

**SEPARATE STATEMENT OF
COMMISSIONER JONATHAN S. ADELSTEIN**

Re: Applications of Western Wireless Corporation and ALLTEL Corporation For Consent to Transfer of Control of Licenses and Authorizations; WT Docket No. 05-50

Western Wireless and ALLTEL have demonstrated a sincere commitment to providing the latest wireless technologies and services to traditionally underserved customers, particularly those in rural America. Coming from South Dakota, I am well aware of the challenges associated with providing mobile wireless services in the Great Plains and other less populated areas of the country. I fully approve this merger because I believe it will allow ALLTEL to be a stronger, more vibrant carrier capable of providing more comprehensive and advanced mobile wireless services to its customers, no matter where they live.

Of course, a merger like this requires a thorough public interest review to ensure that we do not inadvertently disadvantage the very communities we are trying to protect. An unchecked merger could harm the competitive environment in some communities in ways that the market is unlikely to overcome. I applaud the Commission staff for conducting a thorough analysis of the markets potentially affected by the merger, and I fully support our decision to require divestiture in the markets identified in our Memorandum Opinion and Order.

I do have one area of concern that is associated more with the overall trend of consolidation in the mobile wireless industry rather than the specific merger before us. During the past year, we have regularly heard from smaller mobile wireless companies that are concerned about their ability to negotiate automatic roaming contracts with the larger regional and nationwide carriers. These concerns also came up both in the record of this merger as well as in the Cingular-AT&T Wireless acquisition completed last year.

I think the time is right for the Commission to accumulate a full record on the roaming issue to determine what, if any, action may be needed. So, I am very pleased that the Chairman has agreed to initiate shortly a proceeding that will explore the issue of roaming and the effects of consolidation on the ability of smaller carriers to negotiate access to larger networks. This is a positive development, and I am pleased that we can begin a formal review of this matter in the very near term.

Finally, there has been some good discussion during the last few days of our deliberation regarding the merger and its possible impact on ALLTEL's compliance with the upcoming E911 handset penetration deadline. I appreciate the efforts of Commissioner Copps in raising this important issue. As the mobile wireless industry is well aware, the entire Commission takes E911 compliance very seriously particularly given the increasingly important role of E911 in our nation's homeland security efforts.

While I am troubled by ALLTEL's apparent difficulty in reaching the 95% penetration level by December 31, 2005, I acknowledge the recent commitment to timely address these challenges and to ensure that the merged company remains on a "path to full compliance." Also, the record contains a number of support letters on ALLTEL's behalf from public safety and

governmental organizations including filings from officials leading the state government wireless E911 deployment efforts in North Carolina, South Carolina, and Virginia. Ultimately, I believe that issues regarding ALLTEL's handset compliance problem can be addressed through our existing rules and regulations, an area in which we have not hesitated to take specific enforcement action when appropriate during the past several years.