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July 22, 2008

***Ex Parte***

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

Re: WT Docket No. 08-95:  
Applications of Alltel Corporation and Verizon Wireless

Dear Ms. Dortch:

This letter is submitted in connection with the pending applications for consent to the transfer of control of licenses and other authorizations held by Alltel Corporation to Verizon Wireless.<sup>1</sup>

In their applications, the parties demonstrated that the combination of Alltel and Verizon Wireless “promises tremendous consumer benefits.” They also noted that, “to the extent competitive issues may arise in discrete markets the Applicants will address those with the Department of Justice and the FCC.”<sup>2</sup>

Following initial discussions with the Department of Justice, Verizon Wireless has offered to accept divestiture requirements in 85 cellular markets. These markets are identified on the attached list. In brief, we are committing to divest overlapping properties comprising the entire states of North Dakota and South Dakota, as well as overlapping properties comprising partial areas within 16 additional states: California, Colorado, Georgia, Idaho, Illinois, Kansas, Minnesota, Montana, Nevada, New Mexico, North Carolina, Ohio, South Carolina, Utah, Virginia and Wyoming.

Alltel and Verizon Wireless each provide services in the markets identified above. The specific spectrum, operations and other assets that will be divested in each market

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<sup>1</sup> “Verizon Wireless and Atlantis Holdings Seek FCC Consent to Transfer Licenses, Spectrum Manager and de facto Transfer Leasing Arrangements, and Authorizations, and Request a Declaratory Ruling on Foreign Ownership,” Public Notice, DA 08-1481, WT Docket No. 08-95, released June 25, 2008.

<sup>2</sup> “Description of Transaction, Public Interest Showing and Related Requests and Demonstrations,” filed June 13, 2008, at 8.

will be determined as part of ongoing discussions with the Department of Justice. As a result, there will be no loss of competition in any of these markets. Alltel and Verizon Wireless are continuing to work with the Department of Justice to provide information that it has requested for its review of the merger. We will update the Commission when we determine the full extent of the divestitures.

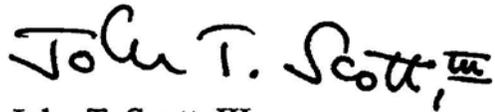
Since Verizon Wireless and Alltel entered their merger agreement, they have received several inquiries about the impact of the transaction on CDMA and GSM roaming agreements that Alltel has with regional, small and/or rural wireless carriers. In their applications, the parties stated, "Upon closing of the transaction, Verizon Wireless will honor all of the terms of those CDMA and GSM roaming agreements, thereby ensuring that other carriers' customers will continue to enjoy roaming service."<sup>3</sup>

To avoid any uncertainty among regional, small and rural carriers as to whether their customers can continue to roam without interruption following the closing of the merger, Verizon Wireless makes the following two specific commitments to regional and small wireless providers: First, each such regional, small and/or rural carrier that has a roaming agreement with Alltel will have the option to keep the rates set forth in that roaming agreement in force for the full term of the agreement, notwithstanding any change of control or termination for convenience provisions that would give Verizon Wireless the right to accelerate the termination of such agreement. Second, each such regional, small and/or rural carrier that currently has roaming agreements with both Alltel and Verizon Wireless will have the option to select either agreement to govern all roaming traffic between it and post-merger Verizon Wireless.

These commitments are necessarily subject to any requirements that the Department of Justice or the Commission impose as part of their review and approval of the merger.

Pursuant to Section 1.1206 of the Commission's Rules, a copy of this letter has been filed electronically with the Secretary.

Sincerely,

A handwritten signature in black ink that reads "John T. Scott, III". The signature is written in a cursive style with a horizontal line under the "III".

John T. Scott, III

Attachment

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<sup>3</sup> Id. at 17.

**LIST OF OVERLAPPING PROPERTIES TO BE DIVESTED**

<u>CMA</u>	<u>STATE</u>	<u>MARKET</u>
341	CA	CA RSA 6
351	CO	CO RSA 4
352	CO	CO RSA 5
353	CO	CO RSA 6
354	CO	CO RSA 7
355	CO	CO RSA 8
356	CO	CO RSA 9
377	GA	GA RSA 7
378	GA	GA RSA 8
379	GA	GA RSA 9
380	GA	GA RSA 10
382	GA	GA RSA 12
383	GA	GA RSA 13
389	ID	ID RSA 2
390	ID	ID RSA 3
401	IL	IL RSA 8
402	IL	IL RSA 9
428	KS	KS RSA 1
429	KS	KS RSA 2
433	KS	KS RSA 6
434	KS	KS RSA 7
438	KS	KS RSA 11
439	KS	KS RSA 12
440	KS	KS RSA 13
482	MN	MN RSA 1
488	MN	MN RSA 7
489	MN	MN RSA 8
490	MN	MN RSA 9
491	MN	MN RSA 10
268	MT	Billings
297	MT	Great Falls
523	MT	MT RSA 1
524	MT	MT RSA 2
526	MT	MT RSA 4
527	MT	MT RSA 5

528	MT	MT RSA 6
529	MT	MT RSA 7
530	MT	MT RSA 8
531	MT	MT RSA 9
532	MT	MT RSA 10
544	NV	NV RSA 2
547	NV	NV RSA 5
553	NM	NM RSA 1
557	NM	NM RSA 5
569	NC	NC RSA 5
221	ND	Fargo
298	ND	Bismark
276	ND	Grand Forks
580	ND	ND RSA 1
581	ND	ND RSA 2
582	ND	ND RSA 3
583	ND	ND RSA 4
584	ND	ND RSA 5
158	OH	Lima
231	OH	Mansfield
586	OH	OH RSA 2
587	OH	OH RSA 3
589	OH	OH RSA 5
590	OH	OH RSA 6
625	SC	SC RSA 1
626	SC	SC RSA 2
627	SC	SC RSA 3
631	SC	SC RSA 7
267	SD	Sioux Falls
289	SD	Rapid City
634	SD	SD RSA 1
635	SD	SD RSA 2
636	SD	SD RSA 3
637	SD	SD RSA 4
638	SD	SD RSA 5
639	SD	SD RSA 6
640	SD	SD RSA 7
641	SD	SD RSA 8
642	SD	SD RSA 9

675	UT	UT RSA 3
677	UT	UT RSA 5
678	UT	UT RSA 6
262	VA	Danville
681	VA	VA RSA 1
688	VA	VA RSA 8
299	WY	Casper
718	WY	WY RSA 1
719	WY	WY RSA 2
721	WY	WY RSA 4
722	WY	WY RSA 5