

October 20, 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 August 12, 2008, Joe Gleberman of Goldman Sachs, Gene Frantz of TPG Capital, L.P. (“TPG”), Stephanie Johanns of ALLTEL Communications, LLC (“ALLTEL”), and Amy Mehlman of Mehlman Capitol Strategies, Inc. met with Chairman Martin regarding the above-referenced proceeding. Also on August 12, 2008, Mr. Gleberman, Mr. Frantz, Ms. Johanns, Ms. Mehlman, and the undersigned met separately with Commissioner McDowell; Renée Crittendon, Legal Advisor to Commissioner Adelstein; and Wayne Leighton, Legal Advisor to Commissioner Tate. Consistent with the October 10, 2008 letter received from Joel Kaufman, Associate General Counsel, this letter updates the notice of *ex parte* presentation filed by the undersigned on August 14, 2008 with respect to these meetings.<sup>1</sup>

The purpose of the meetings was to discuss why Atlantis Holdings LLC (“Atlantis Holdings”) decided to sell ALLTEL to Verizon Wireless and how financial pressures in the current market impacted this decision. The participants also answered questions on these issues raised by the Commission representatives in attendance.

Specifically, the parties explained that Atlantis Holdings had every intention of further developing ALLTEL’s business when it acquired ALLTEL. However, due to the financial pressures from the ongoing credit crunch that has plagued the U.S. economy since the fall of 2007, Atlantis Holdings now believes that it will be difficult to raise the capital to make the

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<sup>1</sup> See Letter from Joel Kaufman, Associate General Counsel, FCC, to Kathleen Q. Abernathy, Counsel for Atlantis Holdings, LLC (Oct. 10, 2008).

Ms. Marlene H. Dortch  
October 20, 2008  
Page 2

necessary future investments in the company. Given current market conditions, TPG and the Goldman Sachs fund GS Capital Partners VI Fund, L.P., 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.

This letter is filed pursuant to Section 1.1206 of the rules of the Federal Communications Commission and Mr. Kaufman's letter of October 10, 2008. Please direct any questions to the undersigned.

Respectfully submitted,

WILKINSON BARKER KNAUER, LLP

By:           /s/ Kathleen Q. Abernathy          

Kathleen Q. Abernathy  
*Counsel to Atlantis Holdings LLC*

cc: Chairman Kevin J. Martin  
Commissioner Robert McDowell  
Renée Crittendon, Office of Commissioner Adelstein  
Wayne Leighton, Office of Commissioner Tate  
Joel Kaufman, Associate General Counsel  
Kenneth E. Hardman