

October 29, 2004

***By ECFS and Hand Delivery***

John Muleta  
Chief, Wireless Telecommunications Bureau  
Federal Communications Commission  
445 – 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Re: *WT Docket No. 04-70*

Dear Mr. Muleta:

On behalf of Cingular Wireless Corporation (“Cingular”) and in accordance with the requirement set forth in paragraphs 265-266 of the Commission’s October 26, 2004 *Memorandum Opinion & Order* in the above-referenced proceeding,<sup>1</sup> transmitted herewith are two letters demonstrating that the partial interests held indirectly by Cingular in ALLTEL Communications of North Louisiana Cellular Limited Partnership (a licensee in CMA100 – Shreveport, LA and CMA454 – RSA Louisiana 1-Claiborne), and in St. Joseph CellTelCo (a licensee in CMA275 – St. Joseph, MO), respectively, have been made irrevocably and entirely passive.

Cingular has authorized me to inform you that its indirect interest in Pittsfield Cellular Telephone Company (a licensee in CMA213 – Pittsfield, MA) will be treated as part of the Divestiture Assets under the *MO&O* and will be disposed of in the same way as any of the other Divestiture Assets.

Please contact me with any questions on this matter.

Sincerely,



Jonathan V. Cohen  
Counsel for Cingular Wireless Corporation

Enclosures  
cc (w/ enclosures): John Rogovin

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<sup>1</sup> See *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation for Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, *Memorandum Opinion & Order*, FCC 04-255 (rel. October 26, 2004) (“*MO&O*”), at ¶¶ 265-266.



Carol L. Tacker • Vice President, Assistant General Counsel & Corporate Secretary • phone 404.236.6030 • fax 404.236.6035

October 29, 2004

ALLTEL Communications  
One Allied Drive  
Little Rock, AR 72202  
ATT: Scott Caldwell, Partnership Affairs

RE: ALLTEL Communications of North Louisiana Cellular  
Limited Partnership

Dear Mr. Caldwell:

For so long as Cingular Wireless or any of its affiliates ("Cingular") remains a Limited Partner, it hereby irrevocably renounces, for itself or any of its affiliates:

- a) any and all direct or indirect rights provided under the Articles of Partnership, as amended ("Articles"), or otherwise, to participate in the management or affairs of the Partnership; and
- b) any right provided by Section 7.3 of the Articles, or otherwise, to receive confidential information about or to inspect the books and records of the Partnership, and Cingular directs that no such information be provided to it; provided, however, that Cingular shall be entitled to and shall receive such information as is necessary for accounting and tax purposes, including a statement of its allocated share of income, gains, losses, deductions and credits for each taxable year as specified in Section 9.3 on the condition that such information is used solely for those purposes.

The renunciation of rights in (a) above specifically applies to any right to review or approve actions of the General Partner enumerated in Section 4.2 of the Articles, and to the right to receive budgets pursuant to Section 4.2(c) of the Articles.

Mr. Scott Caldwell  
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In the event that Cingular transfers all or any part of its partnership interest to a third party that is not an affiliate of Cingular, in accordance with the Articles, that transferee may exercise without limitation or restriction any of the rights renounced by Cingular above.

Sincerely,



Carol L. Tacker

Vice President, Associate General Counsel,  
Corporate Secretary

cc: Charlie Schuchard  
Adam Gasper  
Michael Goggin



Carol L. Tacker • Vice President, Assistant General Counsel & Corporate Secretary • phone 404.236.6030 • fax 404.236.6035

October 29, 2004

Verizon Wireless LLC  
One Verizon Place  
Alpharetta, GA 30004  
ATTN: Tish Dyer, Manager – Partnership Relations

Re: St. Joseph CellTelCo (the “Partnership”)

Dear Ms. Dyer:

For so long as McCaw Cellular Interests, Inc. or any of its affiliates (“Cingular”) remains a partner in the Partnership, it hereby irrevocably renounces, for itself or any of its affiliates:

- a) any and all direct or indirect rights provided under the CellTelCo Master Agreement (the “Partnership Agreement”), or otherwise, to participate in the management or affairs of the Partnership; and
- b) any right provided by Sections 6.3 or 6.4 of the Partnership Agreement, or otherwise, to receive confidential information about or to inspect the books and records of the Partnership, and Cingular directs that no such information be provided to it; provided, however, that Cingular shall be entitled to and shall receive such information as is necessary for accounting and tax purposes, including a statement of its allocated share of income, gains, losses, deductions and credits for each taxable year, on the condition that such information is used solely for those purposes.

The renunciation of rights in (a) above specifically applies to any right to vote on Partnership matters or to participate in the Executive Committee as set forth in Article V of the Partnership Agreement, and to the right to receive budgets pursuant to Section 6.3 of the Partnership Agreement.

In the event that Cingular transfers all or any part of its partnership interest to a third party that is not an affiliate of Cingular, in accordance with the Partnership

Tish Dyer, Manager  
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Agreement, that transferee may exercise without limitation or restriction any of the rights renounced by Cingular above.

Sincerely,



Carol L. Tacker  
Vice President, Associate General Counsel,  
Corporate Secretary

cc: Charlie Schuchard  
Adam Gasper  
Michael Goggin