



October 24, 2008

BY ELECTRONIC FILING

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

**Re: In re Applications of ATLANTIS HOLDINGS LLC, Transferor, and
CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS, Transferee for
Consent to the Transfer of Control of Commission Licenses and
Authorizations Pursuant to Sections 214 and 310(d)
of the Communications Act
WT Docket No. 08-95**

**Reexamination of Roaming Obligations of Commercial Mobile
Radio Service Providers
WT Docket No. 05-265**

**Rural Cellular Association Petition for Rulemaking regarding
Exclusivity arrangements between commercial wireless carriers and
handset manufacturers
RM No. 11497**

**Rural Telecommunications Group, Inc. Petition for Rulemaking
to impose a spectrum aggregation limit on all commercial
terrestrial wireless spectrum below 2.3 GHz
RM No. 11498**

Ex Parte Notice

Dear Ms. Dortch:

On behalf of the Rural Telecommunications Group, Inc. ("RTG") and the Rural Cellular Association ("RCA") (collectively, the "Associations"), the undersigned respectfully request that the Commission delay its scheduled November 4, 2008 vote on the proposed merger of Verizon Wireless and Alltel until several pending matters that impact the competitive wireless landscape

have been resolved. These currently pending matters include: (1) the above-captioned rulemaking in the roaming docket concerning data roaming¹; (2) the rulemaking regarding the prohibition on handset exclusivity arrangements between commercial wireless carriers and handset manufacturers²; and (3) the rulemaking regarding the imposition of spectrum caps below 2.3 GHz.³ Each of these rulemakings which are currently pending before the Commission should be decided prior to action on the merger to ensure that Verizon Wireless through its acquisition of Alltel does not skew the wireless playing field in its favor.

Each of these rulemakings deal with a critical and equally important component of wireless competition that together form a regulatory triad that will ensure stability in what otherwise will become a wireless industry dominated by two providers – Verizon Wireless and AT&T – if the Verizon-Alltel deal is approved without the key elements of these rulemakings being addressed beforehand.

Non-nationwide carriers must be given an opportunity to compete against dominant nationwide carriers like Verizon Wireless and AT&T so that they can continue to provide new and innovative services throughout regional and rural areas. Failure by the Commission to even consider the issues raised in these proceedings prior to acting on a merger between the No. 2 wireless carrier and the No. 5 wireless carrier is tantamount to letting Pandora out of her box then trying to stuff her back in – the damage will have already been done. By waiting and giving reasoned consideration to these three issues, the Commission can ensure that reasonable policy making takes place and that the decisions reached in the rulemakings are applied equally to the merger.

Once the proposed merger is complete, the combined Verizon-Alltel will provide coverage to 98.4% of the U.S. population and will serve approximately 82 million subscribers. This market dominance will allow Verizon Wireless to manipulate handset manufacturers to further increase market share. Further, it will control more spectrum below 2.3 GHz than any other carrier in the United States and will be in a position to dictate roaming terms to every other wireless carrier in the world because of its control over critical components of Alltel's GSM network.

The proposed merger of Verizon Wireless and Alltel is a huge threat to wireless competition as we currently know it. Only by resolving the key issues in these three rulemaking proceedings before a vote is taken on the merger will the Commission ensure that a decision that will dictate the wireless competitive landscape for decades to come will be properly reasoned and supported. Failure to act in these three proceedings prior to acting on the proposed merger will be the death knell to wireless competition.

¹ The comment cycle in *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers* (WT Docket No. 05-265) closed on November 28, 2007.

² Comments in *Petition for Rulemaking Regarding Exclusivity Arrangement between Commercial Wireless Carriers and Handset Manufacturers* (DA 08-2278; RM No. 11497) are due December 2, 2008; reply comments are due December 22, 2008.

³ Comments in *Petition for Rulemaking of Rural Telecommunications Group, Inc. to Impose a Spectrum Aggregation Limit on All Commercial Terrestrial Wireless Spectrum Below 2.3 GHz* (DA 08-2279; RM No. 11498) are due December 2, 2008; reply comments are due December 22, 2008.

CERTIFICATE OF SERVICE

I, Linda Braboy, hereby certify that on this 24th day of October 2008, copies of the foregoing letter were sent by e-mail to:

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