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September 13, 2007

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20054

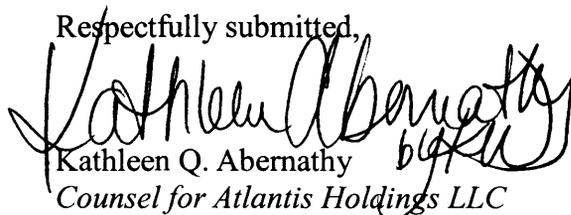
Re: Notice of Ex Parte Meeting, WT Docket No. 07-128, Alltel Corporation and Atlantis Holdings LLC Seek FCC Consent to Transfer Control of Licenses and Authorizations

Dear Ms. Dortch:

This is to notify you that on September 12, 2007, Joe Gleberman, Managing Director of Goldman Sachs PIA, Richard Massey, Executive Vice President and General Counsel of Alltel Corporation (“Alltel”), Stephanie Johanns, Senior Vice President, Federal Government Affairs of Alltel, Amy Mehlman, Mehlman Capital Strategies, Inc., and the undersigned, representing TPG Capital, L.P. and The Goldman Sachs Group, Inc., met with Chairman Kevin Martin and his Legal Advisor, Aaron Goldberger. The purpose of the meeting was to discuss the status of the pending applications for transfer of control of Alltel’s licenses and authorizations and to request expeditious grant of the applications. The participants also discussed timing concerns as outlined in the attached document, which was provided during the meeting.

This letter is filed pursuant to Section 1.1206 of the Commission’s rules. Please direct any questions to the undersigned.

Respectfully submitted,


Kathleen Q. Abernathy
Counsel for Atlantis Holdings LLC

Enclosure

cc: Chairman Kevin Martin
Aaron Goldberger

ATLANTIS/ALLTEL MERGER TIMING

We appreciate the Commission's diligent efforts to expeditiously process the Alltel transfer applications. The pleading cycle is completed, and the applications are unopposed. We believe the applications are ripe for approval, and for the following reasons, we request the Commission to act upon the applications by approximately October 16, 2007.

The timing of Commission approval is critical because the parties require a specific amount of time after grant to arrange financing and close the transaction and still leave sufficient opportunity for Alltel to file a short-form application to participate in the 700 MHz auction.

Atlantis has arranged for bank financing that by its terms requires a 20-day fund raising period **post-FCC** approval to market the bonds to investors. This 20-day period enables the banks, Atlantis, and Alltel to meet with major financial institutions and market the offering.

Investment-related constraints applicable to this period are: (a) the Merger Agreement requires that the 20-day marketing period cover 20 consecutive days; and (b) the marketing period cannot occur, and the parties cannot close the transaction, during specified blackout periods (November 21-25, 2007 and December 21, 2007-January 1, 2007), as set forth in the Merger Agreement. These blackout dates coincide with two major U.S. holiday periods.

Our request for Commission action by October 16, 2007 assumes that the FCC will set the filing deadline for Auction 73 short-form applications no later than the end of November or early December. (See attached timeline).

The 700 MHz auction will be one of the most important auctions sponsored to date by the Commission. The public would be well served if Alltel is allowed to participate, thus enhancing its ability to bring broadband services to its many rural customers.