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VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: Request for Extension of Management Period
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:

Pursuant to paragraph 166 of the Commission's Memorandum Opinion and Order and Declaratory Ruling approving the transfer of licenses, authorizations and leasing arrangements in connection with Cellco Partnership d/b/a Verizon Wireless' ("Verizon Wireless") acquisition of ALLTEL Corporation,¹ Verizon Wireless hereby requests that the Wireless Telecommunications Bureau ("Bureau") extend the Management Period by an additional 60 days – until July 8, 2009.² This extension is necessary to afford the company additional time to complete agreements to effect the required divestitures stipulated in the Order and to file the associated applications to transfer the licenses, authorizations and leases associated with the Divestiture Assets to a new buyer(s) and/or to effect the assignment of any assets to a Divestiture Trustee.³

¹ *Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC*, Memorandum Opinion and Order and Declaratory Ruling, FCC 08-258 at ¶ 166 (Nov. 10, 2008) ("*Verizon Wireless/ALLTEL Order*").

² Because the transaction closed on January 9, 2009, the Management Period is currently set to end on May 9, 2009.

³ Verizon Wireless is also contemporaneously submitting a request to the Department of Justice seeking that the Department, in consultation with the plaintiff States, extend the time period to divest the Divestiture Assets an additional 60 days, pursuant to Section IV.A. of the proposed Final Judgment filed in *United States, et*

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On November 4, 2008, the Commission adopted the *Verizon Wireless/ALLTEL Order* requiring Verizon Wireless to divest overlapping wireless assets in 105 cellular market areas ("CMAs")⁴ – by far the largest wireless divestiture since the formation of Verizon Wireless in 2000.⁵ Verizon Wireless

al. v. Verizon Comm'ns Inc. & Alltel Corp., Section XIV.B.2. of the Modified Final Judgment entered in *United States v. Bell Atlantic Corp., GTE Corp. & Vodafone AirTouch PLC*, and Section IV.A., as modified by Section XV.A.10., of the Modified Final Judgment entered in *United States & State of Minn. v. Alltel Corp. & Midwest Wireless Holdings L.L.C.*

⁴ Verizon Wireless voluntarily committed to divest one of the overlapping business units and associated spectrum in each of 100 CMAs as a result of discussions with the U.S. Department of Justice. *Verizon Wireless/ALLTEL Order* at ¶¶ 15, 19. In its Order, the Commission identified five additional CMAs requiring divestiture. *Id.* at ¶ 159.

⁵ SBC and BellSouth divested 16 CMAs when they formed Cingular. *Applications of SBC COMMUNICATIONS INC. and BELLSOUTH CORPORATION For Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd 25459, ¶¶ 20-23 (2000). Cingular and AT&T Wireless divested all or part of 30 CMAs for their transaction. *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, ¶¶ 254-265 (2004) (conditioning grant on the divestiture of AT&T Wireless operating units in 16 CMAs, the divestiture of 10 MHz of PCS spectrum in one additional CMA and one additional BTA, and the divestiture of all spectrum holdings in excess of 80 MHz in certain counties in an additional 12 CMAs). ALLTEL divested 16 CMAs for the Western Wireless transaction and four for the Midwest Wireless transaction. *Applications of Western Wireless Corporation and ALLTEL Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13053, ¶ 162 (2005); *Applications of Midwest Wireless holdings, L.L.C. and ALLTEL Communications, Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd 11526, ¶ 122 (2006). Last year, AT&T divested four CMAs for the Dobson transaction, and Verizon Wireless divested six CMAs for the Rural Cellular transaction. *Applications of AT&T Inc. and Dobson Communications Corporation*

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recognized the complexity of the anticipated divestiture process well before the order was adopted. In August 2008, it hired Morgan Stanley and sent a Preliminary Overview of the Divestiture Assets and a non-disclosure agreement to prospective buyers. In November, it issued a 200-page Confidential Information Memorandum that detailed the assets in each CMA to be divested. In December, Verizon Wireless opened an online data room and held day-long management meetings with various prospective bidders. In January, it provided bid procedures, a draft acquisition agreement, and a draft transition services agreement to prospective purchasers. In February, Verizon Wireless provided a draft roaming agreement, and in early March it provided auditable financials to bidders. In total, Verizon Wireless signed nondisclosure agreements with over 70 prospective buyers and answered hundreds of due diligence questions posed by the bidders.

Verizon Wireless requested that bids be submitted by the end of March. While Verizon Wireless received a variety of bids, some of the leading bids were contingent on additional due diligence and data requests, which the company has been responding to expeditiously. Verizon Wireless is in discussions with some of the bidders, but it will not be able to complete the process and submit the requisite applications by the end of the 120-day period specified in the *Verizon Wireless/ALLTEL Order*.

In its order granting the transaction, the Commission established a 120-day Management Period to divest the Divestiture Assets prior to the second stage of the divestiture process becoming operative. This Management Period expires on May 9, 2009. The Order also provides that, upon application, the Wireless Telecommunications Bureau may grant one or more extensions of the Management Period not to exceed 60 days in the aggregate. Verizon Wireless hereby requests that the Bureau extend the Management Period an additional 60 days.

For Consent to Transfer Control of Licenses and Authorizations, Memorandum Opinion and Order, 22 FCC Rcd 20295, ¶ 88 (2007); Applications of Celco Partnership d/b/a Verizon Wireless and Rural Cellular Corporation For Consent To Transfer Control of Licenses, Authorizations, and Spectrum Manager Leases, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 12463, ¶ 113 (2008).

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Verizon Wireless recognizes the importance of divesting the Divestiture Assets to the ultimate buyer(s) as soon as possible and is working expeditiously to accomplish that goal. Although the company has diligently managed the divestiture process, the sheer size and complexity of the divestitures coupled with the current economic conditions have forced bidders to conduct far more due diligence than usual. This has made it impossible to complete the divestitures within the initial 120-day period. A 60-day extension of the Management Period will afford Verizon Wireless much needed additional time to complete agreements to effect the required divestitures and to file the associated applications to transfer the licenses, authorizations and leases associated with the Divestiture Assets to a new buyer(s). And, to the extent (if any) that an agreement with a buyer cannot be completed for certain Divestiture Assets after further efforts, the additional time will enable Verizon Wireless to prepare applications and comply with the Commission's 30-day process for assigning these assets to a Divestiture Trustee.⁶

For the foregoing reasons, Verizon Wireless requests a 60-day extension of the Management Period – until July 8, 2009 – so it can complete the required divestitures. The Management Trustee will continue to operate the Divestiture Assets during this extension period.

Please contact the undersigned counsel for Verizon Wireless should there be any questions or should additional information be required.

Respectfully submitted,

/s/ Nancy J. Victory

Nancy J. Victory

cc: Paul Murray
Jim Schlichting
Chris Moore
Erin McGrath

⁶ *Verizon Wireless/ALLTEL Order at ¶ 167.*