

**Before the
Federal Communications Commission
Washington, DC**

In re Applications of)	
)	
ATLANTIS HOLDINGS LLC, Transferor,)	
)	
and)	WT Docket No. 08-95
)	
CELLCO PARTNERSHIP D/B/A)	
VERIZON WIRELESS, Transferee)	
)	
for Consent to the Transfer of Control of)	File Nos. 0003463892, <i>et al.</i>
Commission Licenses and Authorizations)	
Pursuant to Sections 214 and 310(d) of the)	
Communications Act)	
)	

**REPLY TO ATLANTIS AND VERIZON WIRELESS OPPOSITION
TO RTG MOTION FOR EXTENSION OF TIME**

The Rural Telecommunications Group, Inc. (“RTG”), by its attorneys and pursuant to 47 C.F.R. §§ 1.45 and 1.46 of the rules and regulations of the Federal Communications Commission (“FCC” or “Commission”), hereby replies to the Opposition to RTG’s Motion for Extension of Time (“Motion”) filed by Atlantis Holdings LLC (“Alltel”) and Cellco Partnership d/b/a/ Verizon Wireless (“Verizon Wireless”) (Alltel and Verizon Wireless will be hereinafter referred to collectively as “Applicants”). In its Motion, RTG requested that the FCC extend the pleading cycle established in the above-captioned proceeding for an additional seven (7) days in order to give interested parties sufficient time to analyze and respond to new information submitted by the applicants in the form of an *ex parte* filing.¹ Alternatively, RTG requested that the

¹ *Ex Parte* Letter from John T. Scott, III to Marlene H. Dortch dated July 22, 2008 (“*Ex Parte* Letter”).

Commission treat the *Ex Parte* Letter as a major amendment that would require the Commission to issue a new public notice and establish a new pleading schedule to allow parties to address the matters contained therein.

In their Opposition, the Applicants claim the *Ex Parte* Letter contains no new information that would justify extension of the pleading cycle because the Public Interest Statement filed with the transfer of control applications indicated that Verizon Wireless expected to address any competitive issues in individual markets through divestitures that would be identified in discussions with the Department of Justice (“DOJ”). Additionally, Applicants claim that in the Public Interest Statement, Verizon Wireless committed to honor the terms of Alltel’s roaming agreements with other carriers.

The fact of the matter is that the *Ex Parte* letter clearly contained information that was not contained in the original transfer of control applications. Specifically, the *Ex Parte* Letter listed 85 specific markets where Verizon Wireless has offered to divest wireless properties as a condition of obtaining DOJ consent to its proposed merger with Alltel. However, while this divestiture may or may not be sufficient to address the antitrust concerns of DOJ, the Commission must judge the merits of the merger by its own policies and regulations. RTG’s initial review of the markets listed in the *Ex Parte* Letter indicates that many of appear to be rural markets where RTG is especially concerned about the impact of the proposed merger on rural carriers. Contrary to the Applicants’ claims, the fact that Verizon Wireless has offered to honor existing Alltel roaming agreements does not reduce the potential issues to be addressed in this proceeding. For example, such an offer does not necessarily redress the competitive impact of the merger since a rural carrier’s ability to obtain reasonable roaming terms upon expiration of

its existing roaming agreement could well be adversely effected by the diminution of competition stemming from the merger. The fact that Verizon Wireless has offered to honor Alltel's existing agreements does not address the possibility that rural carriers may have a far more difficult time in securing reasonable terms and conditions in any post-merger renewal agreement than they might otherwise have if the merger is not consummated.

RTG believes that an extension of the pleading cycle for one short week will not cause any delay in the overall timing of any merger approval or delay the realization of any alleged merger benefits by the public as Verizon Wireless suggests in its Opposition. While Verizon Wireless claims that it would not object to the inclusion of any new arguments raised by way of Reply Comments to address RTG's concerns, such an approach is not consistent with regulatory due process that requires reply pleadings to be directed at matters contained in the opposition. To the extent that the Commission is disinclined at this time to extend the initial pleading cycle, RTG would support a separate notice and comment period that would allow interested parties to address the specifics of any divestitures and other conditions that might be imposed by the Commission on any merger approval.

For the foregoing reasons, RTG requests that the commission grant its request for a seven (7) day extension of the pleading cycle established in this proceeding or, in the alternative,

establish a separate notice and comment period to allow interested parties to comment on specific divestiture proposals and merger conditions.

Respectfully submitted,

THE RURAL TELECOMMUNICATIONS GROUP, INC.

/s/ Caressa D. Bennet

By: _____

Caressa D. Bennet
Bennet & Bennet, PLLC
4350 East West Highway
Suite 201
Bethesda, MD 20814
(202) 371-1500

July 24, 2008

Its Attorney

CERTIFICATE OF SERVICE

I, Colleen von Hollen, of Bennet & Bennet, PLLC, 4350 East West Highway, Suite 201, Bethesda, MD 20814, hereby certify that a copy of the foregoing Reply to Opposition to Motion for Extension of Time of the Rural Telecommunications Group, Inc. was served on July 24, 2008, by first-class United States mail, postage prepaid, unless indicated otherwise, on those listed below:

John T. Scott, III, Vice President and Deputy Gen. Counsel (via email)
Verizon Wireless
1300 I Street, NW
Suite 400 West
Washington, DC 20005
(202) 589-3760
John.scott@verizonwireless.com

Nancy J. Victory (via email)
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-7344
nvictory@wileyrein.com

Clive D. Bode (via email)
Atlantis Holdings LLC
301 Commerce Street, Suite 3300
Fort Worth, TX 76102
(817) 871-4000
cbode@tpg.com

Kathleen Q. Abernathy (via email)
Akin Gump Strauss Hauer & Feld, LLP
1333 New Hampshire Avenue, NW
Washington, DC 20036
(202) 887-4125
kabernathy@akingump.com

Glenn S. Rabin, Vice President, Federal Regulatory Counsel (via email)
Alltel Communications
601 Pennsylvania Avenue, NW, Suite 720
Washington, DC 20004
(202) 783-3970
Glenn.s.rabin@alltel.com

Alltel Communications, LLC (via email)
Wireless Regulatory Supervisor
One Allied Drive, B1F02-D
Little Rock, AR 72202
(501) 905-8555
ACI.wireless.regulatory@alltel.com

Cheryl A. Tritt (via email)
Morrison Foerster
2000 Pennsylvania Avenue, NW, Suite 5500
Washington, DC 20006-1888
(202) 887-1510
ctritt@mofo.com

Chairman Kevin J. Martin (via email)
Federal Communications Commission
Kevin.martin@fcc.gov

Commissioner Michael J. Copps (via email)
Federal Communications Commission
Michael.copps@fcc.gov

Commissioner Jonathan S. Adelstein (via email)
Federal Communications Commission
jonathan.adelstein@fcc.gov

Commissioner Deborah Taylor Tate (via email)
Federal Communications Commission
Deborah.tate@fcc.gov

Commissioner Robert M. McDowell (via email)
Federal Communications Commission
Robert.mcdowell@fcc.gov

Aaron Goldberger (via email)
Federal Communications Commission
Aaron.goldberger@fcc.gov

Rick C. Chessen (via email)
Federal Communications Commission
Rick.chessen@fcc.gov

Renee Crittendon (via email)
Federal Communications Commission
Renee.crittendon@fcc.gov

Wayne Leighton (via email)
Federal Communications Commission
Wayne.leighton@fcc.gov

Angela E. Giancarlo (via email)
Federal Communications Commission
Angela.giancarlo@fcc.gov

James D. Schlichting (via email)
Wireless Telecommunications Bureau
Federal Communications Commission
Jim.schlichting@fcc.gov

Chris Moore (via email)
Wireless Telecommunications Bureau
Federal Communications Commission
Chris.moore@fcc.gov

Erin McGrath (via email)
Mobility Division, Wireless Bureau
Federal Communications Commission
Erin.mcgrath@fcc.gov

Susan Singer (via email)
Spectrum Competition and Policy Division, Wireless Bureau
Federal Communications Commission
Susan.singer@fcc.gov

Linda Ray (via email)
Broadband Division, Wireless Bureau
Federal Communications Commission
Linda.ray@fcc.gov

David Krech (via email)
Policy Division, International Bureau
Federal Communications Commission
David.krech@fcc.gov

Jodie May (via email)
Policy Division, Wireline Competition Bureau
Jodie.may@fcc.gov

Jim Bird (via email)
Office General Counsel
Federal Communications Commission
Jim.bird@fcc.gov

Best Copy & Printing, Inc. (via email)
FCC Copy Contractor
fcc@bcpiweb.com

/s/ Colleen von Hollen

Colleen von Hollen