

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

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UNITED STATES OF AMERICA and)	
STATE OF VERMONT,)	
)	
<i>Plaintiffs,</i>)	Case No. 1:08-cv-993-EGS
)	
v.)	
)	
VERIZON COMMUNICATIONS INC. and)	
RURAL CELLULAR CORPORATION,)	
)	
<i>Defendants.</i>)	
_____)	

DECLARATION OF RUDOLPH HERMOND

I, Rudolph Hermond, declare as follows:

1. I submit this Declaration statement in connection with the Plaintiff United States' Unopposed Motion to Modify Final Judgment in the above-captioned action. I have personal knowledge of the matters stated in this declaration.

2. I am employed by AT&T Mobility Services, LLC ("AT&T") as Vice President-Alltel Integration, which is headquartered in Atlanta, Georgia. I am on the management team responsible for overseeing the integration of the wireless businesses formerly owned by Rural Cellular Corporation ("RCC") in the Burlington MSA, Vermont RSAs 1 and 2, New York RSA 2 and Washington RSAs 2 and 3 that were acquired from Verizon Communications Inc. ("Verizon") on December 22, 2008.

3. Through this transaction, AT&T acquired 160,067 former RCC subscribers. To insure that these subscribers continued to receive wireless service until AT&T was ready to support these subscribers on its own systems, AT&T entered into a transition services agreement with Verizon. Pursuant to this agreement, Verizon supplies the required network support,

customer service and billing systems to support the former RCC subscribers. The transition services agreement expires on December 22, 2009, one year from the date AT&T acquired the RCC assets.

4. AT&T considered a number of options to transition the former RCC subscribers to the AT&T network and systems, and decided that these subscribers would be best served by converting to AT&T wireless devices and equipment. AT&T has made, and is continuing to make, significant efforts to insure that all these subscribers have the necessary AT&T equipment before the transition services agreement expires. However, due to the inherent difficulties in contacting more than 160,000 subscribers in three different states, AT&T is unsure whether it can reach all subscribers and supply them with AT&T equipment by December 22, 2009. Without the AT&T equipment, a former RCC subscriber faces the risk of losing wireless service and his wireless telephone number when the transition services agreement expires.

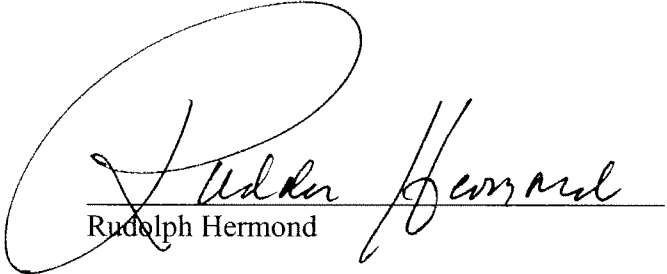
5. AT&T has successfully converted a large percentage of former RCC subscribers to its own equipment and support platforms. However, as of December 4, 2009, there were approximately 10,000 former RCC subscribers not yet transitioned to AT&T service. Despite the significant efforts by AT&T set forth above, AT&T estimates that between 1,500 and 2,000 former RCC subscribers will not have transitioned to AT&T service by December 22, 2009, although the actual number could be slightly higher. An example of the difficulties facing AT&T in contacting former RCC subscribers is a lack of accurate mailing and physical address information, as well as other issues, due in part to the rural nature of some of the areas. Those customers who do not receive AT&T equipment and transition to AT&T service by December 22, 2009 will not have service after that date. AT&T expects that all of the former RCC

subscribers can be converted to AT&T support systems by March 22, 2010, but there likely will be a few subscribers that AT&T will be unable to contact or who refuse to take service.

6. Under the transition services agreement, AT&T also obtains backhaul service to connect cell sites to its network. AT&T plans to replace this backhaul service with services from providers other than Verizon. However, for two cell sites in Vermont, Island Pond and Burke Mountain, AT&T is still in the process of obtaining necessary transport services, and may not be able to complete this process before the expiration of the current transition services agreement. AT&T is awaiting confirmation that all necessary approvals have been obtained so it can use microwave to provide backhaul service to these two sites. If it cannot obtain this confirmation and install backhaul service by December 22, 2009, AT&T will be unable to serve this area of rural northeast Vermont unless the transition services agreement is extended. AT&T expects to obtain the necessary approval and to complete provisioning of the backhaul service by March 22, 2010.

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

on 12/11/2009.


Rudolph Hermond