

company decided to divest. Giving the combined company a choice makes no sense in a duopoly market, however, especially in a case such as this, where the acquired business is so much stronger. In the circumstances of this case, a divestiture remedy that is based on the concept of allowing ALLTEL to choose which business it wants to keep is doomed to failure.

The Commission is not required to accept this outcome.<sup>50</sup>

a would permit a single entity to continue to operate in the Rochester MSA and Minnesota RSA 11, where the Rochester MSA consists of Rochester and Olmstead County are in turn an "island" which includes the counties of Goodhue, Houston.

er and Olmstead County on the one hand, and Minnesota RSA 11 on the other, can be demonstrated in several ways. First, the Census MSA for the Rochester MSA ("Census MSA") has been located. At the time, the Census MSA for

Finally, the divestiture of Midwest Minnesota would permit a single entity to continue to operate Midwest's cellular businesses in both the Rochester MSA and Minnesota RSA 11, where the Rochester MSA consists of Rochester and Olmstead County. Rochester and Olmstead County are in turn an "island" which is completely surrounded by Minnesota RSA 11, which includes the counties of Goodhue, Wabasha, Dodge, Winona, Mower, Fillmore, and Houston.

The community of interest between Rochester and the surrounding counties making up Minnesota RSA 11 can be demonstrated in several ways. First, the Census Bureau's definition of a Metropolitan Statistical Area (MSA) has changed since the cellular A and B licenses were a



of roadway each day during the course of a year. The higher number indicates the average daily total traffic, while the smaller number indicates only heavy commercial traffic. This Exhibit demonstrates that large numbers of vehicles travel on the roadways in all directions to and from

~~ster, between Rochester and Cannon Falls (in Goodhue County), Rochester and Lake~~  
~~City (in Wabasha County), Rochester and Winona (in Winona County), Rochester and Preston~~  
~~(in Murray County), Rochester and Assumptions (in Murray County), Rochester and~~  
~~Center (in Dodge County). To illustrate with but one example, the Exhibit shows that between~~  
15,500 and 32,000 vehicles can be found each day on the stretch of Route 52 between Rochester  
and Cannon Falls.

As noted above, when USCC operated the A-side cellular business in the Rochester MSA

as an "island" within Minnesota RSA 11, USCC found that it could not be operated profitably

competitive effects

and sold it to Midwest

Any divestiture of assets designed to remedy the a

ensure that the Midwest businesses in the Rochester MSA

of this proposed transaction should

be operated together.

and Minnesota RSA 11 continue to

**Such a Divestiture Would be Sufficient**

**b. Doubts That**

of Midwest Minnesota alone would be sufficient to

The prospect that a divestitu

severely undercut by the arguments by ALLTEL and

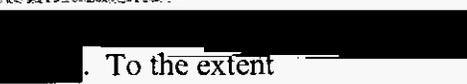
maintain competition in this market



billing systems and other network platforms, roaming agreements, etc.<sup>53</sup>

at the

ALLTEL and Midwest make these assertions to support their argument t



To the extent

more than this one

these assertions are true, however, they prove only that a divestiture of f

problems associated

subsidiary would be required, if indeed the Commission can remedy the

made clear in their

with the transaction at all. As noted above,<sup>54</sup> the antitrust agencies have

sets beyond an on-

respective policy statements on merger remedies that the divestiture of a

divestiture package may

going business unit may be required in some cases. If necessary, the div

divestiture package may

ned that these assets were transferred from Midwest  
by such transfer.

<sup>53</sup> Joint Opposition at 24. USCC has never been info  
Minnesota to Midwest, nor has USCC consented to a

<sup>54</sup> See *supra*, at 16-19.

**REDACTED FOR PUBLIC INSPECTION**

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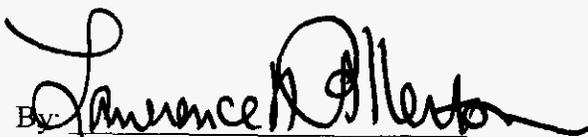
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with this transaction.

remedy the harms associated

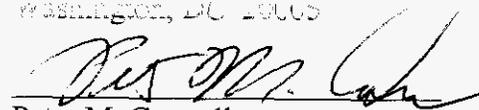
Respectfully Submitted,

UNITED STATES CELLULAR CORPORATION

By: 

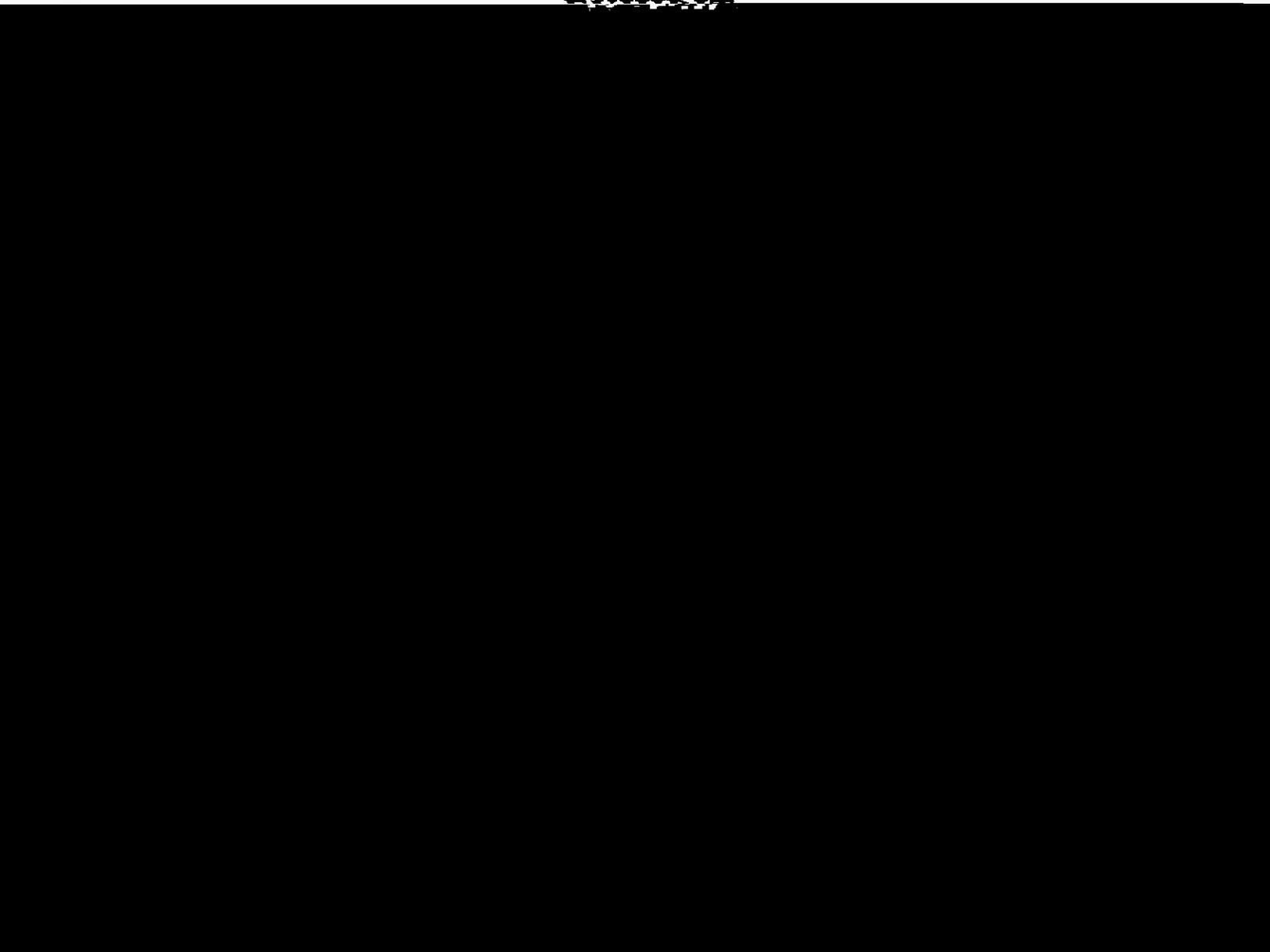
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March 1, 2006

**REDACTED FOR PUBLIC INSPECTION**



STATE OF MINNESOTA  
2004 TRUNK HIGHWAY TRAFFIC VOLUME MAP

PREPARED BY THE  
~~MINNESOTA DEPARTMENT OF TRANSPORTATION~~  
OFFICE OF TRANSPORTATION DATA & ANALYSIS  
IN COOPERATION WITH  
U.S. DEPARTMENT OF TRANSPORTATION  
FEDERAL HIGHWAY ADMINISTRATION

**LEGEND**

- INTERSTATE TRUNK HIGHWAY ..... 
- U.S. NUMBERED TRUNK HIGHWAY ..... 
- STATE NUMBERED TRUNK HIGHWAY .... 
- COUNTY SEAT ..... 
- OTHER CITIES AND TOWNS ..... 

**NUMBER OF VEHICLES**

- A.A.D.T. .... 10000  
[ AVERAGE ANNUAL DAILY TRAFFIC ]
- H.C.A.D.T. .... 750  
[ HEAVY COMMERCIAL A.A.D.T. ]

**EXPLANATORY NOTES**

VOLUMES NEAR CITIES ARE AT CITIES LIMITS.  
THE LARGER OF THE PAIRED VALUES ARE  
A.A.D.T. THE SMALLER VALUES ARE H.C.A.D.T.

THIS MAP PROVIDES AN OVERVIEW OF TRUNK  
HIGHWAY VOLUMES, NOT ALL VOLUMES ARE SHOWN.  
FOR COMPLETE INFORMATION GO TO THE  
COUNTY AND CITY MAPS ON OUR WEBSITE  
[WWW.DOT.STATE.MN.US/TDA/MAPS/TRAFFICVOL.HTML](http://WWW.DOT.STATE.MN.US/TDA/MAPS/TRAFFICVOL.HTML)



**DECLARATION**

I, Scott H. Williamson, hereby state, under penalty of perjury, that I am familiar with the

Commission may take official notice, and facts supplied by the cited sources, I believe  
to be true, complete and correct to the best of my knowledge.

which th  
those fac

28, 2006



February

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Certificate of Service

I, Marianne C. Trana, a secretary in the law firm of Holland & Knight LLP, do hereby certify that true copies of the foregoing "Reply" were sent to the following by first-class United States mail this 1st day of March, 2006.

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