

July 3, 2006

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***Via Electronic Filing***

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: Amendment of ALLTEL Communications, Inc. and Midwest Wireless Holdings, L.L.C.  
WT Docket No. 05-339, DA No. 05-3169  
ULS File No. 0002391997 (Lead Application)

Dear Ms. Dortch:

Pursuant to Section 1.65(a) of the Commission's rules,<sup>1</sup> ALLTEL Corporation ("ALLTEL") and Midwest Wireless Holdings, L.L.C. ("Midwest Wireless"), amend their pending applications to transfer control of four Midwest Wireless subsidiaries to ALLTEL Communications, Inc. ("ACI") (the "ALLTEL/Midwest Transaction") to inform the Commission of two recent developments that bear on this transaction.

First, ALLTEL has entered into an agreement with Cingular Wireless Corporation ("Cingular") (the "ALLTEL/Cingular Transaction") in which ALLTEL will sell to Cingular certain assets, including spectrum and related system assets in each of five southern Minnesota Rural Service Areas ("RSAs") where the service areas of ALLTEL and Midwest Wireless overlap (the "Overlap RSAs"). ALLTEL and Cingular have filed multiple applications seeking Commission consent to transfer control of certain cellular, personal communications service, microwave and industrial/business pool licenses and related

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<sup>1</sup> 47 C.F.R. § 1.65(a). This amendment is "minor," as defined under Section 1.929 of the Commission's rules, 47 C.F.R. § 1.929, because it does not propose a substantial change in ownership or control, does not propose to operate facilities that would have a significant environmental effect, does not require frequency coordination, and does not propose any other actions that would be classified as "major" under Section 1.929.

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network assets Minnesota RSAs 7 through 11.<sup>2</sup> Under the agreement between ALLTEL and Cingular, existing ALLTEL customers in the Overlap RSAs will remain with ALLTEL.

Assuming the approval and consummation of the ALLTEL/Midwest Transaction and the ALLTEL/Cingular Transaction, ALLTEL's proposed spectrum holdings in the Overlap RSAs will be substantially less than was stated in the applications filed to effectuate the ALLTEL/Midwest Transaction. Specifically, ALLTEL will hold no more than 70 MHz of commercial mobile radio service ("CMRS") spectrum in any of the Overlap RSAs. Grant of the ALLTEL/Cingular Transaction will enable Cingular to enter all five RSAs as a facilities-based cellular carrier for the first time and ensure the continued competitive nature of the wireless market in the Overlap RSAs.

Second, the Court of Chancery in the State of Delaware denied a lawsuit brought by United States Cellular Corporation ("USCC") regarding whether it has a right of first refusal to purchase Midwest's majority interest in Midwest Wireless Communications, L.L.C. ("Midwest Communications), which is one of Midwest's licensee subsidiaries subject to the ALLTEL/Midwest Transaction.<sup>3</sup> The court concluded that USCC "do[es] not have a right of first refusal in connection with the disputed transaction," and that Midwest is entitled to complete its transaction with ALLTEL.<sup>4</sup> Accordingly, any contractual disputes that might have delayed consummation of the ALLTEL/Midwest Transaction have been resolved.

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<sup>2</sup> Two applications were filed with the Commission on June 13, 2006 and one application was filed on June 22, 2006 to effectuate the ALLTEL/Cingular Transaction. See ULS File Nos. 0002649372, 0002660860 and 50006CLTC06 (attached to ULS File No. 0002649372).

The ALLTEL/Cingular Transaction includes the sale of the cellular A block license in Minnesota RSA 11, which is now held by Great Western Cellular Holdings, L.L.C. ("Great Western"). ALLTEL currently does not control Great Western, but an earlier application to transfer control of Great Western to WWC Holding Co., Inc. ("WWC"), a wholly-owned subsidiary of ALLTEL, is pending before the Commission. See ULS File No. 0002532959. Cingular's acquisition of Great Western's license is contingent on the Commission's approval of the pending application to transfer control of Great Western to WWC. It should be noted, however, that the transfer of Great Western to WWC, once approved, will be consummated irrespective of the outcome of either the ALLTEL/Midwest Transaction or the ALLTEL/Cingular Transaction.

<sup>3</sup> See *Minnesota Invco of RSA #7, Inc. v. Midwest Wireless Holdings*, Memorandum Opinion and Order, CA No. 1887-N (Del. Ch., June 7, 2006) ("Midwest Court Decision"). USCC had informed the Commission of its pending lawsuit in its petition to deny the ALLTEL/Midwest Transaction. See *Petition to Deny of United States Cellular Corporation*, WT Docket No. 05-339 (filed Jan. 30, 2006).

<sup>4</sup> Midwest Court Decision at 1.

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If you have any questions regarding this amendment, please contact the undersigned.

Very truly yours,

/s/ Cheryl A. Tritt

Cheryl A. Tritt  
*Counsel to ALLTEL Communications, Inc.*

cc: Kathy Harris (FCC)  
Erin McGrath (FCC)  
Peter Connolly (United States Cellular Corporation)