



1776 K STREET NW  
WASHINGTON, DC 20006  
PHONE 202.719.7000  
FAX 202.719.7049

7925 JONES BRANCH DRIVE  
McLEAN, VA 22102  
PHONE 703.905.2800  
FAX 703.905.2820

www.wileyrein.com

October 9, 2008

Nancy J. Victory  
202.719.7344  
nvictory@wileyrein.com

**VIA ELECTRONIC FILING**

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

**Re: Notice of *Ex Parte* Presentation  
Applications of Atlantis Holdings LLC and Cellco Partnership d/b/a  
Verizon Wireless for Transfer of Control  
WT Docket No. 08-95**

Dear Ms. Dortch:

On Wednesday, October 8, 2008, Tom Davidson, counsel for Atlantis Holdings LLC, along with John Scott of Verizon Wireless and the undersigned, counsel to Verizon Wireless, met with David Horowitz and Joel Kaufman of the Office of General Counsel. Also, on Thursday, October 9, 2008, Tom Davidson, John Scott and the undersigned, along with Stephanie Johanns of ALLTEL Corporation and Susanne Guyer of Verizon, met with Erika Olsen, Acting Legal Advisor to Chairman Kevin J. Martin. During both meetings, representatives of the companies discussed how the above-captioned transaction does not raise concerns under Section 310(b) of the Communications Act and reviewed the basis for the requested declaratory ruling under Section 310(b)(4).

In particular, they reviewed the nature of the ALLTEL partnership interests for which authority for a *pro forma* transfer of control is being sought. Representatives of the companies noted that these interests are minority general partner interests and that the Commission has repeatedly treated the transfer of such interests as transfers of *de jure* control requiring application to the Commission, referencing *Pueblo MSA Limited Partnership*, DA No. 97-2718 (CWD, WTB 1997) and *Pueblo MSA Limited Partnership*, 13 FCC Rcd 2583 (CWD & PSPWD, WTB 1998), both *affirmed* 15 FCC Rcd 5439 (2000), *petition dismissed* 2001 WL 418028 (D.C. Cir. 2001).

They also discussed that the Commission has previously approved Section 310(b)(4) declaratory rulings authorizing foreign entities to hold substantial indirect non-controlling interests in licensees, citing the Commission's express approval of



Ms. Marlene H. Dortch  
October 9, 2008  
Page 2

the acquisition of such interests in *Voicestream Wireless Corporation et al.*, 16 FCC Rcd 9779 (2001). They further noted that the plain language of Section 310(b) and its legislative history make clear this statute does not prohibit the acquisition of substantial indirect non-controlling interests in FCC licensees.

Pursuant to Section 1.1206(b)(2) of the Commission's Rules, a copy of this letter is being filed electronically for inclusion in the above-captioned docket. Please direct any questions about this matter to the undersigned.

Respectfully submitted,

*/s/ Nancy J. Victory*

Nancy J. Victory

cc: Erika Olsen  
David Horowitz  
Joel Kaufman