



Federal Communications Commission
Washington, D.C. 20554

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June 26, 2008
Ref: 2008-27

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Re: **Verizon Wireless (Cellco)/ALLTEL**
WT Docket No. 08-95
ISP-PDR-20080613-00012

Petitions to Deny Due: July 25, 2008
Oppositions Due: August 4, 2008
Replies Due: August 11, 2008

Cellco Partnership d/b/a Verizon Wireless ("Cellco") and its wholly-owned subsidiary AirTouch Cellular ("AirTouch") (collectively, "Verizon Wireless") and Atlantis Holdings LLC ("Atlantis Holdings") have filed a series of applications pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended ("Communications Act"). In these applications, Verizon Wireless and Atlantis (the "Applicants") seek Commission approval of the transfer of licenses, authorizations, and spectrum manager and *de facto* transfer leasing arrangements through the transfer of control of subsidiaries of ALLTEL Corporation ("ALLTEL") and partnerships in which ALLTEL has either controlling or non-controlling general partnership interests (collectively, "ALLTEL Subsidiaries and Partnerships"). As proposed, the transfer of control will take place as a result of a merger whereby Abraham Merger Corporation ("Merger Sub"), a newly-formed, wholly-owned subsidiary of AirTouch, will merge with and into ALLTEL. At closing, the separate corporate existence of Merger Sub will cease, and ALLTEL will continue as the surviving corporation and as a wholly-owned subsidiary of AirTouch.

Cellco is a general partnership in which Verizon Communications Inc. and **Vodafone Group Plc**, an **English** public limited company, indirectly hold, through wholly-owned subsidiaries, 55% and 45% of the partnership interests, respectively. Cellco holds a 100% indirect interest in AirTouch.

Cellco confirms that, following consummation, the licensed systems that are the subject of this transaction will be subject to the **DOJ Agreement** dated December 14, 1999. Further, the applicants state that they plan to submit a pre-merger notification form and an associated documentary appendix to DOJ and the Federal Trade Commission.

A copy of Public Notice DA 08-1481 (rel. June 25, 2008) is attached. Should you have any national security, law enforcement, foreign policy or trade concerns with this proposed transaction, please file your comments by **July 25, 2008**. Please see the General Information section of the Public Notice for WT Docket No. 08-95, DA 08-1481 (rel. June 25, 2008).

For further information please contact, Erin McGrath, at (202) 418-2042, or Susan Singer at (202) 418-1340, or David Krech at (202) 418-7443, or Francis Gutierrez at (202) 418-7370, or Susan O'Connell at (202) 418-1484.

Sincerely,


George Li, Deputy Chief
Policy Division

Page 1 of 1

George Li

From: Veronica Garcia-Llloa
Sent: Thursday, June 26, 2008 11:08 AM
To: 'dklein1@leo.gov'; 'edward.hand@usdoj.gov'; 'hillary.Morgan@disa.mil'; 'jarnold@ntia.doc.gov'; 'kschagrin@ustr.gov'; 'vbarrish@askcalea.net'; 'maydc@state.gov'; 'lettsw@state.gov'; 'alane.kochems@associates.HQ.DHS.GOV'; 'Stephen.heifetz@dhs.gov'; 'Christopher.Siefken@ic.fbi.gov'; 'sshipman@ostp.eop.gov'; 'Erica.Bomsey@dhs.gov'; 'shannon.culbertson@associates.dhs.gov'; 'margaret.Dudek@dhs.gov'; 'Brandt.Pasco@dhs.gov'; 'CarrollD@state.gov'; 'Williams, Brian <CTR>'; 'Pifer, Jon (LEO)'; 'Pinto, Greg (DHS)'; 'Daman, Alex'; 'Daniels, Douglas'; 'Connors, John'; 'TTelecom'; 'Thomas Doyle'; 'Ongman, Joanne'; 'Rockoff, Jennifer'; 'Siobhan.Dupuy@usdoj.gov'
Cc: James Ball; Francis Gutierrez; Howard Griboff; George Li; Susan OConnell; David Krech; Joann Ekblad; Mikkelle Morra; Veronica Garcia-Llloa; Janese Parker; Erin McGrath; Susan Singer
Subject: Cover Letter Reference 2008-27 (Comments by July 25, 2008) and DA-08-1481 in word document.
Attachments: Executive Branch 2008-27.doc; DA-08-1481.doc

Good Morning,

Attached is Cover Letter Reference 2008-27 (**Comments due July 25, 2008**) and PN DA-08-1481 in word document.

Thank you,

Veronica Garcia-Llloa
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