

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matters of)	
)	
Applications of AT&T Inc. and	)	WT Docket No. 11-65
Deutsche Telekom AG for Consent to)	
Assign or Transfer Control of Licenses)	
and Authorizations)	
)	
Application for Assignment of Lower 700 MHz	)	WT Docket No. 11-18
Band Licenses from Qualcomm Incorporated)	
to AT&T Mobility Spectrum LLC)	
)	
Applications for Assignment of Licenses from	)	ULS File Nos. 0004544863
Whidbey Telephone Company to AT&T	)	and 0004544869
Mobility Spectrum LLC)	
)	
Application for Assignment of License from	)	ULS File No. 0004621016
700 MHz, LLC to AT&T Mobility Spectrum)	
LLC)	
)	
Application for Assignment of License from	)	ULS File No. 0004635440
Knology of Kansas, Inc. to AT&T Mobility)	
Spectrum LLC)	
)	
Application for Transfer of Control of	)	ULS File No. 0004643747
Redwood Wireless Corp. to AT&T Inc.)	
)	
Application for Assignment of License from	)	ULS File No. 0004681773
Windstream Lakedale, Inc. to AT&T)	
Mobility Spectrum LLC)	
)	
Application for Assignment of Licenses from	)	ULS File No. 0004681771
Windstream Iowa Communications, Inc. to)	
AT&T Mobility Spectrum LLC)	
)	
Application for Assignment of License from	)	ULS File No. 0004699707
Maxima International, LLC to AT&T)	
Mobility Spectrum LLC)	
)	
Application for Assignment of Licenses from	)	ULS File No. 0004448347
D&E Investments, Inc. to New Cingular)	
Wireless PCS, LLC)	

OPPOSITION TO MOTION TO CONSOLIDATE

D&E Investments, Inc. (“D&E Investments”), Windstream Iowa Communications, Inc. (“Windstream Iowa”) and Windstream Lakedale, Inc. (“Windstream Lakedale”), the prospective assignors in three of the above-referenced applications,¹ hereby oppose the Joint Motion to Consolidate (“Motion”) filed by Cincinnati Bell Wireless, LLC, MetroPCS Communications, Inc., Ntelos, Rural Cellular Association, Rural Telecommunications Group and Sprint Nextel (the “Joint Filers”).² Grant of the unprecedented relief sought by the Joint Filers would be contrary to the public interest and inconsistent with the Commission’s long-standing practice of processing applications in the order in which they are received.³

Over seven months have passed since D&E Investments and New Cingular Wireless PCS, LLC filed an application seeking Commission consent to assign 700 MHz spectrum in six rural Pennsylvania counties.⁴ Nearly three months have elapsed since Windstream Iowa and Windstream Lakedale sought Commission consent to assign AWS and 700 MHz licenses covering a handful of Iowa and Minnesota markets.⁵ No petitions to deny were filed against these applications,⁶ and the applications are ripe for disposition. The Joint Filers’ untimely

¹ See ULS File Nos. 0004448347, 0004681771 and 0004681773.

² Cincinnati Bell Wireless, LLC, MetroPCS Communications, Inc., Ntelos, Rural Cellular Association, Rural Telecommunications Group and Sprint Nextel, Joint Motion to Consolidate (filed June 9, 2011), *available* at WT Docket Nos. 11-18 and 11-65.

³ *Applications of Nextel Communications, Inc. for Transfer of Control of OneComm Corporation, N.A., and C-Call Corp.*, Order, 10 FCC Rcd 3361, ¶¶ 17, 19 and 20 (1995) (The Commission should not consider, in a single proceeding, “the cumulative competitive impact of a number of proposed acquisitions by [the buyer]” . . . “when the business transactions involved are independent, and neither is conditioned on the consummation of the other.”).

⁴ See ULS File No. 0004448347 (filed Nov. 15, 2010).

⁵ See ULS File Nos. 0004681771 and 0005681773 (filed Apr. 7, 2011).

⁶ The Rural Telecommunications Group, Inc. (“RTG”) filed brief “comments” in response to the D&E Investments’ application, arguing that the application should only be granted subject to conditions, including compliance with a RTG-devised spectrum cap that is completely at odds with long-standing Commission precedent. RTG also asks the Commission to impose conditions that address industry-wide issues that are not relevant to the Commission’s review

Motion, filed months after the deadline for petitions to deny, addresses larger, industry-wide issues that are not germane to the only legitimate question posed by the transactions, *i.e.*, whether approval of the subject applications will serve the public interest. The prospective assignors respectfully submit that the record amply demonstrates that this is indeed the case.

Specifically, Commission approval of the transactions will serve the public interest by putting this spectrum in service and enabling AT&T to increase its system capacity to enhance existing services, better accommodate its overall growth, and facilitate the provision of additional products and services to the public. Moreover, approval of the transactions will neither cause an aggregation of spectrum that would pose an anticompetitive risk, nor reduce competition in any way.⁷ There is simply no countervailing consideration warranting further postponement of action on the transactions as the Joint Filers request.

in this instance: elimination of exclusive handset agreements, 700 MHz band device interoperability, and automatic data roaming obligations. *See* RTG Comments in response to ULS File No. 0004448347 at 8 (Jan. 19, 2011).

⁷ The spectrum aggregation involved in each of the applications is below the level that would trigger the Commission's competition screen under current precedent. *See* Description of Transaction and Public Interest Statements attached to ULS File Nos. 0004448347, 0004681771 and 0004681773.

The Motion should, accordingly, be denied, and the transactions granted expeditiously.

Respectfully Submitted,

D&E INVESTMENTS, INC.
WINDSTREAM IOWA COMMUNICATIONS, INC.
WINDSTREAM LAKEDALE, INC.

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June 22, 2011

CERTIFICATE OF SERVICE

I, Jennifer L. Canose, hereby certify that on this 22nd day of June, 2011, the foregoing Opposition to Joint Motion to Consolidate was filed with the Federal Communications Commission's Office of the Secretary, and a copy of same was served upon all persons listed below as follows:

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