

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

In the Matter of)	
)	
Atlantis Holdings LLC,)	WT Docket No. 08-95
Assignor/Transferor)	FCC ULS File Nos. 0003463892, et al.
)	
And)	
)	
Cellco Partnership d/b/a Verizon)	
Wireless,)	
Assignee/Transferee)	
)	
For Commission Consent to The)	
Proposed Transfer Of Licenses And)	
Other Authorizations Held By)	
Subsidiaries and Partnerships of)	
ALLTEL Corporation)	

To: Chief, Wireless Telecommunications Bureau

PETITION TO CONDITION TRANSACTION APPROVAL

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Summary

The rural telecommunications carriers listed in Attachment A hereto request the Commission to place certain conditions on any approval of the captioned transfer of license applications filed by Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”) and Atlantis Holdings LLC (“Atlantis”) encompassing licenses and other authorizations held by ALLTEL Corporation subsidiaries and partnerships (collectively “ALLTEL”). Verizon and Alltel are the two dominant wireless carriers in many rural areas. Once merged, they will become a monolith in terms of the amount of spectrum held, and in terms of leverage in roaming negotiations. For these reasons, it is necessary to impose the following conditions on the proposed merger: (1) Require that the ALLTEL cellular properties in the markets listed in Verizon Wireless’ July 22, 2008 *ex parte* letter be divested, where overlapped by Verizon wireless operations; (2) require that additional markets be divested due to considerations of spectrum accumulation and dominant market share, including those markets shown herein; (3) require that the merged entity offer reasonable roaming rates and terms to rural wireless carriers; (4) require that the merged entity offer 3G data and other broadband roaming on reasonable terms to rural wireless carriers, on both a foreign market and on an “in-market” or “home roaming” basis; (5) require that the merged entity take Commission-verified steps to ensure handset access for smaller carriers; and (6) require that the merged entity demonstrate its costs of providing universal service, before any Universal Service funds are disbursed on a post-transaction basis.

If Verizon Wireless is to comply with the requirement to offer reasonable roaming terms, its rate should not stray significantly outside of the national average, or beyond the rate offered to its favored roaming partners; and the Commission should condition any merger approval on requiring Verizon Wireless to provide 3G and other broadband services on an automatic roaming basis to promote truly competitive markets in the provision of such services. Similarly, the Commission should require Verizon Wireless to offer roaming service to a rural carrier within its wireless service area (i.e., “home” or “in-market” roaming), if that carrier has not yet fully deployed its wireless system, or implemented all of the services offered post-merger by Verizon Wireless. The proposed merger represents a unique opportunity to vent some of the pressure which ALLTEL has

placed upon the high cost Universal Service Fund (“USF”). The Commission should require the post-merger entity to demonstrate its universal service-related costs.

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PETITION TO CONDITION TRANSACTION APPROVAL

The Law Firm of Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP, on behalf of its clients listed in Attachment A hereto (the “Rural Carriers”) and pursuant to Section 309(d)(1) of the Communications Act of 1934, as amended, Section 1.939 of the Commission’s Rules, and the Commission’s *Public Notice*, entitled “Verizon Wireless and Atlantis Holdings LLC Seek FCC Consent to Transfer of Licenses, Spectrum Manager and *De Facto* Transfer Leasing Arrangements, and Authorizations, and Request Declaratory Ruling on Foreign Ownership,” Mimeo DA 08-1481, released June 25, 2008, hereby requests the Commission to place certain conditions on any approval of the captioned transfer of license applications filed by Cellco Partnership d/b/a Verizon

¹ This file number has been designated the lead application. See *Public Notice*, Mimeo DA 08-1481, released June 25, 2008 at page 2 footnote 3.

Wireless (“Verizon Wireless”) and Atlantis Holdings LLC (“Atlantis”) encompassing licenses and other authorizations held by ALLTEL Corporation subsidiaries and partnerships (collectively “ALLTEL”). These conditions are designed to ensure that the proposed merger of these two telecom giants does not result in an anticompetitive impact on small telecommunications carriers that serve primarily rural areas. In support hereof, the following is shown:

I. Standing

1. The Rural Carriers are independent and/or cooperative local exchange carriers. All of the Rural Carriers are “rural telephone companies” as defined in 47 U.S.C. §153(37) and all have been designated as “eligible telecommunications carriers” (or ETCs) within their established study areas. The Rural Carriers serve primarily high-cost areas, hold a direct or indirect interest in spectrum licenses, and have implemented or are in the process of planning/implementing wireless service offerings for the rural communities they serve. The Rural Carriers stand to be aggrieved, and their interests adversely affected, by grant of the captioned applications for four separate and distinct reasons: (a) the Rural Carriers compete for local customers with Verizon and/or ALLTEL; (b) upon closing of the proposed transaction, the combined entity’s local customers will have nationwide roaming privileges as Verizon Wireless customers on Verizon’s national network;² (c) Verizon Wireless will be able to leverage this access to roaming on its national network to increase its local customer base in the Rural Carriers’ respective; and (d) Verizon Wireless will thereby gain undue leverage in any intercarrier

² The parties note that the merger will eliminate roaming costs between ALLTEL and Verizon Wireless. *See* Application Exhibit 1, pp. 25-26.

roaming agreement negotiations with the Rural Carriers. Accordingly, the potential economic injury through loss of revenues to the Rural Carriers is direct, immediate and substantial. Association of Data Processing Service Organizations v. Camp, 397 U.S. 150 (1970); FCC v. Sanders Brothers Radio Station, 309 U.S. 470 (1940); NBC v. FCC, 132 F.2d 545, 548-549 (D.C. Cir.) *aff'd* 318 U.S. 239 (1943); Northco Microwave, Inc., 1 F.C.C.2d 350 (1965). Therefore, the Rural Carriers have standing to file this petition.

II. Any Approval of the Proposed Transaction Must Be Conditioned on Future Fair Dealings With Small Rural Carriers

2. Section 310(d) of the Communications Act of 1934, as amended, requires the Commission to determine whether a proposed transfer of control or assignment of licenses will serve the public interest, convenience and necessity. In making this determination, the Commission is required to “assess whether the proposed transactions comply with specific provisions of the Communications Act, the Commission’s rules and federal communications policy.”³ The Commission considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Communications Act or related statutes.”⁴ To do this, the Commission employs “a balancing test weighing any potential public interest

³ See, e.g., ALLTEL-Midwest Order, 21 FCC Rcd. 11,535 (2006) at Para. No. 16; SBC-AT&T Order, 20 FCC Rcd. 18,290 (2005) at Para. No. 16; Verizon-MCI Order, 20 FCC Rcd. 18,433 (2005) at Para. No. 20; Sprint-Nextel Order, 20 FCC Rcd. 13,967 (2005) at Para. No. 20; ALLTEL-WWC Order, 20 FCC Rcd. 13,035 (2005) at Para. No. 17; and Cingular-AT&T Wireless Order, 19 FCC Rcd. 21,522 (2004) at Para. No. 20.

⁴ Alltel-Midwest Order, at Para. No. 16; SBC-AT&T Order, at Para. No. 16; Verizon-MCI Order, at Para. No. 16; Sprint-Nextel Order at Para. No. 20.

harms of a proposed transaction against any potential public interest benefits to ensure that, on balance, the proposed transaction will serve the public interest.”⁵

3. In the merger context, the Commission has explained that mergers “raise competitive concerns when they reduce the availability of choices to the point that the merged firm has the incentive and the ability, either by itself or in coordination with other firms, to raise prices.”⁶ Stated another way, regulatory concerns are triggered by market power, and the analysis of market power begins “by determining the appropriate market definitions to employ for the analysis, as well as identifying relevant market participants.”⁷ In past merger proceedings, the Commission has consistently defined the relevant market as Cellular Market Areas (“CMAs”), *i.e.*, cellular Metropolitan Statistical Areas and Rural Service Areas;⁸ and most recently has held that the 280 MHz of spectrum in the Cellular, Broadband PCS, Specialized Mobile Radio (“SMR”) and 700 MHz Band constitutes the universe of spectrum available for mobile telephony for purposes of assessing a proposed merger’s effect on competition.⁹

4. In this case, Verizon Wireless and Atlantis state that the proposed merger will allow Verizon Wireless to enter eleven (11) new CMAs, and parts of forty-three (43)

⁵ ALLTEL-Midwest Order, at Para. No. 16; SBC-AT&T Order, at Para. No. 16; Verizon-MCI Order, at Para. No. 16; Sprint-Nextel Order, at Para. No. 20; ALLTEL-WWC Order, at Para. No. 17; Cingular-AT&T Wireless Order, at Para. No. 40.

⁶ ALLTEL-Midwest Order, at Para. No. 22; Sprint-Nextel Order, at Para. No. 20; ALLTEL-WWC Order, at Para. No. 22; Cingular-AT&T Wireless Order, at Para. No. 68.

⁷ ALLTEL-Midwest Order, at Para. No. 25; Sprint-Nextel Order, at Para. No. 32; ALLTEL-WWC Order, at Para. No. 24; Cingular-AT&T Wireless Order, at Para. No. 70.

⁸ ALLTEL-Midwest Order, at Para. No. 29; Sprint-Nextel Order, at Para. No. 57; ALLTEL-WWC Order, at Para. Nos. 44-45; Cingular-AT&T Wireless Order, at Para. Nos. 104-105. The component parts of the various CMAs are as set forth in the Commission’s Public Notice, entitled “Cellular MSA/RSA Markets and Counties,” Mimeo DA 92-109, 7 FCC Rcd. 742 (1992).

⁹ Applications of AT&T Inc. and Dobson Communications Corporation for Consent to Transfer Control, WT Docket No. 07-153, Memorandum Opinion and Order, 22 FCC Rcd. 20295 (2007) (“AT&T-Dobson Order”), at Para. Nos. 27, 30.

other CMAs, where ALLTEL is licensed and Verizon Wireless holds no cellular or Broadband PCS spectrum.¹⁰ However, the applicants have not analyzed the proposed merger under the criteria laid down by the Commission. Instead of defining the relevant geographic market area as CMAs, the applicants have argued that the relevant market definition is the nationwide market and have proceeded to analyze the proposed merger under that self-serving standard.¹¹ While the applicants claim to have also analyzed the proposed merger under the Commission-endorsed CMA market standard, a review of the application reveals that they have rendered only lip service to this claim as the application is devoid of any meaningful analysis based on CMA market definitions.¹²

5. Under the CMA-based standard, the Commission measures effects on competition if, post-merger, the merged entity will hold 95 MHz or more of spectrum;¹³ and, as noted previously, measures this against a base of 280 MHz of spectrum deemed available for mobile telephony. The nationwide analysis (and the cryptic CMA analysis) contained in the application does not employ the “280 MHz of spectrum” figure endorsed by the Commission for use in merger analyses. Indeed, the analyses proffered (be they nationwide or CMA-based) are undercut because the applicants have not limited themselves to the 280 MHz of spectrum available for mobile telephone endorsed by the Commission for use in merger analyses, but have instead performed the analysis on the basis of 646 MHz of available spectrum – a standard which the Commission has never

¹⁰ Application Exhibit 1, pg. 10.

¹¹ Application Exhibit 1, pp. 29-51.

¹² Application Exhibit 1, pp. 31, 46-48.

¹³ *AT&T-Dobson Order*, at Para. No. 40; *ALLTEL-Midwest Order*, at Para. No. 36; *ALLTEL-WWC Order*, at Para. No. 46; *Cingular-AT&T Wireless Order*, at Para. No. 106.

endorsed.¹⁴ This 646 MHz consists of 50 MHz of Cellular spectrum, 120 MHz of Broadband PCS spectrum, Sprint's 10 MHz G Block, 80 MHz of 700 MHz, 20 MHz of enhanced Specialized Mobile Radio ("SMR") spectrum, 186 MHz of Broadband Radio Service/Educational Broadband Service ("BRS/EBS") spectrum, 90 MHz of Advanced Wireless Service 1 ("AWS-1") spectrum, and 90 MHz of Mobile Satellite Service ("MSS") ATC spectrum.

6. In summary, Verizon Wireless and Atlantis have submitted a competitive effects analysis in support of the proposed merger which does not comply with the Commission's previously articulated standards. In its recent decision addressing Verizon's acquisition of Rural Cellular Corporation, the Commission upheld its decision to use the 280 MHz approach, and to apply this approach at the CMA/CEA level.¹⁵ Therefore, the Commission should apply the correct analysis (the 280 MHz-based standard) in determining whether a grant of the applications would serve the public interest, convenience and necessity. The Commission's records reflect that, in many parts of the country, the merged entity will end up with well over 95 MHz of spectrum; and in some cases, this guidepost is greatly exceeded. Moreover, in areas where they compete, Verizon and Alltel are often the two dominant wireless carriers. Once merged, they will gain undue leverage in terms of the amount of spectrum held, and in terms of roaming negotiation posture. This is especially true in those areas where the merged entity will hold both cellular spectrum blocks, as cellular is the most established wireless

¹⁴ Application Exhibit 1, pp. 33-42.

¹⁵ See *In the Matter of Applications of Cellco Partnership d/b/a Verizon and Rural Cellular Corporation for Consent to Transfer of Control*, Memorandum Opinion and Order and Declaratory Ruling, Mimeo No. FCC 08-181, released August 1, 2008 ("RCC Order") at Para. Nos. 41, 47. While the Commission decided to consider additional spectrum in any market not eliminated by its competitive effect screen, it did not move away from the 280 MHz standard, due to its belief that it is premature to include AWS and Broadband Radio Service spectrum in the screen. *Id.* at Para. No. 33.

service. Attachment B hereto shows that the merged entity will control both cellular blocks in 159 markets, not just the 85 markets listed in Verizon's divestiture proposal letter. In such markets, the merged entity's combined market share for existing wireless subscribers in each market must be taken into consideration, not merely the amount of spectrum held. See *RCC Order* at Para. No. 73. For these reasons, it is necessary to impose the following conditions on the proposed merger: (1) Require that the ALLTEL cellular properties be divested, where overlapped by Verizon cellular operations and/or where the merger would result in an excessive concentration of spectrum; (2) require that the merged entity offer reasonable roaming rates and terms to rural wireless carriers; (3) require that additional markets be divested due to considerations of spectrum accumulation and dominant market share, including those markets shown herein; (4) require that the merged entity offer 3G voice and data and other broadband roaming on reasonable terms to rural wireless carriers, on both a foreign market and on an "in-market" or "home roaming" basis; (5) require that the merged entity take Commission-verified steps to ensure handset access for smaller carriers; and (6) require that the merged entity demonstrate its costs of providing universal service, before any Universal Service funds are disbursed on a post-transaction basis. Each of the proposed conditions is discussed in greater detail below.

7. The Commission's public interest authority also enables it to impose and enforce narrowly tailored, transaction-specific conditions that ensure that the public interest is served by the transaction.¹⁶ Section 303(r) of the Communications Act

¹⁶ See, e.g., *Sprint-Nextel Order*, 20 FCC Rcd at 13978 P23; *ALLTEL-Western Wireless Order*, 20 FCC Rcd at 13065 P21; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21545 P43 (conditioning approval on the divestiture of operating units in select markets). See also *Deutsche Telekom-VoiceStream Wireless Order*, 16 FCC Rcd 9779 (2001) (conditioning approval on compliance with agreements with Department

authorizes the Commission to prescribe restrictions or conditions, not inconsistent with law, which may be necessary to carry out the provisions of the Act.¹⁷ The conditions proposed herein are designed to address market conditions that will be shaped by the proposed transaction, and thus are a permissible exercise of Commission authority. *See In the Matter of Applications of Nextel Partners, Inc., Transferor, and Nextel WIP Corp. and Sprint Nextel Corporation, Transferees; For Consent To Transfer Control of Licenses and Authorizations*, 21 FCC Rcd 7358, 7361 (FCC 2006).

III. Verizon Wireless Should Be Required To Divest ALLTEL's Cellular Properties Where Overlapped by Verizon Wireless Properties

8. The Commission can take official notice that there are significant areas in which Verizon Wireless and ALLTEL hold overlapping licenses, and in many instances the merged parties would exceed the 95 MHz guideline. Moreover, the Commission can take official notice that the merged entity will control both cellular licenses in many Cellular Market Areas ("CMAs"). This creates an untenable situation. With Verizon Wireless and ALLTEL being the two of the dominant nationwide/regional wireless carriers in the country, especially in rural areas where ALLTEL has focused its attention, the combination of these entities will lessen competition in rural America, and the impact of this lessened competition will be exacerbated by the merged entity's ability to control

of Justice and Federal Bureau of Investigation addressing national security, law enforcement, and public safety concerns).

¹⁷ 47 U.S.C. § 303(r). *See also Sprint-Nextel Order*, 20 FCC Rcd at 13978-79 P23; ALLTEL-Western Wireless Order, 20 FCC Rcd at 13066 P22; Cingular-AT&T Wireless Order, 19 FCC Rcd at 21545 P43; United States v. Southwestern Cable Co., 392 U.S. 157, 178 (1968) (Section 303(r) powers permit Commission to order cable company not to carry broadcast signal beyond station's primary market); United Video, Inc. v. FCC, 890 F.2d 1173, 1182-83 (D.C. Cir. 1989) (syndicated exclusivity rules adopted pursuant to Section 303(r) authority).

a huge share of spectrum in many areas. And because cellular is by far the most well-established wireless service, allowing the merger to combine both cellular blocks would give Verizon/ALLTEL a combined market share of staggering proportion. Therefore, the parties should be required as a condition of merger approval to divest the ALLTEL cellular systems wherever there is overlap with Verizon Wireless cellular spectrum; and the parties should be required to divest wherever there would be an excessive concentration of spectrum, even if only one cellular license is involved.¹⁸ These divestiture triggers should be applied on a CMA-by-CMA basis.

9. On July 22, 2008, Verizon Wireless filed an *ex parte* letter with the Commission, indicating that pursuant to discussions with the Department of Justice, it “has offered to accept divestiture requirements in 85 cellular markets.” The Rural Carriers are encouraged by Verizon Wireless’ divestiture offer, and strongly urge the Commission to accept this offer and incorporate it into the conditions placed on approval of the proposed transaction. In this regard, Verizon Wireless should be required to include in the divestiture the network assets and customers of the divested cellular properties, with appropriate protections to guard against pre-divestiture shifting of customers. See *AT&T-Dobson Order*, at Para. No. 88; *RCC Order* at Para. No. 113. However, there are instances in which divestiture will be appropriate even if not in excess of 95 MHz of combined spectrum, because of the dominant position of the carriers to be joined together. The Commission should entertain showings by individual carriers that a particular situation requires divestiture.

¹⁸ The Rural Carriers suggest that the benchmarks to be followed in identifying an excessive concentration of spectrum for the combined Verizon/ALLTEL should be as follows: 55 MHz below 1 GHz, and 95 MHz below 2 GHz.

10. In this regard, the Commission should require that the merger parties divest the following markets:

CMA 153 Columbus, GA MSA

CMA 261 Albany, GA MSA

CMA 311 AL 5 - Cleburne RSA

CMA 314 AL 8 – Lee RSA

CMA 375 GA 5 – Haralson RSA

CMA 376 GA 6 – Spalding RSA

CMA 392 ID 5 – Butte RSA

CMA 393 ID 6 – Clark RSA

As shown in Attachment C hereto, the merged entity would hold both cellular spectrum blocks in these CMAs, as well as other spectrum. In many areas, the merged entity would exceed the 95 MHz spectrum guidepost as well. Allowing it to retain the ALLTEL cellular spectrum in these markets would significantly lessen competition, even though these markets are not currently on the list of markets proffered by Verizon Wireless in its July 22 *ex parte* letter. Moreover, it will be difficult to successfully operate the divested cellular systems if there are not enough population centers included to make for a viable base of customers. In the above markets, the Commission should at a minimum examine market share using the NRUF and other information utilized in the *RCC Order, supra* at Para No. 73.

11. Consistent with the goal of requiring divestiture so as to prevent a lessening of competition, and to further Congress' stated goal of encouraging rural telephone

company participation in the provision of wireless services,¹⁹ the Commission should require that such divestitures be done pursuant to procedures that would ensure a realistic opportunity for rural carriers to acquire the divested operations in and around their telephone service areas. In this regard, the divestiture should be done in reasonably small geographic areas (and in particular, CMAs). In addition, Verizon should be required to accept and give due consideration to bids from all interested entities.

IV. The Commission Should Condition Any Grant On The Provision Of 3G And Other Broadband Roaming Service

12. Verizon Wireless should be required to enter into intercarrier roaming agreements with rural carriers offering wireless services, at prices that are just, reasonable, and non-discriminatory, as required by the Commission's decision in *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, *WT Docket No. 05-265, Report and Order and Further Notice of Proposed Rule Making*, FCC 07-143, 22 FCC Rcd. 15,817 (rel. August 16, 2007) ("CMRS Roaming Order"). This is especially important since, with the acquisition of one of its largest competitors and the achievement of largely ubiquitous coverage as a result, Verizon Wireless will have little incentive to voluntarily offer fair and reasonable roaming terms.

13. In the CMRS Roaming Order, the Commission determined that "automatic roaming is a common carrier obligation for commercial mobile radio service (CMRS) carriers, requiring them to provide roaming services to other carriers upon reasonable request and on a just, reasonable, and non-discriminatory basis pursuant to Sections 201

¹⁹ See 47 U.S.C. §309(j).

and 202 of the Communications Act.”²⁰ Roaming is deemed to be “a common carrier service because roaming capability gives end users access to a foreign network in order to communicate messages of their own choosing.”²¹ According to the Commission, “when a reasonable request is made by a technologically compatible CMRS carrier, a host CMRS carrier must provide automatic roaming to the requesting carrier outside of the requesting carrier’s home market, consistent with the protections of Sections 201 and 202 of the Communications Act.”²² Services “covered by the automatic roaming obligation are limited to real-time, two-way switched voice and data services, provided by CMRS carriers, that are interconnected with the public switched network and utilize an in-network switching facility that enables the provider to reuse frequencies and accomplish seamless hand-offs of subscriber calls.”²³

14. The most important aspect of any roaming agreement is the roaming rate. If an unfair rate is charged, it is tantamount to preventing the roaming carrier from competing. Based on the record in this proceeding, the prevailing roaming rate nationally is between \$0.05 and \$0.10 per minute; and it appears that Verizon Wireless charges its favored roaming partners a rate in the \$0.05 per minute range.²⁴ It is respectfully submitted that if Verizon Wireless is to comply with the requirement to offer reasonable roaming terms, its rate should not stray significantly outside of the national average, or beyond the rate offered to its favored roaming partners. To this end, the Commission

²⁰ See, *CMRS Roaming Order*, at Para. Nos. 1 and 23.

²¹ See, *CMRS Roaming Order*, at Para. Nos. 1 and 25.

²² See, *CMRS Roaming Order*, at Para. No. 2.

²³ See, *CMRS Roaming Order*, at Para. Nos. 1 and 23.

²⁴ See, North Dakota Network Co. July 31, 2008 Petition to Dismiss or Deny in WT Docket No. 08-95 at p. 7.

should impose an explicit condition requiring Verizon Wireless to offer to any rural carrier the same rate as is offered its favored roaming partners; and this “most favored nation” status should not be watered down through the imposition of traffic volume or similar requirements. This requirement should stay in effect for at least five years.

15. While the Commission has declined “to impose a price cap or any other form of rate regulation on the fees carriers pay each other when one carrier’s customer roams on another carrier’s network,” it nevertheless has held that the rates for roamer service are “subject to the statutory requirement that any rates charged be reasonable and non-discriminatory.”²⁵ Section 201(b) of the Communications Act requires that all charges, practices, classifications, and regulations for common carrier service must be just and reasonable; and provides that any charge, practice, classification, and regulation that is unjust and unreasonable is unlawful. Section 202(a) of the Communications Act prohibits unjust or unreasonable discrimination in charges, practices, classifications, and services by common carriers in connection with any “like” communications service; and also prohibits undue or unreasonable preferences or advantages.

16. The Rural Carriers recognize that the provision of 3G data and voice and other broadband services on an automatic roaming basis is presently pending before the Commission in the Further Notice of Proposed Rulemaking portion of the CMRS Roaming Order. Nevertheless, it is respectfully submitted that the provision of such 3G and other broadband services on an automatic roaming basis is of such a critical nature to the development and preservation of competitive markets for the provision of wireless service that the Commission should condition any approval of the instant merger on

²⁵ CMRS Roaming Order, at Para. No. 37.

requiring Verizon Wireless to provide 3G and other broadband services (including 3G data) on an automatic roaming basis to promote truly competitive markets in the provision of such services.

17. Verizon Wireless should not be allowed to leverage its national coverage advantage over smaller carriers to suppress competition in the provision of 3G or other broadband services on either a local or a roaming basis. Today, if a rural carrier cannot get a roaming agreement with Verizon, then it can go to ALLTEL (and *vice versa*). Once these giant companies merge, they will have a near monopoly on roaming in many areas, with the power to eliminate competition through price increases or by simply not entering into or renewing roaming agreements. In the event this merger is approved, Verizon Wireless will be able to offer 3G and other broadband services over the facilities of ALLTEL, and those customers will be able to obtain 3G services anywhere within the Verizon Wireless network. Given these facts, denying 3G voice or data, or other broadband automatic roaming service to rural carrier customers outside their coverage area will enable Verizon Wireless to leverage regulated facilities used in the provision of local service in the state to capture customers that would otherwise obtain service from a rural wireless carrier. This would be an impermissible use of regulated facilities to lessen or suppress competition in the wireless industry sector. It is vital that the customers of small, rural carriers be able to utilize 3G data and other advanced services when traveling outside of their service provider's coverage area. Otherwise, the wireless marketplace will be whittled down to two or three nationwide carriers, creating an oligopoly with little incentive to provide wireless coverage to truly rural areas.

18. Similarly, the Commission should require Verizon Wireless to offer roaming service to a rural carrier within its wireless service area (i.e., “home” or “in-market” roaming), if that carrier has not yet fully deployed its wireless system, or implemented all of the services offered post-merger by Verizon Wireless. While the Commission has not yet seen fit to make this a regular component of its roaming policies and regulations, it is respectfully submitted that this requirement would be in the public interest in the context of this transaction, since the post-merger entity will be so dominant (especially in several predominantly rural states). In summary, any Commission approval of the proposed merger should be conditioned on fair roaming requirements as requested herein.

**V. The Commission Should Condition Any Grant
On The Elimination of Handset Access Obstacles for Smaller Carriers**

19. The Commission must ensure that proactive steps are taken to prevent the post-merger entity from exacerbating an already difficult handset availability situation for small and rural carriers. The typical handset issue occurs where a national carrier like Verizon enters into an exclusivity agreement for a specific handset line or a series of handsets. Available information indicates that in many instances, the big carrier has not consumed the resulting exclusive supply. The result of the exclusivity arrangement is that small and rural carriers are unable to obtain high quality, technologically sophisticated handsets to offer to their customers. Typically, the smaller carriers serve mostly rural areas with great customer service, but limited handset selection and products. The Commission’s recent HAC orders reflect that there are carriers who are struggling to obtain handsets in models and in quantities necessary to operate their

businesses. This problem is due in part to the dynamic of exclusive handset arrangements and locked handsets.

VI. The Commission's Consent To The Proposed Transaction Should Incorporate Provisions Regarding Universal Service Fund Eligibility

20. The proposed merger represents a unique factual circumstance for the Commission to consider and, as discussed below, a unique opportunity to vent some of the pressure which ALLTEL has placed upon the high cost Universal Service Fund ("USF"). According to Verizon Wireless, it serves over 67 million customers in the U.S.²⁶ Similarly, the Application represents that ALLTEL serves over 13 million customers in the U.S.²⁷ The Rural Carriers are rural local exchange companies and are classified as ETCs under section 214(e) of the Communications Act of 1934, as amended (47 U.S.C. § 151 et seq.), and are eligible for USF receipts to provide wireline-based universal service in low density, high cost areas within the United States. In many instances, ALLTEL or Verizon Wireless, or both, compete in the same service areas of the rural LECs, utilizing some combination of local calling scopes, national toll calling, texting and internet access. However, as the Congressional Budget Office has discussed on the topic of wireless growth demand placed upon the fund, the wireless companies are providing "additional telephone service" rather than "replacement service". Congressional Budget Office, *Factors That May Increase Future Spending from the Universal Service Fund* at 12 (2006).

²⁶ Application Exhibit 1, p.2.

²⁷ Application Exhibit 1, p.4.

21. It is respectfully submitted that the merged companies' continued eligibility for USF, post-transaction, should be the subject of particular scrutiny and conditions, if the Commission grants its consent to the proposed merger. This concern arises from the unusual merger confluence of the single largest USF recipient – ALLTEL – with the single largest wireless carrier – Verizon Wireless – neither of which has addressed the transactional effect on USF other than in a footnote. In this respect, the transfer of control application argues that the merger "...will not exacerbate high-cost universal service fund growth by a competitive eligible telecommunications carrier..." because the Commission has already capped such competitive carriers' USF receipts.²⁸ Application at Ex. 1, p. 8 n. 18, citing High Cost Universal Service Support; Federal-State Joint Board on Universal Service, Order, WC Docket No. 05-338. CC Docket No. 96-45, FCC 08-122 (May 1, 2008) ("Interim Cap Order"). This appears to be the sole reference and analysis, such as it is, concerning the transaction's impact on universal service.

22. But, does the merger proposal require some public policy analysis beyond reliance upon the Joint Board Interim Cap Order? We respectfully suggest that the need for this analysis is manifest. For instance, ALLTEL argued, as it was required to do, that the transfer of control with Atlantis Holdings, LLC would serve the public interest. See Applications of ALLTEL Corporation and Atlantis Holdings, LLC; Memorandum Opinion and Order, WT Docket No. 07-185, FCC 07-185 (October 26, 2007) ("ALLTEL Merger Order"). However, the Commission singled out ALLTEL's role in the rapid expansion of the high cost portion of the USF as a matter that negatively affected the public interest:

²⁸ Application Exhibit 1, p.8 n. 18.

ALLTEL is currently the largest beneficiary of competitive ETC funding and accounts for approximately 29 percent of all high cost payments to ETCs. [fn omitted] Given ALLTEL's significant role in the expansion of the high cost fund through ALLTEL's receipt of competitive ETC funding, which forms the basis of the Joint Board's concern, we find that it is in the public interest to immediately address ALLTEL's continued receipt of competitive ETC funding in the context of this transaction. (emphasis supplied) ALLTEL Merger Order, para. 9.

The quoted Order goes on to cap ALLTEL's high cost support that it received as a competitive ETC for 2007, on an annualized basis. Id.

23. Although ALLTEL's cap has since been subsumed within the industry-wide cap applicable to competitive ETCs in the Joint Board Interim Cap Order (id. n. 21), the proposed transaction provides no comfort that ALLTEL's massive high cost draw will be warranted after the merger. In this respect, Verizon Wireless' "Public Interest Statement" touts an eye-catching \$10 billion in transaction-related savings, between the time of the actual merger and the end of the second year of merged operations. Verizon Wireless also claims that it "...continues to lead the industry in cost efficiency. [fn. omitted]" See Application at Ex. 1, pp. ii, 25-27.

24. One is left to wonder, then, as to how such massive claimed efficiencies will affect ALLTEL's operations supporting universal service. Even though ALLTEL is currently eligible to receive capped amounts, is this good public policy for a company that will receive merger related efficiencies larger than many third world nations' GDP? What will ALLTEL's USF-related costs be on a post-merger basis? Indeed, it appears that continued high-cost support may be completely unnecessary, given Verizon Wireless' apparent prior decisions as a competing wireless carrier to refrain from such funding. None of these issues are raised or discussed in the Verizon – ALLTEL merger

application; although the unique presence of the largest USF recipient surely deserves a public interest analysis.

25. As in the ALLTEL/Atlantis merger proceeding, the Commission at times finds the public interest important enough to implement emerging policy in the context of a merger. The so-called Identical Support rule is part of the long-term comprehensive USF reform proceeding which is currently before the FCC, but²⁹ also it is squarely at issue here. With such large costs to the USF from this single company – Alltel -- coupled with promised savings of \$10 billion, surely the early introduction of a cost requirement is apt here just as it was a component of the cap mechanism in the ALLTEL/Atlantis merger. The Rural Carriers thus respectfully suggest that the proposed combination of these facts warrants a further step.

26. Specifically, the Rural Carriers respectfully request that the Commission condition any approval for the pending transaction, by the following:

ALLTEL Corporation and its related affiliates, covered in the merger, will not be eligible for federal high cost support, absent a demonstration of universal service related costs, made either before a state commission, or this Commission, as appropriate. This condition shall apply until Verizon Wireless ceases to control these licensees.

²⁹ See *e.g.*, Interim Cap Order at para. 21.

WHEREFORE, the Rural Carriers request that this petition be granted; and that the Verizon – Atlantis transfer of licenses applications be conditioned in the manner described above.

Respectfully submitted,

THE RURAL CARRIERS

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Attachment A

The Rural Carriers

- Choctaw Telephone Company
- Custer Telephone Cooperative, Inc.
- Dubois Telephone Exchange, Inc.
- Electra Telephone Company
- Emery Telcom
- Manti Telephone Company
- MoKan Dial, Inc.
- New Ulm Telecom, Inc.
- Northeast Florida Telephone Company, Inc.
- Project Mutual Telephone Cooperative Association, Inc.
- Public Service Communications, Inc. (including its subsidiaries Public Service Telephone Company and Public Service Wireless, Inc.)
- Range Telephone Cooperative, Inc.
- South Central Utah Telephone Association, Inc. d/b/a South Central Communications
- Uintah Basin Electronic Telecommunications d/b/a UBET Wireless
- Yadkin Valley Telephone Membership Corporation

Combined Cellular Holdings of Verizon Wireless - ALLTEL

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA015	Minneapolis-St. Paul, MN-WI	WWC Holding Company, Inc. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA016	Cleveland, OH	New Par (VZW)	Alltel Ohio Limited Partnership (ALL)	YES
CMA022	Tampa-St. Petersburg, FL	New Cingular Wireless PCS, LLC (AT&T)	Alltel Wireless Holdings, LLC (ALL)	NO
CMA026	Phoenix, AZ	ALLTEL Communications of the Southwest Limited Partners	Verizon Wireless (VAW) LLC (VZW)	YES
CMA029	New Orleans, LA	Radiofone, Inc. d/b/a Alltel (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA043	Norfolk-Virginia Beach-Portsmouth, VA/NC	Alltel Communications, LLC (ALL)	Cellco Partnership (VZW)	YES
CMA045	Oklahoma City, OK	ALLTEL Newco, LLC (ALL)	Oklahoma City SMSA Limited Partnership New Cingular Wirele	NO
CMA047	Greensboro-Winston-Salem-High Point, NC	Cellco Partnership (VZW)	Alltel Communications of North Carolina, LLC	YES
CMA048	Toledo, OH-MI	New Par (VZW)	Alltel Communications, LLC (ALL)	YES
CMA051	Jacksonville, FL	New Cingular Wireless PCS, LLC (AT&T)	Jacksonville MSA Limited Partnership (AT&T)	NO
CMA052	Akron, OH	New Par (VZW)	Alltel Ohio Limited Partnership (ALL)	YES
CMA059	Richmond, VA	RCTC Wholesale Corporation d/b/a ALLTEL	Cellco Partnership (VZW)	YES
CMA061	Charlotte-Gastonia, NC	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA064	Grand Rapids, MI	New Par (VZW)	ALLTEL Communications of Southern Michigan Cellular Limite	YES
CMA065	Omaha, NE-IA	Omaha Cellular Telephone Company (VZW)	ALLTEL Communications of Nebraska, Inc.	YES
CMA066	Youngstown-Warren, OH	Dobson Cellular Systems, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA067	Greenville-Spartanburg, SC	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA071	Raleigh-Durham, NC	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA077	Tucson, AZ	ALLTEL Communications of the Southwest Limited Partners	Verizon Wireless (VAW) LLC (VZW)	YES
CMA078	Lansing-East Lansing, MI	New Par (VZW)	ALLTEL Communications of Southern Michigan Cellular Limite	YES
CMA080	Baton Rouge, LA	Radiofone, Inc. d/b/a Alltel (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA081	El Paso, TX	ALLTEL Communications of the Southwest Limited Partners	Dallas MTA, LP (VZW)	YES
CMA083	Mobile, AL	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA085	Johnson City-Kingsport-Bristol, TN-VA	Verizon Wireless Tennessee Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA086	Albuquerque, NM	ALLTEL Communications of the Southwest Limited Partners	Verizon Wireless (VAW) LLC (VZW)	YES
CMA087	Canton, OH	New Par (VZW)	Alltel Ohio Limited Partnership (ALL)	YES
CMA089	Wichita, KS	Verizon Wireless (VAW) LLC (VZW)	Alltel Communications, LLC (ALL)	YES
CMA090	Charleston-North Charleston, SC	Cellco Partnership (VZW)	Charleston-North Carolina MSA Limited Partnership d/b/a ALL	YES
CMA092	Little Rock-North Little Rock, AR	New Cingular Wireless PCS, LLC (AT&T)	Alltel Cellular Associates of Arkansas Limited Partnership	NO
CMA094	Saginaw-Bay City-Midland, MI	New Par (VZW)	Alltel Communications of Saginaw MSA LP	YES
CMA095	Columbia, SC	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA100	Shreveport, Louisiana	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications of North Louisiana Cellular Limited Par	NO
CMA104	Newport News-Hampton, VA	Alltel Communications, LLC (ALL)	Cellco Partnership (VZW)	YES
CMA106	Jackson, MS	Jackson Cellular Telephone Co. Inc. d/b/a ALLTEL	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA108	Augusta, GA/SC	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA110	Huntington-Ashland, WV/KY/OH	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA112	Corpus Christi, TX	AT&T Mobility Texas LLC (AT&T)	AT&T Mobility Texas LLC (AT&T)	NO
CMA114	Lakeland-Winter Haven, FL	New Cingular Wireless PCS, LLC (AT&T)	Alltel Wireless Holdings, LLC (ALL)	NO
CMA125	Appleton-Oskosh-Neenah, WI	United States Cellular Operating Company, LLC (USCC)	Appleton Oshkosh Neenah MSA, LP d/b/a ALLTEL	NO
CMA127	Pensacola, FL	New Cingular Wireless PCS, LLC (AT&T)	Alltel Wireless Holdings, LLC (ALL)	NO
CMA128	McAllen-Edinburg-Mission, TX	AT&T Mobility Texas LLC (AT&T)	McAllen-Edinburg-Mission SMSA Limited Partnership (AT&T)	NO
CMA132	Kalamazoo, MI	Centennial Michiana License Company, LLC d/b/a Centenni	ALLTEL Communications of Southern Michigan Cellular Limite	NO
CMA136	Lorain-Elyria, OH	New Par (VZW)	Alltel Ohio Limited Partnership (ALL)	YES
CMA139	Montgomery, AL	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA140	Charleston, WV	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA149	Fayetteville, NC	Fayetteville Cellular Telephone Company Limited Partnershi	Alltel Communications, LLC (ALL)	YES
CMA153	Columbus, GA-AL	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA155	Savannah, GA	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA158	Lima, OH	New Par (VZW)	Alltel Communications, LLC (ALL)	YES

Combined Cellular Holdings of Verizon Wireless - ALLTEL

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA160	Killeen-Temple, TX	AT&T Mobility Texas LLC (AT&T)	Alltel Communications of Texas Limited Partnership	NO
CMA161	Lubbock, TX Counties - Lubbock	WWC Texas RSA Limited Partnership (ALL)	Lubbock SMSA Limited Partnership (AT&T)	NO
CMA162	Brownsville-Harlingen, TX	WWC Texas RSA Limited Partnership (ALL)	McAllen-Edinburg-Mission SMSA Limited Partnership (AT&T)	NO
CMA163	Springfield, MO	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA164	Fort Myers, FL Counties - Lee	New Cingular Wireless PCS, LLC (AT&T)	Alltel Wireless Holdings, LLC (ALL)	NO
CMA165	Fort Smith, AK-OK	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA166	Hickory, NC	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA167	Sarasota, FL	Sarasota Cellular Telephone Company (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA168	Tallahassee, FL	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA172	Lincoln, NE	WWC License L.L.C. (ALL)	ALLTEL Communications of Nebraska, Inc.	YES
CMA173	Biloxi-Gulfport, MS	Cellutel of Biloxi d/b/a ALLTEL	Cellular South Licenses, Inc.	NO
CMA176	Springfield, IL	New Cingular Wireless PCS, LLC (AT&T)	Illinois SMSA Limited Partnership (VZW)	NO
CMA177	Battle Creek, MI	Centennial Michiana License Company, LLC d/b/a Centenniz	ALLTEL Communications of Southern Michigan Cellular Limited	NO
CMA178	Wheeling, WV-OH	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA181	Muskegon, MI	Muskegon Cellular Partnership (VZW)	ALLTEL Communications of Southern Michigan Cellular Limited	YES
CMA182	Fayetteville-Springdale, AK	New Cingular Wireless PCS, LLC (AT&T)	Fayetteville MSA Limited Partnership dba ALLTEL (ALL)	NO
CMA183	Asheville, NC	Bell Atlantic Mobile of Ashville, Inc. (VZW)	North Carolina RSA #4, Inc. (USC)	NO
CMA184	Houma-Thibodaux, LA	Houma/Thibodaux Cellular Partnership (AT&T)	ALLTEL Mobile of Louisiana, LLC (ALL)	NO
CMA186	Green Bay, WI	United States Cellular Operating Company, LLC (USCC)	Brown County MSA Cellular Limited Partnership	NO
CMA188	Amarillo, TX	WWC License L.L.C. (ALL)	Lubbock SMSA Limited Partnership (AT&T)	NO
CMA192	Gainesville, FL	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA193	Benton Harbor, MI	Centennial Michiana License Company, LLC d/b/a Centenniz	ALLTEL Communications of Southern Michigan Cellular Limited	NO
CMA194	Waco, TX	AT&T Mobility Texas LLC (AT&T)	Alltel Communications of Texas Limited Partnership	NO
CMA196	Champaign-Urbana-Rantoul, IL	Champaign Celltelco Cellular One (AT&T)	Illinois SMSA Limited Partnership (VZW)	NO
CMA199	Steubenville-Weirton, OH-WV	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA200	Parkersburg-Marietta, OH-WV	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA201	Waterloo-Cedar Falls, IA	Waterloo/Cedar Falls CelTelCo Partnership (USC)	Waterloo MSA Limited Partnership (VZW)	NO
CMA203	Lynchburg, VA	USCOC of Virginia RSA #2, inc. (USC)	Alltel Communications of Virginia No. 1 LLC (ALL)	NO
CMA205	Alexandria, LA	Centennial Southeast License Company LLC dba Centennial	ALLTEL Wireless of Alexandria, LLC (ALL)	NO
CMA206	Longview-Marshall, TX	AT&T Mobility Texas LLC (AT&T)	Tyler/Longview/Marshall MSA Limited Partnership d/b/a ALLT	NO
CMA207	Jackson, MI	Centennial Michiana License Company, LLC d/b/a Centenniz	ALLTEL Communications of Southern Michigan Cellular Limited	NO
CMA208	Fort Pierce, FL	New Cingular Wireless PCS, LLC (AT&T)	Central Florida Cellular Telephone Company, Inc. (ALL)	NO
CMA211	Bradenton, FL	Bradenton Cellular Partnership (AT&T)	Alltel Wireless Holdings, LLC (ALL)	NO
CMA216	Janesville-Beloit, WI	United States Cellular Operating Company, LLC (USCC)	Madison SMSA Limited Partnership (AT&T)	NO
CMA218	Wilmington, NC	Wilmington Cellular Telephone Company (USCC)	Alltel Communications, LLC (ALL)	NO
CMA219	Monroe, LA	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications of North Louisiana Cellular Limited Par	NO
CMA220	Abilene, TX	WWC Texas RSA Limited Partnership (ALL)	Lubbock SMSA Limited Partnership (AT&T)	NO
CMA221	Fargo-Moorehead, ND-MN	WWC Holding Company, Inc. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA227	Anderson, SC	Anderson Celltelco (VZW)	Alltel Communications, LLC (ALL)	YES
CMA231	Mansfield, OH	New Par (VZW)	Alltel Communications, LLC (ALL)	YES
CMA232	Eau Claire, WI	American Cellular, LLC (AT&T)	Eau Claire Cellular Telephone Limited Partnership d/b/a ALLTE	NO
CMA235	Petersburg-Colonial Heights-Hopewell, VA	Petersburg Cellular Partnership d/b/a ALLTEL (ALL)	Cellco Partnership (VZW)	YES
CMA237	Tyler, TX	AT&T Mobility Texas LLC (AT&T)	Tyler/Longview/Marshall MSA Limited Partnership d/b/a ALLT	NO
CMA240	Texarkana, TX - Texarkana, AR	AT&T Mobility Texas LLC (AT&T)	Alltel Communications of Southwest Arkansas Cellular Limited	NO
CMA241	Pueblo, CO	WWC Holding Company, Inc. (ALL)	Pueblo Cellular, Inc.	YES
CMA245	Ocala, FL	Ocala Cellular Telephone Company, Inc. (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA246	Dothan, AL	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA249	Anniston, AL	Cellco Partnership (VZW)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA250	Bloomington-Normal, IL	New Cingular Wireless PCS, LLC (AT&T)	Illinois SMSA Limited Partnership (VZW)	NO

Combined Cellular Holdings of Verizon Wireless - ALLTEL

Attachment B

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA252	Pascagoula, MS	Pascagoula Cellular Partnership d/b/a ALLTEL (ALL)	Cellular South Licenses, Inc.	NO
CMA253	Sioux City, IA-NE	WWC License L.L.C. (ALL)	Sioux City MSA Limited Partnership (VZW)	YES
CMA255	Odessa, TX	WWC Texas RSA Limited Partnership (ALL)	Lubbock SMSA Limited Partnership (AT&T)	NO
CMA256	Charlottesville, VA	Charlottesville Cellular Partnership (USC)	Alltel Communications of Virginia, Inc. (ALL)	NO
CMA258	Jacksonville, NC	Jacksonville Cellular Telephone Company (USC)	Alltel Communications, LLC (ALL)	NO
CMA261	Albany, GA	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA262	Danville, VA	Danville Cellular Telephone Company Limited Partnership (V)	Alltel Communications of Virginia No. 1 LLC (ALL)	YES
CMA263	Wausau, WI	American Cellular, LLC (AT&T)	Wausau Cellular Telephone Company Limited Partnership	NO
CMA264	Florence, SC	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	NO
CMA265	Fort Walton Beach, FL	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA267	Sioux Falls, SD	WWC License L.L.C. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA268	Billings, MT	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA276	Grand Forks, ND-MN	WWC Holding Company, Inc. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA277	Sheboygan, WI	United States Cellular Operating Company, LLC (USCC)	Milwaukee SMSA Limited Partnership (AT&T)	NO
CMA280	Burlington, NC	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA283	Panama City, FL	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA285	Las Cruces, NM	Las Cruces Cellular Telephone Company d/b/a Alltel (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA286	Dubuque, IA	Dubuque Cellular Telephone, L.P. (USC)	Dubuque MSA Limited Partnership (VZW)	NO
CMA288	Rochester, MN	New Cingular Wireless PCS, LLC (AT&T)	Midwest Wireless Communications, LLC d/b/a Alltel (ALL)	NO
CMA289	Rapid City, SD	WWC License L.L.C. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA290	La Crosse, WI	United States Cellular Operating Company of Lacrosse, Inc.	Alltel Communications LaCrosse Limited Partnership	NO
CMA291	Pine Bluff, AK	Pine Bluff Cellular, Inc. (AT&T)	ALLTEL Communications of Pine Bluff, LLC (ALL)	NO
CMA292	Sherman-Denison, TX	ALLTEL Newco, LLC (ALL)	AT&T Mobility Texas LLC (AT&T)	NO
CMA293	Owensboro, KY	New Cingular Wireless PCS, LLC (AT&T)	GTE Wireless of the Midwest Incorporated (VZW)	YES
CMA294	San Angelo, TX	WWC Texas RSA Limited Partnership (ALL)	C.T. Cube, L.P.	NO
CMA295	Midland, TX	WWC Texas RSA Limited Partnership (ALL)	Lubbock SMSA Limited Partnership (AT&T)	NO
CMA297	Great Falls, MT	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA298	Bismarck, ND	WWC Holding Company, Inc. (ALL)	Bismarck MSA Limited Partnership (VZW)	YES
CMA299	Casper, WY	WWC Holding Company, Inc. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA300	Victoria, TX	AT&T Mobility Texas LLC (AT&T)	AT&T Mobility Texas LLC (AT&T)	NO
CMA310	Alabama 4 - Bibb	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA311	Alabama 5 - Cleburne	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA312	Alabama 6 - Washington	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA313	Alabama 7 - Butler	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA314	Alabama 8 - Lee	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA319	Arizona 2 - Coconino	ALLTEL Communications of the Southwest Limited Partners	Verizon Wireless (VAW) LLC (VZW)	YES
CMA321	Arizona 4 - Yuma	WWC License L.L.C. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA322	Arizona 5 - Gila	ALLTEL Communications of the Southwest Limited Partners	Gila River Cellular General Partnership (VZW)	YES
CMA323	Arizona 6 - Graham	Alltel Communications, LLC (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA324	Arkansas 1 - Madison	New Cingular Wireless PCS, LLC (AT&T)	Northwest Arkansas RSA Limited Partnership d/b/a ALLTEL	NO
CMA325	Arkansas 2 - Marion	New Cingular Wireless PCS, LLC (AT&T)	Northwest Arkansas RSA Limited Partnership d/b/a ALLTEL	NO
CMA326	Arkansas 3 - Sharp	New Cingular Wireless PCS, LLC (AT&T)	ALLTEL Communications of North Arkansas Cellular Limited Pa	NO
CMA327	Arkansas 4 - Clay	New Cingular Wireless PCS, LLC (AT&T)	Alltel Central Arkansas Cellular Limited Partnership (ALL)	NO
CMA328	Arkansas 5 - Cross	New Cingular Wireless PCS, LLC (AT&T)	Alltel Central Arkansas Cellular Limited Partnership (ALL)	NO
CMA329	Arkansas 6 - Cleburne	New Cingular Wireless PCS, LLC (AT&T)	Alltel Central Arkansas Cellular Limited Partnership (ALL)	NO
CMA330	Arkansas 7 - Pope	New Cingular Wireless PCS, LLC (AT&T)	Alltel Central Arkansas Cellular Limited Partnership (ALL)	NO
CMA331	Arkansas 8 - Franklin	New Cingular Wireless PCS, LLC (AT&T)	Northwest Arkansas RSA Limited Partnership d/b/a ALLTEL	NO
CMA332	Arkansas 9 - Polk	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA333	Arkansas 10 - Garland	New Cingular Wireless PCS, LLC (AT&T)	Alltel Central Arkansas Cellular Limited Partnership (ALL)	NO

Some counties excluded

Combined Cellular Holdings of Verizon Wireless - ALLTEL

Attachment B

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA334	Arkansas 11 - Hempstead	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications of Southwest Arkansas Cellular Limited	NO
CMA335	Arkansas 12 - Ouachita	New Cingular Wireless PCS, LLC (AT&T)	ALLTEL Communications of Arkansas RSA #12 Cellular Limited	NO
CMA341	California 6 - Mono	WWC License L.L.C. (ALL)	Cellco Partnership (VZW)	YES
CMA342	California 7 - Imperial	WWC License L.L.C. (ALL)	Cellco Partnership (VZW)	YES
CMA351	Colorado 4 - Park	WWC Holding Company, Inc. (ALL)	Sangre DeCristo Cellular, Inc. (VZW)	YES
CMA352	Colorado 5 - Elbert	WWC Holding Company, Inc. (ALL)	Smoky Hill Cellular of Colorado Limited Partnership (VZW)	YES
CMA353	Colorado 6 - San Miguel	Alltel Communications, LLC (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA354	Colorado 7 - Saguache	WWC Holding Company, Inc. (ALL)	Colorado 7 - Saguache Limited Partnership (VZW)	YES
CMA355	Colorado 8 - Kiowa	WWC Holding Company, Inc. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA356	Colorado 9 - Costilla	WWC Holding Company, Inc. (ALL)	San Isabel Cellular of Colorado Limited Partnership (VZW)	YES
CMA360	Florida 1 - Collier	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA361	Florida 2 - Glades	New Cingular Wireless PCS, LLC (AT&T)	Alltel Wireless Holdings, LLC (ALL)	NO
CMA362	Florida 3 - Hardee	New Cingular Wireless PCS, LLC (AT&T)	Alltel Wireless Holdings, LLC (ALL)	NO
CMA363	Florida 4 - Citrus	New Cingular Wireless PCS, LLC (AT&T)	Alltel Wireless Holdings, LLC (ALL)	NO
CMA364	Florida 5 - Putnam	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA365	Florida 6 - Dixie	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA366	Florida 7 - Hamilton	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA367	Florida 8 - Jefferson	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA368	Florida 9 - Calhoun	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA369	Florida 10 - Walton	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA371	Georgia 1 - Whitfield	Cellco Partnership (VZW)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA372	Georgia 2 - Dawson	Cellco Partnership (VZW)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA373	Georgia 3 - Chattooga	Verizon Wireless (VAW) LLC (VZW)	Georgia RSA No. 3 Limited Partnership (AT&T)	NO
CMA374	Georgia 4 - Jasper	Verizon Wireless (VAW) LLC (VZW)	Wilkes Cellular, Inc. Northeastern Georgia RSA Limited Partne	NO
CMA375	Georgia 5 - Haralson	Southwestco Wireless LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA376	Georgia 6 - Spalding	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA377	Georgia 7 - Hancock	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA378	Georgia 8 - Warren	Verizon Wireless of the East, LP (VZW)	Georgia RSA No. 8 Partnership d/b/a ALLTEL (ALL)	YES
CMA379	Georgia 9 - Marion	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA380	Georgia 10 - Bleckley	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA381	Georgia 11 - Toombs	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA382	Georgia 12 - Liberty	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA383	Georgia 13 - Early	Verizon Wireless of the East, LP (VZW)	Alltel Communications, LLC (ALL)	YES
CMA384	Georgia 14 - Worth	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA389	Idaho 2 - Idaho	WWC Holding Company, Inc. (ALL)	Idaho RSA No. 2 Limited Partnership (VZW)	YES
CMA390	Idaho 3 - Lemhi	WWC Holding Company, Inc. (ALL)	Idaho RSA No. 3 Limited Partnership (VZW)	YES
CMA392	Idaho 5 - Butte	ID Holding, LLC (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA393	Idaho 6 - Clark	ID Holding, LLC (ALL)	Idaho 6-Clark Limited Partnership (VZW)	YES
CMA394	Illinois 1 - Jo Daviess	USCOC of Illinois RSA #1, LLC (USCC)	Illinois RSA 1 Limited Partnership (VZW)	NO
CMA395	Illinois 2 - Bureau	New Cingular Wireless PCS, LLC (AT&T)	Illinois Valley Cellular RSA 2-III Partnership (ALL)	NO
CMA399	Illinois 6 - Montgomery	New Cingular Wireless PCS, LLC (AT&T)	Illinois RSA 6 and 7 Limited Partnership (VZW)	NO
CMA400	Illinois 7 - Vermilion	Cellular Properties, Inc.	Illinois RSA 6 and 7 Limited Partnership (VZW)	NO
CMA401	Illinois 8 - Washington	Cellco Partnership (VZW)	Southern Illinois RSA Partnership d/b/A Alltel (ALL)	YES
CMA402	Illinois 9 - Clay	Cellco Partnership (VZW)	Southern Illinois RSA Partnership d/b/A Alltel (ALL)	YES
CMA414	Iowa 3 - Monroe	Farmers Cellular Telephone Company, Inc. (USC)	Midwest Wireless Iowa L.L.C. d/b/a Alltel (ALL)	NO
CMA417	Iowa 6 - Iowa	USCOC of Greater Iowa, Inc. (USC)	Midwest Wireless Iowa L.L.C. d/b/a Alltel (ALL)	NO
CMA419	Iowa 8 - Monona	WWC License L.L.C. (ALL)	Iowa 8 - Monona Limited Partnership (VZW)	YES
CMA420	Iowa 9 - Ida	Muskkrat Wireless, L.P. (USC)	Cellular, Inc. Financial Corporation (VZW)	NO
CMA421	Iowa 10 - Humbolt	USCOC of Greater Iowa, Inc. (USC)	Iowa RSA No. 10 General Partnership (VZW)	NO

Some counties excluded

Combined Cellular Holdings of Verizon Wireless - ALLTEL

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA422	Iowa 11 - Hardin	USCOC of Greater Iowa, Inc. (USC)	Midwest Wireless Iowa L.L.C. d/b/a Alltel (ALL)	NO
CMA423	Iowa 12 - Winneshiek	Iowa RSA No. 12 Limited Partnership (USC)	Midwest Wireless Iowa L.L.C. d/b/a Alltel (ALL)	NO
CMA424	Iowa 13 - Mitchell	Iowa 13, Inc. (USC)	Midwest Wireless Iowa L.L.C. d/b/a Alltel (ALL)	NO
CMA425	Iowa 14 - Kossuth	Iowa 13, Inc. (USC)	Midwest Wireless Iowa L.L.C. d/b/a Alltel (ALL)	NO
CMA426	Iowa 15 - Dickinson	USCOC of Greater Iowa, Inc. (USC)	Midwest Wireless Iowa L.L.C. d/b/a Alltel (ALL)	NO
CMA427	Iowa 16 - Lyon	USCOC of Iowa RSA #16, Inc. (USC)	Midwest Wireless Iowa L.L.C. d/b/a Alltel (ALL)	NO
CMA428	Kansas 1 - Cheyenne	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA429	Kansas 2 - Norton	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA430	Kansas 3 - Jewell	USCOC Nebraska/Kansas, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA431	Kansas 4 - Marshall	USCOC Nebraska/Kansas, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA432	Kansas 5 - Brown	Dobson Cellular Systems, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA433	Kansas 6 - Wallace	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA434	Kansas 7 - Trego	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA435	Kansas 8 - Ellsworth	USCOC Nebraska/Kansas, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA436	Kansas 9 - Morris	USCOC Nebraska/Kansas, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA437	Kansas 10 - Franklin	USCOC Nebraska/Kansas, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA438	Kansas 11 - Hamilton	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA439	Kansas 12 - Hodgeman	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA440	Kansas 13 - Edwards	RCC Minnesota, Inc. (VZW)	Alltel Communications, LLC (ALL)	YES
CMA441	Kansas 14 - Reno	USCOC Nebraska/Kansas, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA442	Kansas 15 - Elk	Alltel Communications, LLC (ALL)	Kansas #15 Limited Partnership (USC)	NO
CMA443	Kentucky 1 - Fulton	New Cingular Wireless PCS, LLC (AT&T)	Kentucky RSA No. 1 Partnership (VZW)	NO
CMA454	Louisiana 1 - Claiborne	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications of North Louisiana Cellular Limited Par	NO
CMA455	Louisiana 2 - Morehouse	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications of North Louisiana Cellular Limited Par	NO
CMA456	Louisiana 3 - De Soto	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications of North Louisiana Cellular Limited Par	NO
CMA457	Louisiana 4 - Caldwell	Centennial Southeast License Company LLC dba Centennial	ALLTEL Wireless of North Louisiana, LLC (ALL)	NO
CMA459	Louisiana 6 - Iberville	Radiofone, Inc. d/b/a Alltel (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA461	Louisiana 8 - St. James	Radiofone, Inc. d/b/a Alltel (ALL)	Louisiana RSA No. 8 Limited Partnership (AT&T)	NO
CMA462	Louisiana 9 - Plaquemines	Radiofone, Inc. d/b/a Alltel (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA472	Michigan 1 - Gogebic	American Cellular, LLC (AT&T)	ALLTEL Wireless of Michigan RSA #1 and RSA #2, Inc. (ALL)	NO
CMA473	Michigan 2 - Alger	Dobson Cellular Systems, LLC (AT&T)	ALLTEL Wireless of Michigan RSA #1 and RSA #2, Inc. (ALL)	NO
CMA474	Michigan 3 - Emmet	Dobson Cellular Systems, LLC (AT&T)	ALLTEL Communications of Michigan RSAs Inc. (ALL)	NO
CMA475	Michigan 4 - Cheboygan	Dobson Cellular Systems, LLC (AT&T)	ALLTEL Communications of Michigan RSA #4 Inc. (ALL)	NO
CMA476	Michigan 5 - Manistee	Dobson Cellular Systems, LLC (AT&T)	ALLTEL Communications of Michigan RSAs Inc. (ALL)	NO
CMA477	Michigan 6 - Roscommon	Centennial Michiana License Company, LLC d/b/a Centenni	ALLTEL Communications of Michigan RSA #6 Inc. (ALL)	NO
CMA478	Michigan 7 - Newaygo	Centennial Michiana License Company, LLC d/b/a Centenni	Cellular Mobile Systems of Michigan RSA No. 7 Limited Partne	NO
CMA479	Michigan 8 - Allegan	Centennial Michiana License Company, LLC d/b/a Centenni	ALLTEL Communications of Southern Michigan Cellular Limite	NO
CMA480	Michigan 9 - Cass	Centennial Michiana License Company, LLC d/b/a Centenni	Michigan RSA #9 Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA482	Minnesota 1 - Kittson	WWC Holding Company, Inc. (ALL)	RCC Minnesota Inc. (VZW)	YES
CMA483	Minnesota 2 - Lake of the Woods	WWC Holding Company, Inc. (ALL)	RCC Minnesota Inc. (VZW)	YES
CMA486	Minnesota 5 - Wilkin	American Cellular, LLC (AT&T)	RCC Minnesota Inc. (VZW)	NO
CMA487	Minnesota 6 - Hubbard	New Cingular Wireless PCS, LLC (AT&T)	RCC Minnesota Inc. (VZW)	NO
CMA488	Minnesota 7 - Chippewa	RCC Minnesota, Inc. (VZW)	Midwest Wireless Communications, LLC d/b/a Alltel (ALL)	YES
CMA489	Minnesota 8 - Lac qui Parle	RCC Minnesota, Inc. (VZW)	Midwest Wireless Communications, LLC d/b/a Alltel (ALL)	YES
CMA490	Minnesota 9 - Pipestone	RCC Minnesota, Inc. (VZW)	Midwest Wireless Communications, LLC d/b/a Alltel (ALL)	YES
CMA491	Minnesota 10 - Le Sueur	RCC Minnesota, Inc. (VZW)	Midwest Wireless Communications, LLC d/b/a Alltel (ALL)	YES
CMA492	Minnesota 11 - Goodhue	Great Western Cellular Holdings L.L.C. d/b/a Alltel (ALL)	Midwest Wireless Communications, LLC d/b/a Alltel (ALL)	YES
CMA494	Mississippi 2 - Benton	ALLTEL Communications of Mississippi RSA #2, Inc. (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA496	Mississippi 4 - Yalobusha	RCC Minnesota, Inc. (VZW)	New Cingular Wireless PCS, LLC (AT&T)	NO

Combined Cellular Holdings of Verizon Wireless - ALLTEL

Attachment B

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA497	Mississippi 5 - Washington	Alltel Wireless of Mississippi RSA #5, LLC (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA498	Mississippi 6 - Montgomery	ALLTEL Communications of Mississippi RSA #6, Inc. (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA499	Mississippi 7 - Leake	ALLTEL Communications of Mississippi RSA #7, Inc. (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA502	Mississippi 10 - Smith	Alltel Communications, LLC (ALL)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA503	Mississippi 11 - Lamar	Alltel Communications, LLC (ALL)	Cellular South Licenses, Inc.	NO
CMA504	Missouri 1 - Atchison	Dobson Cellular Systems, LLC (AT&T)	Northwest Missouri Cellular Limited Partnership	NO
CMA505	Missouri 2 - Harrison	Dobson Cellular Systems, LLC (AT&T)	Missouri RSA No. 2 Partnership d/b/a ALLTEL (ALL)	NO
CMA506	Missouri 3 - Schuyler	USCOC of Greater Missouri, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA507	Missouri 4 - De Kalb	Dobson Cellular Systems, LLC (AT&T)	Missouri RSA No. 4 Partnership d/b/a ALLTEL (ALL)	NO
CMA512	Missouri 9 - Bates	WWC License L.L.C. (ALL)	Missouri RSA 9B1 Limited Partnership (AT&T)	NO
CMA513	Missouri 10 - Benton	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA517	Missouri 14 - Barton	USCOC of Greater Missouri, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA518	Missouri 15 - Stone	USCOC of Greater Missouri, LLC (USC)	Missouri RSA No. 15 Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA519	Missouri 16 - Laclede	USCOC of Greater Missouri, LLC (USC)	Alltel Communications, LLC (ALL)	NO
CMA520	Missouri 17 - Shannon	USCOC of Greater Missouri, LLC (USC)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA522	Missouri 19 - Stoddard	Cellco Partnership (VZW)	New Cingular Wireless PCS, LLC (AT&T)	NO
CMA523	Montana 1 - Lincoln	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA524	Montana 2 - Toole	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	NO
CMA525	Montana 3 - Phillips	WWC Holding Company, Inc. (ALL)	Sagebrush Cellular, Inc.	NO
CMA526	Montana 4 - Daniels	WWC Holding Company, Inc. (ALL)	Sagebrush Cellular, Inc.	NO
CMA527	Montana 5 - Mineral	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA528	Montana 6 - Deer Lodge	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA529	Montana 7 - Fergus	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA530	Montana 8 - Beaverhead	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA531	Montana 9 - Carbon	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA532	Montana 10 - Prairie	WWC Holding Company, Inc. (ALL)	Gold Creek Cellular of Montana Limited Partnership (VZW)	YES
CMA533	Nebraska 1 - Sioux	Sagir, Inc.	ALLTEL Communications of Nebraska, Inc.	NO
CMA534	Nebraska 2 - Cherry	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA535	Nebraska 3 - Knox	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA536	Nebraska 4 - Grant	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA537	Nebraska 5 - Boone	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA538	Nebraska 6 - Keith	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA539	Nebraska 7 - Hall	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA540	Nebraska 8 - Chase	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA541	Nebraska 9 - Adams	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA542	Nebraska 10 - Cass	USCOC Nebraska/Kansas, LLC (USC)	ALLTEL Communications of Nebraska, Inc.	NO
CMA543	Nevada 1 - Humboldt	WWC License L.L.C. (ALL)	Churchill County Telephone d/b/a CC Communications	NO
CMA544	Nevada 2 - Lander	WWC License L.L.C. (ALL)	Southwestco Wireless LP (VZW)	YES
CMA546	Nevada 4 - Mineral	WWC License L.L.C. (ALL)	Southwestco Wireless LP (VZW)	YES
CMA547	Nevada 5 - White Pine	WWC License L.L.C. (ALL)	AirTouch Cellular (VZW)	YES
CMA553	New Mexico 1 - San Juan	Alltel Communications of New Mexico, Inc. (ALL)	Northern New Mexico Limited Partnership (VZW)	YES
CMA554	New Mexico 2 - Colfax	Alltel Communications of New Mexico, Inc. (ALL)	E.N.M.R. Telephone Cooperative	NO
CMA555	New Mexico 3 - Catron	WWC License L.L.C. (ALL)	New Mexico RSA 3 Limited Partnership (VZW)	YES
CMA556	New Mexico 4 - Santa Fe	Alltel Communications of New Mexico, Inc. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA557	New Mexico 5 - Grant	Alltel Communications of New Mexico, Inc. (ALL)	New Mexico RSA No. 5 Limited Partnership (VZW)	YES
CMA558	New Mexico 6 - Lincoln	WWC License L.L.C. (ALL)	New Mexico RSA 6-1 Partnership (VZW)	YES
CMA565	North Carolina 1 - Cherokee	Cellco Partnership (VZW)	North Carolina RSA 1 Partnership	NO
CMA566	North Carolina 2 - Yancey	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA567	North Carolina 3 - Ashe	North Carolina RSA #4, Inc. (USC)	Carolina West Wireless, Inc.	NO

One county excluded

Some counties excluded

Some counties excluded

Combined Cellular Holdings of Verizon Wireless - ALLTEL

Attachment B

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA568	North Carolina 4 - Henderson	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA569	North Carolina 5 - Anson	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA570	North Carolina 6 - Chatham	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA571	North Carolina 7 - Rockingham	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA572	North Carolina 8 - Northampton	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA573	North Carolina 9 - Camden	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA574	North Carolina 10 - Harnett	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA575	North Carolina 11 - Hoke	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA576	North Carolina 12 - Sampson	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA577	North Carolina 13 - Greene	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA578	North Carolina 14 - Pitt	USCOC of North Carolina RSA #7, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA579	North Carolina 15 - Cabarrus	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA580	North Dakota 1 - Divide	WWC Holding Company, Inc. (ALL)	Northwest Dakota Cellular of North Dakota Limited Partnersh	YES
CMA581	North Dakota 2 - Bottineau	WWC Holding Company, Inc. (ALL)	North Central RSA 2 of North Dakota Limited Partnership (VZV	YES
CMA582	North Dakota 3 - Barnes	WWC Holding Company, Inc. (ALL)	North Dakota RSA No. 3 Limited Partnership (VZW)	YES
CMA583	North Dakota 4 - McKenzie	WWC Holding Company, Inc. (ALL)	Badlands Cellular of North Dakota Limited Partnership (VZW)	YES
CMA584	North Dakota 5 - Kidder	WWC Holding Company, Inc. (ALL)	North Dakota 5-Kidder Limited Partnership (VZW)	YES
CMA585	Ohio 1 - Williams	Centennial Michiana License Company, LLC d/b/a Centenni	ALLTEL Communications of Ohio No. 3, Inc. (ALL)	NO
CMA586	Ohio 2 - Sandusky	New Par (VZW)	Alltel Communications, LLC (ALL)	YES
CMA587	Ohio 3 - Ashtabula	New Par (VZW)	Ohio RSA #3 Limited Partnership d/b/a ALLTEL (ALL)	YES
CMA589	Ohio 5 - Hancock	Cellco Partnership (VZW)	Ohio RSA 5 Limited Partnership d/b/a ALLTEL (ALL)	YES
CMA590	Ohio 6 - Morrow	New Par (VZW)	Ohio RSA 6 Limited Partnrship d/b/a ALLTEL (ALL)	YES
CMA591	Ohio 7 - Tuscarawas	American Cellular, LLC (AT&T)	ALLTEL Communications of Ohio No. 3, Inc. (ALL)	NO
CMA593	Ohio 9 - Ross	New Cingular Wireless PCS, LLC (AT&T)	Minford Cellular Telephone Company (ALL)	NO
CMA594	Ohio 10 - Perry	New Cingular Wireless PCS, LLC (AT&T)	ALLTEL Communications of Ohio No. 3, Inc. (ALL)	NO
CMA595	Ohio 11 - Columbiana	Dobson Cellular Systems, LLC (AT&T)	ALLTEL Communications of Ohio No. 3, Inc. (ALL)	NO
CMA596	Oklahoma 1 - Cimarron	WWC License L.L.C. (ALL)	Panhandle Telecommunication Systems, inc.	NO
CMA598	Oklahoma 3 - Grant	ALLTEL Newco, LLC (ALL)	Oklahoma RSA 3 Limited Partnership (AT&T)	NO
CMA599	Oklahoma 4 - Nowata	WWC License L.L.C. (ALL)	Oklahoma RSA No. 4 South Partnership d/b/a Alltel (ALL)	YES
CMA602	Oklahoma 7 - Beckham	WWC License L.L.C. (ALL)	Oklahoma Independent RSA 7 Partnership (AT&T)	NO
CMA603	Oklahoma 8 - Jackson	WWC License L.L.C. (ALL)	Texahoma Cellular Limited Partnership (USC)	NO
CMA605	Oklahoma 10 - Haskell	USCOC of Greater Oklahoma, LLC (USC)	Pine Telephone Company d/b/a Pine Cellular	NO
CMA625	South Carolina 1 - Oconee	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA626	South Carolina 2 - Laurens	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA627	South Carolina 3 - Cherokee	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA628	South Carolina 4 - Chesterfield	USCOC of South Carolina RSA #4, Inc. (USC)	Alltel Communications, LLC (ALL)	NO
CMA629	South Carolina 5 - Georgetown	SunCom Wireless License Company, LLC (TMO)	Alltel Communications, LLC (ALL)	NO
CMA630	South Carolina 6 - Clarendon	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA631	South Carolina 7 - Calhoun	Price Communications Wireless II, Inc. Cellco Partnership (V	Alltel Communications, LLC (ALL)	YES
CMA632	South Carolina 8 - Hampton	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA633	South Carolina 9 - Lancaster	Cellco Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA634	South Dakota 1 - Harding	WWC License L.L.C. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA635	South Dakota 2 - Corson	WWC License L.L.C. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA636	South Dakota 3 - McPherson	WWC License L.L.C. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA637	South Dakota 4 - Marshall	WWC License L.L.C. (ALL)	RCC Minnesota Inc. (VZW)	YES
CMA638	South Dakota 5 - Custer	WWC License L.L.C. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA639	South Dakota 6 - Haakon	WWC License L.L.C. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA640	South Dakota 7 - Sully	WWC License L.L.C. (ALL)	Missouri Valley Cellular, Inc. (VZW)	YES
CMA641	South Dakota 8 - Kingsbury	WWC License L.L.C. (ALL)	Sanborn Cellular, Inc. (VZW)	YES

Some counties excluded

Combined Cellular Holdings of Verizon Wireless - ALLTEL

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA642	South Dakota 9 - Hanson	WWC License L.L.C. (ALL)	Eastern South Dakota Cellular, Inc. (VZW)	YES
CMA646	Tennessee 4 - Hamblen	Verizon Wireless Tennessee Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA650	Tennessee 8 - Johnson	Verizon Wireless Tennessee Partnership (VZW)	Alltel Communications, LLC (ALL)	YES
CMA652	Texas 1 - Dallam	WWC Texas RSA Limited Partnership (ALL)	Texas RSA 1 Limited Partnership d/b/a XIT Wireless	NO
CMA653	Texas 2 - Hansford	WWC Texas RSA Limited Partnership (ALL)	Texas RSA No. 2 Limited Partnership (AT&T)	NO
CMA654	Texas 3 - Parmer	WWC Texas RSA Limited Partnership (ALL)	Texas RSA 3 Limited Partnership (AT&T)	NO
CMA655	Texas 4 - Briscoe	WWC Texas RSA Limited Partnership (ALL)	Texahoma Cellular Limited Partnership (USC)	NO
CMA656	Texas 5 - Hardeman	WWC Texas RSA Limited Partnership (ALL)	South #5 RSA Limited Partnership d/b/a Brazos Cellular	NO
CMA657	Texas 6 - Jack	ALLTEL Newco, LLC (ALL)	Texas RSA 6 Limited Partnership (AT&T)	NO
CMA658	Texas 7 - Fanni	WWC Texas RSA Limited Partnership (ALL)	Texas RSA 7B2 Limited Partnership d/b/a ALLTEL (ALL)	YES
CMA659	Texas 8 - Gaines	WWC Texas RSA Limited Partnership (ALL)	AT&T Mobility Texas LLC (AT&T)	NO
CMA660	Texas 9 - Runnels	Dobson Cellular Systems, LLC (AT&T)	AT&T Mobility Texas LLC (AT&T)	NO
CMA661	Texas 10 - Navarro	TX-10 Licensee Co, LLC	AT&T Mobility Texas LLC (AT&T)	NO
CMA662	Texas 11 - Cherokee	TX-11 Newco LLC	Texas RSA 11B Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA663	Texas 12 - Hudspeth	WWC Texas RSA Limited Partnership (ALL)	AT&T Mobility Texas LLC (AT&T)	NO
CMA664	Texas 13 - Reeves	WWC Texas RSA Limited Partnership (ALL)	AT&T Mobility Texas LLC (AT&T)	NO
CMA665	Texas 14 - Loving	WWC Texas RSA Limited Partnership (ALL)	AT&T Mobility Texas LLC (AT&T)	NO
CMA666	Texas 15 - Concho	American Cellular, LLC (AT&T)	Alltel Communications, LLC (ALL)	NO
CMA667	Texas 16 - Burleson	Dobson Cellular Systems, LLC (AT&T)	Cingular Wireless of Texas RSA #16 Limited Partnership (AT&T)	NO
CMA668	Texas 17 - Newton	AT&T Mobility Texas LLC (AT&T)	GTE Mobilnet of Texas RSA #17 Limited Partnership (VZW)	NO
CMA669	Texas 18 - Edwards	AT&T Mobility Texas LLC (AT&T)	Texas RSA 18 Limited Partnership (AT&T)	NO
CMA670	Texas 19 - Atascosa	Texas RSA 19 Limited Partnership (AT&T)	Texas RSA 19 Limited Partnership (AT&T)	NO
CMA671	Texas 20 - Wilson	AT&T Mobility Texas LLC (AT&T)	Texas RSA 20 B1 Limited Partnership (AT&T)	NO
CMA675	Utah 3 - Juab	WWC Holding Company, Inc. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA676	Utah 4 - Beaver	WWC Holding Company, Inc. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA677	Utah 5 - Carbon	WWC Holding Company, Inc. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES
CMA678	Utah 6 - Piute	WWC Holding Company, Inc. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA681	Virginia 1 - Lee	Cellco Partnership (VZW)	Alltel Communications of Virginia No. 1 LLC (ALL)	YES
CMA682	Virginia 2 - Tazewell	USCOC of Virginia RSA #2, Inc. (USC)	Virginia RSA 2 Limited Partnership d/b/a ALLTEL	NO
CMA684	Virginia 4 - Bedford	USCOC of Virginia RSA #3, Inc. (USC)	Alltel Communications of Virginia No. 1 LLC (ALL)	NO
CMA686	Virginia 6 - Highland	Virginia Cellular, LLC (ALL)	Alltel Communications of Virginia No. 1 LLC (ALL)	YES
CMA687	Virginia 7 - Buckingham	USCOC of Virginia RSA #3, Inc. (USC)	Alltel Communications of Virginia No. 1 LLC (ALL)	NO
CMA688	Virginia 8 - Amelia	Alltel Communications of Virginia No. 1, LLC (ALL)	Cellco Partnership (VZW)	YES
CMA689	Virginia 9 - Greensville	Alltel Communications of Virginia No. 1, LLC (ALL)	Cellco Partnership (VZW)	YES
CMA690	Virginia 10 - Frederick	New Cingular Wireless PCS, LLC (AT&T)	Washington, DC SMSA Limited Partnership (VZW)	NO
CMA691	Virginia 11 - Madison	New Cingular Wireless PCS, LLC (AT&T)	Alltel Communications of Virginia No. 1, LLC (ALL)	NO
CMA706	West Virginia 6 - Lincoln	New Cingular Wireless PCS, LLC (AT&T)	ALLTEL Communications of Ohio No. 3, Inc. (ALL)	NO
CMA708	Wisconsin 1 - Burnett	American Cellular, LLC (AT&T)	Wisconsin RSA #1 Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA709	Wisconsin 2 - Bayfield	American Cellular, LLC (AT&T)	Wisconsin RSA #2 Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA710	Wisconsin 3 - Vilas	American Cellular, LLC (AT&T)	UC/PTC Wisconsin, LLC (ALL)	NO
CMA711	Wisconsin 4 - Marinette	American Cellular, LLC (AT&T)	Wisconsin RSA #4 Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA712	Wisconsin 5 - Pierce	United States Cellular Operating Company, LLC (USCC)	Midwest Wireless Wisconsin, LLC d/b/a Alltel (ALL)	NO
CMA713	Wisconsin 6 - Trempealeau	United States Cellular Operating Company, LLC (USCC)	Wisconsin RSA #6 Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA714	Wisconsin 7 - Wood	United States Cellular Operating Company, LLC (USCC)	Wisconsin RSA #7 Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA715	Wisconsin 8 - Vernon	United States Cellular Operating Company, LLC (USCC)	Wisconsin RSA #8 Limited Partnership d/b/a ALLTEL (ALL)	NO
CMA716	Wisconsin 9 - Columbia	United States Cellular Operating Company, LLC (USCC)	Milwaukee SMSA Limited Partnership (AT&T)	NO
CMA717	Wisconsin 10 - Door	United States Cellular Operating Company, LLC (USCC)	Wisconsin RSA-10 Limited Partnership	NO
CMA718	Wyoming 1 - Park	WWC Holding Company, Inc. (ALL)	Wyoming 1-Park Limited Partnership (VZW)	YES
CMA719	Wyoming 2 - Sheridan	WWC Holding Company, Inc. (ALL)	Cellular, Inc. Financial Corporation (VZW)	YES

Combined Cellular Holdings of Verizon Wireless - ALLTEL

Attachment B

CMA	Market Name	Cellular A-Block	Cellular B-Block	Both?
CMA720	Wyoming 3 - Lincoln	WWC Holding Company, Inc. (ALL)	Union Telephone Company	NO
CMA721	Wyoming 4 - Niobrara	WWC Holding Company, Inc. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
CMA722	Wyoming 5 - Converse	WWC Holding Company, Inc. (ALL)	Verizon Wireless (VAW) LLC (VZW)	YES
Total CMA Markets w/VZW-ALLTEL controlling Cellular A & B				159

VZW-ALLTEL Overlap in Proposed Additional AL-GA-ID Divestiture Markets

County	ST	CMA	MTA	BTA	EA	REA	Verizon Wireless				Vista CW	Rural Cellular (now VZW)		ALLTEL				Total Cellular, PCS, AWS, ESMR, 700		Total Cellular, PCS, ESMR, 700 MHz		Total CMRS MHz Toward 95 MHz Screen		
							CL	CW	AWS	700		CL	CW	CL	CW	AW	700	VZ	AT	VZ	AT			
CMA153 / Columbus AL - GA - NO DIVESTITURE PROPOSED																								
Russell	AL	153	11	92	39	2	25	0	20	34	0	0	10	25	10	0	0	89	35	69	35	104		
Chattahoochee	GA	153	11	92	39	2	25	0	20	34	0	0	10	25	10	0	0	89	35	69	35	104		
Muscogee	GA	153	11	92	39	2	25	0	20	34	0	0	10	25	10	0	0	89	35	69	35	104		
CMA261 / Albany, GA - NO DIVESTITURE PROPOSED																								
Dougherty	GA	261	11	6	37	2	25	0	20	22	0	0	10	25	0	0	0	77	25	57	25	82		
Lee	GA	261	11	6	37	2	25	0	20	22	0	0	10	25	0	0	0	77	25	57	25	82		
CMA311 / AL-5 Cleburne - NO DIVESTITURE PROPOSED																								
Chambers	AL	311	11	334	40	2	0	0	20	34	0	25	0	25	0	0	0	79	25	59	25	84		
Clay	AL	311	29	17	39	2	0	10	20	22	0	25	0	0	10	0	0	77	10	57	10	67		
Cleburne	AL	311	29	17	40	2	0	10	20	34	0	25	0	0	10	0	0	89	10	69	10	79		
Coosa	AL	311	29	44	39	2	0	15	20	22	0	25	0	25	0	0	0	82	25	62	25	87		
Randolph	AL	311	29	17	40	2	0	10	20	34	0	25	0	0	10	0	0	89	10	69	10	79		
Talladega (no VZW-ALLTEL overlap reported)																								
Tallapoosa	AL	311	29	44	39	2	0	15	20	22	0	25	0	25	0	0	0	82	25	62	25	87		
CMA314 / AL-8 Lee - NO DIVESTITURE PROPOSED																								
Barbour	AL	314	11	92	36	4	25	0	20	22	0	0	10	25	10	0	0	77	35	57	35	92		
Bullock	AL	314	29	305	79	4	25	0	20	22	0	0	0	25	10	0	0	67	35	47	35	82		
Henry	AL	314	29	115	36	4	25	0	20	22	0	0	25	25	10	0	0	92	35	72	35	107		
Lee	AL	314	11	334	39	2	25	0	20	22	0	0	0	25	0	0	0	67	25	47	25	72		
Macon	AL	314	29	305	39	2	25	0	20	22	0	0	0	25	10	0	0	67	35	47	35	82		
CMA375 / GA-5 Haralson - NO DIVESTITURE PROPOSED																								
Carroll (no VZ-ALLTEL overlap reported)																								
Coweta	GA	375	11	24	40	2	25	10	20	34	0	0	0	25	0	0	0	89	25	69	25	94		
Haralson (no VZ-ALLTEL overlap reported)																								
Heard	GA	375	11	237	40	2	25	0	20	34	0	0	0	25	0	0	0	79	25	59	25	84		
Troup	GA	375	11	237	40	2	25	0	20	34	0	0	0	25	0	0	0	79	25	59	25	84		

VZW-ALLTEL Overlap in Proposed Additional AL-GA-ID Divestiture Markets

County	ST	CMA	MTA	BTA	EA	REA	Verizon Wireless				Vista CW	Rural Cellular (now VZW)		ALLTEL				Total Cellular, PCS, AWS, ESMR, 700		Total Cellular, PCS, ESMR, 700 MHz		Total CMRS MHz Toward 95 MHz Screen				
							CL	CW	AWS	700		CL	CW	CL	CW	AW	700	VZ	AT	VZ	AT					
CMA376 / GA-6 Spalding - NO DIVESTITURE PROPOSED																										
Crawford	GA	376	11	271	38	2	25	10	20	22	0	0	0	25	0	0	0	77	25	57	25					82
Harris	GA	376	11	92	39	2	25	0	20	22	0	0	10	25	10	0	0	77	35	57	35					92
Lamar (no VZ-ALLTEL overlap reported)																										
Meriwether	GA	376	11	24	40	2	25	10	20	34	0	0	0	25	0	0	0	89	25	69	25					94
Monroe (no VZ-ALLTEL overlap reported)																										
Pike	GA	376	11	24	40	2	25	10	20	34	0	0	0	25	0	0	0	89	25	69	25					94
Spalding (no VZ-ALLTEL overlap reported)																										
Talbot	GA	376	11	92	40	2	25	0	20	34	0	0	10	25	10	0	0	89	35	69	35					104
Taylor	GA	376	11	271	38	2	25	10	20	22	0	0	0	25	0	0	0	77	25	57	25					82
Upson	GA	376	11	24	40	2	25	10	20	34	0	0	0	25	0	0	0	89	25	69	25					94
CMA392 / ID-5 Butte - NO DIVESTITURE PROPOSED																										
Blaine	ID	392	36	451	149	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
Butte	ID	392	36	202	148	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
Camas	ID	392	36	451	149	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
Cassia	ID	392	36	451	149	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
Gooding	ID	392	36	451	149	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
Jerome	ID	392	36	451	149	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
Lincoln	ID	392	36	451	149	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
Minidoka	ID	392	36	451	149	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
Twin Falls	ID	392	36	451	149	6	25	10	0	34	0	0	0	25	0	0	0	69	25	69	25					94
CMA393 / ID-6 Clark - NO DIVESTITURE PROPOSED																										
Bannock	ID	393	36	353	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25					82
Bear Lake	ID	393	36	353	143	5	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25					82
Bingham	ID	393	36	202	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25					82
Bonneville	ID	393	36	202	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25					82
Caribou	ID	393	36	353	143	5	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25					82
Clark	ID	393	36	202	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25					82
Franklin	ID	393	36	258	152	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25					82
Fremont	ID	393	36	202	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25					82

VZW-ALLTEL Overlap in Proposed Additional AL-GA-ID Divestiture Markets

County	ST	CMA	MTA	BTA	EA	REA	Verizon Wireless				Vista CW	Rural Cellular (now VZW)		ALLTEL				Total Cellular, PCS, AWS, ESMR, 700		Total Cellular, PCS, ESMR, 700 MHz		Total CMRS MHz Toward 95 MHz Screen
							CL	CW	AWS	700		CL	CW	CL	CW	AW	700	VZ	AT	VZ	AT	
Jefferson	ID	393	36	202	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25	82
Madison	ID	393	36	202	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25	82
Oneida	ID	393	36	353	152	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25	82
Power	ID	393	36	353	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25	82
Teton	ID	393	36	202	148	6	25	10	0	22	0	0	0	25	0	0	0	57	25	57	25	82

DECLARATION UNDER PENALTY OF PERJURY

I, E. Kelly Bond, hereby state the following:

1. I am the President of Public Service Communications in Reynolds, Georgia.
2. I have read the foregoing "Petition to Condition Transaction Approval." With the exception of those facts of which official notice can be taken, all facts set forth therein are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 11th day of August, 2008.



E. Kelly Bond

CERTIFICATE OF SERVICE

I hereby certify that I am an attorney with the law offices of Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP and that on August 11, 2008 I caused to be sent by electronic mail (e-mail), a copy of the foregoing "**Petition to Condition Transaction Approval**" to the following:

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