

WT 05-339
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**ALLTEL
COMMUNICATIONS INC.
and
MIDWEST WIRELESS
HOLDINGS L.L.C.**

FCC APPLICATIONS

December 2, 2005

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Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 12/02/2005 at 17:45:31

File Number: 0002391997

**FCC 603
Main Form**

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (TC:)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: _____
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0002391997
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) Yes No
4) Are attachments being filed with this application?	(Y) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(N) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	<input checked="" type="checkbox"/> Voluntary <input type="checkbox"/> Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	() Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	() Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (T)

Sale or other assignment of assets Court order Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	(<u>N</u>) <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	(<u>N</u>) <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	(<u>N</u>) <u>Y</u> es <u>N</u> o

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	(<u>Y</u>) <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	(<u>Y</u>) <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	(<u>Y</u>) <u>Y</u> es <u>N</u> o

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0002625739			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): Midwest Wireless Communications L.L.C.			
21) Attention To: Sean Simpson			
22) P.O. Box: 4069	And /Or	23) Street Address: 2000 Technology Drive	
24) City: Mankato	25) State: MN	26) Zip Code: 56002	
27) Telephone Number: (507)385-2440		28) Fax Number:	
29) E-Mail Address: sean.simpson@midwestwireless.com			

30) Demographics of Assignor/Licensee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignor/Licensee Contact Representative

31) First Name:	MI:	Last Name:	Suffix:
32) Company Name:			
33) Attention To:			
34) P.O. Box:	And /Or	35) Street Address:	
36) City:	37) State:	38) Zip Code:	
39) Telephone Number:		40) Fax Number:	
41) E-Mail Address:			

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0005676416			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Midwest Wireless Holdings L.L.C.			
46) Attention To: Sean Simpson			
47) P.O. Box: 4069	And /Or	48) Street Address: 2000 Technology Drive	
49) City: Mankato	50) State: MN	51) Zip Code: 56002	
52) Telephone Number: (507)385-2440		53) Fax Number:	
54) E-Mail Address: sean.simpson@midwestwireless.com			

55) Demographics of Transferor (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Transferor Contact Representative

56) First Name: David	MI: L	Last Name: Nace	Suffix: Esq
57) Company Name: Lukas, Nace, Gutierrez & Sachs, Chtd.			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 1650 Tysons Blvd., Suite 1500	
61) City: McLean	62) State: VA	63) Zip Code: 22102	
64) Telephone Number: (703)584-8661		65) Fax Number:	
66) E-Mail Address: dnace@fcclaw.com			

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)

- Individual
 Unincorporated Association
 Trust
 Government Entity
 Corporation
 Limited Liability Company
 General Partnership
 Limited Partnership
 Limited Liability Partnership
 Consortium
 Other: _____

68) FCC Registration Number (FRN): 0001720101

69) First Name (if individual):	MI:	Last Name:	Suffix:
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70) Legal Entity Name (if not an individual): ALLTEL Communications, Inc.

71) Attention To: Wireless Regulatory Supervisor

72) Real Party in Interest FCC Registration Number (FRN): 0001720101

73) Name of Real Party in Interest: ALLTEL Communications, Inc.

74) P.O. Box:	And /Or	75) Street Address: One Allied Drive, B2F02-A
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76) City: Little Rock	77) State: AR	78) Zip Code: 72202
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79) Telephone Number: (501)905-8555	80) Fax Number: (501)905-6193
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81) E-Mail Address:

82) Demographics of Assignee/Transferee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name: Cheryl	MI: A	Last Name: Tritt	Suffix:
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84) Company Name: Morrison & Foerster LLP

85) Attention To:

86) P.O. Box:	And /Or	87) Street Address: 2000 Pennsylvania Avenue, NW, Suite 5500
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88) City: Washington	89) State: DC	90) Zip Code: 20006
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91) Telephone Number: (202)887-1510	92) Fax Number: (202)887-0763
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93) E-Mail Address: CTritt@mofocom

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0002398413</u>

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: Dennis	MI:	Last Name: Miller	Suffix:
104) Title: President and CEO			
Signature: Dennis Miller			105) Date: 12/02/2005

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
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).**

Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules. *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: Glenn	MI: S	Last Name: Rabin	Suffix:
107) Title: Vice President - Federal Communications			
Signature: Glenn S Rabin			108) Date: 12/02/2005
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
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).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKA740	CL - Cellular						Y
KNKN290	CL - Cellular						Y
KNKN403	CL - Cellular						Y
KNKN416	CL - Cellular						Y
KNKN422	CL - Cellular						Y
KNKN482	CL - Cellular						Y
KNLF368	CW - PCS Broadband						Y
KNLF485	CW - PCS Broadband						Y
KNLG882	CW - PCS Broadband						Y
KNLG884	CW - PCS Broadband						Y
KNLG950	CW - PCS Broadband						Y
WPLM390	LD - Local Multipoint Distribution Service						Y
WPLM391	LD - Local Multipoint Distribution Service						N
WPLM392	LD - Local Multipoint Distribution Service						N
WPLM393	LD - Local Multipoint Distribution Service						N
WPOJ773	CW - PCS Broadband						Y
WPOJ774	CW - PCS Broadband						Y
WPOK679	CW - PCS Broadband						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQAC262	CF - Common Carrier Fixed Point to Point Microwave						Y
WQAG250	CF - Common Carrier Fixed Point to Point Microwave						Y
WQAT937	CF - Common Carrier Fixed Point to Point Microwave						Y

UNCLASSIFIED

Attachment(s):

Type	Description	Date Entered
O	Exhibit 1, Schedule C	12/02/2005
O	Exhibit 1, Schedule B	12/02/2005
O	Exhibit 1, Schedule A	12/02/2005
O	Description of Transaction & Public Interest Statement	12/02/2005

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

ALLTEL Communications, Inc. (“ACI”) and Midwest Wireless Holdings, L.L.C. (“Midwest Wireless”) request Federal Communications Commission (“FCC” or “Commission”) consent to transfer control of four Midwest Wireless subsidiaries – Midwest Wireless Communications L.L.C., Midwest Wireless Iowa L.L.C., Midwest Wireless Wisconsin L.L.C., and Switch 2000 L.L.C. (the “Midwest Subsidiaries”) – to ACI. The Midwest Subsidiaries hold the FCC wireless licenses identified in Schedule A, which include cellular, personal communications services (“PCS”), local multipoint distribution service (“LMDS”), point-to-point microwave, and 39 GHz authorizations (the “Licenses”). The Midwest Subsidiaries also hold three international Section 214 authorizations. ACI and Midwest Wireless are filing concurrent applications to transfer control of the Section 214 authorizations.

ACI is a wholly-owned indirect subsidiary of ALLTEL Corporation (“ALLTEL”). Transferring control of the Midwest Subsidiaries to ACI will yield significant public interest benefits, including making ALLTEL a stronger regional wireless carrier that can better compete against nationwide and other wireless carriers. Post-transaction, ALLTEL will be able to deliver more wireless services more broadly than either it or Midwest Wireless could have done on a stand-alone basis. For example, the transaction will create substantial economies of scope and scale, which will enable ALLTEL to roll-out quickly advanced broadband wireless services. Consequently, ALLTEL will be able to offer better products to consumers and to compete more effectively against larger nationwide and other wireless service providers. The transaction also expands ALLTEL’s service footprint, creating potential expanded roaming opportunities for other wireless carriers. Further, because the markets served by ALLTEL and the Midwest Subsidiaries are largely complementary and substantial competition will remain in the limited overlap areas, these benefits can be achieved without any significant adverse impact on competition.

I. BACKGROUND

A. Description Of The Parties

1. ALLTEL

ALLTEL, a Delaware corporation headquartered in Little Rock, Arkansas, is a diversified telecommunications company and the parent holding company of ACI. Through its subsidiaries, ALLTEL provides wireless, local wireline telephone, long-distance, Internet, and high-speed data services to residential and business customers in 36 states. These services are provided in mid-sized cities and rural areas throughout much of the Southeast and portions of the Northeast, Southeast, Southwest, and upper Midwest United States.

ALLTEL, and thus ACI, are legally, technically, and financially qualified to undertake the proposed transfer of control. The Commission recently reviewed ALLTEL's qualifications and determined that the company has all the requisite character and other qualifications to hold FCC licenses.¹ An FCC Form 602 providing the ownership information for ALLTEL as it would appear upon consummation of the proposed transaction is on file with the Commission.

2. Midwest Wireless

Based in Mankato, Minnesota, Midwest Wireless is a leading regional wireless service provider with more than 400,000 customers in southern Minnesota, northern and eastern Iowa and western Wisconsin. Midwest Wireless offers wireless phone services, as well as mobile Internet access on phones and wireless devices. In select areas, Midwest Wireless also offers wireless broadband Internet services for homes and businesses.

B. Description Of The Transaction

ALLTEL and Midwest Wireless executed a Transaction Agreement dated as of November 17, 2005 ("Agreement"). Under the terms of the Agreement, ALLTEL will acquire control of the Midwest Subsidiaries, including their customers, network assets, and FCC licenses. The Agreement will be effectuated by transferring all membership interests in each of the Midwest Subsidiaries to ACI (or other designated ALLTEL subsidiary). In the alternative, the parties may choose to merge Midwest Wireless with a newly formed ALLTEL subsidiary. Under either scenario, the Midwest Subsidiaries will become wholly-owned indirect subsidiaries of ACI and thus ALLTEL.

To the extent that any of the Licenses are C or F Block PCS licenses, or former "designated entity" licenses, no restrictions prevent the transfer of control of those Licenses to ACI, because they were initially granted more than five years ago or the five-year construction benchmark for these Licenses has been met.² Furthermore, there is no outstanding debt owed to the Commission for the Licenses or any unjust enrichment payment required under the proposed transaction.

C. Standard Of Review

Pursuant to Sections 310(d) and 214 of the Communications Act of 1934, as amended (the "Act"), control of the Licenses may not be transferred unless the Commission finds "that the

¹ See *Applications of Western Wireless Corp. and ALLTEL Corp. For Consent to Transfer Control of Licenses and Authorizations*, 20 FCC Rcd 13053 (2005) ("ALLTEL/WWC Order") (consenting to ALLTEL's merger with Western Wireless Corp.).

² See 47 C.F.R. 24.839(a).

public interest, convenience and necessity will be served thereby.”³ In conducting its review in other similar transaction, the Commission typically first evaluates the transferee’s qualifications. As discussed above, ACI is qualified to hold, manage and operate the Licenses.⁴ The Commission’s public interest analysis also involves a review of the benefits and competitive impact of the proposed transaction.⁵ This determination requires both an evaluation of competitive effects and a broader public policy analysis that includes “a deeply rooted preference for preserving and enhancing competition in relevant markets, accelerating private sector deployment of advanced services, ensuring a diversity of license holdings, and generally managing the spectrum in the public interest.”⁶ The Commission also “must determine whether the transaction violates [FCC] rules, or would otherwise frustrate implementation or enforcement of the Communications Act and federal communications policy.”⁷ As further discussed below, the proposed transaction satisfies these criteria.

³ 47 U.S.C. §§ 214, 310(d). As discussed in Section IV, ALLTEL and Midwest Wireless are separately requesting Commission consent to transfer control of the Midwest Subsidiaries to ALLTEL under Section 214 of the Act.

⁴ The Commission generally 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.” *ALLTEL/WWC Order*, 20 FCC Rcd at 13063-64. In this case, the qualifications of Midwest Wireless have not been designated for hearing or otherwise warrant a hearing.

⁵ See, e.g., *id.* At 13064-65; *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. For Consent to Transfer Control of Licenses and Authorizations*, 19 FCC Rcd 21522, 21542-43 (2004) (“*Cingular/AWS Order*”); *Global Crossing Ltd. (Debtor-in-Possession), Transferor, and GC Acquisition Limited, Transferee, Applications for Consent to Transfer Control of Submarine Cable Landing Licenses, International and Domestic Section 214 Authorizations, and Common Carrier and Non-Common Carrier Radio Licenses*, 18 FCC Rcd 20301, 20315-16 (IB, WTB, WCB 2003) (“*Global Crossing Order*”); *Applications of VoiceStream Wireless Corp., Powertel, Inc., Transferors, and Deutsche Telekom AG, Transferee, for Consent to Transfer Control of Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act*, 16 FCC Rcd 9779, 9789 (2001).

⁶ *ALLTEL/WWC Order*, 20 FCC Rcd at 13064; *Cingular/AWS Order*, 19 FCC Rcd at 21542-44; see also *Global Crossing Order*, 18 FCC Rcd at 20315; 47 U.S.C. § 157(a).

⁷ *General Motors Corp. and Hughes Electronics Corp., Transferors and the News Corp. Ltd., Transferee, For Authority to Transfer Control*, 19 FCC Rcd 473 (2004); accord *Cingular/AWS Order*, 19 FCC Rcd at 21544-45.

II. TRANSFERRING CONTROL OF MIDWEST WIRELESS TO ALLTEL SERVES THE PUBLIC INTEREST

Commission approval of the proposed transfer of control will promote the public interest by strengthening ALLTEL as a competitor in the wireless marketplace, a particularly beneficial result in light of the recent consolidation of certain nationwide competitors. The transaction will expand significantly ALLTEL's wireless footprint into Iowa and Wisconsin and supplement ALLTEL's existing footprint in Minnesota and certain markets in Nebraska, South Dakota, and Illinois. The proposed transaction also will create significant economies of scale and scope that will improve ALLTEL's ability to compete against nationwide and other wireless carriers. ALLTEL will be able to deploy advanced wireless services in rural areas more quickly than it could pre-transaction.

A. Consumers Will Benefit From ALLTEL's Expanded Footprint

The Commission has determined that the public interest is served by approving transactions that enable wireless carriers to expand their facilities-based footprint.⁸ The Commission has noted that:

With a larger footprint, not only can a carrier offer competitive service to more consumers across the country, but also its consumers may enjoy enhanced service and/or lower prices because of factors such as the wider area in which the carrier's full handset functionality is operative and the carrier's lessened reliance on roaming agreements to fill out its coverage.⁹

Upon consummation of the proposed transaction, ALLTEL's wireless footprint will cover rural areas and mid-sized cities in 36 states. The markets that ALLTEL is acquiring through the Midwest Subsidiaries are generally contiguous to ALLTEL's existing operations and cover a population of approximately 1.9 million.¹⁰

⁸ See *Applications of Northcoast Communications, LLC and Cellco Partnership d/b/a Verizon Wireless, For Consent to Assignment of Licenses*, 18 FCC Rcd 6490, 6494 (2003); *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in-Possession, to Subsidiaries of Cingular Wireless LLC*, 19 FCC Rcd 2570, 2585 (2004); *Cingular/AWS Order*, 19 FCC Rcd at 21604.

⁹ *Cingular/AWS Order*, 19 FCC Rcd at 21604.

¹⁰ See ALLTEL News Release, *Alltel Agrees to Purchase Midwest Wireless for \$1 Billion in Cash* (Nov. 18, 2005), at <http://www.alltel.com/corporate/media/news/05/nov/n411nov1805.html>.

This expansion, and the attendant economies of scope and scale, will provide ALLTEL with a stronger footing to compete against other wireless providers for several reasons. Improvements in ALLTEL's network will allow ALLTEL to offer consumers a better product in terms of fewer dropped calls and improved sound quality.¹¹ The expanded ALLTEL network and subscriber base also will increase the number of consumers that will be able to make free "in-network" calls on ALLTEL's network (*i.e.*, free calls between mobile phone customers of the same wireless provider). Moreover, by combining the companies' networks and other infrastructure, roaming costs of ALLTEL (and thus its existing and new subscribers) will be eliminated in areas in which ALLTEL and the Midwest Subsidiaries have little or no network overlap.

Furthermore, by expanding its facilities-based footprint, ALLTEL becomes a more attractive roaming partner to other wireless carriers. The revenue ALLTEL collects from providing roaming services to other wireless carriers helps it provide quality wireless services to its own subscribers, making ALLTEL a more effective competitor in the wireless marketplace. In addition, subscribers of other wireless carriers benefit from expanded roaming options from ALLTEL.

B. ALLTEL Will Be Able To Take Advantage Of Additional Operating Synergies

The proposed transaction produces synergies that will strengthen ALLTEL's ability to compete against other wireless carriers. For example, both ALLTEL and the Midwest Subsidiaries use CDMA network technology. Accordingly, ALLTEL will be able to integrate quickly its system and those of the Midwest Subsidiaries and with minimal disruption to customers. Since its inception, ALLTEL successfully has expanded its service footprint and service offerings through multiple acquisitions. In each transaction, ALLTEL has met or exceeded its goals of achieving substantial synergies and economies of scale. ALLTEL expects that it also will do so in this transaction.

The reduction in costs associated with the purchase of network equipment is one example of a synergy produced by the proposed transaction. Equipment prices fluctuate based upon volume. Because ALLTEL will be able to purchase in larger quantities than either it or Midwest Wireless could individually, its costs associated with network equipment will be reduced. Increased volume of purchases also creates the related benefit of providing manufacturers with greater incentive to customize device interfaces to match a wireless carrier's service offerings. Thus, ALLTEL will be better positioned to request and deploy customized handsets.

¹¹ See *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993*, Tenth Report, WT Docket No. 05-71, FCC 05-173, ¶ 133 (Sept. 30, 2005) ("*Tenth CMRS Competition Report*") ("Carriers can increase capacity and thereby improve service quality... by acquiring additional spectrum.").

C. The Proposed Transaction Will Facilitate the Deployment of Advanced Services to Rural Areas

Demand for new, high speed, advanced services is growing, with growth rates for these services exceeding those for wireless voice services.¹² The deployment of advanced services in rural areas, however, generally lags behind urban areas.¹³ ALLTEL expects to launch EV-DO in ten or more select markets by the end of 2005.¹⁴ Through the proposed transaction, ALLTEL, which serves more rural areas than any other wireless carrier, will expand its footprint with additional rural areas to which it can deploy advanced services. ALLTEL has significant incentive to deploy such services so it may better compete with other wireless carriers. Specifically, expected increased purchasing power generated by this transaction should reduce the cost of acquiring the equipment to provide advanced services.

III. TRANSFERRING CONTROL OF MIDWEST WIRELESS TO ALLTEL WILL NOT HARM COMPETITION

The Commission's public interest analysis includes an evaluation of the proposed transaction's impact on competition.¹⁵ Under this analysis, a transaction raises competitive concerns if it "reduce[s] the availability of substitute choices to the point that the merged firm has the incentive and ability... to raise prices" or otherwise engage in anticompetitive behavior.¹⁶ As discussed below, the transfer of control of the Midwest Subsidiaries to ACI raises no significant competitive or anticompetitive concerns.

¹² See, e.g., M. Paul Jackson, *Demand for wireless-data services bring profits*, Winston Salem Journal, Jan. 8, 2005 available at http://www.journalnow.com/servlet/Satellite?pagename=WSJ%2FMSGArticle%2FWSJ_BasicArticle&c=MGArticle&cid=1031780086601&path=!business&s=1037645507703; Yuki Noguchi and Griff Witte, *Wireless Firms Look at Phones as Limitless*, The Wash. Post, Feb. 19, 2004, at E1.

¹³ See Industry Analysis and Technology Division, Federal Communications Commission, *High-Speed Services for Internet Access: Status as of December 31, 2004*, at 5 (July 2005).

¹⁴ See ALLTEL Corp., SEC Form 10-Q, at 20 (Nov. 8, 2005) ("ALLTEL 10-Q").

¹⁵ See, e.g., *ALLTEL/WWC Order*, 20 FCC Rcd at 13064-65.

¹⁶ *ALLTEL/WWC Order*, 20 FCC Rcd at 13066; see also *Cingular/AWS Order*, 19 FCC Rcd at 21552.

A. Relevant Product Market

The relevant product market for purposes of this competitive analysis consists of all products “that consumers consider reasonably interchangeable for the same purposes.”¹⁷ In this case, ALLTEL is acquiring control of the Midwest Subsidiaries, which are primarily engaged in the provision of interconnected mobile voice and mobile data services using 850 MHz band cellular licenses and 1900 MHz band PCS licenses.¹⁸ The Commission has determined previously that interconnected mobile voice and mobile data services should be analyzed in the context of a combined market for mobile telephony services – defined as all interconnected mobile voice and data services provided over cellular, PCS, and specialized mobile radio (“SMR”) frequencies.¹⁹ Thus, the Commission has concluded that mobile telephony is the relevant product market for evaluating similar transactions.

The Commission has indicated that it also will evaluate the impact of the proposed transaction on the spectrum market in connection with mobile telephony market transactions. When analyzing the impact of the transaction on the availability of spectrum, the Commission typically evaluates the total amount of spectrum an applicant would hold in the relevant geographic market post-transaction to determine whether these holdings will likely have a significant adverse impact on competition.²⁰ To assist with this analysis, Schedule B lists all of the markets in which each of ALLTEL and the Midwest Subsidiaries currently holds cellular and PCS licenses and the amount of spectrum ALLTEL will hold post transaction.

B. Relevant Geographic Market

The relevant geographic market is “the area in which buyers practically can turn for alternative sources of supply, or in which there are sellers who act to restrain the prices charged to those buyers.”²¹ For purposes of analyzing competition in the mobile telephony product

¹⁷ *ALLTEL/WWC Order*, 20 FCC Rcd at 13067 (quoting *United States v. E.I. du Pont de Nemours & Co.*, 351 U.S. 377, 395 (1956)); see also *Cingular/AWS Order*, 19 FCC Rcd at 21557.

¹⁸ Although voice and data services provided over cellular and PCS networks constitute the primary business of the Midwest Subsidiaries, they also hold LMDS, point-to-point microwave service and 39 GHz wireless licenses.

¹⁹ See *ALLTEL/WWC Order*, 20 FCC Rcd at 13067-69; see also *Cingular/AWS Order*, 19 FCC Rcd at 21553-56, 81, 88.

²⁰ *ALLTEL/WWC Order*, 20 FCC Rcd at 13071; see also *Cingular/AWS Order*, 19 FCC Rcd at 21552.

²¹ *Bell Atlantic Mobile Systems, Inc. and NYNEX Mobile Communications Co. Application For Transfer of Control of Eighty-two Cellular Radio Licenses to Cellco Partnership*, 10 FCC Rcd 13368 (WTB 1995) (citations omitted) (“*Bell Atlantic/NYNEX*”), *aff’d* 12 FCC Rcd 22280

market, the Commission previously has indicated that the relevant geographic market is neither national nor county-specific.²² Instead, the Commission has identified two relevant geographic markets – Component Economic Areas (“CEAs”) and Cellular Market Areas (“CMAs”).²³ Accordingly, ALLTEL and Midwest Wireless provide relevant overlap and aggregation data based upon CMAs and CEAs comprising the relevant License markets.

C. Transferring Control Of The Midwest Subsidiaries To ALLTEL Will Not Adversely Affect Competition In The Wireless Telephony Market

1. Market-Specific Information

With limited exceptions in Minnesota, ALLTEL and the Midwest Subsidiaries serve largely complementary geographic regions, and minimal overlaps occur within their facilities-based service areas. The Licenses overlap with ALLTEL’s licenses in 19 CMAs and 12 CEAs.²⁴ No analysis is required of any other market in which ALLTEL holds wireless licenses, but that do not overlap with those of Midwest Wireless, because no reduction in the number of competitors will occur post-transaction.²⁵

(1997); accord 2002 Biennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, 18 FCC Rcd 13620, 13719 n.542 (2003) (describing the “Supreme Court’s definition of the relevant geographic market as the region ‘in which the seller operates, and to which the purchaser can practicably turn for supplies.’ *United States v. Grinnell Corp.*, 384 U.S. 563, 588-89 (1966)”).

²² See *ALLTEL/WWC Order*, 20 FCC Rcd at 13069-70; *Cingular/AWS Order*, 19 FCC Rcd at 21563.

²³ See *ALLTEL/WWC Order*, 20 FCC Rcd at 13072-73; *Cingular/AWS Order*, 19 FCC Rcd at 21567.

²⁴ In terms of population (“POPs”), the overlap areas involve less than 2 million POPs. Although the proposed transaction creates wireless license overlaps in 19 CMAs, post-transaction ALLTEL will have overlapping cellular licenses in four CMAs (*i.e.*, ALLTEL will hold both the cellular A and B Block in those CMAs). Overlaps in the other 15 CMAs are due to PCS-PCS or cellular-PCS overlaps. Section 22.942 of the Commission’s rules, also known as the cellular cross-interest rule, previously limited the ability of a party to have interests in cellular licenses on different channel blocks in the same RSA. The Commission, however, eliminated the prohibition effective February 14, 2005. See 69 Fed. Reg. 75144 (Dec. 15, 2004).

²⁵ See *ALLTEL/WWC Order*, 20 FCC Rcd at 13066; *Cingular/AWS Order*, 19 FCC Rcd at 21552.

The Commission has previously studied the impact of transactions that result in license overlays on market concentration to determine whether potential anticompetitive effects could result.²⁶ The Commission typically first distinguishes between: (1) overlap areas that would not raise concentration to a level that would raise competitive concerns, and (2) overlap areas that potentially raise competitive concerns and require a more detailed competitive analysis.²⁷ The Commission has determined that overlaps do not potentially raise competitive issues *unless*:

- The transaction would increase the applicant's spectrum holdings in a relevant geographic market to 70 MHz or more;
- The transaction would increase the Herfindahl-Hirschman Index ("HHI") by 100 or more *and* the post-transaction HHI would be greater than 2800; or
- The transaction would increase HHI by 250 or more.²⁸

The Commission, however, has made clear that this threshold determination merely indicates that further Commission review of a particular market is required, not that a *per se* competitive issue results:

For many markets where the facts of a high subscriber-based HHI and a high change in HHI might seem to suggest a potential competitive problem, there is in fact little likelihood of harm. We find that *the presence and capacity of other firms matter more for future competitive conditions than do current subscriber-based market shares.*²⁹

Under the first criterion above, the proposed transaction will increase the amount of spectrum held by a single entity to 70 MHz or more in only four CMAs and four CEAs.³⁰ For those CMAs in which ALLTEL will hold 70 MHz or more of spectrum post-transaction, ALLTEL provides additional information below demonstrating that the transaction will not

²⁶ See *ALLTEL/WWC Order*, 20 FCC Rcd at 13071-75; *Cingular/AWS Order*, 19 FCC Rcd at 21564-69.

²⁷ See *ALLTEL/WWC Order*, 20 FCC Rcd at 13074; *Cingular/AWS Order*, 19 FCC Rcd at 21564-65, 21568-69.

²⁸ See *ALLTEL/WWC Order*, 20 FCC Rcd at 13073; *Cingular/AWS Order*, 19 FCC Rcd at 21568-69.

²⁹ *Cingular/AWS Order*, 19 FCC Rcd at 21579 (emphasis added).

³⁰ For purposes of this analysis, ALLTEL assumes that the first criterion is triggered if it will hold 70 MHz or more in any one county within a CMA post-transaction, even if there are several counties within the same CMA in which ALLTEL will hold less than 70 MHz.

cause competitive harm. As further discussed below, ALLTEL also holds a non-controlling interest and an option to later acquire controlling interest of certain spectrum in a fifth CMA that would, if exercised, result in it holding 70 MHz or more (CMA492). Although ALLTEL currently does not hold a controlling interest in the affected cellular license, out of an abundance of caution and to ensure the Commission has all the necessary information to act upon this application, additional information is provided below demonstrating that the transaction will not cause competitive harm in that market.

Under the second and third criteria, the Commission typically calculates HHIs using Numbering Resource Utilization Forecast (“NRUF”) data and other confidential information supplied by wireless carriers. Because ALLTEL lacks the data to apply the final two criteria,³¹ Schedule C lists the competitors in each market in which ALLTEL and the Midwest Subsidiaries have overlapping licenses.³² Schedule C demonstrates that post-transaction ALLTEL will face competition from at least five facilities-based operators in each CMA.

Each of the CMAs in which there are overlapping licenses is subject to competitive pressure from at least five nationwide and other carriers, whether or not those carriers provide facilities-based service in the overlapping markets.³³ For example, consumers have come to expect and demand nationwide calling plans, regardless of whether their service providers have nationwide, regional or local facilities-based networks. Wireless carriers of all sizes are able to meet this demand through roaming and other arrangements. Thus, nationwide calling plans are not limited to nationwide carriers. Consumers also have become extremely knowledgeable regarding nationwide and other calling plans and can switch to another carrier if a regional or local carrier does not meet their expectations. A study by Econ One provides further evidence that nationwide and urban price trends have acted to constrain prices in rural areas.³⁴ This study

³¹ In the *ALLTEL/WWC Order* and *Cingular/AWS Order*, the Commission calculated HHIs using NRUF data and confidential information supplied by CMRS carriers. See *ALLTEL/WWC Order*, 20 FCC Rcd at 13072; *Cingular/AWS Order*, 19 FCC Rcd at 21566-67.

³² CEAs cover a larger geographic area than CMAs, and CMAs present the fewest number of competitors that would be present in any CEA. Accordingly, Schedule C shows competitors based upon the CMAs in which ALLTEL and Midwest Wireless have overlapping licenses.

³³ The Commission recently acknowledged that the wireless market includes wireless resellers or MVNOs (Mobile Virtual Network Operators), and satellite providers. See *Tenth CMRS Competition Report*, ¶¶ 27-28, 35.

³⁴ See *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993*, Eighth Report, 18 FCC Rcd 14783, 14791-92, 14837 (2003).

demonstrates that the average price of mobile telephone service in rural areas appears to be very similar to the average price in urban areas.³⁵

Each of the geographic areas in which the proposed transaction will increase ALLTEL's spectrum holdings to 70 MHz or more is analyzed in detail below. The analysis shows that robust facilities-based competition will remain in each overlapping area and that approving this transaction will not result in adverse competitive consequences in any of these areas.

CMA 488 – Minnesota 7 (Chippewa)

Post-consummation, ALLTEL will hold between 70 and 100 MHz of CMRS spectrum in most of CMA488.³⁶ Transferring control of Midwest Wireless, however, will not significantly lessen competition in this market. ALLTEL will face facilities-based competition from all four nationwide operators (Sprint/Nextel, T-Mobile, Verizon Wireless, and Cingular) and another regional operator (Redwood Wireless).³⁷ This vigorous competition will constrain ALLTEL from acting in an anticompetitive manner in this market.

CMA489 – Minnesota 8 (Lac qui Parle)

Post-consummation, ALLTEL will hold between 80 and 110 MHz of CMRS spectrum throughout CMA489.³⁸ Transferring control of Midwest Wireless, however, will not significantly lessen competition in this market. ALLTEL will face facilities-based competition from all four nationwide operators (Sprint/Nextel, T-Mobile, Verizon Wireless, and Cingular) and two regional operators (Redwood Wireless and Swiftel).³⁹ This vigorous competition will constrain ALLTEL from acting in an anticompetitive manner in this market.

CMA490 – Minnesota 9 (Pipestone)

Post-consummation, ALLTEL will hold between 70 and 105 MHz of CMRS spectrum throughout CMA490.⁴⁰ Transferring control of Midwest Wireless, however, will not

³⁵ *Id.* at 14791-92.

³⁶ *See* Schedule B.

³⁷ *See* Schedule C.

³⁸ *See* Schedule B.

³⁹ *See* Schedule C.

⁴⁰ *See* Schedule B.

significantly lessen competition in this market. ALLTEL will face facilities-based competition from all four nationwide operators (Sprint/Nextel, T-Mobile, Verizon Wireless and Cingular) and another regional operator (Redwood Wireless).⁴¹ This vigorous competition will constrain ALLTEL from acting in an anticompetitive manner in this market.

CMS491 – Minnesota 10 (Le Sueur)

Post-consummation, ALLTEL will hold between 70 and 75 MHz of CMRS spectrum in part of CMA489.⁴² Transferring control of Midwest Wireless, however, will not significantly lessen competition in this market. ALLTEL will face facilities-based competition from all four nationwide operators (Sprint/Nextel, T-Mobile, Verizon Wireless, and Cingular) and three regional operators (U.S. Cellular, Redwood Wireless, and Nsighttel Wireless).⁴³ This vigorous competition will constrain ALLTEL from acting in an anticompetitive manner in this market.

CMA492 – Minnesota 11 (Goodhue)

ALLTEL currently holds an approximate 49 percent ownership interest in Great Western Cellular Holdings, L.L.C. (“Great Western”), the licensee of the A Block cellular license in CMA492. Pursuant to a spectrum manager lease, ALLTEL has a right to use certain spectrum and facilities of Great Western in that market. ALLTEL also has an option to later acquire the remaining 51 percent ownership interest in Great Western. Post-consummation and in the event ALLTEL later exercises its right to acquire control of Great Western, ALLTEL will hold 75 MHz of CMRS spectrum in part of CMA492.⁴⁴ Transferring control of Midwest Wireless, however, will not significantly lessen competition in this market. ALLTEL will face facilities-based competition from all four nationwide operators (Sprint/Nextel, T-Mobile, Verizon Wireless, and Cingular) and four regional operators (U.S. Cellular, Cricket, Nsighttel Wireless, and Skagit Wireless).⁴⁵ This vigorous competition will constrain ALLTEL from acting in an anticompetitive manner in this market.

⁴¹ See Schedule C.

⁴² See Schedule B.

⁴³ See Schedule C.

⁴⁴ See Schedule B.

⁴⁵ See Schedule C.