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May 12, 2010

**Via ECFS**

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

**Re: Ex Parte Letter  
IB Docket No. 08-184**

Dear Ms. Dortch:

The Rural Telecommunications Group, Inc. (“RTG”) submits this letter in support of the conditions imposed by the Federal Communications Commission (“FCC” or “Commission”) on SkyTerra Communications, Inc. (“SkyTerra”) in the Commission’s March 26, 2010 Memorandum Opinion and Order and Declaratory Ruling in the above-captioned proceeding.

The conditions, which require prior Commission approval before SkyTerra may make L-band spectrum available to one of the two largest wireless providers (currently AT&T and Verizon Wireless (“Verizon”)) and before SkyTerra may provide to those providers traffic accounting for more than 25 percent of total bytes of data carried on SkyTerra’s terrestrial network in an Economic Area in any rolling 12-month period, ensure that AT&T and Verizon will not dangerously increase their already dominant competitive position in the commercial mobile services marketplace to the detriment of competition, and that the proposed benefits of the SkyTerra transaction, which form the primary basis for the Commission’s approval, are actually achieved. The conditions are consistent with the Commission’s public interest analysis employed in evaluating proposed merger transactions and are fully within the Commission’s authority to impose. *See, e.g., Applications for Consent to Transfer of Control of SkyTerra Subsidiary, LLC*, Memorandum Opinion and Order and Declaratory Ruling, IB Docket No. 08-184, rel. March 26, 2010, at par. 12 (citing Commission’s broad authority to analyze the public interest impact of proposed communications mergers, including “whether a transaction will enhance, rather than merely preserve, existing competition.”). *See also Applications of AT&T Inc. and Centennial Communications Corp. for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, WT Docket No. 08-246, rel. Nov. 5, 2009, at par. 30 (“[O]ur public interest authority enables us to rely upon our extensive regulatory and enforcement experience to impose and enforce conditions to ensure that the transaction will yield overall public interest benefits.”).

The conditions are not permanent and are tied only to current market conditions. AT&T and Verizon may at any time attempt seek to have the conditions removed based on a change in market conditions. Moreover, such conditions will apply to AT&T and Verizon only to the extent they remain the two largest commercial wireless carriers.

The conditions were based on *voluntary* commitments by SkyTerra, and as such place no practical restrictions on SkyTerra's behavior. Indeed, SkyTerra has complete discretion as to whom it chooses to sell or lease spectrum. Verizon and AT&T have no legal entitlement to the use of SkyTerra spectrum, and as the licensee, SkyTerra is fully entitled to seek Commission review before making its spectrum available to Verizon and AT&T.

Notably, the conditions do not prevent AT&T and Verizon from acquiring or utilizing Skyterra spectrum. While there will admittedly be some delay if Commission approval is required, delay is not the equivalent of denial. If the Commission deems a proposed transaction with AT&T or Verizon to be in the public interest, it will approve such transaction. The approval process simply ensures that the public interest will be served. The establishment of such a process, agreed to by the licensee, is entirely consistent with the Commission's statutory public interest obligations and there is no basis for reconsidering it.

Should you have any questions or require additional information, please do not hesitate to contact me.

Respectfully submitted,

Rural Telecommunications Group, Inc.

By: */s/ Caressa D. Bennet*

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Caressa D. Bennet  
General Counsel