

1776 K STREET NW  
WASHINGTON, DC 20006  
PHONE 202.719.7000  
FAX 202.719.7049

7925 JONES BRANCH DRIVE  
McLEAN, VA 22102  
PHONE 703.905.2800  
FAX 703.905.2820

www.wileyrein.com

July 31, 2009

Helgi C. Walker  
202.719.7349  
hwalker@wileyrein.com

**VIA ELECTRONIC FILING**

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

Re: Notice of Ex Parte Presentation  
WT Docket 08-95 – Applications of Atlantis Holdings LLC and Cellco  
Partnership d/b/a Verizon Wireless for Consent to the Transfer of Control of  
Commission Licenses and Authorizations

Dear Ms. Dortch:

On Thursday, July 30, 2009, John T. Scott, III and Andre J. Lachance of Verizon Wireless and Helgi C. Walker and Thomas R. McCarthy of Wiley Rein LLP met with General Counsel Austin Schlick, Diane Griffin Holland, Jim Bird, Joel Rabinovitz, and Neil Dellar, all of the Office of General Counsel, to discuss Verizon Wireless's opposition to the Petition for Clarification or Reconsideration of Leap Wireless International, Inc.,<sup>1</sup> just as Verizon Wireless did in a prior meeting with representatives of the Office of the General Counsel on April 23, 2009.<sup>2</sup>

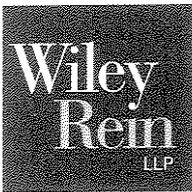
Specifically, we discussed the roaming condition offered by Verizon Wireless and adopted by the Commission in the *Grant Order* that Verizon Wireless "will not adjust upward the rates set forth in ALLTEL's existing [roaming] agreements with each regional, small and/or rural carrier for the full term of the agreement or for four years from the closing date, which ever occurs later" (the "Pricing Condition").<sup>3</sup> We also discussed Leap's claim that the Pricing Condition should be "clarified" to extend to all terms and conditions – not just rates. In addition, we discussed how the Pricing Condition unambiguously applies to rates only, and not the other terms and conditions of existing ALLTEL roaming agreements. And we emphasized that Leap knew then and now that the commitment does not extend beyond rates, and that the *Grant Order*<sup>4</sup>

<sup>1</sup> Petition for Clarification or Reconsideration of Leap Wireless International, Inc., WT Docket No. 08-95 (filed Dec. 10, 2008) ("Leap Petition").

<sup>2</sup> See Letter from Scott D. Delacourt, Counsel for Verizon Wireless, to Marlene H. Dortch, Secretary, Federal Communications Commission, WT Docket 08-95 (April 24, 2009).

<sup>3</sup> *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*, Memorandum Opinion and Order and Declaratory Ruling, WT Docket 08-95, 23 FCC Rcd 17444, at ¶ 178 (Nov. 10, 2008).

<sup>4</sup> *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*



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is clear on its face that the Pricing Condition applies only to rates. We also discussed how the Pricing Condition is meaningful both factually (it was requested by carriers) and legally (combined with the Commission's assurance that terms and conditions are subject to Sections 201, 202, and 208 of the Communications Act, it protects carriers with regard to the entirety of their agreements).

Moreover, we explained that granting the Leap Petition would run afoul of the law both procedurally and substantively in several respects, as detailed in our White Paper filed in the above-referenced docket on May 8, 2009.

Pursuant to Section 1.1206(b)(2) of the Commission's rules, an electronic copy of this letter is being filed for inclusion in the above-referenced docket.

Sincerely,

/s/ Helgi C. Walker  
Helgi C. Walker

cc (by email):

Chairman Julius Genachowski  
Commissioner Michael J. Copps  
Commissioner Robert M. McDowell  
Austin Schlick  
Jim Bird  
Renee Crittendon  
Neil Dellar  
Michele Ellison  
Angela Giancarlo  
Aaron Goldberger  
Nese Guendelsberger  
Diane Griffin Holland  
Paul Murray  
Joel Rabinovitz  
Jim Schlichting  
Susan Singer

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(Continued . . .)

*Leasing Arrangements and Petition for Declaratory Ruling that the Transaction Is Consistent with Section 310(b)(4) of the Communications Act*, Memorandum Opinion and Order and Declaratory Ruling, WT Docket 08-95, 23 FCC Rcd 17444 (Nov. 10, 2008).