

October 15, 2008

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

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

Dear Ms. Dortch:

This is to notify you that on October 14, 2008, Gene Frantz and Adam Levine of TPG Capital, L.P. (“TPG”), Joe Gleberman of Goldman Sachs (“Goldman Sachs” or “GS”), and Rick Massey of ALLTEL Corporation (“ALLTEL”) met with Chairman Kevin Martin and Erika Olsen, Acting Legal Advisor to Chairman Martin.

The purpose of the meeting was to discuss matters on the record in the above-referenced proceeding regarding the market conditions and the change in availability of financing that led to the decision to sell ALLTEL to Verizon Wireless. Specifically, it was explained that Atlantis Holdings LLC (“Atlantis Holdings”) had every intention of further developing ALLTEL’s business when it acquired ALLTEL. Due to the financial pressures from the ongoing credit crunch that has plagued the U.S. economy since the fall of 2007, however, Atlantis Holdings believes that 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 for some time in its ability to raise the capital necessary to fund the 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. TPG and Goldman

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Sachs believe this determination is further underscored by the substantial market volatility in recent weeks.

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

Respectfully submitted,

WILKINSON BARKER KNAUER, LLP

By: /s/ Natalie G. Roisman

Natalie G. Roisman

Counsel to Atlantis Holdings LLC

cc: Chairman Kevin J. Martin
Erika Olsen