

September 28, 2006

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*Via Electronic Filing*

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> 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, 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, which seek consent 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.

ALLTEL and Midwest Wireless previously notified the Commission that they have reached a settlement arrangement with the U.S. Department of Justice (on behalf of the United States government) and the State of Minnesota to address competitive concerns raised by the ALLTEL/Midwest Transaction.<sup>2</sup> The settlement arrangement provides for ALLTEL's divestiture of certain cellular spectrum and related assets in southern Minnesota (the "Divestiture Assets") to a management trustee while ALLTEL seeks a third party buyer for the Divestiture Assets. ALLTEL and David S. Turetsky, in his capacity as a court-approved management trustee (the "Trustee"), jointly have filed an application (the "Lease

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<sup>1</sup> 47 C.F.R. § 1.65(a).

<sup>2</sup> See Letter from Cheryl A. Tritt, counsel to ALLTEL, to Marlene Dortch, Secretary, Federal Communications Commission, WT Docket No. 05-339, DA No. 05-3169, ULS File No. 0002391997 (Sept. 14, 2006) ("September 14 Amendment").

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Application”) seeking Commission approval of: (1) the appointment of Mr. Turetsky as Trustee; (2) the Trustee’s management, pursuant to a Management Trustee Agreement, of the Divestiture Assets while ALLTEL seeks to divest them to a third party; and (3) the transfer pursuant to a Short Term De Facto Transfer Lease Agreement (“Lease Agreement”) of *de facto* control of the Divestiture Assets to the Trustee.<sup>3</sup>

In addition, although not required by the settlement arrangement entered into with the United States government and the State of Minnesota, ALLTEL separately committed to sell 10 MHz of F block Personal Communications Service (“PCS”) spectrum in Lac qui Parle, Minnesota County, as previously portioned from Basic Trading Area (“BTA”) No. 464, Watertown, SD (the “PCS License”), within 120 days of consummation of the ALLTEL/Midwest Transaction, subject to one or more extensions not to exceed 60 days.<sup>4</sup> The sale of the PCS License would reduce ALLTEL’s commercial mobile radio service (“CMRS”) spectrum in Lac qui Parle, MN County to 75 MHz upon consummation of the ALLTEL/Midwest Transaction.

ALLTEL, with the concurrence of the Trustee, now has agreed to include the PCS License in the Divestiture Assets.<sup>5</sup> Therefore, ALLTEL and the Trustee concurrently are amending the Lease Application (“Lease Amendment”) to also seek Commission consent to transfer *de facto* control of the F Block PCS license in the Lac qui Parle, MN County portion of the Watertown, SD BTA (BTA No. 464) (call sign WQFA857) to the Trustee who will manage the PCS License while ALLTEL seeks to divest it to a third party. The form of the Lease Agreement, which has been modified accordingly to include the PCS License in the Divestiture Assets, is attached to the Lease Amendment.

In addition, the Management Trustee Agreement has been revised to correct a minor drafting error. Specifically, Exhibit E of the Management Trustee Agreement, which concerns the terms of the Trustee’s compensation for managing the Divestiture Assets, has been modified slightly. The revised Management Trustee Agreement has been approved by DOJ, after consultation with the State of Minnesota. The form of the revised Exhibit E to the Management Trustee Agreement is attached to the Lease Agreement. A letter notifying ALLTEL of the DOJ’s approval of the Management Trustee Agreement is attached to the Lease Amendment.

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<sup>3</sup> See FCC Form 608, Short Term De Facto Spectrum Lease Application, ULS File No. 0002756216. Copies of the Management Trustee Agreement and Lease Agreement substantially in the form in which the parties expect to execute at the closing of the ALLTEL/Midwest Transaction were submitted with the Lease Application.

<sup>4</sup> See September 14 Amendment.

<sup>5</sup> ALLTEL has been advised that the Department of Justice (“DOJ”) does not object to the inclusion of the PCS License in the Divestiture Assets.

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The proposed transfer of *de facto* control of the Divestiture Assets (including the PCS License) to the Trustee further ensures that the ALLTEL/Midwest Transaction raises no competitive issues or concerns. Accordingly, the Commission should consent expeditiously to the proposed transaction.

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*