

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
ACI Transfer of Control to Atlantis Holdings LLC

1. Legal Name of Applicant			
Name:	ALLTEL Corporation	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -
Attention:	Regulatory Supervisor		

2. Name of Contact Representative

Name:	Cheryl A. Tritt	Phone Number:	202-887-1510
Company:	Morrison & Foerster LLP	Fax Number:	202-887-0763
Street:	2000 Pennsylvania Avenue, NW Suite 5500	E-Mail:	CTritt@mofo.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT C214199604040 0138	File Number:						
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5. Name of Section 214 Authorization Holder

Name: ALLTEL Communications, Inc. **Phone Number:** 501-905-8555

DBA Name: **Fax Number:** 501-905-6193

Street: One Allied Drive, B2F02-A **E-Mail:**

City: Little Rock **State:** AR

Country: USA **Zipcode:** 72202
-

Attention: Regulatory Supervisor

6. Name of Assignor / Transferor

Name: ALLTEL Corporation **Phone Number:** 501-905-8555

DBA Name: **Fax Number:** 501-905-6193

Street: One Allied Drive, B2F02-A **E-Mail:**

City: Little Rock **State:** AR

Country: USA **Zipcode:** 72202 -

Attention: Regulatory Supervisor

7. Name of Assignee / Transferee

Name:	Atlantis Holdings LLC	Phone Number:	202-887-4125
DBA Name:		Fax Number:	202-887-4288
Street:	1333 New Hampshire Ave, NW	E-Mail:	kabernathy@akingump.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036 -
Attention:	Kathleen Abernathy		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for consent to transfer control of ALLTEL Communications, Inc. from ALLTEL Corporation to Atlantis Holdings LLC

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(1).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor Glenn S. Rabin</p>	<p>29. Printed Name of Assignee / Transferee Clive D. Bode</p>
<p>27. Title (Office Held by Person Signing) VP – Federal Communications Counsel</p>	<p>30. Title (Office Held by Person Signing) Vice President</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Glenn S. Rabin</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Clive D. Bode</p>
<p style="text-align: center;">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith–B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Application to Transfer Control of the International Section 214 Authorization of Alltel Communications, Inc. to Atlantis Holdings LLC

This application (“Application”) is one of a series of applications seeking Commission consent to transfer control of Alltel Corporation (“Alltel”), its subsidiaries, and its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, from Alltel’s existing shareholders to Atlantis Holdings LLC (“Atlantis”). The Application specifically seeks consent to transfer control of the international Section 214 authorization of Alltel Communications, Inc. (“ACI”), a wholly-owned subsidiary of Alltel, to Atlantis. More detailed information regarding the proposed transfer of control is set forth in the FCC Form 603 application that has been designated the lead application for the transaction, FCC File No. 0003040113 (“Lead Application”).

Answer to Question 10

Transferor Contact Information

Chris Sheesley
Regulatory Manager
Alltel Corporation
One Allied Dr., B2F02-A
Little Rock, AR 72202
(501) 905-8555

With a copy to:
Cheryl A. Tritt
Morrison & Foerster LLP
2000 Pennsylvania Ave., NW, Suite 5500
Washington, DC 20006
(202) 887-1500

Transferee Contact Information

Clive Bode
Vice President
Atlantis Holdings LLC
301 Commerce St., Suite 3300
Fort Worth, TX 76102
(817) 871-4000

With a copy to:
Kathleen Q. Abernathy
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 887-4125

Prior International Section 214 Authorizations

Alltel itself holds no international Section 214 authorizations, but controls three international Section 214 authorizations that are held through its wholly-owned subsidiaries. Alltel’s wholly-owned subsidiary ACI holds the international 214 authorization that is the subject of the Application. ACI is authorized to provide international global telecommunications

service on a resale basis pursuant to Section 68.18(e)(2) of the Commission's rules. See File No. ITC-214-19960404-00138.¹ Atlantis does not hold an international Section 214 authorization.

Answer to Question 11

The relevant direct and indirect ownership information required by Section 63.18(h) of the Commission's rules is set forth in the Lead Application. Neither Atlantis nor Alltel has interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction and Public Interest Statement

On May 20, 2007, Alltel, a publicly traded Delaware corporation, entered into an Agreement and Plan of Merger ("Merger Agreement") with Atlantis and its wholly-owned subsidiary, Atlantis Merger Sub, Inc., a Delaware corporation ("Merger Sub"). Atlantis is wholly-owned by certain investment funds ultimately controlled by TPG Capital ("TPG") and The Goldman Sachs Group, Inc. ("GS"). Upon Commission approval and satisfaction of other closing conditions set forth in the Merger Agreement, Merger Sub will be merged into Alltel ("Merger") and Alltel will continue as the surviving company. As a result of the Merger, Alltel will cancel all outstanding stock, and existing shareholders will receive cash for their cancelled shares. Alltel will become a wholly-owned subsidiary of Atlantis, which will own 100 percent of the outstanding capital stock of the merged Alltel. Accordingly, Alltel and Atlantis are filing a series of applications seeking Commission consent to transfer control of Alltel from its current shareholders to Atlantis, including the Application to transfer control of ACI's international Section 214 authorization.

Alltel holds only a *de minimis* share of the international telecommunications market and the proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications market. The Commission previously concluded that a U.S. carrier affiliated with a foreign carrier with sufficient market power on the foreign end of an international route potentially could adversely affect competition in the U.S. market through increased prices, decreases in quality, or reductions in alternatives in end user markets.² Alltel, however, is not, and post-consummation will not be, affiliated with any foreign carrier. Accordingly, post-transaction Alltel will have no ability to adversely affect competition in the international market.

A more detailed description of this transaction and a public interest demonstration accompany the Lead Application.

¹ Concurrent applications are being filed to transfer control of the international Section 214 authorizations held by Alltel's other subsidiaries.

² *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, 23951-54 (1997).

Answer to Question 14

Upon consummation of the proposed transaction Alltel, and thus ACI, will become affiliated with a foreign service provider by virtue of GS's indirect ownership interests. Specifically, Alltel and ACI will become affiliated with the following foreign carrier in the countries listed below.

- Diveo Broadband Networks, Inc. – Argentina, Brazil, Columbia, Mexico, Panama, Peru, and Uruguay.

Answer to Question 16

Pursuant to Section 63.10 of the Commission's rules, the parties request that ACI be granted "non-dominant" status upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 14 above. Each of those countries is a member of the World Trade Organization ("WTO"). Furthermore, Diveo is not a monopoly provider of communications services, and it lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, under Section 63.10(a) and 63.18(k)(2), ACI is presumptively classified as non-dominant on the routes between the United States and Argentina, Brazil, Columbia, Mexico, Panama, Peru, and Uruguay.

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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Kin Network Transfer of Control to Atlantis Holdings LLC

1. Legal Name of Applicant			
Name:	ALLTEL Corporation	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -
Attention:	Regulatory Supervisor		

2. Name of Contact Representative

Name:	Cheryl A. Tritt	Phone Number:	202-887-1510
Company:	Morrison & Foerster LLP	Fax Number:	202-887-0763
Street:	2000 Pennsylvania Avenue, NW Suite 5500	E-Mail:	CTritt@mofo.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT C214199702190 0097	File Number:						
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5. Name of Section 214 Authorization Holder

Name: Kin Network, Inc. **Phone Number:** 501-905-8555

DBA Name: **Fax Number:** 501-905-6193

Street: One Allied Drive, B2F02 **E-Mail:**

City: Little Rock **State:** AR

Country: USA **Zipcode:** 72202
-

Attention: Regulatory Supervisor

6. Name of Assignor / Transferor

Name: ALLTEL Corporation **Phone Number:** 501-905-8555

DBA Name: **Fax Number:** 501-905-6193

Street: One Allied Drive, B2F02-A **E-Mail:**

City: Little Rock **State:** AR

Country: USA **Zipcode:** 72202 -

Attention: Regulatory Supervisor

7. Name of Assignee / Transferee

Name:	Atlantis Holdings LLC	Phone Number:	202-887-4125
DBA Name:		Fax Number:	202-887-4288
Street:	1333 New Hampshire Ave, NW	E-Mail:	kabernathy@akingump.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036 -
Attention:	Kathleen Abernathy		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for consent to transfer control of Kin Network, Inc. from ALLTEL Corporation to Atlantis Holdings LLC

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(1).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor Glenn S. Rabin</p>	<p>29. Printed Name of Assignee / Transferee Clive D. Bode</p>
<p>27. Title (Office Held by Person Signing) VP – Federal Communications Counsel</p>	<p>30. Title (Office Held by Person Signing) Vice President</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Glenn S. Rabin</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Clive D. Bode</p>
<p style="text-align: center;">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith–B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Joint International and Domestic Application to Transfer Control of the Section 214 Authorizations of Kin Network, Inc. to Atlantis Holdings LLC

This joint application (“Application”) is one of a series of applications seeking Commission consent to transfer control of Alltel Corporation (“Alltel”), its subsidiaries, and its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, from Alltel’s existing shareholders to Atlantis Holdings LLC (“Atlantis”). The Application specifically seeks consent to transfer control of the international and blanket domestic Section 214 authorizations of Kin Network, Inc. (“Kin Network”), a wholly-owned subsidiary of Alltel that provides wireline tandem switching services in Kansas, to Atlantis. More detailed information regarding the proposed transfer of control is set forth in the FCC Form 603 application that has been designated the lead application for the transaction, FCC File No. 0003040113 (“Lead Application”).

I. INFORMATION REQUIRED BY SECTION 63.18 OF THE COMMISSION’S RULES REGARDING KIN NETWORK’S INTERNATIONAL SECTION 214 AUTHORIZATION.

Answer to Question 10

Transferor Contact Information

Chris Sheesley
Regulatory Manager
Alltel Corporation
One Allied Dr., B2F02-A
Little Rock, AR 72202
(501) 905-8555

With a copy to:
Cheryl A. Tritt
Morrison & Foerster LLP
2000 Pennsylvania Ave., NW, Suite 5500
Washington, DC 20006
(202) 887-1500

Transferee Contact Information

Clive Bode
Vice President
Atlantis Holdings LLC
301 Commerce St., Suite 3300
Fort Worth, TX 76102
(817) 871-4000

With a copy to:
Kathleen Q. Abernathy
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 887-4125

Prior International Section 214 Authorizations

Alltel itself holds no international Section 214 authorizations, but controls three international Section 214 authorizations that are held through its wholly-owned subsidiaries. Alltel's wholly-owned subsidiary Kin Network holds the international 214 authorization that is the subject of the Application. Kin Network is authorized to provide international global telecommunications service on a resale basis pursuant to Section 68.18(e)(2) of the Commission's rules. *See* File No. ITC-214-19970219-00097.¹ Atlantis does not hold an international Section 214 authorization.

Answer to Question 11

The relevant direct and indirect ownership information required by Section 63.18(h) of the Commission's rules is set forth in the Lead Application. Neither Atlantis nor Alltel has interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction and Public Interest Statement

On May 20, 2007, Alltel, a publicly traded Delaware corporation, entered into an Agreement and Plan of Merger ("Merger Agreement") with Atlantis and its wholly-owned subsidiary, Atlantis Merger Sub, Inc., a Delaware corporation ("Merger Sub"). Atlantis is wholly-owned by certain investment funds ultimately controlled by TPG Capital and The Goldman Sachs Group, Inc. Upon Commission approval and satisfaction of other closing conditions set forth in the Merger Agreement, Merger Sub will be merged into Alltel ("Merger") and Alltel will continue as the surviving company. As a result of the Merger, Alltel will cancel all outstanding stock, and existing shareholders will receive cash for their cancelled shares. Alltel will become a wholly-owned subsidiary of Atlantis, which will own 100 percent of the outstanding capital stock of the merged Alltel. Accordingly, Alltel and Atlantis are filing a series of applications seeking Commission consent to transfer control of Alltel from its current shareholders to Atlantis, including the Application to transfer control of Kin Network's Section 214 authorizations.

Alltel holds only a *de minimis* share of the international telecommunications market and the proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications market. The Commission previously concluded that a U.S. carrier affiliated with a foreign carrier with sufficient market power on the foreign end of an international route potentially could adversely affect competition in the U.S. market through increased prices,

¹ Concurrent applications are being filed to transfer control of the international Section 214 authorizations held by Alltel's other subsidiaries.

decreases in quality, or reductions in alternatives in end user markets.² Alltel, however, is not, and post-consummation will not be, affiliated with any foreign carrier. Accordingly, post-transaction Alltel will have no ability to adversely affect competition in the international market.

A more detailed description of this transaction and a public interest demonstration accompany the Lead Application.

Answer to Question 14

Upon consummation of the proposed transaction Alltel, and thus Kin Network, will become affiliated with a foreign service provider by virtue of GS's indirect ownership interests. Specifically, Alltel and Kin Network will become affiliated with the following foreign carrier in the countries listed below.

- Diveo Broadband Networks, Inc. – Argentina, Brazil, Columbia, Mexico, Panama, Peru, and Uruguay.

Answer to Question 16

Pursuant to Section 63.10 of the Commission's rules, the parties request that Kin Network be granted "non-dominant" status upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 14 above. Each of those countries is a member of the World Trade Organization ("WTO"). Furthermore, Diveo is not a monopoly provider of communications services, and it lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, under Section 63.10(a) and 63.18(k)(2), Kin Network is presumptively classified as non-dominant on the routes between the United States and Argentina, Brazil, Columbia, Mexico, Panama, Peru, and Uruguay.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO KIN NETWORK'S DOMESTIC 214 AUTHORIZATION

In support of the applicants' request for consent to transfer control of Kin Network's domestic blanket Section 214 authority to Atlantis, the following information is submitted pursuant to Section 63.04 of the Commission's rules. Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

² *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, 23951-54 (1997).

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the transferor and transferee offer domestic telecommunications services, and what services are provided in each area:

Kin Network provides domestic tandem switching services in Kansas, and upon consummation, it will continue to provide these services. Atlantis does not provide domestic telecommunications services in the United States.

(a)(8) Statement as to how the Application qualifies for streamlined treatment:

The applicants do not request streamlined treatment of the Application because it will be reviewed as part of a larger transaction that is not subject to streamlined treatment.

(a)(9) Identification of all other Commission applications related to this transaction:

A description of the Commission applications being filed to effectuate this transaction is set forth in the Lead Application.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants do not request special consideration because no parties to this transaction are facing imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this application:

No separately filed waiver requests are sought in conjunction with the Application.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:

A detailed demonstration of how the grant of the proposed transaction serves the public interest is set forth in the Lead Application.

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Western Wireless LLC Transfer of Control to Atlantis Holdings LLC

1. Legal Name of Applicant			
Name:	ALLTEL Corporation	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -
Attention:	Regulatory Supervisor		

2. Name of Contact Representative

Name:	Cheryl A. Tritt	Phone Number:	202-887-1510
Company:	Morrison & Foerster LLP	Fax Number:	202-887-0763
Street:	2000 Pennsylvania Avenue, NW Suite 5500	E-Mail:	CTritt@mofo.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT C214200104270 0254	File Number:						
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5. Name of Section 214 Authorization Holder

Name: Western Wireless, LLC **Phone Number:** 501-905-8555

DBA Name: **Fax Number:** 501-905-6193

Street: One Allied Drive, B2F02-A **E-Mail:**

City: Little Rock **State:** AR

Country: USA **Zipcode:** 72202
-

Attention: Regulatory Supervisor

6. Name of Assignor / Transferor

Name: ALLTEL Corporation **Phone Number:** 501-905-8555

DBA Name: **Fax Number:** 501-905-6193

Street: One Allied Drive, B2F02-A **E-Mail:**

City: Little Rock **State:** AR

Country: USA **Zipcode:** 72202 -

Attention: Regulatory Supervisor

7. Name of Assignee / Transferee

Name:	Atlantis Holdings LLC	Phone Number:	202-887-4125
DBA Name:		Fax Number:	202-887-4288
Street:	1333 New Hampshire Ave, NW	E-Mail:	kabernathy@akingump.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036 -
Attention:	Kathleen Abernathy		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for consent to transfer control of Western Wireless, LLC
from ALLTEL Corporation to Atlantis Holdings LLC

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(1).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor Glenn S. Rabin</p>	<p>29. Printed Name of Assignee / Transferee Clive D. Bode</p>
<p>27. Title (Office Held by Person Signing) VP – Federal Communications Counsel</p>	<p>30. Title (Office Held by Person Signing) Vice President</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Glenn S. Rabin</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Clive D. Bode</p>
<p style="text-align: center;">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Application to Transfer Control of the International Section 214 Authorization of Western Wireless LLC to Atlantis Holdings LLC

This application (“Application”) is one of a series of applications seeking Commission consent to transfer control of Alltel Corporation (“Alltel”), its subsidiaries, and its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, from Alltel’s existing shareholders to Atlantis Holdings LLC (“Atlantis”). The Application specifically seeks consent to transfer control of the international Section 214 authorization of Western Wireless LLC (“Western Wireless”), a wholly-owned subsidiary of Alltel, to Atlantis. More detailed information regarding the proposed transfer of control is set forth in the FCC Form 603 application that has been designated the lead application for the transaction, FCC File No. 0003040113 (“Lead Application”).

Answer to Question 10

Transferor Contact Information

Chris Sheesley
Regulatory Manager
Alltel Corporation
One Allied Dr., B2F02-A
Little Rock, AR 72202
(501) 905-8555

With a copy to:
Cheryl A. Tritt
Morrison & Foerster LLP
2000 Pennsylvania Ave., NW, Suite 5500
Washington, DC 20006
(202) 887-1500

Transferee Contact Information

Clive Bode
Vice President
Atlantis Holdings LLC
301 Commerce St., Suite 3300
Fort Worth, TX 76102
(817) 871-4000

With a copy to:
Kathleen Q. Abernathy
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 887-4125

Prior International Section 214 Authorizations

Alltel itself holds no international Section 214 authorizations, but controls three international Section 214 authorizations that are held through its wholly-owned subsidiaries. Alltel’s wholly-owned subsidiary Western Wireless holds the international 214 authorization that is the subject of the Application. Western Wireless is authorized to provide international global telecommunications service on a facilities and resale basis pursuant to Sections 63.18(e)(1) and

68.18(e)(2) of the Commission's rules. See File No. ITC-214-20010427-00254.¹ Atlantis does not hold an international Section 214 authorization.

Answer to Question 11

The relevant direct and indirect ownership information required by Section 63.18(h) of the Commission's rules is set forth in the Lead Application. Neither Atlantis nor Alltel has interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction and Public Interest Statement

On May 20, 2007, Alltel, a publicly traded Delaware corporation, entered into an Agreement and Plan of Merger ("Merger Agreement") with Atlantis and its wholly-owned subsidiary, Atlantis Merger Sub, Inc., a Delaware corporation ("Merger Sub"). Atlantis is wholly-owned by certain investment funds ultimately controlled by TPG Capital and The Goldman Sachs Group, Inc. Upon Commission approval and satisfaction of other closing conditions set forth in the Merger Agreement, Merger Sub will be merged into Alltel ("Merger") and Alltel will continue as the surviving company. As a result of the Merger, Alltel will cancel all outstanding stock, and existing shareholders will receive cash for their cancelled shares. Alltel will become a wholly-owned subsidiary of Atlantis, which will own 100 percent of the outstanding capital stock of the merged Alltel. Accordingly, Alltel and Atlantis are filing a series of applications seeking Commission consent to transfer control of Alltel from its current shareholders to Atlantis, including the Application to transfer control of Western Wireless' international Section 214 authorization.

Alltel holds only a *de minimis* share of the international telecommunications market and the proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications market. The Commission previously concluded that a U.S. carrier affiliated with a foreign carrier with sufficient market power on the foreign end of an international route potentially could adversely affect competition in the U.S. market through increased prices, decreases in quality, or reductions in alternatives in end user markets.² Alltel, however, is not, and post-consummation will not be, affiliated with any foreign carrier. Accordingly, post-transaction Alltel will have no ability to adversely affect competition in the international market.

A more detailed description of this transaction and a public interest demonstration accompany the Lead Application.

¹ Concurrent applications are being filed to transfer control of the international Section 214 authorizations held by Alltel's other subsidiaries.

² *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, 23951-54 (1997).

Answer to Question 14

Upon consummation of the proposed transaction Alltel, and thus Western Wireless, will become affiliated with a foreign service provider by virtue of GS's indirect ownership interests. Specifically, Alltel and Western Wireless will become affiliated with the following foreign carrier in the countries listed below.

- Diveo Broadband Networks, Inc. – Argentina, Brazil, Columbia, Mexico, Panama, Peru, and Uruguay.

Answer to Question 16

Pursuant to Section 63.10 of the Commission's rules, the parties request that Western Wireless be granted "non-dominant" status upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 14 above. Each of those countries is a member of the World Trade Organization ("WTO"). Furthermore, Diveo is not a monopoly provider of communications services, and it lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, under Section 63.10(a) and 63.18(k)(2), Western Wireless is presumptively classified as non-dominant on the routes between the United States and Argentina, Brazil, Columbia, Mexico, Panama, Peru, and Uruguay.

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FCC/MELLON JUN 07 2007

June 7, 2007

Writer's Direct Contact
212.336.4252
JKostyu@mofocom

Via Hand Delivery

Federal Communications Commission
c/o Mellon Client Service Center
500 Ross Street, Room 670
Pittsburgh, PA 15262-0001

Attn: FCC Module Supervisor

**Re: Filing Fee for Application to Transfer Control of the Domestic Section 214
Authorization of Kin Network, Inc. to Atlantis Holdings LLC**

Dear Sir/Madam:

Enclosed please find a completed Form 159 with a credit card payment in the amount of \$965.00 in satisfaction of the required filing fee associated with an application to transfer the blanket domestic Section 214 authorization of Kin Network, Inc. from Alltel Corporation ("Alltel") to Atlantis Holdings LLC ("Atlantis"). Pursuant to Section 63.04 of the Commission's rules, on June 6, 2007, Alltel and Atlantis filed electronically a joint international and domestic Section 214 application through the International Bureau Filing System ("IBFS") (see attached copy). The technical parameters of IBFS and the on-line fee payment system, however, allow only for the electronic payment of the fee associated with the international Section 214 portion of the application -- not the domestic Section 214 portion of the application. Accordingly, the fee associated with the domestic portion of the application is enclosed.

Should any questions arise regarding this filing, please contact with the undersigned. Thank you.

Sincerely,


Jennifer L. Kostyu

Enclosures

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Kin Network Transfer of Control to Atlantis Holdings LLC

1. Legal Name of Applicant			
Name:	ALLTEL Corporation	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -
Attention:	Regulatory Supervisor		

2. Name of Contact Representative

Name:	Cheryl A. Tritt	Phone Number:	202-887-1510
Company:	Morrison & Foerster LLP	Fax Number:	202-887-0763
Street:	2000 Pennsylvania Avenue, NW Suite 5500	E-Mail:	CTritt@mofo.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT C214199702190 0097	File Number:						
---	---------------------	---------------------	---------------------	---------------------	---------------------	---------------------	---------------------

5. Name of Section 214 Authorization Holder

Name: Kin Network, Inc. **Phone Number:** 501-905-8555

DBA Name: **Fax Number:** 501-905-6193

Street: One Allied Drive, B2F02 **E-Mail:**

City: Little Rock **State:** AR

Country: USA **Zipcode:** 72202
-

Attention: Regulatory Supervisor

6. Name of Assignor / Transferor

Name: ALLTEL Corporation **Phone Number:** 501-905-8555

DBA Name: **Fax Number:** 501-905-6193

Street: One Allied Drive, B2F02-A **E-Mail:**

City: Little Rock **State:** AR

Country: USA **Zipcode:** 72202 -

Attention: Regulatory Supervisor

7. Name of Assignee / Transferee

Name:	Atlantis Holdings LLC	Phone Number:	202-887-4125
DBA Name:		Fax Number:	202-887-4288
Street:	1333 New Hampshire Ave, NW	E-Mail:	kabernathy@akingump.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036 -
Attention:	Kathleen Abernathy		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for consent to transfer control of Kin Network, Inc. from ALLTEL Corporation to Atlantis Holdings LLC

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(1).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor Glenn S. Rabin</p>	<p>29. Printed Name of Assignee / Transferee Clive D. Bode</p>
<p>27. Title (Office Held by Person Signing) VP – Federal Communications Counsel</p>	<p>30. Title (Office Held by Person Signing) Vice President</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Glenn S. Rabin</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Clive D. Bode</p>
<p style="text-align: center;">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith–B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Joint International and Domestic Application to Transfer Control of the Section 214 Authorizations of Kin Network, Inc. to Atlantis Holdings LLC

This joint application (“Application”) is one of a series of applications seeking Commission consent to transfer control of Alltel Corporation (“Alltel”), its subsidiaries, and its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, from Alltel’s existing shareholders to Atlantis Holdings LLC (“Atlantis”). The Application specifically seeks consent to transfer control of the international and blanket domestic Section 214 authorizations of Kin Network, Inc. (“Kin Network”), a wholly-owned subsidiary of Alltel that provides wireline tandem switching services in Kansas, to Atlantis. More detailed information regarding the proposed transfer of control is set forth in the FCC Form 603 application that has been designated the lead application for the transaction, FCC File No. 0003040113 (“Lead Application”).

I. INFORMATION REQUIRED BY SECTION 63.18 OF THE COMMISSION’S RULES REGARDING KIN NETWORK’S INTERNATIONAL SECTION 214 AUTHORIZATION.

Answer to Question 10

Transferor Contact Information

Chris Sheesley
Regulatory Manager
Alltel Corporation
One Allied Dr., B2F02-A
Little Rock, AR 72202
(501) 905-8555

With a copy to:
Cheryl A. Tritt
Morrison & Foerster LLP
2000 Pennsylvania Ave., NW, Suite 5500
Washington, DC 20006
(202) 887-1500

Transferee Contact Information

Clive Bode
Vice President
Atlantis Holdings LLC
301 Commerce St., Suite 3300
Fort Worth, TX 76102
(817) 871-4000

With a copy to:
Kathleen Q. Abernathy
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 887-4125

Prior International Section 214 Authorizations

Alltel itself holds no international Section 214 authorizations, but controls three international Section 214 authorizations that are held through its wholly-owned subsidiaries. Alltel's wholly-owned subsidiary Kin Network holds the international 214 authorization that is the subject of the Application. Kin Network is authorized to provide international global telecommunications service on a resale basis pursuant to Section 68.18(e)(2) of the Commission's rules. *See* File No. ITC-214-19970219-00097.¹ Atlantis does not hold an international Section 214 authorization.

Answer to Question 11

The relevant direct and indirect ownership information required by Section 63.18(h) of the Commission's rules is set forth in the Lead Application. Neither Atlantis nor Alltel has interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction and Public Interest Statement

On May 20, 2007, Alltel, a publicly traded Delaware corporation, entered into an Agreement and Plan of Merger ("Merger Agreement") with Atlantis and its wholly-owned subsidiary, Atlantis Merger Sub, Inc., a Delaware corporation ("Merger Sub"). Atlantis is wholly-owned by certain investment funds ultimately controlled by TPG Capital and The Goldman Sachs Group, Inc. Upon Commission approval and satisfaction of other closing conditions set forth in the Merger Agreement, Merger Sub will be merged into Alltel ("Merger") and Alltel will continue as the surviving company. As a result of the Merger, Alltel will cancel all outstanding stock, and existing shareholders will receive cash for their cancelled shares. Alltel will become a wholly-owned subsidiary of Atlantis, which will own 100 percent of the outstanding capital stock of the merged Alltel. Accordingly, Alltel and Atlantis are filing a series of applications seeking Commission consent to transfer control of Alltel from its current shareholders to Atlantis, including the Application to transfer control of Kin Network's Section 214 authorizations.

Alltel holds only a *de minimis* share of the international telecommunications market and the proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications market. The Commission previously concluded that a U.S. carrier affiliated with a foreign carrier with sufficient market power on the foreign end of an international route potentially could adversely affect competition in the U.S. market through increased prices,

¹ Concurrent applications are being filed to transfer control of the international Section 214 authorizations held by Alltel's other subsidiaries.

decreases in quality, or reductions in alternatives in end user markets.² Alltel, however, is not, and post-consummation will not be, affiliated with any foreign carrier. Accordingly, post-transaction Alltel will have no ability to adversely affect competition in the international market.

A more detailed description of this transaction and a public interest demonstration accompany the Lead Application.

Answer to Question 14

Upon consummation of the proposed transaction Alltel, and thus Kin Network, will become affiliated with a foreign service provider by virtue of GS's indirect ownership interests. Specifically, Alltel and Kin Network will become affiliated with the following foreign carrier in the countries listed below.

- Diveo Broadband Networks, Inc. – Argentina, Brazil, Columbia, Mexico, Panama, Peru, and Uruguay.

Answer to Question 16

Pursuant to Section 63.10 of the Commission's rules, the parties request that Kin Network be granted "non-dominant" status upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 14 above. Each of those countries is a member of the World Trade Organization ("WTO"). Furthermore, Diveo is not a monopoly provider of communications services, and it lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, under Section 63.10(a) and 63.18(k)(2), Kin Network is presumptively classified as non-dominant on the routes between the United States and Argentina, Brazil, Columbia, Mexico, Panama, Peru, and Uruguay.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO KIN NETWORK'S DOMESTIC 214 AUTHORIZATION

In support of the applicants' request for consent to transfer control of Kin Network's domestic blanket Section 214 authority to Atlantis, the following information is submitted pursuant to Section 63.04 of the Commission's rules. Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

² *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, 23951-54 (1997).

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the transferor and transferee offer domestic telecommunications services, and what services are provided in each area:

Kin Network provides domestic tandem switching services in Kansas, and upon consummation, it will continue to provide these services. Atlantis does not provide domestic telecommunications services in the United States.

(a)(8) Statement as to how the Application qualifies for streamlined treatment:

The applicants do not request streamlined treatment of the Application because it will be reviewed as part of a larger transaction that is not subject to streamlined treatment.

(a)(9) Identification of all other Commission applications related to this transaction:

A description of the Commission applications being filed to effectuate this transaction is set forth in the Lead Application.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants do not request special consideration because no parties to this transaction are facing imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this application:

No separately filed waiver requests are sought in conjunction with the Application.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:

A detailed demonstration of how the grant of the proposed transaction serves the public interest is set forth in the Lead Application.