

satisfactory to the Commission, with a U.S. citizen, or U.S. entity that is controlled by U.S. citizens, in either case subject to Commission approval, serving as trustee.⁸⁰¹

B. Declaratory Ruling

232. Accordingly, this declaratory ruling permits Verizon Wireless to acquire up to and including 100 percent of the equity and voting interests in ALLTEL subject to the terms and conditions of the ruling issued in the *Vodafone-Bell Atlantic Order*.⁸⁰² We emphasize that, as a Commission licensee, Verizon Wireless has an affirmative duty to monitor its foreign equity and voting interests, calculate these interests consistent with the attribution principles enunciated by the Commission, and otherwise ensure continuing compliance with the provisions of section 310(b) of the Act.⁸⁰³

X. CONCLUSION

233. We find that competitive harm is unlikely in most mobile communications markets as a result of this transaction. As discussed above, however, with regard to five local mobile telephony markets, our market-by-market analysis shows that likely competitive harms exceed likely benefits of the transaction, and we therefore require remedies to ameliorate the expected harm. Additionally, to ensure that the proposed transaction does not result in competitive harm, we condition our approval of this transaction on Verizon Wireless's completion of the voluntarily divestitures of a business unit in 100 markets. We also find that it is in the public interest to condition this transaction on Verizon Wireless's compliance with the roaming, competitive ETC high cost support, and E911 location accuracy conditions discussed herein.

XI. ORDERING CLAUSES

234. Accordingly, having reviewed the applications, the petitions, and the record in this matter, IT IS ORDERED that, pursuant to sections 4(i) and (j), 309, 310(b), and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), (j), 309, 310(b), 310(d), the applications for the transfer of control of licenses from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless are GRANTED, to the extent specified in this Memorandum Opinion and Order and Declaratory Ruling and subject to the conditions specified herein.

235. IT IS FURTHER ORDERED that, pursuant to section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and section 63.24 of the Commission's rules, 47 C.F.R. § 63.24, the applications to transfer control of domestic and international section 214 authorizations from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless are GRANTED.

⁸⁰¹ With respect to equity interests, Vodafone, a foreign corporation, holds a 45% equity interest in Verizon Wireless. Verizon Wireless will acquire indirectly, through its 100% ownership of ALLTEL Communications: (1) a 40% equity interest in Illinois Valley, (2) a 32.11% equity interest in Northwest Missouri, and (3) a 23.75% equity interest in Pittsfield. Applying the multiplier to calculate equity interests, we find that upon closing of the proposed transaction Vodafone and Verizon's foreign shareholders will hold: (1) an aggregate 19.90% foreign equity ownership of Illinois Valley, (2) an aggregate 15.54% foreign equity ownership of Northwest Missouri, and (3) an aggregate 11.82% foreign equity ownership of Pittsfield (through Alltel Communications). See *Wilner & Scheiner*, 103 F.C.C. 2d at 521-222, ¶¶ 19-20; *BBC License Subsidiary L.P., Memorandum Opinion and Order*, 10 FCC Rcd 10968, 10973 ¶ 22 (1995) ("*BBC License Subsidiary*"). All of these equity interests are below the 20% benchmark of section 310(b)(3).

⁸⁰² *Vodafone-Bell Atlantic Order*, 15 FCC Rcd at 16514 ¶ 19.

⁸⁰³ *2008 MSV Order*, 23 FCC Rcd at 4443 ¶ 16; *América Móvil Order*, 22 FCC Rcd at 6225 ¶ 68.

236. IT IS FURTHER ORDERED that, pursuant to sections 4(i) and (j), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), (j), 309, 310(d), the Petitions to Deny the transfer of control of licenses from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless are DENIED IN PART and GRANTED IN PART for the reasons stated herein.

237. IT IS FURTHER ORDERED that grant of the transfer applications with respect to Illinois Valley Cellular RSA 2-II Partnership, Northwest Missouri Cellular Limited Partnership, and Pittsfield Cellular Telephone Company is subject to Verizon Wireless placing its voting rights in these partnerships in a voting trust, with terms satisfactory to the Commission, with a U.S. citizen, or U.S. entity that is controlled by U.S. citizens, in either case subject to Commission approval, serving as trustee.

238. IT IS FURTHER ORDERED that pursuant to section 310(b) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b), the petition for declaratory ruling filed by Cellco Partnership d/b/a Verizon Wireless is GRANTED to the extent specified in this Memorandum Opinion and Order and Declaratory Ruling.

239. IT IS FURTHER ORDERED that the above grant shall include authority for Cellco Partnership d/b/a Verizon Wireless to acquire control of: (a) any license or authorization issued to ALLTEL and its subsidiaries during the Commission's consideration of the transfer of control applications or the period required for consummation of the transaction following approval; (b) construction permits held by such licensees that mature into licenses after closing; and (c) applications filed by such licensees and that are pending at the time of consummation of the proposed transfer of control.

240. IT IS FURTHER ORDERED that this Memorandum Opinion and Order and Declaratory Ruling SHALL BE EFFECTIVE upon adoption. Petitions for reconsideration under section 1.106 of the Commission's rules, 47 C.F.R. § 1.106, may be filed within thirty days of the date of public notice of this Memorandum Opinion and Order and Declaratory Ruling.

FEDERAL COMMUNICATIONS COMMISSION

Marlene H. Dortch
Secretary

APPENDIX A

Petitioners and Commenters

Petitions:

Ad Hoc Public Interest Spectrum Coalition
Cellular South, Inc.
Centennial Communications Corp.
Chatham Avalon Park Community Council
Choctaw Telephone Company, Custer Telephone Cooperative, Inc., Dubois Telephone Exchange, Inc., Electra Telephone Company, Emery Telcom, Manti Telephone Company, MoKan Dial, Inc., New Ulm Telecom, Inc., Northeast Florida Telephone Company, Inc., Project Mutual Telephone Cooperative Association, Inc., Public Service Communications, Inc. (including its subsidiaries Public Service Telephone Company and Public Service Wireless, Inc.), Range Telephone Cooperative, Inc., South Central Utah Telephone Association, Inc. d/b/a South Central Communications, Uintah Basin Electronic Telecommunications d/b/a UBET Wireless, Yadkin Valley Telephone Membership Corporation (collectively, "Rural Carriers")
Denali Spectrum LLC, Leap Wireless International, Inc., LCW Wireless, LLC, Mobi PCS, NTELOS Inc., Organization for the Promotion and Advancement of Small Telecommunications Companies, Revol Wireless, Rural Telecommunications Group, Inc., SpectrumCo LLC, SouthernLINC Wireless (collectively, "Roaming Petitioners")
Leap Wireless International, Inc.
MetroPCS Communications, Inc. and NTELOS Inc.
National Telecommunications Cooperative Association
North Dakota Network Co.
Organization for the Promotion and Advancement of Small Telecommunications Companies and the Rural Independent Competitive Alliance
Palmetto MobileNet, L.P.
Ritter Communications, Inc. and Central Arkansas Rural Cellular Limited Partnership (collectively, "Arkansas Limited Partners")
Rural Telecommunications Group, Inc.
South Dakota Telecommunications Association
The EMR Policy Institute

Comments:

Rural Cellular Association

Opposition:

Verizon Wireless and ALLTEL

Replies:

Ad Hoc Public Interest Spectrum Coalition
Arkansas Limited Partners
Cellular South, Inc.
Chatham Avalon Park Community Council
Leap Wireless International, Inc.

MetroPCS Communications, Inc. and NTELOS Inc.
North Dakota Network Co.
Palmetto MobileNet, L.P.
Ad Hoc Public Interest Spectrum Coalition
Arkansas Limited Partners
Rural Carriers
Rural Cellular Association
Rural Telecommunications Group, Inc.
South Dakota Telecommunications Association

Reply Comments:

Institute for Policy Innovation
South Dakota Public Utilities Commission
T-Mobile USA, Inc.

Brief Comments in Support:

American Association of People with Disabilities
American GI Forum of the United States
ASPIRA Association
Communications Consumers United
Consumers for Competitive Choice
Dominican American National Roundtable
FBI Law Enforcement Executive Development Association
FBI National Academy Associates, Inc. West Virginia Chapter
FreedomWorks Foundation
Lansing Regional Chamber of Commerce
League of United Latin American Citizens
Leslie T. Hyman
Michigan Chamber of Commerce
National Black Chamber of Commerce
National Emergency Number Association
National Hispanic Council on Aging
National Indian Council on Aging
Native American Television
Nebraska Chamber of Commerce & Industry
Organizations Concerned about Rural Education
Pacific Research Institute
Randolph J. May
Small Business and Entrepreneurship Council
State of Nebraska
Telecommunications for the Deaf, Inc.
The Hispanic Alliance for Prosperity Institute
The Latino Coalition
United States Hispanic Chamber of Commerce
United States-Mexico Chamber of Commerce
United States Cattlemen's Association
U.S. Pan Asian American Chamber of Commerce

West Virginia State Lodge Fraternal Order of Police
Women Impacting Public Policy

Brief Comments Expressing Concern:

All West Communications
Charlene Schlueter
Columbine Telephone Company, Inc. dba Silver Star Communications and Teton Telecom
Computer and Communications Industry Association
Consumers Union and Consumers Federation of America
Dubois Telephone Exchange, Inc.
Emery Telcom
International Brotherhood of Electrical Workers
Jack Privitt
Oglala Sioux Tribe of the Pine Ridge Indian Reservation
Public Service Communications
Shawn Sanders
South Central Utah Telephone Association Inc.
State of North Dakota

APPENDIX B

Markets to be Divested Voluntarily by Verizon Wireless

<u>Market</u>	<u>Market Name</u>
CMA158	Lima, OH
CMA166	Hickory, NC
CMA221	Fargo-Moorehead, ND-MN
CMA227	Anderson, SC
CMA231	Mansfield, OH
CMA246	Dothan, AL
CMA253	Sioux City, IA
CMA261	Albany, GA
CMA262	Danville, VA
CMA267	Sioux Falls, SD
CMA268	Billings, MT
CMA276	Grand Forks, ND-MN
CMA285	Las Cruces, NM
CMA289	Rapid City, SD
CMA297	Great Falls, MT
CMA298	Bismarck, ND
CMA299	Casper, WY
CMA313	Alabama 7-Butler
CMA322	Arizona 5-Gila
CMA341	California 6-Mono
CMA351	Colorado 4-Park
CMA352	Colorado 5-Elbert
CMA353	Colorado 6-San Miguel
CMA354	Colorado 7-Saguache
CMA355	Colorado 8-Kiowa
CMA356	Colorado 9-Costilla
CMA376	Georgia 6-Spalding
CMA377	Georgia 7-Hancock
CMA378	Georgia 8-Warren
CMA379	Georgia 9-Marion
CMA380	Georgia 10-Bleckley
CMA382	Georgia 12-Liberty
CMA383	Georgia 13-Early
CMA389	Idaho 2-Idaho
CMA390	Idaho 3-Lemhi
CMA401	Illinois 8-Washington
CMA402	Illinois 9-Clay
CMA419	Iowa 8-Monona
CMA428	Kansas 1-Cheyenne
CMA429	Kansas 2-Norton
CMA433	Kansas 6-Wallace
CMA434	Kansas 7-Trego
CMA438	Kansas 11-Hamilton
CMA439	Kansas 12-Hodgeman

Market	Market Name
CMA440	Kansas 13-Edwards
CMA482	Minnesota 1-Kittson
CMA483	Minnesota 2-Lake of the Woods
CMA488	Minnesota 7-Chippewa
CMA489	Minnesota 8-Lac qui Parle
CMA490	Minnesota 9-Pipestone
CMA491	Minnesota 10-Le Sueur
CMA523	Montana 1-Lincoln
CMA524	Montana 2-Toole
CMA526	Montana 4-Daniels
CMA527	Montana 5-Mineral
CMA528	Montana 6-Deer Lodge
CMA529	Montana 7-Fergus
CMA530	Montana 8-Beaverhead
CMA531	Montana 9-Carbon
CMA532	Montana 10-Prairie
CMA537	Nebraska 5-Boone
CMA544	Nevada 2-Lander
CMA547	Nevada 5-White Pine
CMA553	New Mexico 1-San Juan
CMA557	New Mexico 5-Grant
CMA558	New Mexico 6-Lincoln
CMA566	North Carolina 2-Yancey
CMA569	North Carolina 5-Anson
CMA580	North Dakota 1-Divide
CMA581	North Dakota 2-Bottineau
CMA582	North Dakota 3-Barnes
CMA583	North Dakota 4-McKenzie
CMA584	North Dakota 5-Kidder
CMA586	Ohio 2-Sandusky
CMA587	Ohio 3-Ashtabula
CMA589	Ohio 5-Hancock
CMA590	Ohio 6-Morrow
CMA625	South Carolina 1-Oconee
CMA626	South Carolina 2-Laurens
CMA627	South Carolina 3-Cherokee
CMA631	South Carolina 7-Calhoun
CMA634	South Dakota 1-Harding
CMA635	South Dakota 2-Corson
CMA636	South Dakota 3-McPherson
CMA637	South Dakota 4-Marshall
CMA638	South Dakota 5-Custer
CMA639	South Dakota 6-Haakon
CMA640	South Dakota 7-Sully
CMA641	South Dakota 8-Kingsbury
CMA642	South Dakota 9-Hanson
CMA675	Utah 3-Juab
CMA676	Utah 4-Beaver

Market	Market Name
CMA677	Utah 5-Daggett
CMA678	Utah 6-Piute
CMA681	Virginia 1-Lee
CMA688	Virginia 8-Amelia
CMA718	Wyoming 1-Park
CMA719	Wyoming 2-Sheridan
CMA721	Wyoming 4-Niobrara
CMA722	Wyoming 5-Converse

APPENDIX C

Markets Identified by the Initial Screen

CMAs Identified by the HHI Screen Only:

Market	Market Name
CMA016	Cleveland, OH
CMA022	Tampa-St. Petersburg, FL
CMA026	Phoenix, AZ
CMA029	New Orleans, LA
CMA043	Norfolk-Virginia Beach-Portsmouth, VA-NC
CMA047	Greensboro-Winston-Salem-High Point, NC
CMA048	Toledo, OH-MI
CMA052	Akron, OH
CMA059	Richmond, VA
CMA061	Charlotte-Gastonia, NC
CMA064	Grand Rapids, MI
CMA065	Omaha, NE-IA
CMA066	Youngstown-Warren, OH
CMA067	Greenville-Spartanburg, SC
CMA071	Raleigh-Durham, NC
CMA077	Tuscon, AZ
CMA078	Lansing-East Lansing, MI
CMA080	Baton Rouge, LA
CMA081	El Paso, TX
CMA083	Mobile, AL
CMA085	Johnson City-Kingsport-Bristol, TN-VA
CMA086	Albuquerque, NM
CMA087	Canton, OH
CMA089	Wichita, KS
CMA090	Charleston-North Charleston, SC
CMA092	Little Rock-North Little Rock, AR
CMA094	Saginaw-Bay City-Midland, MI
CMA095	Columbia, SC
CMA100	Shreveport, Louisiana
CMA104	Newport News-Hampton, VA
CMA108	Augusta, GA/SC
CMA114	Lakeland-Winter Haven, FL
CMA125	Appleton-Oskosh-Neenah, WI
CMA127	Pensacola, FL
CMA132	Kalamazoo, MI
CMA136	Lorain-Elyria, OH
CMA139	Montgomery, AL
CMA149	Fayetteville, NC

<u>Market</u>	<u>Market Name</u>
CMA153	Columbus, GA-AL
CMA155	Savannah, GA
CMA158	Lima, OH
CMA160	Killeen-Temple, TX
CMA164	Fort Myers, FL Counties - Lee
CMA166	Hickory, NC
CMA167	Sarasota, FL
CMA168	Tallahassee, FL
CMA172	Lincoln, NE
CMA177	Battle Creek, MI
CMA179	Topeka, KS
CMA181	Muskegon, MI
CMA184	Houma-Thibodaux, LA
CMA192	Gainesville, FL
CMA193	Benton Harbor, MI
CMA194	Waco, TX
CMA206	Longview-Marshall, TX
CMA207	Jackson, MI
CMA208	Fort Pierce, FL
CMA211	Bradenton, FL
CMA218	Wilmington, NC
CMA227	Anderson, SC
CMA231	Mansfield, OH
CMA235	Petersburg-Colonial Heights-Hopewell, VA
CMA237	Tyler, TX
CMA241	Pueblo, CO
CMA245	Ocala, FL
CMA246	Dothan, AL
CMA253	Sioux City, IA-NE
CMA258	Jacksonville, NC
CMA261	Albany, GA
CMA262	Danville, VA
CMA264	Florence, SC
CMA265	Fort Walton Beach, FL
CMA280	Burlington, NC
CMA283	Panama City, FL
CMA285	Las Cruces, NM
CMA288	Rochester, MN
CMA297	Great Falls, MT
CMA299	Casper, WY
CMA310	Alabama 4-Bibb
CMA313	Alabama 7-Butler
CMA314	Alabama 8-Lee

Market	Market Name
CMA319	Arizona 2-Coconino
CMA321	Arizona 4-Yuma
CMA322	Arizona 5-Gila
CMA323	Arizona 6-Graham
CMA341	California 6-Mono
CMA352	Colorado 5-Elbert
CMA353	Colorado 6-San Miguel
CMA354	Colorado 7-Saguache
CMA355	Colorado 8-Kiowa
CMA356	Colorado 9-Costilla
CMA360	Florida 1-Collier
CMA361	Florida 2-Glades
CMA362	Florida 3-Hardee
CMA363	Florida 4-Citrus
CMA366	Florida 7-Hamilton
CMA375	Georgia 5-Haralson
CMA376	Georgia 6-Spalding
CMA377	Georgia 7-Hancock
CMA378	Georgia 8-Warren
CMA379	Georgia 9-Marion
CMA380	Georgia 10-Bleckley
CMA383	Georgia 13-Early
CMA389	Idaho 2-Idaho
CMA390	Idaho 3-Lemhi
CMA392	Idaho 5-Butte
CMA393	Idaho 6-Clark
CMA399	Illinois 6-Montgomery
CMA401	Illinois 8-Washington
CMA402	Illinois 9-Clay
CMA419	Iowa 8-Monona
CMA427	Iowa 16-Lyon
CMA428	Kansas 1-Cheyenne
CMA429	Kansas 2-Norton
CMA432	Kansas 5-Brown
CMA433	Kansas 6-Wallace
CMA434	Kansas 7-Trego
CMA438	Kansas 11-Hamilton
CMA439	Kansas 12-Hodgeman
CMA440	Kansas 13-Edwards
CMA476	Michigan 5-Manistee
CMA478	Michigan 7-Newaygo
CMA482	Minnesota 1-Kittson
CMA491	Minnesota 10-Le Sueur

Market	Market Name
CMA492	Minnesota 11-Goodhue
CMA529	Montana 7-Fergus
CMA530	Montana 8-Beaverhead
CMA537	Nebraska 5-Boone
CMA544	Nevada 2-Lander
CMA546	Nevada 4-Mineral
CMA547	Nevada 5-White Pine
CMA553	New Mexico 1-San Juan
CMA556	New Mexico 4-Santa Fe
CMA557	New Mexico 5-Grant
CMA558	New Mexico 6-Lincoln
CMA566	North Carolina 2-Yancey
CMA568	North Carolina 4-Henderson
CMA569	North Carolina 5-Anson
CMA570	North Carolina 6-Chatham
CMA571	North Carolina 7-Rockingham
CMA572	North Carolina 8-Northampton
CMA573	North Carolina 9-Camden
CMA574	North Carolina 10-Harnett
CMA575	North Carolina 11-Hoke
CMA576	North Carolina 12-Sampson
CMA577	North Carolina 13-Greene
CMA578	North Carolina 14-Pitt
CMA579	North Carolina 15-Cabarrus
CMA580	North Dakota 1-Divide
CMA586	Ohio 2-Sandusky
CMA587	Ohio 3-Ashtabula
CMA589	Ohio 5-Hancock
CMA590	Ohio 6-Morrow
CMA591	Ohio 7-Tuscarawas
CMA625	South Carolina 1-Oconee
CMA626	South Carolina 2-Laurens
CMA627	South Carolina 3-Cherokee
CMA628	South Carolina 4-Chesterfield
CMA629	South Carolina 5-Georgetown
CMA630	South Carolina 6-Clarendon
CMA631	South Carolina 7-Calhoun
CMA632	South Carolina 8-Hampton
CMA633	South Carolina 9-Lancaster
CMA638	South Dakota 5-Custer
CMA639	South Dakota 6-Haakon
CMA640	South Dakota 7-Sully
CMA641	South Dakota 8-Kingsbury

Market	Market Name
CMA642	South Dakota 9-Hanson
CMA646	Tennessee 4-Hamblen
CMA650	Tennessee 8-Johnson
CMA658	Texas 7-Fannin
CMA661	Texas 10-Navarro
CMA662	Texas 11-Cherokee
CMA666	Texas 15-Concho
CMA675	Utah 3-Juab
CMA676	Utah 4-Beaver
CMA677	Utah 5-Daggett
CMA678	Utah 6-Piute
CMA681	Virginia 1-Lee
CMA682	Virginia 2-Tazewell
CMA684	Virginia 4-Bedford
CMA686	Virginia 6-Highland
CMA687	Virginia 7-Buckingham
CMA688	Virginia 8-Amelia
CMA689	Virginia 9-Greensville
CMA691	Virginia 11-Madison
CMA716	Wisconsin 9-Columbia
CMA718	Wyoming 1-Park
CMA719	Wyoming 2-Sheridan
CMA721	Wyoming 4-Niobrara
CMA722	Wyoming 5-Converse

CMA's Identified by the HHI and Spectrum Screens:

Market	Market Name
CMA221	Fargo-Moorehead, ND-MN
CMA267	Sioux Falls, SD
CMA268	Billings, MT
CMA276	Grand Forks, ND-MN
CMA289	Rapid City, SD
CMA298	Bismarck, ND
CMA351	Colorado 4-Park
CMA382	Georgia 12-Liberty
CMA483	Minnesota 2-Lake of the Wood
CMA488	Minnesota 7-Chippewa
CMA489	Minnesota 8-Lac qui Parle
CMA490	Minnesota 9-Pipestone
CMA523	Montana 1-Lincoln
CMA524	Montana 2-Toole
CMA526	Montana 4-Daniels

Market	Market Name
CMA527	Montana 5-Mineral
CMA528	Montana 6-Deer Lodge
CMA531	Montana 9-Carbon
CMA532	Montana 10-Prairie
CMA581	North Dakota 2-Bottineau
CMA582	North Dakota 3-Barnes
CMA583	North Dakota 4-McKenzie
CMA584	North Dakota 5-Kidder
CMA634	South Dakota 1-Harding
CMA635	South Dakota 2-Corson
CMA636	South Dakota 3-McPherson
CMA637	South Dakota 4-Marshall

CEAs Identified by the HHI Screen Only:

Market	Market Name
CEA0080	Akron, OH
CEA0120	Albany, GA
CEA0200	Albuquerque, NM-AZ
CEA0440	Ann Arbor, MI
CEA0460	Appleton-Oshkosh-Neenah, WI
CEA0600	Augusta-Aiken, GA-SC
CEA0760	Baton Rouge, LA-MS
CEA0870	Benton Harbor, MI
CEA1260	Bryan-College Station, TX
CEA1320	Canton-Massillon, OH
CEA1350	Casper, WY-ID-UT
CEA1440	Charleston-North Charleston, SC
CEA1520	Charlotte-Gastonia-Rock Hill, NC-SC
CEA1580	Cheyenne, WY
CEA1680	Cleveland-Lorain-Elyria, OH
CEA1760	Columbia, SC
CEA1800	Columbus, GA-AL
CEA1840	Columbus, OH
CEA1950	Danville, VA
CEA2120	Des Moines, IA-IL-MO
CEA2180	Dothan, AL-FL-GA
CEA2200	Dubuque, IA-IL-WI
CEA2320	El Paso, TX
CEA2330	Elkhart-Goshen, IN-MI
CEA2440	Evansville-Henderson, IN-KY-IL
CEA2560	Fayetteville, NC
CEA2655	Florence, SC

<u>Market</u>	<u>Market Name</u>
CEA2700	Fort Myers-Cape Coral, FL
CEA2710	Fort Pierce-Port St. Lucie, FL
CEA2750	Fort Walton Beach, FL
CEA2900	Gainesville, FL
CEA2980	Goldsboro, NC
CEA3000	Grand Rapids-Muskegon-Holland, MI
CEA3080	Green Bay, WI-MI
CEA3120	Greensboro-Winston-Salem-High Point, NC-VA
CEA3150	Greenville, NC
CEA3160	Greenville-Spartanburg-Anderson, SC-NC
CEA3290	Hickory-Morganton, NC-TN
CEA3350	Houma, LA
CEA3520	Jackson, MI
CEA3605	Jacksonville, NC
CEA3660	Johnson City-Kingsport-Bristol, TN-VA
CEA3720	Kalamazoo-Battle Creek, MI
CEA3810	Killeen-Temple, TX
CEA3980	Lakeland-Winter Haven, FL
CEA4040	Lansing-East Lansing, MI
CEA4100	Las Cruces, NM
CEA4320	Lima, OH
CEA4360	Lincoln, NE
CEA4400	Little Rock-North Little Rock, AR
CEA4420	Longview-Marshall, TX
CEA4680	Macon, GA
CEA4720	Madison, WI
CEA4800	Mansfield, OH
CEA5160	Mobile, AL
CEA5240	Montgomery, AL
CEA5330	Myrtle Beach, SC
CEA5345	Naples, FL
CEA5560	New Orleans, LA-MS
CEA5720	Norfolk-Virginia Beach-Newport News, VA-NC
CEA5790	Ocala, FL
CEA5920	Omaha, NE-IA-MO
CEA6015	Panama City, FL
CEA6080	Pensacola, FL
CEA6200	Phoenix-Mesa, AZ-NM
CEA6560	Pueblo, CO-NM
CEA6580	Punta Gorda, FL
CEA6640	Raleigh-Durham-Chapel Hill, NC
CEA6720	Reno, NV-CA
CEA6760	Richmond-Petersburg, VA

Market	Market Name
CEA6820	Rochester, MN-IA-WI
CEA6895	Rocky Mount, NC
CEA6960	Saginaw-Bay City-Midland, MI
CEA7490	Santa Fe, NM
CEA7510	Sarasota-Bradenton, FL
CEA7520	Savannah, GA-SC
CEA7680	Shreveport-Bossier City, LA-AR
CEA7720	Sioux City, IA-NE-SD
CEA8140	Sumter, SC
CEA8240	Tallahassee, FL-GA
CEA8280	Tampa-St. Petersburg-Clearwater, FL
CEA8400	Toledo, OH
CEA8440	Topeka, KS
CEA8520	Tucson, AZ
CEA8640	Tyler, TX
CEA8800	Waco, TX
CEA9000	Wheeling, WV-OH
CEA9040	Wichita, KS-OK
CEA9200	Wilmington, NC
CEA9320	Youngstown-Warren, OH
CEA9360	Yuma, AZ
CEA9502	Flagstaff, AZ-UT
CEA9509	Idaho Falls, ID-WY
CEA9510	Twin Falls, ID
CEA9519	Traverse City, MI
CEA9522	Mankato, MN
CEA9535	Scottsbluff, NE-WY
CEA9540	Farmington, NW-CO-NM
CEA9546	Minot, ND
CEA9560	Staunton, VA-WV
CEA9566	Bluefield, WV-VA

CEAs Identified by the Spectrum Screen Only:

Market	Market Name
CEA2080	Denver, CO-KS-NE

CEAs Identified by the HHI and Spectrum Screens:

Market	Market Name
CEA0880	Billings, MT-WY
CEA1010	Bismarck, ND-MT-SD
CEA2520	Fargo-Moorhead, ND-MN
CEA2985	Grand Forks, ND-MN

Market	Market Name
CEA3040	Great Falls, MT
CEA3600	Jacksonville, FL-GA
CEA5120	Minneapolis-St. Paul, MN-WI
CEA6660	Rapid City, SD-MT-NE-ND
CEA7760	Sioux Falls, SD-IA-MN-NE
CEA9523	Worthington, MN-IA
CEA9529	Missoula, MT
CEA9530	Butte, MT
CEA9554	Aberdeen, SD
CEA9555	Watertown, SD-MN

**STATEMENT OF
CHAIRMAN KEVIN J. MARTIN**

Re: Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling that the Transaction is Consistent with Section 310(b)(4) of the Communications Act, File Nos. 0003463892, et al., WT Docket No. 08-95.

Broadband and the advanced applications that it enables have become increasingly critical drivers of both economic and social development. With these three items, we take significant steps to advance the roll out of wireless broadband Internet access to consumers across the country, and promote long term investment in broadband infrastructure that will support increased innovation, expanded services and economic growth in the future. These items also advance networks that are more open to devices and applications, as we implement the open platform requirements of the 700 MHz C Block and approve a transaction that will advance the promises of New Clearwire to allow applications and devices of the consumers' choice on these networks. Taken together with our action today approving the use of the television "white spaces" for unlicensed wireless use, the future of wireless broadband is indeed bright.

These transactions will provide significant benefits to wireless consumers. Specifically Verizon will now be able to fill in holes in its coverage area and provide a more robust national wireless service to its customers. Notably, Verizon is required to divest overlapping areas, numbering more than 100.

With respect to roaming, the commitment proposed by Verizon Wireless to extend its roaming obligations provides added certainty to small and rural carriers. In addition, Verizon Wireless has made additional commitments with respect to continuing the Alltel GSM network and allowing carriers to choose which roaming agreement to continue. This should all help smaller, rural and regional carriers providing roaming to their consumers.

Consumers are also beneficiaries of a new entrant into the wireless market, Clearwire. This provider will enhance competition and solidify wireless as an additional broadband platform. Moreover, Clearwire committed to embrace more open networks, one open to all applications and devices. This approach will spur innovation and give greater choice and improved services to consumers.

I am also very pleased with the voluntary commitments made by Sprint Nextel and Verizon Wireless with respect to the Universal Service Fund and E911 location accuracy. With respect to E911, these companies have taken a leadership role in the industry and are following through on their promises to meet E911 location accuracy obligations at the county-level. This is an issue that is critical to consumers and first responders, and an issue that has been a priority to me as Chairman. This commitment will allow first responders to reach those in need more quickly, and find callers more consistently. This is clearly in the public interest.

With respect to USF, the phase-out of high-cost competitive ETC funding to these carriers will provide significant benefits to the fund, while also providing certainty to the carriers. High-cost support for competitive ETCs has grown rapidly over the last several years, placing extraordinary pressure on the federal USF. In 2001, high-cost universal service support totaled approximately \$2.6 billion. By 2007, the amount of high-cost support had grown to approximately \$4.3 billion per year. In recent years, this growth has been due mostly to increased support provided to competitive ETCs, which receive high-cost support based not on their own costs, but on the per-line support of the incumbent LECs. Competitive ETC support, since 2001, has grown from under \$17 million to over \$1.18 billion—an annual growth rate

of over 100 percent. The offers made by the carriers here provide certainty for the carriers, while reducing the pressure on the fund over time.

Finally, I note that the industry has made considerable progress with respect to the issue of openness of devices and applications. With the issuance of Verizon Wireless's 700 MHz licenses the open platform obligations we imposed on the C Block become a step closer to implementation. The availability of third party handsets with the capability of downloading the applications of the user's choice will provide substantial opportunities and competitive pressure to ensure that the benefits of open platforms are realized. Moreover, coupled with the considerable openness plans that New Clearwire intends to include as it rolls out its new network and our action today on making available the white spaces, there is a ripe field for wireless innovation and growth.

**STATEMENT OF
COMMISSIONER MICHAEL J. COPPS
CONCURRING IN PART, DISSENTING IN PART**

Re: Applications of Celco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling that the Transaction is Consistent with Section 310(b)(4) of the Communications Act, File Nos. 0003463892, et al., WT Docket No. 08-95.

This transaction entails the merger of two of the nation's largest wireless carriers. It will create a company with around 80 million customers—the nation's largest. But that tells only part of the story. Equally important is the geographic scope of this company. Although Alltel is by far the smaller of the two carriers when it comes to customers, its network covers a staggering amount of rural territory. The combined entity will have an enormous geographic footprint, and the combination of the two networks will substantially reduce consumer choice. In the short term, of course, the transaction may bring increased data speeds and handset choices to some rural areas. But in the long term, I continue to worry that all the reductions in competition we have seen in recent years translate into lower-quality service and higher prices for American consumers. That's not the direction we should have been heading.

Today's merger is also seriously bad news for smaller carriers who rely on roaming—and their customers. The reason is that the new, merged network will be the only game in town when it comes to roaming in many regions of the country. Smaller carriers that rely on roaming contracts to provide nationwide service will see a critical partner eliminated in rural areas. This development may even put some smaller carriers out of business—thus further consolidating the wireless marketplace. The creation of an ever more dominant carrier will also have ripple effects in many other parts of the wireless marketplace—tipping the balance even more towards the network operator when it comes to dealing with handset manufacturers, content providers, application designers and the many other companies that will be forced to ask for “permission to innovate.”

I must limit myself to concurrence in part of this proceeding and also to a partial dissent. I concur in part only because the company and my colleagues have agreed to modest roaming conditions that will partly—but only partly—ameliorate the problems of creating such an enormous force in the wireless marketplace. The main conditions we secure today are a commitment by Verizon Wireless to extend existing roaming contracts for four years and to maintain Alltel's existing GSM network “indefinitely.” These provisions are better than nothing—and better than what was originally proposed when this item was circulated—but I cannot say that they answer more than a portion of my concerns. And I am disappointed that discussions suggesting a seven year roaming commitment did not end successfully.

Today's item also requires the merged entity to meet important E911 location accuracy benchmarks and to open its books to ensure that its Universal Service Fund support is commensurate with its real costs of providing service. These are two reforms that I have supported in other proceedings and I am glad that consumers will benefit from them here. But, again, I cannot say that these conditions turn the balance in favor of the public interest.

Finally, I must note one additional element that I would have preferred to handle differently. The Commission has a statutory duty to prevent undue consolidation in the wireless marketplace. A spectrum cap—or the far less robust “spectrum screen” that the Commission, over my objection, uses instead—is a critical tool to enforcing this policy. As I have stated before, I believe the right way to account for new bands that have been made available for advanced wireless services would be through a comprehensive, industry-wide proceeding that would establish appropriate rules for valuing the relative desirability of

different spectrum. But we have not conducted such a proceeding. Instead, we simply raise the spectrum screen in an ad hoc fashion merger-by-merger. While I appreciate the willingness of my colleagues to fashion a spectrum screen for this transaction that somewhat reasonably (but far from perfectly) reflects the current marketplace, I think that a general rulemaking is still necessary and desirable.

Thanks to the Bureau and thanks to my colleagues for their hard work on this proceeding.

**STATEMENT OF
COMMISSIONER JONATHAN S. ADELSTEIN
CONCURRING IN PART, DISSENTING IN PART**

Re: Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling that the Transaction is Consistent with Section 310(b)(4) of the Communications Act, File Nos. 0003463892, et al., WT Docket No. 08-95.

The Commission must carefully assess whether transactions before us will benefit the public interest. This merger required close scrutiny because of its scope involving two of the largest cell phone service providers in the country. The combined Verizon-Alltel will provide overwhelming coverage to the U.S. population and will serve over 80 million subscribers. I remain deeply concerned about consolidation in the wireless marketplace and the loss of a key roaming partner as a result of this merger. As such, I ultimately concur and dissent in part to this transaction because while there are demonstrable public interest benefits, the Order before us does not include a comprehensive of conditions to address the very real competitive harms that have been raised by this merger.

The Applicants argue that a grant of this transaction will result in expanded services and features for wireless consumers, particularly in rural areas. The Applicants also submit that the merger would enable the combined entity to increase broadband deployment and next generation services and provide a higher quality of service. Applicants similarly point out the resulting increased efficiencies and economies of scale and scope as a result of combined resources. These are valid arguments, and I certainly support the improved service to Rural America that could result from this transaction. Still, I do not believe we have done enough here to remedy the competitive concerns that are likely in the marketplace for these services.

I am very concerned that the merger of these two entities will reduce competition in the wireless marketplace. I can not fully support this merger in the absence of reasonable conditions. Competition is essential to keeping consumer costs down and driving innovation. I am particularly concerned that a decrease in competition in this instance may have a dramatic effect on the roaming market, and hence on consumers of competing, and smaller, wireless service operators. With the loss of the largest regional CDMA carrier resulting from this transaction, and with only two available CDMA carriers nationwide, there is a real concern that smaller carriers may be unable to negotiate reasonable and nondiscriminatory roaming terms with national carriers. Not only does this threaten consistency in service across the country, with fewer carriers in each market, but roaming rates can easily rise and the costs may ultimately be passed on to consumers. This will undercut the remaining competitive carriers, potentially resulting in reduced competition in the local and national retail market. I would have preferred that the majority adopt transaction specific, pro-competitive conditions to address these very legitimate and specific competitive harms.

The interests of rural consumers and small carriers, to whom roaming is essential, will be protected in part by ensuring that reasonable and nondiscriminatory obligations consistent with sections 201, 202, and 208 of the Communications Act are applicable. I thank my colleagues for ensuring that this was made clear in this item. And while I appreciate that this item incorporates the commitment to extend the duration of Alltel and Verizon agreements for up to four years, this commitment alone is inadequate. I would have preferred more rigorous safeguards regarding roaming obligations beyond those set forth in the item and consistent with the consensus proposal put on the record by affected carriers.

For these reasons, I dissent in part and concur in part in my decision today.

**STATEMENT OF
COMMISSIONER DEBORAH TAYLOR TATE**

Re: Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling that the Transaction is Consistent with Section 310(b)(4) of the Communications Act, File Nos. 0003463892, et al., WT Docket No. 08-95.

Like most mergers of established industry players, the merger of Verizon Wireless and Alltel raises important public policy issues. First, there are the potential risks of anticompetitive harm if the merged entity gains substantial market power. On the other hand, potential benefits to consumers may accrue. These potential costs and benefits must be seriously evaluated. In this instance, both the Department of Justice (DOJ) and the Commission have determined that the transaction is in the public interest, subject to certain conditions, to which the parties have agreed.

The conditions applied to this merger are especially important to ensure competition and, ultimately, to protect consumers. First, as a result of its negotiations with DOJ, the merged firm will divest spectrum in 100 cellular markets where Verizon Wireless and Alltel have a significant amount of spectrum overlap. In reviewing this transaction, the Commission agreed that such a divestiture was necessary, and it further determined that divestiture also was appropriate in an additional five markets, including one market in Johnson County, Tennessee. All of this divested spectrum will be made available to existing and potential service providers in these markets, thus helping to ensure competition.

In addition, this order establishes specific requirements related to roaming services the merged entity will provide. Most notably, Verizon Wireless will honor the existing roaming agreements – whether contracted with them or Alltel – for four years. A number of parties, especially mid-sized, small and rural providers, expressed concern that there are too few roaming providers utilizing CDMA technology, and that the proposed merger would even further reduce this number. By maintaining roaming agreements for this longer period of time, it is more likely that Long Term Evolution (LTE) will be available from other providers – including AT&T, which does not offer CDMA service – when many of these roaming contracts expire. This will help ensure more competition in the provision of roaming service at that time.

Finally, this transaction offers real, merger-specific consumer benefits that should not be ignored. Current customers of Alltel may now enjoy many services that already are available to Verizon Wireless customers. Thus, given that Alltel serves rural areas that are not currently served by Verizon Wireless, the merger will make it possible for more rural Americans to join the Verizon Wireless nationwide network, along with its faster deployment of advanced services such as broadband. The combined entity also will have a larger geographic footprint, which will benefit all of its subscribers. At a time when current economic conditions make it difficult to expand, upgrade, or even make a normal investment in expensive communications networks, a transaction that would result in an expanded footprint and upgraded services, especially in rural America, may provide some real public benefits.

Given these reasonable merger conditions and likely pro-consumer benefits, I join my colleagues in approving this item. I thank the staff of the Wireless Bureau for their many hours of hard work in evaluating this transaction and for their commitment to ensuring a pro-competitive telecommunications marketplace for years to come.

**STATEMENT OF
COMMISSIONER ROBERT M. McDOWELL
APPROVING IN PART, CONCURRING IN PART**

Re: Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling that the Transaction is Consistent with Section 310(b)(4) of the Communications Act, File Nos. 0003463892, et al., WT Docket No. 08-95.

I am voting to approve this order because I am satisfied that the spectrum divestitures set forth in the order essentially enforce the same limits on consolidation that we have applied since the Commission adopted its case-by-case approach to evaluating proposed mobile transactions. Accordingly, the parties have voluntarily taken steps to prevent consolidation in individual markets from advancing to a point that may threaten competition and potentially harm consumers. I am particularly pleased that the transaction has the potential to benefit customers in rural America by enabling Verizon Wireless to bring its technical expertise and commitment to deploying cutting-edge, high speed wireless broadband technology to these areas.

With respect to roaming obligations, I am pleased by Verizon Wireless's commitment to keep in place for four years its current roaming rates. The company has also agreed to keep the rates set forth in Alltel's existing agreements with each non-nationwide carrier for the full term of a current agreement, or for four years from the closing date of this transaction, whichever occurs later. I support this condition because it is limited in scope and merger-specific. For the same reason, I am glad we have taken this opportunity to opine on the protections afforded to all carriers pursuant to sections 201, 202 and 208 of the Communications Act. Going forward, carriers requiring roaming now have more legal clarity should they need to avail themselves of the Commission's complaint process.

On the other hand, I can only concur to the universal service condition imposed here. First, this condition is not merger-specific. In addition, while I may agree with some of the universal service policies contained in this order, I see no need to potentially prejudice the Commission's ongoing rulemaking on this important matter. This is especially the case given that I, along with three of my colleagues, have made public our commitment to wrap up our work on universal service reform no later than December 18, 2008. Moreover, the text of today's order is unclear as to whether our action today would be superseded by action in the universal service proceeding.

Nonetheless, I am please to support the overall order. Many thanks to the bureaus and my colleagues for their work on this matter.