and can therefore vote before conversion) as if it were approximately 22 shares of common stock.

The percentage and character of Mr. DePriest's equity interests fluctuated during the relevant period, although the fluctuation had no material effect on Mr. DePriest's control of MariTEL nor the company's obligation to report changes in the level of equity ownership. As MariTEL



reported in 2001, Mr. DePriest (both directly and indirectly through his interests in MCT Investors, LP ("MCT") and MedCom Development Corp.) held both common and preferred stock. At that time, Maritel reported that Mr. DePriest held approximately 67% of the stock with voting rights.¹⁷ Between then and Maritel's 2008 application for transfer of control, Mr. DePriest's percentage of equity interest in Maritel gradually decreased for the several reasons noted below; however, these changes did not necessitate a change in control requiring FCC approval.²¹

First, additional shares of stock were issued to various shareholders as payments in kind ("PIK"). Second, Maritel sold an additional series of stock, Series H preferred stock, to new and existing investors. Both of these occurrences resulted in routine fluctuations in Mr. DePriest's percentage interest in all classes of Maritel stock. Immediately prior to the distribution of the MCT shares that resulted in the transfer of control for which Maritel sought FCC approval, Mr. DePriest held approximately 35% of all issued and outstanding stock.²¹ The charts below show.

¹⁷ As the Commission is aware, its ownership reports require information on all issued and outstanding stock. However, for purposes of determining control, the Commission generally considers the entities that hold *voting* stock. See, e.g., 47 C.F.R. § 1.919(c)(2)(ii)(A) ("Controlling interest means majority voting equity ownership, any general partnership interest, or any means of actual working control (including negative control) over the operation of the licensee . . ."). In 2001, Maritel presented information regarding ownership of voting and non-voting stock. Eight years after the fact, the Company's records do not reflect whether it treated (as it did in 2008 and it does in this letter) any of the preferred stock as converted for purposes of calculating each disclosable interest holder's percentage of issued and outstanding stock. However, the result -- with respect to Mr. DePriest's control -- would have made no difference. In 2001, Mr. DePriest held significantly greater than 50% of the company's total stock, whether the preferred stock was treated as converted or not.

²¹ The Commission's letter suggests that Maritel's ownership remained the same from 2001 until its reported change in control in 2008. Letter from Scot Stone, Deputy Chief, Mobility Division, Wireless Telecommunications Bureau, FCC, to Jason Smith, Maritel, Inc. and Russell H. Fox, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. at 3 n.11 (Aug. 18, 2009) ("FCC Letter") (noting that the FCC Form 602 filed on March 13, 2001 "apparently remained current up until the time the Maritel transfer of control was consummated in 2008"). It did not; rather, there were certain routine changes in Maritel's ownership structure that occurred during that time. However, the FCC's rules generally do not obligate licensees to report changes in ownership that do not constitute a change in control. 47 C.F.R. § 1.919(b). Accordingly, prior to the transfer of control, there were changes in Maritel's ownership, but none that required reporting to the FCC.

²¹ In its recently submitted FCC Form 602, Maritel presented information regarding all of the issued and outstanding stock of Maritel, regardless of class, as directed by the FCC's rules and forms. However, because of the voting and conversion rights associated with Series B and H stock, as discussed above, Maritel calculated the Series B and H preferred stock ownership on an as-converted basis. All references in this response take the same approach. Reference to percentages of all issued and outstanding stock means the percentage of all common and preferred stock, but treating the Series B and H preferred stock on an as-converted basis. References to percentage of voting stock means the percentage of common stock, plus the Series B and H preferred stock, as converted (but omitting the other series of preferred stock). As explained more fully below, while Maritel continues to believe its reporting approach is appropriate under the circumstances, the distinction between all of the issued and outstanding stock and all of the issued and outstanding stock treated as converted is immaterial for



on the one hand, the percentage of the issued and outstanding stock held by Mr. DePriest on an annual basis during the relevant period, and on the other, the percentage of voting stock held by Mr. DePriest during the relevant period.⁴⁷

MariTEL Ownership Interests Based on All Issued and Outstanding Stock

	2001	2002	2003	2004	2005	2006	2007	2008
Donald DePriest	68.183%	51.808%	47.334%	45.160%	39.922%	37.922%	35.943%	23.692%
American Tower Corporation	24.781%	19.241%	19.293%	20.193%	21.167%	22.067%	22.959%	25.550%

MariTEL Ownership Interests Based on Voting Stock Only

	2001	2002	2003	2004	2005	2006	2007	2008
Donald DePriest	73.162%	54.914%	50.800%	48.641%	43.163%	41.149%	39.141%	25.543%
American Tower Corporation	20.768%	15.588%	15.803%	16.587%	17.443%	18.240%	19.034%	21.587%

2. State whether Mr. DePriest ever served as a director, officer, or employee of MariTEL. If Mr. DePriest formerly held one or more of such positions in MariTEL, but no longer does, state when the period in which he held the position(s) ended.

Mr. DePriest was the Chairman of the Board of MariTEL at the beginning of the relevant period until April 2008 when he resigned from the Board. At no time was DePriest ever an employee of MariTEL or an officer of MariTEL.

3. State whether Mr. DePriest ever held or exercised *de facto* control of MariTEL by any means during the relevant period. If so, describe the nature of that control, and how it was obtained.

It is MariTEL's judgment that Mr. DePriest exercised *de facto* control over MariTEL during the period between 2001 and July 2008. As noted above, until April 2008, Mr. DePriest was the Chairman of the Board of Directors of MariTEL, with authority to, among other things, set the

purposes of determining control; Mr. DePriest continued to have *de facto* control during the relevant period regardless of how the percentages of stock ownership were presented. It was the change in control caused by the distribution of the MCT shares that prompted the submission of the application for FCC approval.

⁴⁷ The percentage of stock held reflects data as of December 31 of each year. The charts combine the interests in MariTEL that Mr. DePriest held individually and through entities he controlled. The charts include American Tower which is the only entity that also had greater than 10% interest in MariTEL all throughout the relevant period.



agenda for meetings and exercise organizational control over the Board of Directors and the company. Moreover, even when Mr. DePriest no longer held a majority of the voting stock of MariTEL, he held more voting stock than any other shareholder. During that time, he also had the right to appoint as many Board of Director positions as any other shareholder. Because, before the MCT distribution, Mr. DePriest held approximately 38% of the voting equity in MariTEL, he could have prevented any shareholder action as well as Board of Director action to which he was opposed.

Other actions provide indicia of Mr. DePriest's *de facto* control of the company. In 2006, MariTEL secured a \$500,000 bridge loan from Pinnacle Bank. Mr. DePriest was instrumental in assisting the Company in obtaining that bridge loan. The Term Sheet prepared in advance of the loan referenced Mr. DePriest's willingness to provide a personal guarantee in the event of a loan default. No other shareholder took these kinds of measures -- designed to prevent the Company from becoming insolvent. Additionally, between January 2005 and September 2006 Mr. DePriest acquired an additional \$1,237,500 of convertible subordinate notes from other investors. At the same time Mr. DePriest reduced his percentage of equity ownership, he increased the level of the company's debt he held and helped extend the maturity of the company's obligations to prevent jeopardizing the company's solvency.

At no time until the distribution of the MCT shares did Mr. DePriest ever assert that MariTEL should have submitted an application to the FCC seeking its consent to the transfer of control of MariTEL based on a change in stock ownership. On separate occasions, Mr. DePriest acknowledged that the distribution of the MCT shares would cause a change in control of MariTEL. In particular, in a December 2005 letter to MCT investors addressing a number of business issues, Mr. DePriest stated, "As conclusions and resolutions are reached on the above matters, MCT anticipates a distribution of MariTEL shares A distribution would constitute a change of control of MariTEL for FCC licensing purposes . . ." Similarly, in an e-mail exchange with a member of the Board of Directors in 2007, Mr. DePriest stated that once the MCT distribution was complete, there would be a transfer of control.⁵¹ At no time before the distribution of the MCT stock did Mr. DePriest assert that MariTEL should seek FCC approval for a transfer of control.

MariTEL's assessment was the same as Mr. DePriest's. While Mr. DePriest remained in *de facto* control even after his percentage of voting equity was under 50%, MariTEL believed that

⁵¹ Mr. DePriest's e-mail to the American Tower representative to the Board of Directors suggested that Mr. DePriest believed that control would be transferred to American Tower. Mr. DePriest's presumptions were incorrect because after the distribution of the MCT shares, American Tower did not control a majority of the voting shares of MariTEL, and American Tower did not exercise *de facto* control over the company. Moreover, MariTEL's Shareholders' Agreement specifically contemplates the potential occurrence of an "ATC Regulatory Event," when American Tower would be deemed to control MariTEL. No shareholder, including Mr. DePriest, has suggested that either an ATC Regulatory Event has occurred or that it was necessary to seek FCC approval for such an ATC Regulatory Event.



his *de facto* control would end on the distribution of the MCT shares.⁶⁷ After that time, Mr. DePriest would hold only 24.716% of the voting shares of MariTEL, compared to American Tower Corporation which would hold 19.034%.⁷¹ Mr. DePriest would no longer have the ability to block action proposed by other members of the Board of Directors through his level of voting equities. Those factors prompted MariTEL to submit an application to seek FCC approval to transfer *de facto* control from Mr. DePriest to shareholders of MariTEL, more broadly.⁸⁷

The logic of MariTEL's decision is validated further by the percentage interests held in MariTEL by other significant shareholders during the period that Mr. DePriest's ownership of both issued and outstanding and voting stock decreased. During that period, the percentage of both issued and outstanding and voting stock for MariTEL's other shareholders remained nearly the same (and additional shareholders were created by the distribution of the MCT shares).⁹¹ Therefore, no other shareholders gained any control as a result of the reduction in Mr. DePriest's percentage of ownership. In light of the indicia of *de facto* control Mr. DePriest exhibited, neither MariTEL nor any of its shareholders viewed the gradual reduction in Mr. DePriest's ownership interest as meaningful until the distribution of the MCT shares.

4. *If you believe that Mr. DePriest did control MariTEL, explain, to the best of your knowledge and belief, why and how MC/LM could arrive at the conclusion that Mr. DePriest did not control MariTEL.*

⁶⁷ Despite Mr. DePriest's resignation from the Board of Directors in April 2008, he continued (and continues to this day) to have the authority to appoint as many Board members as any other shareholder. Moreover, Mr. DePriest remained MariTEL's largest shareholder until the distribution of the MCT stock. Accordingly, the transfer of control was not complete until that distribution.

⁷¹ The foregoing percentages are not reflected in the chart that accompanies question 1 because the percentages in that chart are calculated as of the end of each calendar year; the percentages referenced above are calculated at the close of the distribution of the MCT shares.

⁸⁷ The FCC has routinely recognized that control may transfer from one individual or entity to a company's shareholders, more generally. *See, e.g.,* Transfer of Control of Conventional Industrial/Business Pool Service Stations WPJL720, WPJP782, and WPJP783 and 900 MHz Local Narrowband Service Station WPJR311 from Peabody Energy, Inc. to the Shareholders of Peabody Energy, Inc., ULS File No. 0003202401 (filed Oct. 25, 2007); *Domestic Authorization Granted; Application Filed for the Transfer of Control of Telstra Incorporated from the Commonwealth of Australia to Shareholders of Telstra Corporation Limited*, Public Notice, 22 FCC Rcd 287 (2007); *Heritage-Wisconsin Broadcasting Corp.*, Memorandum Opinion and Order and Notice of Apparent Liability, 8 FCC Rcd 5607 (1993). MariTEL recognizes that Mr. DePriest may have been reducing his control over MariTEL immediately preceding the distribution of the MCT shares. However, the distribution of the MCT shares had been forecast for several years and MariTEL, like Mr. DePriest, believed that the distribution of the MCT shares was the event most logically associated with the transfer of control.

⁹¹ The percentage of stock no longer held by Mr. DePriest was acquired by many other entities, none of which held greater than 10% of either MariTEL's issued and outstanding stock or its voting stock.



Maritel believes that Mr. DePriest controlled Maritel until July 2008. It has no knowledge or belief regarding how a contrary conclusion could be reached.

* * * *

I trust that the foregoing is responsive to Mr. Stone's requests for information. We are aware that similar letters were sent to Mr. DePriest and MC/LM. Please let us know the procedure by which we may address matters, if any, in their responses to you that we believe may require clarification.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on September 28, 2009.


Jason Smith

cc: Scot Stone (via E-Mail)

By First Class Mail:

Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701
Attn.: Sandra M. DePriest

Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406

Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Wireless Properties of Virginia
1555 King Street -- Suite 500
Alexandria, VA 22314
Attn.: Donald R. DePriest

Warren Havens
2649 Benvenue Ave. -- Suites 2-6
Berkeley, CA 94704

USA FIRST-CLASS



USA FIRST-CLASS



USA FIRST-CLASS



FIRST CLASS MAIL

4635 Church Rd
Suite 100
Cumming GA 30028

Warren Havens
2649 Benvenue Ave.
Suites 2-6
Berkeley CA 94704

EXHIBIT 5



FEDERAL COMMUNICATIONS COMMISSION
Enforcement Bureau, Investigations and Hearings Division
445 12th Street, S.W., Suite 4-C330
Washington, D.C. 20554

February 26, 2010

VIA CERTIFIED MAIL -- RETURN RECEIPT REQUESTED

Donald R. DePriest
Wireless Properties of Virginia, Inc.
1555 King Street – Suite 500
Alexandria, VA 22314

Re: Applications of Maritime Communications/Land Mobile,
LLC for Automated Maritime Telecommunications System
Licenses and to Participate in FCC Auction No. 61
File No.: EB-09-IH-1751

Dear Mr. DePriest:

The Enforcement Bureau of the Federal Communications Commission is investigating compliance by Maritime Communications/Land Mobile, LLC (“Maritime”) with Sections 1.2110, 1.2112, 1.17 and 1.65 of the Commission’s Rules, 47 C.F.R. §§ 1.2110, 1.2112, 1.17 and 1.65, relating to ownership disclosure requirements in FCC auctions and applications, and providing truthful and accurate information to the Commission. Specifically, the Commission is investigating whether Maritime may have failed to disclose all required ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.

By letter, dated August 18, 2009, the Wireless Telecommunications Bureau directed you to provide information related to the above-referenced investigation.¹ You responded on September 30, 2009.² The instant, follow-up letter of inquiry seeks additional information and documentation with regard to the current investigation.

We direct you, pursuant to Sections 4(i), 4(j), 308(b) and 403 of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 308(b), and 403,

¹ Letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, to Donald R. DePriest and Wireless Properties of Virginia, Inc. dated August 18, 2009.

² Letter to Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, from Dennis C. Brown, Esq., counsel for Wireless Properties of Virginia, Inc. dated September 30, 2009.

to provide the information and documents specified herein, within **30 calendar days** from the date of this letter. The Instructions for responding to this letter and the Definitions for certain terms used in this letter are contained in the attachment hereto. Unless otherwise indicated, the period of time covered by these inquiries is **January 1, 2002 to the present**.

Inquiries: Documents and Information to be Provided

1. In the Donald DePriest LOI Response (at pages 1-4), you provided a list of entities that you indicated you controlled or in which you served as an officer or director. As to those entities that were in existence (even if inactive) during the 2002, 2003 and 2004 calendar years, provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the 2002, 2003 and 2004 calendar years, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.
2. In the Donald DePriest LOI Response (at pages 4-7), you provided a list of entities that you indicated Maritime did not disclose to the Commission.
 - (a) As to those entities that you described as being in existence during the calendar years 2002, 2003, and 2004, but which you described as having no revenues, provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the 2002, 2003 and 2004 calendar years, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.
 - (b) As to those entities that you described as being in existence during the calendar years 2002, 2003, and 2004, and which you described as having revenues (namely Bravo Communications, Inc., Charisma Communications, Inc., Golden Triangle Radio, Inc., Medcom Development Corporation, Warpath Properties, Inc., and MariTEL, Inc.), provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the 2002, 2003 and 2004 calendar years, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.
3. In the Donald DePriest LOI Response (at page 11), you indicated that you have served as Chairman of MCT Corp. Provide the following information:
 - (a) The date that you became Chairman of MCT Corp.
 - (b) The length of time that you have served as Chairman.

4. Provide relevant documentation to demonstrate the aggregate gross revenues of MCT Corp. during the 2002, 2003 and 2004 calendar years, including but not limited to, MCT Corp.'s Federal tax returns for the calendar years 2002, 2003, and 2004.
5. Explain fully why Maritime did not disclose MCT Corp. in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission, including Maritime's LOI Response.
6. Describe fully your relationship to Maritime.
7. In the Maritime LOI Response (at page 7), Maritime indicated that, at Sandra DePriest's request, you guaranteed notes owed by Maritime. Explain fully by what authority (whether verbal or written) you guaranteed notes on behalf of Maritime. Provide a narrative description as well as a copy of each note guaranteed by you on behalf of Maritime.
8. In the Donald DePriest LOI Response (at page 10), you indicated that, among other things, you were authorized to enter into contracts on behalf of Maritime. Provide the following information:
 - (a) All documents granting you authority to enter into contracts on behalf of Maritime.
 - (b) A narrative description of each contract that you entered into on behalf of Maritime.
9. To the extent not otherwise provided in response to the preceding Inquiries, provide any additional information that you believe may be helpful to our consideration and resolution of this matter.

We direct you to support your responses with an affidavit or declaration under penalty of perjury, signed and dated by you acknowledging that you have personal knowledge of the representations provided in your response, verifying the truth and accuracy of the information therein and that all of the Documents and information requested by this letter which are in your possession, custody, control or knowledge have been produced. If multiple parties contribute to the response, in addition to your general affidavit or declaration noted above, provide separate affidavits or declarations of each such individual that identify clearly to which responses the affiant or declarant is attesting. All such declarations provided should comply with section 1.16 of the Commission's rules, 47 C.F.R. § 1.16, and be substantially in the form set forth therein.

Donald R. DePriest
February 26, 2010
Page 4 of 8

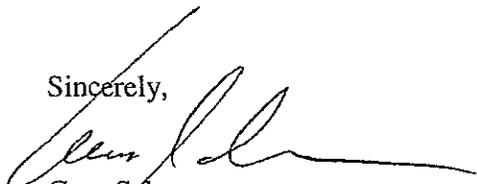
To knowingly and willfully make any false statement or conceal any material fact in reply to this inquiry is punishable by fine or imprisonment.³ Failure to respond appropriately to this letter of inquiry may constitute a violation of the Communications Act and our rules.

Wireless Properties of Virginia, Inc., shall also serve its response and supporting Documentation upon Warren Havens (at the address listed below). Wireless Properties of Virginia, Inc. and Warren Havens are reminded that this is a restricted proceeding under the Commission's *ex parte* rules,⁴ so that neither party may make a presentation (*i.e.*, a communication directed to the merits or outcome of a proceeding) to decision-making personnel which, if written, is not served on the other party or, if oral, is made without advance notice to the other party and without opportunity for them to be present.

You should direct your response, if sent by messenger or hand delivery, to Marlene H. Dortch, Secretary, Federal Communications Commission, 445 12th Street, S.W., Room TW-A325, Washington, D.C. 20554, to the attention of Brian J. Carter, Investigations and Hearings Division, Enforcement Bureau, Room 4-C330, with a copy to Gary Schonman, Special Counsel, Investigations and Hearings Division, Enforcement Bureau, Room 4-C330, Federal Communications Commission. If sent by commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail), the response should be sent to the Federal Communications Commission, 9300 East Hampton Drive, Capitol Heights, Maryland 20743. If sent by first-class, Express, or Priority mail, the response should be sent to Brian J. Carter, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, 445 12th Street, S.W., Room 4-C330, Washington, D.C. 20554, with a copy to Gary Schonman, Special Counsel, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, 445 12th Street, S.W., Room 4-C330, Washington, D.C. 20554. You should also, to the extent practicable, transmit a copy of the response via email to Brian.Carter@fcc.gov and Gary.Schonman@fcc.gov.

Direct any questions regarding this investigation to Brian J. Carter, Esq. at 202-418-1334.

Sincerely,



Gary Schonman
Special Counsel
Investigations and Hearings Division
Enforcement Bureau

³ See 18 U.S.C. § 1001; see also 47 C.F.R. § 1.17.

⁴ See 47 C.F.R. §§1.1200 – 1216.

Donald R. DePriest
February 26, 2010
Page 5 of 8

cc: Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406
Counsel for Wireless Properties of Virginia, Inc.

Sandra M. DePriest
Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701

Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Russell Fox, Esq.
Mintz, Levin, Cohen, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., NW – Suite 900
Washington, DC 20004
Counsel for MariTEL, Inc.

Warren Havens
2649 Benvenue Ave.- Suites 2-6
Berkeley, CA 94704

ATTACHMENT

Instructions

Request for Confidential Treatment. If you request that any information or documents responsive to this letter be treated in a confidential manner, it shall submit, along with all responsive information and documents, a statement in accordance with Section 0.459 of the Commission's rules. 47 C.F.R. § 0.459. Requests for confidential treatment must comply with the requirements of Section 0.459, including the standards of specificity mandated by Section 0.459(b). Accordingly, "blanket" requests for confidentiality of a large set of documents, and casual requests, including simply stamping pages "confidential," are unacceptable. Pursuant to Section 0.459(c), the Bureau will not consider requests that do not comply with the requirements of Section 0.459.

Claims of Privilege. If you withhold any information or documents under claim of privilege, you shall submit, together with any claim of privilege, a schedule of the items withheld that states, individually as to each such item: the numbered inquiry to which each item responds and the type, title, specific subject matter and date of the item; the names, addresses, positions, and organizations of all authors and recipients of the item; and the specific ground(s) for claiming that the item is privileged.

Method of Producing Documents. Each requested document, as defined herein, shall be submitted in its entirety, even if only a portion of that document is responsive to an inquiry made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these inquiries must also be submitted.

Identification of Documents. For each document or statement submitted in response to the inquiries stated in the cover letter, indicate, by number, to which inquiry it is responsive and identify the person(s) from whose files the document was retrieved. If any document is not dated, state the date on which it was prepared. If any document does not identify its author(s) or recipient(s), state, if known, the name(s) of the author(s) or recipient(s). You must identify with reasonable specificity all documents provided in response to these inquiries.

Documents No Longer Available. If a document responsive to any inquiry made herein existed but is no longer available, or if you are unable for any reason to produce a document responsive to any inquiry, identify each such document by author, recipient, date, title, and specific subject matter, and explain fully why the document is no longer available or why you are otherwise unable to produce it.

Retention of Original Documents. With respect only to documents responsive to the specific inquiries made herein and any other documents relevant to those inquiries, you are directed to retain the originals of those documents for twelve (12) months from the date of this letter unless (a) you are directed or informed by the Enforcement Bureau in writing to retain such documents for some shorter or longer period of time or (b) the Enforcement Bureau or the Commission releases an item on the subject of this investigation, including, but not limited to, a Notice of Apparent Liability for Forfeiture or an order disposing of the issues in the investigation, in which case, you must retain all such documents until the matter has been finally concluded by payment of any monetary penalty, satisfaction of all conditions, expiration of all possible appeals, conclusion of any collection action brought by the United States Department of Justice or execution and implementation of a final settlement with the Commission or the Enforcement Bureau.

Continuing Nature of Inquiries. The specific inquiries made herein are continuing in nature. You are required to produce in the future any and all documents and information that are responsive to the inquiries made herein but not initially produced at the time, date and place specified herein. In this regard, you must supplement your responses (a) if you learn that, in some material respect, the documents and information initially disclosed were incomplete or incorrect or (b) if additional responsive documents or information are acquired by or become known to you after the initial production. The requirement to update the record will continue for twelve (12) months from the date of this letter unless (a) you are directed or informed by the Enforcement Bureau in writing that your obligation to update the record will continue for some shorter or longer period of time or (b) the Enforcement Bureau or the Commission releases an item on the subject of this investigation, including, but not limited to, a Notice of Apparent Liability for Forfeiture or an order disposing of the issues in the investigation, in which case the obligation to update the record will continue until the release of such item.

Definitions

For purposes of this letter, the following definitions apply:

“Any” shall be construed to include the word “all,” and the word “all” shall be construed to include the word “any.” Additionally, the word “or” shall be construed to include the word “and,” and the word “and” shall be construed to include the word “or.” The word “each” shall be construed to include the word “every,” and the word “every” shall be construed to include the word “each.”

“Document” shall mean the complete original (or in lieu thereof, exact copies of the original) and any non-identical copy (whether different from the original because of notations on the copy or otherwise), regardless of origin or location, of any taped, recorded, transcribed, written, typed, printed, filmed, punched, computer-stored, or graphic matter of every type and description, however and by whomever prepared, produced, disseminated, or made.

“Identify,” when used with reference to a person or persons, shall mean to state his/her full legal name, job title (if any), current business address, and business phone number. If business address and/or telephone number are not available, state the person’s home address and/or telephone number.

“Identify,” when used with reference to a document, shall mean to state the date, author, addressee, type of document (*e.g.*, the types of document, as described above), a brief description of the subject matter, its present or last known location, and its custodian.

“Identify,” when used with reference to an entity other than a person, shall mean to state its name, current or last known business address, and current or last known business telephone number.

“Donald DePriest LOI Response” shall mean the letter to Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, from Dennis C. Brown, Esq., counsel for Wireless Properties of Virginia, Inc. dated September 30, 2009, responding to the letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, to Donald R. DePriest and Wireless Properties of Virginia, Inc. dated August 18, 2009, relating to the Commission’s investigation of Maritime’s non-disclosure of ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.

“Maritime” shall mean Maritime Communications/Land Mobile, LLC and any predecessor-in-interest, affiliate, parent company, wholly or partially owned subsidiary, other affiliated company or business, and all owners, including but not limited to, partners or principals, and all members, directors, officers, employees, or agents, including consultants and any other persons working for or on behalf of the foregoing at any time during the period covered by this letter.

“Maritime LOI Response” shall mean the letter to Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, from Dennis C. Brown, Esq., counsel for Maritime Communications/Land Mobile, LLC, dated September 30, 2009, responding to the letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, to Dennis C. Brown, Esq., counsel for Maritime Communications/Land Mobile, LLC, dated August 18, 2009, relating to the Commission’s investigation of Maritime’s non-disclosure of ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.



FEDERAL COMMUNICATIONS COMMISSION
Enforcement Bureau, Investigations and Hearings Division
445 12th Street, S.W., Suite 4-C330
Washington, D.C. 20554

February 26, 2010

VIA CERTIFIED MAIL -- RETURN RECEIPT REQUESTED

Jason Smith
MariTEL, Inc.
4635 Church Road, Suite 100
Cumming, GA 30028-4084

Re: Applications of Maritime Communications/Land Mobile,
LLC for Automated Maritime Telecommunications System
Licenses and to Participate in FCC Auction No. 61
File No.: EB-09-IH-1751

Dear Mr. Smith:

The Enforcement Bureau of the Federal Communications Commission is investigating compliance by Maritime Communications/Land Mobile, LLC ("Maritime") with Sections 1.2110, 1.2112, 1.17 and 1.65 of the Commission's Rules, 47 C.F.R. §§ 1.2110, 1.2112, 1.17 and 1.65, relating to ownership disclosure requirements in FCC auctions and applications, and providing truthful and accurate information to the Commission. Specifically, the Commission is investigating whether Maritime may have failed to disclose all required ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.

By letter, dated August 18, 2009, the Wireless Telecommunications Bureau directed MariTEL, Inc. ("MariTEL") to provide information related to the above-referenced investigation.¹ MariTEL responded on September 28, 2009.² The instant, follow-up letter of inquiry seeks additional information and documentation with regard to the current investigation.

We direct MariTEL, pursuant to Sections 4(i), 4(j), 308(b) and 403 of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 308(b), and 403,

¹ Letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, to MariTEL, Inc. and Russell Fox, Esq., counsel for MariTEL, Inc., dated August 18, 2009.

² Letter to Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, from MariTEL, Inc. and Russell Fox, Esq., counsel for MariTEL, Inc., dated September 28, 2009.

Jason Smith
MariTEL, Inc.
February 26, 2010
Page 2 of 7

to provide the information and documents specified herein, within **30 calendar days** from the date of this letter. The Instructions for responding to this letter and the Definitions for certain terms used in this letter are contained in the attachment hereto. Unless otherwise indicated, the period of time covered by these inquiries is **January 1, 2002 to the present.**

Inquiries: Documents and Information to be Provided

1. Identify all officers, directors, shareholders, partners, and beneficial owners of MariTEL since January 1, 2002 and provide the dates upon which such individuals secured their respective positions with MariTEL.
2. Provide a copy of all corporate documents of MariTEL, including but not limited to, any articles, bylaws, and minutes of all meetings held during the calendar years 2002 to 2006.
3. In the MariTEL LOI Response (at page 4), MariTEL referenced a December 2005 letter written by Donald DePriest to MCT Investors, L.P., in which Donald DePriest indicated that a distribution of MariTEL shares would constitute a change of control of MariTEL for FCC licensing purposes. Provide a copy of this letter.
4. Provide relevant documentation to demonstrate the aggregate gross revenues of MariTEL during the calendar years 2002, 2003, and 2004, including but not limited to, MariTEL's Federal tax returns for the calendar years 2002, 2003, and 2004.
5. To the extent not otherwise provided in response to the preceding Inquiries, provide any additional information that you believe may be helpful to our consideration and resolution of this matter.

We direct you to support your responses with an affidavit or declaration under penalty of perjury, signed and dated by you acknowledging that you have personal knowledge of the representations provided in your response, verifying the truth and accuracy of the information therein and that all of the Documents and information requested by this letter which are in your possession, custody, control or knowledge have been produced. If multiple parties contribute to the response, in addition to your general affidavit or declaration noted above, provide separate affidavits or declarations of each such individual that identify clearly to which responses the affiant or declarant is attesting. All such declarations provided should comply with section 1.16 of the Commission's rules, 47 C.F.R. § 1.16, and be substantially in the form set forth therein.

Jason Smith
MariTEL, Inc.
February 26, 2010
Page 3 of 7

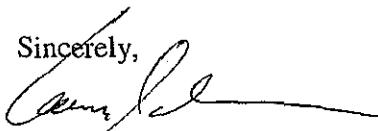
To knowingly and willfully make any false statement or conceal any material fact in reply to this inquiry is punishable by fine or imprisonment.³ Failure to respond appropriately to this letter of inquiry may constitute a violation of the Communications Act and our rules.

Maritime shall also serve its response and supporting Documentation upon Warren Havens (at the address listed below). Maritime and Warren Havens are reminded that this is a restricted proceeding under the Commission's *ex parte* rules,⁴ so that neither party may make a presentation (*i.e.*, a communication directed to the merits or outcome of a proceeding) to decision-making personnel which, if written, is not served on the other party or, if oral, is made without advance notice to the other party and without opportunity for them to be present.

You should direct your response, if sent by messenger or hand delivery, to Marlene H. Dortch, Secretary, Federal Communications Commission, 445 12th Street, S.W., Room TW-A325, Washington, D.C. 20554, to the attention of Brian J. Carter, Investigations and Hearings Division, Enforcement Bureau, Room 4-C330, with a copy to Gary Schonman, Special Counsel, Investigations and Hearings Division, Enforcement Bureau, Room 4-C330, Federal Communications Commission. If sent by commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail), the response should be sent to the Federal Communications Commission, 9300 East Hampton Drive, Capitol Heights, Maryland 20743. If sent by first-class, Express, or Priority mail, the response should be sent to Brian J. Carter, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, 445 12th Street, S.W., Room 4-C330, Washington, D.C. 20554, with a copy to Gary Schonman, Special Counsel, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, 445 12th Street, S.W., Room 4-C330, Washington, D.C. 20554. You should also, to the extent practicable, transmit a copy of the response via email to Brian.Carter@fcc.gov and Gary.Schonman@fcc.gov.

Direct any questions regarding this investigation to Brian J. Carter, Esq. at 202-418-1334.

Sincerely,



Gary Schonman
Special Counsel
Investigations and Hearings Division
Enforcement Bureau

³ See 18 U.S.C. § 1001; see also 47 C.F.R. § 1.17.

⁴ See 47 C.F.R. §§1.1200 – 1216.

Jason Smith
MariTEL, Inc.
February 26, 2010
Page 4 of 7

cc: Russell Fox, Esq.
Mintz, Levin, Cohen, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., NW – Suite 900
Washington, DC 20004

Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701
ATTN: Sandra M. DePriest

Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406

Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Wireless Properties of Virginia, Inc.
1555 King Street - Suite 500
Alexandria, VA 22314
ATTN: Donald R. DePriest

Warren Havens
2649 Benvenue Ave.- Suites 2-6
Berkeley, CA 94704

ATTACHMENT

Instructions

Request for Confidential Treatment. If you request that any information or documents responsive to this letter be treated in a confidential manner, it shall submit, along with all responsive information and documents, a statement in accordance with Section 0.459 of the Commission's rules. 47 C.F.R. § 0.459. Requests for confidential treatment must comply with the requirements of Section 0.459, including the standards of specificity mandated by Section 0.459(b). Accordingly, "blanket" requests for confidentiality of a large set of documents, and casual requests, including simply stamping pages "confidential," are unacceptable. Pursuant to Section 0.459(c), the Bureau will not consider requests that do not comply with the requirements of Section 0.459.

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Identification of Documents. For each document or statement submitted in response to the inquiries stated in the cover letter, indicate, by number, to which inquiry it is responsive and identify the person(s) from whose files the document was retrieved. If any document is not dated, state the date on which it was prepared. If any document does not identify its author(s) or recipient(s), state, if known, the name(s) of the author(s) or recipient(s). You must identify with reasonable specificity all documents provided in response to these inquiries.

Documents No Longer Available. If a document responsive to any inquiry made herein existed but is no longer available, or if you are unable for any reason to produce a document responsive to any inquiry, identify each such document by author, recipient, date, title, and specific subject matter, and explain fully why the document is no longer available or why you are otherwise unable to produce it.

Jason Smith
MariTEL, Inc.
February 26, 2010
Page 6 of 7

Retention of Original Documents. With respect only to documents responsive to the specific inquiries made herein and any other documents relevant to those inquiries, you are directed to retain the originals of those documents for twelve (12) months from the date of this letter unless (a) you are directed or informed by the Enforcement Bureau in writing to retain such documents for some shorter or longer period of time or (b) the Enforcement Bureau or the Commission releases an item on the subject of this investigation, including, but not limited to, a Notice of Apparent Liability for Forfeiture or an order disposing of the issues in the investigation, in which case, you must retain all such documents until the matter has been finally concluded by payment of any monetary penalty, satisfaction of all conditions, expiration of all possible appeals, conclusion of any collection action brought by the United States Department of Justice or execution and implementation of a final settlement with the Commission or the Enforcement Bureau.

Continuing Nature of Inquiries. The specific inquiries made herein are continuing in nature. You are required to produce in the future any and all documents and information that are responsive to the inquiries made herein but not initially produced at the time, date and place specified herein. In this regard, you must supplement your responses (a) if you learn that, in some material respect, the documents and information initially disclosed were incomplete or incorrect or (b) if additional responsive documents or information are acquired by or become known to you after the initial production. The requirement to update the record will continue for twelve (12) months from the date of this letter unless (a) you are directed or informed by the Enforcement Bureau in writing that your obligation to update the record will continue for some shorter or longer period of time or (b) the Enforcement Bureau or the Commission releases an item on the subject of this investigation, including, but not limited to, a Notice of Apparent Liability for Forfeiture or an order disposing of the issues in the investigation, in which case the obligation to update the record will continue until the release of such item.

Definitions

For purposes of this letter, the following definitions apply:

“Any” shall be construed to include the word “all,” and the word “all” shall be construed to include the word “any.” Additionally, the word “or” shall be construed to include the word “and,” and the word “and” shall be construed to include the word “or.” The word “each” shall be construed to include the word “every,” and the word “every” shall be construed to include the word “each.”

“Document” shall mean the complete original (or in lieu thereof, exact copies of the original) and any non-identical copy (whether different from the original because of notations on the copy or otherwise), regardless of origin or location, of any taped, recorded, transcribed, written, typed, printed, filmed, punched, computer-stored, or

Jason Smith
MariTEL, Inc.
February 26, 2010
Page 7 of 7

graphic matter of every type and description, however and by whomever prepared, produced, disseminated, or made.

“Identify,” when used with reference to a person or persons, shall mean to state his/her full legal name, job title (if any), current business address, and business phone number. If business address and/or telephone number are not available, state the person’s home address and/or telephone number.

“Identify,” when used with reference to a document, shall mean to state the date, author, addressee, type of document (*e.g.*, the types of document, as described above), a brief description of the subject matter, its present or last known location, and its custodian.

“Identify,” when used with reference to an entity other than a person, shall mean to state its name, current or last known business address, and current or last known business telephone number.

“MariTEL LOI Response” shall mean the letter to Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, from MariTEL, Inc. and Russell Fox, Esq., counsel for MariTEL, Inc., dated September 28, 2009, responding to the letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, to MariTEL, Inc. and Russell Fox, Esq., counsel for MariTEL, Inc., dated August 18, 2009, relating to the Commission’s investigation of Maritime’s non-disclosure of ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.

“Maritime” shall mean Maritime Communications/Land Mobile, LLC and any predecessor-in-interest, affiliate, parent company, wholly or partially owned subsidiary, other affiliated company or business, and all owners, including but not limited to, partners or principals, and all members, directors, officers, employees, or agents, including consultants and any other persons working for or on behalf of the foregoing at any time during the period covered by this letter.

“MariTEL” shall mean MariTEL, Inc. and any predecessor-in-interest, affiliate, parent company, wholly or partially owned subsidiary, other affiliated company or business, and all owners, including but not limited to, partners or principals, and all members, directors, officers, employees, or agents, including consultants and any other persons working for or on behalf of the foregoing at any time during the period covered by this letter.



FEDERAL COMMUNICATIONS COMMISSION
Enforcement Bureau, Investigations and Hearings Division
445 12th Street, S.W., Suite 4-C330
Washington, D.C. 20554

February 26, 2010

VIA CERTIFIED MAIL -- RETURN RECEIPT REQUESTED

Sandra M. DePriest
Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701

Re: Applications of Maritime Communications/Land Mobile,
LLC for Automated Maritime Telecommunications System
Licenses and to Participate in FCC Auction No. 61
File No.: EB-09-IH-1751

Dear Ms. DePriest:

The Enforcement Bureau of the Federal Communications Commission is investigating compliance by Maritime Communications/Land Mobile, LLC ("Maritime") with Sections 1.2110, 1.2112, 1.17 and 1.65 of the Commission's Rules, 47 C.F.R. §§ 1.2110, 1.2112, 1.17 and 1.65, relating to ownership disclosure requirements in FCC auctions and applications, and providing truthful and accurate information to the Commission. Specifically, the Commission is investigating whether Maritime may have failed to disclose all required ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.

By letter, dated August 18, 2009, the Wireless Telecommunications Bureau directed Maritime to provide information related to the above-referenced investigation.¹ Maritime responded on September 30, 2009.² The instant, follow-up letter of inquiry seeks additional information and documentation with regard to the current investigation.

¹ Letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, to Dennis C. Brown, Esq., counsel for Maritime Communications/Land Mobile, LLC, dated August 18, 2009.

² Letter to Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, from Dennis C. Brown, Esq., counsel for Maritime Communications/Land Mobile, LLC, dated September 30, 2009.

We direct Maritime, pursuant to Sections 4(i), 4(j), 308(b) and 403 of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 308(b), and 403, to provide the information and documents specified herein, within **30 calendar days** from the date of this letter. The Instructions for responding to this letter and the Definitions for certain terms used in this letter are contained in the attachment hereto. Unless otherwise indicated, the period of time covered by these inquiries is **January 1, 2002 to the present**.

Inquiries: Documents and Information to be Provided

1. Identify all officers, directors, shareholders, partners, and beneficial owners of Maritime since January 1, 2002 and provide the dates upon which such individuals secured their respective positions with Maritime.
2. Provide a copy of all corporate documents of Maritime, including but not limited to, any articles, bylaws, operating agreements, and minutes of all meetings held during the relevant period.
3. Identify John Reardon and describe fully his relationship to Maritime.
4. Specify the date that John Reardon became an officer of Maritime and specify all titles and positions held by him. Provide a copy of all documents authorizing his appointed positions.
5. In the Maritime LOI Response (at page 2), Maritime indicated that John Reardon serves as its Chief Executive Officer. Our records indicate that Maritime did not disclose John Reardon in its application to participate in Auction No. 61 (FCC Form 175) or in subsequent filings with the Commission. Explain fully why Maritime did not identify John Reardon as its Chief Executive Officer in its application to participate in Auction No. 61 (FCC form 175) and in subsequent filings with the Commission, including but not limited to, Maritime's application for Automated Maritime Telecommunications System licenses (FCC Form 601).
6. Identify all entities, if any, attributable to John Reardon as an officer of Maritime during the calendar years 2002, 2003 and 2004. Provide relevant documentation to demonstrate the aggregate gross revenues of each such entity, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.
7. Identify Donald DePriest and describe fully his relationship to Maritime.

8. In the Donald DePriest LOI Response (at page 10), he indicated that, among other things, he was authorized to enter into contracts on behalf of Maritime. Provide the following information:
 - (a) All documents granting Donald DePriest authority to enter into contracts on behalf of Maritime.
 - (b) A narrative description of each contract that Donald DePriest entered into on behalf of Maritime.
9. In the Maritime LOI Response (at page 7), Maritime indicated that, among other things, Donald DePriest was authorized to serve as Sandra DePriest's agent and to assist her as necessary. Explain fully by what authority (whether verbal or written) Donald DePriest acted as an agent for Maritime and/or Sandra DePriest. Provide all documents authorizing Donald DePriest's appointment as an agent for Maritime and/or Sandra DePriest.
10. In the Maritime LOI Response (at page 7), Maritime indicated that, at Sandra DePriest's request, Donald DePriest guaranteed notes owed by Maritime. Explain fully by what authority (whether verbal or written) Donald DePriest guaranteed notes on behalf of Maritime. Provide a narrative description as well as a copy of each note guaranteed by Donald DePriest on behalf of Maritime.
11. In the Maritime LOI Response (at pages 3-6), Maritime provided a list of entities that it did not disclose in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission.
 - (a) As to those entities that Maritime described as being in existence during the calendar years 2002, 2003, and 2004, but which Maritime described as having no revenues, provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the calendar years 2002, 2003, and 2004, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.
 - (b) As to those entities that Maritime described as being in existence during the calendar years 2002, 2003, and 2004, and which Maritime described as having revenues (namely Bravo Communications, Inc., Charisma Communications, Inc., Golden Triangle Radio, Inc., Medcom Development Corporation, Warpath Properties, Inc., and MariTEL, Inc.), provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the calendar years

2002, 2003, and 2004, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.

12. Identify MCT Corp.

13. Our records indicate that Donald DePriest served as Chairman of MCT Corp. Our records further indicate that Maritime did not disclose MCT Corp. in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission, including Maritime's LOI Response. Explain fully why Maritime did not disclose MCT Corp. in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission, including Maritime's LOI Response.
14. Provide relevant documentation to demonstrate the aggregate gross revenues of MCT Corp. during the calendar years 2002, 2003, and 2004, including but not limited to, its Federal tax returns for the calendar years 2002, 2003, and 2004.
15. To the extent not otherwise provided in response to the preceding Inquiries, provide any additional information that you believe may be helpful to our consideration and resolution of this matter.

We direct you to support your responses with an affidavit or declaration under penalty of perjury, signed and dated by you acknowledging that you have personal knowledge of the representations provided in your response, verifying the truth and accuracy of the information therein and that all of the Documents and information requested by this letter which are in your possession, custody, control or knowledge have been produced. If multiple parties contribute to the response, in addition to your general affidavit or declaration noted above, provide separate affidavits or declarations of each such individual that identify clearly to which responses the affiant or declarant is attesting. All such declarations provided should comply with section 1.16 of the Commission's rules, 47 C.F.R. § 1.16, and be substantially in the form set forth therein.

To knowingly and willfully make any false statement or conceal any material fact in reply to this inquiry is punishable by fine or imprisonment.³ Failure to respond appropriately to this letter of inquiry may constitute a violation of the Communications Act and our rules.

Maritime shall also serve its response and supporting Documentation upon Warren Havens (at the address listed below). Maritime and Warren Havens are reminded that this is a restricted proceeding under the Commission's *ex parte* rules,⁴ so that neither

³ See 18 U.S.C. § 1001; see also 47 C.F.R. § 1.17.

⁴ See 47 C.F.R. §§1.1200 – 1216.

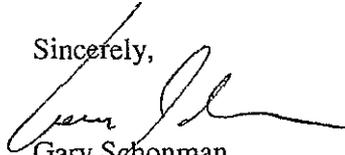
Sandra M. DePriest
February 26, 2010
Page 5 of 9

party may make a presentation (*i.e.*, a communication directed to the merits or outcome of a proceeding) to decision-making personnel which, if written, is not served on the other party or, if oral, is made without advance notice to the other party and without opportunity for them to be present.

You should direct your response, if sent by messenger or hand delivery, to Marlene H. Dortch, Secretary, Federal Communications Commission, 445 12th Street, S.W., Room TW-A325, Washington, D.C. 20554, to the attention of Brian J. Carter, Investigations and Hearings Division, Enforcement Bureau, Room 4-C330, with a copy to Gary Schonman, Special Counsel, Investigations and Hearings Division, Enforcement Bureau, Room 4-C330, Federal Communications Commission. If sent by commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail), the response should be sent to the Federal Communications Commission, 9300 East Hampton Drive, Capitol Heights, Maryland 20743. If sent by first-class, Express, or Priority mail, the response should be sent to Brian J. Carter, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, 445 12th Street, S.W., Room 4-C330, Washington, D.C. 20554, with a copy to Gary Schonman, Special Counsel, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, 445 12th Street, S.W., Room 4-C330, Washington, D.C. 20554. You should also, to the extent practicable, transmit a copy of the response via email to Brian.Carter@fcc.gov and Gary.Schonman@fcc.gov.

Direct any questions regarding this investigation to Brian J. Carter, Esq. at 202-418-1334.

Sincerely,



Gary Schonman
Special Counsel
Investigations and Hearings Division
Enforcement Bureau

cc: Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406
Counsel for Maritime Communications/Land Mobile, LLC

Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Sandra M. DePriest
February 26, 2010
Page 6 of 9

Wireless Properties of Virginia, Inc.
1555 King Street - Suite 500
Alexandria, VA 22314
ATTN: Donald R. DePriest

Russell Fox, Esq.
Mintz, Levin, Cohen, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., NW – Suite 900
Washington, DC 20004
Counsel for MariTEL, Inc.

Warren Havens
2649 Benvenue Ave.- Suites 2-6
Berkeley, CA 94704

ATTACHMENT

Instructions

Request for Confidential Treatment. If you request that any information or documents responsive to this letter be treated in a confidential manner, it shall submit, along with all responsive information and documents, a statement in accordance with Section 0.459 of the Commission's rules. 47 C.F.R. § 0.459. Requests for confidential treatment must comply with the requirements of Section 0.459, including the standards of specificity mandated by Section 0.459(b). Accordingly, "blanket" requests for confidentiality of a large set of documents, and casual requests, including simply stamping pages "confidential," are unacceptable. Pursuant to Section 0.459(c), the Bureau will not consider requests that do not comply with the requirements of Section 0.459.

Claims of Privilege. If you withhold any information or documents under claim of privilege, you shall submit, together with any claim of privilege, a schedule of the items withheld that states, individually as to each such item: the numbered inquiry to which each item responds and the type, title, specific subject matter and date of the item; the names, addresses, positions, and organizations of all authors and recipients of the item; and the specific ground(s) for claiming that the item is privileged.

Method of Producing Documents. Each requested document, as defined herein, shall be submitted in its entirety, even if only a portion of that document is responsive to an inquiry made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these inquiries must also be submitted.

Identification of Documents. For each document or statement submitted in response to the inquiries stated in the cover letter, indicate, by number, to which inquiry it is responsive and identify the person(s) from whose files the document was retrieved. If any document is not dated, state the date on which it was prepared. If any document does not identify its author(s) or recipient(s), state, if known, the name(s) of the author(s) or recipient(s). You must identify with reasonable specificity all documents provided in response to these inquiries.

Documents No Longer Available. If a document responsive to any inquiry made herein existed but is no longer available, or if you are unable for any reason to produce a document responsive to any inquiry, identify each such document by author, recipient, date, title, and specific subject matter, and explain fully why the document is no longer available or why you are otherwise unable to produce it.

Retention of Original Documents. With respect only to documents responsive to the specific inquiries made herein and any other documents relevant to those inquiries, you are directed to retain the originals of those documents for twelve (12) months from the date of this letter unless (a) you are directed or informed by the Enforcement Bureau in writing to retain such documents for some shorter or longer period of time or (b) the Enforcement Bureau or the Commission releases an item on the subject of this investigation, including, but not limited to, a Notice of Apparent Liability for Forfeiture or an order disposing of the issues in the investigation, in which case, you must retain all such documents until the matter has been finally concluded by payment of any monetary penalty, satisfaction of all conditions, expiration of all possible appeals, conclusion of any collection action brought by the United States Department of Justice or execution and implementation of a final settlement with the Commission or the Enforcement Bureau.

Continuing Nature of Inquiries. The specific inquiries made herein are continuing in nature. You are required to produce in the future any and all documents and information that are responsive to the inquiries made herein but not initially produced at the time, date and place specified herein. In this regard, you must supplement your responses (a) if you learn that, in some material respect, the documents and information initially disclosed were incomplete or incorrect or (b) if additional responsive documents or information are acquired by or become known to you after the initial production. The requirement to update the record will continue for twelve (12) months from the date of this letter unless (a) you are directed or informed by the Enforcement Bureau in writing that your obligation to update the record will continue for some shorter or longer period of time or (b) the Enforcement Bureau or the Commission releases an item on the subject of this investigation, including, but not limited to, a Notice of Apparent Liability for Forfeiture or an order disposing of the issues in the investigation, in which case the obligation to update the record will continue until the release of such item.

Definitions

For purposes of this letter, the following definitions apply:

“Any” shall be construed to include the word “all,” and the word “all” shall be construed to include the word “any.” Additionally, the word “or” shall be construed to include the word “and,” and the word “and” shall be construed to include the word “or.” The word “each” shall be construed to include the word “every,” and the word “every” shall be construed to include the word “each.”

“Document” shall mean the complete original (or in lieu thereof, exact copies of the original) and any non-identical copy (whether different from the original because of notations on the copy or otherwise), regardless of origin or location, of any taped, recorded, transcribed, written, typed, printed, filmed, punched, computer-stored, or graphic matter of every type and description, however and by whomever prepared, produced, disseminated, or made.

“Donald DePriest LOI Response” shall mean the letter to Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, from Dennis C. Brown, Esq., counsel for Wireless Properties of Virginia, Inc., dated September 30, 2009, responding to the letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, to Dennis C. Brown, Esq., counsel for Wireless Properties of Virginia, Inc., dated August 18, 2009, relating to the Commission’s investigation of Maritime’s non-disclosure of ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.

“Identify,” when used with reference to a person or persons, shall mean to state his/her full legal name, job title (if any), current business address, and business phone number. If business address and/or telephone number are not available, state the person’s home address and/or telephone number.

“Identify,” when used with reference to a document, shall mean to state the date, author, addressee, type of document (*e.g.*, the types of document, as described above), a brief description of the subject matter, its present or last known location, and its custodian.

“Identify,” when used with reference to an entity other than a person, shall mean to state its name, current or last known business address, and current or last known business telephone number.

“Maritime LOI Response” shall mean the letter to Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, from Dennis C. Brown, Esq., counsel for Maritime Communications/Land Mobile, LLC, dated September 30, 2009, responding to the letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, to Dennis C. Brown, Esq., counsel for Maritime Communications/Land Mobile, LLC, dated August 18, 2009, relating to the Commission’s investigation of Maritime’s non-disclosure of ownership information in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.

“Maritime” shall mean Maritime Communications/Land Mobile, LLC and any predecessor-in-interest, affiliate, parent company, wholly or partially owned subsidiary, other affiliated company or business, and all owners, including but not limited to, partners or principals, and all members, directors, officers, employees, or agents, including consultants and any other persons working for or on behalf of the foregoing at any time during the period covered by this letter.

EXHIBIT 6

Michelle Ellison, Chief
Enforcement Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Request for Confidential Treatment, Pursuant to
Section 0.459 of the Commission's Rules, of portions
Sandra DePriest's Response to Letter of Inquiry and
All Exhibits to that Response

Response to Letter of Inquiry
File No. EB-09-IH-1751

Dear Chief Ellison:

Sandra M. DePriest and Maritime Communications/Land Mobile, LLC (collectively, MCLM) respectfully request confidential treatment, pursuant to 47 C.F.R. §0.459 of the Commission's Rules for the third paragraph at page 5 of MCLM's Response to the Enforcement Bureau's letter dated February 26, 2010, which begins "Mr. DePriest is Chairman. . . ." MCLM also requests confidential treatment for Exhibits 1 through 13, including all subparts, to MCLM's Response to the Enforcement Bureau's letter dated February 26, 2010. MCLM requests confidential treatment of the Exhibits in their entirety.

The third paragraph at page 5 of MCLM's Response includes strategically sensitive commercial data MCLM which would not customarily release to the public. The Exhibits merit confidential treatment because they address strategically sensitive matters, including specific commercial and financial information. MCLM would not customarily release this type of sensitive information to the public and believes that exposure of the specific business arrangements or its financial information is unwarranted. Such release could result in substantial competitive harm by placing MCLM at a disadvantage vis-a-vis other telecommunications service providers specifically and against the private mobile radio service industry in general. In short, the Exhibits contain the type of commercial and financial information "which would customarily be guarded from competitors"¹ and therefore should not be made routinely available for inspection. There is no reasonably segregable information which could be released without competitive harm to MCLM.

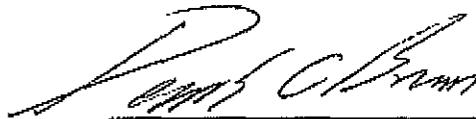
¹ See, 47 C.F.R. §0457(d)(2), which provides that "if it shown in the request that the materials contain trade secrets or commercial, financial or technical data which would customarily be guarded from competitors, the materials will not be made routinely available for inspection. . . ."

MCLM has continuously afforded the information contained in the Exhibits highly confidential treatment and has, until now, restricted distribution to personnel within MCLM and to legal counsel for MCLM. These precautions emphasize MCLM's intent that the contents of the Exhibits not be released to third parties.

For all the foregoing reasons, MCLM requests that the Exhibits, in their entirety, be withheld from public inspection under the Freedom of Information Act pursuant to 5 U.S.C. §552(b)(4).

Thank you for your attention to this matter.

MARITIME COMMUNICATIONS/
LAND MOBILE, LLC



Dennis C. Brown, Counsel to MCLM
8124 Cooke Court, Suite 201
Manassas, Virginia 20109-7406
703/365-9437

Dated: March 29, 2010

DENNIS C. BROWN
ATTORNEY AT LAW
8124 COOKE COURT, SUITE 201
MANASSAS, VIRGINIA 20109-7406

PHONE 703/365-9437
D.C.BROWN@ATT.NET

FAX 703/365-9456
NOT ADMITTED IN VIRGINIA

March 29, 2009

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

Attention: Chief, Enforcement Bureau

Re: Response to Letter of Inquiry
File No. EB-09-IH-1751

Dear Secretary Dortch:

I represent the radio system interests of Sandra M. DePriest and of Maritime Communications/Land Mobile, LLC (collectively, Mrs. DePriest) before the Federal Communications Commission. On behalf of Mrs. DePriest, I am filing herewith her Response to the Enforcement Bureau's letter of inquiry dated February 26, 2009 in File No. EB-09-IH-1751.

Please direct any questions concerning this filing to me. Thank you for your attention to this matter.

Very truly yours,



Dennis C. Brown

The Reverend Sandra DePriest
510 Seventh Street North
Columbus, Mississippi
662-328-2017; 652-574-1972 (cell); sdepr@aol.com

March 29, 2010

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

Attention: Brian J. Carter, Investigations and Hearing Division,
Enforcement Bureau, Room 4-C330

Re: Applications of Maritime Communications/Land Mobile, LLC
for Automated Maritime Telecommunications System Licenses
and to Participate in FCC Auction No. 61
File No.: EB-09-IH-1751

Dear Mr. Carter,

This letter is in response to your follow-up letter of inquiry seeking additional information and documentation with regard to Maritime Communications/Land Mobile, LLC ("Maritime") in support of your investigation of its compliance with Sections 1.2110, 1.2112, 1.17 and 1.65 of the Commission's Rules, 47 C.F. R. Sec. 1.2110, 1.2112, 1.17 and 1.65 in its application to participate in FCC Auction No. 61 and in subsequent filings with the Commission.

1. Identify all officers, directors, shareholders, partners, and beneficial owners of Maritime since January 1, 2002 and provide the dates upon which such individuals secured their respective positions with Maritime.

Maritime was formed on February 15, 2005. Accordingly, Maritime had no officer, director, shareholder, partner, or beneficial owner before that date. The Managing Member of Maritime is S/RJW Partnership, L.P ("S/RJW"). The Certificate of Partnership was originally filed with the Secretary of State of Delaware on November 21, 2002, a copy of which is attached as Exhibit 2(i). Communications Investments, Inc. was substituted for Medcom Development Corporation, ("Medcom") as the General Partner of S/RJW, effective February 15, 2005, which action was filed as a matter of notice as part of the loan transaction with Pinnacle Bank, with the Secretary of State of Delaware on August 24, 2005, a copy of which document as file stamped by the Secretary of State

of Delaware is attached as Exhibit 2(ii).¹ Communications Investments, Inc. has continued as the General Partner of S/RJW to the present date. I own 100% of the Common Stock of Communications Investments, Inc. and have from the time the stock was transferred to me by Don DePriest on February 18, 2005. I have also remained the President, Secretary and sole director of Communications Investments, Inc. since Don DePriest resigned as President and Director of what was a shell corporation since 1998.²

Officers and Directors: At all times since the formation of Maritime, I have considered myself to be the sole elected officer and director of Maritime. As an LLC, I believed that the titles given to the employees were unofficial employee titles. On January 6, 2006, I executed Minutes which are attached hereto as Exhibit 1(viii), in which I gave titles which I termed in the minutes to be "as employees" titles to John Reardon, Chief Executive Officer, to Robert "Tim" Smith, Vice-President, and to Belinda Hudson, Treasurer.³ I did not consider any of these persons to be "Corporate Officers," but employees. I did not see the CEO as a corporate officer, just as the CFO is not always the corporate treasurer. There was no intent to deceive as I disclosed openly in my original LOI Responses to the FCC that John Reardon was the CEO, but he is not a President, Vice-President, Secretary or Treasurer. He is not a shareholder and does not participate in Board meetings or authorization of loans or other major company decisions. He functions as an operations manager. Nor does Tim Smith participate in Board Meetings or decisions, and he functions as the Chief Engineer.

John Reardon was never authorized to use the title "President," and he has been instructed not to do so in the future. I had no intent to deceive the Commission in these choices of employee titles and I trust that the Commission was not deceived.

Maritime Shareholders, partners and beneficial owners since January 1, 2002: Maritime was formed on February 15, 2005. S/RJW has at all times been the Managing Member of Maritime. All of the membership interests in Maritime were owned by S/RJW Partnership, L.P., until 2008, when 22 of 1,000 partnership units were issued to an outside party.

All of the Partnership shares of S/RJW are owned by me. The General Partner of S/RJW, L.P. is Communications Investments, Inc. and, since February 18, 2005, I have owned 100% of the stock of Communications Investments, Inc. No interests have been issued to Mr. DePriest from inception to date.

¹ A Corporate version of that document, identical in text, was signed by me on February 18, 2005 and was filed with the Corporate records at that time. The difference in these two documents is simply that the original copy filed with the Delaware Secretary of State was kept with the Legal file in the office of the attorney, and one was a Corporate copy executed by me. I had not seen the original filed with the Secretary of State and the attorney did not have a copy of my original in his file.

² As disclosed in the LOI, as an oversight, we neglected to show the change in President with the Mississippi Secretary of State until 2008.

³ **Correction:** It has come to my attention in the detailed review of the minutes of the meetings of Maritime that I need to correct a statement made in my earlier LOI responses. In reviewing the minutes, I see that Belinda Hudson was indeed authorized to sign as Treasurer in the January 6, 2006 minutes of Maritime authorizing her to sign as Treasurer, Exhibit 1(viii) hereto, as well as in the minutes of Maritime of March 10, 2009 in the opening of a bank account, Exhibit 1(x) hereto.

From time to time over the last five years, warrants to purchase units of the 1,000 units of Maritime have been granted, most of which have expired. A list of the warrants is attached as Exhibit 7. *We request confidential treatment of this information.*

John Reardon's modified employment agreement dated May 28, 2008, and attached as Exhibit 6 (b), provides for Mr. Reardon to receive a 10% share of the Company in lieu of other compensation upon termination of his employment other than for cause. As such he could be considered a beneficial owner of the Company.

2. Provide a copy of all corporate documents of Maritime, including but not limited to, any articles, bylaws, operating agreements, and minutes of all meetings held during the relevant period.

The Corporate organization Documents, Minutes and operating agreements are provided as Exhibit 1 (i-x), Exhibit 2 (i-vi) and Exhibit 3.

3. Identify John Reardon and describe fully his relationship to Maritime.

As set forth in the attached Declaration of Dave Predmore, attached as Exhibit 4, from 2000 to 2005, John Reardon was President and CEO of Mobex Communications, Inc. and its subsidiary Mobex Network Services, LLC ("Mobex"), a company whose assets were acquired by Maritime on December 30, 2005.⁴ A list of the assets of Mobex acquired by Maritime is set forth in the Asset Purchase Agreement entered into in May, 2005, and is attached as Exhibit 5. The license assignment to Maritime was approved by the FCC in November, 2005. Maritime closed that transaction on December 30, 2005. John Reardon was hired as an employee on January 1, 2006, a few days after the Mobex closing on December 30, 2005. At no time was John Reardon simultaneously an employee of Mobex and Maritime. On January 6, I executed minutes authorizing him to serve as CEO, basically as the operations manager of Maritime and he has done so since that time. A copy of his employment agreement dated September 18, 2006, and amended on May 28, 2008 is attached as Exhibit 6 (a) & (b). *Confidential treatment is requested for salary and other compensation matters.* He is not a shareholder and is paid a base salary plus a commission on sales of Maritime above a certain level. As an employee, he receives a salary, health benefits, and like other employees, is eligible to participate in the 401 (k) program.

4. Specify the date that John Reardon became an officer of Maritime and specify all titles and positions held by him. Provide a copy of all documents authorizing his appointed positions.

While I have not considered John Reardon to be a corporate officer of Maritime, but an employee in the nature of a General Manager, but called a "CEO," he became the designated CEO on January 6, 2006. Exhibit 1(viii) is a copy of the minutes of a meeting held *"for the purpose of designating titles for persons who have joined MCLM as employees upon conclusion of the purchase of all of the assets of Mobex Network Services, Inc. These employees are designated as authorized signers on behalf of*

⁴ Dave Predmore references a letter to the FCC dated January 29, 2007 setting forth these same facts.

MCLM." A copy of his employment contract dated September 18, 2006, and amended on May 28, 2008, is enclosed as Exhibit 6(a) and (b). *We request confidential treatment of these documents.*

5. In the Maritime LOI Response (at page 2), Maritime indicated that John Reardon serves as its Chief Executive Officer. Our records indicate that Maritime did not disclose John Reardon in its application to participate in Auction No. 61 (FCC Form 175) or in subsequent filings with the Commission. Explain fully why Maritime did not identify John Reardon as its Chief Executive Officer in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission, including but not limited to, Maritime's application for Automated Maritime Telecommunications System licenses (FCC Form 601).

John Reardon has never been an officer of Maritime. Maritime did not include John Reardon as CEO for each of the following requested circumstances for the reasons set forth:

a. Regarding participation in Auction 61 (FCC Form 175). John Reardon was at all times employed by Mobex during 2005. The date of the Auction was August, 2005, the Asset Purchase Agreement was not approved by the FCC until November, 2005, and the Asset Purchase Agreement was not closed until December 30, 2005, and John Reardon was not employed by the Company until January, 2006. Therefore it was not necessary to include John Reardon in this filing.

b. Maritime's Application for AMTS Licenses (FCC Form 601). Maritime's Auction No. 61 license application, FCC File No. 0002303355 was filed on September 7, 2005. John Reardon was never an officer of Maritime, and did not even become an employee of Maritime until January, 2006.

6. Identify all entities, if any, attributable to John Reardon as an officer of Maritime during the calendar years 2002, 2003, and 2004. Provide relevant documentation to demonstrate the aggregate gross revenues of each such entity, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.

There was no entity attributable to John Reardon because he was not employed by Maritime until January, 2006. Neither Maritime nor John Reardon has the authority to disclose Mobex corporate tax records. After John Reardon left Mobex, it is a matter of FCC Record that Dave Predmore served as the Chief Administrative Officer of Mobex. In this capacity, Mr. Predmore made filings to the FCC, including for the Universal Service showing, and if the Commission needs this information, it would need to be obtained through him.

Maritime did not take over the corporate structure of Mobex. No tax returns were filed by Maritime for Mobex. Maritime filed no document with any state government on behalf of Mobex because Mobex was neither a subsidiary nor a sister entity of Maritime, and had no authority to do so.

Mr. Reardon does not exercise control over Maritime because he is not a shareholder and does not serve as an official officer, stockholder or Board Member, nor is he authorized to make major corporate or financial decisions of Maritime.

7. Identify Donald DePriest and describe fully his relationship to Maritime.

Donald DePriest is my husband of over 26 years. His ownership and role in Maritime is as stated in prior LOI Answer 8a, and as reiterated and supplemented here. Mr. DePriest has no ownership interest in Maritime. Nor has he served as an officer or director of Maritime. In Exhibit 1(vi), dated February 24, 2005, I designated him to serve as a manager/signer on behalf of Maritime. As was stated in 8c of the prior LOI answer, Mr. DePriest was the prior owner of a shell corporation named Communications Investments, Inc. He resigned as President and Director and transferred the stock of Communications Investments, Inc. to me on February 18, 2005. (See Letter of Resignation of Donald R. DePriest as President and Director of Communications Investments, Inc., attached as Exhibit 2(iv)). Effective February 18, 2005, Communications Investments, Inc. is and has been the General Partner of S/RJW Partnership, which is the Managing Member of Maritime.

Mr. DePriest is an authorized manager and authorized signer of documents on my behalf for Maritime. He is not an on-site manager, nor does he work in the office or devote any regular time to Maritime, but that role is handled by John Reardon. He has from time to time assisted in the negotiation of financing and contracts on behalf of Maritime, as enumerated hereafter to the best of our ability to reconstruct any and all contracts that he might have signed, and they are set forth hereafter in Question 8(b). He has also guaranteed loans made to Maritime.

8. In the Donald DePriest LOI Response (at page 10), he indicated that, among other things, he was authorized to enter into contracts on behalf of Maritime. Provide the following information:

(a) All documents granting Donald DePriest authority to enter into contracts on behalf of Maritime.

(a) Documents granting Donald DePriest authority to enter into contracts on behalf of Maritime, would include:

1. The above mentioned Exhibit 1(vi), Corporate minutes dated February 24, 2005 in which I appointed Donald DePriest and Ron Fancher as Managers of Maritime.
2. The Limited Liability Company Agreement, dated February 15, 2005, and attached as Exhibit 1(ii), which states in paragraph 6:

“Donald R. DePriest is hereby designated as an authorized person and as manager to serve at the pleasure of the members, within the meaning of the Act, to execute, deliver and file the certificate of formation of the Company (and any amendments and/or restatements thereof) and any other certificates (and any amendments and/or restatements thereof) necessary for the Company to qualify to do business in a jurisdiction in which the Company may wish to conduct business.”

3. In the Operating Agreement dated February 15, 2005, and attached as Exhibit 1(iii), in the paragraph entitled, “Management,” it is stated, *“The Initial Member shall manage the Company’s business. Anyone authorized by the Initial Member may take any authorized action on behalf of the company.”*
4. A more expansive “Single-Member Operating Arrangement of Maritime Communications/Land Mobile, LLC Limited Liability Company State of Delaware,” was also executed on February 15, 2005, and is attached as Exhibit 1(iv). It contains the identical language set forth in the preceding paragraph: Paragraph 9, *“Management. The Initial Member shall manage the LLC, and shall have authority to take all necessary and proper actions to conduct the business of the LLC. Anyone authorized by the Initial Member may take any authorized action on behalf of the LLC.”*
5. Minutes of a Meeting of Maritime on March 10, 2009, attached as Exhibit 1(x), authorize the opening of a bank account and “Donald R. DePriest, Manager,” is one of three designated signatories on the account, along with me and Belinda Hudson.
6. A Memorandum of Agreement was executed between Sandra DePriest and Donald R. DePriest on February 3, 2005, attached as Exhibit 1(v). It authorizes Mr. DePriest in Paragraph 6 “to sign documents before and after the formation of Maritime Communications/Land Mobile, LLC relative to the transaction, but he will have no corporate or other authority in the to be formed limited liability company, and may only sign as a manager, but not as a Managing Member or other officer of the to be formed limited liability company.”

(b) A narrative description of each contract that Donald DePriest entered into on behalf of Maritime.

(b) A narrative description of each contract that Donald DePriest entered into on behalf of Maritime is set forth in Exhibit 13.

9. In the Maritime LOI Response (at page 7), Maritime indicated that, among other things, Donald DePriest was authorized to serve as Sandra DePriest's agent and to assist her as necessary. Explain fully by what authority (whether verbal or written) Donald DePriest acted as an agent for Maritime and/or Sandra DePriest. Provide all documents authorizing Donald DePriest's appointment as an agent for Maritime and/or Sandra DePriest.

The written authority for Donald DePriest to serve as my agent is set forth in the above answers to Question 8(a). The documents authorizing Mr. DePriest to serve as an agent for Maritime and/or for me are set forth in the answers to question 8(a) 1-6. I believe that everything that Mr. DePriest has done would fall within the written authorization he has been given.

10. In the Maritime LOI Response (at page 7), Maritime indicated that, at Sandra DePriest's request, Donald DePriest guaranteed notes owed by Maritime. Explain fully by what authority (whether verbal or written) Donald DePriest guaranteed notes on behalf of Maritime. Provide a narrative description as well as a copy of each note guaranteed by Donald DePriest on behalf of Maritime.

Mr. DePriest had my verbal authority to guarantee notes owed by Maritime. However, I believe that he had that written power as well through his role as Manager of Maritime as set forth in the answers to question 8(a)1-6. A narrative description of the guaranteed notes is set forth and the notes are attached and labeled as Exhibits 8(1-18).

11. In the Maritime LOI Response (at pages 3-6), Maritime provided a list of entities that it did not disclose in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission.

(a) As to those entities that Maritime described as being in existence during the calendar years 2002, 2003, and 2004, but which Maritime described as having no revenues, provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the calendar years 2002, 2003, and 2004, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.

11.(a) Those entities that Maritime described in its LOI Response as having no revenues are set forth in Exhibit 9 (a) and the available tax returns are attached hereto.

(b) As to those entities that Maritime described as being in existence during the calendar years 2002, 2003, and 2004, and which Maritime described as having revenues (namely Bravo Communications, Inc., Charisma Communications, Inc., Golden Triangle Radio, Inc., Medcom Development Corporation, Warpath Properties, Inc., and MariTEL, Inc.), provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the calendar

11.(b) Those entities that Maritime described as being in existence and having

revenues are set forth in Exhibit 9(b) hereto.

12. Identify MCT Corp.

I have no first hand knowledge of MCT Corp. My husband, Donald DePriest, was involved in its formation in 2000, and served on its Board and as Non-Executive Chairman of the Board. I have not seen any of the corporate records, and I have no personal knowledge of the corporate structure. I must defer to Aric Holsinger's Declaration, Exhibit 10, and to the Declaration of Donald DePriest attached as Exhibit 11, as to all pertinent details as to its income and ownership. I know that it was sold to TeliaSonera in approximately 2007. I do not know the exact percentage of ownership of MCT Corp. held by Donald DePriest.

13. Our records indicate that Donald DePriest served as Chairman of MCT Corp. Our records further indicate that Maritime did not disclose MCT corp. in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission, including Maritime's LOI Response. Explain fully why Maritime did not disclose MCT Corp. in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission, including Maritime's LOI Response.

Maritime did not disclose MCT Corp. in its application to participate in Auction No. 61 (FCC Form 175) and in its subsequent filings with the FCC for the following reasons:

Auction No. 61 and in subsequent filings with the Commission:

Maritime relied on counsel to prepare and file the application and it did not receive any instructions regarding the bidding credit calculations or any information indicating that there would be spousal attribution of revenues. The instructions to FCC Form 175 do not explicitly reference rule 1.2110(c)(5)(iii)(A) or contain any warnings or instructions about spousal attribution. As to MCT and other entities with which Donald DePriest had a relationship, Maritime was unaware of its need to supply revenue information.

In its LOI Response, Maritime deferred in its response to Donald DePriest in his response, as having more direct information than I did. I thought the responses were a single collective response, and in fact, they were filed under a single cover letter from our attorney Dennis Brown. I stated in Answer 1. "Except as to the entities with which I am involved, I defer to Mr. DePriest's response to the letter of the same date directed to him." By this response, I intended to incorporate by reference his response into my response, and I thought his response would include a description of MCT. I apologize that this was not more clearly stated and I certainly did not intend to ignore the request. See the Declaration of Donald R. DePriest attached as Exhibit 11.

14. Provide relevant documentation to demonstrate the aggregate gross revenues of MCT Corp. during the calendar years 2002, 2003, and 2004, including but not limited to, its Federal tax returns for the calendar years 2002, 2003 and 2004.

The relevant documentation to demonstrate the aggregate gross revenues of MCT Corp. during calendar years 2002, 2003 and 2004 are set forth in Exhibit 12.

15. To the extent not otherwise provided in response to the preceding Inquiries, provide any additional information that you believe may be helpful to our consideration and resolution of this matter.

At all times, it is and has been the intention of Maritime to comply with all FCC Rules and Regulations with all candor. Apparently there was a change in the way the FCC governed size standards for small businesses prior to Auction 61. Maritime was operating under the mistaken belief that SBA rules governed size standards for a small business pursuant to 13 CFR Section 121.104, and the size standards table in 13 CFR 121.20, and did not believe it had exceeded those standards.

When Maritime undertook this project, it was in good faith. We have tightened up our books and records and our Secretary of State filings and clarified the roles of each person involved. If it is deemed by the FCC to be inappropriate for Donald DePriest to serve as my manager and agent, then we will no longer have him serve as such. We have needed additional funds to maintain operations during the five years of litigation from Warren Havens both before the FCC and in order to prevail before the California Supreme Court and in the pending case in the State of New Jersey. Mr. DePriest has been helpful in assisting me in obtaining that financing. We have been unable to close vital transactions for the life and operations of Maritime and, as a result, have incurred substantial additional debt.

It has never been my intention to deceive or mislead the Commission. I am a licensed member of the Bar since 1979, and an ordained Episcopal Clergy person since 1999, serving as Vicar of a wonderfully active Mission Church here in Columbus, Mississippi. My character has never previously been questioned nor assaulted. I am one of the founders and the Chairman of the Board of Directors of the HEARTS After-School Tutoring Program which has been in operation for 8 years. I am the Corporate Secretary and one of the founders of the Loaves & Fishes Community Soup Kitchen of Columbus, Inc. I helped establish Bible Study Fellowship in Columbus, and it has continued for over 18 years. In 2008, I was awarded the MLK "I Have a Dream- Freedom and Justice Award," in our community.

The Commission's rules for character and fitness to be a licensee are aimed at ensuring that spectrum will be used for the public good.⁵ The examination of character is thus not an end in itself, but is intended as a means to an end: will the licensee use the licenses in the public interest.

Over the past four years since the auction closed, Maritime has surely done that, and continues to do that: customers have included the New Jersey Turnpike Authority safety crews that deliver services to drivers along the NJ Turnpike and Garden State Parkway. Towboat and barge operators along over 3,000 miles of inland waterways have benefitted because Maritime is a licensee and operator. Other users include a school district in Washington State, helping to get students to school safely and on time with bus radios. Customers include several energy companies in Texas and Louisiana, delivering natural gas and oil, and utilities in Pennsylvania, Virginia and elsewhere, which are providing service to rural communities.

Havens' paperwork blockade has hindered additional use of the spectrum. Metrolink wants to use our spectrum for Positive Train Control. That application was filed on March 11, 2010. For the past 12 months, Big Rivers Electric Cooperative has sought FCC authority to serve hundreds of thousands of customers with our spectrum in Kentucky. The list goes on and on of customers who are waiting for the FCC to finally resolve this litigation against Maritime brought by Havens, and to also now resolve this inquiry involving Maritime. Character questions are aimed at promoting the delivery of service to customers in the public interest, Maritime is meeting the public interest, and would further serve the public interest if this cloud on its licenses and now its character, would be finally removed by the Commission.

Recently, the Commission released its Broadband Plan for America. In the Plan, the Commission calls for entrepreneurs to deploy spectrum creatively and for secondary

⁵ As the Commission has stated,

23. The key factor involved in the support of some commenters for a "conduct" as opposed to a "character" standard generally appears to be the desire for elimination of the morally-tinged decision-making of the past. However, establishing a dichotomy between "conduct" and "character" is not necessary to achievement of less value-laden decision-making. [FN25] The record developed herein clearly indicates that neither Sections 308(b) and 319(a) nor the public interest standard embodied in the Communications Act mandates the type of "good vs. bad/evil" treatment of "moral" character which sometimes colored past Commission deliberations. Focusing on the character traits necessary "to operate the station," as ABC suggests, seems a proper move in the direction of a more relevant, less value-laden character inquiry. . . [FN26] The "better way" to evaluate an applicant's future "reliability" than the sort of inquiries conducted in the past is generally identified by commenters addressing the issue as a narrowing of Commission concern to encompass only misconduct relevant to operation of broadcast stations. [FN27]. FCC 85-648
In the Matter of Policy Regarding Character Qualifications In Broadcast Licensing
Amendment of Rules of Broadcast Practice and Procedure Relating to Written Responses to Commission Inquiries and the Making of Misrepresentations to the Commission by Permittees and Licensees, Gen. Docket No. 81-500, Docket No. 78-108, REPORT, ORDER AND POLICY STATEMENT Adopted: December 10, 1985; Released: January 14, 1986.

markets to play an increasing role in getting spectrum into use. MCLM was the first company to retain Spectrum Bridge as our broker and advisor. MCLM is aggressively deploying spectrum to the rail, utility and energy industries.

Of the four initial geographical area AMTS licensees (Maritime, Havens, Paging Systems, Inc., and Tom Kurian), Maritime is the entity deploying spectrum to the most users in the marketplace today, both directly to end users like towboats and taxi companies, and indirectly through sales and leases to railroads, utilities, and energy companies.

The FCC has stated that when it comes to character and fitness to be a licensee, the best predictor of future behavior is past performance. Here, the FCC has the benefit of seeing how Maritime has deployed the spectrum since acquiring the auction license issued December 29, 2006. Indeed, the FCC also has a long track record on which to base the experience of both my husband and me. The crucial test for character is how will the licensee deploy the spectrum, and will it be in the public interest? We, the DePriests, have deployed spectrum in the public interest for the past four decades.⁶ First, as broadcasters of radio broadcast stations in the Southeastern United States in the 1970's. Then, in the 1980's, as nascent cellular industry licensees. In the 1990's, we engaged in MMDS license re-purposing, and helped create what is today the backbone of the Sprint digital data network. In the 2000's, we became engaged in maritime communications through involvement with Maritime and MarITel, and continued our involvement in MMDS licensing.

At no time in the past forty years have we, the DePriests, been found to be lacking in character to be a licensee. It is this track record upon which the Commission can and should rely to see how we, the DePriests, will operate going forward.

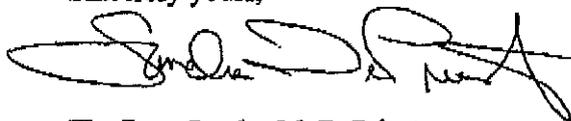
The FCC ownership affiliation rules in 47 CFR 1.2110 are not black and white. The rule's examples themselves point out instances where a person may own less than a majority of stock but still be deemed in control, or not in control, based on circumstances to be determined on a *case-by-case* basis. Relying upon the advice of counsel, Maritime interpreted these subjective FCC affiliation rules to not require it to disclose ownership of

⁶ 26. The Commission further divided the discussion into consideration of the treatment to be afforded applications involving existing licensees as differentiated from the handling of filings from new applicants. We suggested that as to existing licensees, "the best predictor of future service is the applicant's past [broadcast] service". We questioned whether in forming our judgments as to how such applicants might perform in the future our licensing concerns should be limited to broadcast misconduct such as misrepresentation or lack of candor to the Commission, deception or defrauding of the broadcast public, abuse of broadcast facilities through fraudulent or anticompetitive commercial practices, and violations of the Communications Act or the Commission's rules and policies. See, FCC 85-648, In the Matter of Policy Regarding Character Qualifications In Broadcast Licensing Amendment of Rules of Broadcast Practice and Procedure Relating to Written Responses to Commission Inquiries and the Making of Misrepresentations to the Commission by Permittees and Licensees, Gen. Docket No. 81-500, Docket No. 78-108, REPORT, ORDER AND POLICY STATEMENT Adopted: December 10, 1985; Released: January 14, 1986.

certain entities. When questioned about this, Maritime has explained its reasons for its beliefs. If Maritime's interpretation of FCC rules turns out to differ from the FCC's view on a case by case basis, then Maritime, in good faith, has misinterpreted the complex rules of attribution in an auction bidding environment.

The Commission felt this way about the spousal attribution rule, and Maritime repaid part of the bid credit, as the Commission requested. Maritime reiterates its commitment to fully cooperate to assist the Commission in reaching a determination in this instant matter, and we re-affirm our willingness to meet with the Commission and other interested parties at any time to help resolve these matters.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Sandra M. DePriest", written in a cursive style.

The Rev. Sandra M. DePriest+

Exhibit List for Maritime Communications/Land Mobile, LLC

Exhibit 1. Corporate Documents of Maritime Communications/Land Mobile, LLC:

Exhibit 1(i): Certificate of Formation of Maritime Communications/Land Mobile, LLC, dated Feb. 15, 2005.

(ii): Limited Liability Company Agreement of Maritime Communications/Land Mobile, LLC

(iii): Operating Agreement of Maritime Communications/Land Mobile, LLC dated Feb. 15, 2005

(iv): Single-Member Operating Arrangement of Maritime Communications/Land Mobile, LLC Limited Liability Company State of Delaware, dated Feb. 15, 2005 (Executed prior to determination there would possibly be additional members.)

(v): Memorandum of Agreement dated February 3, 2005 between S/RJW Partnership, the Managing Member of Maritime and Donald R. DePriest.

(vi): Minutes of Meeting of Maritime Communications/Land Mobile, LLC, dated February 24, 2005.

(vii): Action on Written Consent by the Sole Member of Maritime Communications/Land Mobile, LLC dated August 25, 2005.

(viii): Minutes of Meeting of Maritime Communications/Land Mobile, LLC dated Jan. 6, 2006.

(ix): Minutes of Meeting of Maritime Communications/Land Mobile, LLC dated January 9, 2006.

(x): Minutes of Meeting of Maritime Communications/Land Mobile, LLC, dated March 10, 2009.

Exhibit 2. (i) November 21, 2002 State of Delaware Certificate of Limited Partnership of S/RJW Partnership, L.P.

(ii) February 15, 2005 State of Delaware Amendment to the Certificate of Partnership of S/RJW Partnership, L.P. filed August 25, 2005.

(iii) February 18, 2005 State of Delaware Amendment to the Certificate of Limited Partnership of S/RJW in Corporate files. (Same as Exhibit 5 of LOI Response)

(iv) February 18, 2005 Letter from Donald R. DePriest to

Communications Investments, Inc., resigning as President and Director of Communications Investments, Inc.

(v) February 18, 2005 Resolution of the Board of Directors of Communications Investments, Inc. acknowledging that the Corporation has succeeded Medcom Development Corporation as General Partner of S/RJW Partnership, L.P.

(vi) August 25, 2005 Minutes of Meeting of Communications Investments, Inc. authorizing loan agreement with Pinnacle National Bank.

Exhibit 3. Corporate documents retrieved from Gary Geeslin March 16, 2010.

Exhibit 4. Declaration of Dave Predmore as to the Employment dates of John Reardon with Mobex Communications, Inc., and Mobex Network Services, LLC.

Exhibit 5. Asset Purchase Agreement between Mobex and Maritime Communications/Land Mobile, LLC, dated December 30, 2005.

Exhibit 6. (a) Employment Agreement between John Reardon and Maritime and Critical RF, Inc. dated September 18, 2006.
(b) Amended Employment Agreement between John Reardon and Maritime and Critical RF, Inc. dated May 28, 2008.

Exhibit 7. List of Warrants

Exhibit 8 List and Copies of Maritime Notes Guaranteed by Donald R. DePriest.

Exhibit 9. (a) List and copies of available tax returns for those entities stated to have had no revenues during the calendar years 2002, 2003, and 2004:

(b) List and copies of available tax returns for those entities stated as having revenues:

EXHIBIT 10. Declaration of Aric Holsinger

EXHIBIT 11. Declaration of Donald R. DePriest

EXHIBIT 12. Revenues of MCT Corp.

EXHIBIT 13. A Narrative Description of each contract entered into on behalf of Maritime.

DECLARATION

I declare under penalty of perjury that the foregoing is true and correct. I have personal knowledge of the representations provided in my response. I verify the truth and accuracy of the information therein and that all of the documents and information requested by the Commission's letter of inquiry which are in my possession, custody, control or knowledge have been produced.

Executed on March 29, 2010.


Sandra M. DePriest

CERTIFICATE OF SERVICE

I hereby certify that on this twenty-ninth day of March, 2010, I served a copy of the foregoing Response on each of the following persons by placing a copy in the United States Mail, first-class postage prepaid:

Donald R. DePriest*
Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, Mississippi 39701

Russell Fox, Esq.
Mintz, Levin, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, NW, Suite 900
Washington, DC 20004

Warren C. Havens
2649 Benvenue Avenue, #2-6
Berkeley, California 94704

* by hand


Dennis C. Brown

EXHIBIT 7

Michelle Ellison, Chief
Enforcement Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Request for Confidential Treatment, Pursuant to
Section 0.459 of the Commission's Rules, of portions
Donald R. DePriest's Response to Letter of Inquiry and
All Exhibits to that Response

Response to Letter of Inquiry
File No. EB-09-IH-1751

Dear Chief Ellison:

Donald R. DePriest and Wireless Properties of Virginia, Inc. (collectively, DePriest) respectfully request confidential treatment, pursuant to 47 C.F.R. §0.459 of the Commission's Rules for Exhibits 1 through 5, including all subparts, to DePriest's Response to the Enforcement Bureau's letter dated February 26, 2010. DePriest requests confidential treatment of the Exhibits in their entirety.

The Exhibits merit confidential treatment because they address strategically sensitive matters, including specific commercial and financial information. DePriest would not customarily release this type of sensitive information to the public and believes that exposure of the specific business arrangements or its financial information is unwarranted. Such release could result in substantial competitive harm by placing DePriest at a disadvantage vis-a-vis other telecommunications service providers specifically and against the private mobile radio service industry in general. In short, the Exhibits contain the type of commercial and financial information "which would customarily be guarded from competitors"¹ and therefore should not be made routinely available for inspection. There is no reasonably segregable information which could be released without competitive harm to DePriest.

¹ See, 47 C.F.R. §0457(d)(2), which provides that "if it shown in the request that the materials contain trade secrets or commercial, financial or technical data which would customarily be guarded from competitors, the materials will not be made routinely available for inspection. . . ."

DePriest has continuously afforded the information contained in the Exhibits highly confidential treatment and has, until now, restricted distribution to the president of Maritime Communications/Land Mobile, LLC, to whom DePriest is married, and to legal counsel for DePriest. These precautions emphasize DePriest's intent that the contents of the Exhibits not be released to third parties.

For all the foregoing reasons, DePriest requests that the Exhibits, in their entirety, be withheld from public inspection under the Freedom of Information Act pursuant to 5 U.S.C. §552(b)(4).

Thank you for your attention to this matter.

DONALD R. DEPRIEST



Dennis C. Brown, Counsel to
Donald R. DePriest
8124 Cooke Court, Suite 201
Manassas, Virginia 20109-7406
703/365-9437

Dated: March 29, 2010

DENNIS C. BROWN
ATTORNEY AT LAW
8124 COOKE COURT, SUITE 201
MANASSAS, VIRGINIA 20109-7406

PHONE 703/365-9437
D.C.BROWN@ATT.NET

FAX 703/365-9456
NOT ADMITTED IN VIRGINIA

March 29, 2009

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

Attention: Chief, Enforcement Bureau

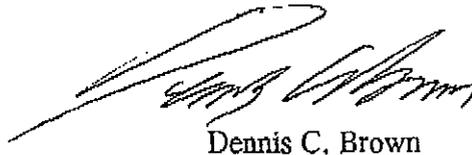
Re: Response to Letter of Inquiry
File No. EB-09-IH-1751

Dear Secretary Dortch:

I represent the radio system interests of Donald R. DePriest and of Wireless Properties of Virginia, Inc. (collectively, Mr. DePriest) before the Federal Communications Commission. On behalf of Maritime, I am filing herewith Mr. DePriest's Response to the Enforcement Bureau's letter of inquiry dated February 26, 2009 in File No. EB-09-IH-1751.

Please direct any questions concerning this filing to me. Thank you for your attention to this matter.

Very truly yours,



Dennis C. Brown

Donald R. DePriest
206 North 8th Street
Columbus, Mississippi 39701

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Room TW-A325
Washington, DC 20554

Attention: Brian J. Carter, Investigations and Hearings Division,
Enforcement Bureau, Room 4-C330

Dear Mr. Carter:

Wireless Properties of Virginia, Inc. (WPV) and Donald R. DePriest ("I" or "Mr. DePriest") hereby respectfully file their response to the Commission's inquiry dated February 26, 2010.

Question 1: In the Donald DePriest LOI Response (at pages 1-4), you provided a list of entities that you indicated you controlled or in which you served as an officer or director. As to those entities that were in existence (even if inactive) during the 2002, 2003 and 2004 calendar years, provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the 2002, 2003 and 2004 calendar years, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.

a. Wireless Properties, Inc. had no revenues during the period and filed no tax return since 1998.

b. Wireless Properties of Virginia, Inc. had no revenues during the period. Tax returns for the period are provided at Exhibit 1.

c. Wireless Properties - East, Inc. had no revenues during the period and filed no tax return since 1998.

d. Wireless Properties - Upper Midwest, Inc. had no revenues during the period and filed no tax return since 1998.

e. Communications Investments, Inc. had no revenues during the period. Tax returns for the period are provided at Exhibit 1.

f. Columbus Yarn Mills Company has been out of business for over 35 years and filed

no tax return since some time in the 1970s.

g. San Pedro Gauze Mills, Inc. had no revenues during the relevant period, is out of business, and filed no tax return since the mid-1990s.

h. American Nonwovens Corporation had the following revenues during the period:

2002 - \$13,521,000

2003 - \$8,015,559

2004 - \$7,978,652

Average: \$9,838,403

Tax returns for the period are provided at Exhibit 1.

i. WJG Telephone Co. had no revenues during the period and filed no tax returns for the period.

j. Cellular and Broadcast Communications, Inc. had no revenues during the period and filed no tax returns for the period.

k. Tupelo Broadcasting Corporation had no revenues during the period and filed no tax returns for the period.

l. Penelore Corporation had no revenues during the period. Tax returns for the period are provided at Exhibit 1.

m. Scotland House, Inc. had no revenues during the period. Tax returns for the period are provided at Exhibit 1.

n. Transition Funding, L.L.C. had no revenues during the period and filed no tax returns for the period.

o. Medcom Development Corporation tax returns are provided at Exhibit 1.

p. MCT Investors, L.P. tax returns are provided at Exhibit 1.

q. Bravo Communications, Inc. tax returns are provided at Exhibit 1.

r. Charisma Communications, Inc. tax returns are provided at Exhibit 1.

s. Golden Triangle Radio, Inc. tax returns are provided at Exhibit 1.

t. MCT Corp.: Please see my response to Question 4, below.

u. BD Partnership tax returns are provided at Exhibit 1.

v. CD Partners tax returns are provided at Exhibit 1.

w. BioVentures, Inc. tax returns are not available to me because I hold only minority shares. Income statements prepared in accord with accounting principles generally accepted in the United States are provided at Exhibit 1.

x. Warpath Properties, Inc. tax returns, the only year which is relevant to me, are provided at Exhibit 1.

y. Ground Zero Fashions, Inc. had no revenues during the period and filed no tax returns for the period.

z. Ground Zero Industries, Inc. had no revenues during the period and filed no tax returns for the period.

aa. Greenbriar Construction Corp. had no revenues during the period and filed no tax returns for the period.

bb. Enviroworld Solutions, L.L.C. was formed in 2006 but had no revenues and filed no tax returns for the period.

cc. MarITEL, Inc. tax returns for the period, including parts of 2001 and 2002 which have overlapping calendar and fiscal years, are provided at Exhibit 1.

dd. Worldtex, Inc. tax returns are not available to me. I owned no shares in Worldtex; it is out of business and I have no further information about the company.

ee. Excite Technologies, Inc. did not exist during the period and has not filed a tax return.

ff. Tennessee Valley Authority is a wholly owned corporate agency and instrumentality of the United States. The TVA is not subject to federal income taxes or to taxation States or their subdivisions. The page from the TVA web site provided at Exhibit 1 shows TVA operating for the period, none of which was available to me

gg. Critical RF, Inc. did not exist during the period and filed no tax returns for the period.

Question 2: In the Donald DePriest LOI Response (at pages 4-7), you provided a list of entities that you indicated Maritime did not disclose to the Commission.

(a) As to those entities that you described as being in existence during the calendar years 2002, 2003, and 2004, but which you described as having no revenues, provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the 2002, 2003 and 2004 calendar years, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.

Please refer to my responses at Question 1, above, and to Exhibit 1.

(b) As to those entities that you described as being in existence during the calendar years 2002, 2003, and 2004, and which you described as having revenues (namely Bravo Communications, Inc., Charisma Communications, Inc., Golden Triangle Radio, Inc., Medcom Development Corporation, Warpath Properties, Inc., and MariTEL, Inc.), provide relevant documentation to demonstrate the aggregate gross revenues of each such entity during the 2002, 2003 and 2004 calendar years, including but not limited to, each entity's Federal tax returns for the calendar years 2002, 2003, and 2004.

Please refer to my responses at Question 1, above, and to Exhibit 1.

Question 3: In the Donald DePriest LOI Response (at page 11), you indicated that you have served as Chairman of MCT Corp. Provide the following information:

(a) The date that you became Chairman of MCT Corp.

I became chairman of MCT Corp. during February 2000. I have been unable to locate the day within February 2000 that I became chairman.

(b) The length of time that you have served as Chairman.

I served as chairman from February 2000 until July 2007. I have been unable to locate the day within July 2007 on which I ceased being chairman.

Question 4: Provide relevant documentation to demonstrate the aggregate gross revenues of MCT Corp. during the 2002, 2003 and 2004 calendar years, including but not limited to, MCT Corp.'s Federal tax returns for the calendar years 2002, 2003, and 2004.

For the aggregate gross revenues of MCT Corp., please see Exhibit 2. I do not have copies of MCT Corp.'s tax returns. MCT Corp. and its tax returns are owned by Sonera Holdings, B.V. and were moved to Europe in 2007. Please see the declaration of Aric Holsinger provided at Exhibit 3.

Question 5: Explain fully why Maritime did not disclose MCT Corp. in its application to participate in Auction No. 61 (FCC Form 175) and in subsequent filings with the Commission, including Maritime's LOI Response.

Having no experience with the peculiar rules which govern FCC auctions but having substantial experience in business matters, I had no reason to believe that my role as non-

executive chairman of MCT Corp. or any of the other entities in which I had an interest affected Sandra DePriest's position with the Commission. In an ordinary business situation, ownership and control are narrowly defined by one's percentage of ownership of voting shares, and the business activities of spouses do not impinge on one another. Sandra DePriest; Communications Investments, Inc.; S/RJW Partnership and Maritime had no ownership or other affiliation with MCT Corp. Had I fully understood the auction rules I would have taken the position that my minority ownership in MCT Corp. and the fact that I was non-executive chairman of MCT Corp. (my post as chairman carried no executive duties) should not affect Maritime's eligibility for a bidding credit. I do not know why MCT Corp. was not disclosed in Maritime's LOI Response.

Question 6. Describe fully your relationship to Maritime.

I am the husband of the owner of the general partner of the partnership holding the controlling interest in Maritime. Sandra DePriest has authorized me from time to time verbally and in writing to sign documents. I am not an officer of Maritime and I own no interest in Maritime but I have helped when asked to do so. I do not participate in day to day operations. My authorized title for use in signing documents is "Manager"; not meant to imply that I am the "managing member" of Maritime. I have never represented myself as the managing member of Maritime. I help as I can because I desire for Sandra to be successful in the operation of Maritime and appreciate the nation's need to make full and efficient use of the scarce radio spectrum.

Question 7. In the Maritime LOI Response (at page 7), Maritime indicated that, at Sandra DePriest's request, you guaranteed notes owed by Maritime. Explain fully by what authority (whether verbal or written) you guaranteed notes on behalf of Maritime. Provide a narrative description as well as a copy of each note guaranteed by you on behalf of Maritime.

I had Sandra DePriest's verbal authority to guarantee notes owed by Maritime. I also had written authority in my role as a manager of Maritime. But since the burden of guaranteeing the notes fell on me, rather than on Maritime, I do not believe that I required any authority of Maritime to guarantee such notes. I have included a narrative description of each note which I guaranteed for the benefit of Maritime as well as a copy of each note at Exhibit 4 hereto.

Question 8: In the Donald DePriest LOI Response (at page 10), you indicated that, among other things, you were authorized to enter into contracts on behalf of Maritime. Provide the following information:

(a) All documents granting you authority to enter into contracts on behalf of Maritime.

See Exhibit 5 hereto.

(b) A narrative description of each contract that you entered into on behalf of Maritime.

See Exhibit 6 hereto.

Question 9: To the extent not otherwise provided in response to the preceding Inquiries, provide any additional information that you believe may be helpful to our consideration and resolution of this matter.

Sandra and I have been involved in multiple radio services which are regulated by the Commission. Since our first Broadcast stations in the 1970s, we have been fully aware of the Commission's requirements for complete candor and truthful representations. We have always been candid and truthful with the Commission. From our Broadcast years of the 1970s in which our performance brought many awards for excellence and local market leadership, through our successful involvement in the early days of comparative hearings for Cellular licenses to the present day, we have always done our best to comply with the Commission's rules and policies to the best of our understanding of them. In Cellular, I was instrumental in maintaining a competitive position for non-wireline carriers against those interests that desired to give the wireline telephone companies a headstart. I succeeded in negotiating exchanges of interests among Cellular carriers so that we obtained controlling positions in 11 southeastern markets. In the MMDS Wireless Cable industry my strategy saved a major license holder from bankruptcy and helped put the industry on the path away from television programming and toward the broadband service which has become such a critical part of America's competitive position in the world.

I am frankly disappointed that nearly five years has elapsed since litigation began following the grant of license to Maritime in Auction No. 61. To date, some 158 pleadings and other filings have accumulated in the Maritime license proceeding as the Commission has allowed a single protestor to file duplicative pleading upon unauthorized pleading. Just as that protestor deserves finality with respect to Maritime's showing that he gamed the Commission's auction rules and violated blackletter anti-trust law by filing bids in competition with himself, Maritime and the public which desires improved telecommunications service desire finality to this matter. This delay has cost us millions of dollars and lost time which cannot be recovered at any price. If the Commission finds that I erred in some way, I am willing to do what is necessary to rectify any such error.

DECLARATION

I declare under penalty of perjury that the foregoing is true and correct. I have personal knowledge of the representations provided in my response. I verify the truth and accuracy of the information therein and that all of the documents and information requested by the Commission's letter of inquiry which are in my possession, custody, control or knowledge have been produced.

Executed on March 29, 2010.


Donald R. DePriest

CERTIFICATE OF SERVICE

I hereby certify that on this twenty-ninth day of March, 2010, I served a copy of the foregoing Response on each of the following persons by placing a copy in the United States Mail, first-class postage prepaid:

Sandra M. DePriest*
Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, Mississippi 39701

Russell Fox, Esq.
Mintz, Levin, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, NW, Suite 900
Washington, DC 20004

Warren C. Havens
2649 Benvenue Avenue, #2-6
Berkeley, California 94704

* by hand

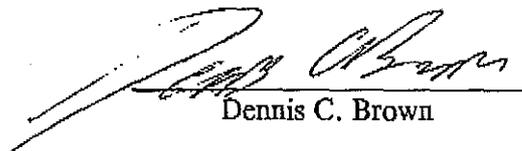

Dennis C. Brown

EXHIBIT 8

FOR PUBLIC INSPECTION – CONFIDENTIAL INFORMATION EXCLUDED



March 26, 2010

By Hand

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

Attn.: Brian J. Carter
Investigations and Hearings Division
Enforcement Bureau
Room 4-C330

Re: Applications of Maritime Communications/Land Mobile, LLC for Automated
Maritime Telecommunications System Licenses and to Participate in FCC
Auction No. 61
File No.: EB-09-DI-1751

Dear Ms. Dortch:

This responds to the letter sent to me by Gary Schonman, Special Counsel in the Investigations and Hearings Division of the Enforcement Bureau, dated February 26, 2010. Mr. Schonman's letter directed MarITEL, Inc. ("MarITEL") to provide certain documents and information for the period January 1, 2002 to the present. Provided below and attached is the requested information (the requests are in *italics* and the answers follow the requests). Certain of the requests seek confidential information. Accordingly, MarITEL has submitted two versions of this letter with different attachments. The version of this letter marked **CONFIDENTIAL – NOT FOR PUBLIC INSPECTION** contains all of the information requested by Mr. Schonman's letter. The version of this letter marked **FOR PUBLIC INSPECTION – CONFIDENTIAL INFORMATION EXCLUDED** omits confidential information from the exhibits, is available for public inspection and has been served on other parties to this proceeding. We have separately sought confidential treatment of the version of this letter, along with all attachments, marked **CONFIDENTIAL – NOT FOR PUBLIC INSPECTION**.

1. *Identify all officers, directors, shareholders, partners and beneficial owners of MarITEL since January 1, 2002 and provide the dates upon which such individuals secured their respective positions with MarITEL.*

This information is included at Exhibit 1 to this letter. Different versions of Exhibit 1 are included with the public and non-public copies of this letter.

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FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED



2. *Provide a copy of all corporate documents of MariTEL, including but not limited to, any articles, bylaws, and minutes of all meetings held during the calendar years 2002 to 2006.*

Attached, as Exhibit 2, are articles, bylaws, and minutes of all meetings held during the calendar years 2002 to 2006. I am not providing every "corporate document," because such term can be construed to mean routine documents generated in the normal course of MariTEL's business. However, included in Exhibit 2 are any documents generated by MariTEL which relate to questions 1, 3 and 5 of Mr. Schonman's letter or which relate to the matters raised by the letter from Jeffrey Tobias, Esq., Attorney-Advisor, Mobility Division, Wireless Telecommunications Bureau, FCC to MariTEL, Inc. and Russell Fox, counsel for MariTEL, Inc., dated August 18, 2009. Different versions of Exhibit 2 are included with the public and non-public copies of this letter.

3. *In the MariTEL LOI Response (at page 4), MariTEL referenced a December 2005 letter written by Donald DePriest to MCT Investors, L.P., in which Donald DePriest indicated that a distribution of MariTEL shares would constitute a change of control of MariTEL for FCC licensing purposes. Provide a copy of this letter.*

The requested document is an excerpt from a letter from MCT Investors, L.P., which updates its investors regarding various matters affecting the company. MariTEL only has a copy of the excerpt and does not have a copy of the entire letter. A copy of this excerpt is attached as Exhibit 3. Both the public and non-public versions of this response contain the requested letter.

4. *Provide relevant documentation to demonstrate the aggregate gross revenues of MariTEL during the calendar years 2002, 2003, and 2004, including but not limited to, MariTEL's Federal tax returns for the calendar years 2002, 2003, and 2004.*

The requested information is contained at Exhibit 4 to this letter. Different versions of Exhibit 4 are included with the public and non-public copies of this letter.

5. *To the extent not otherwise provided in response to the preceding inquiries, provide any additional information you believe may be helpful to our consideration and resolution of this matter.*

No additional information is provided.

* * * *

JDS

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED



I trust that the foregoing is responsive to Mr. Schonman's requests for information.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on March 26, 2010.


Jason Smith

cc: Gary Schonman
Special Counsel
Investigations and Hearings Division
Enforcement Bureau
Room 4-C330
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(By hand, via the office of the Secretary)

By First Class Mail:

Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701
Attn.: Sandra M. DePriest

Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406

Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Wireless Properties of Virginia
1555 King Street -- Suite 500
Alexandria, VA 22314
Attn.: Donald R. DePriest

Warren Havens
2649 Benvenue Ave. -- Suites 2-6
Berkeley, CA 94704

JDS

MINTZ LEVIN

Russell H. Fox | 202 434 7483 | rfox@mintz.com

701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202-434-7300
202-434-7400 fax
www.mintz.com

March 29, 2010

By Hand

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

Attn.: Brian J. Carter
Investigations and Hearings Division
Enforcement Bureau
Room 4-C330

CONFIDENTIAL TREATMENT REQUESTED

Re: Applications of Maritime Communications/Land Mobile, LLC for Automated
Maritime Telecommunications System Licenses and to Participate in FCC
Auction No. 61
File No.: EB-09-IH-1751

Dear Ms. Dortch:

Enclosed, on behalf of our client MariTEL, Inc. ("MariTEL"), is a response to the letter sent by Gary Schonman, Special Counsel in the Investigations and Hearings Division of the Enforcement Bureau, dated February 26, 2010 in the above-referenced matter. Mr. Schonman's letter directed MariTEL to provide certain documents and information for the period January 1, 2002 to the present. Certain of the requests seek confidential information. Accordingly, MariTEL hereby requests confidential treatment under section 0.459 of the Commission's rules,¹¹ for certain commercially sensitive corporate and financial information contained in its response.

There are two versions of MariTEL's response enclosed, each with different attachments. MariTEL has submitted an original confidential version of its response marked **CONFIDENTIAL – NOT FOR PUBLIC INSPECTION**, which contains all of the information requested by Mr. Schonman's letter. MariTEL also has submitted an original and four copies of its response marked **FOR PUBLIC INSPECTION – CONFIDENTIAL INFORMATION EXCLUDED** with the

¹¹ 47 C.F.R. § 0.459.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | WASHINGTON | NEW YORK | STAMFORD | LOS ANGELES | PALO ALTO | SAN DIEGO | LONDON

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

March 29, 2010

Page 2

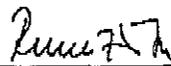
confidential information omitted for public inspection purposes. This latter version has been served on other parties to this proceeding.

Mr. Schonman's letter requests documentation demonstrating MariTEL's aggregate gross revenues and other financial information, including but not limited to, certain of MariTEL's Federal tax returns. This information has been provided in Exhibits 1, 2 and 4, respectively, of the **CONFIDENTIAL** version of MariTEL's response. The information contained in these Exhibits is commercially sensitive corporate and financial information that customarily would be guarded from competitors and would not be made routinely available for public inspection.

MariTEL requests that the redacted confidential information be permanently withheld from public inspection under section 0.459 of the Commission's rules. In the event that this request for confidentiality is denied, MariTEL respectfully requests notification and immediate return of its confidential information to the extent such information may be returned under section 0.459 of the Commission's rules.²¹

Kindly date-stamp the additional copy of each version of the response and this letter and return them to the courier. Should you have questions or require additional information, please contact the undersigned.

Sincerely,



Russell H. Fox
MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY AND POPEO, P.C.
701 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 434-7300
(202) 434-7400 (fax)
rfox@mintz.com

Counsel for MariTEL, Inc.

Enclosures

²¹ 47 C.F.R. § 0.459(e).

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

March 29, 2010

Page 3

cc: (with **CONFIDENTIAL** version of MariTEL's response and attachments)
Gary Schonman
Special Counsel
Investigations and Hearings Division
Enforcement Bureau
Room 4-C330
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(By hand, via the office of the Secretary)

By First Class Mail (with **PUBLIC** version of MariTEL's response and attachments):

Maritime Communications/Land Mobile, LLC
206 North 8th Street
Columbus, MS 39701
Attn.: Sandra M. DePriest

Dennis C. Brown, Esq.
8124 Cooke Court, Suite 201
Manassas, VA 20109-7406

Donald R. DePriest
206 North 8th Street
Columbus, MS 39701

Wireless Properties of Virginia
1555 King Street -- Suite 500
Alexandria, VA 22314
Attn.: Donald R. DePriest

Warren Havens
2649 Benvenue Ave. -- Suites 2-6
Berkeley, CA 94704

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

Directors and Officers of MARITEL, INC. from January 1, 2001 to March 2010

Directors of MARITEL, INC.		
Name	Begin	End
Mitchell Hauser	Prior to '01	January-02
Donald R. DePriest	Prior to '01	April-08
Richard F. Seney, MCT	Prior to '01	October-04
Peter Schiff, Northwood	Prior to '01	Present
Joseph L. Winn, ATC	Prior to '01	3Q 2007
Doug Weist, ATC	Prior to '01	March-02
Peter Petrillo, Wafra	June-01	Present
Brian Pemberton	February-02	Present
Joe Forbes	February-02	03-'04
Dan Smith	February-02	Present
Steve Dodge, ATC	March-02	October-04
James D. Taiclet, ATC	October-04	March-08
Michael McCormack, ATC	March-08	Present
Ed Disanto, ATC	March-08	Present
Jason Smith	January-09	Present

Officers of MARITEL, INC.		
Name	Begin	End
President & CEO		
Mitchell Hauser	Prior to '01	February-02
Dan Smith	February-02	December-08
Jason Smith	January-09	Present
Secretary		
Richard Carvalho	May-00	March-03
Bill Cadogan	March-03	May-07
Jason Smith	May-07	December-08
Dan Smith	January-09	Present
Chief Operating Officer		
Richard Nordstrom	February-02	3Q 2002

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARITEL, INC. Capitalization 12.31.01

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares		All Issued and Outstanding		Notes / Activity
American Tower Corporation	50,000	47,718		120,834		200,000		1,099,796	19.274%	1,420,831	22.919%	
	1,000							1,000	0.018%	1,000	0.018%	
						521			0.008%	521	0.008%	
	45,000					535		45,000	0.789%	45,000	0.728%	
									0.000%	535	0.008%	
									0.000%	222	0.004%	
	12,000			222				12,000	0.210%	12,366	0.189%	
				388					0.000%	300	0.005%	
						300			0.000%			
						525			0.000%	525	0.008%	
									0.000%			
						1,042			0.000%	1,042	0.017%	
						100			0.000%	100	0.002%	
				2,210					0.000%	2,210	0.038%	
						528			0.000%	528	0.009%	
Don Depriesi	663,514			2,493		2,599		563,614	9.861%	568,906	8.178%	
						528			0.000%	528	0.009%	
	6,000			1,117		792		6,000	0.105%	7,909	0.128%	
						200			0.000%	200	0.003%	
						528			0.000%	528	0.008%	
						250			0.000%	250	0.004%	
						262			0.000%	262	0.004%	
						262			0.000%	262	0.004%	
	40,000							40,000	0.701%	40,000	0.645%	
	162,098							162,098	2.685%	162,098	2.454%	
	22,000			660				22,000	0.386%	22,668	0.386%	
				508					0.000%	508	0.008%	
						528			0.000%	528	0.009%	
						521			0.000%	521	0.008%	
						1,056			0.000%	1,056	0.017%	
						495			0.000%	495	0.008%	
									0.000%			
									0.000%	1,129	0.018%	
MCT	3,680,304		1,734	1,129				3,680,304	64.499%	3,680,304	59.376%	
				2,259					0.000%	2,259	0.036%	
				1,124					0.000%	1,124	0.018%	
	20,000							20,000	0.351%	20,000	0.323%	
						525			0.000%	525	0.008%	
						250			0.000%	250	0.004%	
				4,517		528			0.000%	5,045	0.081%	
				40,655		4,751			0.000%	45,406	0.733%	
				1,128					0.000%	1,128	0.018%	
						2,112			0.000%	2,112	0.034%	
						1,112			0.000%	1,112	0.018%	
						5,365			0.000%	5,365	0.087%	
	2,000							2,000	0.035%	2,000	0.032%	
	20,000							20,000	0.351%	20,000	0.323%	
						250			0.000%	250	0.004%	
						150			0.000%	150	0.002%	
						1,070			0.000%	1,070	0.017%	
						1,056			0.000%	1,056	0.017%	
						2,800			0.000%	2,800	0.045%	
						80,000			0.000%	80,000	1.291%	
	42,000							42,000	0.736%	42,000	0.576%	
						56			0.000%	56	0.001%	
						1,000			0.000%	1,000	0.016%	
									0.000%			
					60,000				0.000%		0.000%	
TOTAL	4,666,214	47,718	1,734	179,231	50,000	313,122	0	5,706,011	100%	6,198,363	100%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARITEL, INC. Capitalization 12.31.02

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting		All Issued and Outstanding		Notes (Activity)
								Shares	%	Shares	%	
American Tower Corporation	80,000	52,490		132,918		218,767		1,204,776	15.462%	1,558,460	18.902%	
	1,000			-		572		1,000	0.013%	1,000	0.012%	
	45,000			-		588		45,000	0.573%	45,000	0.548%	
				244		-		-	0.003%	244	0.003%	
	12,000			402		-		12,000	0.154%	12,402	0.151%	
				-		330		-	0.004%	330	0.004%	
				-		576		-	0.007%	576	0.007%	
				-		576		-	0.007%	576	0.007%	
				-		1,145		-	0.009%	1,145	0.014%	
				-		110		-	0.001%	110	0.001%	
				1,580		-		-	0.002%	1,580	0.019%	
Don DePriest	563,814			-		580		563,814	7.245%	563,570	6.882%	Series D assigned from DePriest to
				-		580		-	0.007%	580	0.007%	
	6,000			1,229		870		6,000	0.077%	6,000	0.098%	
				-		220		-	0.003%	220	0.003%	
				-		580		-	0.007%	580	0.007%	
				-		275		-	0.003%	275	0.003%	
				-		288		-	0.004%	288	0.004%	
				-		288		-	0.004%	288	0.004%	
	40,000			-		-		40,000	0.514%	40,000	0.488%	
	185,421			-		-		185,421	2.511%	185,421	2.373%	
	22,000			735		-		22,000	0.283%	22,735	0.276%	
				559		-		-	0.007%	559	0.007%	
				-		580		-	0.007%	580	0.007%	
				-		572		-	0.007%	572	0.007%	
				-		1,180		-	0.015%	1,180	0.015%	
				-		544		-	0.007%	544	0.007%	
				851		-		-	0.011%	851	0.011%	
				1,242		-		-	0.016%	1,242	0.016%	
MCT	3,680,304		1,734	-		-		3,680,304	47.292%	3,680,304	44.695%	
				2,484		-		-	0.031%	2,484	0.031%	
				1,237		-		-	0.016%	1,237	0.016%	
	20,000			-		-		20,000	0.257%	20,000	0.243%	
				-		576		-	0.007%	576	0.007%	
				-		275		-	0.003%	275	0.003%	
				4,989		580		-	0.006%	5,549	0.067%	
				44,720		6,221		-	0.057%	49,841	0.607%	
				1,242		-		-	0.016%	1,242	0.016%	
				-		2,320		-	0.029%	2,320	0.029%	
				2,742		-		-	0.035%	2,742	0.035%	Series D assigned from DePriest to
				-		1,223		-	0.015%	1,223	0.015%	
				-		5,856		-	0.074%	5,856	0.074%	
	2,000			-		-		2,000	0.026%	2,000	0.024%	
	20,000			-		-		20,000	0.257%	20,000	0.243%	
				-		275		-	0.003%	275	0.003%	
				-		165		-	0.002%	165	0.002%	
				-		1,177		-	0.015%	1,177	0.014%	
				-		1,180		-	0.015%	1,180	0.014%	
				-		2,985		-	0.038%	2,985	0.038%	
				-		-	86,756	1,927,709	24.771%	1,927,709	23.411%	Issue Series H
	42,000			-		-		42,000	0.540%	42,000	0.510%	
				-		61		-	0.001%	61	0.001%	
				-		1,089		-	0.014%	1,089	0.013%	
				-		-		-	0.000%	-	0.000%	
TOTAL	4,699,539	52,490	1,734	197,154	50,000	255,044	86,756	7,782,024	100%	8,234,221	100%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARTEL, INC. Capitalization 12.31.03

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares	All Issued and Outstanding	Notes / Activity
American Tower Corporation	80,800	57,739		146,210		240,643		1,320,254 15.764%	1,707,107 19.263%	
	1,800							1,800 0.012%	1,800 0.011%	
	45,000							45,000 0.538%	45,000 0.508%	
								647 0.000%	647 0.007%	
				288				288 0.000%	288 0.003%	
	12,000			442				12,000 0.143%	12,442 0.140%	
						363		363 0.000%	363 0.004%	
						634		634 0.000%	634 0.007%	
						634		634 0.000%	634 0.007%	
						1,259		1,259 0.000%	1,259 0.014%	
						121		121 0.000%	121 0.001%	
				1,738				1,738 0.000%	1,738 0.020%	
						638		638 0.000%	638 0.007%	
Don Depriest	563,814					3,142		563,814 6.741%	566,956 6.388%	
						638		638 0.000%	638 0.007%	
	6,000			1,351		957		6,000 0.072%	6,309 0.094%	
						242		242 0.000%	242 0.003%	
						638		638 0.000%	638 0.007%	
						302		302 0.000%	302 0.003%	
						317		317 0.000%	317 0.004%	
						317		317 0.000%	317 0.004%	
	40,000							40,000 0.478%	40,000 0.451%	
	152,066							152,066 1.818%	152,066 1.716%	
	22,000			808			14,293	339,590 4.060%	340,389 3.841%	Options exercised to purchase 14,293 Series H
				615				615 0.000%	615 0.007%	
						638		638 0.000%	638 0.007%	
						638		638 0.000%	638 0.007%	
						1,276		1,276 0.000%	1,276 0.014%	
						638		638 0.000%	638 0.007%	
				938				938 0.000%	938 0.011%	
				1,366				1,366 0.000%	1,366 0.015%	
MGT	3,880,304		1,734					3,880,304 43.898%	3,880,304 41.529%	
				2,735				2,735 0.000%	2,735 0.031%	
				1,360				1,360 0.000%	1,360 0.015%	
	20,000							20,000 0.238%	20,000 0.226%	
						634		634 0.000%	634 0.007%	
						302		302 0.000%	302 0.003%	
				5,468		638		5,468 0.000%	5,404 0.059%	
				49,182		5,743		49,182 0.000%	54,935 0.620%	
				1,366				1,366 0.000%	1,366 0.015%	
						2,553		2,553 0.000%	2,553 0.029%	
				3,017				3,017 0.000%	3,017 0.034%	
						1,345		1,345 0.000%	1,345 0.016%	
						6,442		6,442 0.000%	6,442 0.073%	
	2,000							2,000 0.024%	2,000 0.023%	
	20,000							20,000 0.239%	20,000 0.226%	
						302		302 0.000%	302 0.003%	
						181		181 0.000%	181 0.002%	
						1,285		1,285 0.000%	1,285 0.015%	
						1,276		1,276 0.000%	1,276 0.014%	
						3,295		3,295 0.000%	3,295 0.037%	
							85,431	2,120,479 25.351%	2,120,479 23.629%	
	42,000							42,000 0.502%	42,000 0.474%	
						67		67 0.000%	67 0.001%	
						1,208		1,208 0.000%	1,208 0.014%	
								0.000%	0.000%	
TOTAL	4,658,214	57,739	1,734	216,889	55,000	280,848	109,724	8,384,538 100%	8,861,955 100%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARTEL, INC. Capitalization 12.31.04

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Valua. Shares		All Issued and Outstanding		Notes / Activity
American Tower Corporation	60,000	63,513		180,831		264,708		1,447,279	65.688%	1,872,817	20.176%	
	1,000			-		693		1,000	0.011%	1,000	0.011%	
	45,000			-		711		45,000	0.007%	45,000	0.485%	
				295		-		-	0.000%	295	0.003%	
	12,000			487		-		12,000	0.137%	12,487	0.135%	
				-		393		-	0.002%	393	0.004%	
				-		699		-	0.007%	699	0.008%	
				-		699		-	0.007%	699	0.008%	
				-		1,385		-	0.015%	1,385	0.015%	
				-		133		-	0.001%	133	0.001%	
				1,912		-		-	0.021%	1,912	0.021%	
				-		702		-	0.008%	702	0.008%	
Don DePriest	563,814			-		3,465		563,814	6.454%	567,279	6.111%	
				-		702		-	0.008%	702	0.008%	
	6,000			1,487		1,053		6,000	0.069%	6,540	0.069%	
				-		265		-	0.003%	265	0.003%	
				-		702		-	0.008%	702	0.008%	
				-		332		-	0.004%	332	0.004%	
				-		349		-	0.004%	349	0.004%	
				-		349		-	0.004%	349	0.004%	
	43,000			-		-		40,000	0.458%	40,000	0.431%	
	152,096			-		-		152,096	1.741%	152,096	1.639%	
	22,000			889		-	15,722	371,350	4.261%	372,239	4.010%	
				678		-		-	0.008%	678	0.007%	
				-		702		-	0.008%	702	0.008%	
				-		693		-	0.007%	693	0.007%	
				-		1,404		-	0.015%	1,404	0.015%	
				-		658		-	0.007%	658	0.007%	
				1,030		-		-	0.011%	1,030	0.011%	
				1,503		-		-	0.016%	1,503	0.016%	
MCT	3,680,304		1,734	-		-		3,680,304	42.131%	3,680,304	39.648%	
				3,003		-		-	0.032%	3,003	0.032%	
				1,486		-		-	0.016%	1,486	0.016%	
	20,000			-		-		20,000	0.229%	20,000	0.215%	
				-		699		-	0.008%	699	0.008%	
				-		332		-	0.004%	332	0.004%	
				6,012		702		-	0.067%	6,714	0.072%	
				54,111		6,318		-	0.604%	60,429	0.651%	
				1,503		-		-	0.016%	1,503	0.016%	
				-		2,808		-	0.030%	2,808	0.030%	
				3,318		-		-	0.036%	3,318	0.036%	
				-		1,480		-	0.016%	1,480	0.016%	
				-		7,086		-	0.076%	7,086	0.076%	
	2,000			-		-		2,000	0.023%	2,000	0.022%	
	20,000			-		-		20,000	0.229%	20,000	0.215%	
				-		332		-	0.004%	332	0.004%	
				-		193		-	0.002%	193	0.002%	
				-		1,424		-	0.015%	1,424	0.015%	
				-		1,404		-	0.015%	1,404	0.015%	
				-		3,624		-	0.039%	3,624	0.039%	
				-		-	104,874	2,332,527	26.792%	2,332,527	25.129%	
	42,000			-		-		42,000	0.481%	42,000	0.452%	
				-		74		-	0.001%	74	0.001%	
				-		1,330		-	0.014%	1,330	0.014%	
				-	60,500	-		-	0.000%	-	0.000%	
TOTAL	4,656,214	63,513	1,734	218,556	60,500	308,803	120,697	8,735,370	100%	9,282,535	100%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARTEL, INC. Capitalization 12/31/2005

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares	All Issued and Outstanding	Notes / Activity	
American Tower Corporation	50,000	69,894		176,914		291,178		1,567,897	17.357%	2,055,089	21.628%
	1,000			-		-		1,000	0.014%	1,000	0.010%
	45,000			-		762		-	0.000%	762	0.008%
				-		763		45,000	0.492%	45,000	0.462%
				124		-		-	0.000%	763	0.008%
	12,000			535		-		-	0.000%	324	0.003%
				-		439		12,000	0.131%	42,535	0.129%
				-		767		-	0.000%	439	0.005%
				-		767		-	0.000%	767	0.008%
				-		767		-	0.000%	767	0.008%
				-		1,524		-	0.000%	1,524	0.016%
				-		146		-	0.000%	146	0.002%
				2,103		-		-	0.000%	2,103	0.022%
				-		772		-	0.000%	772	0.008%
Don Dearfest	563,814			-		3,802		563,814	6.186%	567,616	5.825%
				-		772		-	0.000%	772	0.008%
	6,000			1,635		1,158		6,000	0.066%	8,793	0.090%
				-		293		-	0.000%	293	0.003%
				-		772		-	0.000%	772	0.008%
				-		366		-	0.000%	366	0.004%
				-		384		-	0.000%	384	0.004%
				-		384		-	0.000%	384	0.004%
	40,000			-		-		40,000	0.437%	40,000	0.410%
	152,096			-		-		152,096	1.663%	152,096	1.561%
	22,000			978		-	17,295	406,284	4.444%	407,283	4.179%
				744		-		-	0.000%	744	0.008%
				-		772		-	0.000%	772	0.008%
				-		762		-	0.000%	762	0.008%
				-		1,544		-	0.000%	1,544	0.016%
				-		724		-	0.000%	724	0.007%
				1,132		-		-	0.000%	1,132	0.012%
				1,553		-		-	0.000%	1,553	0.017%
MCT	3,363,304		1,734	-		-		3,363,304	36.764%	3,363,304	34.513%
				3,307		-		-	0.000%	3,307	0.034%
				1,646		-		-	0.000%	1,646	0.017%
	20,000			-		-		20,000	0.219%	20,000	0.205%
				-		767		-	0.000%	767	0.008%
				-		366		-	0.000%	366	0.004%
				-		772		-	0.000%	772	0.008%
				6,614		6,948		-	0.000%	66,472	0.882%
				59,522		6,948		-	0.000%	66,472	0.882%
				1,853		-		-	0.000%	1,853	0.017%
				-		3,089		-	0.000%	3,089	0.032%
	317,000			3,850		-		317,000	3.467%	320,850	3.293%
				-		1,628		-	0.000%	1,628	0.017%
				-		7,795		-	0.000%	7,795	0.080%
	2,000			-		-		2,000	0.022%	2,000	0.021%
	20,000			-		-		20,000	0.219%	20,000	0.205%
				-		366		-	0.000%	366	0.004%
				-		219		-	0.000%	219	0.002%
				-		1,967		-	0.000%	1,967	0.016%
				-		1,544		-	0.000%	1,544	0.016%
				-		3,857		-	0.000%	3,857	0.041%
				-		-	115,472	2,565,780	28.062%	2,565,780	26.329%
	42,000			-		-		42,000	0.459%	42,000	0.431%
				-		82		-	0.000%	82	0.001%
				-		1,463		-	0.000%	1,463	0.015%
				-		-		-	0.000%	-	0.000%
TOTAL	4,656,214	69,894	1,734	262,412	46,550	339,463	132,765	9,143,226	100%	9,745,161	100%

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MARITEL, INC. Capitalization 12.31.2008

Holder								As Converted Voting		All Issued and Outstanding		Notes / Activity
	Common	Series B	Series C	Series D	Series E	Series G	Series H	Shares	%	Shares	%	
American Tower Corporation	50,000	76,850		194,805		320,298		1,740,708	18.148%	2,255,609	21.987%	
	1,000							1,000	0.010%	1,000	0.010%	
						838			0.008%	838	0.008%	
	45,000					861		45,000	0.469%	45,000	0.439%	
					357				0.003%	357	0.003%	
	12,000			599				12,000	0.125%	12,589	0.123%	
						483			0.005%	483	0.005%	
						844			0.008%	844	0.008%	
						844			0.008%	844	0.008%	
						1,876			0.019%	1,876	0.018%	
						161			0.001%	161	0.001%	
				2,313					0.023%	2,313	0.023%	
						849			0.008%	849	0.008%	
Don Dagrest	563,814					4,182		563,814	5.878%	567,956	5.539%	
						849			0.008%	849	0.008%	
	6,000			1,789		1,274		6,000	0.063%	6,073	0.059%	
						322			0.003%	322	0.003%	
						849			0.008%	849	0.008%	
						402			0.004%	402	0.004%	
						422			0.004%	422	0.004%	
						422			0.004%	422	0.004%	
	40,000							40,000	0.417%	40,000	0.389%	
	152,096							152,096	1.586%	152,096	1.483%	
	22,000			1,078			19,024	444,713	4.638%	445,789	4.347%	
				818					0.008%	818	0.008%	
						849			0.008%	849	0.008%	
						838			0.008%	838	0.008%	
						1,699			0.017%	1,699	0.017%	
						798			0.008%	798	0.008%	
				1,246					0.012%	1,246	0.012%	
				1,819					0.019%	1,819	0.018%	
MCI	3,353,304		1,734					3,353,304	35.094%	3,353,304	32.600%	
				3,637					0.038%	3,637	0.035%	
				1,811					0.019%	1,811	0.018%	
	20,000							20,000	0.209%	20,000	0.195%	
						844			0.008%	844	0.008%	
						402			0.004%	402	0.004%	
				7,275		849			0.008%	8,124	0.079%	
				85,475		7,644			0.008%	73,148	0.713%	
				7,818					0.008%	7,818	0.018%	
						3,397			0.003%	3,397	0.033%	
	317,000			4,015				317,000	3.305%	321,015	3.131%	
						1,791			0.018%	1,791	0.017%	
						8,574			0.090%	8,574	0.084%	
	2,000							2,000	0.021%	2,000	0.020%	
	20,000							20,000	0.209%	20,000	0.195%	
						402			0.004%	402	0.004%	
						241			0.002%	241	0.002%	
						1,723			0.018%	1,723	0.017%	
						1,699			0.017%	1,699	0.017%	
						4,385			0.046%	4,385	0.043%	
							127,019	2,822,358	29.424%	2,822,358	27.524%	
	42,000							42,000	0.438%	42,000	0.410%	
						80			0.000%	80	0.001%	
						1,809			0.019%	1,809	0.016%	
									0.000%		0.000%	
TOTAL	4,685,214	76,850	1,734	238,853	73,205	373,440	146,043	8,591,993	100%	10,254,056	100%	

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MARTEL, INC. Capitalization 12.31.2007

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting		All Issued and Outstanding		Notes / Activity
								Shares	%	Shares	%	
American Tower Corporation	50,000	84,535		214,065		352,320		1,009,778	18.936%	2,475,170	22.854%	
	1,000							1,000	0.016%	1,000	0.009%	
								922	0.008%	922	0.008%	
	45,000							45,000	0.446%	45,000	0.416%	
								947	0.009%	947	0.009%	
				383					0.004%	383	0.004%	
	12,000			648				12,000	0.119%	12,648	0.117%	
								531	0.005%	531	0.005%	
								928	0.009%	928	0.009%	
								928	0.009%	928	0.009%	
								1,844	0.018%	1,844	0.017%	
								177	0.002%	177	0.002%	
				2,545					0.008%	2,545	0.024%	
								934	0.009%	934	0.009%	
Don Dearest	563,814					4,670		563,814	5.600%	568,484	5.255%	
						934			0.009%	934	0.009%	
	6,000			1,978		1,401		6,000	0.059%	9,280	0.087%	
						354			0.003%	354	0.003%	
						934			0.009%	934	0.009%	
						442			0.004%	442	0.004%	
						464			0.004%	464	0.004%	
						464			0.004%	464	0.004%	
	40,000							40,000	0.397%	40,000	0.370%	
	152,086							152,086	1.503%	152,086	1.405%	
	22,000			1,164		20,028		485,884	4.823%	488,168	4.514%	
				500					0.005%	500	0.005%	
						934			0.009%	934	0.009%	
						822			0.008%	822	0.008%	
						1,869			0.018%	1,869	0.017%	
						876			0.008%	876	0.008%	
				1,370					0.013%	1,370	0.013%	
				2,801					0.027%	2,801	0.019%	
MGT	3,363,304		1,734					3,363,304	33.348%	3,363,304	31.102%	
				4,004					0.004%	4,004	0.037%	
				1,992					0.020%	1,992	0.018%	
	20,000							20,000	0.198%	20,000	0.185%	
						928			0.009%	928	0.009%	
						442			0.004%	442	0.004%	
				8,052		934			0.008%	8,986	0.083%	
				72,022		8,409			0.008%	80,431	0.744%	
				2,001					0.002%	2,001	0.019%	
						3,737			0.004%	3,737	0.035%	
	317,000			4,417				317,000	3.143%	321,417	2.972%	
						1,970			0.020%	1,970	0.018%	
						9,432			0.009%	9,432	0.087%	
	2,000							2,000	0.020%	2,000	0.018%	
	20,000							20,000	0.198%	20,000	0.185%	
						442			0.004%	442	0.004%	
						255			0.002%	255	0.002%	
						1,869			0.018%	1,869	0.017%	
						1,869			0.018%	1,869	0.017%	
						4,824			0.047%	4,824	0.045%	
							139,721	3,104,664	30.783%	3,104,584	28.708%	
	42,000							42,000	0.416%	42,000	0.388%	
						89			0.001%	89	0.001%	
						1,770			0.017%	1,770	0.016%	
									0.000%		0.000%	
TOTAL	4,866,214	84,575	1,734	317,518	80,528	410,751	160,647	18,086,671	100%	18,813,840	100%	

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MARITEL, INC. Capitalization 12.31.08

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares	All Issued and Outstanding	Notes / Activity		
	2,054			-				2,054	0.020%	2,054	0.019%	Common assigned by MGT
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
	2,052			-				2,052	0.020%	2,052	0.019%	Common assigned by MGT
American Tower Corporation	50,000	82,888		235,472		367,556		2,085,758	28.714%	2,718,287	25.129%	
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
	1,000			-				1,000	0.010%	1,000	0.009%	
				-		1,014		-	0.000%	1,014	0.009%	
	20,425			-				20,425	0.202%	20,425	0.189%	Common assigned by MGT
	45,000			-				45,000	0.445%	45,000	0.416%	
	100,000			-				100,000	0.985%	100,000	0.923%	Common assigned from MGT to
				-				1,042	0.000%	1,042	0.010%	
	164,180			-				164,180	1.623%	164,180	1.517%	Common assigned by MGT
				432				-	0.000%	432	0.004%	
	102,613			-				102,613	1.014%	102,613	0.948%	Common assigned by MGT
	12,313			-				12,313	0.122%	12,313	0.114%	Common assigned by MGT
	12,000			712				12,000	0.118%	12,712	0.117%	
	82,080			-				82,080	0.813%	82,080	0.768%	Common assigned by MGT
	20,524			-				20,524	0.203%	20,524	0.190%	Common assigned by MGT
				-				584	0.000%	584	0.005%	
				-				1,021	0.000%	1,021	0.008%	
	1,437			-				1,437	0.014%	1,437	0.013%	Common assigned by MGT via
	11,802			-				11,802	0.118%	11,802	0.110%	Common assigned by MGT and via
				-				1,021	0.000%	1,021	0.008%	
	23,600			-				23,600	0.233%	23,600	0.218%	Common assigned by MGT
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
	8,210			-				8,210	0.081%	8,210	0.076%	Common assigned by MGT
				-				2,028	0.000%	2,028	0.019%	
				-				195	0.000%	195	0.002%	
				2,799				-	0.000%	2,799	0.028%	
				-				1,028	0.000%	1,028	0.009%	
Don Depriest	2,224,578			-		5,050		2,224,578	21.888%	2,229,638	20.603%	Additional Common assigned by MGT
	20,624			-				20,624	0.203%	20,624	0.193%	Common assigned by MGT
				-				1,028	0.000%	1,028	0.009%	
	2,054			-				2,054	0.020%	2,054	0.019%	Common assigned by MGT
	685			-				685	0.007%	685	0.005%	Common assigned by MGT
	6,000			2,177				6,000	0.059%	9,718	0.090%	
				-				359	0.000%	359	0.004%	
	28,730			-				28,730	0.284%	28,730	0.269%	Common assigned by MGT
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
	1,642			-				1,642	0.016%	1,642	0.015%	Common assigned by MGT via
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
	16,417			-				16,417	0.162%	16,417	0.152%	Common assigned by MGT
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
	789			-				789	0.008%	789	0.007%	Common assigned by MGT
	45,150			-				45,150	0.446%	45,150	0.417%	Common assigned by MGT
				-				1,028	0.000%	1,028	0.009%	
				-				487	0.000%	487	0.004%	
				-				511	0.000%	511	0.005%	
	821			-				821	0.008%	821	0.008%	Common assigned by MGT via
	5,130			-				5,130	0.051%	5,130	0.047%	Common assigned by MGT
				-				511	0.000%	511	0.005%	
	40,000			-				40,000	0.395%	40,000	0.376%	
	49,253			-				49,253	0.479%	49,253	0.455%	Common assigned by MGT
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
	12,313			-				12,313	0.122%	12,313	0.114%	Common assigned by MGT
	152,095			-				152,095	1.503%	152,095	1.406%	
				1,302			23,019	533,483	5.213%	634,785	4.943%	
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
	4,103			-				4,103	0.041%	4,103	0.038%	Common assigned by MGT
				-				-	0.000%	-	0.000%	Series D required by Company and returned to treasury
				-				1,028	0.000%	1,028	0.009%	
				-				1,014	0.000%	1,014	0.009%	
	24,827			-				24,827	0.243%	24,827	0.228%	Common assigned by MGT
	8,210			-				8,210	0.081%	8,210	0.078%	Common assigned by MGT
	8,210			-				8,210	0.081%	8,210	0.076%	Common assigned by MGT

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARTELL, INC. Capitalization 12.31.08

Holder	As Converted Mailing								All Issued and Outstanding	Notes / Activity		
	Common	Series B	Series C	Series D	Series E	Series G	Series H	Shares				
	8,238							8,238	0.091%	8,238	0.085%	Common assigned by MCT and via
	45,150							45,150	0.446%	45,150	0.417%	Common assigned by MCT
	4,103							4,103	0.041%	4,103	0.038%	Common assigned by MCT
	821							821	0.008%	821	0.008%	Common assigned by MCT via
							2,054		0.000%	2,054	0.019%	Common assigned by MCT
	2,054							2,054	0.020%	2,054	0.019%	Common assigned by MCT
							821		0.008%	821	0.008%	Common assigned by MCT via
							984		0.009%	984	0.009%	
				1,607					0.000%	1,607	0.014%	
	885							885	0.007%	885	0.009%	Common assigned by MCT
	12,313							12,313	0.122%	12,313	0.114%	Common assigned by MCT
	1,026							1,026	0.010%	1,026	0.009%	Common assigned by MCT
	46,177							46,177	0.450%	46,177	0.427%	Common assigned by MCT
	3,254							3,254	0.032%	3,254	0.030%	Common assigned by MCT
	821							821	0.008%	821	0.008%	Common assigned by MCT via
				2,201					0.000%	2,201	0.020%	
	5,130							5,130	0.051%	5,130	0.047%	Common assigned by MCT
MCT	200,099		1,734					200,099	1.878%	200,099	1.849%	Common retained by MCT following distribution
				4,401					0.000%	4,401	0.041%	
MacCam Development Corporation	34,803							34,803	0.340%	34,803	0.324%	Common assigned by MCT
	4,103							4,103	0.041%	4,103	0.038%	Common assigned by MCT
	12,313							12,313	0.122%	12,313	0.114%	Common assigned by MCT
				2,191					0.000%	2,191	0.020%	
	20,000							20,000	0.198%	20,000	0.185%	
							1,021		0.008%	1,021	0.008%	
	12,313							12,313	0.122%	12,313	0.114%	Common assigned by MCT
	2,054							2,054	0.020%	2,054	0.019%	Common assigned by MCT
	821							821	0.008%	821	0.008%	Common assigned by MCT via
							487		0.000%	487	0.004%	
									0.000%		0.000%	Series D and H acquired by Company and returned to treasury
									0.000%		0.000%	Series D, G, and H acquired by Company and returned to treasury
	1,642							1,642	0.016%	1,642	0.015%	Common assigned by MCT via
	10,280							10,280	0.101%	10,280	0.096%	Common assigned by MCT
	166,745							166,745	1.645%	166,745	1.541%	Common assigned by MCT
	166,745							166,745	1.645%	166,745	1.541%	Common assigned by MCT
	8,210							8,210	0.081%	8,210	0.076%	Common assigned by MCT
				2,201					0.000%	2,201	0.020%	
	16,417							16,417	0.162%	16,417	0.152%	Common assigned by MCT
							4,111		0.000%	4,111	0.038%	
	16,417							16,417	0.162%	16,417	0.152%	Common assigned by MCT
	317,000			4,836				317,000	3.133%	321,836	2.975%	
	4,103							4,103	0.041%	4,103	0.038%	Common assigned by MCT
	821							821	0.008%	821	0.008%	Common assigned by MCT via
							2,167		0.000%	2,167	0.020%	
							10,375		0.000%	10,375	0.098%	
	821							821	0.008%	821	0.008%	Common assigned by MCT via
	8,210							8,210	0.081%	8,210	0.076%	Common assigned by MCT
	2,000							2,000	0.020%	2,000	0.019%	
	20,000							20,000	0.198%	20,000	0.185%	
	20,524							20,524	0.203%	20,524	0.190%	Common assigned by MCT
	4,103							4,103	0.041%	4,103	0.038%	Common assigned by MCT
	4,103							4,103	0.041%	4,103	0.038%	Common assigned by MCT
	20,524							20,524	0.203%	20,524	0.190%	Common assigned by MCT
							487		0.000%	487	0.004%	
	2,308							2,308	0.023%	2,308	0.021%	Common assigned by MCT
	4,103							4,103	0.041%	4,103	0.038%	Common assigned by MCT
							292		0.000%	292	0.033%	
	8,210							8,210	0.081%	8,210	0.076%	Common assigned by MCT
								760	0.008%	760	0.007%	Common assigned by MCT
							2,085		0.000%	2,085	0.019%	
							2,054		0.000%	2,054	0.019%	

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MARTEL, INC. Capitalization 12.31.08

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares	AF Issued and Outstanding	Notes / Activity
	685			-				685	0.007%	Common assigned by MCT
				-		5,308			0.000%	
	8,210			-				8,210	0.081%	Common assigned by MCT
	821			-				821	0.008%	Common assigned by MCT via
	5,130			-				5,130	0.051%	Common assigned by MCT
	821			-				821	0.008%	Common assigned by MCT via
				-		130,893		2,903,893	28.703%	Series H assigned from to
	2,054			-				2,054	0.020%	Common assigned by MCT
	42,000			-				42,000	0.388%	
				-		109			0.001%	
	4,103			-				4,103	0.041%	Common assigned by MCT
				-		1,947			0.000%	
				-	89,576				0.000%	
	1,642			-				1,642	0.016%	Common assigned by MCT via
	1,028			-				1,028	0.010%	Common assigned by MCT
TOTAL	4,856,214	92,989	1,734	280,253	88,576	441,548	169,732	10,117,447	100%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARTEL, INC. CapTable 12.31.09

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares	All Issued and Outstanding	Notes / Activity
	2,054							2,054 0.028%	2,054 0.019%	
	4,103							4,103 0.040%	4,103 0.037%	
	2,052							2,052 0.020%	2,052 0.019%	
American Tower Corporation	80,000	102,288		259,019		428,314		2,300,332 22.312%	2,585,605 25.844%	
Amy Umsinger	4,103							4,103 0.040%	4,103 0.037%	
	1,000							1,000 0.010%	1,000 0.009%	
						1,116		- 0.000%	1,116 0.010%	
	20,425							20,425 0.198%	20,425 0.184%	
	45,000							45,000 0.436%	45,000 0.405%	
	100,000							100,000 0.970%	100,000 0.892%	
						1,148		- 0.000%	1,148 0.010%	
	164,180							164,180 1.582%	164,180 1.482%	
				475				- 0.000%	475 0.004%	
	102,613							102,613 0.985%	102,613 0.926%	
	12,313							12,313 0.119%	12,313 0.111%	
								- 0.000%	- 0.000%	Series D and Common surrendered to Treasury 12/29/2009
	82,090							82,090 0.796%	82,090 0.741%	
	20,524							20,524 0.199%	20,524 0.185%	
						542		- 0.000%	542 0.005%	
						1,123		- 0.000%	1,123 0.010%	
	1,437							1,437 0.014%	1,437 0.013%	
								- 0.000%	- 0.000%	
	11,932							11,932 0.115%	11,932 0.107%	
						1,123		- 0.000%	1,123 0.010%	
	23,600							23,600 0.229%	23,600 0.213%	
								- 0.000%	- 0.000%	
	4,103							4,103 0.040%	4,103 0.037%	
								- 0.000%	- 0.000%	
	6,210							6,210 0.060%	6,210 0.074%	
						2,231		- 0.000%	2,231 0.020%	
						214		- 0.000%	214 0.002%	
				3,078				- 0.000%	3,078 0.022%	
						1,130		- 0.000%	1,130 0.010%	
Don Deprasi	2,224,578					5,588		2,224,578 21.577%	2,220,144 20.126%	
	20,524							20,524 0.199%	20,524 0.185%	
						1,130		- 0.000%	1,130 0.010%	
	2,054							2,054 0.020%	2,054 0.019%	
	885							885 0.007%	885 0.008%	
	0,000			2,364		1,690		6,000 0.058%	10,090 0.091%	
						428		- 0.000%	428 0.004%	
	28,730							28,730 0.279%	28,730 0.258%	
	4,103							4,103 0.040%	4,103 0.037%	
	1,642							1,642 0.016%	1,642 0.015%	
	4,103							4,103 0.040%	4,103 0.037%	
	16,417							16,417 0.158%	16,417 0.149%	
								- 0.000%	- 0.000%	
	4,103							4,103 0.040%	4,103 0.037%	
	768							768 0.007%	768 0.007%	
	45,150							45,150 0.435%	45,150 0.407%	
						1,130		- 0.000%	1,130 0.010%	
						535		- 0.000%	535 0.005%	
						562		- 0.000%	562 0.005%	
	821							821 0.008%	821 0.007%	
	5,130							5,130 0.050%	5,130 0.046%	
								- 0.000%	- 0.000%	
	40,000					562		40,000 0.385%	40,000 0.361%	
	40,253							40,253 0.478%	40,253 0.444%	
	4,103							4,103 0.040%	4,103 0.037%	
	12,313							12,313 0.119%	12,313 0.111%	
	152,095							152,095 1.476%	152,095 1.373%	
	22,020			1,432			23,019	633,483 6.374%	534,915 4.827%	
	4,103							4,103 0.040%	4,103 0.037%	
	4,103							4,103 0.040%	4,103 0.037%	
								- 0.000%	- 0.000%	
						1,130		- 0.000%	1,130 0.010%	
						1,116		- 0.000%	1,116 0.010%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARTEL, INC. CapTable 12.31.08

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	All Converted Voling. Shares	All Issued and Outstanding	Notes/Activity
	24,827							24,827 0.230%	24,827 0.222%	
	8,210							8,210 0.080%	8,210 0.074%	
	8,210							8,210 0.080%	8,210 0.074%	
	9,238							9,238 0.080%	9,238 0.083%	
	45,150							45,150 0.430%	45,150 0.407%	
	4,103							4,103 0.040%	4,103 0.037%	
	821							821 0.008%	821 0.007%	
	2,054					2,265		2,054 0.020%	2,054 0.019%	
	2,054							2,054 0.020%	2,054 0.019%	
	821					1,060		821 0.008%	821 0.007%	
				1,658					1,658 0.016%	
	685				87,438			685 0.007%	685 0.006%	
	12,313							12,313 0.119%	12,313 0.111%	
	1,026							1,026 0.010%	1,026 0.008%	
	46,177							46,177 0.443%	46,177 0.417%	
	3,254							3,254 0.032%	3,254 0.028%	
	821							821 0.008%	821 0.007%	
				2,421					2,421 0.022%	
	5,130							5,130 0.050%	5,130 0.048%	
MCT	200,099		1,734					200,099 1.941%	200,099 1.895%	
				4,841					4,841 0.044%	
MedCam Development Corporation	34,803							34,803 0.338%	34,803 0.314%	
	4,103							4,103 0.040%	4,103 0.037%	
	12,313							12,313 0.119%	12,313 0.111%	
	-			2,410					2,410 0.022%	
	20,000							20,000 0.194%	20,000 0.180%	
						1,123			1,123 0.010%	
	12,313							12,313 0.119%	12,313 0.111%	
	2,054							2,054 0.020%	2,054 0.019%	
	821							821 0.008%	821 0.007%	
						535			535 0.005%	
	1,642							1,642 0.016%	1,642 0.015%	
	10,280							10,280 0.100%	10,280 0.093%	
	166,745							166,745 1.617%	166,745 1.505%	
	166,745							166,745 1.617%	166,745 1.505%	
	8,210							8,210 0.080%	8,210 0.074%	
				2,421					2,421 0.022%	
	16,417							16,417 0.159%	16,417 0.148%	
						4,522			4,522 0.041%	
	16,417							16,417 0.159%	16,417 0.148%	
	317,000			5,344				317,000 3.075%	322,344 2.885%	
	4,103							4,103 0.040%	4,103 0.037%	
	821							821 0.008%	821 0.007%	
						2,383			2,383 0.022%	
									11,412 0.103%	
	821							821 0.008%	821 0.007%	
	8,210							8,210 0.080%	8,210 0.074%	
	2,000							2,000 0.019%	2,000 0.018%	
	20,000							20,000 0.194%	20,000 0.180%	
	20,524							20,524 0.199%	20,524 0.185%	
	4,103							4,103 0.040%	4,103 0.037%	
	4,103							4,103 0.040%	4,103 0.037%	
	20,524							20,524 0.199%	20,524 0.185%	
						535			535 0.005%	
	2,308							2,308 0.022%	2,308 0.021%	
	4,103							4,103 0.040%	4,103 0.037%	
									321 0.003%	

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MARTEL, INC. Capitalization 12.31.09

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares		All Issued and Outstanding		Notes / Activity
	8,210	-	-	-	-	-	-	8,210	0.030%	8,210	0.074%	
	769	-	-	-	-	-	-	769	0.007%	769	0.007%	
	-	-	-	-	-	2,284	-	-	0.000%	2,284	0.021%	
	-	-	-	-	-	2,281	-	-	0.000%	2,281	0.020%	
	685	-	-	-	-	-	-	685	0.007%	685	0.006%	
	-	-	-	-	-	5,837	-	-	0.000%	5,837	0.053%	
	8,210	-	-	-	-	-	-	8,210	0.000%	8,210	0.074%	
	821	-	-	-	-	-	-	821	0.008%	821	0.007%	
	5,130	-	-	-	-	-	-	5,130	0.050%	5,130	0.048%	
	821	-	-	-	-	-	-	821	0.008%	821	0.007%	
	2,054	-	-	-	-	-	130,693	2,903,893	28.187%	2,903,893	26.207%	
	42,000	-	-	-	-	-	-	2,054	0.020%	2,054	0.019%	
	-	-	-	-	-	-	-	42,000	0.407%	42,000	0.378%	
	-	-	-	-	-	-	-	-	0.000%	-	0.000%	Series G acquired by Company per TN Dissenters Rights
	4,103	-	-	-	-	-	-	4,103	0.040%	4,103	0.037%	
	-	-	-	-	-	2,141	-	-	0.000%	2,141	0.019%	
	1,642	-	-	-	-	-	-	1,642	0.016%	1,642	0.015%	
	1,026	-	-	-	-	-	-	1,026	0.010%	1,026	0.009%	
TOTAL	4,644,214	102,288	1,734	285,485	97,436	465,584	153,742	10,310,022	100%	11,081,101	100%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARITEL, INC. Capitalization 3.31.10

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares		All Issued and Outstanding		Notes / Activity
	2,054			-	-	-	-	2,054	0.019%	2,054	0.018%	
	4,103			-	-	-	-	4,103	0.036%	4,103	0.036%	
	2,052			-	-	-	-	2,052	0.019%	2,052	0.018%	
American Tower Corporation	50,000	132,517		259,049		463,948		2,525,368	23.971%	3,253,330	28.653%	
	4,103			-	-	-	-	4,103	0.036%	4,103	0.036%	
	1,000			-	-	-	-	1,000	0.009%	1,000	0.009%	
				-	-	-	-	1,227	0.000%	1,227	0.011%	
	20,425			-	-	-	-	20,425	0.184%	20,425	0.180%	
	45,000			-	-	-	-	45,000	0.427%	45,000	0.396%	
	100,000			-	-	-	-	100,000	0.945%	100,000	0.881%	
				-	-	-	-	1,260	0.000%	1,260	0.011%	
	164,180			-	-	-	-	164,180	1.555%	164,180	1.446%	
				-	-	-	-	-	0.000%	-	0.000%	Series D surrendered to treasury 1/8/2010
	102,613			-	-	-	-	102,613	0.974%	102,613	0.904%	
	12,313			-	-	-	-	12,313	0.117%	12,313	0.108%	
	82,090			-	-	-	-	82,090	0.778%	82,090	0.723%	
	20,524			-	-	-	-	20,524	0.196%	20,524	0.183%	
				-	-	-	-	707	0.000%	707	0.006%	
				-	-	-	-	1,236	0.000%	1,236	0.011%	
	1,437			-	-	-	-	1,437	0.014%	1,437	0.013%	
				-	-	-	-	-	-	-	-	
	11,802			-	-	-	-	11,802	0.113%	11,802	0.105%	
				-	-	-	-	1,236	0.000%	1,236	0.011%	
	23,600			-	-	-	-	23,600	0.224%	23,600	0.208%	
				-	-	-	-	-	-	-	-	
	4,103			-	-	-	-	4,103	0.039%	4,103	0.036%	
				-	-	-	-	-	-	-	-	
	8,210			-	-	-	-	8,210	0.078%	8,210	0.072%	
				-	-	-	-	2,454	0.000%	2,454	0.022%	
				-	-	-	-	236	0.000%	236	0.002%	
				3,079		-	-	-	0.000%	3,079	0.027%	
				-	-	-	-	1,244	0.000%	1,244	0.011%	
Don Dapfest	2,224,576			-	-	-	-	2,224,576	21.106%	2,230,701	19.848%	
	20,524			-	-	-	-	20,524	0.185%	20,524	0.181%	
				-	-	-	-	1,244	0.000%	1,244	0.011%	
	2,054			-	-	-	-	2,054	0.019%	2,054	0.018%	
	685			-	-	-	-	685	0.007%	685	0.006%	
	6,000			2,394		1,885		6,000	0.057%	10,280	0.090%	
				-	-	-	-	471	0.000%	471	0.004%	
	28,730			-	-	-	-	28,730	0.273%	28,730	0.253%	
	4,103			-	-	-	-	4,103	0.039%	4,103	0.038%	
	1,642			-	-	-	-	1,642	0.016%	1,642	0.014%	
	4,103			-	-	-	-	4,103	0.039%	4,103	0.038%	
	16,417			-	-	-	-	16,417	0.158%	16,417	0.149%	
				-	-	-	-	-	-	-	-	
	4,103			-	-	-	-	4,103	0.039%	4,103	0.038%	
	769			-	-	-	-	769	0.007%	769	0.007%	
	45,150			-	-	-	-	45,150	0.429%	45,150	0.399%	
				-	-	-	-	1,244	0.000%	1,244	0.011%	
				-	-	-	-	588	0.000%	588	0.005%	
				-	-	-	-	618	0.000%	618	0.005%	
	821			-	-	-	-	821	0.008%	821	0.007%	
	5,130			-	-	-	-	5,130	0.048%	5,130	0.045%	
				-	-	-	-	618	0.000%	618	0.005%	
	40,000			-	-	-	-	40,000	0.380%	40,000	0.352%	
	49,253			-	-	-	-	49,253	0.468%	49,253	0.434%	
	4,103			-	-	-	-	4,103	0.039%	4,103	0.038%	
	12,313			-	-	-	-	12,313	0.117%	12,313	0.108%	
	152,096			-	-	-	-	152,096	1.444%	152,096	1.340%	
	22,090			1,432		-	23,019	533,483	5.064%	534,945	4.711%	
	4,103			-	-	-	-	4,103	0.039%	4,103	0.038%	
	4,103			-	-	-	-	4,103	0.039%	4,103	0.036%	
				-	-	-	-	-	0.000%	-	0.000%	
				-	-	-	-	1,244	0.000%	1,244	0.011%	
				-	-	-	-	1,227	0.000%	1,227	0.011%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARTELL, INC. Capitalization 3/31/10

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting Shares	All Issued and Outstanding	Notes / Activity
	24,627							24,627 0.224%	24,627 0.217%	
	6,210							6,210 0.078%	6,210 0.072%	
	6,210							6,210 0.078%	6,210 0.072%	
	9,238							9,238 0.098%	9,238 0.091%	
	45,160							45,160 0.428%	45,160 0.398%	
	4,103							4,103 0.039%	4,103 0.036%	
	821							821 0.008%	821 0.007%	
	2,054					2,497		2,054 0.019%	2,497 0.022%	
	2,054							2,054 0.019%	2,054 0.018%	
	821							821 0.008%	821 0.007%	
				1,658		1,166		1,658 0.015%	1,166 0.010%	
	685							685 0.007%	685 0.006%	
					97,456			- 0.000%	- 0.000%	
	12,313							12,313 0.117%	12,313 0.108%	
	1,026							1,026 0.010%	1,026 0.009%	
	46,177							46,177 0.436%	46,177 0.407%	
	3,254							3,254 0.031%	3,254 0.029%	
	821							821 0.008%	821 0.007%	
				2,421				- 0.000%	2,421 0.021%	
	5,130							5,130 0.048%	5,130 0.045%	
MCT	200,099		1,734					200,099 1.899%	200,099 1.782%	
				4,841				- 0.000%	4,841 0.043%	
MarCom Development Corporation	34,803							34,803 0.330%	34,803 0.307%	
	4,103							4,103 0.039%	4,103 0.036%	
	12,313							12,313 0.117%	12,313 0.108%	
				2,410				- 0.000%	2,410 0.021%	
	20,000							20,000 0.190%	20,000 0.178%	
						1,236		- 0.000%	1,236 0.011%	
	12,313							12,313 0.117%	12,313 0.108%	
	2,054							2,054 0.019%	2,054 0.018%	
	821							821 0.008%	821 0.007%	
						589		- 0.000%	589 0.005%	
	1,542							1,542 0.015%	1,542 0.014%	
	10,260							10,260 0.097%	10,260 0.090%	
	166,745							166,745 1.583%	166,745 1.469%	
	166,745							166,745 1.583%	166,745 1.469%	
	6,210							6,210 0.078%	6,210 0.072%	
				2,421				- 0.000%	2,421 0.021%	
	16,417							16,417 0.155%	16,417 0.145%	
						4,974		- 0.000%	4,974 0.044%	
	16,417							16,417 0.155%	16,417 0.145%	
	317,000			5,344				317,000 3.008%	322,344 2.838%	
	4,103							4,103 0.039%	4,103 0.036%	
	821							821 0.008%	821 0.007%	
						2,622		- 0.000%	2,622 0.023%	
						12,554		- 0.000%	12,554 0.111%	
	821							821 0.008%	821 0.007%	
	6,210							6,210 0.078%	6,210 0.072%	
	2,000							2,000 0.019%	2,000 0.018%	
	20,000							20,000 0.190%	20,000 0.178%	
	20,524							20,524 0.195%	20,524 0.181%	
	4,103							4,103 0.039%	4,103 0.036%	
	4,103							4,103 0.039%	4,103 0.036%	
	20,524							20,524 0.195%	20,524 0.181%	
						589		- 0.000%	589 0.005%	
	2,308							2,308 0.022%	2,308 0.020%	
	4,103							4,103 0.039%	4,103 0.036%	
						353		- 0.000%	353 0.003%	

FOR PUBLIC INSPECTION - CONFIDENTIAL INFORMATION EXCLUDED

MARITEL, INC. Capitalization 3.31.10

Holder	Common	Series B	Series C	Series D	Series E	Series G	Series H	As Converted Voting		All Issued and		Notes / Activity
								Shares	%	Outstanding	%	
	8,210			-		-		8,210	0.072%	8,210	0.072%	
	769			-		-		769	0.007%	769	0.007%	
						2,523		-	0.000%	2,523	0.022%	
						2,467		-	0.000%	2,467	0.022%	
	685			-		-		685	0.007%	685	0.006%	
				-		6,421		-	0.000%	6,421	0.057%	
	8,210			-		-		8,210	0.072%	8,210	0.072%	
	821			-		-		821	0.008%	821	0.007%	
	5,130			-		-		5,130	0.046%	5,130	0.045%	
	821			-		-		821	0.008%	821	0.007%	
				-		-	130,883	2,903,893	27.565%	2,803,893	25.578%	
	2,054			-		-		2,054	0.019%	2,054	0.018%	
	42,000			-		-		42,000	0.399%	42,000	0.370%	
	4,103			-		-		4,103	0.038%	4,103	0.036%	
				-		2,356		-	0.000%	2,356	0.021%	
	1,642			-		-		1,642	0.015%	1,642	0.014%	
	1,026			-		-		1,026	0.010%	1,026	0.009%	
TOTAL	4,844,214	112,517	1,734	285,020	87,436	534,142	153,712	10,505,655	100%	11,364,217	100%	

EXHIBIT 9

*FOIA Request to the FCC, via
FOIA@FCC.GOV*

Requestor: Skybridge Spectrum Foundation ("Skybridge")
Address: 2nd Office at: 2649 Benvenue Ave., Berkeley, CA 94704
Phone: 510-841-2220 or 510-848-7797
Fax: 510-740-3412
Email: jstobaugh@telesaurus.com and
warren.havens@sbcglobal.net
Date: April 19, 2010

Description of Records Requested

1. Full and complete copies of all documents and information that the FCC received, in written and electronic form, including all attached or appended materials (delivered to Requestor in their original forms)—

from each of the following:

- (1) Maritime Communications/Land Mobile, LLC ("MCLM"),
- (2) Wireless Properties of Virginia, Inc.,
- (3) MariTel, Inc. and its subsidiaries ("Maritel"),
- (4) Donald DePriest ("DePriest"),
- (5) Sandra DePriest ("Mrs. DePriest")

(these five together, the "Five Parties"),

or from any of the Five Parties' employees, legal counsel, predecessors or successors in interest, parents and subsidiaries, employees, or other representatives or agents of any kind (together, the "Five Parties' Agents"),

to any person that is employed at or represents the FCC that directly or indirectly responds to any of the following six letters:

Three Enforcement Bureau Letters of Investigation re: File No. EB-09-IH-1751 dated February 26, 2010 and addressed to MCLM, Sandra DePriest, Donald DePriest, Maritel, and Wireless Properties of Virginia, Inc. (the "3 Enforcement Letters")

Three Letters dated 8/18/09 from Scot Stone, Deputy Chief, Mobility Division, Wireless Telecommunications Bureau to Maritime Communications/Land Mobile LLC and Dennis Brown, MariTel, Inc. and Russell Fox, and Donald DePriest and Wireless Properties of Virginia, Inc. re: File Nos. 0002303355, 0003463998, et al. (the "3 Section 308 Letters").

Said 3 Enforcement Letters together with said 3 Section 308 Letters are herein called the "6 Letters."

2. Full and complete copies of all correspondence and other documents, and information transmitted, in either direction, between, on the one side, any employee or agent of the FCC, and on the other side, any of the Five Parties and/ or the Five Parties' Agents-- that contain information that pertains to the 6 Letters' stated purposes and topics.

3. Full and complete copies of all correspondence and other documents, and information transmitted, in either direction, between, on the one side, any employee, representative or agent of the FCC Wireless Telecommunications Bureau, and on the other side, any employee, representative or agent of the Enforcement Bureau -- that contain information that pertains to the 6 Letters' stated purposes and topics.

4. Same as in the preceding paragraph, but between any person at the FCC and any employee, representative or agent of any outside (non-FCC) governmental agency of any kind.

The persons at the FCC who may be helpful in locating the requested documents are: Scot Stone, Deputy Chief, Mobility Division, Wireless Telecommunications Bureau and Brian J. Carter, Investigations and Hearings Division, Enforcement Bureau.

Maximum Search Fee

\$5,000 (five thousand dollars). If getting the requested documents is going to exceed this maximum search fee, then Skybridge asks that it be informed of the amount by which it will be exceeded since Skybridge may want the FCC to proceed anyway for whatever additional cost there may be, or Skybridge may modify its request as to obtain copies of documents up to the maximum amount specified here.

Waiver of Fees

Skybridge is a nonprofit, tax-exempt scientific, educational and charitable foundation which, as one of its primary functions, researches and publishes information on FCC matters (and other matters) in the public interest.* Skybridge intends to publish information resulting from the fulfillment of this FOIA request. Thus, by FOIA statute, the fees charged should be waived or reduced.

* See e.g. www.tetra-us.us website http://www.scribd.com/warren_havens.

However, the fulfillment of this request *should not be delayed* in considering this fee waiver or reduction matter, and to insure no delay, Skybridge agrees to pay the fees as if it did not submit this, if consideration causes any delay, subject to its pursuit of this after the materials are released.

Skybridge strongly disagrees with past erroneous and discriminatory decisions by the FCC denying Skybridge's fee waiver or reduction in FOIA requests, intends to appeal any case of further denial, and in such cases, Skybridge may seek damages in court action.

Request for Accelerated Processing

Skybridge requests that the FCC accelerate its processing and response to this request since it needs the requested records in order to submit a more complete and full petition to deny and comments in the WT Docket No. 10-83, and because Skybridge, along with its affiliates, are entitled to this information including since they have a pending challenge to the MCLM Form 601, File No. 0002303355, from Auction No. 61. The current filing deadline in WT Docket No. 10-83 is April 28, 2010. Skybridge, along with its affiliates, intends to file a request to extend the current pleading and comment filing deadline in which it will reference this FOIA request as part of the basis for grant of an extension; however, Skybridge does not know if that extension request will be granted. For the above and other reasons, obtaining the requested records as soon as possible, including before the current filing deadline in WT Docket No. 10-83, is critical.

Withheld Documents

Any of the requested records that exist but that are not provided in full (not at all, or in some redacted form) ("Withheld Materials") should be fully listed and described, along with the reason under FOIA law that the Withheld Materials are not provided.

Skybridge is aware that certain of the Outside Parties have requested confidential treatment for certain of the records requested here.

In this regard, Skybridge requests that for any requested record that the FCC determines contains information that it must withhold under an applicable FOIA exemption, that said information be narrowly and precisely redacted, leaving all other portions of the record unredacted, and that the FCC release the redacted copy.

Additional Information or Comments

If FCC FOIA staff has any questions concerning this request, it should contact the Skybridge representatives listed above as soon as possible.

Thanks for your assistance.

EXHIBIT 10



Federal Communications Commission
Washington, D.C. 20554

June 2, 2010

By USPS and e-mail: warren.havens@sbcglobal.net
jstobaugh@telesaurus.com

Warren Havens
Skybridge Spectrum Foundation
2649 Benvenue Avenue
Berkeley, CA 94704

Re: FCC FOIA Control No. 2010-379

Dear Mr. Havens:

This letter responds to the Freedom of Information Act (FOIA) request (Request) included in your e-mail dated April 19, 2010, which was received by the Federal Communications Commission (Commission or FCC) FOIA Control Staff on April 20, 2010, and assigned FCC FOIA Control Number 2010-379.

In the Request, you seek four discrete sets of records:

1) All records relating to the August 18, 2009, letters that Wireless Telecommunications Bureau, Mobility Division Deputy Chief Scot Stone sent Maritime Communications/Land Mobile, LLC (Sandra DePriest) (MCLM); MariTEL, Inc.; and Wireless Properties of Virginia, Inc. (Donald DePriest) (WPV) (Section 308 Letters); and the February 26, 2010, letters that Enforcement Bureau (EB), Investigations and Hearings Division Special Counsel Gary Schonman sent to the same parties.¹

a) *August 18, 2009, Mobility Division Section 308 Letters.* The Mobility Division responded to a similar request on October 27, 2009.² No additional records beyond what was provided to you in response to that request are in the Commission's possession. As we noted in our response to your initial request, should you seek the document for which the Commission has tentatively granted confidentiality (*i.e.*, Attachment II to WPV's September 30, 2009, response to the August 18, 2009, Section 308 letter), you should proceed under Section 0.459(d)(1) of the Commission's rules, 47 C.F.R. §0.459(d)(1).

¹ All Commission correspondence with WPV includes Donald DePriest, and correspondence with MCLM includes Sandra DePriest.

² See October 27, 2009, Letter from Scot Stone, Deputy Chief, Mobility Division, Wireless Telecommunications Bureau, to Warren Havens, Skybridge Spectrum Foundations (FOIA Control Number 2009-645) (copy attached, without enclosure).

b) *February 26, 2010, Enforcement Bureau Letters.* We note that you were copied on the February 26, 2010, EB letters to all three parties, as well as the responses by those parties. No additional records beyond what you were copied on have been filed or are in the Commission's possession.

We note that all three parties sought confidentiality for some portion of their responses:

- i. Under Sections 0.457(d)(2) and 0.459 of the Commission's rules, 47 C.F.R. §§0.457(d)(2), 0.459, MCLM seeks confidential treatment of the third paragraph of its March 29, 2010, response, on the grounds that it contains sensitive commercial and financial information.³
- ii. Under Sections 0.457(d)(2) and 0.459 of the Commission's rules, 47 C.F.R. §§0.457(d)(2), 0.459, WPV seeks confidential treatment of Exhibits 1 through 5, in their entirety, to its March 29, 2010, response, on the grounds that it contains sensitive commercial and financial information.⁴
- iii. Under Section 0.459 of the Commission's rules, 47 C.F.R. §0.459, MariTEL seeks confidential treatment of certain of its responses; you were copied on MariTEL's letter indicating the information for which MariTEL sought such treatment,⁵ as well as its request for confidential treatment of that information.⁶

Should you seek the information for which the three parties have sought confidential treatment under Section 0.459 of the Commission's rules, you should proceed under Section 0.459(d)(1) of the Commission's rules, 47 C.F.R. §0.459(d)(1).

2) *Copies of all correspondence between the Commission and the subjects of the Section 308 and EB letters.* We note that you were copied on the three Section 308 Letters and responses; the three Enforcement Bureau Letters and responses; and any e-mails Commission staff may have had with the affected parties. Beyond that, the Commission has no other records.

³ Letter from Dennis C. Brown, Counsel to Maritime Communications/Land Mobile. LLC, to Michelle Ellison, Chief, Enforcement Bureau (Mar. 29, 2010).

⁴ Letter from Dennis C. Brown, Counsel to Wireless Properties of Virginia, Inc., to Michelle Ellison, Chief, Enforcement Bureau (Mar. 29, 2010).

⁵ Letter from Russell H. Fox, Counsel, MariTEL, Inc., to Marlene H. Dortch, Secretary, Federal Communications Commission, *et al.* (Mar. 26, 2010).

⁶ Letter from Russell H. Fox, Counsel, MariTEL, Inc., to Marlene H. Dortch, Secretary, Federal Communications Commission, *et al.* (Mar. 29, 2010).

3) *Copies of all correspondence between the staff of the Wireless Telecommunications and the Enforcement Bureaus.* Any such e-mails are protected by the attorney work-product which has been incorporated into Exemption 5 of the Freedom of Information Act, 5 U.S.C. § 552(b)(5), and are therefore not discloseable.⁷ In the alternative, and also under Exemption 5, any such e-mails would be “pre-decisional” in nature, and likewise not subject to disclosure.⁸

4) *Copies of all correspondence between the Commission and any non-FCC governmental entity.* No such records exist.

The Commission is required to charge fees for processing a FOIA request. However, because the routine cost of collecting the fee is most likely equal to or greater than the fee itself, we shall not assess fees in this case.⁹

If you believe this to be a denial of your request, you may file an Application for Review with the FCC’s Office of General Counsel within 30 calendar days of the date of this letter. See sections 0.461(j) and 1.115 of the Commission’s rules, 47 C.F.R. §§0.461(j), 1.115. The caption and transmitting envelope of any such application must contain “Review of Freedom of Information Act Action,” and should reference FCC FOIA Control Number 2010-379.

Questions regarding the foregoing may be referred to Michael Connelly (202-418-0132, michael.connely@fcc.gov) of this Division.

Sincerely,



Scot Stone
Deputy Chief, Mobility Division
Wireless Telecommunications Bureau

Enclosure

⁷ The Commission personnel that have worked on this matter are attorneys.

⁸ 5 U.S.C. §552(b)(5).

⁹ See 47 C.F.R. §0.471(f). We note that there was no research fee incurred in responding to this FOIA, and the duplicating cost for providing a copy of your original FOIA request regarding the Section 308 letters and responses are *de minimis*.



Federal Communications Commission
Washington, D.C. 20554

October 27, 2009

By USPS and e-mail: warren.havens@sbcglobal.net

Warren Havens
Skybrige Spectrum Foundation
2649 Benvenue Avenue
Berkeley, CA 94704

Re: FCC FOIA Control No. 2009-645

Dear Mr. Havens:

This letter responds to the Freedom of Information Act (FOIA) request (Request) included in your e-mail dated September 27, 2009, which was received by the Federal Communications Commission (Commission or FCC) FOIA Control Staff on September 28, 2009, and assigned FCC FOIA Control Number 2009-645.

In the Request, you seek all records relating to August 18, 2009, letters that Mobility Division Deputy Chief Scot Stone sent Maritime Communications/Land Mobile, LLC; MariTEL, Inc.; and Wireless Properties of Virginia (Section 308 Letters). In response to the Request, we are enclosing copies of the three Section 308 Letters; documents received in response to the Section 308 Letters; and an e-mail chain involving the Section 308 Letters.

In the Request, you ask for a description of any document that is being withheld, along with the reason the document is being withheld.¹ In response, we note that Wireless Properties of Virginia (WPV) sought confidential treatment of Attachment II to the response it filed on September 30, 2009; the document, which WPV seeks to protect in its entirety, is the MariTEL, Inc., Third Amended and Restated Stockholders Agreement.² WPV believes the document merits confidential treatment because it addresses sensitive matters, including commercial and financial information,³ and has requested that the document be exempt from FOIA pursuant to 5 U.S.C. §552(b)(4).⁴ If you seek the document for which the Commission has tentatively granted

¹ See Request at 1.

² Letter from Dennis C. Brown, Counsel to Wireless Properties of Virginia, Inc., to Ruth Milkman, Chief, Wireless Telecommunications Bureau (hand-delivered Sept. 30, 2009) (Brown Letter). We note that WPV indicated in its response (available on the Commission's Universal Licensing Service site) that it would be filing a request for confidentiality of such document.

³ WPV seeks confidential treatment of the document under Section 0.459 of the Commission's rules, 47 C.F.R. §0.459.

⁴ Brown Letter at 2.

confidentiality, you should proceed under Section 0.459(d)(1) of the Commission's rules, 47 C.F.R. §0.459(d)(1).

In your Request, you indicate that at the time you filed the instant Request, you were also filing a second FOIA request for the same records, under the same terms, for any records the Commission may obtain from today until November 15, 2009.⁵ We note that only those records within the Commission's possession and control as of the date of the FOIA request (here, September 28, 2009) shall be considered.⁶

The Commission is required to charge fees for processing a FOIA request. However, because the routine cost of collecting the fee is most likely equal to or greater than the fee itself, we shall not assess fees in this case.⁷

If you believe this to be a denial of your request, you may file an Application for Review with the FCC's Office of General Counsel within 30 calendar days of the date of this letter. See sections 0.461(j) and 1.115 of the Commission's rules, 47 C.F.R. §§0.461(j), 1.115. The caption and transmitting envelope of any such application must contain "Review of Freedom of Information Act Action," and should reference FCC FOIA Control Number 2009-645.

Questions regarding the foregoing may be referred to Michael Connelly (202-418-0132, michael.connelly@fcc.gov) of this Division.

Sincerely,



Scot Stone
Deputy Chief, Mobility Division
Wireless Telecommunications Bureau

Enclosure

⁵ See Request at 2.

⁶ See 47 C.F.R. §0.461(f)(6).

⁷ See 47 C.F.R. §0.471(f). We note that there was no research fee incurred in responding to this FOIA, as the responsive documents were in the possession of responding Commission personnel, and the duplicating costs are *de minimis*.