

July 11, 2005

Marlene H. Dortch
Secretary
Federal Communications Commission
445 - 12th Street, SW
Washington, DC 20554

Re: *Notice of Ex Parte Presentations*
Alltel Corporation and Western Wireless Corporation
WT Docket No. 05-50, File Nos. 0002016468 *et al.*
Revision of the Commission's Rules to Ensure Compatibility with
Enhanced 911 Emergency Calling Systems
CC Docket No. 94-102

Dear Ms. Dortch:

In the context of discussions between Commissioner offices, the Wireless Telecommunications Bureau and the undersigned, on behalf of Alltel Corporation (“Alltel”), regarding the above-referenced transaction, questions arose concerning the status of Alltel’s compliance with the December 31, 2005 95% subscriber penetration requirement set forth in the Commission’s rules, 47 C.F.R. § 20.18(g)(1)(v) (the “Requirement”). Alltel noted that, although the company has met or exceeded all prior compliance benchmarks, Alltel currently anticipates difficulty in meeting the Requirement – a possibility previously disclosed to the Commission in Alltel’s May 2, 2005 Quarterly Report (*see also* Alltel’s *ex parte* notice in the above-referenced proceedings, dated July 8, 2005).

Alltel acknowledged its obligation to meet the Requirement and confirmed that it will continue its ongoing efforts to achieve it following the merger with Western Wireless Corporation with respect to the merged company. Alltel will file a waiver request for the merged company no later than September 30, 2005 if at that time it determines that compliance with the Requirement is in doubt. Any such waiver request would address Alltel’s “path to full compliance” as required under the waiver standard of the *Fourth Memorandum Opinion and Order* in CC Docket No. 94-102 (or any other waiver standard then applicable).

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Naturally, in connection with the foregoing, Alltel would expect to be entitled in all respects to any industry-wide or generally-applicable relief granted by the Commission. If Alltel were to submit a waiver request, the Commission were to deny it, and the Commission determined not to grant industry-wide or other generally-applicable relief, Alltel would work with the Commission, in good faith, to achieve a "path to full compliance", as that term is ultimately defined by the Commission, on reasonable terms and conditions.

If you have any questions, please contact the undersigned.

Respectfully Submitted,

/s/ _____
Kathryn A. Zachem

cc: Samuel Feder
John B. Branscome
R. Paul Margie
Barry J. Ohlson
Scott D. Delacourt