

August 4, 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: **EX PARTE**
ALLTEL Communications, Inc. and Midwest Wireless Holdings, L.L.C.
WT Docket No. 05-339, DA No. 05-3169

ALLTEL Communications, Inc. and Cingular Wireless LLC
WT Docket No. 06-131, DA No. 06-1422

Dear Ms. Dortch:

On August 3, 2006, Glenn Rabin, Vice President – Federal Communications Counsel of ALLTEL Corporation (“ALLTEL”), and Jennifer Kostyu and the undersigned of Morrison & Foerster LLP, also on behalf of ALLTEL, met with Jim Schlichting, Deputy Chief of the Wireless Telecommunications Bureau (“Bureau”); Kathy Harris, Deputy Chief of the Bureau’s Mobility Division; John Branscome, Division Chief of the Bureau’s Spectrum and Competition Policy Division (“SCP Division”); Rachel Kazan, Associate Chief of the SCP Division; Susan Singer, Assistant Chief of the SCP Division; and James Bird, Neil Dellar and Ann Bushmiller of the Office of General Counsel – Transactional Team, regarding the above referenced proceeding.

The ALLTEL representatives discussed the status of ALLTEL’s pending applications that seek Commission consent to transfer control of the licensee subsidiaries of Midwest Wireless Holdings, L.L.C. (“Midwest”) to ALLTEL. The ALLTEL representatives also informed the Commission staff that ALLTEL and Cingular Wireless LLC (“Cingular”) have terminated an agreement pursuant to which ALLTEL intended to divest to Cingular spectrum in certain southern Minnesota markets that overlapped with the markets ALLTEL seeks to acquire in the Midwest transaction. The ALLTEL representatives further informed the Commission

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staff that ALLTEL will be withdrawing the applications that had previously been filed to effectuate the divestiture to Cingular. ALLTEL further stated that it intends to divest the southern Minnesota overlap markets into a trust upon terms and conditions that are fully consistent with Commission precedent, and that it is in active discussions with the U.S. Department of Justice to that effect.

Pursuant to Section 1.1206(b) of the Commission's rules, an electronic copy of this letter is being filed with the office of the Secretary. If you have any questions regarding this notification, please contact the undersigned.

Very truly yours,

/s/ Cheryl A. Tritt

Cheryl A. Tritt

cc: Jim Schlichting
Kathy Harris
John Branscome
Rachel Kazan
Susan Singer
James Bird
Neil Dellar
Ann Bushmiller