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October 1, 2008

VIA ECFS

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: Notice of *Ex Parte* Presentation, WTB Docket No. 08-95, Applications of ALLTEL and Verizon Wireless**

Dear Ms. Dortch:

This to notify you that, on September 30, 2008, Gene Frantz of TPG Capital, L.P. (“TPG”), Stephanie Johanns of ALLTEL Communications, LLC (“ALLTEL”), Barry Ohlson, counsel to Atlantis Holdings LLC (“Atlantis Holdings”), and the undersigned met separately with Commissioner Tate and Wayne Leighton, Special Advisor; Commissioner Adelstein and Renee Crittendon, Legal Advisor; and Commissioner Copps and Bruce Gottlieb, Legal Advisor.

The purpose of the meetings was to discuss matters on the record in the above-referenced proceeding regarding the market conditions and the change in the availability of financing that led to the decision to sell ALLTEL to Verizon Wireless. Specifically, it was explained that Atlantis Holdings had every intention of further developing ALLTEL’s business when it acquired ALLTEL but believes that, due to the financial pressures from the ongoing credit crunch that has plagued the U.S. economy since the fall of 2007, it will be difficult to raise the capital to make the necessary future investments in the company. Given current market conditions, TPG and GS Capital Partners VI Fund, L.P. (“Goldman Sachs”), the private equity funds that control and have an ownership interest in Atlantis Holdings, are concerned that Atlantis Holdings may be constrained in the future (*e.g.*, four to five years from now) in its ability to raise the capital necessary to fund the costly, long-term investments necessary to grow ALLTEL’s service in rural markets. As a result, when approached by Verizon Wireless in April 2008, TPG and Goldman Sachs determined that the offer by Verizon Wireless to purchase ALLTEL was the best vehicle available to ensure future capital intensive investments in wireless services that are important to rural America and to ALLTEL’s customers.

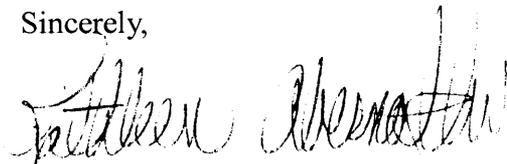
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Page 2

This letter is filed pursuant to Section 1.1206 of the rules of the Federal Communications Commission. Please direct any questions to the undersigned.

Sincerely,



Kathleen Q. Abernathy

cc: Commissioner Michael Copps, FCC  
Commissioner Jonathan Adelstein, FCC  
Commissioner Deborah Tate, FCC  
Wayne Leighton, FCC  
Renee Crittendon, FCC  
Bruce Gottlieb, FCC