

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
---	--------------

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Midwest Communications to ACI transfer control

1. Legal Name of Applicant			
Name:	ALLTEL Communications, Inc.	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 --
Attention:			

2. Name of Contact Representative

Name:	Cheryl A. Tritt	Phone Number:	202-887-1510
Company:	Morrison & Foerster LLP	Fax Number:	202-887-0763
Street:	2000 Pennsylvania Avenue, NW Suite 5500	E-Mail:	CTritt@mfo.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT C214199902240 0111	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
--	--------------	--------------	--------------	--------------	--------------	--------------	--------------

5. Name of Section 214 Authorization Holder

Name:	Midwest Wireless Communications, L.L.C.	Phone Number:	507-385-2440
DBA Name:		Fax Number:	
Street:	2000 Technology Drive 4069	E-Mail:	sean.simpson@midwestwireless.c
City:	Mankato	State:	MN
Country:	USA	Zipcode:	56002 -4069
Attention:	Sean Simpson		

6. Name of Assignor / Transferor

Name:	Midwest Wireless Holdings L.L.C.	Phone Number:	507-385-2440
DBA Name:		Fax Number:	
Street:	2000 Technology Drive	E-Mail:	sean.simpson@midwestwireless.c
	4069		
City:	Mankato	State:	MN
Country:	USA	Zipcode:	56002
Attention:	Sean Simpson		

7. Name of Assignee / Transferee

Name:	ALLTEL Communications, Inc.	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202
Attention:	Wireless Regulatory Supervisor		

<p>8a. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Notification of Pro Forma (No fee required.)</p> <p><input type="radio"/> Other (please explain):</p>
<p>8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.</p> <p>Fee Classification CUT – Section 214 Authority</p>
<p>9. Description (Summarize the nature of the application.)</p> <p>(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)</p> <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>Application to transfer control of Midwest Wireless Communications L.L.C. to ALLTEL Communications, Inc.</p> </div>
<p>10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".</p>
<p>11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? <input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p>If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."</p>

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14–20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment I each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment I each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No
 Not a Pro Forma

24. The undersigned certify 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.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. 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 rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor Dennis Miller	29. Printed Name of Assignee / Transferee Glenn S. Rabin
27. Title (Office Held by Person Signing) President and CEO	30. Title (Office Held by Person Signing) Vice President – Federal Communications Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Dennis Miller	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Glenn S. Rabin
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Application to Transfer Control of Midwest Wireless Communications L.L.C. to ALLTEL Communications, Inc.

Answer to Question 10

Assignor Contact Information

Sean Simpson
Midwest Wireless Holdings L.L.C.
2000 Technology Drive
Mankato, MN 56002
(507) 385-2440

With a copy to:

David Nace
Lukas, Nace, Gutierrez & Sacks, Chartered
1650 Tysons Blvd., Suite 1500
McLean, VA 22102
(703) 584-8661

Assignee Contact Information

Glenn S. Rabin
ALLTEL Communications, Inc.
601 Pennsylvania Ave. Suite 720
Washington, DC 20004
(202) 783-3976

With a copy to:

Cheryl A. Tritt
Morrison & Foerster LLP
2000 Pennsylvania Ave., NW, Suite 5500
Washington, DC 20006
(202) 887-1500

Prior International Section 214 Authorizations

Transferor Midwest Wireless Communications L.L.C. ("Midwest Communications") holds international Section 214 authorization ITC-214-19990224-00111 to provide global resold telecommunications service pursuant to Section 63.18(e)(2) of the Commission's rules. Two Midwest Communications affiliates also hold international Section 214 authorizations to provide global resold telecommunications service pursuant to Section 63.18(e)(2) of the Commission's rules – Midwest Wireless Iowa L.L.C. (ITC-214-20050819-00334) and Midwest Wireless Wisconsin L.L.C. (ITC-214-20050819-00333).

Transferee ALLTEL Communications, Inc. ("ACI") holds global resale authority pursuant to Section 63.18(e)(2) of the Commission's rules. File Nos. ITC-214-19960404-00138, ITC-T/C-19980610-00400.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities directly or indirectly holding a ten percent or greater interest in Transferee ACI.

Direct Ownership

Name:	ALLTEL Corporation
Address:	One Allied Dr. Bldg. IV, F5S Little Rock, AR 72202
Citizenship:	Delaware (U.S.)
Principal Business:	Telecommunications and information services
Percentage Held:	100 percent interest in ACI

Indirect Ownership

ALLTEL Corporation ("ALLTEL") is a publicly-traded corporation. No single shareholder holds ten percent or more of ALLTEL's shares. Accordingly, no other person or entity directly or indirectly holds a ten percent or greater interest in ACI.

Neither ALLTEL nor ACI have interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction

ALLTEL and Midwest Wireless Holdings, L.L.C. ("Midwest Wireless") executed a Transaction Agreement on November 17, 2005 ("Agreement"). Under the terms of the Agreement, ACI will acquire control of certain subsidiaries of Midwest Wireless, including Midwest Wireless Communications L.L.C., Midwest Wireless Iowa L.L.C., and Midwest Wireless Wisconsin L.L.C. (the "Midwest Subsidiaries"). Each of the Midwest Subsidiaries holds an international Section 214 authorization to provide international telecommunications service on a resold basis. The Agreement will be effectuated by transferring the membership interests in each of the Midwest Subsidiaries to ACI. 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 ALLTEL.

Accordingly, ACI and Midwest Wireless are filing three applications to transfer control of each of the Midwest Subsidiaries to ACI under Section 214 of the Communications Act of 1934, as amended. ACI and Midwest Wireless also are filing a series of Form 603 applications to transfer control of certain wireless FCC licenses held by the Midwest Subsidiaries to ACI.

A more detailed description of this transaction and a public interest demonstration accompany the lead Form 603 application (ULS File No. 0002391997) seeking Commission consent to transfer control of Midwest Wireless to ACI.

Public Interest Statement

The proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. ALLTEL and Midwest Wireless together hold only a very small share of the international telecommunications market. Accordingly, post-transaction ALLTEL will have no ability to adversely affect competition.

The Commission previously concluded that the exercise of foreign market power in the United States “could harm U.S. consumers through increased prices, decreases in quality, or reductions in alternatives in end user markets.... This risk occurs when a U.S. carrier is affiliated with a foreign carrier that has sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market.”¹ ALLTEL became affiliated with certain foreign carriers, identified below, when it merged with Western Wireless Corporation (“WWC”).² Each of the foreign affiliates, however, is a non-dominant mobile wireless service provider in its respective home country. Moreover, ALLTEL has sold or has pending definitive agreements to sell many of the international operations that it acquired through the WWC merger, and is actively pursuing the disposition of any remaining international operations.³ Thus, there is no evidence that consumers and/or the international calling market will be harmed by this transaction.

Answer to Question 14

ALLTEL is affiliated with certain non-dominant foreign mobile wireless service providers. Accordingly, upon consummation of the proposed transfer of control, the Midwest Subsidiaries will be affiliated with foreign carriers in the following countries: Austria, Bolivia, Haiti, Ivory Coast, and Slovenia. ALLTEL has a pending definitive agreement to sell its operations in Austria, and it is actively pursuing the disposition of remaining international operations.⁴

¹ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, 23951-54 (1997).

² *See Applications of Western Wireless Corporation and ALLTEL Corporation For Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 05-50, FCC 05-138 (rel. July 19, 2005) (“*ALLTEL/WWC Order*”).

³ *See* ALLTEL Corporation, Form 10-Q, at 6 (Nov. 8, 2005).

⁴ *Id.*

Answer to Question 15

Upon consummation, the Midwest Subsidiaries will become affiliated with the foreign carriers identified below because it will be a wholly-owned indirect subsidiary of ALLTEL, which controls the foreign carriers.

Answer to Question 16

Pursuant to Section 63.10 of the Commission's rules, ACI and the Midwest Subsidiaries request "non-dominant" status upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 14 above. Each of those countries is a member of the World Trade Organization ("WTO"). Each foreign carrier affiliate is a mobile wireless operator. None of the foreign carrier affiliates is a monopoly provider of communications services and each lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, ACI and the Midwest Subsidiaries are presumptively classified as non-dominant on all of the U.S.-international routes identified above. The foreign carrier affiliates are:

- Austria:*** tele.ring Telekom Service GmbH is a provider of mobile, Internet access, and fixed-line services in Austria.
- Bolivia:*** Nuevatel, a consortium led by Western Wireless International ("WWI"), holds a nationwide personal communications services ("PCS") license and provides commercial service under the brand name Viva. WWI's local partner is Comteco (Cooperativa Mixta de Telecomunicaciones Cochabamba), a cooperative telephone company in Bolivia.
- Haiti:*** COMCEL holds a license to construct and operate a nationwide mobile communications network. It also was granted the right to build and operate services including paging, payphones, and an international gateway.
- Ivory Coast:*** CORA de Comstar (f/k/a Comstar Cellular) is a cellular operator in Côte d'Ivoire. (Due to adverse conditions in Côte d'Ivoire, the CORA network has been shut down temporarily.)
- Slovenia:*** Western Wireless International d.o.o. is licensed to provide nationwide mobile telephony services in Slovenia and has launched services under the brand name Vega.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. ACI is not affiliated with any foreign carrier in a destination market, except for Austria, Bolivia, Haiti, Ireland, Ivory Coast, and Slovenia, all of which are WTO member countries. As previously explained, ACI qualifies for a presumption of non-dominance under

Section 63.10(a)(3) of the Commission's rules for the routes between those foreign countries and the United States.

The parties will not consummate the transaction until after the Commission approves the related Form 603 applications seeking consent to transfer control of the Midwest Subsidiaries to ACI.

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
---	--------------

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Midwest Wisconsin to ACI transfer control

I. Legal Name of Applicant			
Name:	ALLTEL Communications, Inc.	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -
Attention:			

2. Name of Contact Representative

Name:	Cheryl A. Tritt	Phone Number:	202-887-1510
Company:	Morrison & Foerster LLP	Fax Number:	202-887-0763
Street:	2000 Pennsylvania Avenue, NW Suite 5500	E-Mail:	CTritt@mofo.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: ITC2142005081900333	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
---	---------------------	---------------------	---------------------	---------------------	---------------------	---------------------	---------------------

5. Name of Section 214 Authorization Holder

Name: Midwest Wireless Wisconsin, L.L.C. **Phone Number:** 507-385-2455

DBA Name: **Fax Number:**

Street: 2000 Technology Drive **E-Mail:** sean.simpson@midwestwireless.c

4069

City: Mankato **State:** MN

Country: USA **Zipcode:** 56002-4069

Attention: Sean Simpson

6. Name of Assignor / Transferor

Name:	Midwest Wireless Holdings L.L.C.	Phone Number:	507-385-2455
DBA Name:		Fax Number:	
Street:	2000 Technology Drive	E-Mail:	sean.simpson@midwestwireless.c
	4069		
City:	Mankato	State:	MN
Country:	USA	Zipcode:	56002
Attention:	Sean Simpson		

7. Name of Assignee / Transferee

Name:	ALLTEL Communications, Inc.	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202
Attention:	Wireless Regulatory Supervisor		

<p>8a. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Notification of Pro Forma (No fee required.)</p> <p><input type="radio"/> Other (please explain):</p>
<p>8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.</p> <p>Fee Classification CUT – Section 214 Authority</p>
<p>9. Description (Summarize the nature of the application.)</p> <p>(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)</p> <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>Application to transfer control of Midwest Wireless Wisconsin L.L.C. to ALLTEL Communications, Inc.</p> </div>
<p>10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".</p>
<p>11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? <input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p>If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."</p>

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."