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May 25, 2010

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VIA ECFS

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

Re: Response to General Information Request
Applications of Celco Partnership d/b/a Verizon Wireless and AT&T Inc.
For Consent to Assign or Transfer Control of Licenses and Authorizations
and Request for Declaratory Ruling on Foreign Ownership, WT Docket No.
09-121

REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch:

In accordance with the Protective Orders in this proceeding,¹ attached please find a copy of the redacted version of Verizon Wireless' response to the Wireless Telecommunications Bureau's General Information Request, dated November 19, 2009.

Verizon Wireless is also filing today, under separate transmittal, one copy of the highly confidential version of this response and one copy of the confidential version of this response with the Office of the Secretary. In addition, two copies of this redacted version, two copies of the highly confidential version, and two copies of the confidential version are being hand-delivered to Kathy Harris of the Wireless Telecommunications Bureau.

¹ *Applications of Celco Partnership d/b/a Verizon Wireless and AT&T Inc. For Consent to Assign or Transfer Control of Licenses and Authorizations and Request for Declaratory Ruling on Foreign Ownership*, WT Docket No. 09-121, Protective Order, DA 09-2449 (WTB rel. Nov. 19, 2009) ("Protective Order"); *Applications of Celco Partnership d/b/a Verizon Wireless and AT&T Inc. For Consent to Assign or Transfer Control of Licenses and Authorizations and Request for Declaratory Ruling on Foreign Ownership*, WT Docket No. 09-121, Protective Order, DA 10-901 (WTB rel. May 19, 2010) ("Second Protective Order").

Ms. Marlene H. Dortch
May 25, 2010
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Please contact the undersigned counsel for Verizon Wireless should you have any questions regarding this submission or should you require additional information.

Respectfully submitted,


Nancy J. Victory

cc: Ruth Milkman
Kathy Harris
Stacy Ferraro

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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Applications of Cellco Partnership d/b/a Verizon Wireless and AT&T Inc.)	WT Docket No. 09-121
)	
For Consent To Assign or Transfer Control of Licenses and Authorizations and Request for Declaratory Ruling on Foreign Ownership)	
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**RESPONSE OF VERIZON WIRELESS
TO THE WIRELESS TELECOMMUNICATIONS
BUREAU'S NOVEMBER 19, 2009
GENERAL INFORMATION REQUEST**

May 25, 2010

**RESPONSE OF VERIZON WIRELESS
TO THE WIRELESS TELECOMMUNICATIONS
BUREAU'S NOVEMBER 19, 2009
GENERAL INFORMATION REQUEST**

I. Introduction

Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”) hereby provides the information requested in the November 19, 2009 letter from Ruth Milkman, Chief of the Wireless Telecommunications Bureau, and the attached General Information Request, also dated November 19, 2009. The following pages restate the Bureau’s questions and provide Verizon Wireless’ response in narrative or tabular form, as appropriate. Please note that the following pages do not contain answers to all of the Bureau’s questions; AT&T Inc. (“AT&T”) is filing responses to the remaining questions under separate cover. Where specific documents are requested to be produced, Verizon Wireless has attached those documents.

In light of the information, data, and documents sought by the Commission, much of the narrative and submitted documents contain material that is extremely sensitive, from a commercial, competitive and financial perspective, that Verizon Wireless would not, in the normal course of its business, reveal to the public or its competitors. Where appropriate, therefore, much material is being submitted on a confidential basis pursuant to the First Protective Order and Second Protective Order in this proceeding.¹ The highly

¹ *Applications of Cellco Partnership d/b/a Verizon Wireless and AT&T Inc. For Consent To Assign or Transfer Control of Licenses and Authorizations and Request for Declaratory Ruling on Foreign Ownership*, WT Docket No. 09-121, Protective Order, DA 10-901 (WTB rel. May. 19, 2010) (“Second Protective Order”); *Applications of Cellco Partnership d/b/a Verizon Wireless and AT&T Inc. For Consent To Assign or Transfer Control of Licenses and Authorizations and Request for Declaratory Ruling on Foreign Ownership*, WT Docket No. 09-121, Protective Order, DA 09-2449 (WTB rel. Nov. 19, 2009) (“Protective Order”).

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confidential, unredacted submission is marked “*HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WT DOCKET NO. 09-121 before the Federal Communications Commission – ADDITIONAL COPYING PROHIBITED.*” A version of the response redacting the confidential information and available to the public is being filed electronically via ECFS.

Consistent with the First Protective Order and Second Protective Order, Verizon Wireless expects prompt notification of any “Acknowledgment of Confidentiality” submitted by any person seeking access to the confidential, unredacted material. Verizon Wireless also requests the return of all confidential material at the conclusion of this proceeding.

II. Questions Regarding Divestiture GSM Network To Be Acquired

On page 8 of the Public Interest Statement in the Application, the Applicants state that Verizon Wireless will be acquiring the Divestiture GSM Network and that Verizon Wireless will integrate that network into its pre-existing CDMA PCS network. The Applicants also state that Verizon Wireless will collocate CDMA equipment ("GSM/CDMA overlay") on many of the existing towers, while continuing to operate the Divestiture GSM Network "for a period of time to permit a smooth customer migration to the CDMA network."

QUESTION II.2.

2. *Regarding Verizon Wireless's plan to transition the Divestiture GSM Network to a CDMA network, provide the following information:*
 - a. *Describe the timeframe for such transition.*
 - b. *Describe in greater detail Verizon Wireless's network integration and customer migration plans for the Divestiture GSM Network Subscribers.*

RESPONSE TO QUESTIONS II.2.a. & II.2.b.:

[Begin Highly Confidential]

[Redacted]

[Redacted]

[Redacted]

[Redacted] [End Highly

Confidential]

- c. *Will the Divestiture GSM Network be maintained at the same level pending the transition to CDMA?*

RESPONSE TO QUESTION II.2.c.:

[Begin Confidential] [Redacted] [End Confidential]

- d. *Will the Divestiture GSM Network Subscribers continue to have the same degree of access to services on the Divestiture GSM network, including broadband data, as they do currently prior to and after any transition?*

RESPONSE TO QUESTION II.2.d.:

[Begin Confidential] [Redacted] [End Confidential]

[Begin Highly Confidential] [Redacted] [End

Highly Confidential]

² [Begin Confidential] [Redacted] [End Confidential]

- f. *What are the costs associated with transitioning the Divestiture GSM Network that would have to be borne by the Divestiture GSM Network Subscribers (such as the purchase of new GSM handsets), if any?*

RESPONSE TO QUESTION II.2.f.:

[Begin Highly Confidential]

[REDACTED]

[End Highly Confidential]

- g. *Will Verizon Wireless honor the terms and conditions of the Divestiture GSM Network Subscribers' existing contracts for the life of those contracts?*

RESPONSE TO QUESTION II.2.g.:

[Begin Highly Confidential]

[REDACTED]

[End Highly Confidential]

- h. *Will Verizon Wireless subsidize, either in full or in part, the costs of new CDMA handsets for the Divestiture GSM Network Subscribers?*

RESPONSE TO QUESTION II.2.h.:

[Begin Highly Confidential]

[REDACTED]

[End Highly Confidential]

- i. *Will the Divestiture Customers be provided with a comparable handset and how will "comparable" be determined?*

RESPONSE TO QUESTION II.2.i.:

[Begin Highly Confidential]

[REDACTED]

[REDACTED]

Confidential]

[End Highly

QUESTION II.3.

- 3. *Will Verizon Wireless's CDMA network use 3G EvDO Rev. A technology? If not, what technology will the CDMA network use?*

RESPONSE TO QUESTION II.3.:

[Begin Confidential]

[REDACTED]

[End Confidential] [Begin Highly

Confidential]

[REDACTED]

[REDACTED]

³ **[Begin Highly Confidential]**

[REDACTED]

[End Highly Confidential]

QUESTION II.4.

4. *Does Verizon Wireless have plans to upgrade its CDMA network to 4G in the Divestiture Markets? If so, describe the timeframe, amount of planned investment, and how it will be financed, the scope of deployment, and the technology Verizon Wireless plans to use in the Divestiture Markets.*

RESPONSE TO QUESTION II.4.:

[Begin Confidential]

[End Confidential] [Begin Highly

Confidential]

[End Highly Confidential]

QUESTION II.5.

5. *Provide a copy of the Transition Services Agreement between Verizon Wireless and AT&T.*

RESPONSE TO QUESTION II.5.:

Verizon Wireless and AT&T are still negotiating the Transition Services Agreement. The parties will promptly submit the Agreement to the Commission when it is complete.

[End Highly Confidential]

III. Questions for Verizon Wireless Regarding Roaming Opportunities

QUESTION III.1.

1. *Provide a list of other wireless providers operating a GSM network in the Divestiture Markets (by CMA).*

RESPONSE TO QUESTION III.1.:

The following wireless providers operate a GSM network in the Divestiture Markets:

CMA	AT&T	T-Mobile
174	√	√
458	√	√
459	√	√
460	√	√
500	√	
501	√	√

QUESTION III.2.

2. *Post transaction, will Verizon Wireless continue to provide GSM roaming on the same current terms until the network transition to CDMA is completed?*

RESPONSE TO QUESTION III.2.:

The current roaming contracts between Centennial and other GSM carriers are not being assigned to Verizon Wireless as part of this transaction, and Verizon Wireless does not have visibility into those confidential contracts. Pursuant to the terms in the Transition Services Agreement as currently contemplated, GSM roaming will be provided in each of the acquired markets during the transition period under these existing contracts.

QUESTION III.3.

3. *Will Verizon Wireless raise roaming prices or change other terms and conditions for as long as it maintains the Divestiture GSM Network? If yes, explain.*

RESPONSE TO QUESTION III.3.:

The current roaming contracts between Centennial and other GSM carriers are not being assigned to Verizon Wireless as part of this transaction, and Verizon Wireless does not have visibility into those confidential contracts. Under the Transition Services Agreement as currently contemplated, roaming will be provided under these existing

contracts. [Begin Highly Confidential]

[REDACTED]

[REDACTED]

[End Highly Confidential]

QUESTION III.4.

4. *Will there be any benefits that consumers will experience by being on Verizon Wireless's network because of avoidance of certain roaming costs? If so, describe and quantify these benefits.*

RESPONSE TO QUESTION III.4.:

[Begin Confidential]

[REDACTED]

[End Confidential]

IV. Questions for Verizon Wireless Regarding Service, Rate Plans, and Handsets

- A. *On page 6 of the Public Interest Statement in the Application, the Applicants state that customers in the affected CMAs will receive a greater variety of service offerings, such as enhanced service plans. On page 8, the Applicants further state that by expanding Verizon Wireless's capacity in the acquired CMAs, Verizon Wireless will be better able to accommodate new subscribers and meet consumers' increasing demands for high-speed services and applications.*

QUESTION IV.A.1.

1. *After the completion of the transaction, will the Divestiture Customers be transitioned to Verizon Wireless service plans? Explain how the Divestiture Customers will be transitioned to Verizon Wireless plans.*

RESPONSE TO QUESTION IV.A.1.:

[Begin Highly Confidential]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[End Highly Confidential]

- a. *Will they be transitioned at the end of their contracts or before?*

RESPONSE TO QUESTION IV.A.1.a.:

[Begin Highly Confidential]

[Redacted]

[End Highly Confidential]

- b. *If they are transitioned before the end of their contracts and the customers do not want to transition, will they be required to pay ETFs? If so, are the plans comparable to their current plans?*

RESPONSE TO QUESTION IV.A.1.b.:

[Begin Highly Confidential]

[REDACTED]

[End Highly Confidential]

- c. *Will the price of service increase for the Divestiture Customers? If yes, specify services that will experience a price increase and the amount of the price increase.*

RESPONSE TO QUESTION IV.A.1.c.:

[Begin Highly Confidential]

[REDACTED]

[End Highly

Confidential]

- d. *Describe why Verizon Wireless's service plans will benefit the Divestiture Customers.*

RESPONSE TO QUESTION IV.A.1.d.:

[Begin Highly Confidential]

[REDACTED]

[End Highly Confidential]

Verizon Wireless' rate plans include calling features such as Caller ID, Voicemail, call forwarding, call waiting and 3-way calling. These features are not included in the current Centennial rate plans and are available only at an additional fee. Verizon Wireless' plans provide no roaming or long distance charges within the US on all nationwide service

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plans. The current nationwide Centennial plans assess roaming charges if the customer travels outside of a preferred roaming network. Under Verizon Wireless' plans, Divestiture GSM Network Subscribers will have access to over 91 million Verizon Wireless customers for free mobile-to-mobile calling and some plans include 5 or 10 Friends & Family numbers at no additional charge. Verizon Wireless' customers working for larger companies may be entitled to company discounts. Verizon Wireless offers data/laptop plans with nationwide coverage and a generous monthly MB allowance. Divestiture GSM Network Subscribers also will have access to the full suite of downloadable applications when using a Verizon Wireless 3G data-capable device within an area where 3G is available.

QUESTION IV.A.2.

2. To what types of rate plans do the Divestiture Customers currently have access?

RESPONSE TO QUESTION IV.A.2.:

For competitive reasons, Verizon Wireless has limited information about current Centennial rate plan offerings. Verizon Wireless has determined from publicly available information that Divestiture GSM Network Subscribers are currently offered a variety of national rate plans with various buckets of minutes. Offerings also include Family Share plans, data/laptop plans, credit monitoring, and home phone service. Centennial offers monthly rate plan promotional offerings that include things like local/regional unlimited plans. All features are offered a la carte.

d. How do Verizon Wireless's service and rate plans compare to the plans that the Divestiture Customer currently have?

RESPONSE TO QUESTION IV.A.2.d.:

For competitive reasons, Verizon Wireless is limited to publicly available information about current Centennial rate plan offerings. It is Verizon Wireless' understanding that current divestiture offerings do not include calling features with a voice plan. Divestiture GSM Network Subscribers must pay an additional monthly fee for the features they wish to use. All Verizon Wireless service plans include these calling features (such as caller ID, voicemail, call forwarding, call waiting, 3-way calling) at no additional charge to the customer. Verizon Wireless' plans assess no roaming or long distance charges within the US on all nationwide service plans. We understand that current nationwide Centennial plans still assess roaming charges if the customer travels outside of a preferred roaming network. Divestiture GSM Network Subscribers will have access to over 91 million customer base for free mobile-to-mobile calling. Verizon Wireless' service plans offer more peak minutes for a lower (or equal) price, and some of these plans include 5 or 10 Friends & Family numbers at no additional charge. Verizon Wireless' customers working for larger companies may be entitled to company discounts. Verizon Wireless offers data/laptop plans with nationwide coverage and a generous monthly MB

allowance. Divestiture GSM Network Subscriber also will have access to the full suite of Verizon Wireless downloadable applications when using a Verizon Wireless 3G data-capable device within an area where 3G is available.

QUESTION IV.A.3.

3. *Post transaction, will all the Divestiture Customers benefit from Verizon Wireless's Open Development Initiative?*

RESPONSE TO QUESTION IV.A.3.:

[Begin Confidential]

[End Confidential]

QUESTION IV.A.4.

4. *Describe in detail the high-speed services and applications that Verizon Wireless will be able to offer the Divestiture Customers.*

RESPONSE TO QUESTION IV.A.4.:

Divestiture GSM Network Subscribers will have access to a wide variety of high-speed services and applications post-consummation of the proposed transaction. In particular, Divestiture GSM Network Subscribers with Verizon Wireless 3G-capable handsets in areas where EvDO has been deployed will have access to Mobile Broadband at 3G speeds and Verizon Wireless' V Cast™ Music and Video services. V Cast™ offers customers access to a wide range of on demand content from some of the country's most popular entertainment and information sources. In addition, Divestiture GSM Network Subscribers with Verizon Wireless data-capable handsets in all markets will have access to location-based services such as Verizon Wireless' VZ Navigator and Family Locator, Mobile Web, Push to Talk, and Text/Picture/Video Messaging. All Divestiture GSM Network Subscribers with Verizon Wireless data-capable handsets also will have access to Verizon Wireless' Get it Now Media Center, which provides subscribers with a variety of games, ringtones, ringback tones, and applications. Finally, Verizon Wireless will offer GSM Network Subscribers in all markets a variety of Blackberry and Smartphone solutions as well as service plans for their laptops.

- a. *How do these services and applications compare to those currently being offered to the Divestiture Customers?*

RESPONSE TO QUESTION IV.A.4.a.:

For competitive reasons, Verizon Wireless is limited to publicly available information about current Centennial offerings. Verizon Wireless understands that Centennial data services are offered at 1X equivalent speeds with more limited offerings. Current Centennial offerings include: Text/Picture/Video Messaging, Blackberry and Smartphone solutions, Mobile Web, Media Center (Games, RingTones). It is Verizon Wireless' understanding that Centennial does not currently offer Mobile Broadband, Push to Talk, Location Based Services, or the number of games, ringtones, ringback tones, and applications currently available from Verizon Wireless.

- b. *Will the price for such high-speed services and applications increase for the Divestiture Customers?*

RESPONSE TO QUESTION IV.A.4.b.:

[Begin Highly Confidential]

[REDACTED]

[End Highly Confidential]

QUESTION IV.B.

- B. *On page 8, the Applicants state that after the GSM/CDMA overlay is complete, Verizon Wireless will begin replacing all existing GSM subscriber handsets in the Divestiture Markets with CDMA handsets.*
1. *To access Verizon Wireless's services, explain how Verizon Wireless will transition Divestiture Customers.*

RESPONSE TO QUESTION IV.B.1.:

[Begin Highly Confidential]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [End Highly Confidential]

2. *What is the expected timeframe for transitioning Divestiture Customers to CDMA-capable handsets?*

RESPONSE TO QUESTION IV.B.2.:

[Begin Highly Confidential] [REDACTED]

[REDACTED] [End

Highly Confidential]

3. *Will the Divestiture Customers incur any costs as a result of this transition? If so, will Verizon Wireless subsidize the cost? If yes, please describe the expected subsidy.*

RESPONSE TO QUESTION IV.B.3.:

[Begin Confidential]

[Redacted content]

[End Confidential] [Begin Highly Confidential]

[End

Highly Confidential]