

John T. Scott, III
Vice President &
Deputy General Counsel
Regulatory Law



Verizon Wireless
1300 I Street, N.W.
Suite 400 West
Washington, DC 20005

Phone 202 589-3760
Fax 202 589-3750
john.scott@verizonwireless.com

October 7, 2008

Ex Parte

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

Re: WT Docket No. 08-95:
Applications of Alltel Corporation and Verizon Wireless

Dear Ms. Dortch:

This letter is submitted in connection with the pending applications for consent to the transfer of control of licenses and other authorizations held by Alltel Corporation to Verizon Wireless,¹ to advise the Commission that following additional discussions with the Department of Justice, Verizon Wireless has offered to divest assets in 15 additional markets.

In their applications, the parties demonstrated that the combination of Alltel and Verizon Wireless “promises tremendous consumer benefits.” They also noted that, “to the extent competitive issues may arise in discrete markets the Applicants will address those with the Department of Justice and the FCC.”²

Following initial discussions with the Department of Justice, Verizon Wireless offered to divest assets in 85 cellular markets. On July 22, 2008, the company filed a letter with the Commission identifying those markets.³ The letter noted that Alltel and Verizon Wireless were continuing to work with the Department of Justice and that they would update the Commission as to any additional divestitures.

¹ “Verizon Wireless and Atlantis Holdings Seek FCC Consent to Transfer Licenses, Spectrum Manager and de facto Transfer Leasing Arrangements, and Authorizations, and Request a Declaratory Ruling on Foreign Ownership,” Public Notice, DA 08-1481, WT Docket No. 08-95, released June 25, 2008.

² “Description of Transaction, Public Interest Showing and Related Requests and Demonstrations,” filed June 13, 2008, at 8.

³ *Ex Parte* Letter from John T. Scott, III to Marlene H. Dortch, WT Docket No. 08-95, July 22, 2008.

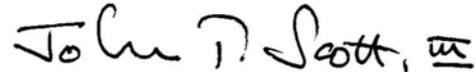
Verizon Wireless subsequently informed the Commission that it is “voluntarily committing to divest one of the overlapping properties in each of the 85 markets, together with the spectrum, customers and other assets used by that property. Accordingly, approval here may be conditioned on fulfilling that commitment.”⁴

Verizon Wireless has offered to divest assets in 15 additional cellular markets located in the following states: Alabama, Arizona, Georgia, Iowa, Minnesota, Nebraska, New Mexico, North Carolina, South Carolina and Utah. A list of the 15 markets is attached to this letter. As with the initial 85 markets, Verizon Wireless is voluntarily committing to divest one of the overlapping properties in each of the 15 markets, together with the spectrum, customers and other assets used by that property. Accordingly, the Commission’s approval of the merger may be conditioned on fulfilling that divestiture commitment in these additional markets.

We expect the Department of Justice to file a proposed Final Judgment and other documents addressing these divestitures. As soon as those filings are made, we will promptly submit them in the record of this Commission proceeding.

Pursuant to Section 1.1206 of the Commission’s Rules, a copy of this letter has been filed electronically with the Secretary.

Sincerely,

A handwritten signature in black ink that reads "John T. Scott, III". The signature is written in a cursive style with a horizontal line under the name.

John T. Scott, III

Attachment

⁴ Joint Opposition to Petitions to Deny and Comments, filed August 19, 2008, at 37.

ADDITIONAL MARKETS SUBJECT TO DIVESTITURE

<u>CMA</u>	<u>STATE</u>	<u>MARKET</u>
246	AL	Dothan, AL
313	AL	Alabama 7 – Butler
322	AZ	Arizona 5 – Gila
261	GA	Albany, GA
376	GA	Georgia 6 – Spalding
253	IA	Sioux City, IA
419	IA	Iowa 8 – Monona
483	MN	Minnesota 2 – Lake of the Woods
166	NC	Hickory, NC
566	NC	North Carolina 2- Yancey
537	NE	Nebraska 5 – Boone
285	NM	Las Cruces, NM
558	NM	New Mexico 6 – Lincoln
227	SC	Anderson, SC
676	UT	Utah 4 – Beaver