DOCKET NO. 13-54

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JENNER & BLOCK LLP

FOR PUBLIC INSPECTION

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September 18, 2013

VIA HAND DELIVERY
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ACCEPTED/FILED

SEP 18 2013

Federal Communications Commission
Office of the Secretary

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

Re: Applications of AT&T Inc. and Atlantic Tele-Network, Inc. for Consent to Transfer Control and Assign Licenses and Authorizations Held by Atlantic Tele-Network, Inc. and Its Subsidiaries, WT Docket No. 13-54

Dear Ms. Dortch:

Allied Wireless Communications Corporation and Atlantic Tele-Network, Inc. (collectively, "ATN") hereby submit the attached letter in the above-referenced docket.

Please do not hesitate to contact the undersigned should any questions arise concerning this letter.

Sincerely,

John L. Flynn
Counsel for Atlantic Tele-Network, Inc.

Encls.

cc: Scott Patrick (w/ encls.)

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ATN
Atlantic Tele-Network

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SEP 18 2013
Federal Communications Commission
Office of the Secretary

VIA ELECTRONIC FILING

September 18, 2013

Ms. Ruth Milkman
Chief
Wireless Telecommunications Bureau
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: ***Applications of AT&T Inc. and Atlantic Tele-Network, Inc. for Consent To the Transfer of Control of Licenses and Authorizations Held by Atlantic Tele-Network, Inc. and Its Subsidiaries*, WT Docket No. 13-54**

Dear Ms. Milkman:

As requested by Federal Communications Commission ("FCC") staff, this letter addresses the appropriate treatment of the $45,853,493.28 in Mobility Fund Phase I Support ("Mobility Support") that Allied Wireless Communications Corporation ("Allied") has been authorized to receive.[1] AT&T and Allied's parent, Atlantic Tele-Network, Inc. (with Allied, "ATN") have entered into a transaction to transfer ultimate control of Allied's business, licenses, and authorizations from Atlantic Tele-Network to AT&T (the "Transaction"). Upon FCC approval and consummation of the Transaction, Allied will no longer satisfy the spectrum access requirements for receiving the Mobility Support because the spectrum licenses necessary to fulfill those requirements will have been transferred to AT&T.[2] Allied therefore will be required to repay any Mobility Support that it has received and pay the applicable Performance Default Payment.[3]

ATN asks that the FCC direct the Universal Service Administrative Company ("USAC") to refrain from disbursing the Mobility Support to Allied pending approval of the Transaction so as to avoid the necessity of Allied's returning the funds upon consummation. ATN reserves the right to request disbursement at a later date in writing if the Transaction is not consummated.

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[1] *See* Exhibit A.
[2] *See* 47 C.F.R. § 54.1005(b)(2)(iv).
[3] *See* 47 C.F.R. §54.1006(f).

In addition, ATN commits that it or an affiliate will satisfy the 10% Performance Default Payment by remitting the amount of $4,585,349.33 at or before the time the Transaction is consummated in accordance with instructions given to it by the FCC or USAC under separate cover. Upon receipt of Allied's payment, the FCC will return (or cause to be released) the applicable, undrawn letters of credit.[4]

In accordance with the Commission's rules, this letter is being filed electronically with the Secretary for inclusion in the public record.

ATLANTIC TELE-NETWORK, INC.

By: _____
Leonard G. Stap
Senior Vice President, General Counsel and Secretary

ALLIED WIRELESS COMMUNICATIONS CORPORATION

By: _____
Leonard G. Stap, Secretary

cc: James D. Schlichting
Susan Singer
Kathy Harris
Neil Dellar

[4] *See* Exhibit A.

EXHIBIT A

Allied Wireless Communications Corporation – MF Phase I Authorized Recipient

Tract Number	Study Area Code Number	Total Winning Bid Amount	10% Default Amount	UnionBank Letter of Credit Number
T13017960100	228001	$22,078.21	$2,207.82	S118098M
T13039010100	228002	$88,377.90	$8,837.79	S118102M
T13039010602	228003	$93,330.52	$9,333.05	S118103M
T13061960300	228004	$91,697.42	$9,169.74	S118104M
T13069010200	228005	$10,888.50	$1,088.85	S118105M
T13069010600	228006	$31,773.00	$3,177.30	S118106M
T13079070202	228007	$39,739.86	$3,973.99	S118107M
T13127001000	228008	$19,929.78	$1,992.98	S118108M
T13145120198	228009	$26,068.56	$2,606.86	S118109M
T13155950200	228010	$44,594.56	$4,459.46	S118110M
T13161960100	228011	$3,755.43	$375.54	S118113M
T13161960300	228012	$13,176.02	$1,317.60	S118114M
T13167960100	228013	$19,363.50	$1,936.35	S118115M
T13175951400	228014	$32,725.00	$3,272.50	S118116M
T13193000100	228015	$21,477.60	$2,147.76	S118117M
T13197920100	228016	$73,188.80	$7,318.88	S118118M
T13199970500	228017	$55,895.42	$5,589.54	S118119M
T13199970700	228018	$436,206.96	$43,620.70	S118120M
T13199970800	228019	$47,755.62	$4,775.56	S118121M
T13209950100	228020	$61,445.28	$6,144.53	S118122M
T13209950300	228021	$29,342.88	$2,934.29	S118123M
T13231010200	228022	$79,699.50	$7,969.95	S118124M
T13239960300	228023	$75,645.09	$7,564.51	S118125M
T13243790100	228024	$136,901.20	$13,690.12	S118126M
T13243790200	228025	$12,466.85	$1,246.69	S118127M
T13253200300	228026	$10,447.50	$1,044.75	S118128M
T13259950400	228027	$83,790.08	$8,379.01	S118130M
T13269950300	228028	$21,600.54	$2,160.05	S118131M
T13273120200	228029	$14,880.00	$1,488.00	S118132M
T13287970200	228030	$42,404.04	$4,240.40	S118133M
T13287970300	228031	$7,928.13	$792.81	S118134M
T13293010300	228032	$65,277.76	$6,527.78	S118135M
T13303950100	228033	$313,092.90	$31,309.29	S118136M
T13303950500	228034	$569,308.80	$56,930.88	S118137M
T13303950700	228035	$50,472.96	$5,047.30	S118138M

Tract Number	Study Area Code Number	Total Winning Bid Amount	10% Default Amount	UnionBank Letter of Credit Number
T13305970400	228036	$2,083.55	$208.36	S118139M
T13305970600	228037	$51,870.00	$5,187.00	S118140M
T13315960200	228038	$32,763.50	$3,276.35	S118141M
T13315960300	228039	$7,754.50	$775.45	S118142M
T13319960200	228040	$89,001.64	$8,900.16	S118143M
T13319960300	228041	$38,904.84	$3,890.48	S118144M
T13319960400	228042	$103,517.68	$10,351.77	S118145M
T16003950100	478001	$2,324,502.75	$232,450.28	S118146M
T16003950200	478002	$8,926,232.48	$892,623.25	S118147M
T16049940000-2445	478003	$5,296,986.94	$529,698.69	S118148M
T16049960200	478004	$8,667,629.81	$866,762.98	S118149M
T16049960300	478005	$3,156,874.50	$315,687.45	S118150M
T16059970200	478006	$2,051,882.24	$205,188.22	S118151M
T16085970300	478007	$2,416,325.12	$241,632.51	S118152M
T37003040200	238001	$9,595.60	$959.56	S118153M
T37007920200	238002	$24,937.88	$2,493.79	S118154M
T37007920300	238003	$32,845.11	$3,284.51	S118155M
T37007920600	238004	$149,761.50	$14,976.15	S118156M
T37023020100	238005	$13,045.83	$1,304.58	S118157M
T37023021201	238006	$881.55	$88.16	S118159M
T37023021301	238007	$1,488.00	$148.80	S118160M
T37023021302	238008	$40,890.24	$4,089.02	S118161M
T37123960200	238009	$39,223.68	$3,922.37	S118163M
T37123960300	238010	$1,073,484.72	$107,348.47	S118164M
T37123960500	238011	$1,192.00	$119.20	S118165M
T37153970200	238012	$3,870.10	$387.01	S118166M
T37153970800	238013	$2,924.81	$292.48	S118167M
T39031960900	308001	$997,585.47	$99,758.55	S118168M
T39031961100	308002	$1,397,044.44	$139,704.44	S118169M
T39031961200	308003	$1,331,109.81	$133,110.98	S118170M
T39075976302	308004	$17,975.04	$1,797.50	S118171M
T39075976801	308005	$103,244.52	$10,324.45	S118172M
T39139002000	308006	$23,446.94	$2,344.69	S118173M
T39147963100	308007	$9,481.17	$948.12	S118174M
T45001950500	248001	$20,684.67	$2,068.47	S118175M
T45005970200	248002	$171,241.00	$17,124.10	S118176M
T45005970300	248003	$2,679.75	$267.98	S118177M
T45005970400	248004	$644,700.30	$64,470.03	S118178M

Tract Number	Study Area Code Number	Total Winning Bid Amount	10% Default Amount	UnionBank Letter of Credit Number
T45007011700	248005	$66,614.04	$6,661.40	S118179M
T45009960200	248006	$43,278.31	$4,327.83	S118180M
T45009960400	248007	$103,946.50	$10,394.65	S118181M
T45021970202	248008	$11,429.76	$1,142.98	S118182M
T45021970602	248009	$18,162.75	$1,816.28	S118183M
T45023020500	248010	$201,201.66	$20,120.17	S118185M
T45023020601	248011	$217,426.56	$21,742.66	S118186M
T45037970201	248012	$115,723.78	$11,572.38	S118187M
T45039960100	248013	$245,987.52	$24,598.75	S118188M
T45039960200	248014	$117,631.00	$11,763.10	S118189M
T45039960300	248015	$162,382.75	$16,238.28	S118190M
T45059920600	248016	$193,716.02	$19,371.60	S118191M
T45065920100	248017	$265,087.09	$26,508.71	S118192M
T45065920300	248018	$20,884.50	$2,088.45	S118193M
T45071950300	248019	$140,060.00	$14,006.00	S118194M
T45073030100	248020	$1,466,250.20	$146,625.02	S118195M
T45075011700	248021	$23,021.04	$2,302.10	S118196M
T45087030600	248022	$73,626.24	$7,362.62	S118197M
T45087030700	248023	$338,763.63	$33,876.36	S118198M
T45087030900	248024	$1,910.08	$191.01	S118199M
	TOTAL	**$45,853,493.28**	**$4,585,349.33**	