

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In re Applications of)
)
DEUTSCHE TELEKOM AG, Transferor)
)
And)
)
AT&T, INC., Transferee)
)
for Consent to Assign or Transfer Control)
of Licenses and Authorizations)

WT Docket No. 11-65

To: The Commission

**MOTION FOR GOOD CAUSE EXCEPTION TO SUBMIT LATE-FILED PETITION TO
DENY OR LATE-FILED OPPOSITION TO PETITIONS TO DENY**

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June 10, 2011

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Comes now Worldcall Interconnect, Inc. (“Worldcall”) and hereby requests a good cause exception to the extent one is necessary to allow Worldcall to submit a late-filed Petition to Deny or a late-filed Opposition to Petitions to Deny.

Worldcall was awarded several 700 MHz B-Block licenses as part of Auction 73. Worldcall is deploying its network infrastructure and plans to provide 4G services using LTE technology. Applicants have licenses that are adjacent to Worldcall’s CMAs, and given that the parties will be using similar technology voice and data roaming on other networks will be a primary concern to Worldcall and its customers. The Applicants’ customers very likely would appreciate the ability to connect while roaming on Worldcall’s network and maintain 4G capabilities rather than (if it is possible) dropping down to 3G or lower.

The Public Notice¹ established a May 31, 2011 deadline for Petitions to Deny, and a June 10, 2011 deadline for Oppositions to the Petitions to Deny. Worldcall could not reasonably

¹ Public Notice, *AT&T Inc. and Deutsche Telekom AG Seek FCC Consent to the Transfer of Control of The Licenses and Authorizations Held By T-Mobile USA, Inc. and its Subsidiaries to AT&T Inc.*, WT Docket No. 11-65, DA 11-799 (April 28, 2011).

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determine whether to submit a Petition to Deny by the deadline. Nor can Worldcall as of June 10, 2011 reasonably determine whether to submit an Opposition to the Petitions to Deny. Worldcall will not be able to reasonably decide whether to support the merger or oppose the merger until further developments occur and additional facts are known.

Page 4 of the Public Notice states that “A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.” Worldcall discovered the need for this request fewer than 15 days ago. Since the “facts” are yet to be known or reasonably discovered, good cause exists.

This request for good cause exception is necessary because of the unique timing of a specific issue involving smaller CMRS providers like Worldcall that are attempting to negotiate a bilateral roaming agreements. Therefore, Worldcall Inc requests leave to file its position in the form of a Petition to Deny or an Opposition to the Petitions to Deny on September 10, 2011. This would allow for 90 more days.

The specific facts that warrant a delay are as follows:

After the 700 MHz Auction 73 closed and Worldcall secured its several 700 MHz licenses, Worldcall requested that AT&T begin roaming discussions. At that time, AT&T stated in part, “... AT&T will not have access to the 700 MHz spectrum before February, 2009; and as such, we are not in a position to discuss roaming on 700 MHz. As a practical matter, AT&T will

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likely not have facilities operating on the 700 MHz band for sometime thereafter. ... We will be happy to discuss roaming on 700 MHz at some point in the future as our build-out and operational plans mature.” AT&T for whatever reason did not keep Worldcall apprised when AT&T’s build-out and operations plans did in fact mature.

A May 26, 2011 Wall Street Journal article described AT&T’s planned Summer 2011 launch for LTE-based services. AT&T plans include deploy in at least two CMAs that are physically adjacent to a Worldcall 700MHz Licensed CMA. Coincidentally, on that same day several complete and AT&T-executed Field Strength Agreements arrived in Worldcall’s mail, with a request that Worldcall execute them. AT&T effectively sought permission to encroach into the Worldcall Licensed CMA.

On June 1, Worldcall re-requested that AT&T negotiate roaming agreements given the disclosure that AT&T’s build-out and operational plans has so materially matured. AT&T agreed to conduct a conference call to discuss “voice” and data roaming, consistent with Commission rules on data roaming that went into effect on June 6, 2011.² On June 7, 2011 (with the new data roaming rules in place for only one full day) Worldcall had its first roaming negotiating session with AT&T to discuss LTE voice and data roaming. AT&T was not prepared to discuss a potential data roaming rate, but the parties did make some potential progress. First, there will be some information exchange, including Worldcall providing its projected costs for supporting AT&T customers that roam on Worldcall’s network. The parties also agreed to have another call on June 24th.

Worldcall wants the opportunity to continue to work in good faith to reach a commercial agreement with AT&T. Worldcall can not at this point reasonably say that AT&T is working in

² Second Report and Order, *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers and Other Providers of Mobile Data Services*, WT Docket No. 05-265, FCC 11-52 (rel. Apr. 7, 2011) (“Data Roaming Order”).

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good faith, or is not working in good faith, given that so little time has passed since the parties re-initiated discussions and the data roaming rules have been in effect for only a few days.

Worldcall is hopeful that a commercial agreement can be reached, one that would allow Worldcall to offer competitive services (including roaming) at competitive prices to subscribers in its market areas. Worldcall also hopes and trusts that the parties can reach terms that would fairly compensate Worldcall when AT&T customers roam on Worldcall's network and fairly compensate AT&T when Worldcall customers roam on AT&T's network.

Worldcall asserts it would be in the public interest for the FCC to be in a position to know, prior to a decision on the merger, whether the new data roaming rules will have the intended effect and provide the intended incentives, and in particular whether AT&T is willing to negotiate in good faith to achieve functioning and reasonable roaming relationships with smaller carriers.

Worldcall has reviewed the Petitions to Deny filed by the Rural Cellular Association³ and the Rural Telecommunications Group.⁴ Both petitions cite roaming as a key concern, and they list prior inability to establish commercially reasonable and pro-competitive roaming agreements with AT&T.⁵ Worldcall's licenses are also in rural markets, and Worldcall thus shares similar interests and attributes as these two Petitioners, but Worldcall has not until just a few days ago even been accepted to the negotiating table with AT&T and has no individual negotiating history to report. Worldcall can not yet assess whether the rural CMRS providers' assertions are correct or incorrect, or would be representative of the relationship and negotiating dynamics between AT&T and Worldcall. It may well be that AT&T does what it is supposed to do with regard to

³ Petition to Deny of Rural Cellular Association, WT Docket No. 11-65 (May 31, 2011).

⁴ Petition to Deny of Rural Telecommunications Group, WT Docket No. 11-65 (May 31, 2011).

⁵ Rural Cellular Association Petition to Deny pp. 2-3, 11, 14-18, 23, 25, 30-31; Rural Telecommunications Group Petition to Deny pp. ii, 11-13, 20-26, 29-31, 39, 47-49, 51-54.

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Worldcall, and it is possible that Worldcall may determine that there is no basis to deny the merger based on AT&T's policies and actions related to roaming.

For these reasons, Worldcall respectfully asserts that good cause exists and Worldcall should be given leave to file its Petition to Deny or, alternatively, its Opposition to Petitions to Deny no later than September 10, 2011.

Respectfully Submitted,

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