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FEDERAL COMMUNICATIONS COMMISSION
Washington DC 20554

March 1, 2005

Via First Class Mail and Facsimile

Mr. Doane F. Kiechel
Morrison & Foerster, LLP
2000 Pennsylvania Avenue, NW
Suite 5500
Washington, DC 20006

Ms. Kathryn A. Zachem
Wilkinson Barker Knauer, LLP
2300 N Street, NW
Suite 700
Washington, DC 20037

Re: Applications for Authority to Transfer Control of Licenses and Authorizations Held by Western Wireless Corporation to ALLTEL Corporation (WT Docket No. 05-50)

Dear Mr. Kiechel and Ms. Zachem:

On January 24, 2005, the Commission received applications seeking consent for the transfer of control of various Commission licenses and authorizations held by Western Wireless Corporation and its wholly- and majority-owned subsidiaries to ALLTEL Corporation.¹ In order for the Commission to complete its review of the applications and make the necessary public interest findings under section 310(d) of the Communications Act,² we require additional information and clarification of certain matters discussed in the applications. If necessary, we will follow up with additional requests for information.

Accordingly, pursuant to section 308(b) of the Act,³ we request that you provide written responses and supporting documentation for each request set forth in the attachments and, where appropriate, amend the lead application to reflect such responses. Each response or document should clearly indicate the specific question or request to which it responds, and each page should be marked with a corporate identification and consecutive document control numbers. We would appreciate receiving your response to each inquiry no later than March 15, 2005.

¹ The applications were submitted pursuant to Sections 214 and 310 of the Communications Act of 1934. 47 U.S.C. §§ 214, 310.

² *Id.* § 310(d).

³ *Id.* § 308(b).

Your responses should be filed with Marlene H. Dortch, Secretary, Federal Communications Commission, under reference number WT Docket No. 05-50. In addition, the Public Notice and the Protective Order require the submission of multiple copies of all *ex parte* and other filings submitted in this proceeding.⁴ The Wireless Telecommunications Bureau also should receive, at a minimum, two copies of all paper filings. If you submit information pursuant to the Protective Order issued in this case, you should deliver to Erin McGrath or Susan Singer of the Wireless Telecommunications Bureau two copies of the unredacted documents marked "Confidential Information – Subject to Protective Order in WT Docket No. 04-70 before the Federal Communications Commission" and two copies of the redacted documents marked "Redacted – For Public Inspection."⁵ For any electronic filings made using the Commission's Electronic Comment Filing System ("ECFS"), parties also should serve the documents via e-mail to Erin McGrath, erin.mcgrath@fcc.gov, and to Susan Singer, susan.singer@fcc.gov.

If you have any questions regarding this matter, please contact Erin McGrath or Susan Singer, Wireless Telecommunications Bureau, at (202) 418-2042 or (202) 418-1340, respectively.

Sincerely,



William W. Kunze
Chief, Spectrum and Competition Policy Division
Wireless Telecommunications Bureau

Attachment

⁴ See Western Wireless Corporation and ALLTEL Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations, WT Docket No. 05-50, *Public Notice*, DA 05-332 (rel. Feb. 7, 2005); Applications for the Transfer of Control of Licenses and Authorizations from Western Wireless Corporation and Its Subsidiaries to ALLTEL Corporation – Order Adopting Protective Order, WT Docket No. 05-50, *Order*, DA 05-373 (rel. Feb. 11, 2005) ("Protective Order").

⁵ See Protective Order at ¶ 3.

General Information Request
March 1, 2005

I. Definitions

1. The term "ALLTEL" means ALLTEL Corporation and its subsidiaries.
2. The term "Western Wireless" means Western Wireless Corporation and its subsidiaries.
3. The term "CMA" means Cellular Market Area.
4. The term "CEA" means Component Economic Area.
5. The term "affiliate" means any entity in which ALLTEL or Western Wireless holds a 10% or greater economic interest.
6. The term "analyses" includes all reports, studies (including marketing and market studies), forecasts, presentations, and surveys (whether prepared internally or by outside advisors, and including, but not limited to, management consultants, marketing consultants, and investment advisors and bankers).

II. Document and Data Request Regarding Material Contained in the Application

1. At pages 1 to 2 of Exhibit 1 of the Applications, the Applicants discuss ALLTEL's services and service areas.
 - a. In which states does ALLTEL provide wireless service?
 - b. In which states does ALLTEL provide wireline service?
 - c. In which states does ALLTEL provide long-distance service?
 - d. In which states does ALLTEL provide high-speed data services?
 - e. Does ALLTEL offer international wireless calling?
2. For all wireless services listed in items 1(a) and 1(d), indicate the type of technology used, the amount of spectrum used, and the corresponding percentage of the total spectrum utilized in the given area/state.
3. At page 2 of Exhibit 1 of the Applications, the Applicants discuss Western Wireless's service and service areas. Provide the names of the eight foreign countries where Western Wireless offers wireless services.
4. At page 5 of Exhibit 1 of the Applications, the Applicants assert that the transaction will facilitate deployment of advanced services. Provide any analyses that pertain to how this transaction will facilitate deployment of advanced services.

5. At page 5 of Exhibit 1 of the Applications, the Applicants state that the transaction will result in operational synergies of \$600 million. Provide:
 - a. Detail on the extent to which roaming costs will be eliminated in California, Idaho, Minnesota, Montana, Nevada, North Dakota, South Dakota, Utah, and Wyoming.
 - b. Detail and explanation regarding the projected cost to integrate Western Wireless's and ALLTEL's systems.
 - c. An explanation whether the cost to integrate Western Wireless's and ALLTEL's systems is included in the provided savings estimations.
 - d. Any analyses of cost savings pertaining to the following areas: systems operations, projected cell buildouts, redundant/overlapping cell sites, sharing of antennas and radio locations, core network elements, and transmission systems.
6. At page 6 of Exhibit 1 of the Applications, the Applicants assert that the combined company will be able to work with manufacturers to customize device interfaces. Provide all analyses for the time period June 2003 to the present that discuss the minimum number of subscribers necessary for it to be economically justified for a device manufacturer to develop customized items.
7. At page 7 of Exhibit 1 of the Applications, the Applicants discuss that ALLTEL is starting to launch EV-DO.
 - a. Where is ALLTEL launching EV-DO?
 - b. What advanced services will be offered once EV-DO is launched?
 - c. What is the timeframe for ALLTEL to deploy EV-DO throughout its current service territory?
 - d. Has Western Wireless announced, or is it considering deploying, GPRS/EDGE, UMTS, or EV-DO in its licensed service area?
 - e. Provide any analyses of cost and spectrum requirements for maintaining multiple technologies, including different CDMA technologies such as IS95A and B, CDMA2000 1xRTT, CDMA 2000 EV-DO, GSM, GSM/GPRS, and GSM/EDGE.
8. At page 8 of Exhibit 1 of the Applications, the Applicants assert that the transaction will benefit customers of other wireless carriers because the combined firm will be a more attractive roaming partner. Provide any analyses regarding how this transaction will affect roaming services, either positively or negatively, including, but not limited to, changes in the cost of roaming to consumers and any changes to competition in the provision of roaming services.
9. At page 8 of Exhibit 1 of the Applications, the Applicants state that ALLTEL may consider a GSM overlay of its system as a result of the transaction. Provide any analyses, including analyses of spectrum requirements, regarding how this transaction will facilitate deployment of a GSM overlay on the ALLTEL system.

10. At pages 10 to 11 of Exhibit 1 of the Applications, the Applicants discuss areas of geographic overlap between ALLTEL and Western Wireless. Provide:
- a. Lists of: (1) all the CMAs and CEAs in which ALLTEL (including its affiliates) is licensed to provide service; and (2) all the CMAs and CEAs in which Western Wireless (including its affiliates) is licensed to provide service.
 - b. For the 27 CMAs and the 39 CEAs where there are spectrum overlaps between ALLTEL and Western Wireless (including both firms' affiliates), individual and aggregate spectrum holdings for both firms, broken down by technology.
 - c. A list of the CMAs where there are cellular overlaps between ALLTEL and Western Wireless (including both firms' affiliates).
 - d. A list of the CEAs where the combined spectrum aggregation of ALLTEL and Western Wireless, including their affiliates, will be equal to or above 70 MHz in at least one county in the CEA.
 - e. Any analyses of quality of service (Telephia network performance reports or equivalent) comparing the performance of ALLTEL, Western Wireless, and other providers, for the time period January 2004 to the present.
 - f. A map of ALLTEL's licensed service area (including affiliates) in a geo-referenced, mapable format, such as MapInfo table (.tab) or Shapefile (.shp).
 - g. A map of Western Wireless's licensed service area (including affiliates) in a geo-referenced, mapable format, such as MapInfo table (.tab) or Shapefile (.shp).
 - h. A map showing the ALLTEL and Western Wireless overlap areas (including affiliates) in a geo-referenced, mapable format, such as MapInfo table (.tab) or Shapefile (.shp).
 - i. As in g and h above, coverage maps for a -95dBm signal level or better, distinguishing between ALLTEL and Western Wireless. Maps or plots should also distinguish the technologies used by each firm.

11. At page 11 of Exhibit 1 of the Applications, the Applicants assert that nationwide carriers exert pressure on providers in smaller markets. Provide:

- a. Any analyses, from June 2003 to the present, supporting the above assertion.
- b. Definitions of national and regional rate plans and service areas, to be used in providing the information requested in parts c. through f. below.
- c. The percentages of ALLTEL's and Western Wireless's customers purchasing national and regional plans as of December 31, 2004.
- d. Any analyses that discuss the trend toward national plans and consumer preferences for regional versus national plans for the time period January 2003 to the present.

- e. Any analyses that discuss ALLTEL's and Western Wireless's responses to consumer expectations for rate plans similar to those of the national carriers for the time period January 2003 through the present.
 - f. Any maps and analyses that indicate how the service areas for ALLTEL's and Western Wireless's regional wireless telephony plans have changed over the last two years (January 2003 to the present).
12. At paragraph 4 of the Gardner Declaration, Gardner asserts that, in areas where ALLTEL and WWC currently overlap, the combination of both networks will reduce dead spots and improve coverage.
 - a. How many dead spots will be reduced by this transaction?
 - b. Provide any analyses that detail improved market coverage, capacity, and overall improvement in service quality in the overlap areas. Include descriptions of technologies used and subscriber handset capabilities in those areas.
 13. At paragraph 9 of the Gardner Declaration, Gardner states that the long-term churn rates for the merged company are predicted to be lower than if the companies remained separate. Provide all analyses of whether the churn rate of the combined firm will be lower than the churn rates of ALLTEL and Western Wireless separately.
 14. Provide maps showing Western Wireless's and its affiliates' GSM/GPRS/EDGE, CDMA 95A/B, and 1xRTT coverage with a signal level of -95 dBm or better, in either GIS or MapInfo format. Provide any tests that include accomplished data rates.
 15. State whether Western Wireless will be transferring to ALLTEL all ownership interests held in licensees in which it holds less than a 50% ownership interest.
 16. Provide a list of any partnerships in which either ALLTEL or Western Wireless holds less than a 10% interest and the market areas where these partnerships hold licenses.

For requests 17 through 22 listed below, ALLTEL and Western Wireless should provide information for each of the markets listed below. The responses to requests 17 through 22 should include ALLTEL's and Western Wireless's affiliates.

Market Number	Market Name
CMA172	Lincoln, NE
CMA334	Arkansas 11-Hempstead
CMA430	Kansas 3-Jewell
CMA431	Kansas 4-Marshall
CMA435	Kansas 8-Ellsworth
CMA436	Kansas 9-Morris
CMA437	Kansas 10-Franklin
CMA441	Kansas 14-Reno
CMA512	Missouri 9-Bates

CMA534	Nebraska 2-Cherry
CMA535	Nebraska 3-Knox
CMA536	Nebraska 4-Grant
CMA537	Nebraska 5-Boone
CMA538	Nebraska 6-Keith
CMA539	Nebraska 7-Hall
CMA540	Nebraska 8-Chase
CMA541	Nebraska 9-Adams
CMA542	Nebraska 10-Cass
CMA658	Texas 7-Fannin
CEA4360	Lincoln, NE
CEA6660	Rapid City, SD-MT-NE-ND
CEA9040	Wichita, KS-OK
CEA9514	Manhattan, KS
CEA9532	Grand Island, NE
CEA9533	North Platte, NE-CO
CEA9534	Norfolk, NE
CEA9535	Scottsbluff, NE-WY

17. Describe the current competitive situation in each market. This description should include the likelihood of anticompetitive harms such as unilateral effects and coordinated interaction, given the unique characteristics of the market. These characteristics include, but are not limited to, spectrum aggregation by the combined firm, spectrum aggregation by the other licensees, actual versus potential competitors, any recent entry by a competitor, and the likelihood of entry by a potential competitor.
18. Provide any Telephia Reports or other external reports in either ALLTEL's or Western Wireless's possession that give subscriber-based market share information for the time period June 2003 to the present.
19. Provide any analyses, covering the above markets either individually or as part of a larger market area, regarding pricing strategies, pricing forecasts, pricing policies, and pricing decisions for the time period June 2003 to the present.
20. Provide any analyses, covering the above markets either individually or as part of a larger market area, of the loss of customers to other mobile wireless service providers and any strategies/attempts to win customers from other mobile wireless service providers or to stem the losses to other mobile wireless service providers for the time period June 2003 to the present, including, but not limited to:
 - a. Churn data and any analyses of churn, including, but not limited to, analyses of the correlation of churn with service quality, length of contract commitments, price, or other factors.
 - b. Reasons for switching to or from ALLTEL or Western Wireless because of the absence or presence of particular services or service features.

21. Provide any analyses of customer acquisition strategies for the time period June 2003 to the present, including, but not limited to, advertising and marketing and promotional offers.
22. Provide a MapInfo file of overlapping ALLTEL/Western Wireless service areas including the following attributes:
 - a. Location of each cell site based on NAD 83.
 - b. Designation of the underlying technologies used by such cell site.
 - c. Whether ALLTEL or Western Wireless owns the cell site.
 - d. Total amount of spectrum used by the cell site per technology.