

## 2. Unilateral Effects

Once markets are identified pursuant to the three-step process above (the “Relevant Overlap Markets”) for further evaluation, the Commission typically evaluates whether the transaction “may lead to competitive harm through unilateral actions by the [acquiring] entity” in those markets.<sup>46</sup> The Commission has indicated that, in the context of mobile telephony, these actions “might take the form of delaying improvements in service quality or adversely adjusting plan features without changing the plan price.”<sup>47</sup> Unilateral effects are possible only when a company can raise prices and suppress output without being disciplined by other competitors in the market.<sup>48</sup> Unilateral effects are unlikely where there are other firms selling products that consumers regard as close substitutes for the products sold by the combining firms.<sup>49</sup>

The level of competition described above that will remain in each of the Relevant Overlap Markets post-transaction makes it unlikely that any anticompetitive unilateral effects would be profitable for ALLTEL post-transaction. This is particularly true given the presence of all four nationwide carriers and one or more smaller operators on a licensed basis in each of those markets.<sup>50</sup> As noted above, ALLTEL, as are all regional and local carriers, is subject to significant competitive pressure from nationwide and other carriers. Should ALLTEL attempt to raise prices or harm consumers, consumers will be able to switch to other wireless carriers. ALLTEL’s competitors likely would be able to respond competitively by attracting and absorbing any new subscribers.

The prospect of new entrants and competition from other sources also undermines the likelihood of anticompetitive unilateral effects. The Commission has recognized that there is a high degree of substitutability among all mobile telephony providers.<sup>51</sup> Any attempt by ALLTEL to elevate price and suppress output would be unprofitable. Any such attempt would be short-lived or never attempted in the first place.<sup>52</sup> Thus, unilateral effects are unlikely to

---

<sup>46</sup> *ALLTEL/WWC Order*, 20 FCC Rcd at 13075; *Cingular/AWS Order*, 19 FCC Rcd at 21569-70.

<sup>47</sup> *ALLTEL/WWC Order*, 20 FCC Rcd at 13075-76; *Cingular/AWS Order*, 19 FCC Rcd at 21570.

<sup>48</sup> *See, e.g.*, United States Department of Justice/Federal Trade Commission, Horizontal Merger Guidelines, at Section 2.2 (Apr. 2, 1992) (“DOJ Merger Guidelines”).

<sup>49</sup> *Id.*

<sup>50</sup> *See* Schedule C.

<sup>51</sup> *See ALLTEL/WWC Order*, 20 FCC Rcd at 13077-78; *Cingular/AWS Order*, 19 FCC Rcd at 21575.

<sup>52</sup> *See ALLTEL/WWC Order*, 20 FCC Rcd at 13077-78; *Cingular/AWS Order*, 19 FCC Rcd at 21575 (noting that competitive concerns are diminished where consumers view remaining competitors as effective substitutes).

result from the proposed transaction. In addition to the competitors identified in Schedule C, ALLTEL will face competitive pressures from resellers, satellite providers of interconnected mobile voice services, MVNOs, and wireless Voice over Internet Protocol ("VoIP") offerings.<sup>53</sup> The Commission also is expecting to auction in 2006 more than 100 MHz of spectrum throughout the United States for Advanced Wireless Services. The additional spectrum will strengthen existing competitors and enable market entry by new carriers. All of these service providers exert competitive pressure on ALLTEL and will continue to do so post-transaction, eliminating the potential for unilateral anticompetitive behavior.

### 3. Coordinated Effects

Transferring control of the Midwest Subsidiaries to ACI also will not increase the likelihood of anticompetitive coordination among wireless carriers. The mobile telephony market is subject to "intense competitive pressure, rather than coordinated interaction."<sup>54</sup> Carriers "regularly monitor their rivals' pricing plans, promotions, marketing strategies, and other aspects of their rivals' operations, and... use this information as a basis for improving their own ability to compete in attracting and retaining customers," rather than coordinate their actions.<sup>55</sup>

The Commission already has determined that the wireless sector is not currently conducive to coordinated interaction.<sup>56</sup> There also is no evidence that the proposed transaction will increase the likelihood of anticompetitive coordination among wireless carriers<sup>57</sup> or will not

---

<sup>53</sup> Products that support the transmission of wireless VoIP are becoming increasingly available. See, e.g., David Pringle, *Nokia Takes Leap Into Wi-Fi Arena with New Phone*, The Wall Street Journal, Feb. 23, 2004 at B4. Also, there has been a marked increase in the number of hot-spots for wireless LAN access. Gartner Press Release, *Gartner Says Simplistic Focus on Hot Spot Profits Misguided, Rationales for Growth Are More Complex: Analysts Project More Than 71,000 Public Wireless LAN Hot Spots in 2003* (June 30, 2003), available at [http://www.gartner.com/press\\_releases/pr30june2003a.html](http://www.gartner.com/press_releases/pr30june2003a.html). The increase in hot-spot locations and technology capable of completing Wi-Fi/VoIP calls will result in greater demand and use of wireless VoIP, making it a viable competitor to traditional mobile telephony. See Brad Smith, *Nokia, IBM Talk Enterprise Strategy*, Wireless Week, Feb. 23, 2004 (discussing the new Nokia 9500 Handset), available at [www.wirelessweek.com/index.asp?layout=newsat2direct&Pubdate=02%2F23%2F04](http://www.wirelessweek.com/index.asp?layout=newsat2direct&Pubdate=02%2F23%2F04).

<sup>54</sup> *Cingular/AWS Order*, 19 FCC Rcd at 21582.

<sup>55</sup> *ALLTEL/WWC Order*, 20 FCC Rcd at 13086; *Cingular/AWS Order*, 19 FCC Rcd at 21581.

<sup>56</sup> See *ALLTEL/WWC Order*, 20 FCC Rcd at 13086; *Cingular/AWS Order*, 19 FCC Rcd at 21581.

<sup>57</sup> See, e.g., DOJ Merger Guidelines at Section 2.1.

create the “ability to detect and punish deviations that would undermine the coordinated interaction.”<sup>58</sup> The evidence presented above demonstrates that there are a significant number of facilities-based competitors in each of the four CMAs that have significant overlaps. Furthermore, wireless carriers compete based upon multiple factors, such as promotions on handsets, plan features, service quality, customer service, and a wide variety of additional considerations. The uncertainty of future demand for voice, data, and advanced services makes coordinated interaction in the wireless sector even more difficult.<sup>59</sup> The divergence in costs, elements of service, and product offerings among different carriers makes it more difficult to reach terms of coordination.<sup>60</sup> Accordingly, it is unlikely that any coordinated interaction will occur in the first instance. Thus, the proposed transaction will not affect the difficulty of reaching terms of coordinated interaction or detecting or punishing departures from any such terms, even if they could be reached.

#### **D. Intermodal Competition Will Not Be Affected By The Proposed Transaction**

In the *Cingular/AWS Order*, the Commission did not limit its public interest evaluation to mobile telephony. Because Cingular’s parents are the second and third largest Regional Bell Operating Companies (“RBOCs”), the Commission considered whether the merger with AWS would discourage intermodal competition between wireless and wireline services.<sup>61</sup> The Commission concluded that any potential harm to intermodal competition was negligible due to “the limited level of wireless-wireline competition at this point.”<sup>62</sup> The Commission indicated, however, that it would continue to evaluate the impact of future transactions involving independent wireless carriers with wireline-affiliated carriers.<sup>63</sup>

ALLTEL provides both wireless and wireline services, and Midwest Wireless is an independent wireless carrier. Nonetheless, ALLTEL’s acquisition of control of Midwest Wireless will not impact intermodal competition. Specifically, ALLTEL holds no wireline interests in Midwest Wireless’s markets. Unlike the Cingular/AWS merger, this transaction does not involve the acquisition of an independent wireless carrier by a company controlled by some of the largest RBOCs. ALLTEL, a non-RBOC, is predominantly a mobile telephony carrier.

---

<sup>58</sup> *ALLTEL/WWC Order*, 20 FCC Rcd at 13085; *see also* DOJ Merger Guidelines at Section 2.1.

<sup>59</sup> The Horizontal Merger Guidelines conclude that “[i]f demand or cost fluctuations are relatively infrequent and small, deviations may be relatively easy to deter.” DOJ Merger Guidelines at Section 2.12.

<sup>60</sup> *See generally Tenth CMRS Competition Report*, ¶¶ 96-152.

<sup>61</sup> *Cingular/AWS Order*, 19 FCC Rcd at 21611-19.

<sup>62</sup> *Id.* at 21612.

<sup>63</sup> *Id.*

Approximately 70 percent of ALLTEL's revenue is currently generated by its wireless services.<sup>64</sup> The Commission did not consider intermodal competition in its analysis of ALLTEL's merger with Western Wireless Corporation ("WWC"), and it need not do so here.

#### **IV. OTHER ISSUES**

##### **A. International Authorizations**

Three Midwest Subsidiaries are authorized by the Commission to provide international telecommunications service on a resold basis under Section 214 of the Act.<sup>65</sup> Accordingly, applications are being filed concurrently to transfer control of those subsidiaries and authorizations to ACI under Section 214 of the Act. The proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. ALLTEL and the Midwest Subsidiaries together hold only a very small share of the international telecommunications market. Post-transaction, ALLTEL will have no ability to adversely affect competition. Furthermore, as discussed in the related international Section 214 applications, any foreign carriers with which ALLTEL is affiliated are mobile wireless providers that are non-dominant in their respective foreign markets. ALLTEL became affiliated with those foreign carriers when it merged with WWC. ALLTEL has sold or has pending definitive agreements to sell many of the international operations it acquired through the WWC merger and is actively pursuing the disposition of any remaining international operations.<sup>66</sup> Thus, there is no evidence that consumers and/or the international calling market will be harmed by this transaction.

##### **B. Related Government Filings**

The United States Department of Justice will conduct its own review of the competitive aspects of this transaction pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. §18(a), and the rules promulgated thereunder. ALLTEL and Midwest Wireless also are submitting concurrently a Hart-Scott-Rodino notification regarding the proposed transaction.

---

<sup>64</sup> See Scott Ford, President and CEO, ALLTEL Corp., Remarks and Q and A at the 15th Annual Global Entertainment, Media & Telecommunications Conference (Jan. 11, 2005) (transcript available in ALLTEL Corp.'s SEC Form 425, at para. 18 (filed Jan. 12, 2005)).

<sup>65</sup> See FCC File Nos. ITC-214-19990224-00111 (Midwest Wireless Communications L.L.C.); ITC-214-20050819-00333 (Midwest Wireless Wisconsin L.L.C.); ITC-214-20050819-00334 (Midwest Wireless Iowa L.L.C.).

<sup>66</sup> ALLTEL 10-Q at 6.

### C. Additional Authorizations

In addition to seeking Commission approval to transfer control of the Licenses, ACI and Midwest Wireless request the additional authorizations described below.

While the list of call signs referenced in each application that is filed to effectuate the proposed transaction is intended to be complete and to include all of the Licenses that are subject to the transaction, the Midwest Subsidiaries may now have on file, or may subsequently file, additional requests for authorizations for new or modified facilities which may be granted before the Commission takes action on this transaction. Accordingly, ACI and Midwest Wireless request that any Commission approval of the applications filed for this transaction include authority for ACI to acquire control of: (1) any authorization issued to the respective licensees/transferor while this transaction is pending and the period required for consummation of the transaction; (2) any construction permits held by the respective licensees/transferor that mature into licenses after consummation; and (3) any applications that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.<sup>67</sup> Additionally, because ACI is acquiring control of the Midwest Subsidiaries and all of their FCC authorizations, ACI requests that Commission approval include any facilities that may have been inadvertently omitted.

Furthermore, ACI and Midwest Wireless request a blanket exemption from Sections 1.927(h) and 1.933(b) of the Commission's rules<sup>68</sup> in cases where the licensee files amendments to pending applications to reflect consummation of this application. The exemption is requested so that the amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice for the still-pending applications. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions.<sup>69</sup>

---

<sup>67</sup> *Applications of NYNEX Corp., Transferor, and Bell Atlantic Corp., Transferee, for Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries*, 12 FCC Rcd 19985, 20097 (1997); *Applications of Craig O. McCaw, Transferor, and AT&T, Transferee, for Consent to the Transfer of Control of McCaw Cellular Communications, Inc. and its Subsidiaries*, 9 FCC Rcd 5836, 5909 n.300 (1994) ("McCaw").

<sup>68</sup> 47 C.F.R. §§ 1.927(h), 1.933(b).

<sup>69</sup> *See, e.g., Applications of PacifiCorp Holdings, Inc. Transferor, and Century Telephone Enterprises, Inc. Transferee, For Consent to Transfer Control of Pacific Telecom, Inc. a Subsidiary of PacifiCorp Holdings, Inc.*, 13 FCC Rcd 8891, 8915; *McCaw*, 9 FCC Rcd at 5909 n.300 (1994).

## 1. Trafficking

To the extent any authorizations for unconstructed systems are covered by this transaction, these authorizations are merely incidental, with no separate payment being made for any individual authorization or facility. Accordingly, there is no reason to review the transaction from a trafficking perspective.<sup>70</sup>

## V. CONCLUSION

For the foregoing reasons, transferring control of the Midwest Subsidiaries to ACI serves the public interest, convenience, and necessity. Accordingly, ACI and Midwest Wireless request that the Commission expeditiously consent to the proposed transaction.

---

<sup>70</sup> 47 C.F.R. § 1.948(i) (noting that the Commission may request additional information regarding trafficking if it appears that a transaction involves unconstructed authorizations that were obtained for the principal purpose of speculation); *id.* § 101.55(c)-(d) (permitting transfers of unconstructed microwave facilities that are “incidental to the sale [of] other facilities or merger of interests”).

**WIRELESS LICENSES HELD BY THE MIDWEST SUBSIDIARIES**

<b>Licensee</b>	<b>Service</b>	<b>Location</b>	<b>Call Sign</b>
Midwest Wireless Communications L.L.C.	Cellular	Rochester, MN	KNKA740
Midwest Wireless Communications L.L.C.	Cellular	MN 9 - Pipestone	KNKN290
Midwest Wireless Communications L.L.C.	Cellular	MN 10 - Le Sueur	KNKN403
Midwest Wireless Communications L.L.C.	Cellular	MN 11 - Goodhue	KNKN416
Midwest Wireless Communications L.L.C.	Cellular	MN 8 - Lac Qui Parle	KNKN422
Midwest Wireless Communications L.L.C.	Cellular	MN 7 - Chippewa	KNKN482
Midwest Wireless Communications L.L.C.	PCS	Willmar-Marshall, MN	KNLF368
Midwest Wireless Communications L.L.C.	PCS	Worthington, MN	KNLF485
Midwest Wireless Communications L.L.C.	PCS	Mankato-Fairmont, MN	KNLG950
Midwest Wireless Communications L.L.C.	PCS	Worthington, MN	KNLG884
Midwest Wireless Communications L.L.C.	PCS	Watertown, SD	WPOJ773
Midwest Wireless Communications L.L.C.	PCS	Willmar-Marshall, MN	WPOJ774
Midwest Wireless Communications L.L.C.	PCS	Rochester-Austin-Albert Lea, MN	WPOK679
Midwest Wireless Communications L.L.C.	PCS	Sioux Falls, SD	KNLG882
Midwest Wireless Communications L.L.C.	LMDS	Mankato-Fairmont, MN	WPLM390
Midwest Wireless Communications L.L.C.	LMDS	Rochester-Austin-Albert Lea, MN	WPLM391
Midwest Wireless Communications L.L.C.	LMDS	Willmar-Marshall, MN	WPLM392
Midwest Wireless Communications L.L.C.	LMDS	Worthington, MN	WPLM393
Midwest Wireless Communications L.L.C.	Pt-Pt M/W	Lake Washington, MN	WQAC262
Midwest Wireless Communications L.L.C.	Pt-Pt M/W	Mankato East, MN	WQAG250
Midwest Wireless Communications L.L.C.	Pt-Pt M/W	North Mankato, MN	WQAT937
Midwest Wireless Iowa L.L.C.	Cellular	IA 3 - Monroe	KNKN351
Midwest Wireless Iowa L.L.C.	Cellular	IA 6 - Iowa	KNKN362
Midwest Wireless Iowa L.L.C.	Cellular	IA 11 - Hardin	KNKN314
Midwest Wireless Iowa L.L.C.	Cellular	IA 12 - Winneshiek	KNKN642
Midwest Wireless Iowa L.L.C.	Cellular	IA 15 - Dickinson	KNKN364
Midwest Wireless Iowa L.L.C.	Cellular	IA 14 - Kossuth	KNKQ267
Midwest Wireless Iowa L.L.C.	Cellular	IA 13 - Mitchell	KNKQ308
Midwest Wireless Iowa L.L.C.	Cellular	IA 16 - Lyon	WPOM853
Midwest Wireless Iowa L.L.C.	PCS	Dubuque, IA	KNLG861
Midwest Wireless Iowa L.L.C.	PCS	Sioux City, IA	KNLG863
Midwest Wireless Iowa L.L.C.	PCS	Waterloo-Cedar Falls, IA	KNLG864

Application for Consent to Transfer Control  
 Lead Application  
 FCC Form 603  
 Exhibit 1, Schedule A  
 Page 2 of 2

Midwest Wireless Iowa L.L.C.	PCS	Ft. Dodge, IA	KNLG872
Midwest Wireless Iowa L.L.C.	PCS	Marshalltown, IA	KNLG875
Midwest Wireless Iowa L.L.C.	PCS	Mason City, IA	KNLG876
Midwest Wireless Iowa L.L.C.	Pt-Pt- M/W	Batavia, IA	WML998
Midwest Wireless Iowa L.L.C.	Pt-Pt- M/W	Albia, IA	WPNL230
Midwest Wireless Iowa L.L.C.	Pt-Pt- M/W	Eddyville, IA	WPNL231
Midwest Wireless Wisconsin L.L.C.	Cellular	WI 5 - Pierce	KNKN396
Switch 2000 L.L.C.	39 GHz	Des Moines, IA-IL-MO	WPQR580
Switch 2000 L.L.C.	39 GHz	Cedar Rapids, IA	WPQR581
Switch 2000 L.L.C.	39 GHz	Sioux Falls, SD-IA-MN-NE	WPQR582
Switch 2000 L.L.C.	39 GHz	La Crosse, WI-MN	WPQR583
Switch 2000 L.L.C.	39 GHz	Sioux City, IA-NE-SD	WPQR584
Switch 2000 L.L.C.	39 GHz	Minneapolis-St. Paul, MN	WPQR585
Switch 2000 L.L.C.	39 GHz	Rochester, MN-IA-WI	WPQR586



**ALLTEL/ Midwest Subsidiaries Aggregation Chart**

*CMA's in which ALLTEL is acquiring at least one cellular license from the Midwest Subsidiaries  
(i.e., the acquired licenses cover all counties within the CMA's)*

<b>CMA</b>	<b>CMA Name</b>	<b>County</b>	<b>State</b>	<b>ALLTEL</b>	<b>Midwest Wireless</b>	<b>Combined MHz</b>
CMA288	Rochester, MN	Olmsted	MN	10	40	50
CMA414	Iowa 3 - Monroe	Appanoose	IA	0	25	25
CMA414	Iowa 3 - Monroe	Davis	IA	0	25	25
CMA414	Iowa 3 - Monroe	Jefferson	IA	0	25	25
CMA414	Iowa 3 - Monroe	Monroe	IA	0	25	25
CMA414	Iowa 3 - Monroe	Van Buren	IA	0	25	25
CMA414	Iowa 3 - Monroe	Wapello	IA	0	25	25
CMA417	Iowa 6 - Iowa	Iowa	IA	0	25	25
CMA417	Iowa 6 - Iowa	Jasper	IA	0	25	25
CMA417	Iowa 6 - Iowa	Keokuk	IA	0	25	25
CMA417	Iowa 6 - Iowa	Mahaska	IA	0	25	25
CMA417	Iowa 6 - Iowa	Marion	IA	0	25	25
CMA417	Iowa 6 - Iowa	Poweshiek	IA	0	25	25
CMA417	Iowa 6 - Iowa	Washington	IA	0	25	25
CMA422	Iowa 11 - Hardin	Benton	IA	0	25	25
CMA422	Iowa 11 - Hardin	Grundy	IA	0	35	35
CMA422	Iowa 11 - Hardin	Hardin	IA	0	25	25
CMA422	Iowa 11 - Hardin	Marshall	IA	0	35	35
CMA422	Iowa 11 - Hardin	Tama	IA	0	35	35
CMA423	Iowa 12 - Winneshiek	Allamakee	IA	0	25	25
CMA423	Iowa 12 - Winneshiek	Buchanan	IA	0	35	35
CMA423	Iowa 12 - Winneshiek	Clayton	IA	10	35	45
CMA423	Iowa 12 - Winneshiek	Delaware	IA	0	25	25
CMA423	Iowa 12 - Winneshiek	Fayette	IA	0	35	35
CMA423	Iowa 12 - Winneshiek	Winneshiek	IA	0	35	35
CMA424	Iowa 13 - Mitchell	Butler	IA	0	35	35
CMA424	Iowa 13 - Mitchell	Chickasaw	IA	0	35	35
CMA424	Iowa 13 - Mitchell	Floyd	IA	0	35	35
CMA424	Iowa 13 - Mitchell	Howard	IA	0	35	35
CMA424	Iowa 13 - Mitchell	Mitchell	IA	0	35	35

Application for Consent to Transfer Control  
Lead Application  
FCC Form 603  
Exhibit 1, Schedule B  
Page 2 of 4

<b>CMA</b>	<b>CMA Name</b>	<b>County</b>	<b>State</b>	<b>ALLTEL</b>	<b>Midwest Wireless</b>	<b>Combined MHz</b>
CMA425	Iowa 14 - Kossuth	Cerro Gordo	IA	0	35	35
CMA425	Iowa 14 - Kossuth	Franklin	IA	0	35	35
CMA425	Iowa 14 - Kossuth	Hancock	IA	0	35	35
CMA425	Iowa 14 - Kossuth	Kossuth	IA	0	35	35
CMA425	Iowa 14 - Kossuth	Winnebago	IA	0	35	35
CMA425	Iowa 14 - Kossuth	Worth	IA	0	35	35
CMA426	Iowa 15 - Dickinson	Buena Vista	IA	0	35	35
CMA426	Iowa 15 - Dickinson	Clay	IA	0	35	35
CMA426	Iowa 15 - Dickinson	Dickinson	IA	10	50	60
CMA426	Iowa 15 - Dickinson	Emmet	IA	10	35	45
CMA426	Iowa 15 - Dickinson	Palo Alto	IA	0	35	35
CMA426	Iowa 15 - Dickinson	Pocahontas	IA	0	35	35
CMA427	Iowa 16 - Lyon	Cherokee	IA	0	35	35
CMA427	Iowa 16 - Lyon	Lyon	IA	10	35	45
CMA427	Iowa 16 - Lyon	O'Brien	IA	0	35	35
CMA427	Iowa 16 - Lyon	Osceola	IA	10	50	60
CMA427	Iowa 16 - Lyon	Plymouth	IA	0	35	35
CMA427	Iowa 16 - Lyon	Sioux	IA	0	35	35
CMA488	Minnesota 7 - Chippewa	Chippewa	MN	45	55	100
CMA488	Minnesota 7 - Chippewa	Kandiyohi	MN	45	55	100
CMA488	Minnesota 7 - Chippewa	McLeod	MN	35	25	60
CMA488	Minnesota 7 - Chippewa	Meeker	MN	35	25	60
CMA488	Minnesota 7 - Chippewa	Nicollet	MN	35	35	70
CMA488	Minnesota 7 - Chippewa	Renville	MN	45	55	100
CMA488	Minnesota 7 - Chippewa	Sibley	MN	45	35	80
CMA489	Minnesota 8 - Lac qui Parle	Lac qui Parle	MN	55	55	110
CMA489	Minnesota 8 - Lac qui Parle	Lincoln	MN	45	55	100
CMA489	Minnesota 8 - Lac qui Parle	Lyon	MN	45	55	100
CMA489	Minnesota 8 - Lac qui Parle	Redwood	MN	45	35	80
CMA489	Minnesota 8 - Lac qui Parle	Yellow Medicine	MN	45	55	100
CMA490	Minnesota 9 - Pipestone	Brown	MN	45	35	80
CMA490	Minnesota 9 - Pipestone	Cottonwood	MN	55	50	105
CMA490	Minnesota 9 - Pipestone	Jackson	MN	35	50	85
CMA490	Minnesota 9 - Pipestone	Martin	MN	35	35	70
CMA490	Minnesota 9 - Pipestone	Murray	MN	55	50	105

CMA	CMA Name	County	State	ALLTEL	Midwest Wireless	Combined MHz
CMA490	Minnesota 9 - Pipestone	Nobles	MN	45	50	95
CMA490	Minnesota 9 - Pipestone	Pipestone	MN	55	50	105
CMA490	Minnesota 9 - Pipestone	Rock	MN	45	50	95
CMA490	Minnesota 9 - Pipestone	Watonwan	MN	35	35	70
CMA491	Minnesota 10 - Le Sueur	Blue Earth	MN	35	35	70
CMA491	Minnesota 10 - Le Sueur	Faribault	MN	35	35	70
CMA491	Minnesota 10 - Le Sueur	Freeborn	MN	35	40	75
CMA491	Minnesota 10 - Le Sueur	Le Sueur	MN	35	35	70
CMA491	Minnesota 10 - Le Sueur	Rice	MN	25	25	50
CMA491	Minnesota 10 - Le Sueur	Steele	MN	25	25	50
CMA491	Minnesota 10 - Le Sueur	Waseca	MN	35	35	70
CMA492	Minnesota 11 - Goodhue	Dodge	MN	10 (35)	40	50 (75)*
CMA492	Minnesota 11 - Goodhue	Fillmore	MN	10 (35)	40	50 (75)*
CMA492	Minnesota 11 - Goodhue	Goodhue	MN	0 (25)	25	25 (50)*
CMA492	Minnesota 11 - Goodhue	Houston	MN	0 (25)	25	25 (50)*
CMA492	Minnesota 11 - Goodhue	Mower	MN	10 (35)	40	50 (75)*
CMA492	Minnesota 11 - Goodhue	Wabasha	MN	10 (35)	40	50 (75)*
CMA492	Minnesota 11 - Goodhue	Winona	MN	0 (25)	25	25 (50)*
CMA712	Wisconsin 5 - Pierce	Buffalo	WI	0	25	25
CMA712	Wisconsin 5 - Pierce	Dunn	WI	0	25	25
CMA712	Wisconsin 5 - Pierce	Pepin	WI	0	25	25
CMA712	Wisconsin 5 - Pierce	Pierce	WI	0	25	25

\* ALLTEL 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 this market. ALLTEL also has an option to later acquire the remaining 51 percent ownership interest in Great Western. Although ALLTEL does not hold a controlling interest in this license, out of an abundance of caution and to ensure the Commission has all the necessary information to act upon this application, this A Block cellular license is reflected in the spectrum aggregation chart above in parentheses.

*CMA's in which ALLTEL is acquiring a non-cellular license from the Midwest Subsidiaries  
(i.e., the acquired licenses do not cover all counties within the CMA's)*

<b>CMA</b>	<b>CMA Name</b>	<b>County</b>	<b>State</b>	<b>ALLTEL</b>	<b>Midwest Wireless</b>	<b>Combined MHz</b>
CMA201	Waterloo-Cedar Falls, IA	Black Hawk	IA	0	10	10
CMA201	Waterloo-Cedar Falls, IA	Bremer	IA	0	10	10
CMA253	Sioux City, IA-NE	Dakota	NE	30	10	40
CMA253	Sioux City, IA-NE	Woodbury	IA	30	10	40
CMA267	Sioux Falls, SD	Minnehaha	SD	35	10	45
CMA286	Dubuque, IA	Dubuque	IA	10	10	20
CMA394	Illinois 1 - Jo Daviess	Jo Daviess	IL	10	10	20
CMA419	Iowa 8 - Monona	Monona	IA	30	10	40
CMA420	Iowa 9 - Ida	Ida	IA	0	10	10
CMA420	Iowa 9 - Ida	Sac	IA	0	10	10
CMA420	Iowa 9 - Ida	Calhoun	IA	0	10	10
CMA421	Iowa 10 - Humboldt	Hamilton	IA	0	10	10
CMA421	Iowa 10 - Humboldt	Humboldt	IA	0	10	10
CMA421	Iowa 10 - Humboldt	Webster	IA	0	10	10
CMA421	Iowa 10 - Humboldt	Wright	IA	0	10	10
CMA486	Minnesota 5 - Wilkin	Swift	MN	10	30	40
CMA535**	Nebraska 3 - Knox	Dixon	NE	30	10	40
CMA535**	Nebraska 3 - Knox	Thurston	NE	30	10	40
CMA641	South Dakota 8 - Kingsbury	Brookings	SD	45	10	55
CMA641	South Dakota 8 - Kingsbury	Lake	SD	45	10	55
CMA641	South Dakota 8 - Kingsbury	Moody	SD	45	10	55
CMA642	South Dakota 9 - Hanson	Lincoln	SD	35	10	45
CMA642	South Dakota 9 - Hanson	McCook	SD	45	10	55
CMA642	South Dakota 9 - Hanson	Turner	SD	45	10	55
CMA642	South Dakota 9 - Hanson	Bon Homme	SD	30	10	40
CMA642	South Dakota 9 - Hanson	Union	SD	30	10	40
CMA642	South Dakota 9 - Hanson	Yankton	SD	30	10	40
CMA715	Wisconsin 8 - Vernon	Grant	WI	35	10	45

\*\* Alltel currently holds the A and B Block cellular licenses in CMA535, but it is divesting one of those licenses pursuant to the ALLTEL/WWC merger order (see ULS File No. 50023CLTC05, transferring control of certain licenses to U.S. Cellular). Accordingly, this chart reflects ALLTEL's post-divestiture holdings.

**Competitive Analysis Of Overlapping Markets**

CMA	Cellular A Block	Cellular B Block	PCS A Block	PCS B Block	PCS C Block	PCS D Block	PCS E Block	PCS F Block	ESMR
CMA253 Sioux City, IA-NE	WWC License (A)	Sioux City MSA (V)	Iowa Wireless (I) VoiceStream PCS I (T) Western Iowa Telephone WWC License (A)	Swiftel Wirelessco (S)	Blue Licenses (C) Long Lines Siouxland PCS	Midwest Wireless (A)	Verizon Wireless (V)	New Cingular (C)	Nextel (S)
CMA267 Sioux Falls, SD	WWC License (A)	Commnet Cellular (V)	Wirelessco (S) Swiftel	VoiceStream Minneapolis (T) Wireless Alliance WWC Holding (A)	Redwood Wireless	Monet Sioux Falls	Midwest Wireless (A)	Cascade Wireless	Nextel (S)
CMA286 Dubuque, IA	Dubuque Cellular (U)	Dubuque MSA (V)	Iowa Wireless (I) VoiceStream PCS I (T)	Wirelessco (S)	Blue Licenses (C)	Midwest Wireless (A)	MVI Corp. (A)	Aradigm Comm.*	Nextel (S)
CMA288 Rochester, MN	Blue Licenses (C)	Midwest Wireless (A)	Wirelessco (S)	VoiceStream Minneapolis (T)	Midwest Wireless (A) New Cingular (C)	Verizon Wireless (V)	WWC Holding (A)	USCOC of Rochester (U)	Nextel (S)
CMA394 Illinois I- Jo Daviess	USCOC of Illinois RSA #1 (U)	Illinois RSA 1 (V)	New Cingular (C) Iowa Wireless (I) VoiceStream PCS I (T)	Chicago 10 MHz (V) US Cellular (U) Wirelessco (S)	Blue Licenses (C) VoiceStream GSM I (T)	Iowa Wireless (I) Midwest Wireless (A) Sprintcom (S)	MVI Corp. (A) Sprintcom (S) USCOC of Rockford (U)	Aradigm Comm.* Cellco (V) Nstighttel Wireless Orange Licenses (C)	Nextel (S)
CMA423 Iowa 12 - Winneshtiek	Iowa RSA No. 12 (U)	Midwest Wireless (A)	Community Digital Wireless Iowa Wireless (I) VoiceStream PCS I (T) Wirelessco (S)	New Cingular (C) Verizon Wireless (V) Wirelessco (S)	Aradigm Comm.* Blue Licenses (C)	Blue Licenses (C) Cricket (Reauction) Midwest Wireless (A)	Blue Licenses (C) MVI Corp. (A)	Aradigm Comm.* Iowa Network Services (I) Nstighttel Wireless Skagit Wireless	Nextel (S)

CMA	Cellular A Block	Cellular B Block	PCS A Block	PCS B Block	PCS C Block	PCS D Block	PCS E Block	PCS F Block	ESMR
CMA426 Iowa 15 - Dickinson	Great Lakes of Iowa	Midwest Wireless (A)	Evertek Iowa Wireless (I) Schaller Telephone VoiceStream PCS I (T) Wirelesco (S)	Blue Licenses (C) Swiftel VoiceStream Minneapolis (T) Wirelesco (S)	Blue Licenses (C) BRK Wireless Long Lines Midwest Wireless (A) Redwood Wireless Siouxland PCS	Blue Licenses (C) Midwest Wireless (A) Midwest Wireless (A) Monet Sioux Falls W/C Holding (A)	Midwest Wireless (A) Verizon Wireless (V) W/C Holding (A)	Midwest Wireless (A) New Cingular (C) Siouxland PCS	Nextel (S)
CMA427 Iowa 16 - Lyon	USCOC of Iowa RSA #16 (U)	Cellular Inc. Network (V) Midwest Wireless (A)	CML Telephone Iowa Wireless (I) Mutual Telephone Swiftel VoiceStream PCS I (T) Wirelesco (S)	Swiftel VoiceStream Minneapolis (T) Wirelesco (S) W/C Holding (A)	Blue Licenses (C) Long Lines Midwest Wireless (A) Redwood Wireless Siouxland PCS	Midwest Wireless (A) Monet Sioux Falls W/C Holding (A)	Midwest Wireless (A) Verizon Wireless (V)	New Cingular (C) Siouxland PCS	Nextel (S)
CMA488 Minnesota 7 - Chippewa	WWC Holding (A)	Midwest Wireless (A)	Wirelesco (S)	VoiceStream Minneapolis (T) W/C Holding (A)	Cook Inlet (T) Midwest Wireless (A) Redwood Wireless	Celco (V) Verizon Wireless (V)	New Cingular (C) W/C Holding (A)	Midwest Wireless (A) Redwood Wireless Verizon Wireless (V)	Nextel (S)
CMA489 Minnesota 8 - Lac qui Parle	WWC Holding (A)	Midwest Wireless (A)	Swiftel Wirelesco (S)	VoiceStream Minneapolis (T) W/C Holding (A)	Midwest Wireless (A) Redwood Wireless	Celco (V) Verizon Wireless (V) W/C Holding (A)	Blue Licenses (C) W/C Holding (A)	Midwest Wireless (A) Redwood Wireless W/C Holding (A)	Nextel (S)
CMA490 Minnesota 9 - Pipestone	WWC Holding (A)	Midwest Wireless (A)	Wirelesco (S)	VoiceStream Minneapolis (T) W/C Holding (A)	Midwest Wireless (A) Redwood Wireless	W/C Holding (A)	Midwest Wireless (A) W/C Holding (A)	Midwest Wireless (A) W/C Holding (A)	Nextel (S)
CMA491 Minnesota 10 - Le Sueur	WWC Holding (A)	Midwest Wireless (A)	Wirelesco (S)	VoiceStream Minneapolis (T)	Cook Inlet (T) Midwest Wireless (A) New Cingular (C) Redwood Wireless	Nighttel Wireless Verizon Wireless (V)	New Cingular (C) W/C Holding (A)	Midwest Wireless (A) USCOC of Rochester (U) Verizon Wireless (V)	Nextel (S)
CMA492 Minnesota 11 - Goodhue	Great Western Cellular (A)**	Midwest Wireless (A)	Wirelesco (S)	Verizon Wireless (V) VoiceStream Minneapolis (T)	Aradigm Comm.* Cook Inlet (T) Midwest Wireless (A) New Cingular (C)	Cricknet (Reauction) Nighttel Wireless Verizon Wireless (V)	New Cingular (C) W/C Holding (A)	Skagit Wireless USCOC of Rochester (U) Verizon Wireless (V)	Nextel (S)

CMA	Cellular A Block	Cellular B Block	PCS A Block	PCS B Block	PCS C Block	PCS D Block	PCS E Block	PCS F Block	ESMR
CMA419 Iowa 8 - Monona	WWC License (A)	Monona Limited (V)	Iowa Wireless (I) New Cingular (C) VoiceStream PCS I (T) Western Iowa Telephone WWC License (A)	Swiftel Wirelesco (S)	Blue Licenses (C) CIVS IV (T) Long Lines Siouxland PCS VoiceStream GSM I (T) WWC License (A)	Farmers Mutual Midwest Wireless (A)	USCOC Of Greater Iowa (U) Verizon Wireless (V)	Cricknet Licensee New Cingular (C)	Nextel (S)
CMA486 Minnesota 5 - Wilkin	American Cellular	RCC Minnesota	Swiftel Wirelesco (S)	VoiceStream Minneapolis (T) WWC Holding (A)	Cricknet Licensee Midwest Wireless (A) RCC Minnesota TLA Spectrum Wireless Comm. Venture	Cellco (V) New Cingular (C) Verizon Wireless (V) WWC Holding (A)	Blue Licenses (C) Monet Fargo Verizon Wireless (V) WWC Holding (A)	Redwood Wireless Wireless Comm. Venture WWC Holding (A)	Nextel (S)
CMA535*** Nebraska 3 - Knox	WWC License (A)	ALLTEL Comm. (A)	Iowa Wireless (I) New Cingular (C) VoiceStream PCS I (T) WWC License (A)	Swiftel Wirelesco (S)	Long Lines NE Colorado Cellular	Midwest Wireless (A) NE Colorado Cellular	USCOC of Greater Iowa (U) Verizon Wireless (V)	Cricknet Licensee NE Colorado Cellular New Cingular (C)	Nextel (S)
CMA641 South Dakota 8 - Kingsbury	WWC License (A)	Sanborn Cellular (V)	Swiftel Wirelesco (S)	VoiceStream Minneapolis (T) WWC Holding (A)	Airwave Wireless* Redwood Wireless	Monet Sioux Falls WWC Holding (A)	Blue Licenses (C) GW Wireless* Midwest Wireless (A)	Cascade Wireless Redwood Wireless	Nextel (S)
CMA642 South Dakota 9 - Hanson	WWC License (A)	Eastern South Dakota Cellular (V)	Iowa Wireless (I) Swiftel VoiceStream PCS I (T) Wirelesco (S) WWC Holding (A)	Swiftel VoiceStream Minneapolis (T) Wireless Alliance Wirelesco (S) WWC Holding (A)	Airwave Wireless* Blue Licenses (C) Long Lines Redwood Wireless Siouxland PCS	Midwest Wireless (A) Monet Sioux Falls WWC Holding (A)	GW Wireless* Midwest Wireless (A) Verizon Wireless (V)	Cascade Wireless New Cingular (C) Redwood Wireless	Nextel (S)

CMA	Cellular A Block	Cellular B Block	PCS A Block	PCS B Block	PCS C Block	PCS D Block	PCS E Block	PCS F Block	ESMR
CMA715 Wisconsin 8 - Vernon	US Cellular (U)	Wisconsin RSA No.8 (A)	Iowa Wireless (I) VoiceStream PCS I (T)	Wirelesco (S)	Aradigm Comm.* Blue Licenses (C) Northeast Iowa Telephone	Blue Licenses (C) Cricket Licensee Midwest Wireless (A)	MVI Corp. (A) Verizon Wireless (V)	Aradigm Comm.* PCS Wisconsin Skagit Wireless	Nextel (S)

KEY:

- (C) Cingular
  - (A) ALLTEL (post-transaction)
  - (S) Sprint/Nextel
  - (T) T-Mobile
  - (U) US Cellular
  - (V) Verizon Wireless
  - (I) Iowa Wireless
- \* Denotes active cellular, PCS and SMR licenses for which a construction notification has not been filed through the Commission's Universal Licensing System. Carriers that have not yet filed construction notifications may be operating. Conversely, carriers that have already filed a construction notification may no longer be operating.
- \*\* ALLTEL holds an approximate 49 percent ownership interest in Great Western Cellular Holdings, L.L.C. ("Great Western"). Pursuant to a spectrum manager lease, ALLTEL has a right to use certain spectrum and facilities of Great Western in this market. ALLTEL also has an option to later acquire the remaining 51 percent ownership interest in Great Western.
- \*\*\* Pursuant to the *ALLTEL/WWC Order*, ALLTEL has pending an application to divest the cellular A Block license in CMA 335.



Submitted: 12/02/2005 at 17:57:42

File Number: 0002395311

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?	( N ) <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?	( N ) <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?	( N ) <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?	( Y ) <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?	( Y ) <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)?	( Y ) <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)

Individual  
  Unincorporated Association  
  Trust  
  Government Entity  
  Corporation  
 Limited Liability Company  
 General Partnership  
 Limited Partnership  
 Limited Liability Partnership  
 Consortium  
 Other: \_\_\_\_\_

18) FCC Registration Number (FRN): 0002622066

19) First Name (if individual): \_\_\_\_\_ MI: \_\_\_\_\_ Last Name: \_\_\_\_\_ Suffix: \_\_\_\_\_

20) Legal Entity Name (if not an individual): Midwest Wireless Iowa 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):**

<p><b>Race:</b></p> <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	<p><b>Ethnicity:</b></p> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<p><b>Gender:</b></p> <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

**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):**

<b>Race:</b> <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	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

**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@fclaw.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input 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: _____			
68) FCC Registration Number (FRN): 0001720101			
69) First Name (if individual):	MI:	Last Name:	Suffix:
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	
76) City: Little Rock	77) State: AR	78) Zip Code: 72202	
79) Telephone Number: (501)905-8555	80) Fax Number: (501)905-6193		
81) E-Mail Address:			

**82) Demographics of Assignee/Transferee (Optional):**

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

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: Cheryl	MI: A	Last Name: Tritt	Suffix:
84) Company Name: Morrison & Foerster LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 2000 Pennsylvania Avenue, NW, Suite 5500	
88) City: Washington	89) State: DC	90) Zip Code: 20006	
91) Telephone Number: (202)887-1510	92) Fax Number: (202)887-0763		
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?	( Y ) <u>Yes</u> <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?	( N ) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( N ) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( N ) <u>Yes</u> <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?	( N ) <u>Yes</u> <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?	( N ) <u>Yes</u> <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.	( ) <u>Yes</u> <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?	( N ) <u>Yes</u> <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?	( N ) <u>Yes</u> <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?	( N ) <u>Yes</u> <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 *pro forma* 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
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>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).</b>			



**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
KNKN314	CL - Cellular						Y
KNKN351	CL - Cellular						Y
KNKN362	CL - Cellular						Y
KNKN364	CL - Cellular						Y
KNKN642	CL - Cellular						Y
KNKQ267	CL - Cellular						Y
KNKQ308	CL - Cellular						Y
KNLG861	CW - PCS Broadband						Y
KNLG863	CW - PCS Broadband						Y
KNLG864	CW - PCS Broadband						Y
KNLG872	CW - PCS Broadband						Y
KNLG875	CW - PCS Broadband						Y
KNLG876	CW - PCS Broadband						Y
WML998	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNL230	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNL231	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOM853	CL - Cellular						Y