

Filing Type

1a) Current Filing Proposed Filing

1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? Yes No

If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): ALLTEL Corporation		4) FCC Registration Number (FRN): 2942159	

5) Contact Information

Name and Address: Glenn S Rabin ALLTEL Corporation 601 Pennsylvania Avenue, NW Washington, DC 20004	Telephone Number: 202-783-3976
	Fax Number: 202-783-3982
	E-mail Address: glenn.s.rabin@alltel.com

Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
360° Communications Company	Telecommunications	0010235018	100.00
ALLTEL Cellular Associates of Arkansas Limited Partnership	Telecommunications	0001723410	100.00
ALLTEL Central Arkansas Cellular Limited Partnership	Telecommunications	0001722008	55.45
ALLTEL Communications of Arkansas RSA #12 Cellular Limited Partnership	Telecommunications	0003803004	80.00
ALLTEL Communications of LaCrosse Limited Partnership	Telecommunications	0004549143	95.00
ALLTEL Communications of Michigan RSA #4, Inc.	Telecommunications	0003802808	100.00
ALLTEL Communications of Michigan RSA #6 Cellular L.P.	Telecommunications	0001712876	99.00
ALLTEL Communications of Michigan RSAs, Inc.	Telecommunications	0001713247	100.00
ALLTEL Communications of Mississippi RSA #2, Inc.	Telecommunications	0004548020	100.00
ALLTEL Communications of Mississippi RSA #6, Inc.	Telecommunications	0004082558	100.00
ALLTEL Communications of Mississippi RSA #7, Inc.	Telecommunications	0003802774	100.00
ALLTEL Communications of Nebraska, Inc.	Telecommunications	0002377869	100.00

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
ALLTEL Communications of New Mexico, Inc.	Telecommunications	0003935434	100.00
ALLTEL Communications of North Arkansas Cellular Limited Partnership	Telecommunications	0006156814	88.00
ALLTEL Communications of North Carolina Limited Partnership	Telecommunications	0001773001	81.95
ALLTEL Communications of North Louisiana Cellular Limited Partnership	Telecommunications	0003803061	100.00
ALLTEL Communications of Ohio No. 3, Inc.	Telecommunications	0005598297	100.00
ALLTEL Communications of Pine Bluff, LLC	Telecommunications	0003922234	100.00
ALLTEL Communications of Saginaw MSA L.P.	Telecommunications	0004251179	92.70
ALLTEL Communications of Southern Michigan Cellular Limited Partnership	Telecommunications	0004887600	100.00
ALLTEL Communications of Southwest Arkansas Cellular Limited Partnership	Telecommunications	0003740495	100.00
ALLTEL Communications of Texas Limited Partnership	Telecommunications	0001683341	100.00
ALLTEL Communications of the Southwest Limited Partnership	Telecommunications	0001590165	100.00
ALLTEL Communications of Virginia No. 1, Inc.	Telecommunications	0001934488	100.00
ALLTEL Communications of Virginia, Inc.	Telecommunications	0002841385	100.00
ALLTEL Communications, Inc.	Telecommunications	0001720101	100.00
ALLTEL Mobile of Louisiana, LLC	Telecommunications	0001714617	100.00
ALLTEL Newco LLC	Telecommunications	0012284394	100.00
ALLTEL Northern Arkansas RSA Limited Partnership	Telecommunications	0001721083	51.00
ALLTEL Ohio Limited Partnership	Telecommunications	0003579422	100.00
ALLTEL Telelink, Inc.	Telecommunications	0003803020	100.00
ALLTEL Wireless Holdings, LLC	Telecommunications	0003803483	100.00
ALLTEL Wireless of Alexandria, LLC	Telecommunications	0004968285	100.00
ALLTEL Wireless of Michigan RSA #1 and RSA #2, Inc.	Telecommunications	0004524096	100.00
ALLTEL Wireless of Mississippi RSA #5, LLC	Telecommunications	0004547303	100.00
ALLTEL Wireless of North Louisiana, LLC	Telecommunications	0005783048	100.00
ALLTEL Wireless of Wisconsin RSA #3, LLC	Telecommunications	0014865976	100.00
Appleton Oshkosh Neenah MSA, LP d/b/a ALLTEL	Telecommunications	0004152963	100.00

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
Arkansas RSA #2 (Searcy County) Cellular Limited Partnership	Telecommunications	0004989638	51.00
Cellular Mobile Systems of Michigan RSA No. 7 Limited Partnership d/b/a ALLTEL	Telecommunications	0006156806	71.04
Celutel of Biloxi, Inc. d/b/a ALLTEL	Telecommunications	0003985272	96.45
Central Florida Cellular Telephone Company, Inc.	Telecommunications	0002840775	100.00
Charleston-North Charleston MSA Limited Partnership d/b/a ALLTEL	Telecommunications	0002531291	75.00
Eau Claire Cellular Telephone Limited Partnership d/b/a ALLTEL	Telecommunications	0005763990	100.00
Fayetteville MSA Limited Partnership d/b/a ALLTEL	Telecommunications	0001840255	89.90
Georgia RSA No. 8 Limited Partnership d/b/a ALLTEL	Telecommunications	0001838069	33.33
Great Western Cellular Holdings, L.L.C.	Telecommunications	0007545676	100.00
GTE Mobilenet of South Texas Limited Partnership	Telecommunications	0003579406	11.37
GTE Mobilenet of Texas RSA #17 Limited Partnership	Telecommunications	0003293941	17.02
ID Holding, LLC	Telecommunications	0014034417	100.00
Illinois Valley Cellular RSA 2-II Partnership	Telecommunications	0004823480	40.00
Jackson Cellular Telephone Co. Inc. d/b/a ALLTEL	Telecommunications	0003985371	96.33
Las Cruces Cellular Telephone Company d/b/a ALLTEL	Telecommunications	0003299963	94.58
Michigan RSA #9 Limited Partnership d/b/a ALLTEL	Telecommunications	0001712918	43.82
Midwest Wireless Communications, L.L.C. d/b/a Alltel	Telecommunications	0002625739	100.00
Midwest Wireless Iowa L.L.C. d/b/a Alltel	Telecommunications	0002622066	100.00
Midwest Wireless Wisconsin L.L.C. d/b/a Alltel	Telecommunications	0002622041	100.00
Minford Cellular Telephone Company	Telecommunications	0003012663	100.00
Missouri RSA No. 15 Limited Partnership d/b/a ALLTEL	Telecommunications	0002533610	71.00
Missouri RSA No. 2 Partnership d/b/a ALLTEL	Telecommunications	0001837327	50.00
Missouri RSA No. 4 Partnership d/b/a ALLTEL	Telecommunications	0001837343	47.50
Modoc RSA Limited Partnership	Telecommunications	0002967776	25.00
MVI Corp. d/b/a ALLTEL	Telecommunications	0001580547	100.00
Northwest Arkansas RSA Limited Partnership d/b/a ALLTEL	Telecommunications	0001837178	51.00

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
Northwest Missouri Cellular Limited Partnership	Telecommunications	0002534618	31.22
Ohio RSA #3 Limited Partnership d/b/a ALLTEL	Telecommunications	0002151413	75.00
Ohio RSA 2 Limited Partnership d/b/a ALLTEL	Telecommunications	0002837094	78.31
Ohio RSA 5 Limited Partnership	Telecommunications	0002837110	78.75
Ohio RSA 6 Limited Partnership d/b/a ALLTEL	Telecommunications	0002837136	82.47
Oklahoma RSA No. 4 South Limited Partnership d/b/a ALLTEL	Telecommunications	0001720127	77.78
Pascagoula Cellular Partnership d/b/a ALLTEL	Telecommunications	0004524211	93.19
Petersburg Cellular Partnership d/b/a ALLTEL	Telecommunications	0004516381	92.96
Pittsfield Cellular Telephone Company	Telecommunications	0003290418	23.75
Radiofone, Inc. d/b/a ALLTEL	Telecommunications	0001720218	100.00
RCTC Wholesale Corporation	Telecommunications	0001746957	100.00
Southern Illinois RSA Partnership	Telecommunications	0001837384	100.00
Switch 2000 L.L.C. d/b/a Alltel	Telecommunications	0003914462	100.00
Texas 11B Limited Partnership d/b/a ALLTEL	Telecommunications	0004175246	60.05
Texas 7B2 Limited Partnership d/b/a ALLTEL	Telecommunications	0002837037	97.50
Tucson 21 Cellular Limited Partnership Cellular One	Telecommunications	0004977815	100.00
Tyler/Longview/Marshall MSA Limited Partnership d/b/a ALLTEL	Telecommunications	0002845253	60.00
Virginia 10 RSA Limited Partnership	Telecommunications	0002056943	33.00
Virginia Cellular LLC	Telecommunications	0004644894	100.00
Virginia RSA 2 Limited Partnership d/b/a ALLTEL	Telecommunications	0006147607	75.00
Western CLEC Corporation	Telecommunications	0001735919	100.00
Wisconsin RSA #1 Limited Partnership d/b/a ALLTEL	Telecommunications	0005224746	42.21
Wisconsin RSA #10 Limited Partnership	Telecommunications	0002698892	22.50
Wisconsin RSA #2 Limited Partnership d/b/a ALLTEL	Telecommunications	0006492631	99.00
Wisconsin RSA #4 Limited Partnership	Telecommunications	0002703890	25.00
Wisconsin RSA #6 Limited Partnership d/b/a ALLTEL	Telecommunications	0005225859	71.43

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
Wisconsin RSA #7 Limited Partnership d/b/a ALLTEL	Telecommunications	0004162160	22.83
Wisconsin RSA No. 8 Limited Partnership d/b/a ALLTEL	Telecommunications	0004082681	87.61
WWC Holding Co., Inc.	Telecommunications	0001569235	100.00
WWC License Holding LLC	Telecommunications	0014028856	100.00
WWC License L.L.C.	Telecommunications	0001565167	100.00
WWC Texas Limited Partnership	Telecommunications	0001565563	100.00
Youngstown/Warren MSA Limited Partnership d/b/a ALLTEL	Telecommunications	0002531275	98.98

Signature

7) Typed or Printed Name of Party Authorized to Sign

First Name: Glenn	MI: S	Last Name: Rabin	Suffix:
Title: VP - Federal Communications Counsel			
Signature: Glenn S Rabin			Date: 6/20/2007
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Atlantis Holdings LLC		3) FCC Registration Number(FRN): 0016511974	
4) Disclosable Interest Holder's Address: 301 Commerce St., Suite 3300 Attn.: Clive D. Bode Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 100.00
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock: Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): David	MI:	Last Name: Bonderman	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 0016550436	
4) Disclosable Interest Holder's Address: c/o TPG Advisors V, Inc., 301 Commerce St., Suite 3300 Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 19.58
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Goldman, Sachs & Co.		3) FCC Registration Number(FRN): 0016550287	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 0.00
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, New York	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Goldman, Sachs & Co. Finanz GmbH		3) FCC Registration Number(FRN): 0016550279	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 0.00
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: Germany	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Goldman, Sachs & Co. oHG		3) FCC Registration Number(FRN): 0016550261	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Other German Partnership		7) Percent of Interest Held in Filer: 0.00
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: Germany	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Goldman, Sachs Management GP GmbH		3) FCC Registration Number(FRN): 0016550253	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 0.00
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: Germany	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GS Advisors VI, L.L.C.		3) FCC Registration Number(FRN): 0016550295	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 15.32
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GS Alltel Coinvest, L.P.		3) FCC Registration Number(FRN): 0016550188	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 17.02
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GS Capital Partners VI (Alltel), L.P.		3) FCC Registration Number(FRN): 0016550170	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 8.26
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GS Capital Partners VI Fund, L.P.		3) FCC Registration Number(FRN): 0016550162	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 9.93
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GS Capital Partners VI GmbH & Co. KG		3) FCC Registration Number(FRN): 0016550238	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Other German Partnership		7) Percent of Interest Held in Filer: 0.35
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: Germany	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GS Capital Partners VI Parallel, L.P.		3) FCC Registration Number(FRN): 0016550220	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 2.73
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GSCP VI Advisors, L.L.C.		3) FCC Registration Number(FRN): 0016550246	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 7.43
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): James	MI: G	Last Name: Coulter	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 0016550451	
4) Disclosable Interest Holder's Address: c/o TPG Advisors V, Inc., 301 Commerce St., Suite 3300 Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual	7) Percent of Interest Held in Filer: 19.58	
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): The Goldman Sachs Group, Inc.		3) FCC Registration Number(FRN): 0016550303	
4) Disclosable Interest Holder's Address: 85 Broad St. Attn.: John Bowman New York, NY 10004			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 15.32
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): TPG Advisors V, Inc.		3) FCC Registration Number(FRN): 0016550410	
4) Disclosable Interest Holder's Address: 301 Commerce St., Suite 3300 Attn.: Clive D. Bode, Esq. Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 39.16
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): TPG Atlantis Coinvest-B, L.P.		3) FCC Registration Number(FRN): 0016550394	
4) Disclosable Interest Holder's Address: 301 Commerce St., Suite 3300 Attn.: Clive D. Bode, Esq. Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 29.79
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): TPG Atlantis V-A, L.P.		3) FCC Registration Number(FRN): 0016550386	
4) Disclosable Interest Holder's Address: 301 Commerce St., Suite 3300 Attn.: Clive D. Bode, Esq. Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 18.03
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): TPG Atlantis V-B, L.P.		3) FCC Registration Number(FRN): 0016550378	
4) Disclosable Interest Holder's Address: 301 Commerce St., Suite 3300 Attn.: Clive D. Bode, Esq. Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 13.72
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): TPG FOF V-A, L.P.		3) FCC Registration Number(FRN): 0016550352	
4) Disclosable Interest Holder's Address: 301 Commerce St., Suite 3300 Attn.: Clive D. Bode, Esq. Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 0.06
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): TPG FOF V-B, L.P.		3) FCC Registration Number(FRN): 0016550360	
4) Disclosable Interest Holder's Address: 301 Commerce St., Suite 3300 Attn.: Clive D. Bode, Esq. Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 0.10
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): TPG GenPar V, L.P.		3) FCC Registration Number(FRN): 0016550402	
4) Disclosable Interest Holder's Address: 301 Commerce St., Suite 3300 Attn.: Clive D. Bode, Esq. Fort Worth, TX 76102			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit.	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 0.00
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Please see Attachment 3 - Indirect Ownership Exhibit. Also see Attachment 3 regarding response to Item 7 (Percent of Interest Held in Filer).		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Reference Copy

Attachment(s):

Type	Description	Date Entered
O	Attachment 2: FCC-Regulated Bus.- Goldman Sachs Group, Inc	200706
O	Attachment 1: FCC-Regulated Businesses - TPG Advisors V, Inc	200706
O	Attachment 4 - Goldman Sachs Group, Inc. Controlling Parties	200706
I	Attachment 3 - Indirect Ownership Exhibit	200706

Attachment 1

Related FCC-Regulated Businesses Disclosable Interest Holder – TPG Advisors V, Inc.

TPG Advisors V, Inc. is the ultimate parent of the following disclosable interest holders (“TPG Disclosable Interest Holders”), each of which has filed a Disclosable Interest Holder Schedule A: TPG FOF V-A, L.P.; TPG FOF V-B, L.P.; TPG Atlantis V-B, L.P.; TPG Atlantis V-A, L.P.; TPG Atlantis Coinvest-B, L.P.; TPG GenPar V, L.P. Mr. David Bonderman and Mr. James G. Coulter, who are also TPG Disclosable Interest Holders, are the sole shareholders of TPG Advisors V, Inc. TPG Advisors V, Inc. and/or its affiliates, parents, or subsidiaries hold a 10% or greater interest in the FCC-regulated entities listed below.¹

The following interests are in entities whose principal business is communications-related:

FCC-Regulated Business / Address	Principal Business	FRN ²	Percent of Interest Held
Univision Univision Communications Inc. 1999 Avenue of the Stars Suite 3050 Los Angeles, California 90067	Broadcasting and cable television		23.2%

The following interests are in entities whose principal business is not communications-related and whose ownership and use of FCC licenses or authorizations is incidental to such business:

FCC-Regulated Business / Address	Principal Business	FRN ²	Percent of Interest Held
Aleris LP LLC Covington, LA	Aluminum (ship)	0006357503	100%
Aleris Blanking and Rim Products Inc. Terre Haute, IN	Aluminum (industrial)	0016401713	100%
Avaya Inc Omaha, NE	(industrial, frequencies used for paging)	0004450458	(acquisition pending) ³
Avaya Inc Morristown, NJ	(aircraft)	0004144101	(acquisition pending)
Avaya Communications Westminster, CO	(industrial)	0006179246	(acquisition pending)

¹ This list of FCC-regulated businesses is complete to the best of the TPG Disclosable Interest Holders' knowledge.

² The FRNs provided for each of the FCC-regulated businesses may not be an exhaustive list of all FRNs issued to that entity's parent, subsidiaries, and/or affiliates.

³ Equity ownership and voting/control rights both expected to be greater than 10% in all listed pending acquisitions.

FCC-Regulated Business / Address	Principal Business	FRN ²	Percent of Interest Held
Avaya Communication Westminster, CO	(industrial)	0004449336	(acquisition pending)
Biomet Leasing, Inc. Warsaw, IN	Healthcare equipment (aircraft)	0005270335	(acquisition pending)
Biomet Inc. Warsaw, IN	Healthcare equipment (aircraft)	(not listed)	(acquisition pending)
Biomet Warsaw, IN	Healthcare equipment (industrial: communications within facility)	0007136187	(acquisition pending)
Burger King Corporation 5505 Blue Lagoon Drive Miami, FL 33126-2029	Fast food chain Many subsidiaries have wireless licenses for internal use, including in connection with drive-thru windows.	(various subsidiaries)	21.38%
Freescall Semiconductor, Inc. Austin, TX	Semiconductors (several licenses, including for aircraft, industrial, permanent point-to-point, personnel coordination)	0011349115 0011107406	14.1%
Harrah's Entertainment Inc Las Vegas, NV	Casino operator (aircraft)	(not listed)	(acquisition pending)
Harrah's Entertainment Aviation Department Las Vegas, NV	Casino operator (aircraft)	0007713175	(acquisition pending)
Harrah's Imperial Palace Corp. Las Vegas, NV	Casino operator (industrial)	0014348916	(acquisition pending)
Harrah's Star Partnership Lake Charles, LA	Casino operator (ship)	0009957622	(acquisition pending)
Harrah's Operating Company Las Vegas, NV	Casino operator (industrial)	0005925565	(acquisition pending)
Harrah's Lake Charles LLC Lake Charles, LA	Casino operator (industrial)	0009717554	(acquisition pending)
Harrah's Maryland Heights, LLC Las Vegas, NV	Casino operator (industrial)	0004760831	(acquisition pending)
Harrah's Laughlin, Inc. Las Vegas, NV	Casino operator (industrial)	0004529921	(acquisition pending)
Harrah's Joliet Casino Hotel Joliet, IL	Casino operator (industrial)	0009330127	(acquisition pending)
Harrah's Chester Casino and Race Track Chester, PA	Casino operator (industrial)	0010453272	(acquisition pending)
Harrah's Chester Casino Chester, PA	Casino operator (industrial)	0015513468	(acquisition pending)

FCC-Regulated Business / Address	Principal Business	FRN ²	Percent of Interest Held
Healthsouth Aviation Birmingham, AL	Healthcare Facilities (aircraft)	0005416797	(acquisition pending)
Healthsouth Metro West Hospital Fairfield, AL	Healthcare Facilities (industrial)	0010016079 0010352599	(acquisition pending)
Healthsouth Rehabilitation Hospital Florence, SC	Healthcare Facilities (industrial)	0001884436	(acquisition pending)
Healthsouth Rehabilitation Hospital of Erie Erie, PA	Healthcare Facilities (industrial)	0009609348	(acquisition pending)
Healthsouth Salt Lake Surgical Center Salt Lake City, UT	Healthcare Facilities (public safety)	0001736008	(acquisition pending)
Intergraph Corporation Madison, AL	Application software (industrial)	0006426282	50%
J. Crew 770 Broadway New York, NY 10003	Retail sales (industrial)	0016215766	21%
KRATON Polymers US LLC Belpre, OH	Chemicals (several, industrial & "coastal")	0004538211	59.3%
MEMC Electronic Materials Inc Saint Peters, MO	Silicon wafer manufacturing (industrial)	0001936764	12.3%
MEMC Southwest Inc. Sherman, TX	Silicon wafer manufacturing (industrial)	0008301509	12.3%
MEMC Pasadena Inc. Pasadena, TX	Silicon wafer manufacturing (industrial)	0009398819	12.3%
Neiman Marcus Group Inc Neiman Marcus Corporate Neiman Marcus Neiman Marcus Direct Dallas, TX and Irving, TX Licensed subsidiaries include: Orlando, Las Vegas, Colorado Mills, Coral Gables, Boca Raton, Las Americas, Arundel Mills, Charlotte, Milipitas, Austin, San Antonio, San Marcos, San Diego.	Specialty retailer (industrial) Many subsidiaries maintain radio licenses for communication among personnel.	0011591401 0007145527 0007145527	41.5%
Petco Inc. Newton, NC	Pet supplies retailer (industrial)	0009689282	47.4%
Sabre Group Fort Worth, TX	Data processing & outsourced services (industrial)	0005776471	61.5%
Smart Modular Technologies, Inc. Fremont, CA	Memory and communications product manufacturer (industrial)	0007066095	16%
Sungard Market Data Services Inc. Mt. Laurel, NJ	Software information processing and business continuity (industrial)	0006998587	13.33%
Sungard SCT Malvern, PA	Software information processing and business continuity (industrial)	0003261120	13.33%
Sungard Esourcing Voorhees, NJ	Software information processing and business continuity (industrial)	0005893052	13.33%

FCC-Regulated Business / Address	Principal Business	FRN ²	Percent of Interest Held
TP Aviation LLC Deland, FL	(aircraft)	0010288751	
TXU Business Service Company Dallas, TX	Power production and energy trading (many separate licenses, including industrial, microwave point-to-point, land transportation)	0003802048	(acquisition pending)
TXU Business Services Dallas, TX	Power production and energy trading (aircraft)	0016289167	(acquisition pending)

Attachment 2

**Related FCC-Regulated Businesses Disclosable Interest Holder –
The Goldman Sachs Group, Inc.**

The Goldman Sachs Group, Inc. (“GS”) is the ultimate parent of the following disclosable interest holders (“GS Disclosable Interest Holders”), each of which has filed a Disclosable Interest Holder Schedule: GS Capital Partners VI Fund, L.P.; GS Capital Partners VI (Alltel), L.P.; GS Alltel Coinvest, L.P.; GS Capital Partners VI Parallel, L.P.; GS Capital Partners VI GmbH & Co. KG; GSCP VI Advisors, L.L.C.; Goldman, Sachs Management GP GmbH; Goldman, Sachs & Co. oHG; Goldman, Sachs & Co. Finanz GmbH; Goldman, Sachs & Co.; GS Advisors VI, LLC. GS, and/or its affiliates or subsidiaries hold a 10% or greater interest in the following FCC-regulated entities:¹

FCC-Regulated Business / Address	Principal Business	FRN²	Percent of Interest Held
Arcadian Networks 400 Columbus Ave Valhalla, New York 10595 (914) 579-6300	Broadband wireless carrier for utilities and industries with dispersed assets in rural areas		30.00%
ATX Communications, Inc. 2100 Renaissance Boulevard King of Prussia, PA 19406	CLEC	0004936811	20.59%
Biomet Leasing, Inc. Warsaw, IN	Healthcare equipment (aircraft)	0005270335	(acquisition pending) ³
Biomet Inc. Warsaw, IN	Healthcare equipment (aircraft)	(not listed)	(acquisition pending)
Biomet Warsaw, IN	Healthcare equipment (industrial: communications within facility)	0007136187	(acquisition pending)
Border Media Partners 9426 Old Katy Rd. Bldg. 10 Houston, TX 77055 (713) 968-4400	Radio broadcasting	0009675331* 0009307364* 0009307315* 0012572970* 0012285276* 0010328995* 0009160821* 0009307364* 0009820309* 0009307240* (*affiliate/sub)	51.88 %

¹ This list of FCC-regulated businesses is complete to the best of the GS Disclosable Interest Holders’ knowledge.

² The FRNs provided for each of the FCC-regulated businesses may not be an exhaustive list of all FRNs issued to that entity’s parent, subsidiaries, and/or affiliates.

³ Equity ownership and voting/control rights both expected to be greater than 10% in all listed pending acquisitions.

FCC-Regulated Business / Address	Principal Business	FRN ²	Percent of Interest Held
Burger King Corporation 5505 Blue Lagoon Drive Miami, FL 33126-2029	Fast food chain Many subsidiaries have wireless licenses for internal use, including in connection with drive-thru windows	(various subsidiaries)	18.42%
CellNet Funding LLC	Provides network meter reading services to electric, gas and water utility companies	0011025368 ⁴ 0011400645 ³ 0001543644 ³ 0011400777 ³	12.93 %
Cequel Communications, LLC 12444 Powerscourt Drive St. Louis MO 63131 (314) 965-2020	Cable Operator	0004345898 0009725870	30.66%
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, MO 63131 (314) 965-0555	Cable operator	0013457981* 0002531093* 0002526416* 0005099395* 0005100573* 0005099775* 0008081630* (*affiliate/sub)	10.92 %
Coffeyville Acquisition LLC 10 E Cambridge Circle Dr Kansas City, KS 66103-1334 (913) 982-0500	Refiner, producer and marketer of petroleum and nitrogen fertilizer products	0010500056* 0010500031* 0010499994* 0010499903* (*affiliate/sub)	49.51%
Cogentrix 9405 Arrowpoint Boulevard Charlotte, NC 28273-8110 (704) 525-3800	Operates electric generating facilities	0001941749* 0005485396* 0012601175* (*affiliate/sub)	100.00 %
Current Communications 220 Kenneth Drive Rochester, NY 14623	Broadband over Power Line (BPL) service provider	0013600622* 0009018128* 0007782816* 0005905617* (*affiliate/sub)	10.00 %
Diveo Broadband Networks, Inc. One Financial Plaza Suite 1700 Fort Lauderdale, FL 33394	Broadband Internet and Data Services Provider in Latin America		25.83%
Entravision Communications Corporation 2425 Olympic Boulevard Suite 6000 West Santa Monica, CA 90404 (310) 447-3870	Broadcast	0006161525 (there are numerous other FRNs)	16.08%
Kinder Morgan, Inc. 500 Dallas St., Suite 1000	Energy transportation, storage and distribution company	0002340420 0001648203*	23.00%

⁴ GS is seeking to determine whether the entities associated with these FRNs are affiliates of CellNet Funding LLC.

FCC-Regulated Business / Address	Principal Business	FRN ²	Percent of Interest Held
Houston, TX 77002		(*affiliate/sub)	
NextMedia Investors, LLC 6312 S. Fiddlers Green Circle Suite 360E Greenwood Village, CO 80111	Radio broadcast	0005804810* 0013602446* 0008352361* 0008230781* (*affiliate/sub)	19.46%
Sungard Market Data Services, Inc. Mt. Laurel, NJ	Software information processing and business continuity (industrial)	0006998587	10.78%
Sungard SCT Malvern, PA	Software information processing and business continuity (industrial)	0003261120	10.78%
Sungard Esourcing Voorhees, NJ	Software information processing and business continuity (industrial)	0005893052	10.78%
TXU Business Service Company Dallas, TX	Power production and energy trading (many separate licenses, including industrial, microwave point-to-point, land transportation)	0003802048	(acquisition pending)
TXU Business Services Dallas, TX	Power production and energy trading (aircraft)	0016289167	(acquisition pending)
URBan Radio Communications 273 Azalea Road, Suite 1-308 Mobile, AL 36609 (251) 343-4900	Radio broadcasting	0005016209* 0010289783* (*affiliate/sub)	24.90 %
UTStarcom Inc. 1275 Harbor Bay Parkway Alameda, CA 94502 (510) 864-8800	Provider of IP-based networking and telecommunications solutions	0004075883 0016116154	13.01%

Attachment 3

Indirect Ownership Exhibit

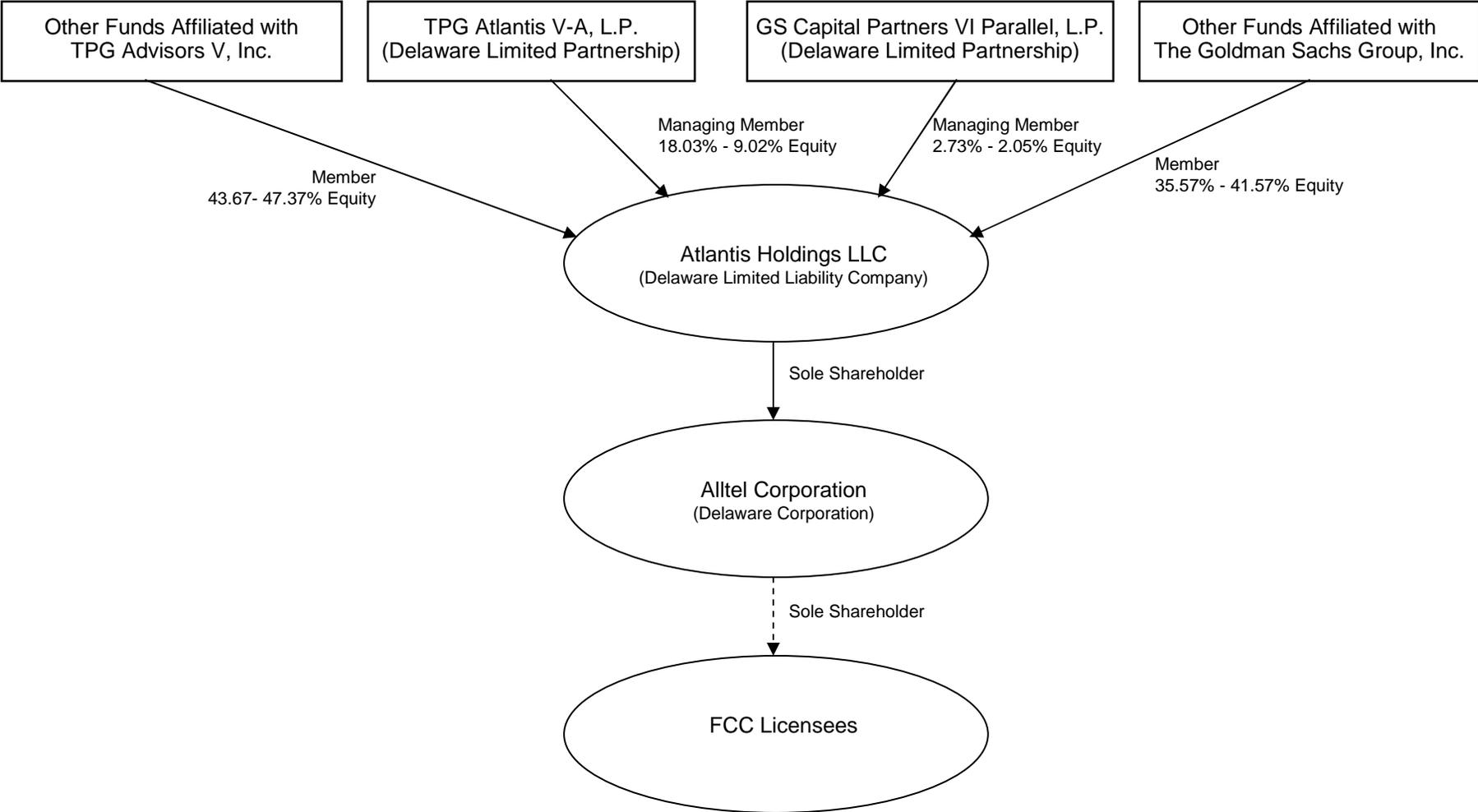
The filer is submitting this Form 602 in conjunction with a series of transfer of control applications (Form FCC 603) involving wireless licenses held by the filer and its subsidiaries. Please see the Appendices 1-3 of this Exhibit, in addition to the lead transfer of control application, ULS File No. 0003040113, for detailed information regarding the ownership relationship from the indirect interest holder to the filer.

As depicted in Appendix 1 hereto, Atlantis will be wholly owned by certain investment funds ultimately controlled by The Goldman Sachs Group, Inc. (“GS”) and/or the principals of TPG Capital, L.P. (“TPG Capital”). Certain of the equity investments in Atlantis likely will be syndicated to additional limited partners or co-investors (such additional limited partners or co-investors, the “Investors”).¹ It is not known exactly how much capital will be syndicated by each of GS and/or TPG. Thus, the “Percentage of Interest in Filer” reported in response to Schedule A, Question 7 of FCC Form 602 represents the equity interest each Disclosable Interest Holder (as defined by FCC Form 602) will hold in Atlantis assuming the minimum amount of equity syndication. The estimated ranges of equity to be held by each Disclosable Interest Holder in Atlantis are set forth in Appendix 2 and Appendix 3 hereto. At the time of consummation of the proposed transaction, the applicants will report the final ownership structure of Alltel in accordance with the FCC’s rules in FCC Form 602.

¹ The Investors will hold passive equity interests in Atlantis through one or more Investing Funds as reflected on Appendices 2-3 hereto. No Investor will have any ability to control or be involved in the day-to-day business operations, activities, and decisions or to manage the day-to-day operations of the Investing Funds or Atlantis, nor will any Investor hold a direct or indirect equity interest of 10% or greater in Atlantis.

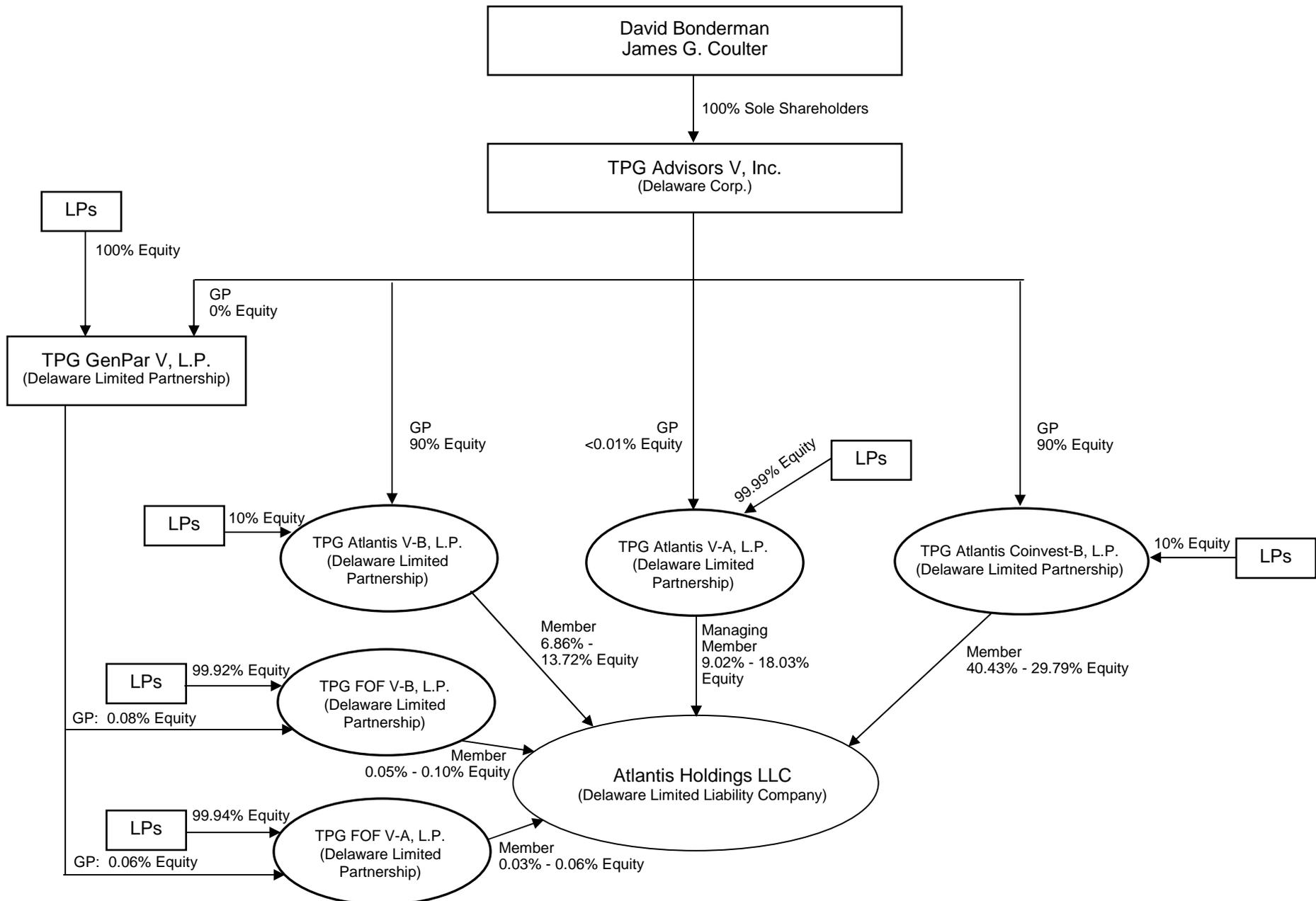
As depicted on Appendices 2 and 3 to this Exhibit, it is currently contemplated that the Investors will hold equity interests in TPG Atlantis Coinvest-B, L.P. and GS Alltel Coinvest, L.P. In addition, TPG Capital and GS may create additional Investing Funds (collectively with TPG Atlantis Coinvest-B, L.P. and GS Alltel Coinvest, L.P., the “Coinvest Funds”) to hold the passive equity interests of the Investors, which Investing Funds may hold a passive equity interest of 10% or greater in Atlantis. Any additional Coinvest Funds will be ultimately controlled by the principals of TPG Capital and/or GS as reflected on Appendices 2-3 hereto. The exact amount of equity that the Coinvest Funds will hold in Atlantis has not yet been determined. Although the total amount of equity that will be held collectively by the Coinvest Funds has not yet been determined, this total equity amount will be within the ranges reported on Appendices 1-3 hereto. However, like the Investing Funds, the Coinvest Funds will not have any ability to control or be involved in the day-to-day business operations, activities, and decisions or to manage the day-to-day operations of Atlantis.

Attachment 3, Appendix 1: Proposed Structure of Alltel



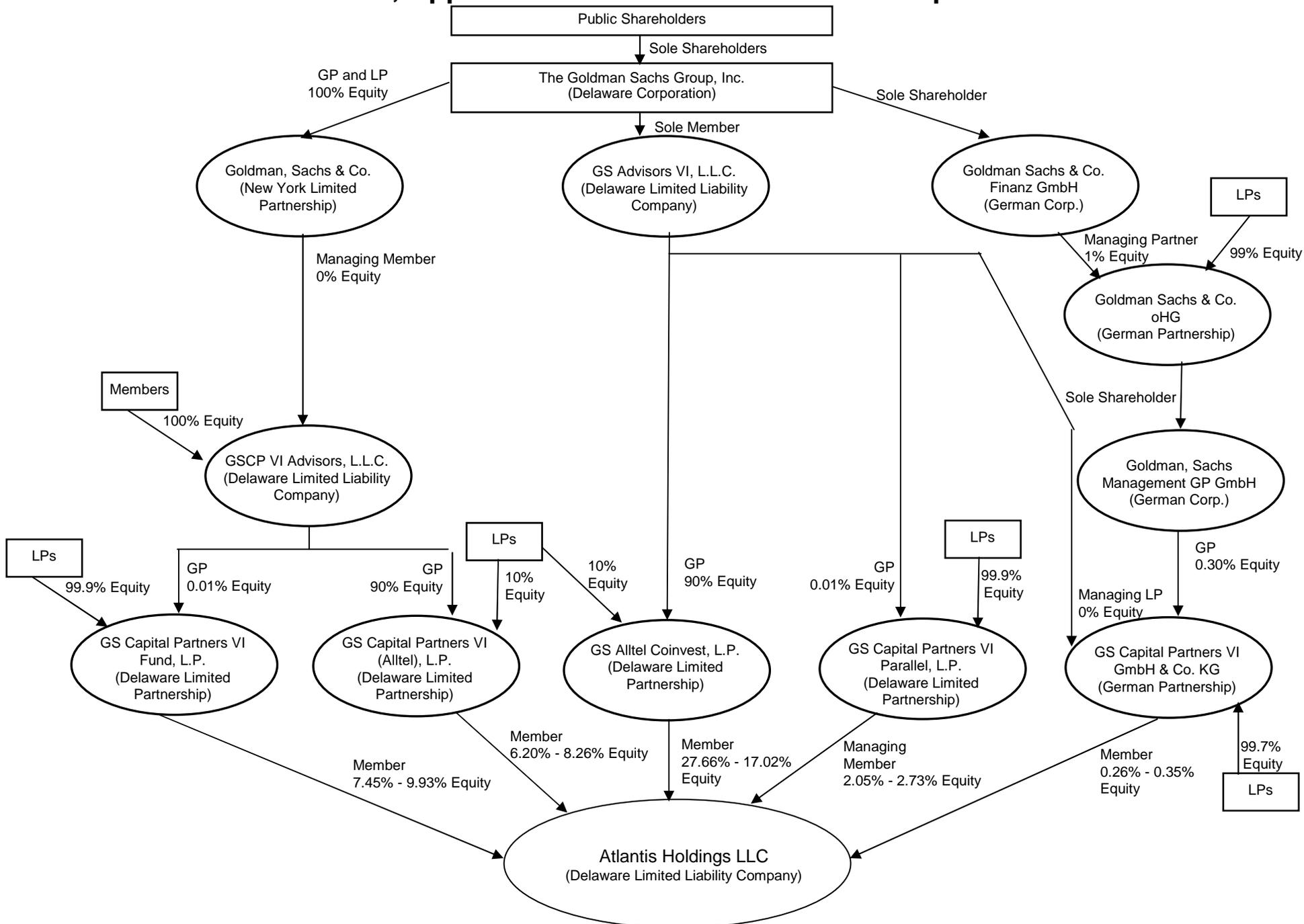
NOTE: Prior to the consummation of the Merger, TPG and GS intend to syndicate certain of the equity investments in Atlantis to the Limited Partners or other co-investors. Because it is not known exactly how much capital will be syndicated by each of TPG and GS, it is necessary to report TPG's and GS's respective equity interests in Atlantis as a range. In addition, syndication and co-investment may result in the creation of additional investment entities under the same control structure as those disclosed herein.

Attachment 3, Appendix 2: TPG Ownership Structure



NOTE: Prior to the consummation of the Merger, TPG and GS intend to syndicate certain of the equity investments in Atlantis to the Limited Partners or other co-investors. Because it is not known exactly how much capital will be syndicated by each of TPG and GS, it is necessary to report TPG's and GS's respective equity interests in Atlantis as a range. In addition, syndication and co-investment may result in the creation of additional investment entities under the same control structure as those disclosed herein.

Attachment 3, Appendix 3: Goldman Sachs Ownership Structure



NOTE: Prior to the consummation of the Merger, TPG and GS intend to syndicate certain of the equity investments in Atlantis to the Limited Partners or other co-investors. Because it is not known exactly how much capital will be syndicated by each of TPG and GS, it is necessary to report TPG's and GS's respective equity interests in Atlantis as a range. In addition, syndication and co-investment may result in the creation of additional investment entities under the same control structure as those disclosed herein.

Attachment 4

Controlling Parties of The Goldman Sachs Group, Inc.

As stated in the lead transfer of control application (Form FCC 603), ULS File No. 0003040113, Disclosable Interest Holder The Goldman Sachs Group, Inc., is a publicly traded Delaware corporation. No entity holds a 10 percent or greater equity or voting interest in The Goldman Sachs Group, Inc.

As of May 2007, the officers of The Goldman Sachs Group, Inc. are as follows: Lloyd C. Blankfein, Chairman and Chief Executive Officer; Gary D. Cohn, President and Co-Chief Operating Officer; Jon Winkelried, President and Co-Chief Operating Officer; John S. Weinberg, Vice Chairman; David A. Viniar, Executive Vice President and Chief Financial Officer; Edward C. Forst, Executive Vice President and Chief Administrative Officer; Gregory K. Palm, Executive Vice President, General Counsel and Secretary of the Corporation; Esta E. Stecher, Executive Vice President, General Counsel and Secretary of the Corporation; Kevin W. Kennedy, Executive Vice President-Human Capital Management; and Alan M. Cohen, Executive Vice President and Head of Global Compliance. As of May 2007, the directors of The Goldman Sachs Group, Inc. are as follows: Lloyd C. Blankfein; Gary D. Cohen; Jon Winkelreid; John H. Bryan; Claes Dahlback; Stephen Friedman; William W. George; Rajat K. Gupta; James A. Johnson; Lois D. Juliber; Edward M. Liddy; and Ruth J. Simmons. John F. W. Rogers serves as Secretary to the Board.