

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Applications for the Transfer of Control of)	FCC File Nos. 003040113 <i>et al.</i>
Licenses and Authorizations from Alltel)	
Corporation to Atlantis Holdings LLC)	
)	
)	WT Docket No. 07-128
)	DA 07-2794

**JOINT REPLY COMMENTS OF ALLTEL CORPORATION
AND ATLANTIS HOLDINGS LLC**

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August 6, 2007

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HOLDINGS LLC**

Pursuant to Section 1.45 of the Rules of the Federal Communications Commission (the “*Commission*” or “*FCC*”), Alltel Corporation (“*Alltel*”) and Atlantis Holdings LLC (“*Atlantis*”, and together with Alltel, the “*Applicants*”) by their attorneys, hereby respond to comments filed by T-Mobile USA Inc. (“*T-Mobile*”), the sole comments filed in the above-captioned proceeding (the “*T-Mobile Comments*”).¹ The T-Mobile Comments raise no public interest concerns that would justify a delay in the prompt grant of the above-captioned transfer applications (“*Applications*”). The Applicants respectfully request that the Commission expeditiously grant the Applications.

I. BACKGROUND

As demonstrated in the Applications, the acquisition of Alltel by Atlantis (the “*Transaction*”) will serve the public interest and will yield significant benefits to consumers. The Transaction will provide Alltel with access to a stable source of capital and will prevent the company from being subject to quarter-to-quarter market fluctuations, allowing Alltel to make significant, capital intensive infrastructure investments that will promote the rapid

¹ Comments of T-Mobile USA, Inc., WT Docket No. 07-128 (filed July 25, 2007).

deployment of advanced services to rural consumers. Alltel also will be well-positioned to expand its network through the purchase of additional spectrum, furthering wireless competition beyond the 36 states already served by Alltel. Because the Transaction does not involve the acquisition of Alltel by another wireless carrier, all of these consumer benefits will occur with no threat to competition and without decreasing the number of roaming partners available for other wireless carriers. Perhaps most importantly, the Transaction will enable Alltel to maintain its status as an independent wireless carrier and to become an even stronger fifth competitor to the four large, nationwide carriers. The Applications should therefore be approved promptly.

No petitions to deny or informal objections have been filed against the Applications. The T-Mobile Comments seek assurances from Atlantis that after the consummation of the Transaction, Atlantis will honor the existing roaming agreements that allow T-Mobile and other wireless carriers to automatically roam on Alltel's Global System for Mobile Communications ("*GSM*") network.² This issue need not be debated in the context of the Transaction because Atlantis and Alltel affirm their intention to honor Alltel's existing roaming agreements.

II. ATLANTIS INTENDS TO HONOR ALLTEL'S EXISTING ROAMING AGREEMENTS

The Applicants agree with T-Mobile that voluntary roaming agreements are an integral part of the commercial mobile radio service ("*CMRS*") marketplace.³ Atlantis is committed to continuing Alltel's longstanding commitment to entering voluntary, market-

² *Id.* at 5.

³ *Id.* at 3.

based roaming agreements with other carriers.⁴ As the T-Mobile Comments acknowledge, Alltel has followed through on its commitment to make its GSM network available to roaming customers.⁵ In fact, the T-Mobile Comments praise Alltel for increasing the coverage of its GSM network as a result of Alltel's previous merger with Western Wireless in 2005 and making this expanded territory available to its roaming customers.⁶

Alltel's existing roaming agreements with T-Mobile and other carriers are legally binding contracts, and Alltel will of course continue to honor its existing roaming agreements. Atlantis values Alltel's relationships with its roaming customers and will assume the obligations associated with these agreements when it acquires control of Alltel upon consummation of the Transaction.

⁴ In any event, it is well established that the Transaction is not the appropriate forum for the Commission to address the issues raised in the T-Mobile Comments. See *Community Television of Southern California v. Gottfried*, 459 U.S. 498, 511 (1983) ("rulemaking is generally 'a better, fairer, and more effective' method of implementing a new industry-wide policy than is the uneven application of conditions in isolated [adjudicatory] proceedings") (citation omitted in original). This is particularly true where, as here, the FCC has a pending rulemaking to consider potential changes to the Commission's roaming rules. See *In the Matter of Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers, Memorandum Opinion & Order and Notice of Proposed Rulemaking*, WT Docket Nos. 05-265, 00-193, 20 FCC Rcd. 15,047 (2005).

Furthermore, the Commission has consistently declined to impose roaming restrictions on merger applicants beyond the manual roaming requirements in Section 20.12 of the Commission's rules, 47 C.F.R. § 20.12. See, e.g., *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation, Memorandum Opinion and Order*, 19 FCC Rcd. 21522, 21588-92 ¶¶ 171-182 (2004); *Applications of Western Wireless Corporation and Alltel Corporation, Memorandum Opinion and Order*, 20 FCC Rcd. 13053, 13091-93 ¶¶ 102-109 (2005) ("Western Wireless Order"); *Applications of Nextel Communications, Inc. and Sprint Corporation, Memorandum Opinion and Order*, 20 FCC Rcd. 13967, 14011-13 ¶¶ 125-128 (2005) ("Sprint-Nextel Order"). In these recent merger reviews the FCC has explicitly stated that any reevaluation of the Commission's roaming rules and policies is "more appropriately addressed in the context of a rulemaking proceeding." *Western Wireless Order*, 20 FCC Rcd. at 13093 ¶ 109. See also *Sprint-Nextel Order* 20 FCC Rcd. at 14013 ¶ 128.

⁵ See T-Mobile Comments at 3.

⁶ *Id.*

III. CONCLUSION

For the reasons set forth herein, the Applicants respectfully request that the Commission expeditiously grant the Applications.

Respectfully submitted,

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