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September 17, 2008

VIA HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Response to Information Request
Applications of Atlantis Holdings LLC and Cellco Partnership d/b/a Verizon
Wireless for Transfer of Control; WT Docket No. 08-95

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Dear Ms. Dortch:

In accordance with the Protective Order in this proceeding,¹ and the instructions we have received from the staff of the Wireless Telecommunications Bureau, enclosed please find two copies of the redacted version of the narrative responses of Atlantis Holdings LLC and Cellco Partnership d/b/a Verizon Wireless to Staff's General Information Request, dated September 11, 2008. This document is also being filed today on ECFS.

Per the Protective Order, the Applicants are also filing today, under separate transmittal, one copy of the confidential version of this response. In addition, two copies of the confidential version are being hand-delivered to Susan Singer of the Wireless Telecommunications Bureau.

Please contact the undersigned attorneys for the Applicants should you have any questions regarding this submission or should you require additional information.

¹ *Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent to Transfer Control*, Protective Order, WT Docket No. 08-95, DA 08-1718 (rel. July 29, 2008) ("Protective Order").



Ms. Marlene H. Dortch
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Respectfully submitted,

Atlantis Holdings LLC

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In re Applications of)
)
ATLANTIS HOLDINGS LLC, Transferor,)
)
and) WT Docket No. 08-95
)
CELLCO PARTNERSHIP d/b/a)
VERIZON WIRELESS, Transferee,)
)
for Consent to the Transfer of Control of)
Commission Licenses and Authorizations)
Pursuant to Sections 214 and 310(d) of the)
Communications Act)

RESPONSE OF
ATLANTIS HOLDINGS LLC AND VERIZON WIRELESS
TO THE WIRELESS TELECOMMUNICATIONS
BUREAU'S SEPTEMBER 11, 2008
GENERAL INFORMATION REQUEST

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**RESPONSE OF
ATLANTIS HOLDINGS LLC AND VERIZON WIRELESS
TO THE WIRELESS TELECOMMUNICATIONS
BUREAU'S SEPTEMBER 11, 2008
GENERAL INFORMATION REQUEST**

Atlantis Holdings LLC ("Atlantis Holdings") and Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") provide the information requested in the September 11, 2008 letter from James D. Schlichting, Acting Chief of the Wireless Telecommunications Bureau and the attached General Information Request, also dated September 11, 2008. The following pages restate each of the Bureau's questions and provide the Applicants' response in narrative or tabular form, as appropriate. Where specific documents are requested to be produced, the Applicants have attached those documents.

In light of the information, data, and documents sought by the Commission, much of the narrative, appendices and submitted documents contain material that is extremely sensitive, from a commercial, competitive and financial perspective, that the Applicants would not, in the normal course of its business, reveal to the public or its competitors. Where appropriate, therefore, much material is being submitted on a confidential basis pursuant to the Protective Order in this proceeding.¹ The confidential, unredacted submission is marked "*CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 08-95 before the Federal Communications Commission.*" A version of the response redacting the confidential information and available to the public is being filed electronically in the Commission's ECFS system.

¹ *Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent to Transfer Control, Protective Order, WT Docket No. 08-95, DA 08-1718 (rel. July 29, 2008) ("Protective Order").*

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Consistent with the Protective Order, the Applicants expect prompt notification of any "Acknowledgment of Confidentiality" submitted by any person seeking access to the confidential, unredacted material. The Applicants also request the return of all confidential material at the conclusion of this proceeding.

Document and Data Request Regarding Material Contained in the Application

QUESTION II.1.

1. *At pages 9 through 14 of Exhibit 1 of the Application, the Applicants discuss the benefits of expanding the geographic reach of the combined entity, including into rural areas. Provide the POPs, the percentage of the total U.S. geographic area, and the number of RSAs covered by:*
 - a. *Verizon Wireless’s networks, including a separate breakout for each of the following:*
 - i. *Its total CDMA network.*
 - ii. *Its CDMA network deployed with 1xRTT.*
 - iii. *Its CDMA network deployed with EvDO.*
 - iv. *Its CDMA network deployed with EvDO Rev. A.*
 - v. *Its CDMA network deployed with LTE.*
 - b. *Verizon Wireless’s licenses.*

RESPONSE TO QUESTIONS II.1.a. and II.1.b.:

The following table provides the information requested:

Metric	Covered					Licensed
	Total CDMA Network	Total CDMA Network with:				
		1xRTT	EvDO	EvDO Rev. A	LTE	
POP's	267,784,907	267,784,907	256,454,756	256,454,756	0	297,919,998
% of U.S. Geographic Area	██████████	██████████	██████████	██████████	█	██████████
Number of RSAs	333	333	287	287	0	435

Notes: ¹ Data is as of 2Q 2008.
² Includes RSAs with Verizon Wireless CDMA network coverage comprising 2% or more of the land area of the RSA or licensed coverage, respectively.

- c. *ALLTEL’s networks, including a separate breakout for each of the following:*
 - i. *Its total CDMA network.*

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- ii. *Its CDMA network deployed with 1xRTT.*
 - iii. *Its CDMA network deployed with EvDO.*
 - iv. *Its CDMA network deployed with EvDO Rev. A.*
 - v. *Its CDMA network deployed with LTE.*
 - vi. *Its total GSM network.*
 - vii. *Its total GSM network deployed with GPRS.*
 - viii. *Its total GSM network deployed with EDGE.*
 - ix. *Its total GSM network deployed with UMTS/HSDPA.*
- d. *ALLTEL's licenses.*

RESPONSE TO QUESTIONS II.1.c. and II.1.d.:

The following table provides the information requested:

Metric	Covered					Licensed
	Total CDMA Network	Total CDMA Network with:				
		1xRTT	EvDO	EvDO Rev. A	LTE	
POP's	75,965,981	75,965,981	57,869,756	██████████	0	83,425,541
% of US Geographic Area	██████████	██████████	██████████	██████████	██████████	██████████
Number of RSA's	254	254	211	████	0	269 ²

- Notes:
- ¹ ALLTEL CDMA network coverage data is the latest American Roamer data available to the company (1Q 2008 for CDMA 1x, 2Q 2008 for EvDO). EvDO Rev. A figures based on internal company data for 2008 build.
 - ² ALLTEL licensing data is as of 2Q 2008.
 - ³ Includes RSAs with ALLTEL CDMA network coverage comprising 2% or more of the land area of the RSA or licensed coverage, respectively.

² The Applicants note that the original application described ALLTEL as having a cellular and PCS license footprint covering 265 RSAs. The Applicants' reply further noted that ALLTEL had two additional RSAs that had not been included within the original footprint calculations, bringing the total number of cellular and PCS licensed RSAs to 267. The figure provided herein includes two additional RSAs where ALLTEL has no cellular or PCS licenses, but does hold AWS or 700 MHz licenses.

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Metric	Covered				
	Total GSM Network	Total GSM Network with:			
		GSM	GPRS	EDGE	UMTS/HSDPA
POP's	8,512,324	8,512,324	8,512,324	██████████	0
% of US Geographic Area	██████████	██████████	██████████	██████████	0
Number of RSA's	113	113	113	█	0

Notes: ¹ ALLTEL GSM network coverage data is as of 3Q 2008
² Includes RSAs with ALLTEL GSM network coverage comprising 2% or more of the land area of the RSA or licensed coverage, respectively.

Provide the POPs, the percentage of the total U.S. geographic area, and the number of RSAs that will be covered, at the time of the consummation of the proposed transaction, by:

- e. *The combined entity's networks, including a separate breakout for each of the following:*
 - i. *Its total CDMA network*
 - ii. *Its CDMA network deployed with 1xRTT*
 - iii. *Its CDMA network deployed with EvDO.*
 - iv. *Its CDMA network deployed with EvDO Rev. A.*
 - v. *Its CDMA network deployed with LTE.*
 - vi. *Its total GSM network, if different from item II.1.c.vi-ix above.*
- f. *The combined entity's licenses.*

RESPONSE TO QUESTIONS II.1.e. and II.1.f.:

The following table provides the information requested:

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accelerate deployment – the Applicants cannot specify the number of months the merger would accelerate deployment.

ALLTEL currently has deployed EvDO Rev. A to only [REDACTED] percent of its *total EvDO POPs* and [REDACTED] percent of its *EvDO geographic area*, [REDACTED]. In contrast, Verizon Wireless has committed to convert all of ALLTEL's EvDO Rev. 0 POPs and geography to Rev. A within one year of the deal closing. This will result in an expansion of EvDO Rev. A from [REDACTED] percent to [REDACTED] percent of ALLTEL's *total licensed POPs* and from [REDACTED] percent to [REDACTED] percent of its *licensed geographic area*, covering a significant number of POPs and square miles that ALLTEL's current EvDO Rev. A rollout does not reach. Consistent with Verizon Wireless' aggressive deployment of EvDO Rev. A (as evidenced by the response to Question II.1.a.) and, as additional capital becomes available, Verizon Wireless will also begin to deploy EvDO Rev. A in other parts of ALLTEL's network, including sites where ALLTEL currently offers only 1xRTT.

The merger of ALLTEL's wireless properties into Verizon Wireless offers significant economic resources for the build-out of advanced wireless networks in ALLTEL's territory. The current credit crunch has caused Atlantis Holdings to become concerned that, in the future it will be difficult to obtain the capital necessary to deploy advanced technology and grow ALLTEL's rural presence. By contrast, Verizon Wireless is well-positioned to invest in, and provide additional services to, rural markets. Given the inherent costs associated with delivering next generation wireless technology to rural America, and the long term capital intensiveness associated with that build-out, Verizon Wireless has a greater ability to access the necessary capital given its more favorable financial leverage and enhanced credit ratings.

to more easily and rapidly deploy LTE without the delays associated with building facilities from scratch.

As a result, Verizon Wireless expects to be able – and plans – to fully deploy LTE across ALLTEL's coverage footprint within the same 2010-█████ timeframe as Verizon Wireless plans to deploy LTE within its existing service areas. That means that, ██████████, Verizon Wireless expects to have fully deployed LTE throughout the ALLTEL footprint. While ALLTEL announced in May 2008 that it will use LTE for its fourth generation ("4G") wireless services, it has no schedule for deploying this technology. Further, ALLTEL does not have 700 MHz or similar greenfield spectrum to facilitate the deployment of LTE. Also, as noted in response to Question II.2., Verizon Wireless has a greater ability to access the necessary capital for this deployment, especially in today's economic environment. Accordingly, while the Applicants cannot specify by how many months the merger would speed the implementation of LTE in ALLTEL's markets, the transaction will plainly enable the progression to 4G technology and substantially accelerate implementation of LTE in the former ALLTEL markets.

QUESTION II.4.

4. *At page 16 of Exhibit 1 of the Application, the Applicants state that due to the compatibility of ALLTEL's CDMA network with Verizon Wireless's network, the integration of the CDMA networks will be rapid. Describe in detail the timeline for Verizon Wireless to integrate ALLTEL's CDMA network into Verizon Wireless's existing operation.*

RESPONSE TO QUESTION II.4.:

Based on its experience with prior acquisitions, Verizon Wireless estimates that it will be able to begin CDMA network integration immediately after closing and that it will take approximately 18-24 months to complete the majority of the CDMA network integration. However, Verizon Wireless cannot provide a more exact timeframe for integrating ALLTEL's

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CDMA network into Verizon Wireless' existing operations because the companies have not yet conducted detailed integration planning and Verizon Wireless does not yet have the kind of detailed information about ALLTEL's network and operations that would be needed before a precise estimate could be made.

The initial integration work (0-12 months after closing) will focus on enhancing interoperability between the two networks to provide seamless operation. Both Verizon Wireless and ALLTEL use the same infrastructure vendors and have experience building multi-vendor CDMA networks. The companies can enhance interoperability between the two networks by adding connectivity and by using software features that are already present in both networks. These enhancements will improve service quality for customers.

The longer-term integration work (6-24 months after closing) will focus on geographic areas where the companies have overlapping network switching and cell sites. In such areas, there is no need to replace or retire network infrastructure. Rather, the equipment will be reconfigured to maximize efficiency and eliminate redundancies. Because the overlapping networks may have some redundant facilities, surplus equipment will be redeployed to other areas. The combined network can be expected to provide more coverage, more capacity and operate more efficiently. As noted above, Verizon Wireless expects to complete this integration within approximately 18-24 months of closing.

QUESTION II.5.

5. *At page 5 and 15 of Exhibit 1 of the Application, the Applicants discuss ALLTEL's GSM network.*
- a. *Describe in detail Verizon Wireless's plans for ALLTEL's GSM network. Does Verizon Wireless plan to shutdown ALLTEL's GSM network and if so what is the timeline for such shutdown? Or does Verizon Wireless plan to operate ALLTEL's GSM network indefinitely? Does Verizon Wireless have plans to maintain, upgrade, and expand this GSM network?*

RESPONSE TO QUESTION II.5.a.:

Verizon Wireless plans to operate the ALLTEL GSM network indefinitely, except in markets where it is subject to divestiture requirements. Verizon Wireless has made several commitments with respect to roaming that will require the company to maintain the GSM roaming network (*see* Reponse to Question II.5.c. below). In addition, Verizon Wireless views ALLTEL's GSM roaming network as a successful business and plans to maintain this line of business, and therefore the GSM network, beyond these commitments for as long as it makes business sense to do so.

As it does with every aspect of its business, Verizon Wireless will maintain the GSM network consistent with the company's longstanding focus on network reliability and quality. Verizon Wireless will thus maintain the network to at least its current level of quality, including any necessary upgrades and investments. At this time, Verizon Wireless has no plans to expand geographically the areas covered by ALLTEL's GSM network.

- b. *Provide a list of markets (by CMAs) in which, post-transaction, the combined firm will hold the sole GSM license.*

RESPONSE TO QUESTION II.5.b.:

After the merger is complete and Verizon Wireless has satisfied its 85 CMA divestiture commitment, there will be at least one other GSM carrier licensed in every retained CMA in which ALLTEL currently provides GSM service.

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- c. *Does Verizon Wireless plan to renew or extend GSM roaming contracts when their terms expire?*

RESPONSE TO QUESTION II.5.c.:

Verizon Wireless has committed to honor ALLTEL's existing roaming agreements with other carriers; to keep all of ALLTEL's roaming agreements with each regional, small and/or rural carrier in force for the full term of the agreement, notwithstanding any early termination rights; and to keep the rates set forth in ALLTEL's existing roaming agreements with each regional, small and/or rural carrier for the full term of the agreement or two years, which ever occurs later. Each of these commitments applies to ALLTEL's GSM (as well as CDMA) roaming agreements. Consistent with how Verizon Wireless works with its CDMA roaming partners today and consistent with the response to Question II.5.a., Verizon Wireless will renew agreements or negotiate extended agreements with GSM roaming partners based on the business and market conditions at the time those agreements and/or the commitments described above expire, or upon the request of a GSM roaming partner.

QUESTION II.6.

6. *At page 18 to 19 of Exhibit 1 of the Application, the Applicants state that ALLTEL customers will be able to access a broader range of services and content, such as VCast, VzNavigator, and Global Positioning System data.*
- a. *Discuss where VCast, VzNavigator, and Global Positioning System data is currently offered on Verizon Wireless's network. Include in this discussion the total POPs, the percentage of the total U.S. geographic area, the percentage of Verizon Wireless's total service area, and the number of RSAs in which these services are offered.*

RESPONSE TO QUESTION II.6.a.:

VCast™ is available everywhere Verizon Wireless has deployed EVDO, and thus is available to 256,454,756 POPs in █████ percent of the geographic area of the United States. VCast™ service is offered in at least some geographic area within 287 RSAs.

VZNavigator™ and Global Positioning System (“GPS”) data is currently available throughout Verizon Wireless’ entire CDMA network and thus is available to 267,784,907 POPs in [REDACTED] percent of the geographic area of the United States. VZNavigator™ and GPS data is currently offered in at least some geographic area within 333 RSAs. Verizon Wireless anticipates that VZNavigator™ and GPS data will shortly be available anywhere the device can obtain GPS signals, even if the Verizon Wireless network is not available in such locations.

- b. *Explain how many of Verizon Wireless’s customers subscribe to/use VCast, as percentages of data and total customers.*

RESPONSE TO QUESTION II.6.b.:

Based on data as of 2nd quarter 2008, [REDACTED] percent of Verizon Wireless’ data customers ([REDACTED]) and [REDACTED] percent of its total customer base subscribe to or use VCast™.

- c. *Clarify whether ALLTEL provides similar services and content.*

RESPONSE TO QUESTION II.6.c.:

ALLTEL offers forms of music and video content, navigation applications and GPS.

However, they differ from Verizon Wireless’ offerings, as discussed below:

- *Video and music content.* ALLTEL has a Music Connect product which also offers music. However, Verizon Wireless’ service has a direct connection with Rhapsody for mainstream full track downloads to PCs. Verizon Wireless also has integrated the SongID application to enhance song search capabilities adding direct purchase of songs from the application. ALLTEL offers ALLTEL TV and ALLTEL TV on Demand, which have many similar channels to VCast™ Video Clips and VCast™ Mobile TV. However, VCast™ also offers several popular channels and content sources that ALLTEL does not offer, such as ESPN.
- *Navigation applications.* ALLTEL has a product called ALLTEL Navigation which offers a similar, but different, application to VZNavigator™. However, the transaction will permit VZNavigator to be available across the combined company’s service area, enabling customers to use it in more areas.
- *GPS.* ALLTEL offers GPS to its customers. However, Verizon Wireless offers several network GPS enhancements that ALLTEL does not offer. Verizon Wireless utilizes a UP-LGPM (user plane location gateway and privacy manager) along with a PDE (position determining entity), ALLTEL offers only a PDE. This provides a

higher level security and provides the ability to do authentication on the network server side. Also, this enhancement allows for greater usage measurement and the ability to bill based upon usage and/or the number of users. The Verizon Wireless network has the ability for greater user flexibility and control through a Location Management tool. This tool can be accessed and monitored by users through the web or by downloading an application to the handset. Verizon Wireless also offers a popular GPS/LBS service called Friend Finder offered by Loopt, which ALLTEL does not provide.

- d. *Post transaction, what is the timeframe for making these services and content available to ALLTEL customers?*

RESPONSE TO QUESTION II.6.d.:

Based on its experience in prior transactions, Verizon Wireless estimates that it would be able to make its services and content available to current ALLTEL customers on a market-by-market basis beginning 4 months from closing and completing 14 months thereafter. However, Verizon Wireless cannot provide a more exact timeframe for making these services and content available to ALLTEL customers because the companies have not yet conducted detailed integration planning and Verizon Wireless does not yet have the kind of detailed information about ALLTEL's network and operations that would be needed before a precise estimate could be made.

QUESTION II.7.

7. *At page 11 of Exhibit 1 of the Application, the Applicants state that Verizon Wireless will “bring its considerable technical expertise and commitment to deploying cutting-edge, high speed wireless broadband technology to these areas, many of which do not have any alternatives for wireless broadband service today.” Provide the number of rural RSAs and counties within ALLTEL’s licensed footprint that do not have any wireless broadband service today. Describe Verizon Wireless’s plans to provide wireless broadband service to these rural RSAs and counties.*

RESPONSE TO QUESTION II.7.:

Verizon Wireless is committed to deploying cutting-edge, high speed broadband EvDO Rev. A wireless technology in ALLTEL’s network and ultimately migrating to next generation

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LTE. Although the Applicants have not attempted to determine the extent of broadband deployment by third parties, as discussed in response to Questions II.1.c. and II.1.d. above, currently ALLTEL has deployed EvDO Rev. A in only portions of ■■■ RSAs (including ■■■ FCC-defined “rural” counties), leaving ■■■ RSAs (including ■■■ FCC-defined “rural” counties) in its footprint without high speed EvDO Rev. A coverage. Verizon Wireless has deployed EVDO Rev. A, throughout its broadband network, which provides significant increases in throughput to the broadband customer over EvDO Rev. 0. Verizon Wireless has committed to upgrade ALLTEL’s EvDO Rev. 0 network to EvDO Rev. A within one year of the deal closing. As a result, the ■■■ RSAs (including ■■■ FCC-defined “rural” counties)³ will all be converted to EvDO Rev. A. Moreover, as additional capital becomes available, Verizon Wireless intends to bring EvDO Rev. A to the ■■■ RSAs (including ■■■ FCC-defined “rural” counties) where ALLTEL has 1xRTT coverage, but has not yet deployed any EvDO services. Finally, ■■■ ■■■, Verizon Wireless intends to deploy the next generation of wireless broadband, LTE, in all ■■■ RSAs (including ■■■ FCC-defined “rural” counties) that ALLTEL’s network currently covers.

QUESTION II.8.

8. *At pages 16 to 17 of Exhibit 1 of the Application, the Applicants generally discuss benefits of Verizon Wireless expanding its advanced network to ALLTEL’s service area. Explain and provide specific examples of how service reliability and spectral efficiency will improve as a result of the proposed transaction. Explain and provide specific examples of how the proposed transaction will increase the Applicants’ ability to meet public safety requirements and emergency preparedness.*

³ These 165 RSAs represent the EvDO RSAs shown in the response to Question II.1.c. less the RSAs having EvDO Rev. A.

RESPONSE TO QUESTION II.8.:

Spectral Efficiency. As a result of the acquisition of ALLTEL by Verizon Wireless, spectral efficiency can be improved principally through wider deployment of more efficient modulation schemes, realization of greater trunking efficiencies, and network integration benefits, such as reduced need for guard bands and improved cell site configuration.

- *More efficient modulation scheme.* As previously noted (*see* Response to Question II.1. above), Verizon Wireless has committed to upgrade ALLTEL's current EvDO Rev. 0 facilities to EvDO Rev. A. EvDO Rev. A is a much more spectrum efficient technology in that it provides higher data rates to the user and the capability to serve more users at one time. This is accomplished by a number of enhancements, which include more complex modulation schemes, improved data schedulers, and improved user handoffs. Not only will customers experience improved upload throughput peak rates from 153 kbps to 1800 kbps and improved download throughput peak rates from 2.4 Mbps to 3.1 Mbps, but users will also experience fewer dropped data sessions. Since EvDO Rev. A can technically handle more users, under heavy load conditions users in the ALLTEL regions will have higher probabilities of gaining service using the EvDO Rev. A service provided by Verizon Wireless.
- *Trunking efficiencies.* In all communications networks, the number of users in a given area is much larger than the amount of network resources available for that given served area. However, since all users of that network do not access the network at the same time, a smaller number of communication channels (radio channels) can statistically support these users. This concept is known as trunking efficiency and that exploits the statistical nature of the user's access to the network. With the ALLTEL acquisition, Verizon Wireless will be adding more radio channels to its existing network in markets like Harrisonburg, VA and Goldsboro-Kinston, NC. With the increase in radio channels, the newly formed network, on average, will be able to handle more users than the two networks operating separately, due to trunking efficiency.
- *Elimination of guard bands.* Additional efficiencies can also be realized through some specific engineering ideals in unique spectrum allocations. For example, in the Fergus Falls, Minnesota BTA, Verizon Wireless and ALLTEL hold licenses for the adjacent 10 MHz E and F blocks of PCS spectrum. As separate companies, Verizon Wireless and ALLTEL are restricted in the use of these blocks due to the need to protect each other's system from interference. Two contiguous 10 MHz PCS licenses each support 3 CDMA carriers for a total of 6 CDMA carriers and a guard band to protect against interference between the two licensees. When one operator has access to two contiguous 10 MHz PCS licenses, the operator can replace the guard band with an additional CDMA carrier for a total of 7 CDMA carriers. Integrating the two networks will allow Verizon Wireless to combine the E and F blocks into contiguous

spectrum, eliminating the need for the guard band and allowing more of the spectrum to be used for capacity, thereby allowing more traffic to be handled on the same amount of spectrum. There are numerous other examples where adjacent spectrum can be used more efficiently, such as in the Jacksonville, Florida; Corpus Christi, Texas; and Green Bay, Wisconsin markets. With the proposed acquisition, these spectrum holdings will be combined, thus removing the need for this guard band or wasted spectrum. Instead, this extra spectrum can be used for an additional radio channel to again handle more users.

- *Improved cell site configuration.* Although Verizon Wireless has not been able to undertake a market-by-market analysis of network integration, in areas where both ALLTEL and Verizon Wireless currently operate facilities-based networks it is anticipated that the combined company will be able to select certain cell sites from both networks to supplement existing coverage, increase cell density if needed, and improve coverage in areas with low signal strengths or dead spots. One characteristic of cellular networks is the ability to realize overall capacity gains – and therefore improve spectral efficiency – through the use of cell splitting and increasing density.

Service reliability. The combined company will be able to improve service reliability in the overlap regions through application of Verizon Wireless' industry leading best engineering practices to the ALLTEL markets, as well as through the coverage and capacity gains noted above. Verizon Wireless is currently, and has been, recognized as a leader in wireless service quality and customer satisfaction. The combined company will apply these same standards to the ALLTEL markets.

In addition, as noted above, the integration of the ALLTEL network into the Verizon Wireless network will result in increased capacity, broader geographic coverage, and improved coverage in existing areas. These improvements will mean fewer dropped calls, improved connection availability and better connection speeds – improved reliability. Moreover, as discussed in response to Question II.9., the integration of the two networks will permit seamless hand-off between markets for mobile users where such capabilities do not exist today.

Public Safety Requirements and Emergency Preparedness. The combined company will also realize benefits for Public Safety users and through better emergency preparedness. As

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an initial matter, Verizon Wireless' commitment to expand EvDO Rev. A capabilities in ALLTEL's footprint will inure to the benefit of Public Safety users as much as it benefits other customers. The deployment of EvDo Rev. A will enable first responder customers of the combined company to access the most advanced wireless services and applications (*e.g.*, high capacity downloads, location-based applications, video messaging). The additional capacity made possible by this technology will enhance the reliability of the network during heavy use emergency situations. It will also make it easier to provide dedicated channel resources to emergency teams for immediate communications.

Further, Verizon Wireless voluntarily provides Wireless Priority Service ("WPS") to national security and emergency services providers throughout most of its service areas and expects to complete deployment throughout the remainder of its service areas by early 2009. Through its WPS offerings, Verizon Wireless greatly increases the probability of call completion when an authorized user is unable to complete priority calls while using their handset. Verizon Wireless' WPS provides a substantial benefit to public safety users and has been utilized on several occasions, including most recently during hurricanes Gustav and Ike. ALLTEL currently does not offer WPS, although it plans to start deploying WPS in some of its service areas by the end of this year. Following completion of the merger, Verizon Wireless plans to deploy WPS in the remaining ALLTEL markets with compatible equipment and to ensure that WPS users can obtain WPS service everywhere WPS is deployed. By extending WPS offerings to the ALLTEL markets and enabling National Security/Emergency Preparedness ("NS/EP") users to receive WPS service in the combined company footprint, Verizon Wireless will bring a valuable public safety benefit to Verizon Wireless and ALLTEL NS/EP users in places where it is not currently available.

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In addition, Verizon Wireless prepares year-round for natural disasters and other emergencies so public safety and private customers alike can rely on the company's network to keep them connected. For example:

- Verizon Wireless has battery back-up power at the vast majority of its sites and at all switches and, for additional reliability, the company has installed generators at all switching facilities and many cell site locations. Of the company's hundreds of new digital cell sites, 85 percent have their own on-site generators and new expanded fuel tanks to extend their power-generating capacity.
- Verizon Wireless has a fleet of dozens of Cells on Wheels (COWS), Cells on Light Trucks (COLTS), and Generators on Trailers (GOaTS) that can be rolled into hard-hit locations or areas that need extra network capacity.
- Verizon Wireless has pre-arranged fuel delivery to mobile units and generators to keep the network operating at full strength – even if power is lost for an extended period of time.

Following consummation of the proposed transaction, Verizon Wireless will extend these and other emergency preparedness procedures and resources to the newly acquired ALLTEL markets. Such steps will help maintain established wireless communications in an event of an emergency. They will also allow for the deployment of portable base stations, on an interim basis, to help improve communications service in a specific location during an emergency situation.

QUESTION II.9.

9. *At pages 16 to 17 of Exhibit 1 of the Application, the Applicants discuss the benefits of expanded seamless coverage. Explain and provide specific examples of how consumers will benefit and what changes in service will be apparent to customers due to expanded seamless coverage.*

RESPONSE TO QUESTION II.9.:

The combined company's expanded seamless coverage will increase to almost 80 million subscribers (based on 1st quarter 2008 data) the unlimited mobile-to-mobile minutes calling base available to both companies' customers. ALLTEL's customers could thus place unlimited

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mobile-to-mobile calls to an exponentially expanded number of people (from 13 million to 80 million after integration) without tapping into their monthly minutes buckets. This will result in an effective price reduction, since customers can call a larger number of people without incurring additional charges or using their monthly minutes, and presents a substantial savings opportunity for ALLTEL's customers. Likewise, Verizon Wireless' mobile-to-mobile in-network calling base will increase from 67 million to 80 million, again providing an effective price reduction that will generate savings opportunities for customers.

Seamless coverage also benefits both companies' customers by allowing them to access the same set of features and services, and maintain the same look and feel, while roaming on each others' networks, as they currently experience on their home networks. For example, both carriers currently support all voice-related features (*e.g.*, call waiting, call forwarding, caller-id, three way calling, and voicemail) and text/multimedia messaging, but only a limited set of advanced data services (1xRTT data) for roaming customers. Post-transaction and integration, the combined company's customers would enjoy the full set of services and features (*e.g.*, EvDO data rates and EvDO based services including VCast™, Music-On-Demand, Video-On-Demand, ESPN, location-based services like VZNavigator™ and Chaperone™, and Push-to-Talk) that Verizon Wireless offers to its own customers anywhere on the combined network. Moreover, Verizon Wireless customers who are used to using advanced data services including Mobile TV (MediaFLO), Dashboard, and device software updates, cannot access those services while roaming in ALLTEL markets. When integration is complete, ALLTEL customers will gain access to services like VCast™ and VZNavigator™ throughout the combined company's EvDO network, which is estimated to cover approximately 268 million POPs.

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Prepaid customers will also benefit. Because of the hot line process used when roaming, Verizon Wireless prepaid customers roaming in ALLTEL markets and ALLTEL prepaid customers roaming in Verizon Wireless markets must currently re-enter the number they are calling once connected to the Pre-Pay platform (because the original dialed number is not used in initial call processing). Once the two networks are integrated, entering the called number a second time would not be required when calling from anywhere within the expanded footprint of the combined company.

The transaction will also afford customers of the combined company expanded geographic access to Verizon Wireless retail service and support. Today, if an ALLTEL customer experiences technical problems outside of the ALLTEL retail service areas, there is no ability for that customer to take their device to a local store and seek service or assistance. Following the proposed merger and integration, ALLTEL customers who are traveling in Verizon Wireless territory will have access to Verizon Wireless' nationwide network of stores and agents, a substantially expanded customer service network. Verizon Wireless customers, in turn, could also receive assistance with their questions at an ALLTEL retail store or agent location while traveling in the ALLTEL territories.

The expanded seamless coverage of the combined company's network will additionally improve the call hand-off between service areas. The hand-off of calls between cell sites in the same integrated network can be managed more effectively and smoothly than calls between contiguous networks with different operators and differing technology and processes. The expansion of Verizon Wireless' seamless coverage will benefit customers by enabling them to enjoy smoother hand-offs in more areas, with a reduced number of dropped calls.

QUESTION II.10.

10. *At page 20 of Exhibit 1 of the Application, the Applicants discuss the benefits of ALLTEL's customers being able to use the phones of other CDMA carriers because of ODI. Explain Verizon Wireless's plans for ODI in relation to its transition to LTE.*

RESPONSE TO QUESTION II.10.:

Verizon Wireless plans to have Open Development Initiative ("ODI") devices running on LTE. That technology will be launched in the 700 MHz spectrum, for which Verizon Wireless was the high bidder in Auction 73. The availability of LTE will greatly expand the potential for ODI devices and applications because of the increased speed and data throughput available with LTE. All subscribers to the combined company will have access to LTE-based devices and applications when available on the network. At this time, however, the 700 MHz licenses have not yet been granted and the standards for LTE are still in development. It would thus be premature for Verizon Wireless to outline how third party devices and applications will be deployed using LTE. When Verizon Wireless' technical specifications for LTE are established, they will be published as have the current technical standards for ODI.

QUESTION II.11.

11. *At page 20 of Exhibit 1 of the Application, the Applicants state that through ODI, Verizon Wireless "expects an innovative array of devices and applications to be deployed on its network" and that the growth potential of what products can be used on Verizon Wireless network "lies in connections." Describe in detail what specific devices, applications, and "connections" Verizon Wireless expects to be made available as a result of the ODI.*

RESPONSE TO QUESTION II.11.:

The Verizon Wireless ODI offers customers the option to use, on its nationwide wireless network, wireless devices, software and applications not offered by the company. Through ODI, anyone can design a device to be utilized on the Verizon Wireless network, or any application to

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be used on such devices, as long as the device completes the ODI certification process to ensure it meets Verizon Wireless' published technical specifications.

The devices that are coming to ODI represent the varied and innovative uses that mobility offers for personal and business services. The first device to take advantage of the open network is a wireless device from SupplyNet Communications, a 21-employee firm in Schaumburg, Ill. This battery-powered modem connects to a sensor that dips into large storage containers, like construction-site diesel tanks or tanks of shortening at a food factory. When a tank runs low, the modem sends a text message to SupplyNet, which alerts the customer that it needs a refill. This device is an example of a machine-to-machine, or M2M, application, where an automated system, like an alarm or a temperature gauge, reports its observations to a control center.

The second certified device is also an M2M device, part of an advanced radio frequency monitoring system to assist in offender compliance through BI Incorporated, a pioneer in electronic monitoring and criminal justice compliance tools. For this system, the offender wears a transmitter, and the receiver and cellular unit are placed inside the home. The entire unit allows public safety to manage compliance on a reliable and secure basis.

Other devices that are currently in the ODI process include:

- A low-cost handset for voice and SMS that will give consumers an alternative to Verizon Wireless branded handsets, yet still use America's most reliable network;
- A self-contained, industrial strength wireless router that will provide always available broadband network connectivity for applications such as public safety, data center backup, and disaster recovery;
- Various broadband routers that will offer remote device management for enterprise primary and backup wireless LAN connectivity;
- A wireless meter reader for fixed telemetry that will be packaged in a standard utility meter housing that can be positioned wherever the cellular signal strength is best; and,

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- A small, consumer oriented tracking device that will connect with a home computer to allow personal tracking and location of vehicles, children and pets.

Other devices in the pipeline include fleet tracking systems, portable gaming devices, health status tracking meters, senior citizen phones, mobile wallets, and high-end smartphones. While M2M devices are somewhat simpler, and so, have been certified more quickly, Verizon Wireless anticipates that third-party telephony devices will become available in the very near future.

All these devices offer connections, whether people-to-people, or machine-to-machine. Machine-to-machine reporting and sensing devices can be very effective in rural areas at notifying distant users of the status or condition of a certain facility or installation. Such devices save resources and time by pinpointing the facility that needs attention. People-to-people connecting devices range from alternative telephony devices to location-based systems for personal and business use.

QUESTION II.12.

12. *At pages 25 through 27 of Exhibit 1 of the Application and at paragraphs 20 through 22 of the Declaration and at pages 2 through 26 of the Reply Declaration, the Applicants discuss the cost efficiencies of the proposed transaction. Please present and support all calculations the Applicants used in determining that, in net present value, after “integration costs,” the costs of the combined entity will decrease by approximately \$9 billion.*

See spreadsheet attached as Appendix A.

- a. *Does the \$9 billion include the \$1 billion in cost savings claimed for the second year after closing the transaction? Is this \$1 billion calculated in present or future value?*

RESPONSE TO QUESTION II.12.a.:

Yes, the \$9 billion includes the \$1 billion in cost savings claimed for the second year after closing the transaction. The \$1 billion is in nominal terms and does not include an adjustment for present value. All discounting in Verizon Wireless' analysis makes use of a cost of capital rate of [REDACTED] percent.

- b. *Provide support for the claim that Verizon Wireless's costs are lower than ALLTEL's. Explain how Verizon Wireless's "cash expense per customer" compares to that of ALLTEL. Provide, if possible, a better measure of Verizon Wireless's economic cost (i.e., not merely accounting costs).*

RESPONSE TO QUESTION II.12.b.:

The following table provides the information requested:

Cash Expense per Subscriber			
	2007	1Q '08	2Q '08
VZW	\$28.24	\$28.05	\$28.02
ALLTEL	\$33.28	\$31.89	\$31.94

Source: Company public earnings reports

Cash costs per subscriber per month is calculated by dividing the reported service revenues less EDITDA by average customers for the period.

These costs included are reflective of Verizon Wireless' economic costs that exclude some non cash items, such as depreciation and amortization.

- c. *Explain how the Applicants calculated the savings incurred resulting from the elimination of the ALLTEL call center.*

RESPONSE TO QUESTION II.12.c.:

While Verizon Wireless expects to realize cost savings relating to customer care expenses, it has not made a final determination regarding which call centers will be closed. Details on the estimated cost savings relating to customer care are detailed in Appendix A, VZW-ALLTEL 018, 024.

QUESTION II.13.

13. *At pages 26 and 27 of Exhibit 1 of the Application, the Applicants discuss the cost savings that will result from the proposed transaction. Explain whether the elimination of duplicate advertising will result in lower prices for subscribers.*

RESPONSE TO QUESTION II.13.:

The Reply Declaration of Dennis Carlton, Allan Shampine and Hal Sider identifies how the proposed transaction provides incentives for the merged firm to expand output and reduce price. Pages 17-19 of that declaration highlight how certain merger-related cost reductions, including roaming and customer-service related expenses which vary with customers served, provide incentives to reduce costs. One example of the type of benefit that can result from operational efficiencies generated by this transaction is the expanded calling scope described in response to Question II.9., which provides an effective price reduction that will result in savings opportunities for customers of both companies.

The Carlton, Shampine and Sider Reply Declaration does not assert that the elimination of duplicate advertising, by itself, will result in lower prices for subscribers. However, the declaration stresses that reductions in “fixed costs” (that do not vary with customers or minutes of service provided) are also likely to benefit customers, noting (at p. 20) that while “... costs may be ‘fixed’ in the short run, the merger-related reductions in these costs benefit consumers by enabling them to realize consumer surplus associated with accelerated or expanded network deployment.” The benefits to consumers of reductions in fixed costs and the increasing recognition by academics and antitrust authorities of the benefits to consumers of reductions in fixed costs is discussed in the initial Declaration of Carlton, Sider and Shampine, pp. 12-13.

QUESTION II.14.

14. *At paragraph 42 of the Declaration, the Applicants claim that Verizon Wireless will be able to “take advantage of larger volume discounts” in procurement. Substantiate, if possible, that Applicants will receive volume discounts beyond those already awarded to Verizon Wireless by its equipment suppliers. Substantiate, if possible, that these discounts result from increased quantities of purchases.*

RESPONSE TO QUESTION II.14.:

Verizon Wireless in most cases has more favorable pricing with common vendors due to higher volumes. Shortly after the close of recent acquisitions, the more favorable pricing is applied on a going forward basis to all purchases made by the acquired company. Additional savings have also been achieved for contracts with vendors that include volume discounts and the combined entity's volume qualifies it for additional discounts. Volume discounts are included in all of the Verizon Wireless core network infrastructure contracts. The investment in core network infrastructure equipment represents the majority of the network investment. For example, in the recent acquisition of Rural Cellular Corporation, Verizon Wireless will realize a savings of at least \$ [REDACTED] over the next 3 years on core network infrastructure equipment. Based on its experience with recent acquisitions, Verizon Wireless estimates that it will achieve at least an incremental [REDACTED] percent savings on the combined network investment between ALLTEL and Verizon Wireless. However, Verizon Wireless can not determine the exact savings that the combined entity will realize because the companies have not yet conducted detailed integration planning and Verizon Wireless does not yet have detailed information about ALLTEL's existing vendor contracts and the incremental volume by vendor.

QUESTION II.15.

15. *Provide data from the most recent completed fiscal period on the number of each type of handset sold or given to Verizon Wireless subscribers, noting which of these are available only through Verizon Wireless due to exclusive arrangements with the manufacturer.*

RESPONSE TO QUESTION II.15.:

Attached as Appendix B is a list of Verizon Wireless handset models and distribution numbers for the most recently completed fiscal period, Second Quarter of 2008.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Verizon Wireless handsets generally incorporate proprietary software and hardware governing the “look and feel” of the handset that brands them as Verizon Wireless products with a Verizon Wireless user interface and user experience. Also, device colors are frequently produced for certain carriers. Such function and appearance features may be customized for the Verizon Wireless brand and advertised as “exclusive” to Verizon Wireless. Many other carriers' handsets have similar customized features.

QUESTION II.16.

16. *At page 15 to 16 of Exhibit 1 of the Application, the Applicants state that Verizon Wireless had the lowest churn rate of all major wireless carriers. Please explain how Verizon Wireless's churn rate compares to ALLTEL's churn rate (not just in markets where they compete). Please provide side-by-side recent data for the total and postpaid customer categories for each company.*

RESPONSE TO QUESTION II.16.:

The following table provides the information requested:

Churn	2Q '08		2Q '08 YTD	
	VZW	ALLTEL	VZW	ALLTEL
	Postpaid Retail Churn	0.83%	1.21%	0.88%
Total Churn	1.12%	1.92%	1.16%	1.87%

Note: Data provided by Verizon Wireless based on public information.

QUESTION II.17.

17. *Regarding the churn analysis performed by Verizon Wireless's economists, please provide details of the calculation, including information on the statistical significance of the difference in actual churn rates and those predicted from market shares. What are the results if the same analysis is performed for the same markets one year earlier?*

RESPONSE TO QUESTION II.17.:

The churn analysis presented at pp. 21-22 of the June 13 Declaration of Carlton, Shampine and Sider presents evidence that ALLTEL and Verizon Wireless are not next best substitutes in the provision of wireless services. The results of the additional analyses requested by the Commission in this information request reinforce the conclusions presented in the Carlton, Shampine and Sider report.

If ALLTEL and Verizon Wireless were next best substitutes, the extent of subscriber switching between these carriers would be greater than expected based on ALLTEL's share of subscribers (other than Verizon Wireless). The additional analyses instead indicate that the difference between the observed switching between Verizon Wireless and ALLTEL in 2008 and the higher level expected based on ALLTEL's subscriber share alone is statistically significant, confirming that these carriers cannot be considered next best substitutes. The results of the same analysis using data from 2007 yields the same conclusion as analysis based on 2008 data.

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The details of these calculations are as follows: The analysis presented in the June 13 declaration are based on information on the number of consumers that switched to or from Verizon Wireless between January and April 2008. The calculation is based on 33 market areas for which Nielsen/Telephia data on the subscriber shares for wireless carriers are available. The 33 areas are:

Albany, GA	Jacksonville, NC
Albuquerque, NM	Lincoln, NE
Augusta, GA	Montgomery, AL
Billings, MT	Norfolk, VA
Casper, WY	Omaha, NE
Charleston, SC	Panama City, FL
Charlotte, NC	Phoenix, AZ
Cleveland, OH	Pueblo, NM
Columbia, SC	Rapid City, SD
Columbus, GA	Savannah, GA
Dothan, AL	Sioux Falls, SD
Fayetteville, NC	Toledo, OH
Grand Rapids, MI	Tucson, AZ
Greensboro, NC	Wichita, KS
Greenville, SC	Wilmington, NC
Hanson, SD	Youngstown, OH
Hickory, NC	

Over this time period and in these areas, there were [REDACTED] subscribers that switched from Verizon Wireless to other wireless carriers and [REDACTED] wireless subscribers that switched to Verizon Wireless. These figures were identified based on internal Verizon Wireless data. Inflows to Verizon Wireless include “port ins” (subscribers attracted from other carriers) and “winbacks” (former Verizon Wireless subscribers who recently switched to another carrier that agreed to return to Verizon Wireless, e.g. in response to a promotional offer). Outflows from Verizon include “port outs” (Verizon Wireless subscribers that switched to another carrier) and “rollbacks” (individuals that recently switched from other carriers that agreed to return to their prior carrier, e.g. in response to a promotional offer).

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The data indicate that [REDACTED] percent of subscribers that left Verizon Wireless switched to ALLTEL and that [REDACTED] percent of inflows to Verizon Wireless came from ALLTEL. This figure is compared to ALLTEL’s “residual subscriber share” based on Nielsen/Telephia data, which is [REDACTED] percent over the included areas. The residual subscriber share is defined as ALLTEL’s share of non-Verizon Wireless subscribers. The difference between ALLTEL’s residual subscriber shares and the ALLTEL inflow/outflow shares based on Verizon Wireless data are statistically significant:

- For outflows, a t-test of the difference between ALLTEL’s share of switchers and ALLTEL’s residual share yields a t-value of [REDACTED], which clearly rejects the hypothesis that these values are equal. (N=[REDACTED])
- For inflows, a t-test of the difference between ALLTEL’s share of switchers and ALLTEL’s residual share yields a t-value of [REDACTED], which clearly rejects the hypothesis that these values are equal. (N=[REDACTED])

If the same churn analysis is performed for the same markets based on 2007 data, the results are as follows:

**Wireless Subscribers Switching Between ALLTEL
and Verizon Wireless in Overlap Areas
2007**

Category	ALLTEL Share
Inflows to Verizon Wireless	[REDACTED]
Outflows from Verizon Wireless	[REDACTED]
Expected Based on Relative Subscriber Share	[REDACTED]

- Notes: 1. Based on 33 overlap areas for which Nielsen / Telephia data are available.
2. Inflows reflect "port ins" and "winbacks" from ALLTEL to Verizon Wireless.
3. Outflows reflect "port outs" and "rollbacks" to ALLTEL from Verizon Wireless.
4. Reflects weighted average of subscriber shares of ALLTEL (excluding Verizon Wireless) based on Nielsen/Telephia data.

Source: Verizon Wireless Local Number Portability data; Nielsen / Telephia share

data.

The difference between the ALLTEL's inflow/outflow share based on 2007 Verizon Wireless data and ALLTEL's residual subscriber share are statistically significant:

- For outflows, a t-test of the difference between ALLTEL's share of switchers and ALLTEL's residual share yields a t-value of [REDACTED], which clearly rejects the hypothesis that these values are equal. (N=[REDACTED])
- For inflows, a t-test of the difference between ALLTEL's share of switchers and ALLTEL's residual share yields a t-value of [REDACTED], which clearly rejects the hypothesis that these values are equal. (N=[REDACTED])

III. **Document Request for Information Addressing Documents Provided to the Department of Justice**

QUESTION III.1.

1. *Please provide the Telematics data provided to the Department of Justice in response to their Request for Additional Information and Documentary Material issued to the Applicants on August 8, 2008. Also, explain how the Applicants calculated the Telematics data.*

RESPONSE TO QUESTION III.1.:

This document is attached as Appendix C. Verizon Wireless defines telematic resellers as those that predominantly use Verizon Wireless data transport services to bundle with their own, value-added applications to create a telematics service. These typically involve machine-to-machine interactions, not involving a human being. Unlike traditional resellers (which predominantly resell Verizon Wireless voice services), telematics resellers generally do not use voice-capable devices, [REDACTED]

[REDACTED]. Although telematic resellers may use the service for various machine-to-machine interaction such as fleet management, automatic teller machines, or meter reading, Verizon

Wireless's largest telematic resellers use the service [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

QUESTION III.2.

2. *Please provide the following document that was provided to the Department of Justice, indicating both the AT&T and T-Mobile partners on the GSM network: "Project Abraham Summary of Discussions w/ Abraham GC 5/16/08 w/ Molly Feldman & Michael Burns Updates based on 5/22/08 Conversation between Kenny Brooks & Jim Bowlby." (Bates numbers VZN-F 000273-275.)*

RESPONSE TO QUESTION III.2.:

This document is attached as Appendix D.

QUESTION III.3.

3. *Please provide the pages corresponding to the following Bates numbers: VZN-F 000477-480.*

RESPONSE TO QUESTION III.3.:

This document is attached as Appendix E.

QUESTION III.4.

4. *Please provide a list of minority partnerships and the partners' locations. (Bates numbers VZN-F 000481-487.) Also, please provide a list of the partners, and their locations, that operate on the GSM network.*

RESPONSE TO QUESTION III.4.:

WTB staff clarified that, by this question, they are seeking the identity of the overlapping partnerships referenced in the specified pages as well as the areas in which each partnership provides service. This data is attached as Appendix F. In addition, staff seeks a list of those partnerships that operate on ALLTEL's GSM network and the areas in which they do so. The

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Applicants have confirmed that none of the ALLTEL partnerships offer GSM service; all are CDMA only.

APPENDIX A

Response to Question II.12.

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[REDACTED]

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[REDACTED]

REDACTED - FOR PUBLIC INSPECTION

[REDACTED]

REDACTED – FOR PUBLIC INSPECTION

[REDACTED]

APPENDIX B

Response to Question II.15.

REDACTED – FOR PUBLIC INSPECTION

[REDACTED]

REDACTED – FOR PUBLIC INSPECTION

[REDACTED]

APPENDIX C

Response to Question III.1.

REDACTED – FOR PUBLIC INSPECTION

[REDACTED]

APPENDIX D

Response to Question III.2.

REDACTED - FOR PUBLIC INSPECTION

[REDACTED]

REDACTED - FOR PUBLIC INSPECTION

[REDACTED]

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[REDACTED]

APPENDIX E

Response to Question III.3.

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[REDACTED]

APPENDIX F

Response to Question III.4.

APPENDIX _
VERIZON WIRELESS AND ALLTEL PARTERSHIPS

Partnership	ST	Mkt No.	CMA	CDMA	GSM	Notes
VZW Partnerships overlapping with ALLTEL Properties						
Colorado 7 - Saguache Limited Partnership	CO	CMA354	Colorado 7 - Saguache	√		Excludes Conejos county
San Isabel Cellular of Colorado Limited Partnership	CO	CMA356	Colorado 9 - Costilla	√		Excludes Costilla county
New Mexico RSA 6-1 Partnership	NM	CMA558	New Mexico 6 - Lincoln (B1)	√		Excludes Chaves and Eddy counties
New Mexico RSA No. 5 Limited Partnership	NM	CMA557	New Mexico 5 - Grant	√		
New Mexico RSA 3 Limited Partnership	NM	CMA555	New Mexico 3 - Catron	√		
Danville Cellular Telephone Company LP	VA	CMA262	Danville, VA	√		
Iowa 8 - Monona Limited Partnership	IA	CMA419	Iowa 8 - Monona	√		
Sioux City MSA Limited Partnership	IA	CMA253	Sioux City, IA-NE	√		
Waterloo MSA Limited Partnership	IA	CMA201	Waterloo-Cedar Falls, IA	√		
Omaha Cellular Telephone Company	NE	CMA065	Omaha, NE-IA	√		
Gold Creek Cellular of Montana LP	MT	CMA268	Billings, MT	√		
	MT	CMA297	Great Falls, MT	√		
	MT	CMA523	Montana 1 - Lincoln	√		
	MT	CMA524	Montana 2 - Toole (B1)	√		
	MT	CMA526	Montana 4 - Daniels (B1)	√		
	MT	CMA527	Montana 5 - Mineral	√		
	MT	CMA528	Montana 6 - Deer Lodge	√		
	MT	CMA529	Montana 7 - Fergus	√		
	MT	CMA530	Montana 8 - Beaverhead	√		
	MT	CMA532	Montana 9 - Carbon	√		
MT	CMA532	Montana 10 - Prairie	√			
Idaho 6 - Clark Limited Partnership	ID	CMA393	Idaho 6 - Clark	√		
Gila River Cellular General Partnership	AZ	CMA322	Arizona 5 - Gila	√		
Anderson Cellular Telephone Company	SC	CMA227	Anderson, SC	√		
Fayetteville Cellular Telephone Company Limited Partnership	NC	CMA149	Fayetteville, NC	√		
Kentucky RSA No. 1 Partnership	KY	CMA443	Kentucky 1 - Fulton	√		
Northwest Dakota Cellular of North Dakota Limited Partnership	ND	CMA580	North Dakota 1 - Divide	√		
Badlands Cellular of North Dakota LP	ND	CMA583	North Dakota 4 - McKenzie	√		

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APPENDIX
VERIZON WIRELESS AND ALLTEL PARTERSHIPS

Partnership	ST	Mkt No.	CMA	CDMA	GSM	Notes
North Dakota RSA NO. 3 Limited Partnership	ND	CMA582	North Dakota 3 - Barnes	√		
North Dakota 5 - Kidder Limited Partnership	ND	CMA584	North Dakota 5 - Kidder	√		
North Central RSA 2 of North Dakota LP	ND	CMA581	North Dakota 2 - Bottineau	√		
Bismarck MSA Limited Partnership	ND	CMA298	Bismarck, ND	√		
Muskegon Cellular Partnership	MI	CMA181	Muskegon, MI	√		
GTE Mobilnet of Texas RSA # 17 Limited Partnership	TX	CMA668	Texas 17 - Newton	√		
Wyoming 1 - Park LP	WY	CMA718	Wyoming 1 - Park	√		

ALLTEL Partnerships						
Celutel of Biloxi, Inc.	MS	CMA173	Biloxi-Gulfport, MS	√		
Pascagoula Cellular Partnership	MS	CMA252	Pascagoula, MS	√		
Jackson Cellular Telephone Co., Inc.	MS	CMA106	Jackson, MS	√		
ALLTEL Communications of North Arkansas Cellular Limited Partnership	AR	CMA325	Arkansas 2 - Marion (B1)	√		Excludes Searcy county
		CMA326	Arkansas 3 - Sharp	√		
ALLTEL Communications of Arkansas RSA 12 Cellular Limited Partnership	AR	CMA335	Arkansas 12 - Ouachita	√		
ALLTEL Communications of Saginaw MSA Limited Partnership	MI	CMA094	Saginaw-Bay City-Midland, MI	√		
Cellular Mobile Systems of Michigan RSA No. 7 Limited Partnership	MI	CMA478	Michigan 7 - Newaygo	√		
Michigan RSA #9 Limited Partnership	MI	CMA480	Michigan 9 - Cass	√		
ALLTEL Communications of LaCrosse Limited Partnership	WI	CMA290	La Crosse, WI	√		
Wisconsin RSA #1 Limited Partnership	WI	CMA708	Wisconsin 1 - Burnett	√		
Wisconsin RSA #2 Partnership	WI	CMA709	Wisconsin 2 - Bayfield	√		
Wisconsin RSA #6 Partnership, LLP	WI	CMA713	Wisconsin 6 - Trempealeau	√		
Wisconsin RSA No. 7 Limited Partnership	WI	CMA714	Wisconsin 7 - Wood	√		
Wisconsin RSA No. 8 Limited Partnership	WI	CMA715	Wisconsin 8 - Vernon	√		
Las Cruces Cellular Telephone Company	NM	CMA285	Las Cruces, NM	√		
		CMA327	Arkansas 4 - Clay	√		
		CMA328	Arkansas 5 - Cross	√		
ALLTEL Central Arkansas Cellular Limited						

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APPENDIX _
VERIZON WIRELESS AND ALLTEL PARTERSHIPS

Partnership	ST	Mkt No.	CMA	CDMA	GSM	Notes
ALLTEL Cellular Arkansas Cellular Limited Partnership	AR	CMA329	Arkansas 6 - Cleburne	√		
		CMA330	Arkansas 7 - Pope	√		
		CMA333	Arkansas 10 - Garland	√		
Missouri RSA #15 Limited Partnership	MO	CMA518	Missouri 15 - Stone	√		
Ohio RSA 2 Limited Partnership	OH	CMA586	Ohio 2 - Sandusky (B1)	√		
Ohio RSA 5 Limited Partnership	OH	CMA589	Ohio 5 - Hancock	√		
Missouri RSA 2 Partnership	MO	CMA505	Missouri 2 - Harrison	√		
Ohio RSA 6 Limited Partnership	OH	CMA590	Ohio 6 - Morrow	√		
Missouri RSA 4 Partnership	MO	CMA507	Missouri 4 - De Kalb	√		
Virginia RSA 2 Limited Partnership	VA	CMA682	Virginia 2 - Tazewell	√		
ALLTEL Northern Arkansas RSA Limited Partnership	AR	CMA324	Arkansas 1 - Madison (B2)	√		Boone and Newton counties only
Arkansas RSA #2 (Searcy County) Cellular Limited Partnership	AR	CMA325	Arkansas 2 - Marion (B2)	√		Searcy county only
Fayetteville MSA Limited Partnership	AR	CMA182	Fayetteville-Springdale, AR	√		
Oklahoma RSA No. 4 South Partnership	OK	CMA599	Oklahoma 4 - Nowata	√		Adair, Cherokee and Delaware counties only
Northwest Arkansas RSA Limited Partnership	AR	CMA324	Arkansas 1 - Madison (B1)	√		Carroll and Madison counties only
		CMA331	Arkansas 8 - Franklin	√		
Georgia R.S.A. #8 Partnership	GA	CMA378	Georgia 8 - Warren	√		
Ohio RSA # 3 Limited Partnership	OH	CMA587	Ohio 3 - Ashtabula	√		
ALLTEL Communications of North Carolina Limited Partnership	NC	CMA047	Greensboro-Winston-Salem-High Point, NC	√		
Tyler/Longview/Marshall MSA Limited Partnership	TX	CMA206	Longview-Marshall, TX	√		
		CMA237	Tyler, TX	√		
Charleston-North Charleston MSA Limited Partnership	SC	CMA090	Charleston-North Charleston, SC	√		
Petersburg Cellular Partnership	VA	CMA235	Petersburg-Colonial Heights-Hopewell, VA	√		
Texas RSA 7B2 Limited Partnership	TX	CMA658	Texas 7 - Fannin (B2)	√		Camp, Franklin and Titus counties only
Texas RSA #11B Limited Partnership	TX	CMA662	Texas 11 - Cherokee (B2)	√		Cherokee, Panola and Rusk counties only

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