

August 15, 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,¹ ALLTEL Corporation, on behalf of its wholly-owned subsidiary ALLTEL Communications, Inc. (together, "ALLTEL") and Midwest Wireless Holdings, L.L.C. ("Midwest Wireless"), amend their pending applications to transfer control of four Midwest Wireless subsidiaries to ALLTEL (the "ALLTEL/Midwest Transaction") to inform the Commission of further developments that bear on this transaction.

First, pursuant to a termination agreement signed July 28, 2006, ALLTEL and Cingular Wireless LLC ("Cingular") have terminated their Purchase Agreement pursuant to which ALLTEL agreed to sell to Cingular certain wireless assets, including spectrum and related system assets in each of five southern Minnesota Rural Service Areas ("RSAs") where the service area overlap of ALLTEL and Midwest Wireless would produce spectrum holdings post-transaction in excess of 70 MHz (the "Overlap RSAs").² The applications seeking

¹ 47 C.F.R. § 1.65(a).

² On July 3, 2006 ALLTEL and Midwest Wireless amended the ALLTEL/Midwest Transaction applications to notify the Commission of ALLTEL's proposed sale of spectrum and related system assets to Cingular. *See* Letter from Cheryl A. Tritt, Counsel to ALLTEL Communications, Inc., to Marlene H. Dortch, Secretary, Federal Communications Commission, WT Docket No. 05-339, ULS File No. 0002391997 (July 3, 2006).

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Commission consent to ALLTEL's sale of spectrum and related system assets to Cingular were withdrawn on August 7 and 8, 2006.³

Second, ALLTEL notifies the Commission that it intends to divest certain spectrum and related assets, including subscribers, in the Overlap RSAs to a management trust upon terms and conditions that are fully consistent with Commission precedent. ALLTEL emphasizes that although it is in active discussions with the U.S. Department of Justice ("DOJ") to effect the divestiture, the management and divestiture trust arrangements have not been agreed upon or finalized with DOJ. Nonetheless, in an effort to assist the Commission's consideration of the ALLTEL/Midwest Transaction, ALLTEL provides a preliminary description of the arrangement under discussion. Based upon discussions to date with DOJ, the divestiture and trust arrangements in this case likely will substantially mirror the divestiture and trust conditions and procedures that were approved by the Commission and DOJ for ALLTEL's acquisition of Western Wireless Corporation ("Western Wireless").⁴

Specifically, ALLTEL proposes to divest certain cellular, personal communications service ("PCS"), microwave and industrial/business pool licenses and related operational and network assets (including certain employees, retail sites, and subscribers) in the Overlap RSAs (the "Divestiture Assets"). The Divestiture Assets include the same licenses that ALLTEL previously agreed to divest to Cingular, but also will include subscribers.⁴ Upon divestiture, ALLTEL would hold no more than 70 MHz of commercial mobile radio service ("CMRS") spectrum in any of the Overlap RSAs.⁵ As in the case of ALLTEL's acquisition of Western

³ Multiple applications were filed to effectuate ALLTEL's sale of spectrum and assets to Cingular. ALLTEL filed two applications seeking Commission consent to assign spectrum in the Overlap RSAs on a pro forma basis to its wholly-owned subsidiary Southern Minnesota LLC ("Southern Minnesota"). See File Nos. 0002649372 and 0002660860. ALLTEL and Cingular also filed an application to transfer control of Southern Minnesota from ALLTEL to Cingular. See File No. 50006CLTC06, which is available as an attachment to File No. 0002649372. All three of these applications have been withdrawn.

⁴ See *Western Wireless Corporation and ALLTEL Corporation*, 20 FCC Rcd 13053, 13112-05 (2005) ("ALLTEL/WWC Order").

⁴ A list of the licenses that ALLTEL proposes to divest is attached.

⁵ The Divestiture Assets include 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. The divestiture of Great Western's license is contingent on the Commission's approval of the pending application to transfer control of Great Western to WWC. ALLTEL emphasizes, however, that the transfer of Great Western to WWC, once approved, will be consummated irrespective of the outcome of the ALLTEL/Midwest Transaction.

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Wireless, ALLTEL proposes to retain its GSM roaming business that operates in the Overlap RSAs.⁶

Similar to the divestiture mechanism approved in the ALLTEL acquisition of Western Wireless, ALLTEL has agreed in principle to the appointment of a management trustee to serve as manager of the Divestiture Assets until ALLTEL completes the sale of the Divestiture Assets to a third party purchaser, and to the transfer of the Divestiture Assets to a divestiture trustee if ALLTEL is unable to complete the sale of the Divestiture Assets within a specified period of time. The management trustee would have *de facto*, day-to-day control of the Divestiture Assets and ALLTEL would retain *de jure* control. The trust agreement would vest the management trustee with all reasonable and necessary rights, powers, and authority to permit the management trustee to perform his or her day-to-day management duties in the ordinary course of business.

Consistent with the ALLTEL/Western Wireless transaction, ALLTEL proposes to file a short term *de facto* transfer lease application(s) with the Wireless Telecommunications Bureau seeking Commission consent to transfer *de facto* control of the Divestiture Assets to the trust and the management trustee. Control of the Divestiture Assets would be transferred to the trust no later than upon consummation of the ALLTEL/Midwest Transaction. If ALLTEL does not sell the Divestiture Assets to a third party within a specified period of time, the Divestiture Assets would be transferred to a divestiture trustee who would be solely responsible for disposal of the assets.

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 Corporation

⁶ See ALLTEL/WWC Order, 20 FCC Rcd at 13112.

CMRS Licenses

Call Sign	Service Type	Market	Block	Counties	MHz
KNKQ432	Cellular	Minnesota 7 – Chippewa RSA (CMA488)	A	Chippewa Kandiyohi McLeod Meeker Nicollet Renville Sibley	25
KNKN450	Cellular	Minnesota 8 – Lac qui Parle RSA (CMA489)	A	Lac qui Parle Lincoln Lyon Redwood Yellow Medicine	25
KNKN282	Cellular	Minnesota 9 – Pipestone RSA (CMA490)	A	Brown Cottonwood Jackson Martin Murray Nobles Pipestone Rock Watowan	25
KNKN572	Cellular	Minnesota 10 – Le Sueur RSA (CMA491)	A	Blue Earth Faribault Freeborn LeSueur Rice Steele Waseca	25
WPSJ612	Cellular	Minnesota 11 – Goodhue RSA (CMA492)	A	Goodhue Wabasha Winona Houston Fillmore Mower Dodge	25
WQFA859	PCS	Wilmar-Marshall, MN (BTA477)	E	Chippewa Kandiyohi Lincoln Lyon Renville Yellow Medicine	5
WQFA856	PCS	Watertown, SD (BTA464)	D	Lac qui Parle	10
WQFA857	PCS	Watertown, SD (BTA464)	F	Lac qui Parle	10
WQFA858	PCS	Worthington, MN (BTA481)	F	Cottonwood Murray Pipestone	10

Microwave and Industrial/Business Pool Licenses

Call Sign	Service Type	Market
WMS895	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI854	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI855	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI856	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI857	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI858	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI859	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI860	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI861	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI862	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI863	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPUL459	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPYM519	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WMR728	Common Carrier Fixed Point-to-Point Microwave	Minnesota 8 – Lac qui Parle RSA
WPQT290	Common Carrier Fixed Point-to-Point Microwave	Minnesota 8 – Lac qui Parle RSA
WMR721	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR723	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR724	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR725	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR726	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR727	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WPNH402	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WPWI986	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMK807	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WMK811	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPUQ768	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPUR520	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPOT756	Industrial/Business Pool	Minnesota 10 – Le Sueur RSA
WPOT757	Industrial/Business Pool	Minnesota 10 – Le Sueur RSA