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*Ex Parte*

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

**Re: Applications of Atlantis Holdings LLC and Celco Partnership  
d/b/a Verizon Wireless for Transfer of Control, WT Docket No. 08-95**

Dear Ms. Dortch:

This letter responds to a question posed by the Commission in connection with the captioned license transfer proceeding.

As we have explained at length previously, the combination of Verizon Wireless and Alltel would produce significant public interest benefits. The transaction also has been the subject of an exhaustive review by the Department of Justice, which has approved the transaction subject to divestitures of overlapping properties in certain specific markets. Accordingly, the pending license transfer applications can and should be approved promptly.

Nevertheless, in order to provide still further comfort that the combination of Verizon Wireless and Alltel would serve the public interest, Verizon Wireless offers the following commitments:

*First*, Verizon Wireless commits to accept a phase down of the competitive eligible telecommunications carrier ("CETC") high cost support, for any properties which Verizon Wireless retains, over a five year period following closing of the transaction.

Specifically, Verizon Wireless commits to a five year transition during which Verizon Wireless's CETC high cost support would be phased out in equal increments. Support would be reduced 20 percent beginning 30 days following the closing of the transaction, or no later than December 31, 2008, whichever is earlier. If, however, the transaction does not close prior to December 31, 2008, support would be reduced 20 percent beginning the day after consummation. Support would be reduced in equal 20 percent increments annually thereafter, such that all CETC high cost support would be phased out five years after the the closing of the transaction. Our understanding is that the reduction in payments to Verizon Wireless will not result in an increase in high cost payments to other CETCs. In the event that the Commission adopts

a different transition mechanism or a successor mechanism to the currently capped equal support rule in a rulemaking of general applicability, however, then that rule of general applicability would apply instead.

*Second*, Verizon Wireless commits to meet the improved wireless E911 location accuracy measures that it proposed jointly with the Association of Public-Safety Communications Officials, International (APCO) and the National Emergency Numbering Association (NENA) in a letter dated August 20, 2008 in PS Docket 07-114. The new compliance measurements set out there would apply two years and eight years following closing of the transaction respectively (rather than two years and eight years following their adoption as Commission rules as stated in the letter). Specifically, Verizon Wireless commits that:

- Two years after closing of the transaction, on a county-by-county basis, 67% of Phase II calls must be accurate to within 50 meters in all counties; 80% of Phase II calls must be accurate to within 150 meters in all counties, provided, however, that Verizon Wireless may exclude up to 15% of counties from the 150 meter requirement based upon heavy forestation that limits handset-based technology accuracy in those counties.
- Eight years after closing of the transaction, on a county-by-county basis, 67% of Phase II calls must be accurate to within 50 meters in all counties; 90% of Phase II calls must be accurate to within 150 meters in all counties, provided, however, that Verizon Wireless may exclude up to 15% of counties from the 150 meter requirement based upon heavy forestation that limits handset-based technology accuracy in those counties.

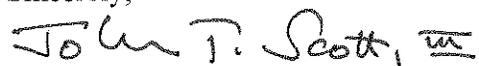
*Third*, Verizon Wireless will double, from two years to four, the duration of the commitment with respect to roaming rates that it made previously in this proceeding. Accordingly, Verizon Wireless will keep the rates set forth in Alltel's existing agreements with each regional, small and/or rural carrier for the full term of the agreement or for four years from the closing date, whichever occurs later.

The terms of these commitments do not apply to any properties that are to be divested, or to any properties as to which Verizon Wireless lacks control.

These commitments provide still further assurance that this transaction is in the public interest and the license transfers therefore should be promptly approved.

Pursuant to Section 1.1206, this letter is being filed electronically with your office. Should you have questions about this submission, please contact the undersigned.

Sincerely,



John T. Scott, III

cc: Chairman Kevin Martin  
Commissioner Michael Copps  
Commissioner Jonathan Adelstein  
Commissioner Deborah Taylor Tate  
Commissioner Robert McDowell  
Daniel Gonzalez  
Erika Olsen  
Renee Crittendon  
Angela Giancarlo  
Bruce Gottlieb  
Wayne Leighton