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ORIGINAL

May 6, 2005

RECEIVED

MAY - 6 2005

Federal Communications Commission
Office of Secretary

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: **REDACTED - FOR PUBLIC INSPECTION**

Oral Ex Parte Presentation
ALLTEL Corporation and Western Wireless Corporation
WT Docket No. 05-50, File Nos. 0002016468 et al.

Dear Ms. Dortch:

On May 5, 2005, representatives of ALLTEL Corporation ("ALLTEL") and Western Wireless Corporation ("Western") (collectively the "Parties") met with FCC representatives regarding the captioned proceeding. A complete list of attendees is attached.

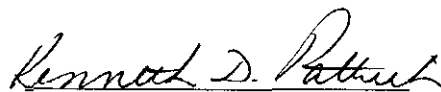
The meeting commenced with a general discussion of the status of the docket, including an overview of the numerous comments filed in support of the merger, the limited number of oppositions filed against the deal, and the responses thereto. The Parties also (i) updated FCC staff regarding the status of the DOJ's review of the merger; (ii) discussed the status of competition in some of the CMAs previously identified by the FCC for further review;¹ and (iii) emphasized the importance of Western's PCS spectrum to ALLTEL as it seeks to become a multi-technology roaming partner and attempts to roll out advanced services for the benefit of its roaming partners and retail customers.

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¹ The Parties handed out recent advertisements used by competitors in Nebraska. See Attachment 2. The competitive discussion involved LNP and other data that is subject to the Protective Order in this docket. Therefore, a summary of this discussion is set forth in Attachment 3 and is being submitted pursuant to the Protective Order.

If you have any questions, please contact the undersigned.

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Kathryn A. Zachem".

Kathryn A. Zachem

Kenneth D. Patrich

Attachments

ATTACHMENT 1

FCC Representatives:¹

- Jim Bird, OGC
- Michele Ellison, OGC
- David Furth, WTB
- Rachel Kazan, WTB, SCPD
- Jonathan Levy, OSP
- Erin McGrath, WTB, MD
- Pamela Megna, WCB, CPD
- Kent Nilsson, OGC and OET
- Kimberly Reindl, OGC
- Susan Singer, WTB, SCPD
- Walt Strack, WTB

ALLTEL Representatives:

- Kerry Brooks, ALLTEL
- Kathryn A. Zachem, Wilkinson Barker Knauer, LLP
- Kenneth D. Patrich, Wilkinson Barker Knauer, LLP
- Michael Weiner, Skadden, Arps, Slate, Meagher & Flom LLP & Affiliates
- Jon Orszag, Competition Policy Associates, Inc.

Western Representatives:

- Mark Rubin, Western
- Doane F. Kiechel, Morrison & Foerster, LLP
- Ilene Gotts, Wachtell, Lipton, Rosen & Katz

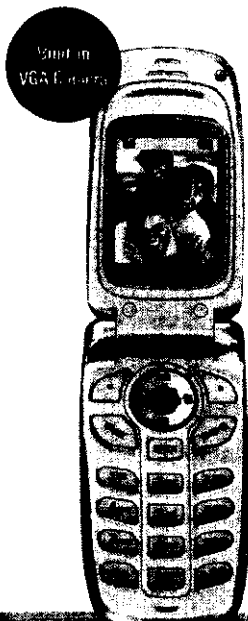
¹ The following are the full names of the various FCC bureaus and divisions abbreviated above: Office of the General Counsel (“OGC”); Wireless Telecommunications Bureau (“WTB”); Wireline Competition Bureau (“WCB”); Office of Strategic Planning and Policy Division (“OSP”); Mobility Division (“MD”); Spectrum and Competition Policy Division (“SCPD”); Competition Policy Division (“CPD”) and Office of Engineering and Technology (“OET”).

ATTACHMENT 2



Deals like this happen once a year.

Save up to 85% on great phones at Sprint Stores.



Save up to 85% on great phones at Sprint Stores.

Sprint PCS Vision™
Picture Phone
\$29.99

- Save \$200 instantly
- SMS Text Messaging capable.
- Built-in Speakerphone.

Reg \$299.99 Sprint PCS Vision Picture Phone PM-8912 by Audiovox™



Sprint PCS Vision™ Picture Phone
\$79.99

- Save \$170 instantly
- SMS Text Messaging capable.
- Built-in Speakerphone.

Reg \$249.99 Sprint PCS Vision Picture Phone PM-8920 by Audiovox™



Sprint PCS Vision Video Phone
\$129.99

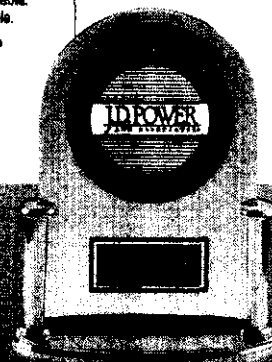
- Save \$220 instantly
- Sprint PCS Ready Link™ capable.
- SMS Text Messaging capable.

Reg \$349.99 Sprint PCS Vision Picture Phone VM-4500 by Sanyo™

Hurry. Offers end 4/6/05.

Instant savings require in-store purchase and activation. Each phone requires activation of a new line of service on a Sprint PCS® Service Plan with Vision and two-year Sprint PCS Advantage Agreement. Subject to availability at participating Sprint Stores.

Highest Call Quality



The Sprint PCS Fair & Flexible™ Plan for Families.

Sprint PCS. Now, that's better.™

800-480-4PCS

www.sprintpcs.com

or visit a Sprint Store

For complete demonstrations and customer service:



LINCOLN
5001 O St.
(402) 484-5400

SOUTH RIDGE
Pine Lake Rd. and 27th St.
(402) 421-7701

For free delivery with phone purchase and activation:
www.sprintpcs.com
1-800-480-4PCS

**Taxes and surcharges (including a USF charge of 2.45% and cost-recovery fees of \$0.65, or other surcharges that vary by market) not included. Surcharges are not taxes or government-required charges.

Nationwide network reaches over 250 million people. Coverage not available everywhere. Subject to credit. Terms and conditions apply. Two-year Sprint PCS Advantage Agreement required. Phones subject to availability and while supplies last. Offers end 4/6/05. **Phone Savings:** Instant savings only available at participating Sprint Stores. Each phone requires in-store purchase and activation of a new line of service with Sprint PCS Vision. **Sprint PCS Fair & Flexible Plan for Families:** Includes minimum 800 monthly shared Anytime Minutes adjustable in 100- or 200-minute increments for \$5, with \$0.05 per minute for usage above 2,100 minutes. A nonrefundable \$36 phone activation fee and \$150 early termination fee apply. A deposit may be required. Night & Weekend Hours are Monday–Thursday 9pm–7am and Friday 9pm–Monday 7am. Domestic roaming calls are charged \$0.50 per minute and, if applicable, an additional \$0.25 per minute for long distance. Calls are rounded up to the next whole minute. Sprint PCS to PCS Calling is available on calls placed directly between Sprint PCS Phones on the Sprint Nationwide PCS Network. **Sprint PCS Vision:** Sprint PCS Vision is additional and is not available with any device used as a modem. **Risk-Free Trial:** Requires return and deactivation of undamaged phone with original receipt within 14 days of activation. ©2005 Sprint. All rights reserved. Sprint and the diamond logo are trademarks of Sprint Communications Company L.P. J.D. Power and Associates 2004 Wireless Call Quality Performance Study™. Study based on responses from 3,800 wireless cell phone subscribers in West region, which covers Arizona, Minnesota, North Dakota, South Dakota, Idaho, Colorado, Utah, New Mexico, Montana, Washington, Oregon, California, Nevada, Nebraska, Iowa and Wyoming. www.jdpower.com

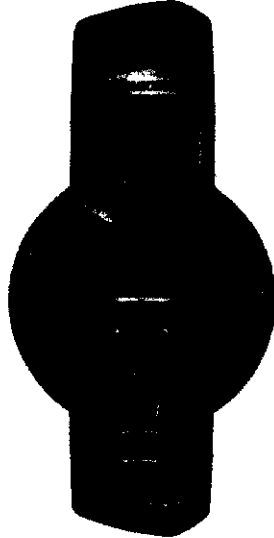
LIMITED TIME OFFER

1200 Anytime Minutes for \$25 a month

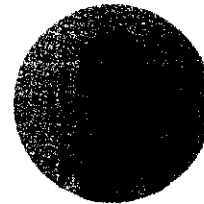
(for the first 6 months, \$50 thereafter)

Plan Includes:

- 7-state coverage area
- Unlimited local CALL ME™ Minutes



FREE
Kyocera® SoHo
color screen phone
(after \$30 mail-in rebate)



 **U.S. Cellular**
We connect with you.

*Practice saying 'Call Me'

For businesses of any size, please call 1-866-USC-4BIZ (1-866-872-4249).

U.S. Cellular stores

Lincoln** 27th & Cornhusker Hwy. (next to Super Saver),
(402) 466-8700

Lincoln* Westfield Shoppingtown Gateway Mall
(JPenney® Corridor), (402) 466-6422

Exclusive authorized agents

Lincoln* Go Wireless, Eastview Shopping Center,
48th & O St. (next to SuperSaver), 402-466-4300

Lincoln Dreamers Unlimited, Edgewood Shopping Center,
56th & Hwy. 2 (next to Ruby Tuesday), (402) 434-8677

*Select locations now open Sundays.
**Uamános para pedir una cita con un representante de servicio al cliente bilingüe.

Offer valid with two-year service agreement on regional plans of \$50 and higher. All service agreements subject to early termination fee. Credit approval required. Promotional phone is subject to change. \$30 mail-in rebate required. Allow 10-12 weeks for rebate processing. Monthly Access Element: 50% access discount valid for the first six months of a two-year agreement on regional plans \$50 and up. Bonus Minutes are available in the local calling area only and are used prior to package minutes. Bonus minutes do not apply to roaming, directory assistance or international call charges. Bonus minutes subject to expiration. Unlimited CALL ME Minutes are not deducted from package minutes and are only available when receiving calls in your local calling area. Local calling area differs from regional calling area. See map and rate sheet for details. 30-day guarantee. Customer is responsible for any charges incurred prior to return. Resending charges, fees, surcharges, message charges, and taxes apply. 911 Federal and Other Regulatory Fee charge applies. This is not a tax or government-required charge. Local network coverage and reliability may vary. Usage rounded up to the next full minute. Use of service constitutes acceptance of our terms and conditions. Other restrictions apply. See store for details. Limited time offer. ©2005 U.S. Cellular

1-866-BUY-USCC
uscellular.com

Talk to the people who matter most.

Get Unlimited Free Calls
To Your Home Phone

ADD LINES

\$9.99
EACH
Per month on plans
\$59.99 and higher

Plus Get:

Unlimited Mobile-to-Mobile Minutes
Unlimited Night & Weekend Minutes

Add up to 4 lines!

Only on select rate plans.



ALLTEL

*Phone promotions require 2-year service agreement. While supplies last.

Call 1-800-ALLTEL9 • Check alltel.com

ALLTEL Retail Stores

Lincoln
1440 "M" St.
(402) 438-8050

4815 Old Cheney Rd.
(402) 438-8050

4820 N. 28th St.
(402) 438-8050

5746 "O" St.
(402) 438-8050

Shop At A Participating
WAL-MART

At A Participating
RadioShack

Authorized Agents

Lincoln
Best Buy Cellular
(402) 441-3111

Lee's Prepare
(402) 474-3236

Lincoln True Value
1580 S. Coddington Ave.
(402) 436-2120

Equipment offers at these locations may vary.

MSC-Westfield
(402) 486-5481

RadioShack
(402) 487-3301
(402) 486-3247
(402) 436-4772
(402) 483-9284

Wal-Mart Connect-N
(402) 438-4377

Wal-Mart Connect-S
(402) 484-8284

Sam's Club
(402) 478-4044

Official Telecommunications
Partner of:



Federal, state and local taxes apply. In addition, ALLTEL charges a Regulatory Cost Recovery Fee (currently \$6), a Telecom Connectivity Fee (currently \$6), federal & state Universal Service Fund fees (both vary by customer usage), and a 911 fee of up to \$1.99 (where 911 service is available). These additional fees are not taxes or government-required charges and are subject to change. \$29 Add a Line: 1 line must be a primary line of service on select rate plans \$59.99 and higher, with no more than 4 secondary lines at \$9.99/month. Service agreement required for each new line; 1-year service agreement required for each new line; 2-year service agreement required in conjunction with a phone promotion. Plan Details: Calls to your home phone require 2 or more lines of wireless service on the same bill. 1 line must be a primary line on a qualifying rate plan. Customer's wireless number & designated home number must be in the same geographic area. Minutes used for calls to your home phone are deducted from your mobile-to-mobile package. Some ALLTEL plans feature unlimited calls to your home phone and unlimited mobile-to-mobile minutes. Calls to your home phone and Mobile-to-Mobile calls must begin & end in your plan's calling area. Mobile-to-Mobile minutes apply to calls between ALLTEL wireless customers. Call forwarding, 411 & voice mail calls excluded. Nights are Mon-Thurs 8:00pm-5:00am. Weekends are Fri 8:00pm-Mon 5:00am. Additional Information: Limited-time offer at participating locations. Credit approval & approved handset required. Rate plan changes for existing customers may require a new contract. \$300 early termination fee applies. \$20 non-refundable activation fee will apply. Offers are subject to the ALLTEL Terms & Conditions for Communications Services available at any ALLTEL store or alltel.com. All other product & service marks referenced in this ad are the names, trade names, trademarks & logos of their respective owners. ©2005 ALLTEL Communications, Inc.



Go One Better.SM Now.



Add A Line for \$9⁹⁵ up to 3 lines

• Free calling between Cellular One customers • Free nationwide long distance

15-DAY SATISFACTION GUARANTEE

ORDER NOW AND RECEIVE FREE SHIPPING • 800 235-5663

go one better. **CELLULARONE**

Cellular One Stores

Lincoln
Centro Plaza, 620 N. 48th St., Suite 200,
466-1400
South Ridge Village,
2901 Pine Lake Rd.,
Suite A, 421-8400
Westfield Shoppingtown Gateway,
6100 O St., 466-0700

Beatrice
1200 N. 6th St.,
Ste. A, 223-4560
Columbus
East Pointe Plaza,
325 E. 23rd St., 564-6366

Authorized Dealers

Lincoln
Express Your Cell, 5310 S. 56th., Ste. 2A,
Edgewood Shopping Center, 310-3125
Chit Chat Wireless,
2949 N. 27th St., 466-2448

For Business and Government Accounts call 877-566-3222

Professional Offer: \$9.95 additional line offer is available for a limited time when added to Local calling plans \$50 or higher and is subject to change without notice. New activation and 2-year service agreement required. \$16.95 activation line offer is available for a limited time when added to 2-State Western Home and National calling plans \$45 or higher and is subject to change without notice. New activation and 2-year service agreement required. Maximum 4 lines per account. Equipment available while supplies last. Mobile-to-mobile minutes apply to calls between Cellular One customers while on the Western Wireless Corp. 19-State network (i.e. Cellular One Coverage Area as designated on Calling Plan and Coverage Brochures). Night minutes apply to calls made from 8:00 p.m. to 5:59 a.m. Monday through Friday. Weekend minutes apply to calls made from 8:00 p.m. Friday to 11:59 p.m. Sunday. Night and Weekend minutes apply only while on the Western Wireless Corp. 19-State network. Free nationwide long distance applies to calls made from the home calling area in anywhere within the United States. Partial minutes used are rounded up and charged at the full-minute rate. Calls measured from when the network begins to process the call (before the phone rings or the call is answered) through its termination of the call. Credit approval, \$35 activation fee and standard 2-year service agreement and a mandatory arbitration provision apply to each phone. A \$200 early cancellation fee applies. Not available in all areas. Taxes, surcharges, roaming, long distance, or other add charges apply and may vary. Regulatory and Administration surcharge of \$1.70 in our charge and not ours. Other restrictions may apply; see brochures and save for complete details © 2005 Western Wireless Corporation. *Nortel Networks, the Nortel Networks logo, the globe mark design are Trademarks of Nortel Networks. All other trademarks are the property of their owners.

Backed by technology of Nortel, CellularOne enables users to communicate on the go.



ATTACHMENT 3

REDACTED