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November 4, 2008

***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 Cellco Partnership  
d/b/a Verizon Wireless for Transfer of Control, WT Docket No. 08-95**

Dear Ms. Dortch:

On October 31, 2008, in response to a request from Renee Crittendon, Legal Advisor to Commissioner Adelstein, Thomas Tauke of Verizon discussed with Ms. Crittendon Verizon Wireless's positions on the imposition of roaming conditions on the transaction. Mr. Tauke reviewed the company's roaming commitments as set forth in its previous filings and said that there was no basis for imposing additional conditions.

In response to Ms. Crittendon's question, Mr. Tauke addressed the roaming conditions requested in the October 28, 2008, *ex parte* letter from MetroPCS et al. (MetroPCS letter"). With regard to the request to extend Verizon Wireless's commitment on roaming rates for seven years, Mr. Tauke said that the company opposed this request but was willing to extend the duration of its previous commitment from two years to four years. As to the request to impose a condition relating to Alltel's GSM network, Mr. Tauke said that no condition is warranted for the reasons set forth in Verizon Wireless's previous filings. He also noted that Verizon Wireless plans to maintain the network indefinitely, citing the company's September 17, 2008, Response to the Wireless Bureau's General Information Request. As to the request to allow carriers to pick and choose various terms from other agreements and import them into their own agreements, Mr. Tauke said that the company opposed this for the reasons set forth in the company's previous filings. Mr. Tauke also stated that there is no need for a condition addressing other carriers' rights under section 201, 202 and 208 because Verizon Wireless's roaming commitment does nothing to alter any existing rights of those carriers under those provisions. Mr. Tauke also said that the request for "baseball-style" arbitration procedures is inappropriate and there was no basis for adopting them as a merger condition. He pointed out that these procedures had never been adopted for Section 208

complaints and would be counter to the Commission's 2007 Roaming Order. And, other carriers retain all of the current remedies that are available to them to challenge the terms of roaming arrangements and to ensure compliance with any conditions imposed by the Commission.

As to the remaining requests in the MetroPCS letter, Mr. Tauke confirmed that Verizon Wireless's roaming commitments were intended to apply to all non-national wireless carriers with roaming agreements with Alltel or Verizon Wireless, and also pointed out that, as noted above, the Commission stated in the 2007 Roaming Order that Sections 201, 202 and 208 would apply to roaming disputes under that Order.

In response to Ms. Critendon's question as to the imposition of a condition regarding network neutrality, Mr. Tauke stated, consistent with Verizon Wireless's previous filings, that the company opposed any such condition as unnecessary and unwarranted.

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,

A handwritten signature in black ink that reads "John T. Scott, III". The signature is written in a cursive style with a horizontal line under the name.

John T. Scott, III

cc: Renee Crittendon