

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

_____)	
UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
v.)	Civil No.: 1:99CV01119 (EGS)
)	
BELL ATLANTIC CORPORATION,)	
GTE CORPORATION,)	
and VODAFONE AIRTOUCH PLC,)	
)	
Defendants.)	
_____)	

DECLARATION OF WADE MCGILL

I, Wade McGill, declare as follows:

1. I am the Chief Administrative Officer of Allied Wireless Communications Corporation (AWCC), a subsidiary of Atlantic Tele-Network Inc. (ATN). I am part of the management team responsible for integrating the wireless businesses formerly owned by Alltel Corporation (Alltel) that were acquired by ATN from defendants, now known as Verizon Communications Inc. (Verizon) on April 26, 2010. I have personal knowledge of the matters stated in this declaration.

2. AWCC acquired approximately 895,000 former Alltel subscribers across portions of six states, including one of the wireless business that Verizon was required to redinvest pursuant to the Modified Final Judgment in the above-captioned action. To ensure that these subscribers continued to receive wireless service until AWCC was ready to support these subscribers on its own systems, ATN entered into a transition services agreement (TSA) with Verizon. Pursuant to this agreement, Verizon supplies the required network support, customer service and billing

systems to support the acquired Alltel subscribers. The TSA will expire one year from the date ATN acquired the Alltel assets, April 26, 2011.

3. AWCC has made considerable efforts to migrate off of the TSA services provided by Verizon and operate the acquired wireless businesses independently. AWCC has installed its own SS7 network signaling and voicemail service, and re-directed over two-thirds of the acquired cellsites to its new network. Despite these efforts, AWCC is unable to complete the transition by April 26, 2011 and will still need services from Verizon pursuant to the TSA because AWCC's new billing system is not complete. The billing system is both the heart of the initial migration of all customer information, as well as the core system for the ongoing provision of wireless and customer service. The billing system ensures that customer accounts are properly created and maintained, and that wireless services are provided to the subscribers and billed correctly. If the billing system does not work properly, key customer functionality is lost, including everything from call connection and voicemail to text and picture messaging.

4. The billing platform is also the foundation of all customer care functions, financial functions, marketing functions, and web self-care. If the billing system cannot properly create or maintain an account, the customer care process would not function optimally, and subscribers would not be able to access their accounts on the web, an important and competitively attractive feature.

5. Before the billing system conversion can begin, the account creation and maintenance functions must be fully tested to insure that an accurate customer account is created in the new system and the subscriber receives the correct features and services. If there are errors in the new billing system, customers may lose wireless service or a particular feature.

6. ATN wants to ensure that the acquired Alltel customers have access to the same features and functionality they previously enjoyed, and therefore designed a complex billing system, which required substantial time to develop and implement. AWCC's billing system vendor, Convergys Corporation, is diligently working on the installation and migration to the new system, and the majority of the system elements are in the testing phase. But, AWCC has been advised that the planned testing and installation of the new system and the migration of all existing AWCC customers will not be complete before the TSA expires on April 26, 2011.

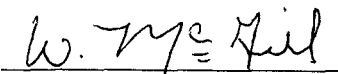
7. ATN anticipates that it will require up to an additional four months, until August 26, 2011, to complete the testing and associated work necessary for the billing system to be fully operational and migrate the subscribers. During this short time period, AWCC will continue to rely on services provided pursuant to the TSA.

8. Not extending the TSA would have adverse impacts on AWCC's customers. Without this extension, a complete loss or significant degradation of wireless service features and functionality and incorrect billing could result.

9. Verizon and ATN have executed an extension of the TSA for up to four months, through August 26, 2011, on commercially reasonable terms.

I declare, pursuant to 18 U.S.C. § 1746, that the foregoing is true and correct.

Executed on 3-23-11


Wade McGill