

foreign countries.<sup>3</sup> Domestically, wireless services are provided predominantly in the Central and Western portions of the United States. WWC holds global facilities-based and resale international Section 214 authority in its own right. Authorized carrier Western Wireless International Enterprise, Inc. (“WWIE”) is an indirect subsidiary of WWC and holds global facilities-based and resale authority as well.

## II. Description of the Transaction

ALLTEL seeks Commission approval for the transfer of control of WWIE to ALLTEL. The transaction would be effectuated by merging WWC (WWIE’s parent company) into Wigeon Acquisition LLC (“Wigeon”), a limited liability company wholly-owned by ALLTEL. At consummation, each share of WWC stock will be exchanged for \$9.25 in cash and 0.535 shares of ALLTEL common stock unless the shareholder makes an all-cash or all-stock election.<sup>4</sup> The WWC shares then will be cancelled.<sup>5</sup> WWIE will become a subsidiary solely controlled by Wigeon.

## III. Public Interest Statement

Approval of the proposed transaction (i) will promote and preserve competition in the international telecommunications marketplace and (ii) will ensure that Wigeon has the necessary authority to continue to offer seamless international services to existing WWC and WWIE customers. The proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. Applicants together hold only a miniscule share of the international telecommunications market. For this reason alone, ALLTEL would have little ability to adversely affect competition. In addition, the Commission’s principal concern for “the exercise of foreign market power in the U.S. market” is that such market power “could harm U.S. consumers through increases in prices, decreases in quality, or reductions in alternatives in end user markets.”<sup>6</sup> As the Commission explained further, “generally, this risk occurs when a

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<sup>3</sup> As a general rule, the Commission does not “re-evaluate the qualifications of transferors unless issues related to basic qualifications have been designated for hearing by the Commission or have been sufficiently raised in petitions to warrant the designation of a hearing.” See *In the matter of Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation, et al.*, Memorandum Opinion and Order, 19 F.C.C.R. 21522, ¶ 44 (2004).

<sup>4</sup> WWC shareholders making an all-cash or all-stock election may be subject to proration depending on the number of shareholders making such elections.

<sup>5</sup> Licensee entities in which ALLTEL currently holds interests will remain directly and indirectly held by ALLTEL Communications Inc., a wholly-owned subsidiary of ALLTEL that will become a sister corporation of Wigeon. Thus, ALLTEL’s existing licensee entities are not affected by the proposed transaction.

<sup>6</sup> *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities, Report and Order and Order on Reconsideration*, 12 F.C.C.R. 23891, 23951-54 (1997).

U.S. carrier is affiliated with a foreign carrier that has sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market.”<sup>7</sup>

As discussed herein, the foreign carrier affiliates of these carriers are all mobile wireless providers, all of whom hold less than 50 percent market share in local access and international transport in the destination markets. Thus, Wigeon, ALLTEL, and ALLTEL’s existing licensee subsidiaries will acquire no affiliations with foreign carriers with market power and consumers would not be harmed by the transaction.

**Answer to Question 14**

Upon consummation of the proposed transfer of control, new international Section 214 authorized carrier Wigeon Acquisition LLC would be affiliated with foreign carriers in the following countries:

Austria  
Bolivia  
Georgia  
Ghana  
Haiti  
Ireland  
Ivory Coast  
Slovenia

**Answer to Question 15**

Upon consummation, WWIE (in which transferee Wigeon Acquisition LLC would hold a sole controlling interest) will be authorized to provide service to each of the countries listed above in response to Question 14. WWIE currently holds a controlling interest in the foreign carrier in each country listed below in Answer to Question 16.

**Answer to Question 16**

Wigeon requests that WWIE remain classified as a “non-dominant” carrier upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 14. Each country is a WTO Member. In all countries, the foreign carrier affiliates are mobile wireless operators. None of the foreign carrier affiliates are a monopoly provider of communications services and in each country lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route.<sup>8</sup> WWIE is therefore presumptively classified as non-dominant on all of the relevant international routes.

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<sup>7</sup> See *id.*

<sup>8</sup> None of the foreign carrier affiliates listed herein appear on the Commission’s list of foreign carriers presumed to have market power.

**Austria.** tele.ring Telekom Service GmbH (“tele.ring”), is a provider of mobile, Internet access, and fixed-line services in Austria. Western Wireless International acquired 100% of the shares of tele.ring from Vodafone Group plc in 2000.

**Bolivia.** Nuevatel, a WWI-led consortium, holds a nationwide PCS license and launched commercial service under the brand name Viva in November 2000. WWI's local partner is Comteco (Cooperativa Mixta de Telecomunicaciones Cochabamba), a cooperative telephone company in Bolivia.

**Georgia.** MagtiCom GSM, Ltd. (“MagtiCom”), is licensed to provide cellular service in the Republic of Georgia.

**Ghana.** Western Telesystems (GH), Ltd. (“Westel”), is licensed to provide fixed and wireless telecommunications services throughout Ghana, including basic phone service, cellular, paging, international long distance, pay phones, data communications, private networks and satellite communications.

**Haiti.** COMCEL holds a license to construct and operate a nationwide mobile communications network. Additionally, COMCEL was granted the right to build and operate services such as paging, payphones and, in the future, an international gateway.

**Ireland.** Meteor Mobile Communications Limited (“Meteor”), WWI's operating company in Ireland, is licensed to provide mobile telephony services in the 900-MHz and 1800-MHz bands throughout Ireland. Meteor launched its dual-band network in February 2001.

**Ivory Coast.** In January 2000, WWI acquired Comstar Cellular, a cellular operator in Côte d'Ivoire. After significantly expanding the network, Comstar relaunched services under the new brand name, CORA de Comstar, in September 2000. (Due to adverse political conditions in Côte d'Ivoire, the CORA network has been temporarily shut down.)

**Slovenia.** Western Wireless International d.o.o. is licensed to provide nationwide mobile telephony services in Slovenia and launched commercial operations in December 2001, under the brand name Vega.

### **Answer to Question 20**

Applicants do not request streamlined processing here, although they note that the application would ordinarily be subject to streamlined processing pursuant to Section 63.12(c)(1) of the Commission's rules.

**FCC IBFS - Electronic Filing**

**Submission\_id :IB2005000162**

**Successfully filed on :Jan 24 2005 3:16:55:683PM**





**FCC 602  
Main Form**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate  
Submitted: 01/24/2005  
Filer FRN: 0012530168

**Filer Information**

1) First Name (if individual): MI: Last Name: Suffix:

2) Filer Name (if entity): **Wigeon Acquisition LLC** 3) FCC Registration Number (FRN): **0012530168**

**Contact Information**

4) **ALLTEL Corporation**  
**Glenn S Rabin**  
**601 Pennsylvania Avenue, Suite 720**  
**Washington, DC 20004**

Telephone Number: **(202)783-3970**

Fax Number: **(202)783-3982**

E-mail Address:

**Related FCC Regulated Businesses of Filer**

5a) Name and address of all FCC-Regulated Businesses owned by Filer:	5b) Principal Business:	5c) FCC Registration Number (FRN):	5d) Percent of Interest Held:
<b>WWC Holding Co., Inc.</b> <b>One Allied Drive, B2F02-A</b> <b>Little Rock, AR 72202</b>	<b>Telecommunications</b>	<b>0001569235</b>	<b>100.00</b>
<b>WWC License L.L.C.</b> <b>One Allied Drive, B2F02-A</b> <b>Little Rock, AR 72202</b>	<b>Telecommunications</b>	<b>0001565167</b>	<b>100.00</b>
<b>WWC Paging Corporation</b> <b>One Allied Drive, B2F02-A</b> <b>Little Rock, AR 72202</b>	<b>Telecommunications</b>	<b>0001573278</b>	<b>100.00</b>
<b>WWC Texas RSA Limited Partnership</b> <b>One Allied Drive, B2F02-A</b> <b>Little Rock, AR 72202</b>	<b>Telecommunications</b>	<b>0001565563</b>	<b>100.00</b>
<b>Western CLEC Corporation</b> <b>One Allied Drive, B2F02-A</b> <b>Little Rock, AR 72202</b>	<b>Telecommunications</b>	<b>0001735919</b>	<b>100.00</b>

**Signature**

Typed or Printed Name of Party Authorized to Sign

6) First Name: **Glenn** MI: **S** Last Name: **Rabin** Suffix:

Title: **VP - Federal Communications Counsel**

Signature:  
Glenn S Rabin

Date:01/24/2005

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**FCC 602 - Main Form  
August 2002 - Page 1**

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holder**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden  
estimate

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name MI: Last Name: Suffix:  
(if individual):

2) Disclosable Interest Holder's Name (if entity): ALLTEL Corporation  
3) FCC Registration Number (FRN): 0002942159

4) Disclosable Interest Holder's Address:  
One Allied Drive  
Little Rock, AR 72202

5) Type of Interest in Filer: Direct ownership interest in Filer  
6) Disclosable Interest Holder is a (n): Corporation  
7) Percent of Interest Held in Filer: 100.00

8) Disclosable Interest Holder's Type of Ownership: Membership Shares  
9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2:	10b) Principal Business:	10c) FCC Registration Number (FRN):	10d) Percent of Interest Held:
Accucom Telecommunications, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0001856145	100.00
ALLTEL Alabama, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004966594	100.00

ALLTEL Arkansas, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0001729060	100.00
ALLTEL Carolina, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967634	100.00
ALLTEL Cellular Associates of Arkansas Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001723410	100.00
ALLTEL Central Arkansas Cellular Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001722008	55.45
ALLTEL Communications of Arkansas RSA #12 Cellular Limited Partnership One Allied Drive Little Rock, AR 72202	Telecommunications	0003803004	80.00
ALLTEL Communications of LaCrosse Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004549143	95.00
ALLTEL Communications of Michigan RSA #4, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003802808	100.00
ALLTEL Communications of Michigan RSA #6 Cellular L.P. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001712876	99.00
ALLTEL Communications of Michigan RSAs, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001713247	100.00
ALLTEL Communications of Mississippi RSA #2, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004548020	100.00
ALLTEL Communications of Mississippi RSA #6, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004082558	100.00
ALLTEL Communications of Mississippi RSA #7, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003802774	100.00
ALLTEL Communications of Nebraska, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002377869	100.00
ALLTEL Communications of New Mexico, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003935434	100.00
ALLTEL Communications of North Arkansas Cellular Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0006156814	88.00



ALLTEL Communications of North Carolina Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001773001	81.95
ALLTEL Communications of North Louisiana Cellular Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003803061	100.00
ALLTEL Communications of Ohio No. 3, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0005598297	100.00
ALLTEL Communications of Pine Bluff, LLC One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003922234	100.00
ALLTEL Communications of Saginaw MSA L.P. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004251179	92.70
ALLTEL Communications of Southern Michigan Cellular Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004887600	98.00
ALLTEL Communications of Southwest Arkansas Cellular Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003740495	100.00
ALLTEL Communications of Texas Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001683341	100.00
ALLTEL Communications of the Midwest, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004986147	100.00
ALLTEL Communications of the Southwest Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001590165	100.00
ALLTEL Communications of Virginia No. 1, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001934488	100.00
ALLTEL Communications of Virginia, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0002841385	100.00
ALLTEL Communications, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001720101	100.00
ALLTEL Florida, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967360	100.00
ALLTEL Georgia Communications Corp. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967030	100.00
ALLTEL Georgia, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967030	100.00

ALLTEL Kansas Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0006155212	100.00
ALLTEL Kentucky, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967816	100.00
ALLTEL Mississippi, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967774	100.00
ALLTEL Missouri RSA No. 14 Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002533636	100.00
ALLTEL Missouri, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004965992	100.00
ALLTEL Nebraska, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004966099	100.00
ALLTEL New York, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967055	100.00
ALLTEL Newco LLC One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0012284394	100.00
ALLTEL Northern Arkansas RSA Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001721083	51.00
ALLTEL Ohio Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003579422	100.00
ALLTEL Ohio, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967600	100.00
ALLTEL Oklahoma, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967790	100.00
ALLTEL Pennsylvania, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967683	100.00
ALLTEL South Carolina, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967014	100.00
ALLTEL Wireless Holdings, LLC One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003803483	100.00
ALLTEL Wireless of Alexandria, LLC One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004968285	100.00
ALLTEL Wireless of Michigan RSA #1 and RSA #2, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004524096	100.00
ALLTEL Wireless of Mississippi RSA #5,			

LLC One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004547303	100.00
ALLTEL Wireless of North Louisiana, LLC One Allied Drive Little Rock, AR 72202	Telecommunications	0005783048	100.00
Appleton Oshkosh Neenah MSA, LP d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004152963	100.00
Cellular Mobile Systems of Michigan RSA No. 7 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0006156806	57.07
Celutel of Biloxi, Inc. d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003985272	96.45
Central Florida Cellular Telephone Company, Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002840775	100.00
Charleston-North Charleston MSA Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002531291	75.00
Fayetteville MSA Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001840255	89.90
Georgia ALLTEL Telecom, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004967741	100.00
Georgia RSA No. 12 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001838143	100.00
Georgia RSA No. 8 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001838069	33.33
Georgia Telephone Corporation One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004967840	100.00
GTE Mobilenet of South Texas Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003579406	11.37
GTE Mobilenet of Texas RSA #17 Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003293941	17.02
Illinois Valley Cellular RSA 2-II Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004823480	40.00
Jackson Cellular Telephone Co. Inc. d/b/a ALLTEL One Allied Drive, B2F02-A	Telecommunications	0003985371	96.33

Little Rock, AR 72202			
Kentucky ALLTEL, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0005095856	100.00
KIN Network One Allied Drive Little Rock, AR 72202	Telecommunications	0004966065	100.00
Las Cruces Cellular Telephone Company d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003299963	94.58
Michigan RSA #9 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001712918	44.38
Minford Cellular Telephone Company One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003012663	100.00
Missouri RSA No. 15 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002533610	71.00
Missouri RSA No. 2 Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001837327	50.00
Missouri RSA No. 4 Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001837343	47.50
MobileTel, LLC One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001714617	100.00
Modoc RSA Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002967776	25.00
MVI Corp. d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001580547	100.00
New York Newco Subsidiary, Inc. d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0005391230	100.00
North Carolina RSA No. 15 Cellular Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001721828	50.00
North Carolina RSA No. 5 Cellular Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001721802	50.00
Northwest Arkansas RSA Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001837178	51.00
Northwest Missouri Cellular Limited			

Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002534618	31.22
Ohio RSA #3 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002151413	75.00
Ohio RSA 2 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002837094	78.31
Ohio RSA 5 Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002837110	78.75
Ohio RSA 6 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002837136	82.47
Oklahoma ALLTEL, Inc. One Allied Drive Little Rock, AR 72202	Telecommunications	0004966552	100.00
Oklahoma RSA No. 4 South Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001720127	77.78
Pascagoula Cellular Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004524211	93.19
Petersburg Cellular Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004516381	92.96
Pittsfield Cellular Telephone Company One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0003290418	23.80
Radiofone, Inc. d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001720218	100.00
Raleigh-Durham MSA Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002531218	100.00
RCTC Wholesale Corporation One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001746957	100.00
South Carolina RSA No. 2 Cellular General Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002836971	50.00
South Carolina RSA No. 3 Cellular General Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001721950	50.00
South Carolina RSA No. 4 Cellular General Partnership d/b/a ALLTEL One Allied Drive, B2F02-A	Telecommunications	0002836328	50.00

Little Rock, AR 72202

South Carolina RSA No. 5 Cellular General Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002836302	50.00
South Carolina RSA No. 6 Cellular General Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002836286	50.00
South Carolina RSA No. 7 Cellular General Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001721935	50.00
South Carolina RSA No. 8 Cellular General Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72002	Telecommunications	0002836997	50.00
South Carolina RSA No. 9 Cellular General Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004252417	50.00
Standard Telephone Company One Allied Drive Little Rock, AR 72202	Telecommunications	0004207239	100.00
Sugar Land Telephone Company One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004967337	100.00
Televue, Inc. One Allied Drive Little Rock, AR 72202	Cable Television	0004982302	100.00
Texas 11B Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004175246	60.05
Texas 7B2 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002837037	97.50
Texas RSA 8 East Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004544748	14.29
Texas RSA 8 West Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001665819	14.29
The ALLTEL Illinois Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002841617	100.00
The Western Reserve Telephone Company One Allied Drive Little Rock, AR 72202	Telecommunications	0004967691	100.00
Toledo MSA Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002531259	100.00
Trinet, Inc. One Allied Drive	Telecommunications	0007666571	100.00

Little Rock, AR 72202

Tucson 21 Cellular Limited Partnership Cellular One One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004977815	100.00
Tyler/Longview/Marshall MSA Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002845253	60.00
Utah RSA 6 Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001607241	20.00
Virginia 10 RSA Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002056943	33.00
Virginia RSA 2 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0006147607	71.26
Western CLEC Corporation One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001735919	100.00
Wisconsin RSA #1 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0005224746	42.21
Wisconsin RSA #2 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0006492631	99.00
Wisconsin RSA #3 Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002706372	85.71
Wisconsin RSA #6 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0005225859	71.43
Wisconsin RSA #7 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004162160	22.83
Wisconsin RSA No. 4 Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72002	Telecommunications	0002703890	25.00
Wisconsin RSA No. 8 Limited Partnership d/b/a ALLTEL One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0004082681	87.61
Wisconsin RSA-10 Limited Partnership One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0002698892	22.41
WWC Holding Co., Inc. One Allied Drive, B2F02-A Little Rock, AR 72202	Telecommunications	0001569235	100.00
WWC License L.L.C. One Allied Drive, B2F02-A	Telecommunications	0001565167	100.00

Little Rock, AR 72202

<p><b>WWC Paging Corporation</b>                  One Allied Drive, B2F02-A                  Little Rock, AR 72202</p>	<p>Telecommunications 0001573278</p>	<p>100.00</p>
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<p><b>WWC Texas Limited Partnership</b>                  One Allied Drive, B2F02-A                  Little Rock, AR 72202</p>	<p>Telecommunications 0001565563</p>	<p>100.00</p>
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<p><b>Youngstown/Warren MSA Limited Partnership d/b/a ALLTEL</b>                  One Allied Drive, B2F02-A                  Little Rock, AR 72202</p>	<p>Telecommunications 0002531275</p>	<p>98.98</p>
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<p><b>Eau Claire Cellular Telephone Limited Partnership d/b/a ALLTEL</b>                  One Allied Drive, B2F02-A                  Little Rock, AR 72202</p>	<p>Telecommunications 0005763990</p>	<p>100.00</p>
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<p><b>Texas ALLTEL, Inc.</b>                  One Allied Drive                  Little Rock, AR 72202</p>	<p>Telecommunications 0004967808</p>	<p>100.00</p>
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**Attachment List**

Attachment Type:	Date:	Description:	Contents:
<b>No Attachments</b>			