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August 11, 2008

VIA ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St SW
Washington, DC 20554-0005

Re: Applications of ALLTEL Corporation and Verizon Wireless
FCC WT Docket No. 08-95
FCC ULS File No. 0003463892

Dear Ms. Dortch:

I write regarding the pending applications for consent to the transfer of control of licenses and other authorizations held by ALLTEL Corporation ("ALLTEL") to Verizon Wireless ("Verizon") (the "Proposed Acquisition"). See "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.

The State of North Dakota ("North Dakota") has concerns about potential adverse effects on competition which may occur as a consequence of the Proposed Acquisition. With a relatively small population widely distributed over a large geographic area, North Dakota consumers are particularly susceptible to the potential anticompetitive effects of the Proposed Acquisition. Accordingly, North Dakota intends to review the Proposed Acquisition and work with the parties, as well as appropriate State and federal authorities, to address those concerns.

North Dakota urges the FCC to take into account such potential anticompetitive consequences when reviewing the pending applications relating to the Proposed Acquisition, and to take appropriate steps to help ensure consumers, including those affected in North Dakota, are not harmed.

In its July 22, 2008, ex parte filing in this Docket, Verizon said:

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

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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.

* * *

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.

While such representations may indicate possible steps towards preserving an appropriate and viable level of competition within North Dakota, at this point in the process North Dakota is in no position to be able to agree with Verizon's statement that "As a result, there will be no loss of competition in any of these markets." Id. at 2. In their application ("Economist Statement" at Exhibit 3, Declaration of Dennis Carlton, Allan Shampine, and Hal Sider, dated June 13, 2008), the parties maintain the Proposed Acquisition will result in significant benefits to consumers in part because the combined operation would result in better service and reduced cost insofar as ALLTEL's current operation is technologically inferior to, and does not have the same economies of scale as, Verizon's operation. For those very same reasons the proposed divestiture of ALLTEL's properties in North Dakota could likewise result in harm to consumers if the divestiture does not, at a minimum, safeguard current levels of competition going forward.

The parties' own economists repeatedly acknowledge their analysis does not address competition in particular geographic areas. See e.g. Economist Statement at ¶¶10, 39 and 53. Given the market realities of North Dakota, we cannot embrace Verizon's suggestion that the FCC should abandon its standard practice of analyzing competitive effects utilizing the geographic basis of Commercial Market Areas ("CMA") and

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Component Economic Areas ("CEA") in favor of a new "national geographic scope." See applicants' "Public Interest Statement" at Exhibit 1, pp. 31-32. The interests of North Dakota, and other small-market States, would likely be ill served by such a policy change.

Whether there will be a loss of competition in North Dakota remains to be seen. At this point there is no indication that there exists a technologically- and commercially-viable competitor with an interest in taking on ALLTEL's business in North Dakota.

Nothing in this communication is intended to waive any rights or remedies available to the State of North Dakota under applicable law.

Thank you for your time and consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Wayne Stenehjem". The signature is written in a cursive, flowing style.

Wayne Stenehjem
Attorney General