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May 15, 2013

* NOT ADMITTED IN VIRGINIA

Via Courier

Ms. Marlene Dortch, Secretary
Federal Communication Commission
445 12th Street SW
Washington, DC 20554

Re: WC DOCKET NO. 13-54
AT&T-ATNI Transaction
Summary of *Ex Parte* Meeting

Dear Ms. Dortch:

This letter summarizes an ex parte presentation on May 14, 2013 by myself, Brian Gelfand (President and CEO of Buffalo-Lake Erie Wireless Systems, Co. LLC ("Blue Wireless")), and John Goocher of ISE Consultants, LLC, an outside consultant to Blue Wireless. Present at the meeting for the FCC were the persons copied at the end of this letter, either in person or by phone.

The presentation is outlined in the attached powerpoint. In addition to the points laid out there, we

- noted that we had met with pertinent personnel at the Department of Justice to express our concerns about the anti-competitive impact of the proposed transaction on the OH-3 market;
- explained the pernicious effect of the continued reduction in potential roaming partners on roaming rates;
- urged the Commission to take into account real world non-availability to consumers of particular spectrum blocks in assessing the impact of the spectrum screen rather than facial spectrum holdings; and

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- pointed to the DoJ's 2008 requirement that Verizon divest its OH-3 cellular license prior to its acquisition of Alltel. Since Verizon at that time had smaller spectrum holdings than AT&T does now, the acquisition by AT&T of the same license should *a fortiori* raise competitive concerns. Attached hereto, though not distributed at the meeting, is a copy of the DoJ press release and Modified Final Judgment that addresses, inter alia, the need for divestiture in OH-3 which was discussed at the meeting.

Based on the pleadings and the presentation, we requested that the proposed transaction not be approved so long as the OH-3 license remains a part of the proposal.

Sincerely,



Donald J. Evans

cc: Catherine Matraves (via email)
Stacy Ferraro
Scott Patrick
Aleks Yankelevich
Nese Guendelsberger
Matthew Collins
Susan Singer
Morasha Younger
Neil Dellar
Joel Rabinovitz
Kathy Harris
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