ALLTEL CORP
Form DEF 14A
March 15, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Alltel Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ALLTEL CORPORATION

One Allied Drive   Little Rock, Arkansas 72202

Telephone (501) 905-8000

www.alltel.com

March 16, 2006

Dear Stockholder:

The 2006 Annual Meeting of Stockholders of Alltel Corporation will be held on Thursday, April 20, 2006, for the purposes set forth in the accompanying notice. The matters to be voted upon are explained in the proxy statement included with the notice.

Please complete and return your proxy as promptly as possible or vote on the Internet or by telephone in accordance with the instructions set forth on the proxy card. Thank you for your assistance.

Sincerely,

Scott T. Ford

President and Chief Executive Officer

ALLTEL CORPORATION

Notice of Annual Meeting of Stockholders

April 20, 2006

To the Stockholders of

Alltel Corporation:

Notice Is Hereby Given That the 2006 Annual Meeting of Stockholders of Alltel Corporation (Alltel) will be held in the Alltel Arena, One Alltel Arena Way (Washington Street Box Office Entrance), North Little Rock, Arkansas 72114, on Thursday, April 20, at 11:00 a.m. (local time), for the following purposes:

1. To elect directors to the class whose term will expire in 2009.

2. To consider and vote upon a proposal to approve the amended and restated Alltel Performance Incentive Compensation Plan.

3. To consider and vote upon a proposal to approve the amended and restated Alltel Long-Term Performance Incentive Compensation Plan.

4. To ratify the appointment of PricewaterhouseCoopers LLP as Alltel s independent auditors for 2006.

5. To transact such other business as may properly come before the meeting or any adjournment thereof.

Appendix A to this proxy statement contains audited financial statements and certain other financial information required by the rules and regulations of the Securities and Exchange Commission (SEC). In addition, a copy of the Annual Report for the calendar year 2005 accompanies this proxy statement.

Only holders of Common Stock of record at the close of business on February 24, 2006, are entitled to notice of and to vote at the meeting or at any adjournment thereof; holders of unexchanged shares of companies previously acquired by Alltel are entitled to notice of the meeting and will be entitled to vote if they have exchanged those shares for Alltel shares by April 20, 2006.

By Order of the Board of Directors,

RICHARD N. MASSEY

Secretary

Little Rock, Arkansas

March 16, 2006

WHETHER OR NOT YOU PLAN TO ATTEND THIS MEETING, PLEASE FILL IN, SIGN, DATE, AND RETURN THE ACCOMPANYING PROXY IN THE ENCLOSED ENVELOPE OR VOTE ON THE INTERNET OR BY TELEPHONE IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH ON THE PROXY CARD.

Alltel Corporation

One Allied Drive

Little Rock, Arkansas 72202

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Alltel Corporation (Alltel) to be used at its 2006 Annual Meeting of Stockholders to be held on Thursday, April 20, 2006, and at any adjournment or adjournments thereof. Shares represented by properly executed proxies will be voted at the meeting. If a choice is specified by a stockholder, the proxy will be voted in accordance with that choice. Any proxy may be revoked at any time if it has not already been exercised.

This proxy statement is being mailed to stockholders beginning on March 16, 2006.

The close of business on February 24, 2006, has been fixed as the record date for the determination of stockholders entitled to notice of and to vote at the meeting or any adjournment thereof. On the record date, there were outstanding and entitled to vote 387,911,722 shares of Common Stock; up to 11,572 additional shares of Common Stock would be entitled to vote in the event unexchanged shares of companies previously acquired by Alltel were exchanged for Alltel shares by April 20, 2006.

On all matters to be acted upon at the meeting, each share of Common Stock is entitled to one vote per share. Under Delaware law and Alltel s Restated Certificate of Incorporation, if a quorum is present at the meeting, the four nominees for election as directors for the term ending in 2009 who receive the greatest number of votes cast for the election of directors at the meeting by the shares present in person or by proxy and entitled to vote shall be elected directors for the term ending in 2009, and any other matters submitted to a vote of the stockholders, must be approved by the affirmative vote of the majority of shares present in person or by proxy and entitled to vote on the matter. In the election of directors, any action other than a vote for a nominee will have the practical effect of voting against the nominee. With respect to any other matters submitted to a vote of the stockholders, abstention from voting will have the practical effect of voting against the matter because the abstention results in one less vote for approval. Broker nonvotes on one or more matters will have no impact because they are not considered shares present for voting purposes (although broker nonvotes are counted for purposes of establishing a quorum).

ELECTION OF DIRECTORS

The Alltel Board of Directors presently consists of twelve members divided into three classes, one of which consists of three members, one of which consists of four members, and one of which consists of five members. Messrs. William H. Crown, Joe T. Ford, John P. McConnell and Ms. Josie C. Natori, currently members of the class whose term expires in 2006, are nominees for election at the 2006 Annual Meeting for the term ending in 2009. Mr. Dennis E. Foster, who is also a member of the class whose term expires in 2006, is not standing for re-election and will not serve past the 2006 Annual Meeting. Following the election of directors at the 2006 Annual Meeting, the Board of Directors will consist of eleven members divided into three classes, two of which will consist of four members and one of which will consist of three members.

Unless otherwise directed, the persons named in the accompanying form of proxy will vote that proxy for the election of the four persons named below, with each to hold office for a term of three years until the 2009 Annual Meeting or until his or her successor is elected and qualified. In case any nominee is unable to serve (which is not anticipated), the persons named in the proxy may vote for another nominee of their choice. For each nominee and each director who will continue to serve after the Annual Meeting, there follows a brief listing of principal occupations for at least the past five years, other major affiliations, Alltel Board Committees, and age. The year in which each such person was initially elected as an Alltel director also is set forth below (which, in the case of each of Messrs. Joe T. Ford and Emon A. Mahony, is the year in which his directorship commenced with Alltel s predecessor company, Allied Telephone Company). Mr. Scott T. Ford is the son of Mr. Joe T. Ford.

NOMINEES TERM ENDING 2009

William H. Crown, President and Chief Executive Officer of CC Industries, Inc., Chicago, Illinois (diversified investment company); Vice President of Henry Crown and Company, Chicago, Illinois (diversified investment company); Vice President of Dane Acquisition Corp., Chicago, Illinois (semi-truck trailers and accessories manufacturer). Director of Alltel since 2004. Member of Audit, Governance, and Pension Trust Investment Committees. Age 42.

Joe T. Ford, Chairman of the Board of Alltel; prior to July 1, 2002, Chairman and Chief Executive Officer of Alltel. Director of Textron Inc. and EnPro Industries, Inc. Director of Alltel since 1960. Age 68.

John P. McConnell, Chairman and Chief Executive Officer and Director of Worthington Industries, Inc., Columbus, Ohio (metal processor and manufacturer). Director of Alltel since 1994. Member of Audit and Compensation Committees. Age 52.

Josie C. Natori, President and Chief Executive Officer of The Natori Company, New York, New York (upscale fashion house). Director of The Philippine American Foundation. Trustee of Asian Cultural Council. Director of Alltel since 1995. Member of Compensation and Governance Committees. Age 58.

DIRECTORS TERM ENDING 2007

Scott T. Ford, President and Chief Executive Officer of Alltel; prior to July 1, 2002, President and Chief Operating Officer of Alltel. Director of Tyson Foods, Inc. Director of Alltel since 1996. Chairman of Executive Committee. Age 43.

Lawrence L. Gellerstedt, III, President of the Office/Multi-Family Division of Cousins Properties, Inc., Atlanta, Georgia (real estate investment firm and property management services provider); prior to July 1, 2005 Chairman and Chief Executive Officer of The Gellerstedt Group, LLC (real estate investment firm and construction and property management services provider); prior to June 1, 2003, President and Chief Operating Officer of The Integral Group. Director of SunTrust Bank, Atlanta, and Rock Tenn Company. Director of Alltel since 1994. Chairman of Governance Committee and member of Executive Committee. Age 49.

Emon A. Mahony, Jr., Chairman of the Board of Arkansas Oklahoma Gas Corporation, Fort Smith, Arkansas (natural gas company); Vice President, Secretary, and Director of Mahony Corporation, El Dorado, Arkansas (family investment company); Managing Partner in EAM Company, LLC, El Dorado, Arkansas (family investment company). Director of Alltel since 1980. Chairman of Audit Committee and member of Executive and Pension Trust Investment Committees. Age 64.

Ronald Townsend, Communications Consultant, Jacksonville, Florida. Director of Winn Dixie Stores and Rayonier Inc. Director of Alltel since 1992. Chairman of Pension Trust Investment Committee and member of Audit Committee. Age 64.

DIRECTORS TERM ENDING 2008

John R. Belk, President and Chief Operating Officer of Belk, Inc., Charlotte, North Carolina (department store retailer). Director of Ruddick Corporation and Belk, Inc. Director of Alltel since 1996. Member of Compensation and Governance Committees. Age 47.

Gregory W. Penske, President and Director of Penske Automotive Group Inc., El Monte, California (car dealership operator); Director of Penske Corporation, International Speedway Corp., Los Angeles Sports Council, and Southern California Committee for the Olympic Games. Director of Alltel since 2000. Age 43.

Warren A. Stephens, President, Chief Executive Officer, and Director of Stephens Inc. and Stephens Group, Inc., Little Rock, Arkansas (investment banking firm and diversified investment company, respectively). Director of Dillards Inc. Director of Alltel since 2002. Member of Executive Committee. Age 49.

BOARD AND BOARD COMMITTEE MATTERS

During 2005, there were eight meetings of Alltel s Board of Directors. All of the directors attended 75% or more of the meetings of the Board and Board Committees on which they served. Directors are expected to attend each Annual Meeting of Stockholders. All of the directors attended the 2005 Annual Meeting.

The Board has determined that all of the directors, except Messrs. Joe T. Ford, Scott T. Ford, Gregory W. Penske, and Warren A. Stephens, are independent, as defined in the New York Stock Exchange listing standards. In making this determination, the Board evaluated the following relationships involving Mr. Emon A. Mahony, Jr. and found that those relationships were not material, as defined by the New York Stock Exchange listing standards, because they would not interfere with Mr. Mahony s exercise of independent judgment:

Emon A. Mahony, Jr. Mr. Mahony is employed on a part-time basis by Stephens Group, Inc. as an advisor. As discussed below under Certain Transactions, Stephens Inc. provides investment banking and investment management services to Alltel. Warren A. Stephens is an executive officer and director of Stephens Inc. Joe T. Ford is a director of Stephens Group, Inc.

The standing Committees of the Board are the Executive Committee, Audit Committee, Compensation and Equity Incentive Committee, Governance Committee, and Pension Trust Investment Committee. The Audit, Compensation, and Governance Committees are comprised entirely of independent directors, as defined under the New York Stock Exchange listing standards. A brief description of the functions of the Audit, Compensation, and Governance Committees is set forth below.

Executive sessions of the non-management directors occur at the end of each regular meeting of the Board. The non-management director presiding at those sessions rotates (in order) among the Chairmen of the Audit Committee, the Compensation Committee, the Governance Committee, and the Pension Trust Investment Committee.

The Audit Committee held five meetings during 2005. The Audit Committee assists the Board of Directors in overseeing Alltel s financial statements and financial reporting process, disclosure controls and procedures and systems of internal accounting and financial controls, independent auditors engagement, performance, independence and qualifications, internal audit function, and legal and regulatory compliance and ethics programs as established by Alltel management and the Board of Directors. The Board has determined that Mr. Mahony is an audit committee financial expert, as defined by the rules of the Securities and Exchange Commission.

The Compensation Committee held six meetings during 2005. The Compensation Committee assists the Board in fulfilling its oversight responsibility related to the compensation programs, plans, and awards for Alltel s directors and principal officers. The Compensation Committee also acts as the Equity Incentive Committee.

The Governance Committee held two meetings during 2005. The Governance Committee is responsible for identifying individuals qualified to become members of the Board. The Governance Committee identifies candidates through various methods, including recommendation from directors, management, and stockholders. The Governance Committee has the authority to retain search firms to be used to identify director candidates. The Committee recommends director nominees to the Board for approval. The Governance Committee periodically reviews with the Chairman and the Chief Executive Officer the appropriate skills and characteristics required of Board members in the context of the composition of the Board and an assessment of the needs of the Board from time to time. The Governance Committee considers applicable Board and Board committee independence requirements imposed by the Board s Corporate Governance Board Guidelines, the New York Stock Exchange listing standards, and applicable law. The Governance Committee also considers, on a case-by-case basis, the number of other boards and board committees on which a director candidate serves. The

Governance Committee seeks candidates who evidence personal characteristics of high personal and professional integrity; intelligence and independent judgment; broad training and experience at the policy-making level in business; a commitment to serve on the Board over a period of several years to develop knowledge about Alltel, its strategy, and its principal operations; a willingness to evaluate management performance objectively; and the absence of activities or interests that could conflict with the director s responsibilities to Alltel. The Governance Committee considers director candidates recommended by stockholders. Stockholder recommendations must be submitted to the Committee in accordance with the substantive and procedural requirements set forth in Alltel s Bylaws, as discussed below under the caption Other Matters. The Governance Committee does not have a specific policy regarding the consideration of stockholder recommendations for director candidates because the Committee evaluates stockholder recommendations in the same manner as it evaluates director candidates recommended by other sources.

Alltel maintains a corporate governance section on its website to provide relevant information to stockholders. Governance information available on the website includes, among other items, the Board s Amended and Restated Corporate Governance Board Guidelines; the charters for the Audit, Compensation, and Governance Committees; and Alltel s code of ethics applicable to all directors, officers, and employees. This information is available on the investor relations page of the Alltel website, www.alltel.com, under corporate governance. Alltel will provide to any stockholder a copy of the Governance Board Guidelines, the Committee charters, and the code of ethics, without charge, upon written request to Vice President-Investor Relations, Alltel Corporate Services, Inc., One Allied Drive, Little Rock, Arkansas 72202. Stockholders may contact the non-management directors of Alltel s Board of Directors by writing to: Alltel Corporation, Attention: Non-Management Directors, c/o Corporate Secretary, One Allied Drive, Little Rock, Arkansas 72202.

SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

Effective January 22, 2004, the Board adopted minimum stock ownership requirements for Alltel s non-management directors and executive officers. Non-management directors are required to maintain beneficial ownership of shares of Alltel Common Stock valued at least five times the annual base fee paid to non-management directors. Executive officers are required to maintain beneficial ownership of shares of Common Stock at the following levels: five times base salary for the Chief Executive Officer; three times base salary for Group Presidents, Executive Vice Presidents, and Senior Vice Presidents; and two times base salary for all other executive officers. Directors and executive officers generally have three years from their initial election (or, for incumbent directors and executive officers as of January 22, 2004, until the date of the 2007 Annual Meeting of stockholders) to meet the applicable ownership requirements and, thereafter, one year to meet any increased ownership requirements resulting from changes in stock price, annual base fee, annual base salary, or applicable ownership levels occurring prior to the 2007 Annual Meeting.

Set forth below is certain information, as of February 24, 2006, as to shares of each class of Alltel equity securities beneficially owned by each of the directors, each of the executive officers identified in the Summary Compensation Table on page 14, and by all directors and executive officers of Alltel as a group. Except as otherwise indicated by footnote, all shares reported below are shares of Common Stock, and the nature of the beneficial ownership is sole voting and investment power:

	Name of Beneficial Owner	**Amount and Nature of Beneficial Ownership**	**Percent of Class (if 1% or more)**
Directors	John R. Belk	62,162(a)	
	William H. Crown	5,720,383(a)(b)	1.5%
	Joe T. Ford	2,845,604(a)	
	Dennis E. Foster	403,354(a)	
	Lawrence L. Gellerstedt, III	67,351(a)	
	Emon A. Mahony, Jr.	114,687(a)(c)	
	John P. McConnell	66,322(a)	
	Josie C. Natori	64,126(a)	
	Gregory W. Penske	47,550(a)	
	Warren A. Stephens	10,817,012(a)(d)	2.8%
	Ronald Townsend	20,328(a)	
Named Executive Officers	Scott T. Ford	1,952,836(e)	
	Kevin L. Beebe	1,176,084(e)	
	Jeffrey H. Fox	1,242,576(e)	
	Francis X. Frantz	692,959(e)	
	Jeffery R. Gardner	683,950(e)	
All Directors and Executive Officers as a Group		26,662,893(f)	6.8%

(a) Includes shares that the indicated persons have the right to acquire (through the exercise of options) on or within 60 days after February 24, 2006, as follows: John R. Belk (52,500); William H. Crown (16,500); Joe T. Ford (1,955,000); Dennis E. Foster (352,708); Lawrence L. Gellerstedt, III (55,725); Emon A. Mahony, Jr. (54,500); John P. McConnell (54,500); Josie C. Natori (56,038); Gregory W. Penske (42,500); Warren A. Stephens (36,000); and Ronald Townsend (18,500).

(b) The nature of the beneficial ownership is shared voting and investment power with respect to all of the shares reported above, but for 99 shares owned by Mr. Crown s spouse, with respect to which Mr. Crown has no voting or investment power. Mr. Crown disclaims beneficial ownership of all these shares, except 6,992 shares owned by him, and his pro rata share of 5,713,292 shares owned directly or indirectly by partnerships of which he is a partner and corporations of which he is a shareholder.

(c) Includes 2,595 shares held by Mr. Mahony s spouse, with respect to which Mr. Mahony has shared investment power and no voting power.
(d) Mr. Stephens disclaims beneficial ownership of 10,720,061 of these shares, except to the extent of his pecuniary interest in them.
(e) Includes shares that the indicated persons have the right to acquire (through the exercise of options) on or within 60 days after February 24, 2006, as follows: Scott T. Ford (1,814,000); Kevin L. Beebe (1,105,694); Jeffrey H. Fox (1,172,000); Francis X. Frantz (583,000); and Jeffery R. Gardner (653,000).
(f) Includes a total of 8,624,143 shares that members of the group have the right to acquire (through the exercise of options) on or within 60 days after February 24, 2006.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

Set forth below is certain information, as of February 24, 2006, with respect to any person known to Alltel to be the beneficial owner of more than 5% of any class of Alltel s voting securities, all of which are shares of Common Stock:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common Stock	Private Capital Management, L. P. 8889 Pelican Bay Boulevard Suite 500 Naples, FL 34108-7512	36,468,040 shares(a)	9.5%

(a) Based upon information contained in the Schedule 13G/A filed by Private Capital Management (PCM) on February 14, 2006, it has shared voting and investment power with respect to these shares. Bruce S. Sherman, chief executive officer of PCM, has sole voting and investment power with respect to 560,595 shares and shared voting and investment power with respect to 36,503,885 shares (including the shares held by PCM s clients and managed by PCM), and Gregg J. Powers, president of PCM, has sole voting and investment power with respect to 30,000 shares and shared voting and investment power with respect to 36,468,040 shares (including the shares held by PCM s clients and managed by PCM).

COMPARATIVE STOCKHOLDER RETURN

Set forth below is a line graph showing a five-year comparison of cumulative total stockholder return on Common Stock; the Standard & Poor s 500 Stock Index; and the Standard & Poor s 500 Telecommunications Services Index, which consists of the following companies: Alltel Corporation, AT&T Inc., BellSouth Corporation, CenturyTel, Inc., Citizens Communications Corp., Qwest Communications International Inc., Sprint Nextel Corporation, and Verizon Communications Inc. The Standard and Poor s 500 Index and the Standard and Poor s 500 Telecommunications Services Index are market capitalization weighted indices.

	Alltel	S&P 500	S&P 500 Telecom Services
Dec-00	100.00	100.00	100.00
Dec-01	101.00	88.15	87.94
Dec-02	85.68	68.79	58.02
Dec-03	80.64	88.29	61.96
Dec-04	104.31	97.77	74.03
Dec-05	114.72	102.50	70.08

* Assumes that $100 was invested on the last trading day of 2000 and that all dividends were reinvested.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

This report provides information concerning determinations by the Compensation Committee (the Committee) of Alltel s Board of Directors for compensation reported for 2005 with respect to Alltel s Chief Executive Officer and other executive officers, including the officers named in the Summary Compensation Table on page 14. The Committee is comprised entirely of independent, non-employee directors, none of whom has any interlocking relationships as defined for proxy statement disclosure purposes.

The Committee reviewed compensation information from a group of ten companies that compete in Alltel s principal lines of business and utilized regression analysis on that information to mitigate the impact of company size on compensation levels for the comparison group. This comparison group of eight companies is not identical to the group of peer issuers identified in the Comparison of Five-Year Cumulative Total Return graph on page 9.

Base Salaries

The Committee reviews the base salaries of Alltel s executive officers annually and establishes each officer s base salary in relation to the mean of the comparison group giving consideration to each officer s performance during the prior year (without assigning a precise weighting to the foregoing components). With respect to Mr. Ford, minimum base salary is set in accordance with the terms of his employment agreement. In 2005, Alltel s relative competitiveness with the comparison group increased slightly from 2004 with the mean base salary for the officer group at the mean of the corresponding 50^{th} percentile base salaries of the comparison group. For 2005, the Committee increased the base salary of each Alltel executive officer named in the Summary Compensation Table and each other Alltel executive officer. As reflected in the Summary Compensation Table, Mr. Ford s 2005 base salary was $925,000.

Annual Incentives

Alltel s Performance Incentive Compensation Plan (the Incentive Plan) provides Alltel s executive officers with the opportunity to receive annual cash incentive payments (calculated as a percentage of each executive officer s base salary). The Incentive Plan is based exclusively on the achievement of an earnings per share objective from current businesses established by the Committee at the beginning of the year. The Committee establishes the criteria at three levels, minimum , mid-point , and target. For 2005, the mid-point primary earnings per share objective from current businesses was $3.38. For mid-point performance in 2005, mean total direct compensation (base salary plus Incentive Plan payment) for the officer group was at the mean of the 60^{th} percentile total direct compensation levels of corresponding officers of the comparison group. As reflected in the Summary Compensation Table, Mr. Ford received a $1,875,900 payment under the Incentive Plan for 2005, which reflects Alltel s achievement of the financial performance criteria between the mid-point and target levels.

Long Term Incentives

Alltel s long term incentives for executive officers include payments under the Long-Term Performance Incentive Compensation Plan (the Long-Term Incentive Plan) and equity incentive grants. The Long-Term Incentive Plan provides Alltel s executive officers with the opportunity to receive cash incentive payments based on a three-year measurement period (calculated as a percentage of each executive officer s average annual salary during that three-year period). The Long-Term Incentive Plan payments are based exclusively on the achievement of the minimum , mid-point , or target earnings per share objective from current businesses during that three-year period. The mid-point earnings per share objective from current businesses (averaged over a three year period) for the three-year period of 2003-2005 was $3.37. The Committee believes the design of the Long-Term Incentive Plan focuses Alltel s executive officers on Alltel s long-term financial success.

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For 2005, the mid-point bonus opportunity under the Long-Term Incentive Plan yielded a mean net total compensation level (base salary, Incentive Plan and Long-Term Incentive Plan payments, and equity incentive grant) for the officer group that was below the mean of the 60th percentile of the net total compensation levels of the corresponding officers of the comparison group. As reflected in the Summary Compensation Table, Mr. Ford received a $1,217,125 payment under the Long-Term Incentive Plan with respect to the three-year measurement period of 2003-2005, which reflects Alltel s achievement of the financial performance criteria at the mid-point level.

Alltel s equity incentive plans allow Alltel s executive officers to receive restricted stock, options to purchase shares of Common Stock, and other equity incentives. In 2005, Alltel s executive officers received stock options and restricted stock. The stock options granted in 2005 have a per share exercise price equal to the market price of a share of Alltel Common Stock on the date of grant and vest in five equal annual increments during which the officer continues to be employed by Alltel beginning on the one-year anniversary of the grant date. The restricted stock granted in 2005 vests on the three-year anniversary of the grant date, subject to partial earlier performance-based vesting, if the officer continues to be employed by Alltel through the applicable vesting date. Under the performance-based vesting provisions, one-third of the granted restricted shares vests early on each of the one- and two-year anniversaries of the grant date if Alltel meets specified stockholder return objectives on those anniversary dates. The Committee believes that stock option and restricted stock grants encourage and reward effective management, assist in the retention of valued executive officers, and align stockholder and management interests. The Committee determined the respective number of options and restricted shares granted to each officer during 2005 by considering the competitiveness of each officer s net total compensation in relation to the 60th percentile of the net total compensation of corresponding officers of the comparison group and the Committee s subjective judgment of the value of that officer s contribution to Alltel (without assigning a precise weighting to the components comprising that contribution). As reflected in the Summary Compensation Table, Mr. Ford received 120,000 options and 30,000 restricted shares in 2005.

Deductibility Limits

Section 162(m) of the Internal Revenue Code generally does not allow a deduction for annual compensation in excess of $1,000,000 paid to Alltel s Chief Executive Officer or to any other Alltel officer or executive whose individual compensation during the year would be required to be disclosed in Alltel s annual proxy statement by reason of being among Alltel s four most highly compensated officers for the year (other than the Chief Executive Officer). This limitation on deductibility does not apply to certain compensation, including compensation that is payable solely on account of the attainment of one or more performance goals. The Committee s policy is generally to preserve the federal income tax deductibility of compensation and to qualify eligible compensation for the performance-based exception in order for compensation not to be subject to the limitation on deductibility imposed by Section 162(m) of the Internal Revenue Code; the Committee may, however, approve compensation that may not be deductible if the Committee determines that the compensation is in the best interests of Alltel.

The Compensation Committee

Dennis E. Foster, Chairman

John R. Belk

John P. McConnell

Josie C. Natori

AUDIT COMMITTEE REPORT

This report provides information concerning the Audit Committee of the Board of Directors. The Audit Committee s Amended and Restated Charter is attached to this proxy statement as Appendix B. The Audit Committee is comprised entirely of independent directors, as defined and required by applicable New York Stock Exchange listing standards.

In connection with its function to oversee and monitor Alltel s financial reporting process, the Audit Committee has reviewed and discussed with Alltel s management the audited financial statements for the year ended December 31, 2005; discussed with PricewaterhouseCoopers LLP, Alltel s independent auditors, the matters required to be discussed by Statement on Auditing Standards No. 61 (as amended by Statement on Auditing Standards No. 90); received and reviewed the written disclosures and the letter from PricewaterhouseCoopers LLP required by Independence Standards Board Standard No. 1; and discussed with PricewaterhouseCoopers LLP its independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements for the year ended December 31, 2005, be included in Appendix A and in Alltel s 2005 Annual Report on Form 10-K for filing with the SEC.

The Audit Committee

Emon A. Mahony, Jr., Chairman

William H. Crown

John P. McConnell

Ronald Townsend

MANAGEMENT COMPENSATION

Compensation of Directors

In 2005, non-management directors of Alltel received $60,000 as an annual base fee and $1,750 for each Committee and Board meeting attended. Each non-management director of Alltel who chaired a Board Committee received an additional annual fee of $7,500. Directors may elect to defer all or a part of their cash compensation under Alltel s deferred compensation plan for directors.

Under the 1999 Nonemployee Directors Stock Compensation Plan, as amended, a portion of each nonemployee director s annual base fee is paid on the annual meeting date in restricted shares of Common Stock that are subject to forfeiture if the nonemployee director ceases to be a director prior to the following year s annual meeting date for any reason other than death or disability. In the event of retirement prior to the following year s annual meeting date as a result of Alltel s retirement policy specified in Article X of Alltel s Bylaws, Alltel will pay the retiring director, in lieu of the forfeited shares, the corresponding pro rata portion of the annual base fee in cash. The number of restricted shares of Common Stock issued to each nonemployee director is determined by dividing the market price of a share of Common Stock on the annual meeting date into the portion of the annual base fee that is to be paid in restricted shares. In 2005, 50% of the annual base fee was paid by the issuance of 525 restricted shares. The Board of Directors may change the portion of the annual base fee payable in restricted shares of Common Stock, at least six months prior to the date of any annual meeting, and any nonemployee director may elect, at least six months prior to the date of any annual meeting, to receive restricted shares of Common Stock for a higher portion of the annual base fee than the portion fixed by the Board. Unless terminated earlier by the Board of Directors, the plan will continue until the 500,000 shares of Common Stock available under the plan have been issued and vested.

Under the 1994 Stock Option Plan for Nonemployee Directors, as amended (the Directors Plan), each nonemployee director automatically receives an initial grant of an option to purchase 10,000 shares of Common Stock on the date he or she first becomes a nonemployee director. The Directors Plan also provides for the automatic grant, following the conclusion of each annual meeting of stockholders, of an option to purchase 6,500 shares of Common Stock to each nonemployee director (other than a director who was first elected at the annual meeting). The exercise price of options granted under the Directors Plan is the fair market value of the Common Stock on the date the option is granted and is payable in cash, already-owned Common Stock, or a combination of both. The options vest and become exercisable on the day immediately preceding the next annual meeting of stockholders following the date of grant or, if earlier, on the death or disability of the holder or the occurrence of a change of control. If a person ceases to be a nonemployee director, all vested options held by that person continue to be exercisable for a period of six months or the earlier expiration of the ten-year term of the option. Any options that have not vested by the time the person ceases to be a nonemployee director may not thereafter be exercised. The Directors Plan will continue until the 1,000,000 shares of Common Stock available under the plan are issued, unless the plan is earlier terminated by the Board of Directors.

Mr. Joe T. Ford s services as Chairman of Alltel s Board of Directors are governed by a written agreement with Alltel. Under the agreement, Mr. Ford will serve as Chairman until the earliest of his retirement from the Board of Directors under Alltel s Board of Directors retirement policy, his resignation as Chairman of the Board of Directors, or the termination by the Board of Directors of Mr. Ford s status as Chairman of the Board. For his services as Chairman of the Board, Mr. Ford receives cash compensation of $20,833.33 per month, and, for purposes of determining the vesting of his stock options outstanding at the time of his retirement as Chief Executive Officer in July 2002, Mr. Ford will be treated as if his employment with Alltel had continued during the period he continues to serve as Chairman of the Board. During his tenure as Chairman of the Board, Mr. Ford will receive reimbursement for country club membership on the same basis as in effect at the time of his retirement as Chief Executive Officer. Mr. Ford also will receive the following perquisites on the same basis as provided to senior executives of Alltel from time to time: physical exam reimbursement, tax/estate planning reimbursement, and corporate plane usage. The foregoing compensation to Mr. Ford for his services as Chairman of the Board will be in lieu of any director fees, director meeting fees, director options, director stock grants, or other amounts otherwise payable to a member of the Board of Directors. Mr. Ford is eligible for reimbursement of any excise tax under Section 4999 of the Internal Revenue Code (and for any excise, income, or employment tax resulting from that reimbursement, successively, so as to offset the Internal Revenue Code Section 4999 excise tax) imposed on any payments to Mr. Ford from Alltel.

Compensation of Named Executive Officers

The following table shows the compensation, for each of the last three years, of Alltel s Chief Executive Officer and of Alltel s other four most highly compensated executive officers who were serving as executive officers on December 31, 2005:

SUMMARY COMPENSATION TABLE

			Annual Compensation			Long-Term Compensation: Awards		Long-Term Compensation: Payouts	
Name	Principal Position	Year	Salary ($)	Bonus ($)	Other Annual Compen-sation ($)	Restricted Stock Award ($)	Securities Underlying Options (#)	Long-Term Incentive Plan Payouts ($)	All Other Compen-sation ($)
Scott T. Ford	President and CEO	2005	925,000	1,875,900	177,939(a)	1,595,000(b)	120,000	1,217,125	225,180(c)
	President and CEO	2004	850,000	2,210,000	135,233(a)	1,232,000	100,000	1,569,100	181,057
	President and CEO	2003	850,000	1,889,550	96,535(a)		200,000	1,530,000	146,398
Kevin L. Beebe	Group President Operations	2005	650,000	1,014,000	80,228(a)	1,160,000(b)	75,000	513,600	151,814(c)
	Group President Operations	2004	600,000	1,140,000	74,240(a)	924,000	75,000	643,734	103,376
	Group President Communications	2003	550,000	893,475			120,000	577,500	76,344
Jeffrey H. Fox	Group President Shared Services	2005	650,000	1,014,000		1,160,000(b)	75,000	513,600	311,069(c)
	Group President Shared Services	2004	600,000	1,140,000		924,000	75,000	643,734	157,286
	Group President Communications	2003	550,000	2,893,475			120,000	577,500	76,344
Francis X. Frantz	Exec. Vice President and Secretary	2005	500,000	702,000		939,420(b)	60,000	402,320	224,241(c)
	Exec. Vice President and Secretary	2004	460,000	828,000		739,200	60,000	514,986	104,766
	Exec. Vice President and Secretary	2003	450,000	692,550			120,000	472,500	70,319
Jeffery R. Gardner	Exec. Vice President CFO	2005	525,000	737,100	73,433(a)	939,420(b)	60,000	374,500	118,259(c)
	Exec. Vice President CFO	2004	475,000	855,000		739,200	60,000	452,625	72,982
	Exec. Vice President CFO	2003	400,000	615,600			120,000	390,000	51,421

(a) Includes the aggregate incremental cost to Alltel of personal usage of corporate aircraft, as follows: Scott T. Ford ($174,531 in 2005, $132,058 in 2004, and $92,831 in 2003); Kevin L. Beebe ($75,590 in 2005 and $71,262 in 2004); and Jeffery R. Gardner ($70,547 in 2005). Each officer pays the required taxes on his taxable income imputed for personal usage of corporate aircraft. The amounts reported for personal use of company aircraft for 2003 and 2004 differ from the amounts reported in the footnotes to prior proxy statements because in 2005 Alltel changed its method for calculating officers other annual compensation from the Internal Revenue Code-based imputed income method to the Securities and Exchange Commission-based incremental cost method.

(b) These shares of restricted stock vest on the three-year anniversary of the grant date, subject to partial earlier performance-based vesting on the one- and two-year anniversaries of the grant date, if the executive officer continues to be employed by Alltel on the applicable vesting date. Holders of shares of restricted stock receive the same dividends as holders of Common Stock. On December 30, 2005, the aggregate restricted stock holdings for Messrs. Ford, Beebe, Fox, Frantz, and Gardner were 44,166 shares, 32,500 shares, 32,500, shares, 27,000 shares, and 27,000 shares, respectively, and the aggregate values of the shares based upon the December 31, 2005 closing price were $2,786,875, $2,050,750, $2,050,750, $1,703,700, and $1,703,700, respectively.

(c) Includes the following amounts for Messrs. Ford, Beebe, Fox, Frantz, and Gardner: allocated benefits under the Alltel Benefit Restoration Plan in the respective amounts of $179,533, $88,796, $88,796, $65,196, and $64,751; aggregate employer contributions under the Alltel Profit Sharing Plan and Alltel Thrift Plan in the amount of $8,400 for each of the foregoing officers; above-market earnings on deferred compensation in the respective amounts of $37,247, $54,618, $213,873, $140,169, and $45,108 (payment of which is deferred until the deferred compensation is paid); and dollar amount of premiums paid under supplemental split dollar life insurance policies in the amount of $10,476 for Mr. Frantz.

OPTION GRANTS IN 2005

The following table shows information concerning stock option grants during 2005 to Alltel s executive officers named in the Summary Compensation Table on page 14:

	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term			
					5%		10%	
Name	**Number of Securities Underlying Options Granted (#)(a)**	**% of Total Options Granted to Employees in 2005**	**Exercise or Base Price ($/Sh)**	**Expiration Date**	**Stock Price ($)**	**Dollar Gain ($)**	**Stock Price ($)**	**Dollar Gain ($)**
Scott T. Ford	120,000	8.93	55.26	1/19/15	90.01	4,170,326	143.33	10,568,425
Kevin L. Beebe	75,000	5.58	55.26	1/19/15	90.01	2,606,454	143.33	6,605,266
Jeffrey H. Fox	75,000	5.58	55.26	1/19/15	90.01	2,606,454	143.33	6,605,266
Francis X. Frantz	60,000	4.46	55.26	1/19/15	90.01	2,085,163	143.33	5,284,213
Jeffery R. Gardner	60,000	4.46	55.26	1/19/15	90.01	2,085,163	143.33	5,284,213
Dollar Gains of All Alltel Stockholders (b)						$1,333,030,000		$3,378,417,000

(a) These options become exercisable in five equal installments beginning on the first anniversary of the date of grant or sooner in the event Alltel experiences a change in control.

(b) Total dollar gains are based on the indicated assumed annual rates of appreciation in the option exercise price, calculated on the 383,605,936 shares of Common Stock outstanding as of December 31, 2005.

OPTION EXERCISES IN 2005 AND 2005 YEAR-END OPTION VALUES

The following table shows information concerning stock option exercises during 2005 by Alltel s executive officers named in the Summary Compensation Table on page 14:

Name	Shares Acquired on Exercise (#)	Value Realized ($)	Number of Securities Underlying Unexercised Options at 2005 Year-End Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at 2005 Year-End Exercisable/Unexercisable ($)
Scott T. Ford	70,000	2,197,349	1,620,000/490,000	16,796,700/4,751,600
Kevin L. Beebe	40,688	1,004,363	999,694/289,000	4,483,189/2,946,660
Jeffrey H. Fox	52,917	1,524,969	1,066,000/289,000	10,518,440/2,946,660
Francis X. Frantz	-0-	-0-	603,000/262,000	1,602,280/2,650,920
Jeffery R. Gardner	84,754	1,470,298	553,000/262,000	776,200/2,650,920

LONG-TERM INCENTIVE PLAN AWARDS IN 2005

The following table shows information concerning the awards made during 2005 under the Alltel Long-Term Incentive Plan with respect to the three-year measurement period 2005 through 2007 to Alltel s Chief Executive Officer and to Alltel s four other most highly compensated executive officers named in the Summary Compensation Table on page 14:

Name	Performance Period Until Payout	Estimated Future Payouts* Minimum ($)	Mid-Point ($)	Target ($)
Scott T. Ford	3 years	601,250	1,202,500	1,803,750
Kevin L. Beebe	3 years	325,000	650,000	975,000
Jeffery H. Fox	3 years	325,000	650,000	975,000
Francis X. Frantz	3 years	250,000	500,000	750,000
Jeffery R. Gardner	3 years	262,500	525,000	787,500

* Awards will be paid upon completion of the 2007 year on the basis of Alltel s performance during the three year period 2005-2007 as determined by Alltel s attainment of prescribed corporate and unit performance targets. The Compensation Committee of the Board of Directors specified those corporate and unit performance targets and the award levels for the indicated executive officers (which are stated as a percentage of each executive officer s average base salary during the 2005-2007 period). The estimated future payouts shown above assume that each executive officer s average base salary during the 2005-2007 period would be the same as his base salary during 2005.

OTHER COMPENSATION ARRANGEMENTS

Employment Agreement with Mr. Scott T. Ford

On July 24, 2003, Alltel entered into an employment agreement with Mr. Scott T. Ford, Alltel s President and Chief Executive Officer. The term of this agreement expires on December 31, 2007, unless terminated earlier in accordance with the provisions of the agreement. The agreement provides for an annual base salary of no less than $850,000, which the Board may increase annually. Mr. Ford s annual base salary for 2005 was $925,000. The agreement also provides for incentive awards under the Incentive Plan and the Long-Term Incentive Plan. In addition to these payments, Mr. Ford is entitled to receive certain perquisites, including, without limitation, country club membership reimbursement, physical exam reimbursement, and corporate plane usage.

In the event Mr. Ford s employment is terminated (i) as a result of death or by the Board due to disability or for cause or (ii) by Mr. Ford without good reason, the agreement provides for the payment of Mr. Ford s unpaid salary to the termination date, incentive awards under the terms of the Incentive Plan and the Long-Term Incentive Plan, and other benefits to which Mr. Ford has a vested right on the termination date, including, without limitation, any applicable benefits under Alltel s supplemental executive retirement plan (described below).

If the Board terminates Mr. Ford s employment without cause or if Mr. Ford terminates his employment for good reason, the agreement provides for the ordinary termination benefits described above plus certain severance benefits. The severance benefits include a lump sum severance payment described below, as well as the continuation for approximately two years of any health benefits and perquisites Mr. Ford is receiving at the time of termination and reimbursement for any additional taxes incurred as a result of the health benefits provided. The lump sum severance payment would include two times the sum of Mr. Ford s (i) base salary, (ii) the greater of the then prior year s actual incentive award and the then current year s target incentive award under the Incentive Plan (the Incentive Plan Benefit), and (iii) the greater of the then prior period s actual

incentive award and the then current period s target incentive award under the Long-Term Incentive Plan (the Long-Term Incentive Plan Benefit). The lump sum payment also would include the sum of the Incentive Plan Benefit, prorated to the termination date, and the Long-Term Incentive Plan Benefit, prorated to the termination date. Mr. Ford s lump sum severance payment would be reduced by any other cash severance paid to him.

In the event a change in control of Alltel occurs during the term of the employment agreement, Mr. Ford s change in control agreement (described below) would govern the amounts payable to him under that agreement in respect of such a change in control.

Change in Control Agreements

Alltel is a party to agreements with each of Messrs. Scott Ford, Beebe, Fox, Frantz, and Gardner which provide that if, following a change in control of Alltel, the executive s employment terminates within twelve months (unless the termination is as a result of death, by Alltel as a result of the executive s disability or for cause , or by the executive without good reason) or if, after remaining employed for twelve months, the executive s employment terminates during the following three-month period (unless the termination is a result of death or is by Alltel as a result of the executive s disability) (each of the foregoing events being referred to as a Payment Trigger), Alltel is required to pay the executive an amount equal to three times the sum of his base salary as in effect immediately prior to the change in control or Payment Trigger and the maximum amounts he could have received under the Incentive Plans for the period commencing coincident with or most recently prior to the period in which the change in control or Payment Trigger occurs, but reduced by any other cash severance paid to him. Alltel also is required to make an additional payment to the executive in the amount of any excise tax under Section 4999 of the Internal Revenue Code as a result of any payments or distributions by Alltel plus the amount of all additional income tax payable by him as a result of such additional payments. Payments under the agreements are covered by Alltel s grantor trust described below.

Defined Benefit Pension Plan

Alltel maintains a trusteed, noncontributory, defined benefit pension plan covering salaried and non-salaried employees under which benefits are not determined primarily by final compensation (or average final compensation). For nonbargaining participants, the pension plan was closed to new participants as of December 31, 2005 and frozen to additional accruals as of December 31, 2005 (December 31, 2010 for employees who had attained age 40 with two years of service as of December 31, 2005). Under this pension plan, Messrs. Scott Ford, Beebe, Fox, Frantz, and Gardner would have each period of post-January 1, 1988 through December 31, 2010, service credited at 1% of compensation, plus .4% of that part of his compensation that exceeds the Social Security Taxable Wage Base for such year. Service prior to 1988, if any, would be credited on the basis of a percentage of his highest consecutive five-year average annual base salary, equal to 1% for each year of service prior to 1982 and thereafter increasing by .05% each year until 1988, but only prospectively, i.e., with respect to service earned in such succeeding year; in addition, each of Messrs. Ford, Beebe, Fox, Frantz, and Gardner would receive an additional credit of .25% for each pre-1988 year of service after age 55, subject to a maximum of 10 years such credit, and would have added to his annual pension benefits an amount equal to .4% of the amount by which his pre-1988 career average annual base salary (three highest years) exceeds his Social Security covered compensation, multiplied by his years of pre-1988 credited service. Various benefit payment options are available on an actuarially equivalent basis, including joint and survivor benefits. Compensation included in the pension base includes cash awards under the Incentive Plans.

Assuming annual increases in compensation of 5% per year through December 31, 2010, continuation in the position he held during 2005, and retirement at age 65, the estimated annual benefit under the pension plan for each of Messrs. Ford, Beebe, and Fox is $624,602, $361,095 and $236,059, respectively. Assuming that Messrs. Frantz and Gardner terminate employment with Alltel on June 1, 2006, in connection with the spin-off of Alltel s wireline business, at their current levels of compensation, the estimated annual benefit under the pension plan for each of Messrs. Frantz and Gardner is $193,953 and $121,740, respectively. Amounts shown are straight life annuity amounts and include amounts payable under the defined benefit portion of the Alltel Benefit Restoration Plan.

Benefit Restoration Plan

Federal laws place certain limitations on pensions that may be paid under federal income tax qualified plans. The Alltel Benefit Restoration Plan provides for the payment to certain employees outside tax-qualified plans of any amounts not payable under the tax-qualified plans by reason of limitations specified in the Internal Revenue Code. Currently, under the Alltel Benefit Restoration Plan, Messrs. Scott Ford, Beebe, Fox, Frantz, and Gardner are eligible for accruals with respect to benefits not payable under Alltel s defined contribution plans and defined benefit pension plan. Amounts accrued, if any, under the defined contribution portion of these plans in 2005 for each of these executives are included in the Summary Compensation Table on page 14.

Supplemental Executive Retirement Plan

Alltel maintains a non-qualified supplemental executive retirement plan (the SERP) in which certain employees designated by the Board of Directors, including Messrs. Scott Ford, Beebe, Fox, Frantz, and Gardner, participate. The SERP provides with respect to Messrs. Ford, Beebe, and Fox that, upon normal retirement at age 65 with five or more years of service, or, if earlier, following a Payment Trigger that occurs after the participant has attained age 60 with 15 or more years of service or age 55 with 20 or more years of service, the executive will receive an annual retirement benefit under the SERP, payable as a single life annuity, equal to 60% of the greatest of (A) his base salary and cash payments to him under specified incentive compensation plans paid during the calendar year preceding his retirement; (B) his average annual base salary and cash payments to him under specified incentive compensation plans paid during the three calendar years preceding his retirement; or (C) if a Payment Trigger has occurred, the sum of (i) his annual base salary in effect immediately prior to the change in control (as defined in the change in control agreements described above), the Payment Trigger, or his retirement date, whichever is greatest, and (ii) the maximum cash amounts payable to him under specified incentive compensation plans for the period coincident with or most recently prior to the change in control, the Payment Trigger, or his retirement date, whichever is greatest. For Messrs. Frantz and Gardner, the above formula applies, but payment is made within 10 days of retirement in a single sum payment that is the actuarial equivalent of the annual retirement benefit. Cash amounts paid or payable under long-term incentive compensation plans are not included for determining the amount of retirement benefits under the SERP unless a Payment Trigger has occurred.

Each of Messrs. Ford, Beebe, and Fox also is entitled to an early retirement benefit under the SERP if he retires before becoming entitled to the normal retirement benefit but after attaining age 45 with five or more years of service, at least three of which years of service are earned in years after 2003, or after a Payment Trigger occurs (regardless of his age and years of service). Each of Messrs. Frantz and Gardner also is entitled to an early retirement benefit under the SERP upon the earliest to occur of January 1, 2007, and the date Alltel consummates the spin-off of its wireline business. The early retirement benefit is calculated the same as the normal retirement benefit, except that the percentage used in the calculation is (A) if a Payment Trigger has not occurred, 40%, increased by $^{1}/2$% for each whole number by which the sum of his age and years of service exceeds 50, up to a maximum of 60%, and (B) if a Payment Trigger has occurred, the greater of (i) the amount determined under (A) above, or (ii) 45%, increased ratably for the number of his years of service after early retirement eligibility, up to a maximum of 60%.

If Messrs. Ford, Beebe, or Fox dies after benefits commence, his surviving spouse will receive 50% of the amount that he was receiving prior to his death. If either of Messrs. Ford, Beebe, Fox, Frantz, or Gardner dies while employed, his surviving spouse will receive 50% of the amount that he would have received in the form of the annual retirement benefit if he had retired on the day before death. Following retirement, each of Messrs. Ford, Beebe, Fox, Frantz, and Gardner (and his spouse and dependents) also is entitled to receive post-retirement medical benefits under the SERP together with reimbursement for any additional taxes incurred as a result of the benefits being taxed less favorably than they would have been if received by other retired employees. Payments to Messrs. Ford, Beebe, Fox, Frantz, and Gardner under the SERP are covered by Alltel s grantor trust described below.

The retirement benefits payable under the SERP are reduced by certain benefits paid under other qualified and nonqualified benefit plans. The benefits under the SERP are not subject to offset for Social Security. For a participant who retires prior to age 55, benefits under the SERP are suspended for any period prior to the participant s 55th birthday during which the participant competes with Alltel. The Compensation Committee of Alltel s Board of Directors may accelerate the payment of benefits under the SERP on an actuarially equivalent basis.

Assuming retirement on or before January 1, 2007, the lump sum benefit under the SERP payable for each of Messrs. Frantz and Gardner is $7,615,028 and $9,256,645, respectively.

Assuming annual increases in compensation in future years of 5% per year, retirement at the earliest date on which the participant s age and years of service (at that date) would qualify the participant for an early retirement benefit, and based on estimates of the benefits under qualified and nonqualified benefit plans that reduce the retirement benefits payable under the SERP (as described above), the estimated annual retirement benefit under the SERP payable for each of Messrs. Ford, Beebe, and Fox, at the respective dates indicated is $1,164,314 payable to age 65 and $739,644 payable after age 65 (retirement date: July 31, 2007), $828,608 payable to age 55 and $731,038 payable after age 55 (retirement date: June 30, 2006), and $671,618 payable to age 65 and $548,816 payable after age 65 (retirement date: March 31, 2007), respectively.

Assuming annual increases in compensation in future years of 5% per year, retirement at the earliest date on which the participant s combined age and years of service (at that date) would produce the maximum benefit percentage of 60%, and based on estimates of the benefits under qualified and nonqualified benefit plans that reduce the retirement benefits payable under the SERP (as described above), the estimated annual retirement benefit under the SERP payable for each of Messrs. Ford, Beebe, and Fox, at the respective dates indicated is $2,090,366 (retirement date: June 30, 2024), $941,510 (retirement date: June 30, 2016), and $1,456,207 (retirement date: March 31, 2024), respectively.

Assuming annual increases in compensation in future years of 5% per year, retirement at age 65, and based on estimates of the benefits under qualified and nonqualified benefit plans that reduce the retirement benefits payable under the SERP (as described above), the estimated annual normal retirement benefit under the SERP payable for each of Messrs. Ford, Beebe, and Fox, is $2,200,547, $1,185,437 and $1,551,091, respectively.

Grantor Trust

Alltel maintains a grantor trust under Section 671 of the Internal Revenue Code (the Trust) to provide certain participants in designated compensation and supplemental retirement plans and arrangements with greater assurance that the benefits and payments to which those participants are entitled under those plans and arrangements will be paid. Contributions by Alltel to the Trust are discretionary. Prior to a change of control of Alltel (as defined in the trust agreement for the Trust), benefits may not be paid from the Trust.

Following a change of control of Alltel, benefits and payments may be paid from the Trust to the extent those benefits and payments are not paid by Alltel or its successor. The assets of the Trust are subject to the claims of the creditors of Alltel in the event Alltel becomes insolvent (as defined in the trust agreement for the Trust).

APPROVAL OF THE AMENDED AND RESTATED ALLTEL CORPORATION PERFORMANCE INCENTIVE COMPENSATION PLAN (Amended and Restated as of January 1, 2006)

Introduction

At the 2006 Annual Meeting, the stockholders of Alltel are being asked to approve an amendment to the Alltel Corporation Performance Incentive Compensation Plan. The amendment (i) increases the types of performance objectives that the Compensation Committee may use to structure annual incentive awards, (ii) removes the specific weightings of corporate/business unit earnings growth objectives and specified annual performance objectives, and (iii) adopts certain other best practices described below. Stockholders are asked to approve the amendment to qualify awards granted under the Alltel Corporation Performance Incentive Compensation Plan as performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code). Following is a summary of the Alltel Corporation Performance Incentive Compensation Plan (as amended and restated as of January 1, 2006), which is qualified in its entirety by reference to the full text of the plan document, a copy of which is attached as Appendix C to this proxy statement.

History and Background

Alltel maintains the Alltel Corporation Performance Incentive Compensation Plan (the Incentive Plan), as amended on January 1, 1993 and January 29, 1998. The Incentive Plan was adopted in order to advance the interests of Alltel by strengthening the linkage between Alltel executives and stockholders, the decision-making focus of Alltel executives upon improving stockholder wealth, and the ability of Alltel to attract and retain key employees.

Under the Incentive Plan, each officer or key management employee of Alltel or its subsidiaries that is designated by the Compensation Committee (or, in some cases, the CEO), has the opportunity to receive an annual cash incentive payment based on the achievement of certain corporate/business unit earnings growth objectives and certain specified annual performance objectives. The corporate/business unit earnings growth objectives must be expressed as a percentage increase in the Alltel or business unit earnings per share. The specified annual performance objectives must be expressed in terms of specified objectives, at least 50% of which must be annual financial measures and the remaining portion (if any) must be objective or subjective criteria. The corporate/business unit earnings growth objectives and specified annual performance objectives must be weighted equally and can be adjusted to take into account certain extraordinary or nonrecurring items affecting earnings and changes in employment status. The awards are payable as soon as administratively practicable after the close of the plan year.

On January 19, 2006, the Board unanimously approved, subject to stockholder approval at the 2006 Annual Meeting, an amendment and restatement of the Plan, effective as of January 1, 2006 (referred to hereafter as the Amended Incentive Plan), to (i) increase the types of performance objectives that the Compensation Committee may use to structure annual incentive awards, (ii) remove the specific weightings of corporate/business unit earnings growth objectives and specified annual performance objectives, and (iii) adopt certain other best practices described below. These changes will increase the Board s flexibility in evaluating and structuring its executive compensation program. Since executive compensation practices are influenced by a wide range of complex factors, including changes in strategic goals, regulatory developments, and the competitive compensation practices of other companies, it is important that Alltel retain the flexibility to structure annual incentives that balance these influences as well as the flexibility to respond quickly to changes that may otherwise limit its ability to attract, motivate and retain key talent.

The Amended Incentive Plan will also ensure that annual cash incentive awards comply with the performance-based compensation exception to Section 162(m) of the Code. Section 162(m) of the Code

generally prevents a publicly held corporation from claiming federal income tax deductions for compensation in excess of $1 million paid to certain of its senior executives. Compensation is exempt from this limitation, however, if it qualifies as performance-based compensation. In order for awards under the Amended Incentive Plan to qualify as performance-based compensation, Alltel s stockholders must approve the individuals eligible to receive an award under the Amended Incentive Plan, the material terms of the performance objectives under the plan, and the maximum amount of compensation that is payable under an award during a specified period to any one individual (and certain other requirements must be satisfied).

Our stockholders are asked to approve the Amended Incentive Plan to qualify awards as performance-based compensation for purposes of Section 162(m) of the Code. No awards granted to our named executive officers in 2006 under the Amended Incentive Plan will be paid unless the stockholders approve the Amended Incentive Plan. The approval of the Amended Incentive Plan requires the affirmative vote of a majority of the shares of Common Stock present in person or by proxy and entitled to vote on this proposal.

THE ALLTEL BOARD RECOMMENDS THAT ALLTEL STOCKHOLDERS VOTE IN FAVOR OF APPROVAL OF THE AMENDED INCENTIVE PLAN.

Summary of Amended Incentive Plan

Purpose. The purpose of the Amended Incentive Plan is to advance the interests of Alltel by strengthening the linkage between Alltel executives and stockholders, the decision-making focus of Alltel executives upon improving stockholder wealth, and the ability of Alltel to attract and retain key employees.

Administration. The Compensation Committee will administer the Amended Incentive Plan and shall have full power and authority to construe, interpret and carry out the provisions of the Amended Incentive Plan. The Compensation Committee may delegate to the CEO or other officers, subject to such terms as the Compensation Committee shall determine, authority to perform certain functions, including administrative functions. However, the Compensation Committee must retain the exclusive authority to determine matters relating to awards to the CEO and other key executives that are intended to qualify as performance-based compensation under Section 162(m) of the Code. Nothing contained in the Amended Incentive Plan shall be deemed to affect the authority of Alltel or the Compensation Committee to grant annual or long-term bonuses or other benefits to employees.

Eligibility and Participation. Participation in the Amended Incentive Plan will be available to officers or key management employees of Alltel or its subsidiaries who are customarily employed more than 20 hours per week and at least six months per year. At this time, however, the Compensation Committee anticipates that only 15 individuals will participate in the Amended Incentive Plan.

As soon as practicable after the beginning of each plan year, the Compensation Committee shall designate those eligible employees who will participate in the Amended Incentive Plan for the current plan year (each a participant). If a person becomes an eligible employee after the beginning of the plan year, he shall be designated as a participant as soon as practicable after he becomes an eligible employee. An eligible employee who is a participant for a given plan year is neither guaranteed nor assured of being selected for participation in any subsequent year. Notwithstanding the foregoing, individuals who are covered employees (generally any officer whose compensation would likely be non-deductible by Alltel under Section 162(m) of the Code if Alltel did not comply with the provisions of such section) must be designated by the Compensation Committee to participate in the Amended Incentive Plan no later than 90 days following the beginning of the plan year (or before 25% of the plan year has elapsed, if earlier).

Determination of Awards. The Compensation Committee shall establish the performance objectives (described below under Performance Objectives) and payout formulas for each participant during the first quarter of each plan year and notify each participant in writing of its determination. The performance objectives and payout formulas need not be uniform with respect to any or all participants and may be pro rated in the case of newly hired or newly promoted executives. The Compensation Committee must establish the performance objectives and payout formulas for each covered employee (defined above) not later than 90 days following the beginning of the plan year (or before 25% of the plan year has elapsed, if earlier). Participants must achieve the performance objectives established by the Compensation Committee in order to receive an award under the Amended Incentive Plan.

The Compensation Committee may determine that only the threshold level relating to a performance objective must be achieved for awards to be paid under the Amended Incentive Plan. Similarly, the Compensation Committee may establish a minimum threshold performance level, a maximum performance level, and one or more intermediate performance levels or ranges, with target award levels or ranges that will correspond to the respective performance levels or ranges. The Compensation Committee may also establish multiple performance objectives with respect to a single participant, which will be weighted by the Compensation Committee to reflect their relative importance.

The Compensation Committee may in its sole discretion modify such payout formulas, performance objectives or the related minimum acceptable level of achievement, in whole or in part, as the Compensation Committee deems appropriate and equitable (i) to reflect a change in the business, operations, corporate structure or capital structure of Alltel or its subsidiaries, the manner in which it conducts its business, or other events or circumstances or (ii) in the event that a participant s responsibilities materially change during a plan year or a participant is transferred to a position that is not designated or eligible to participate in the Amended Incentive Plan. However, the Compensation Committee cannot take such action to the extent that it would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Code.

In no event shall an award paid to any participant for a plan year exceed $7,000,000.

Performance Objectives. The Amended Incentive Plan requires that the Compensation Committee establish performance objectives for purposes of granting awards to participants. Performance objectives are generally measured over Alltel s fiscal year (or such other period as determined by the Compensation Committee). Performance objectives may be described in terms of Alltel-wide objectives or objectives that are related to the performance of the individual participant or of a subsidiary, division, department, region or function within Alltel or a subsidiary in which the participant is employed. The performance objectives may be made relative to the performance of other corporations. The performance objectives applicable to any award to a covered employee (defined above) that is intended to qualify for the performance-based compensation exception to Section 162(m) of the Code shall be based on specified levels of growth in one or more of the following criteria: revenues, weighted average revenue per unit, earnings from operations, operating income, earnings before or after interest and taxes, operating income before or after interest and taxes, net income, cash flow, earnings per share, debt to capital ratio, economic value added, return on total capital, return on invested capital, return on equity, return on assets, total return to stockholders earnings before or after interest, taxes, depreciation, amortization or extraordinary or special items, operating income before or after interest, taxes, depreciation, amortization, or extraordinary or special items, return on investment, free cash flow, cash flow return on investment (discounted or otherwise), net cash provided by operations, cash flow in excess of cost of capital, operating margin, profit margin, contribution margin, stock price and/or strategic business criteria consisting of one or more objectives based on meeting specified product development, strategic partnering, research and development, market penetration, geographic business expansion goals, cost targets, customer satisfaction, gross or net additional customers, average customer life, employee satisfaction, management of employment practices and employee benefits, supervision of litigation and information technology, and goals relating to acquisitions or divestitures of subsidiaries, affiliates and joint ventures. Performance objectives may be stated as a combination of the listed factors.

Certification. Promptly following the end of each plan year, the Compensation Committee will meet to certify achievement of the performance objectives for such year, and if such performance objectives have been achieved, approve actual awards under the Amended Incentive Plan pursuant to the payout formulas. Such certification with respect to covered employee (as defined above) shall be documented in writing and satisfy the requirements under Section 162(m) of the Code prior to the payout of such award.

Payment. Awards shall be paid as soon as practicable after the close of the plan year, but in no event later than 75 days after the end of such year. The Compensation Committee may, in its sole discretion and upon such terms and conditions as it may establish, direct that payments to the participants (other than covered employees) be made during December of the plan year in the amount of an estimated award for that year, subject to adjustment when the exact amount of the award is determined. No participant shall have the unconditional right to an award under the Amended Incentive Plan until the plan year has concluded and the exact amount of the award has been determined.

If a participant s employment with Alltel and its subsidiaries is terminated before the last day of a plan year due to disability, death, or retirement (as defined in the Amended Incentive Plan), the participant s award shall be pro rated on the basis of the ratio of the number of days of participation during the plan year to which the award relates to the aggregate number of days in such plan year. If, however, a participant s employment terminates before the last day of a plan year for any other reason, then, unless otherwise determined by the Compensation Committee, such participant shall not be entitled to receive payment of the award.

The Compensation Committee may, in its sole discretion, (i) eliminate or reduce the amount of any award payable to any participant, and (ii) except in the case of a covered employee , increase the amount of any award payable to any participant to recognize his or her individual performance or in other circumstances deemed appropriate by the Compensation Committee.

Amendments, Etc. The Board reserves the right, at any time, to amend, suspend or terminate the Amended Incentive Plan, in whole or in part, in any manner, and for any reason, and without the consent of any participant, eligible employee, beneficiary or other person. However, no such action shall adversely affect the payment of any amount for a plan year ending prior to the action of the Board.

The Amended Incentive Plan is intended to qualify for the performance-based compensation exception of Section 162(m) of the Code and the short-term deferral exception of Section 409A of the Code. The Amended Incentive Plan and any awards shall be administrated in a manner consistent with this intent, and any provision that would cause the Amended Incentive Plan or any award to fail to satisfy either such exception shall have no force and effect until amended to so comply (which amendment may be retroactive and may be made by Alltel without the consent of any participant, eligible employee, beneficiary or other person).

Federal Income Tax Consequences

Following is a brief summary of certain of the federal income tax consequences of certain transactions under the Amended Incentive Plan. This summary is not intended to be complete and does not describe state, local, foreign or other tax consequences.

A participant in the Amended Incentive Plan will be taxed at ordinary income rates on the amount of any cash payment received pursuant to the Amended Incentive Plan. Alltel or the subsidiary for which the participant performs services will be entitled to a federal income tax deduction corresponding to the amount of income recognized by a participant in the Amended Incentive Plan, provided that, among other things, (a) the income meets the test of reasonableness, (b) is an ordinary and necessary business expense, and (c) is not an excess parachute payment within the meaning of Section 280G of the Code.

Plan Benefits

Future benefits to be received by a person or group under the Amended Incentive Plan are not determinable at this time and will depend on individual and corporate performance. Awards under the Plan (prior to its amendment and restatement as described above) to named executive officers for 2005 are reported in this proxy statement in the Bonus column of the Summary Compensation Table on page 14. Awards for 2005 to all executive officers as a group were $6,627,485.

APPROVAL OF THE AMENDED AND RESTATED ALLTEL CORPORATION LONG-TERM PERFORMANCE INCENTIVE COMPENSATION PLAN

(Amended and Restated as of January 1, 2006)

Introduction

At the 2006 Annual Meeting, the stockholders of Alltel are being asked to approve an amendment to the Alltel Corporation Long-Term Performance Incentive Compensation Plan. The amendment (i) increases the types of performance objectives that the Compensation Committee may use to structure long-term incentive awards, (ii) permits greater discretion in establishing target award opportunities, and (iii) adopts certain other best practices described below. Stockholders are asked to approve the amendment to qualify awards granted under the Alltel Corporation Long-Term Performance Incentive Compensation Plan as performance-based compensation for purposes of Section 162(m) of the Code. Following is a summary of the Alltel Corporation Long-Term Performance Incentive Compensation Plan, which is qualified in its entirety by reference to the full text of the plan document, a copy of which is attached as Appendix D to this proxy statement.

History and Background

Alltel maintains the Alltel Corporation Long-Term Performance Incentive Compensation Plan (the Long-Term Incentive Plan), as amended on January 1, 1993, January 1, 1994 and January 29, 1998. The Long-Term Incentive Plan was adopted in order to advance the interests of Alltel by strengthening the linkage between Alltel executives and stockholders, the decision-making focus of Alltel executives upon improving stockholder wealth, and the ability of Alltel to attract and retain key employees.

Under the Long-Term Incentive Plan, each officer or key management employee of Alltel or its subsidiaries that is designated by the Compensation Committee (or, in some cases, the CEO), has the opportunity to receive cash incentive payments based on a three-year measurement period (calculated as a percentage of each executive officer s average annual salary during that three-year period). The Long-Term Incentive Plan is based exclusively on a participant s achievement of certain minimum, target and maximum levels of performance at the corporate and business unit level during the three-year period. The Compensation Committee may in its sole discretion take into consideration certain extraordinary or nonrecurring items affecting income or loss in modifying the amount of an award paid under the Long-Term Incentive Plan. The awards are payable as soon as administratively practicable after the performance period.

On January 19, 2006, the Board unanimously approved, subject to stockholder approval at the 2006 Annual Meeting, an amendment and restatement of the Alltel Corporation Long-Term Performance Incentive Compensation Plan, effective as of January 1, 2006 (referred to hereafter as the Amended Long-Term Incentive Plan), to (i) increase the types of performance objectives that the Compensation Committee may use to structure long-term incentive awards, (ii) permit greater discretion in establishing target award opportunities, and (iii) adopt certain other best practices described below. These changes will increase the Board s flexibility in evaluating and structuring its executive compensation program. Since executive compensation practices are influenced by a wide range of complex factors, including changes in strategic goals, regulatory developments, and the competitive compensation practices of other companies, it is important that Alltel retain the flexibility to structure long-term incentives that balance these influences as well as the flexibility to respond quickly to changes that may otherwise limit its ability to attract, motivate and retain key talent.

This Amended Long-Term Incentive Plan will also ensure that long-term cash incentive awards comply with the performance-based compensation exception to Section 162(m) of the Code. Section 162(m) of the Code generally prevents a publicly held corporation from claiming federal income tax deductions for compensation in excess of $1 million paid to certain of its senior executives. Compensation is exempt from this limitation, however, if it qualifies as performance-based compensation. In order for awards under the Amended Long-Term

Incentive Plan to qualify as performance-based compensation, Alltel s stockholders must approve the individuals eligible to receive an award under the Amended Long-Term Incentive Plan, the material terms of the performance objectives under the plan, and the maximum amount of compensation that is payable under an award during a specified period to any one individual (and certain other requirements must be satisfied).

Our stockholders are asked to approve the Amended Long-Term Incentive Plan to qualify awards as performance-based compensation for purposes of Section 162(m) of the Code. No awards granted to our named executive officers in 2006 under the Amended Long-Term Incentive Plan will be paid unless the stockholders approve the Amended Long-Term Incentive Plan. The approval of the Amended Long-Term Incentive Plan requires the affirmative vote of a majority of the shares of Common Stock present in person or by proxy and entitled to vote on this proposal.

THE ALLTEL BOARD RECOMMENDS THAT ALLTEL STOCKHOLDERS VOTE IN FAVOR OF APPROVAL OF THE AMENDED LONG-TERM INCENTIVE PLAN.

Summary of Amended Long-Term Incentive Plan

Purpose. The purpose of the Amended Long-Term Incentive Plan is to advance the interests of Alltel by strengthening the linkage between Alltel executives and stockholders, the decision-making focus of Alltel executives upon improving stockholder wealth, and the ability of Alltel to attract and retain key employees.

Performance Period. Awards granted under the Amended Long-Term Incentive Plan will emphasize long-term performance. Accordingly, the level of achievement by participants under the Amended Long-Term Incentive Plan will be measured by performance over a period of three consecutive calendar years or such other period as determined by the Compensation Committee in its discretion (referred to herein as the performance period).

Administration. The Compensation Committee will administer the Amended Long-Term Incentive Plan and shall have full power and authority to construe, interpret and carry out the provisions of the Amended Long-Term Incentive Plan. The Compensation Committee may delegate to the CEO or other officers, subject to such terms as the Compensation Committee shall determine, authority to perform certain functions, including administrative functions. However, the Compensation Committee must retain the exclusive authority to determine matters relating to awards to the CEO and other key executives that are intended to qualify as performance-based compensation under Section 162(m) of the Code. Nothing contained in the Amended Long-Term Incentive Plan shall be deemed to affect the authority of Alltel or the Compensation Committee to grant annual or long-term bonuses or other benefits to employees.

Eligibility and Participation. Participation in the Amended Long-Term Incentive Plan will be available to officers or key management employees of Alltel or its subsidiaries who are customarily employed more than 20 hours per week and at least six months per year. At this time, however, the Compensation Committee anticipates that only 67 individuals will participate in the Amended Long-Term Incentive Plan.

As soon as practicable after the beginning of each performance period, the Compensation Committee shall designate those eligible employees who will participate in the Amended Long-Term Incentive Plan for that performance period (each a participant). If a person becomes an eligible employee after the beginning of a performance period, he shall be designated as a participant at such time as determined by Compensation Committee. An eligible employee who is a participant for a given performance period is neither guaranteed nor assured of being selected for participation for any subsequent performance period. Notwithstanding the foregoing, individuals who are covered employees (generally any officer whose compensation would likely be non-deductible by Alltel under Section 162(m) of the Code if Alltel did not comply with the provisions of such section) must be designated by the Compensation Committee to participate in the Amended Long-Term Incentive Plan no later than 90 days following the beginning of the performance period (or before 25% of the performance period has elapsed, if earlier).

Performance Objectives. The Amended Long-Term Incentive Plan requires that the Compensation Committee establish performance objectives that are measured over the performance period for purposes of determining awards. Performance objectives may be described in terms of Alltel-wide objectives or objectives that are related to the performance of the individual participant or of a subsidiary, division, department, region or function within Alltel or a subsidiary in which the participant is employed. The performance objectives may be made relative to the performance of other corporations. The performance objectives applicable to any award to a covered employee (defined above) that is intended to qualify for the performance-based compensation exception to Section 162(m) of the Code shall be based on specified levels of growth in one or more of the following criteria: revenues, weighted average revenue per unit, earnings from operations, operating income, earnings before or after interest and taxes, operating income before or after interest and taxes, net income, cash flow, earnings per share, debt to capital ratio, economic value added, return on total capital, return on invested capital, return on equity, return on assets, total return to stockholders earnings before or after interest, taxes, depreciation, amortization or extraordinary or special items, operating income before or after interest, taxes, depreciation, amortization, or extraordinary or special items, return on investment, free cash flow, cash flow return on investment (discounted or otherwise), net cash provided by operations, cash flow in excess of cost of capital, operating margin, profit margin, contribution margin, stock price and/or strategic business criteria consisting of one or more objectives based on meeting specified product development, strategic partnering, research and development, market penetration, geographic business expansion goals, cost targets, customer satisfaction, gross or net additional customers, average customer life, employee satisfaction, management of employment practices and employee benefits, supervision of litigation and information technology, and goals relating to acquisitions or divestitures of subsidiaries, affiliates and joint ventures. Performance objectives may be stated as a combination of the listed factors.

At the beginning of each performance period (or, if an eligible employee becomes a participant during a performance period, such other date as determined by the Compensation Committee), the Compensation Committee shall establish the performance objectives for each participant. The Compensation Committee shall also establish a minimum threshold performance level, a maximum performance level, a target performance level and one or more intermediate performance levels or ranges. The performance objectives established by the Compensation Committee need not be uniform with respect to any or all participants. The Compensation Committee may also establish multiple performance objectives with respect to a single participant. The Compensation Committee must establish the performance objectives for each covered employee not later than 90 days following the beginning of the performance period (or before 25% of the performance period has elapsed, if earlier).

The Compensation Committee may in its sole discretion modify such performance objectives or the related minimum acceptable level of achievement, in whole or in part, as the Compensation Committee deems appropriate and equitable to reflect a change in the business, operations, corporate structure or capital structure of Alltel, the manner in which it conducts its business, or other events or circumstances. However, the Compensation Committee cannot take such action to the extent that it would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Code.

Target Award Opportunity. At the beginning of each performance period (or, if an eligible employee becomes a participant during a performance period, on such other date as determined by the Compensation Committee), the Compensation Committee shall assign each participant a target award opportunity. The target award opportunity shall be expressed as a percentage of the participant s average base salary and shall represent the amount payable to the participant under the Amended Long-Term Incentive Plan for the participant s achievement of the target performance level of the performance objective established for the performance period. In determining the applicable target award opportunity, other than for the CEO, the Compensation Committee shall consider the recommendations of the CEO. With respect to covered employees (defined above), the Compensation Committee shall establish the target award opportunity no later than 90 days following the beginning of the performance period or before 25% of the performance period has elapsed, whichever is earlier.

Determination of Awards. Following the end of each performance period, the Compensation Committee will meet to certify the extent to which the performance objectives for the applicable performance period have been achieved and assign the corresponding award percentage (award percentage) with respect thereof. The award percentage for achieving the minimum, target and maximum level of performance with respect to a performance objective shall be 50%, 100% and 150% respectively. Participants shall not be entitled to an award for achieving less than the minimum level of performance. For performance levels between the minimum, target and maximum performance levels, the award percentage shall be interpolated by the Compensation Committee to the nearest $1/100^{th}$ of one percent. The certification of the performance objectives of a covered employee (defined above) shall be documented in writing (and otherwise conform to the requirements of applicable regulations under Section 162(m) of the Code) prior to the payout of the award.

Where the Compensation Committee has established more than one performance objective for a participant, the participant s award percentage shall be determined by: (i) multiplying the award percentage of each performance objective by the relative weight assigned to such performance objective (in the form of a percentage) by the Compensation Committee, and (ii) adding the resulting percentages. After determining the applicable award percentage for a participant, the Compensation Committee shall calculate that participant s award by multiplying his or her award percentage by his or her target award opportunity (as defined above). In no event shall an award paid to any participant for a performance period exceed $7,000,000.

Limitation on Payment. The Compensation Committee in its sole discretion may (i) eliminate or reduce the amount of any award payable to any participant below that which otherwise would be payable under the Amended Long-Term Incentive Plan, and (ii) except in the case of a covered employee, increase the amount of any award payable to any participant above that which otherwise would be payable in recognition of a participant s individual performance or in other circumstances deemed appropriate by the Compensation Committee.

Payment. Awards shall be paid as soon as practicable after the end of the performance period, but in no event later than 75 days after the end of such performance period. The Compensation Committee may, in its sole discretion and upon such terms and conditions as it may establish, direct that payments to the participants (other than covered employees) be made during December of the last year of the performance period in the amount of an estimated award for that performance period, subject to adjustment when the exact amount of the award is determined. No participant shall have the unconditional right to an award under the Long-Term Incentive Plan until the performance period has concluded and the exact amount of the award has been determined.

Transfers and Separations. Except with respect to covered employees, if an eligible employee becomes a participant or a participant s duties change during a performance period, the Compensation Committee may, in its sole discretion, make such adjustments to the participant s target award opportunity that it deems appropriate or pro rate the award payable to the participant. In the case of a participant s or an employee s separation from service with Alltel or a subsidiary for any reason prior to the last day of a performance period, then, unless otherwise determined by the Compensation Committee, such participant or employee shall become ineligible to participate in the Amended Long-Term Incentive Plan and shall not receive payment of any award for any performance period that has not ended prior to the participant s separation from service.

Amendments, Etc. The Board reserves the right, at any time, to amend, suspend or terminate the Amended Long-Term Incentive Plan, in whole or in part, in any manner, and for any reason, and without the consent of any participant, eligible employee, beneficiary or other person. However, no such action shall adversely affect the payment of any amount for a performance period ending prior to the action of the Board.

The Amended Long-Term Incentive Plan is intended to qualify for the performance-based compensation exception of Section 162(m) of the Code and the short-term deferral exception of Section 409A of the Code. The Amended Long-Term Incentive Plan and any awards shall be administrated in a manner consistent with this intent, and any provision that would cause the Amended Long-Term Incentive Plan or any award to fail to satisfy either

such exception shall have no force and effect until amended to so comply (which amendment may be retroactive and may be made by Alltel without the consent of any participant, eligible employee, beneficiary or other person).

Federal Income Tax Consequences

Following is a brief summary of certain of the federal income tax consequences of certain transactions under the Amended Long-Term Incentive Plan. This summary is not intended to be complete and does not describe state, local, foreign or other tax consequences.

A participant in the Amended Long-Term Incentive Plan will be taxed at ordinary income rates on the amount of any cash payment received pursuant to the Amended Long-Term Incentive Plan. Alltel or the subsidiary for which the participant performs services will be entitled to a federal income tax deduction corresponding to the amount of income recognized by a participant in the Amended Long-Term Incentive Plan, provided that, among other things, the income (a) meets the test of reasonableness, (b) is an ordinary and necessary business expense, and (c) is not an excess parachute payment within the meaning of Section 280G of the Code.

Plan Benefits

Future benefits to be received by a person or group under the Amended Long-Term Incentive Plan are not determinable at this time and will depend on individual and corporate performance. Awards under the Amended Long-Term Incentive Plan (prior to its amendment and restatement as described above) to named executive officers for 2005 are reported in this Proxy Statement in the Long-Term Incentive Plan Payouts column of the Summary Compensation Table on page 14. Awards for 2005 to all executive officers as a group, were $3,611,017.

Current Equity Compensation Plan Information

Set forth below is additional information as of December 31, 2005, about shares of Alltel s Common Stock that may be issued upon the exercise of options under the company s existing equity compensation plans, divided between plans approved by Alltel s stockholders and plans not submitted to the stockholders for approval.

(Thousands, except per share amounts)	(a) Number of securities to be issued upon exercise of outstanding options (2)	(b) Weighted-average exercise price of outstanding options	(c) Number of securities available for future issuance under equity compensation plans, excluding securities reflected in column (a)
Equity compensation plans approved by security holders (1)	15,396.0	$ 56.83	15,904.2
Equity compensation plans not approved by security holders			

Totals	15,396.0	$ 56.83	15,904.2

(1) Includes the Alltel Corporation 1991 Stock Option Plan, Alltel Corporation 1994 Stock Option Plan for Employees, Alltel Corporation 1994 Stock Option Plan for Nonemployee Directors, Alltel Corporation 1998 Equity Incentive Plan, and the Alltel Corporation 2001 Equity Incentive Plan.

(2) Does not include 1,920,503 stock options with a weighted-average exercise price of $30.77, which were assumed by Alltel in connection with the company s mergers with 360° Communications Company in 1998, Aliant Communications Inc. in 1999 and Western Wireless Corporation in 2005. These options were issued under the Amended and Restated 360° Communications Company 1996 Equity Incentive Plan, 360° Communications Company 1996 Replacement Stock Option Plan, the Lincoln Telecommunications Company 1989 Stock and Incentive Stock Plan, Western Wireless Corporation 2005 Long-Term Equity Incentive Plan and the Amended and Restated 1994 Management Incentive Stock Option Plan of Western Wireless Corporation. These plans have been frozen since the merger dates with respect to the granting of any additional options.

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Audit Committee has selected PricewaterhouseCoopers LLP (PwC) to audit Alltel s consolidated financial statements for the fiscal year ended December 31, 2006. Alltel is submitting to the stockholders for ratification at the Annual Meeting the selection of PwC as Alltel s independent auditors for 2006, although neither the Board of Directors nor its Audit Committee maintains a policy requiring Alltel to seek stockholder ratification of the independent auditor selection. PwC also served as Alltel s independent auditor for the 2004 and 2005 fiscal years. Information regarding PwC s fees for 2004 and 2005 is provided below under the caption Audit and Non-Audit Fees. Representatives of PwC are expected to be present at the 2006 Annual Meeting and will have an opportunity to make a statement, if they desire to do so, and to respond to appropriate questions.

STOCKHOLDER PROPOSALS

Stockholders who intend to present proposals at the 2007 Annual Meeting, and who wish to have those proposals included in Alltel s proxy statement for the 2007 Annual Meeting, must be certain that those proposals are received by the Corporate Secretary at One Allied Drive, Little Rock, Arkansas 72202, prior to November 3, 2006. Such proposals must meet the requirements set forth in the rules and regulations of the SEC in order to be eligible for inclusion in the proxy statement for Alltel s 2007 Annual Meeting.

CERTAIN TRANSACTIONS

Alltel engaged Stephens Inc., an affiliate of Stephens Group, Inc., to render investment banking and investment management services to Alltel and its subsidiaries during 2005, for which Alltel paid Stephens Inc. fees totaling $13,127,179 during the period January 1, 2005, through December 31, 2005. Stephens Group, Inc. beneficially owned, on February 24, 2006, 10,720,061 shares of Common Stock. Warren A. Stephens, an executive officer of Stephens Inc., is a director of Alltel.

As part of its advertising campaign, Alltel was the corporate sponsor of a race car in the Busch and Nextel Cup Circuits during 2005, for which Alltel paid Penske Racing South, Inc. sponsorship fees totaling $10,305,850 during the period January 1, 2005, through December 31, 2005. Roger S. Penske, Gregory W. Penske s father, is an executive officer of Penske Racing South, Inc. Gregory W. Penske is a director of Alltel.

Alltel believes that the transactions set forth above were conducted on terms that are no less favorable to Alltel than could have been obtained from unaffiliated third parties.

SECTION 16(a) BENEFICIAL OWNERSHIP

REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires Alltel s directors and executive officers, and persons who own more than ten percent of Alltel s Common Stock, to file with the SEC and the New York Stock Exchange initial reports of ownership and reports of changes in ownership of that Common Stock. To Alltel s knowledge, based solely upon a review of copies of reports provided by those individuals to Alltel and written representations of those individuals that no other reports were required with respect to the year ended December 31, 2005, Alltel believes that all of the foregoing filing requirements applicable to its directors, executive officers, and greater-than-ten percent beneficial owners have been met.

ANNUAL REPORT

The 2005 Annual Report accompanies this proxy statement. Alltel will provide, without charge upon written request, to any person receiving a copy of this proxy statement, a copy of Alltel s 2005 Form 10-K report, including the financial statements and the financial statement schedules thereto. Those requests should be addressed to Vice President Investor Relations, Alltel Corporate Services, Inc., One Allied Drive, Little Rock, Arkansas 72202.

Only one copy of this proxy statement, and the accompanying Annual Report, is being delivered to stockholders who share an address, unless Alltel has received contrary instructions from one or more of the stockholders. Alltel will promptly deliver a separate copy of this proxy statement and the accompanying Annual Report to any stockholder at a shared address to which a single copy of those documents has been delivered upon the written or oral request from that stockholder to Alltel at the foregoing address or by calling (501) 905-8991. Any stockholder sharing a single copy of the proxy statement and Annual Report who wishes to receive a separate mailing of Alltel s proxy statement and Annual Report in the future and stockholders sharing an address and receiving multiple copies of Alltel s proxy statement and Annual Report who wish to share a single copy of those documents in the future should also notify Alltel at the foregoing address.

AUDIT AND NON-AUDIT FEES

PricewaterhouseCoopers LLP (PwC) has been selected as Alltel s independent auditors for 2006. The following discussion presents fees for services rendered by PwC for 2005 and 2004.

Audit Fees

The aggregate fees incurred for professional services rendered for the audit of Alltel s annual financial statements for the fiscal years ended December 31, 2005 and 2004, and the review of the financial statements included in Alltel s Forms 10-Q for the fiscal years ended December 31, 2005 and 2004, were $6,686,530 and $4,344,300, respectively. These audit fees include services rendered for the audits of certain subsidiaries and wireless partnerships.

Audit-Related Fees

The aggregate fees incurred for assurance and related services by PwC that were reasonably related to the performance of the audit or review of Alltel s financial statements and are not reported above under the caption Audit Fees for the fiscal years ended December 31, 2005 and 2004, were $785,200 and $1,000, respectively, which amounts were incurred for the following categories of services:

	2005	2004
Employee benefit plan audits [(1)]	$ 0	$ 1,000
State regulatory assistance	58,000	0
Wireline business audit	701,600	0
Retail store audits	25,600	0

Totals	$ 785,200	$ 1,000

(1) On February 23, 2004, Alltel engaged Moore Stephens Frost, PLC to serve as independent auditors for Alltel s employee benefit plans. Fees paid in 2004 to PwC relate to the audit of the benefit plans for the fiscal year ended December 31, 2002.

Tax Fees

The aggregate fees incurred by Alltel for tax compliance, tax consulting and tax planning services by PwC for the fiscal years ended December 31, 2005 and 2004, were $90,137 and $37,722, respectively. The foregoing tax-related services include review of tax returns, tax payment planning services and tax advice related to acquisitions.

All Other Fees

The aggregate fees incurred during 2005 and 2004 for services rendered to Alltel by PwC, other than those services covered in the sections captioned Audit Fees , Audit-Related Fees , and Tax Fees , were $10,500 in each year for subscriptions to PwC s on-line accounting research software.

In making its determination regarding the independence of PwC, the Audit Committee considered whether the provision of the services covered in the sections herein regarding Audit-Related Fees , Tax Fees and All Other Fees was compatible with maintaining such independence. All services to be performed for Alltel by PwC must be preapproved by the Audit Committee or a designated member of the Audit Committee pursuant to the Committee s Pre-Approval Policies and Procedures. The Audit Committee s pre-approval policy prohibits Alltel from engaging PwC for any non-audit services other than the following tax-related services: tax return preparation and review; advice on income tax, tax accounting, sales/use tax, excise tax and other miscellaneous tax matters; tax advice and implementation assistance on restructurings, mergers and acquisition matters and other tax strategies.

OTHER MATTERS

The management and the Board of Directors of Alltel do not know of any other matters that may come before the meeting. If any other matters properly come before the meeting, however, it is the intention of the persons named in the accompanying form of proxy to vote the proxy in accordance with their judgment on those matters. Under Alltel s Bylaws, nominations for director may be made only by the Board, or by an Alltel stockholder entitled to vote who has delivered notice to Alltel not fewer than 90 days nor more than 120 days prior to the first year anniversary of the immediately preceding year s Annual Meeting. The Bylaws also provide that no business may be brought before an Annual Meeting except as specified in the notice of the meeting or as otherwise brought before the meeting by or at the direction of the Board or by an Alltel stockholder entitled to vote who has delivered notice to Alltel (containing certain information specified in the Bylaws) within the time limits described above for delivering notice of a nomination for the election of a director. These requirements apply to any matter that an Alltel stockholder wishes to raise at an Annual Meeting other than in accordance with the procedures in SEC Rule 14a-8. A copy of the full text of the Bylaw provisions discussed above may be obtained by writing to the Corporate Secretary of Alltel, One Allied Drive, Little Rock, Arkansas 72202.

Alltel will bear the cost of solicitation of proxies. In addition to the use of the mail, proxies may be solicited by officers, directors, and employees of Alltel, personally or by telephone or electronic means. In the event the management of Alltel deems it advisable, Alltel may engage the services of an independent proxy solicitation firm to aid in the solicitation of proxies. The fees paid by Alltel, in the event of such an engagement, likely would not exceed $20,000. Alltel will pay persons holding stock in their names or those of their nominees for their expenses in sending soliciting material to their principals in accordance with regulations of the SEC and the New York Stock Exchange.

The material referred to in this proxy statement under the captions Comparative Stockholder Return, Compensation Committee Report on Executive Compensation and Audit Committee Report shall not be deemed soliciting material or otherwise deemed filed and shall not be deemed to be incorporated by any general statement of incorporation by reference in any filings made under the Securities Act of 1933 or the Securities Exchange Act of 1934.

IT IS IMPORTANT THAT ALLTEL S SHARES BE VOTED PROMPTLY. THEREFORE, STOCKHOLDERS ARE URGED TO FILL IN, DATE, SIGN, AND RETURN THE ACCOMPANYING PROXY IN THE ENCLOSED ENVELOPE, OR VOTE ON THE INTERNET OR BY TELEPHONE IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH ON THE PROXY CARD.

Dated: March 16, 2006

By Order of the Board of Directors,
RICHARD N. MASSEY,

Secretary

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APPENDIX A

ALLTEL CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

AND OTHER ANNUAL REPORT INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2005

ALLTEL CORPORATION

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

AND OTHER ANNUAL REPORT INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2005

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

Executive Summary

ALLTEL Corporation (Alltel or the Company) is a customer-focused communications company providing wireless, local telephone, long-distance, Internet and high-speed data services to more than 15 million residential and business customers in 36 states. Among the highlights in 2005:

Wireless revenues and sales increased 24 percent over 2004 reflecting the effects of Alltel s August 1, 2005 acquisition of Western Wireless Corporation (Western Wireless) and the exchange of wireless properties with Cingular Wireless LLC (Cingular) completed during the second quarter of 2005. Excluding the effects of acquisitions, wireless revenues and sales increased 11 percent from a year ago driven by Alltel s continued focus on quality customer growth, improvements in data revenues, additional Eligible Telecommunications Carrier (ETC) subsidies, and growth in wholesale minutes. Average revenue per customer increased 7 percent from a year ago to $51.44, while retail revenue per customer increased to $46.68, a 5 percent increase from a year ago. Excluding the acquired markets, both average revenue per customer and retail revenue per customer increased 5 percent from the same period a year ago, reflecting Alltel s continued focus on quality customer growth, improvements in data revenues and additional ETC subsidies. Retail minutes of use per wireless customer per month increased to 597 minutes, a 21 percent increase from the same period of 2004.

Wireless gross customer additions were 4.5 million in 2005, and net customer additions were 2.0 million. Within its non-acquired or heritage markets, Alltel added 344,000 net postpay wireless customers and added 91,000 net prepaid customers during 2005. The net gain in prepaid customers included the addition of 90,000 net customers in the fourth quarter of 2005, driven by significant success of Simple Freedom, Alltel s phone-in-the-box prepay service that is sold primarily through Wal-Mart. In the acquired markets excluding Western Wireless, Alltel incurred approximate net losses of 138,000 customers, primarily driven by the conversion of customers from GSM technology to CDMA technology in those markets, which conversion has been completed. In the former Western Wireless markets, net customer additions for the year were 46,000, which includes the addition of 25,000 customers resulting from conforming these markets to Alltel s disconnect policies. Wireless postpay churn was 1.77 percent and total churn, which includes prepay customer losses, was 2.17 percent. Comparatively, in Alltel s heritage markets, postpay churn declined 8 basis points year-over-year to 1.66 percent.

Wireless segment income increased 23 percent from a year ago, primarily reflecting the acquisition-related growth in revenues and sales noted above. Excluding the effects of acquisitions, wireless segment income increased 10 percent from the same period a year ago driven by revenue growth.

In its wireline business, Alltel added 154,000 broadband customers, increasing Alltel s broadband customer base to nearly 400,000. During 2005, the Company lost approximately 124,000 wireline access lines, a year-over-year decline of 4 percent. Average revenue per wireline customer increased 2 percent from 2004 to $67.21 due primarily to growth in broadband revenues and selling additional services and features to existing wireline customers. Wireline segment income decreased 2 percent from a year ago, reflecting the 2 percent decline in wireline revenues and sales attributable to the loss of access lines and additional costs related to the growth in broadband customers.

The Company s merger with Western Wireless was significant to Alltel in several ways. First, it increased Alltel s wireless revenue mix to 65 percent of the Company s total consolidated revenues. Second, the transaction increased the Company s retail position in markets where Alltel can bring significant value to customers by offering competitive national rate plans. Third, this transaction diversified Alltel s wireless roaming revenue sources, and, as a result of offering multiple technologies, the Company became the leading independent roaming partner for the four national carriers in its markets.

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In integrating the acquired operations, Alltel began preparation for operational support system conversions within the former Western Wireless markets, which is expected to occur in the first quarter of 2006. In addition, Alltel launched its national service plans and began retail store modifications in the former Western Wireless markets. In the markets acquired from Cingular and Public Service Cellular, Inc. (PS Cellular), Alltel launched several marketing and promotional activities to improve its competitiveness in those markets. Alltel also continued expansion of its 1XRTT data footprint, which now covers approximately 92 percent of Alltel s total potential customers (POPs).

As further discussed under Acquisitions to be Completed in 2006 , Alltel positioned its wireless business for future growth opportunities as a result of the Company s planned acquisition of Midwest Wireless Holdings of Mankato, Minnesota (Midwest Holdings). Through this acquisition, which is expected to close by mid-year 2006, Alltel will add approximately 400,000 wireless customers and expand its wireless operations in Minnesota, Iowa and Wisconsin.

On December 9, 2005, Alltel announced that it would spin off its wireline telecommunications business to its stockholders and merge it with Valor Communications Group, Inc. (Valor). The separation of the wireless and wireline businesses is part of Alltel s strategic plan. Upon completion of the transaction, both businesses will have sufficient scale to compete on their own and should be positioned to take advantage of strategic, operational and financial opportunities. The spin off will include the majority of Alltel s communications support services, including directory publishing, information technology outsourcing services, retail long distance and the wireline sales portion of communications products. The transaction, which is further discussed under Pending Transactions to be Completed in 2006 , is expected to close by mid-year 2006.

During 2006, Alltel will continue to face significant challenges resulting from competition in the telecommunications industry and changes in the regulatory environment, including the effects of potential changes to the rules governing universal service and inter-carrier compensation. In addressing these challenges, Alltel will continue to focus its efforts on improving customer service, enhancing the quality of its networks, expanding its product and service offerings, and conducting vigorous advocacy efforts in favor of governmental policies that will benefit Alltel s business and its customers.

PENDING TRANSACTIONS TO BE COMPLETED DURING 2006

Spin Off of Wireline Business and Merger with Valor

Pursuant to the plan of distribution and immediately prior to the effective time of the merger with Valor described below, Alltel will contribute all of the assets of its wireline telecommunications business to ALLTEL Holding Corp. (Alltel Holding or Spinco), a wholly owned subsidiary of the Company, in exchange for: (i) the issuance to Alltel of Spinco common stock to be distributed pro rata to Alltel s stockholders as a tax free stock dividend, (ii) the payment of a special dividend to Alltel in an amount not to exceed the Company s tax basis in Spinco, and (iii) the distribution by Spinco to Alltel of certain Spinco debt securities, which Alltel intends to exchange for outstanding Company debt securities or otherwise transfer to Alltel s creditors. Alltel will also transfer to Spinco approximately $261.0 million of long-term debt that had been issued by the Company s wireline subsidiaries. Prior to the distribution and merger with Valor, Spinco will borrow approximately $4.0 billion (the Spinco financing amount) through a new senior credit agreement, the issuance of high yield debt securities in the private placement market or through a public offering to pay the special dividend and to distribute debt securities to Alltel in an amount equal to the difference between the Spinco financing amount and the special dividend. Alltel has received a commitment letter from various financial institutions to provide Spinco with up to $4.2 billion in senior secured credit facilities comprised of term loan facilities in an aggregate amount of up to $3.7 billion and a revolving credit facility of up to $500 million.

Immediately after the consummation of the spin off, Alltel Holding will merge with and into Valor, with Valor continuing as the surviving corporation. As a result of the merger, all of the issued and outstanding shares

of Spinco common stock will be converted into the right to receive an aggregate number of shares of common stock of Valor. Valor is expected to issue in the aggregate approximately 403 million shares of common stock to Alltel stockholders pursuant to the merger, or approximately 1.04 shares of Valor common stock (subject to variation based on the number of Spinco common shares to be distributed to Alltel stockholders and as a result of compensatory equity grants and other issuances) for each share of Spinco common stock outstanding as of the effective time of the merger. Upon completion of the merger, Alltel stockholders will own approximately 85 percent of the outstanding equity interests of the surviving corporation and the stockholders of Valor will own the remaining 15 percent of such equity interests. Valor will also assume approximately $4.2 billion of long-term debt. The transaction requires approval from Valor shareholders, federal and state regulators and a letter ruling from the Internal Revenue Service (IRS) approving the tax-free status of the distribution, special dividend, debt exchange and merger transaction. (See Restructuring and Other Charges below for a discussion of nonrecurring expenses recorded by Alltel in the fourth quarter of 2005 related to the spin off and merger transaction).

Acquisitions to be Completed During 2006

On November 18, 2005, Alltel announced that it had entered into a definitive agreement to purchase Midwest Wireless for $1.075 billion in cash. Under terms of the agreement, Alltel will acquire from Midwest Holdings wireless properties, including 850 MHz licenses and PCS spectrum covering approximately 2.0 million POPs, network assets and approximately 400,000 customers in select markets in southern Minnesota, northern and eastern Iowa, and western Wisconsin. Closing of the transaction is contingent upon regulatory approval, including approval of the Federal Communications Commission (FCC) and the termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. (See Note 20 to the consolidated financial statements for additional information regarding these pending transactions.)

ACQUISITIONS COMPLETED DURING 2005, 2004 AND 2003

On August 1, 2005, Alltel and Western Wireless completed the merger of Western Wireless with and into a wholly-owned subsidiary of Alltel. In the merger, each share of Western Wireless common stock was exchanged for 0.535 shares of Alltel common stock and $9.25 in cash unless the shareholder made an all-cash election, in which case the shareholder received $40 in cash. Western Wireless shareholders making an all-stock election were subject to proration and received approximately 0.539 shares of Alltel common stock and $9.18 in cash. In the aggregate, Alltel issued approximately 54.3 million shares of stock valued at $3,430.4 million and paid approximately $933.4 million in cash. Through its wholly-owned subsidiary that merged with Western Wireless, Alltel also assumed debt of approximately $2.1 billion. As a result of the merger, Alltel added approximately 1.3 million domestic wireless customers in 19 midwestern and western states that are contiguous to the Company s existing wireless properties, increasing the number of wireless customers served by Alltel to more than 10 million customers in 34 states.

As a condition of receiving approval for the merger from the U.S. Department of Justice (DOJ) and FCC, Alltel agreed to divest certain wireless operations of Western Wireless in 16 markets in Arkansas, Kansas and Nebraska, as well as the Cellular One brand. On December 19, 2005, Alltel completed an exchange of wireless properties with United States Cellular Corporation (U.S. Cellular) that included a substantial portion of the divestiture requirements related to the merger. Under terms of the agreement, Alltel acquired approximately 90,000 customers in two Rural Service Area (RSA) markets in Idaho that are adjacent to the Company s existing operations and received $48.2 million in cash in exchange for 15 rural markets in Kansas and Nebraska owned by Western Wireless. In December 2005, Alltel sold the Cellular One brand to Dobson Cellular Systems, Inc. and announced an agreement to sell the remaining market in Arkansas to Cingular. During the third and fourth quarters of 2005, Alltel completed the sale of Western Wireless international operations in Georgia, Ghana and Ireland for $570.3 million in cash, and Alltel has pending definitive agreements to sell the Western Wireless international operations in Austria, Bolivia and Haiti for $1.7 billion in cash. The sales of the market in Arkansas and the Austrian, Bolivian and Haitian operations are expected to close during the first half of 2006.

The Company is also actively pursuing the disposition of the remaining international operations acquired from Western Wireless. Accordingly, the acquired international operations and interests of Western Wireless and the 16 domestic markets required to be divested by Alltel have been classified as assets held for sale and discontinued operations in the accompanying consolidated financial statements. Alltel s integration of the remaining acquired domestic operations of Western Wireless is currently underway. In connection with this integration, the Company expects to incur significant nonrecurring expenses over the next several quarters, principally consisting of branding, signage, retail store redesigns and computer system conversion costs. (See Restructuring and Other Charges below for a discussion of integration expenses recorded by Alltel in the third and fourth quarters of 2005).

On April 15, 2005, Alltel and Cingular exchanged certain wireless assets. Under the terms of the agreement, Alltel acquired former AT&T Wireless properties, including licenses, network assets, and subscribers, in selected markets in Kentucky, Oklahoma, Texas, Connecticut and Mississippi representing approximately 2.7 million POPs. Alltel also acquired 20MHz of spectrum and network assets formerly owned by AT&T Wireless in Kansas and wireless spectrum in several counties in Georgia and Texas. In addition, Alltel and Cingular exchanged partnership interests, with Cingular receiving interests in markets in Kansas, Missouri and Texas, and Alltel receiving more ownership in majority-owned markets it manages in Michigan, Louisiana, and Ohio. Alltel also paid Cingular approximately $153.0 million in cash. In connection with this transaction, Alltel recorded a pretax gain of approximately $127.5 million in the second quarter of 2005 and an additional gain of $30.5 million in the third quarter of 2005 and added approximately 212,000 customers. On February 28, 2005, Alltel completed the purchase of wireless properties, representing approximately 900,000 POPs in Alabama and Georgia, from PS Cellular for $48.1 million in cash. Through the completion of this transaction, Alltel added approximately 54,000 customers. During 2005, Alltel also acquired additional ownership interests in wireless properties in Michigan, Ohio and Wisconsin in which the Company owned a majority interest. In connection with these acquisitions, the Company paid $15.7 million in cash.

On December 1, 2004, Alltel completed the purchase of certain wireless assets from U.S. Cellular and TDS Telecommunications Corporation for $148.2 million in cash, acquiring wireless properties with a potential service area covering approximately 584,000 POPs in Florida and Ohio. The Company also purchased partnership interests in seven Alltel-operated markets in Georgia, Mississippi, North Carolina, Ohio and Wisconsin. Prior to this acquisition, Alltel owned an approximate 42 percent interest in the Georgia market, with a potential service area covering approximately 229,000 POPs, and Alltel owned a majority interest in the Mississippi, North Carolina, Ohio and Wisconsin markets. On November 2, 2004, the Company purchased for $35.6 million in cash wireless properties with a potential service area covering approximately 275,000 POPs in south Louisiana from SJI, a privately held company. During the fourth quarter of 2004, Alltel also acquired additional ownership interests in wireless properties in Louisiana and Wisconsin in which the Company owned a majority interest in exchange for $1.4 million in cash and a portion of the Company s ownership interest in a wireless partnership serving the St. Louis, Missouri market.

Through these transactions, Alltel added approximately 92,000 wireless customers. Because all of these acquisitions were completed in the fourth quarter of 2004, the acquired operations did not have a significant effect on the Company s consolidated results of operations or cash flows for the year ended December 31, 2004.

On August 29, 2003, Alltel purchased for $22.8 million in cash a wireless property with a potential service area covering approximately 205,000 POPs in an Arizona RSA. During the third quarter of 2003, the Company also purchased for $5.7 million in cash additional ownership interests in wireless properties in Mississippi, New Mexico and Virginia in which the Company owned a majority interest. On April 1, 2003, the Company paid $7.5 million to increase its ownership interest from 43 percent to approximately 86 percent in a wireless property with a potential service area covering about 145,000 POPs in a Wisconsin RSA. On February 28, 2003, the Company purchased for $72.0 million in cash wireless properties with a potential service area covering approximately 370,000 POPs in southern Mississippi, from Cellular XL Associates, a privately held company. On February 28, 2003, the Company also purchased for $60.0 million in cash the remaining ownership interest in wireless properties with a potential service area covering approximately 355,000 POPs in two Michigan RSAs. Prior to this acquisition, Alltel owned approximately 49 percent of the Michigan properties. Through the completion of these transactions, Alltel added approximately 147,000 wireless customers.

The accounts and results of operations of the acquired wireless properties discussed above are included in the accompanying consolidated financial statements from the date of acquisition. (See Note 3 to the consolidated financial statements for additional information regarding these acquisitions.)

CONSOLIDATED RESULTS OF OPERATIONS

(Millions, except per share amounts)	**2005**	**2004**	**2003**
Revenues and sales:			
Service revenues	$ 8,380.5	$ 7,374.3	$ 7,156.1
Product sales	1,106.5	871.8	823.8
Total revenues and sales	9,487.0	8,246.1	7,979.9
Costs and expenses:			
Cost of services	2,743.8	2,374.2	2,273.6
Cost of products sold	1,315.3	1,075.5	1,043.5
Selling, general, administrative and other	1,795.5	1,524.2	1,498.1
Depreciation and amortization	1,482.6	1,299.7	1,247.7
Restructuring and other charges	58.7	50.9	19.0
Total costs and expenses	7,395.9	6,324.5	6,081.9
Operating income	2,091.1	1,921.6	1,898.0
Non-operating income (expense), net	133.1	22.9	(3.2)
Interest expense	(332.6)	(352.5)	(378.6)
Gain on disposal of assets, write-down of investments and other	218.8		17.9
Income from continuing operations before income taxes	2,110.4	1,592.0	1,534.1
Income taxes	801.9	565.3	580.6
Income from continuing operations	1,308.5	1,026.7	953.5
Income from discontinued operations, net of income taxes	30.3	19.5	361.0
Cumulative effect of accounting change, net of income taxes	(7.4)		15.6
Net income	$ 1,331.4	$ 1,046.2	$ 1,330.1
Basic earnings per share:			
Income from continuing operations	$ 3.84	$ 3.34	$ 3.06
Income from discontinued operations	.09	.06	1.16
Cumulative effect of accounting change	(.02)		.05
Net income	$ 3.91	$ 3.40	$ 4.27

Diluted earnings per share:			
Income from continuing operations	$ 3.80	$ 3.33	$ 3.05
Income from discontinued operations	.09	.06	1.15
Cumulative effect of accounting change	(.02)		.05
Net income	$ 3.87	$ 3.39	$ 4.25

Total revenues and sales increased 15 percent, or $1,240.9 million, and service revenues increased by 14 percent, or $1,006.2 million, in 2005 compared to the prior year. The acquisitions of wireless properties completed in 2005 and during the fourth quarter of 2004 previously discussed accounted for approximately

$614.1 million and $644.4 million of the overall increases in service revenues and total revenues and sales in 2005, respectively. In addition to the effects of the acquisitions, service revenues increased due to nonacquisition-related growth in Alltel s wireless customer base and the corresponding increases in wireless access revenues, which increased $259.7 million from 2004. Service revenues for 2005 also reflected growth in revenues derived from wireless and wireline data services, which increased $152.4 million from a year ago, primarily reflecting strong demand for these services and the effects of two large-scale promotions aimed at increasing text messaging usage. Wireless service revenues also included increases in regulatory and other fees of $126.6 million compared to 2004 due to additional Universal Service Fund (USF) support received by Alltel reflecting an increase in the contribution factor, and additional revenues attributable to Alltel s certification in twelve states as an ETC, which accounted for $69.1 million of the overall increase in regulatory fees in 2005. Wholesale wireless revenues also increased $40.4 million in 2005 compared to 2004, primarily due to strong growth in CDMA minutes of use and stability in the volumes of TDMA and analog minutes of use by other carriers customers roaming on Alltel s wireless network.

Service revenues increased $218.2 million, or 3 percent, in 2004, primarily reflecting growth in Alltel s wireless customer base and the corresponding increase of $333.8 million in wireless access revenues compared to 2003. Service revenues for 2004 also reflected growth in revenues derived from wireless and wireline data services and from the sale of enhanced communication services, including caller identification, call waiting, call forwarding, voice mail, and wireless equipment protection plans. Revenues from data and enhanced services increased $78.5 million in 2004 compared to 2003, primarily reflecting continued demand for these services. Wireless service revenues in 2004 also included increased regulatory and other fees of $76.4 million compared to 2003. Regulatory fees in 2004 included USF support received by Alltel pursuant to its certification in seven states as an ETC, and accounted for $48.2 million of the overall increase in regulatory fees in 2004. Regulatory fees in 2004 also reflected additional amounts billed to customers to offset costs related to certain regulatory mandates, including universal service funding, primarily resulting from changes in FCC regulations applicable to universal service fees that were effective on April 1, 2003.

The above increases in service revenues in both 2005 and 2004 were partially offset by lower wireless airtime and retail roaming revenues, decreases in wireline access and toll service revenues and reductions in revenues derived from telecommunications information services. Compared to the prior year periods, wireless airtime and retail roaming revenues decreased $66.3 million in 2005 and $122.2 million in 2004, primarily due to the effects of customers migrating to rate plans with a larger number of packaged minutes. Such rate plans, for a flat monthly service fee, provide customers with a specified number of airtime minutes and include unlimited weekend, nighttime and mobile-to-mobile minutes at no extra charge. Wireline local service and network access and long-distance revenues decreased $78.8 million in 2005, primarily as a result of the loss of wireline access lines due, in part, to broadband and wireless substitution. Wireline local service and network access and toll revenues decreased $51.4 million in 2004, primarily as a result of the loss of wireline access lines and a $20.3 million reduction in high-cost funding received by Alltel s wireline subsidiaries under the USF program. Telecommunications information services revenues decreased $24.6 million in 2005 from 2004 due to the loss of one of Alltel s remaining unaffiliated wireline services customers during the fourth quarter of 2004. Telecommunications information services revenues decreased $67.1 million in 2004 compared to 2003, primarily due to the December 2003 sale of certain assets and related liabilities, including selected customer contracts and capitalized software development costs, to Convergys Information Management Group, Inc. (Convergys), as well as the loss of one of Alltel s remaining unaffiliated customers previously discussed. Service revenue growth in 2004 was also adversely affected by reductions in wireless wholesale revenues and revenues from long-distance and network management services. Wholesale wireless revenues declined $15.1 million in 2004 compared to 2003 primarily due to lower analog and TDMA minutes of use by other carriers customers roaming on Alltel s wireless network, partially offset by growth in CDMA minutes of use as other CDMA carriers directed wholesale traffic to Alltel s network. Revenues from long-distance and network management services decreased $15.2 million in 2004, primarily due to declining usage by residential customers and a reduction in intercompany and residential customer billing rates.

Product sales increased $234.7 million, or 27 percent, in 2005 and $48.0 million, or 6 percent, in 2004. The increases in product sales in both 2005 and 2004 were primarily driven by higher retail prices realized on the sale of wireless handsets that include advanced features, such as picture messaging, and that are capable of downloading games, entertainment content, weather and office applications. The acquisitions of wireless properties completed during 2005 and the fourth quarter of 2004 accounted for $30.3 million of the overall increase in product sales in 2005. In addition to the effects of higher retail prices realized from the sale of wireless handsets, product sales in 2004 also reflected growth in the Company s directory publishing operations. Compared to 2003, directory publishing revenues increased $33.3 million, reflecting an increase in the number of directories published, including the initial publication of directories for the Kentucky and Nebraska operations, which had been previously outsourced.

Cost of services increased $369.6 million, or 16 percent, in 2005 and $100.6 million, or 4 percent, in 2004. The acquisitions of wireless properties completed during 2005 and the fourth quarter of 2004 accounted for $200.0 million of the overall increase in cost of services in 2005. Cost of services also increased in both years due to increases in wireless network-related costs, wireless regulatory fees and wireless customer service expenses. Compared to the prior year periods, wireless network-related costs increased $61.2 million in 2005 and $131.8 million in 2004 reflecting increased network traffic due to customer growth, increased minutes of use and expansion of network facilities. Cost of services for 2005 and 2004 also reflected increases in wireless customer service expenses of $31.7 million and $34.5 million, respectively, primarily reflecting additional costs associated with Alltel s retention efforts focused on improving customer satisfaction and reducing postpay churn. Cost of services for 2005 and 2004 also reflected increases in wireless regulatory fees of $21.7 million and $12.7 million, respectively, principally related to an increase in the contribution factor applicable to universal service funding and changes in FCC regulations effective April 1, 2003. Cost of services in 2005 also reflected increased payments to data content providers, which increased $32.9 million from 2004, consistent with the growth in wireless revenues derived from data services. When compared to 2004, cost of services for 2005 included additional wireless bad debt expense of $27.8 million, primarily due to non-acquisition growth in customers and increased write-offs associated with early disconnect penalties. Cost of services for 2005 also included $17.8 million of incremental costs associated with Hurricane Katrina and three other storms, consisting of increased long-distance and roaming expenses due to providing these services to affected customers at no charge for a three-month period, system maintenance costs to restore network facilities and additional losses from bad debts. These incremental costs, which are included in corporate expenses, also included Company donations to support the hurricane relief efforts. In addition, cost of services for 2005 also included $19.8 million of incremental costs primarily related to a change in accounting for operating leases. Certain of the Company s operating lease agreements for cell sites and for office and retail locations include scheduled rent escalations during the initial lease term and/or during succeeding optional renewal periods. Prior to January 1, 2005, the Company had not recognized the scheduled increases in rent expense on a straight-line basis in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 13, Accounting for Leases , and Financial Accounting Standards Board (FASB) Technical Bulletin No. 85-3, Accounting for Operating Leases with Scheduled Rent Increases . The effects of this change, which are included in corporate expenses, were not material to the Company s previously reported consolidated results of operations, financial position or cash flows.

The above increases in cost of services for 2005 were partially offset by a reduction in operating costs incurred by the telecommunications information services operations consistent with the overall decline in its operating revenues previously discussed. Partially offsetting the increase in cost of services in 2004 attributable to increased wireless network-related costs, wireless regulatory fees and wireless customer service expenses was a reduction in network-related costs for the wireline operations of $32.9 million, primarily due to the loss of wireline access lines and the effects of incremental strike-related expenses and maintenance costs incurred in 2003. During 2003, the Company incurred incremental expenses of approximately $14.9 million associated with a strike that began in early June and ended on October 1, 2003, when the Company signed a new collective bargaining agreement impacting approximately 400 Alltel employees in Kentucky represented by the Communications Workers of America. Alltel also incurred $6.0 million of additional maintenance costs in 2003 to repair damage caused by severe winter storms. Cost of services for 2004 was also favorably affected by reduced operating costs of $48.2 million, resulting from the sale of certain telecommunications information services operations to Convergys, as previously discussed.

Cost of products sold increased $239.8 million, or 22 percent, in 2005 and $32.0 million, or 3 percent, in 2004. The increases in both years were consistent with the overall growth in product sales noted above and reflected the sales of higher-priced wireless handsets and increased sales to resellers and other distributors. In addition, the wireless property additions discussed above accounted for $57.0 million of the overall increase in cost of products sold in 2005. The increase in 2004 attributable to the sale of higher-priced wireless handsets was partially offset by decreased sales of telecommunications and data products to regulated wireline affiliates, as well as the effects of vendor rebates earned by Alltel for attaining specified purchase volumes with the Company s wireless handset vendors.

Selling, general, administrative and other operating expenses increased $271.3 million, or 18 percent, in 2005 and $26.1 million, or 2 percent, in 2004. The acquisitions of wireless properties accounted for $137.9 million of the overall increase in selling, general, administrative and other expenses in 2005. Compared to 2004, selling, general, administrative and other operating expenses also reflected increased advertising costs of $37.4 million in 2005 primarily due to two large-scale promotions aimed at increasing text messaging usage, as well as additional costs associated with Alltel s rebranding initiative. During the second quarter of 2005, Alltel launched a rebranding initiative that involved changing the Company logo, improving the design in Alltel s retail stores to be more customer friendly and initiating an advertising campaign highlighting Alltel s commitment to customer satisfaction. Alltel incurred $13.8 million of incremental expenses associated with the rebranding initiative and the redesign of its retail stores. Increased insurance premiums related to the Company s employee medical and dental plans, additional costs associated with write-offs identified as a result of system improvements in the Company s cash processing procedures and higher audit fees and internal staffing costs incurred to comply with the Section 404 internal control reporting requirements of the Sarbanes-Oxley Act of 2002 also contributed to the increase in selling, general, administrative and other operating expenses in 2005. The increase in 2004 primarily reflected increased wireless commissions expense of $34.0 million, driven by increased sales of Alltel s more profitable rate plans and a higher mix of postpay gross customer additions, as compared to 2003. The increase in 2004 due to wireless commissions expense was partially offset by cost savings realized in the wireline operations, reflecting Alltel s continued control of operating expenses.

Pension expense, which is included in both cost of services and selling, general, administrative and other expenses, increased $11.1 million in 2005 and decreased $9.0 million in 2004, when compared to the prior year period. The increase in pension expense for 2005 reflected a reduction in the discount rate used to measure annual pension costs from 6.4 percent in 2004 to 6.0 percent in 2005. Conversely, the decrease in pension expense for 2004 primarily reflected the effects of strong investment returns earned on pension plan assets during the year ended December 31, 2003, partially offset by a reduction in the discount rate used to measure annual pension costs from 6.85 percent in 2003 to 6.40 percent in 2004.

(See Pension Plans below for an additional discussion of the factors affecting the Company s annual pension costs.)

Depreciation and amortization expense increased $182.9 million, or 14 percent, in 2005 and $52.0 million, or 4 percent, in 2004. The effects of the wireless property acquisitions accounted for $117.5 million of the overall increases in depreciation and amortization expense in 2005 and included amortization of customer lists of $49.2 million. In addition to the effects of acquisitions, the increase in depreciation and amortization expense in 2005 also reflected growth in wireless plant in service and the impact of a third quarter 2004 prospective change in the depreciable lives of certain wireless telecommunications equipment. The depreciable lives were shortened in response to the rapid pace of technological development and the increasing demands of Alltel s customers for new products and services. The increases in 2005 attributable to the wireless operations were partially offset by lower wireline depreciation and amortization expense, reflecting a reduction in depreciation rates for the

Company s operations in Florida, Georgia and South Carolina, effective September 1, 2005 and July 1, 2005, and in Nebraska, effective April 1, 2004. The depreciable lives were lengthened to reflect the estimated remaining useful lives of the wireline plant based on the Company s expected future network utilization and capital expenditure levels required to provide service to its customers. The increase in depreciation and amortization expense in 2004 primarily resulted from growth in wireless plant in service and included the effects of the changes in depreciable lives discussed above.

Operating income increased $169.5 million, or 9 percent, in 2005 and $23.6 million, or 1 percent, in 2004. The increase in 2005 primarily reflected growth in wireless segment income resulting from the nonacquisition-related growth in revenues and sales discussed above, as well as the effects of the wireless property acquisitions, which accounted for $132.1 million of the overall increase in operating income for 2005. The increase in 2005 attributable to the wireless operations was partially offset by a reduction in wireline segment income, reflecting the decline in wireline access lines discussed above, and the effects of incremental expenses associated with Hurricane Katrina and three other storms previously discussed. Operating income comparisons for 2005 were also adversely affected by the effects of restructuring and other charges, as further discussed below. The increase in operating income in 2004 reflected growth in both wireless and wireline segment income, partially offset by the net increase in restructuring and other charges incurred in 2004 compared to 2003, as further discussed below. The growth in wireless segment income in 2004 primarily reflected an increase in wireless revenues and sales, partially offset by increased network costs attributable to the significant growth in customer usage and additional costs associated with Company s retention efforts. Wireline segment income increased in 2004 primarily due to selling additional services and features to existing wireline customers, growth in the Company s Internet operations and the effects of the incremental strike-related costs incurred in 2003. The changes in wireless and wireline segment income are further discussed below under Results of Operations by Business Segment .

Restructuring and Other Charges

A summary of the restructuring and other charges recorded in 2005 was as follows:

(Millions)	Wireless	Wireline	Total
Severance and employee benefit costs	$	$ 4.4	$ 4.4
Relocation costs	0.7		0.7
Computer system conversion and other integration costs	22.3		22.3
Costs associated with pending spin off and merger of wireline operations		31.3	31.3
Total restructuring and other charges	$ 23.0	$ 35.7	$ 58.7

In connection with the exchange of wireless assets with Cingular and purchase of wireless properties from PS Cellular, the Company incurred $18.5 million of integration expenses, primarily consisting of handset subsidies incurred to migrate the acquired customer base to CDMA handsets. Alltel also incurred $4.5 million of integration expenses related to its acquisition of Western Wireless, primarily consisting of computer system conversion and other integration costs. These expenses included internal payroll and employee benefit costs, contracted services, relocation expenses and other programming costs incurred in converting Western Wireless customer billing and operational support systems to Alltel s internal systems, a process which is expected to be completed during the first quarter of 2006. Of the total integration expenses recorded, $14.3 million were incurred in the third quarter of 2005 and $8.7 million were incurred in the fourth quarter of 2005. During the third quarter of 2005, the Company incurred $4.6 million of severance and employee benefit costs related to a planned workforce reduction in its wireline operations. In the fourth quarter of 2005, Alltel reduced the liabilities associated with the wireline restructuring activities by $0.2 million to reflect differences between estimated and actual costs paid in completing the employee terminations. As of December 31, 2005, the Company had paid $4.4 million in severance and employee-related expenses, and all of the employee reductions had been completed. As previously discussed, on December 9, 2005, Alltel announced that it would spin off its wireline telecommunications business to its stockholders and merge it with Valor. In connection with the spin-off and merger, Alltel incurred $31.3 million of incremental costs during the fourth quarter of 2005, principally consisting of investment banker, audit and legal fees.

A summary of the restructuring and other charges recorded in 2004 was as follows:

(Millions)	Wireless	Wireline	Communications Support Services	Corporate Operations	Total
Severance and employee benefit costs	$ 8.6	$ 11.2	$ 0.5	$ 2.1	$ 22.4
Relocation costs	2.7	1.2	0.1	0.1	4.1
Lease and contract termination costs	0.5	(1.9)		(0.1)	(1.5)
Write-down in the carrying value of certain facilities	0.7			24.1	24.8
Other exit costs	0.4	0.7			1.1
Total restructuring and other charges	$ 12.9	$ 11.2	$ 0.6	$ 26.2	$ 50.9

In January 2004, the Company announced its plans to reorganize its operations and support teams. During February 2004, Alltel announced its plans to exit its Competitive Local Exchange Carrier (CLEC) operations in the Jacksonville, Florida market due to the continued unprofitability of these operations. In connection with these activities, the Company recorded a restructuring charge of $29.3 million consisting of $22.9 million in severance and employee benefit costs related to a planned workforce reduction, $4.8 million of employee relocation expenses, $0.5 million in lease termination costs and $1.1 million of other exit costs. The severance and employee benefit costs included a $1.2 million payment to a former employee of the Company s sold financial services division that became payable in the first quarter of 2004 pursuant to the terms of a change in control agreement between the employee and Alltel. During the fourth quarter of 2004, the Company recorded a $0.9 million reduction in the liabilities associated with the restructuring efforts initiated in the first quarter of 2004, consisting of $0.7 million in employee relocation expenses and $0.2 million in severance and employee benefit costs. The reductions primarily reflected differences between estimated and actual costs paid in completing the employee relocations and terminations. As of December 31, 2004, the Company had paid $22.5 million in severance and employee-related expenses, and all of the employee reductions and relocations had been completed.

During the first quarter of 2004, Alltel recorded a $2.3 million reduction in the liabilities associated with various restructuring activities initiated prior to 2003, consisting of $2.0 million in lease and contract termination costs and $0.3 million in severance and employee benefit costs. The reductions primarily reflected differences between estimated and actual costs paid in completing the previous planned workforce reductions and lease and contract terminations. In the first quarter of 2004, Alltel also recorded a write-down in the carrying value of certain corporate and regional facilities to fair value in conjunction with the 2004 organizational changes and the 2003 sale of the Company s financial services division to Fidelity National Financial Inc. (Fidelity National), as further discussed below under Discontinued Operations .

A summary of the restructuring and other charges recorded in 2003 was as follows:

(Millions)	Wireless	Wireline	Communications Support Services	Corporate Operations	Total
Severance and employee benefit costs	$ 1.3	$ 7.0	$	$ (2.0)	$ 6.3

Lease and contract termination costs			(0.5)		(0.5)
Write-down of software development costs	7.6	1.8	3.8		13.2
Total restructuring and other charges	$ 8.9	$ 8.8	$ 3.3	$ (2.0)	$ 19.0

During 2003, the Company recorded a restructuring charge of $8.5 million consisting of severance and employee benefit costs related to a planned workforce reduction, primarily resulting from the closing of certain call center locations. As of December 31, 2004, Alltel had paid $8.5 million in severance and employee-related expenses, and all of the employee reductions had been completed. Alltel also recorded a $2.7 million reduction in the liabilities associated with various restructuring activities initiated prior to 2003, consisting of $2.2 million in severance and employee benefit costs and $0.5 million in lease termination costs. The reduction primarily reflected differences between estimated and actual costs paid in completing the previous planned workforce reductions and lease terminations. In 2003, Alltel also wrote off certain capitalized software development costs that had no alternative future use or functionality.

As of December 31, 2005, the remaining unpaid liability related to the Company s restructuring activities consisted of investment banker, audit and legal fees of $29.5 million and lease and contract termination costs of $0.2 million. Cash outlays for the remaining unpaid liability will be disbursed over the next 12 months and will be funded from operating cash flows. The restructuring and other charges decreased net income $48.1 million, $31.1 million and $11.5 million for the years ended December 31, 2005, 2004 and 2003, respectively. The restructuring and other charges discussed above were not allocated to the Company s business segments, as management evaluates segment performance excluding the effects of these items. (See Note 10 to the consolidated financial statements for additional information regarding these charges.)

Non-Operating Income (Expense), Net

(Millions)	**2005**	**2004**	**2003**
Equity earnings in unconsolidated partnerships	$ 43.4	$ 68.5	$ 64.4
Minority interest in consolidated partnerships	(69.1)	(80.1)	(78.6)
Other income, net	158.8	34.5	11.0
Non-operating income (expense), net	$ 133.1	$ 22.9	$ (3.2)

As indicated in the table above, non-operating income, net increased $110.2 million, or 481 percent, in 2005 and $26.1 million, or 816 percent, in 2004. The increase in other income, net of $124.3 million in 2005 primarily reflected the effect of a special cash dividend received by Alltel related to its investment in Fidelity National common stock. On March 28, 2005, Alltel received a special $10 per share cash dividend from Fidelity National amounting to $111.0 million. Compared to 2004, other income, net for 2005 also included additional interest income earned on the Company s cash and short-term investments of $12.7 million due to significant growth in Alltel s available cash on hand following the May 17, 2005 issuance of common stock to settle the purchase contract obligation related to the Company s equity units. As more fully discussed in Note 5 to the consolidated financial statements, during 2002, Alltel issued 27.7 million equity units which included a purchase contract that obligated the holder to purchase, and obligated Alltel to sell, on May 17, 2005, a variable number of newly-issued Alltel common shares at a price of $50 per share. Upon settlement of the purchase contract obligation, Alltel issued 24.5 million common shares and received proceeds of $1,385.0 million. Other income, net for 2005 also included $5.0 million of insurance proceeds received to offset expenses incurred by the Company related to Hurricane Katrina, as previously discussed, as well as a $2.4 million gain on the sale of investments in certain limited partnerships.

The decrease in equity earnings of $25.1 million in 2005 primarily reflected the effects of the wireless property exchange with Cingular and Alltel s December 1, 2004 acquisition of a majority ownership interest in a Georgia market in which the Company previously owned a minority interest. Conversely, the increase in equity earnings of $4.1 million in 2004 reflected improved operating results in the Company s minority-owned wireless partnerships. The effects of the improved operating results on equity earnings were partially offset by the effects of the acquisitions of additional ownership interests in wireless properties in Wisconsin and Georgia, in which the Company previously held a minority ownership interest. Minority interest expense decreased $11.0 million in

2005 primarily due to the effects of Alltel s acquisitions during the fourth quarter of 2004 and 2005 of additional ownership interests in wireless properties in Louisiana, Michigan, Mississippi, North Carolina, Ohio and Wisconsin in which the Company owned a majority interest.

Other income, net for 2004 included a $6.2 million increase in the amount of annual dividends paid on the Company s investment in Rural Telephone Bank (RTB) Class C stock. In the second quarter of 2003, Alltel received additional shares of this stock investment as a result of the Company s repayment of all outstanding debt under the Rural Utilities Services (RUS), RTB and Federal Financing Bank (FFB) programs, as further discussed below. In addition, other income, net for 2004 included a gain of $3.8 million realized from the previously discussed exchange of wireless partnership interests involving markets in Louisiana and St. Louis, Missouri. Compared to 2003, other income, net for 2004 included additional interest income earned on the Company s cash and short-term investments of $3.3 million. The additional interest income reflected growth in the Company s available cash on hand following the sale of the financial services division to Fidelity National completed in April 2003. Compared to 2003, other income, net for 2004 also included additional dividend income of $2.8 million earned on Alltel s investment in Fidelity National common stock.

Interest Expense

Interest expense decreased $19.9 million, or 6 percent, in 2005 and $26.1 million, or 7 percent, in 2004. The decrease in 2005 primarily reflected the effects of the April 8, 2005 redemption of $450.0 million, 7.50 percent senior notes, as further discussed below. Interest expense for 2005 also reflected the effects of the February 17, 2005 remarketing of the senior note portion of Alltel s equity units that reset the annual interest rate on the notes to 4.656 percent from 6.25 percent for periods subsequent to February 17, 2005. Interest expense for 2005 was also favorably affected by the April 1, 2004 repayment of a $250.0 million, 7.25 percent senior unsecured note. The decrease in interest expense in 2005 attributable to the repayment of senior notes and resetting the annual interest rate on the equity units was partially offset by additional interest costs resulting from $1.0 billion of incremental commercial paper borrowings incurred by Alltel to finance a portion of the repayment of Western Wireless long-term debt subsequent to the merger and the cash portion of the merger consideration, as further discussed below under Cash Flows-Financing Activities . The decrease in interest expense in 2004 reflected the April 1, 2004 repayment of the $250.0 million unsecured note discussed above, as well as the Company s repayment of $763.4 million of long-term debt during 2003. In 2003, Alltel repaid a $450.0 million, 7.125 percent unsecured note due March 1, 2003 and prepaid $249.1 million of long-term debt outstanding under the RUS, RTB and FFB programs.

Gain on Disposal of Assets, Write-Down of Investments and Other

As previously discussed, on April 15, 2005, Alltel and Cingular exchanged certain wireless assets. Primarily as a result of certain minority partners rights-of-first-refusal, three of the wireless partnership interests to be exchanged between Alltel and Cingular were not completed until July 29, 2005. As a result of completing the exchange transactions, Alltel recorded pretax gains of $127.5 million in the second quarter of 2005 and $30.5 million in the third quarter of 2005. On April 6, 2005, Alltel completed the sale of all of its shares of Fidelity National common stock to Goldman Sachs for approximately $350.8 million and recognized a pretax gain of approximately $75.8 million. Proceeds from the stock sale were used to fund a substantial portion of the cost to redeem, on April 8, 2005, all of the issued and outstanding 7.50 percent senior notes due March 1, 2006, representing an aggregate principal amount of $450.0 million. Concurrent with the debt redemption, Alltel also terminated the related pay variable/receive fixed, interest rate swap agreement that had been designated as a fair value hedge against the $450.0 million senior notes. In connection with the early termination of the debt and interest rate swap agreement, Alltel incurred net pretax termination fees of approximately $15.0 million. These transactions increased net income $136.7 million in 2005.

In 2003, Alltel sold to Convergys certain assets and related liabilities, including selected customer contracts and capitalized software development costs, associated with the Company s telecommunications information services operations. In connection with this sale, the Company received proceeds of $37.0 million and recorded a

pretax gain of $31.0 million. Alltel also recorded pretax write-downs totaling $6.0 million to reflect other-than-temporary declines in the fair value of certain investments in unconsolidated limited partnerships. As noted above, during the second quarter of 2003, Alltel retired, prior to stated maturity dates, $249.1 million of long-term debt. In connection with the early retirement of this debt, the Company incurred pretax termination fees of $7.1 million. These transactions increased net income $10.7 million in 2003.

Income Taxes

Income tax expense increased $236.6 million, or 42 percent, in 2005 consistent with the overall growth in the Company s income before income taxes. Conversely, income tax expense decreased $15.3 million, or 3 percent, in 2004 primarily due to tax benefits associated with the reversal of certain income tax contingency reserves and the allowance of a prior year loss from the sale of a subsidiary further discussed below, partially offset by additional taxes attributable to the overall growth in the Company s earnings from continuing operations. As more fully discussed in Note 13 to the consolidated financial statements, during the third quarter of 2004, the IRS issued its proposed audit adjustments related to Alltel s consolidated federal income tax returns for the fiscal years 1997 through 2001. With the exception of three issues which are pending at appeals, Alltel agreed with the IRS findings. As a result, Alltel reassessed its income tax contingency reserves to reflect the IRS findings and recorded a $129.3 million reduction in these reserves during the third quarter of 2004. The corresponding effects of the adjustments to the tax contingency reserves resulted in a reduction in goodwill of $94.5 million and a reduction in income tax expense associated with continuing operations of $19.7 million. The remaining $15.1 million of the adjustments to the tax contingency reserves related to the sold financial services division and has been reported as discontinued operations in the Company s consolidated financial statements for 2004. During 2004, the Company also reached an agreement with the IRS allowing for the deduction of a previously realized loss associated with Alltel s 1997 disposition of a subsidiary, which resulted in the recognition of a tax benefit of $17.6 million in 2004.

The Company s effective income tax rate increased to 38.0 percent in 2005 compared to 35.5 percent in 2004. The Company s effective income tax rate in 2004 was favorably affected by tax benefits associated with the reversal of income tax contingency reserves and the allowance of a prior year loss from the sale of a subsidiary discussed above. For 2006, Alltel s annual effective income tax rate is expected to range between 38.0 percent and 39.0 percent.

Net Income and Earnings per Share from Continuing Operations

Net income from continuing operations increased $281.8 million, or 27 percent, in 2005 and $73.2 million, or 8 percent, in 2004. Basic and diluted earnings per share from continuing operations in 2005 increased 15 percent and 14 percent, respectively from 2004, and both basic and diluted earnings per share increased 9 percent in 2004 compared to 2003. Growth in basic and diluted earnings per share in 2005 was adversely affected by increases in weighted average share counts due to the equity unit conversion in May 2005 and the Western Wireless merger as further discussed below. The increases in net income and earnings per share in 2005 primarily reflected the special dividend related to the Company s investment in Fidelity National common stock, gains realized from the exchange of wireless assets with Cingular and the sale of the Company s investment in Fidelity National common stock and growth in wireless and communications support services segment income. These increases were partially offset by a reduction in wireline segment income, reflecting the decline in wireline access lines.

Conversely, the increases in net income and earnings per share in 2004 primarily reflected growth in wireless and wireline segment income, increased income earned from the Company s investments in RTB stock, Fidelity National common stock, cash and short-term investments and minority-owned wireless partnerships, and the tax benefits associated with the reversal of income tax contingency reserves and the allowance of a prior year loss from the sale of a subsidiary previously discussed. These increases were partially offset by the effects of restructuring and other charges. The changes in segment income in 2005 and 2004 are further discussed below under Results of Operations by Business Segment .

Discontinued Operations

As discussed earlier, as a condition of receiving approval from the DOJ and FCC for its merger with Western Wireless, Alltel agreed to divest certain wireless operations of Western Wireless in 16 markets in Arkansas, Kansas and Nebraska, as well as the Cellular One brand. On December 19, 2005, Alltel completed an exchange of wireless properties with U.S. Cellular that included a substantial portion of the divestiture requirements related to the merger. In December 2005, Alltel sold the Cellular One brand to Dobson Cellular Systems, Inc and announced an agreement to sell the remaining market in Arkansas to Cingular. During the third and fourth quarters of 2005, Alltel completed the sale of Western Wireless international operations in Georgia, Ghana and Ireland, and Alltel has pending definitive agreements to sell the Western Wireless international operations in Austria, Bolivia and Haiti. The Company also is actively pursuing the disposition of the remaining international operations acquired from Western Wireless. The acquired international operations and interests of Western Wireless and the 16 domestic markets required to be divested by Alltel have been classified as assets held for sale and discontinued operations in the accompanying consolidated financial statements.

On April 1, 2003, Alltel completed the sale of the financial services division of its information services subsidiary, ALLTEL Information Services, Inc., to Fidelity National, for $1.05 billion, received as $775.0 million in cash and $275.0 million in Fidelity National common stock. As part of this transaction, Fidelity National acquired Alltel s mortgage servicing, retail and wholesale banking and commercial lending operations, as well as the community/regional bank division. Approximately 5,500 employees of the Company transitioned to Fidelity National as part of the transaction. As a result of this transaction, the financial services division has been reflected as discontinued operations in the Company s consolidated financial statements for all periods presented. The telecom division of ALLTEL Information Services, Inc. was retained by the Company and was not part of the sale transaction with Fidelity National. The operations of the retained telecom division are included in the communications support services segment.

In January 2003, Alltel completed the termination of its business venture with Bradford & Bingley Group. The business venture, ALLTEL Mortgage Solutions, Ltd., a majority-owned consolidated subsidiary of Alltel, was created in 2000 to provide mortgage administration and information technology products in the United Kingdom. Unfortunately, the business climate in the United Kingdom limited the venture s ability to leverage the business across a broad base of customers. As a result, the operations of ALLTEL Mortgage Solutions, Ltd. were also reflected as discontinued operations in the Company s consolidated financial statements for all periods presented.

The table presented below includes certain summary income statement information related to the international operations and the domestic markets to be divested acquired from Western Wireless and the financial services operations that have been reflected as discontinued operations for the years ended December 31:

(Millions)	**2005**	**2004**	**2003**
Revenues and sales	$ 455.4	$	$ 210.3
Operating expenses	368.1		148.1
Operating income	87.3		62.2
Minority interest in consolidated entities	(5.9)		
Other income (expense), net	(1.1)		(0.1)
Gain on sale of discontinued operations			555.1
Pretax income from discontinued operations	80.3		617.2
Income tax expense (benefit)	50.0	(19.5)	256.2
Income from discontinued operations	$ 30.3	$ 19.5	$ 361.0

The depreciation of long-lived assets related to the international operations and the domestic markets to be divested ceased as of August 1, 2005, the date of the Western Wireless merger with Alltel. The cessation of depreciation had the effect of reducing operating expenses by approximately $47.8 million in 2005. Conversely, the depreciation of long-lived assets related to the financial services division ceased as of January 28, 2003, the date of the agreement to sell such operations. The cessation of depreciation had the effect of reducing operating expenses by approximately $13.0 million in 2003. The Company recorded an after-tax gain of $323.9 million upon completion of the sale of the financial services division. The income tax benefit recorded in 2004 included the reversal of $15.1 million of federal income tax contingency reserves attributable to the sold financial services division, as previously discussed. In connection with the IRS audits of the Company s consolidated federal income tax returns for the fiscal years 1997 through 2001, the Company also recorded a foreign tax credit carryback benefit of $4.4 million. (See Note 14 to the consolidated financial statements for additional information regarding the disposal of the financial services operations.)

Cumulative Effect of Accounting Change

During the fourth quarter of 2005, Alltel adopted FASB Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations (FIN 47). The Company evaluated the effects of FIN 47 on its operations and determined that, for certain buildings containing asbestos, Alltel is legally obligated to remediate the asbestos if the Company were to abandon, sell or otherwise dispose of the buildings. In addition, for its acquired Kentucky and Nebraska wireline operations not subject to SFAS No. 71 Accounting for the Effects of Certain Types of Regulation , upon adoption of FIN 47, Alltel recorded a liability to reflect its legal obligation to properly dispose of its chemically-treated telephone poles at the time they are removed from service. In accordance with federal and state regulations, depreciation expense for Alltel s wireline operations that follow the accounting prescribed by SFAS No. 71 have historically included an additional provision for cost of removal, and accordingly, the adoption of FIN 47 had no impact to these operations. The cumulative effect of this change in 2005 resulted in a non-cash charge of $7.4 million, net of income tax benefit of $4.6 million, and was included in net income for the year ended December 31, 2005.

Except for certain wireline subsidiaries as further discussed below, the Company adopted SFAS No. 143, Accounting for Asset Retirement Obligations , effective January 1, 2003. SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, or normal use of the assets. SFAS No. 143 requires that a liability for an asset retirement obligation be recognized when incurred and reasonably estimable, recorded at fair value and classified as a liability in the balance sheet. When the liability is initially recorded, the entity capitalizes the cost and increases the carrying value of the related long-lived asset. The liability is then accreted to its present value each period, and the capitalized cost is depreciated over the estimated useful life of the related asset. At the settlement date, the entity will settle the obligation for its recorded amount and recognize a gain or loss upon settlement.

Alltel has evaluated the effects of SFAS No. 143 on its operations and has determined that, for telecommunications and other operating facilities in which the Company owns the underlying land, Alltel has no contractual or legal obligation to remediate the property if the Company were to abandon, sell or otherwise dispose of the property. Certain of the Company s cell site and switch site operating lease agreements contain clauses requiring restoration of the leased site at the end of the lease term. Similarly, certain of the Company s lease agreements for office and retail locations require restoration of the leased site upon expiration of the lease term. Accordingly, Alltel is subject to asset retirement obligations associated with these leased facilities under the provisions of SFAS No. 143. The application of SFAS No. 143 to the Company s cell site and switch site leases and leased office and retail locations did not have a material impact on Alltel s consolidated results of operations, financial position or cash flows as of or for the year ended December 31, 2003. As noted above, in accordance with federal and state regulations, depreciation expense for the Company s wireline operations has historically included an additional provision for cost of removal. The additional cost of removal provision does not meet the recognition and measurement principles of an asset retirement obligation under SFAS No. 143. On

December 20, 2002, the FCC notified wireline carriers that they should not adopt the provisions of SFAS No. 143 unless specifically required by the FCC in the future. As a result of the FCC ruling, Alltel continues to record a regulatory liability for cost of removal for its wireline subsidiaries that follow the accounting prescribed by SFAS No. 71 Accounting for the Effects of Certain Types of Regulation . For the acquired Kentucky and Nebraska wireline operations not subject to SFAS No. 71, effective January 1, 2003, the Company ceased recognition of the cost of removal provision in depreciation expense and eliminated the cumulative cost of removal included in accumulated depreciation. The cumulative effect of retroactively applying these changes to periods prior to January 1, 2003, resulted in a non-cash credit of $15.6 million, net of income tax expense of $10.3 million, and was included in net income for the year ended December 31, 2003. The cessation of the cost of removal provision in depreciation expense for the acquired Kentucky and Nebraska wireline operations did not have a material impact on the Company s consolidated results of operations for the year ended December 31, 2003.

Weighted Average Common Shares Outstanding

The weighted average number of common shares outstanding increased 11 percent in 2005 and decreased one percent in 2004. The increase in 2005 primarily reflected the issuance of approximately 54.3 million Alltel common shares to effect the merger with Western Wireless completed on August 1, 2005 and the issuance of 24.5 million Alltel common shares on May 17, 2005 to settle the equity purchase contract portion of the Company s mandatorily convertible units. The increase in weighted average share counts attributable to the equity units and Western Wireless merger were partially offset by Alltel s repurchase of approximately 11.2 million of its common shares during 2004. The decrease in outstanding common shares in 2004 primarily reflected the share repurchase discussed above, partially offset by additional shares issued upon the exercise of options granted under Alltel s employee stock-based compensation plans.

RESULTS OF OPERATIONS BY BUSINESS SEGMENT

Communications-Wireless Operations

(Millions, customers in thousands)	2005	2004	2003
Revenues and sales:			
Service revenues	$ 5,895.2	$ 4,791.2	$ 4,466.5
Product sales	380.7	286.9	261.9
Total revenues and sales	6,275.9	5,078.1	4,728.4
Costs and expenses:			
Cost of services	1,917.7	1,543.6	1,367.8
Cost of products sold	697.6	573.7	536.7
Selling, general, administrative and other	1,445.2	1,201.8	1,154.9
Depreciation and amortization	960.7	738.8	671.0
Total costs and expenses	5,021.2	4,057.9	3,730.4
Segment income	$ 1,254.7	$ 1,020.2	$ 998.0
Customers	10,662.3	8,626.5	8,023.4
Average customers	9,550.8	8,295.9	7,834.5
Gross customer additions (a)	4,523.2	2,812.7	2,856.8
Net customer additions (a)	2,035.8	603.1	421.8
Market penetration	14.0%	13.8%	13.3%
Postpay customer churn	1.77%	1.74%	2.09%
Total churn	2.17%	2.23%	2.59%
Retail minutes of use per customer per month (b)	597	494	375
Retail revenue per customer per month (c)	$46.68	$44.39	$43.39
Average revenue per customer per month (d)	$51.44	$48.13	$47.51
Cost to acquire a new customer (e)	$340	$315	$308

Notes to Communications-Wireless Operations Table:

(a) Includes the effects of acquisitions and dispositions.
(b) Represents the average monthly minutes that Alltel s customers use on both the Company s network and while roaming on other carriers networks.
(c) Retail revenue per customer is calculated by dividing wireless retail revenues by average customers for the period. A reconciliation of the revenues used in computing retail revenue per customer per month was as follows:

(Millions)	2005	2004	2003
Service revenues	$ 5,895.2	$ 4,791.2	$ 4,466.5
Less wholesale revenues	(545.1)	(372.4)	(387.5)
Total retail revenues	$ 5,350.1	$ 4,418.8	$ 4,079.0

(d) Average revenue per customer per month is calculated by dividing wireless service revenues by average customers for the period.

(e) Cost to acquire a new customer is calculated by dividing the sum of product sales, cost of products sold and sales and marketing expenses (included within Selling, general, administrative and other), as reported above, by the number of internal gross customer additions during the period. Customer acquisition costs exclude amounts related to the Company s customer retention efforts. A reconciliation of the revenues, expenses and customer additions used in computing cost to acquire a new customer was as follows:

(Millions, except customers in thousands)	2005	2004	2003
Product sales	$ (230.3)	$ (209.9)	$ (176.4)
Cost of products sold	320.8	322.7	296.8
Sales and marketing expense	870.5	743.9	714.0
Total costs incurred to acquire new customers	$ 961.0	$ 856.7	$ 834.4
Gross customer additions, excluding acquisitions	2,830.1	2,720.3	2,709.4
Cost to acquire a new customer	$ 340	$ 315	$ 308

During 2005, the total number of wireless customers served by Alltel increased by more than 2.0 million customers, or 24 percent, compared to an annual growth rate in customers of 8 percent in 2004. As previously discussed, on August 1, 2005, Alltel completed the acquisition of Western Wireless. During 2005, Alltel also exchanged certain wireless properties with Cingular and U.S. Cellular and purchased wireless properties from PS Cellular. The acquired properties accounted for approximately 1.7 million of the overall increase in wireless customers during 2005. Excluding the effects of acquisitions, Alltel added 344,000 net postpay wireless customers and 91,000 net prepaid customers during 2005. The net gain in prepaid customers reflected the addition of 90,000 net customers in the fourth quarter of 2005, driven by significant success of Simple Freedom, Alltel s phone-in-the-box prepay service that is sold primarily through Wal-Mart. In the Western Wireless markets, net customer additions were 46,000, which includes the addition of 25,000 customers resulting from conforming these markets to Alltel s disconnect policies. Conversely, in the markets acquired from Cingular, PS Cellular and those markets acquired in the fourth quarter of 2004, the Company incurred net losses of 138,000 customers primarily due to transition issues, as further discussed below. Sales of Alltel s higher-yield Total and National Freedom rate plans accounted for approximately 34 percent of the gross additions during 2005. At December 31, 2005, customers on the Company s Total and National Freedom rate plans represented approximately 44 percent of Alltel s wireless customer base. Excluding the effects of acquisitions, net wireless customer additions were 511,000 in 2004, substantially all of which were on postpay plans. As previously discussed, in the fourth quarter of 2004, the Company purchased wireless properties in Florida, Georgia, Louisiana, Mississippi, North Carolina, Ohio and Wisconsin. The acquired properties accounted for approximately 92,000 of the overall increase in wireless customers that occurred during 2004. During 2003, net wireless customer additions were 422,000, of which 147,000 were attributable to the Company s acquisition of wireless properties in Arizona, Michigan, Mississippi and Wisconsin. Overall, the Company s wireless market penetration rate (number of customers as a percent of the total population in Alltel s service areas) increased to 14 percent as of December 31, 2005.

In terms of the acquired Cingular and PS Cellular markets, as expected, Alltel experienced customer losses, which primarily resulted from transition issues, such as rebranding and deploying a CDMA network to replace the existing GSM/TDMA network in those markets, because Alltel s use of the existing Cingular GSM/TDMA network would be discontinued by year-end. As of December 31, 2005, Alltel had completed deployment of a CDMA network in all of the acquired Cingular markets and transitioned the entire customer base to CDMA handsets. In completing these integration efforts, Alltel incurred approximately $18.5 million in incremental handset subsidies during 2005. The impact of the incremental handset subsidies was included in restructuring and other charges, and accordingly, is not reflected in the results of operations of the wireless segment discussed below.

The level of customer growth in 2006 will be dependent upon the Company s ability to attract new customers and retain existing customers in a highly competitive marketplace. The Company will continue to focus its efforts on sustaining value-added customer growth by improving service quality and customer satisfaction, managing its distribution channels and customer segments, offering attractively priced rate plans and new or enhanced services and other features, selling additional services to existing customers, integrating acquired operations, and pursuing strategic acquisitions, such as the pending acquisition of Midwest Wireless previously discussed.

The Company continues to focus its efforts on lowering postpay customer churn (average monthly rate of customer disconnects). To improve customer retention, Alltel continues to upgrade its telecommunications network in order to offer expanded network coverage and quality and to provide enhanced service offerings to its customers. In addition, the Company has increased the number of its customers under contract through the offering of competitively priced rate plans, proactively analyzing customer usage patterns and migrating customers to newer digital handsets. Postpay customer churn increased slightly in 2005 from the same period a year ago primarily due to customer losses sustained in the acquired markets as discussed above. Primarily due to the success of the Simple Freedom product and the resulting improvement in prepay churn rates, total churn decreased 6 basis points in 2005 from the same period a year ago.

Wireless revenues and sales increased $1,197.8 million, or 24 percent, and services revenues increased $1,104.0 million, or 23 percent, in 2005 compared to the prior year. The acquisitions of wireless properties completed in 2005 and the fourth quarter of 2004 accounted for approximately $614.1 million of the overall increase in service revenues in 2005. In addition to the effects of the acquisitions, service revenues also reflected an increase in wireless access revenues, which increased $259.7 million in 2005 primarily driven by nonacquisition-related customer growth. Service revenues for 2005 also reflected growth in revenues derived from wireless data services, including text and picture messaging and downloadable applications, such as games, ringtones, wallpaper and office applications. Revenues from data services increased 125 percent, or $126.4 million, in 2005, reflecting strong demand for these services and the effects of a large-scale promotion surrounding Super Bowl XXXIX and the Txt2Win $1 Million Home Sweepstakes promotion completed in July 2005, both aimed at increasing text messaging usage. During 2005, Alltel also launched several operational initiatives, including offering an industry-first pricing plan for wireless data services which allows customers to combine video, picture and text messaging services for one flat rate, selling portable BlackBerry® devices in its retail stores and offering national coverage for the BlackBerry® device and other 1XRTT data services through a roaming agreement with Verizon Wireless. During the fourth quarter, Alltel launched MobiTV, a real-time television application that is available on both the Company s 1XRTT and EV-DO networks. Alltel ended the year with 1XRTT data coverage of approximately 92 percent of Alltel s POPs, including the former Western Wireless markets, and had deployed EV-DO services in 12 markets.

Wireless service revenues also included increases in regulatory and other fee revenues of $126.6 million in 2005, which included USF support received by Alltel pursuant to its certification in 12 states as an ETC, and accounted for $69.1 million of the overall increase in regulatory fees in 2005. Following the merger with Western Wireless, the Company is designated as an ETC and currently receiving USF support in 23 states. After deducting the portion of USF subsidies distributed to its partners in wireless markets operated in partnership with other companies, Alltel expects to receive in 2006, on a quarterly basis, net USF subsidies of approximately $50.0 million in its wireless business. The increase in regulatory fees in 2005 also reflected additional amounts billed to customers to offset costs related to certain regulatory mandates, which have increased consistent with the overall growth in customers and also reflected an increase in the contribution factor applicable to universal service funding. Growth in revenues from the sale of wireless equipment protection plans and automotive roadside assistance services also contributed to the growth in service revenues during 2005. Revenues from these services increased $37.5 million in 2005, reflecting continued demand for these services. Wholesale wireless revenues also increased $40.4 million in 2005, primarily due to strong growth in CDMA minutes of use and stability in the volumes of TDMA and analog minutes of use by other carriers customers roaming on Alltel s wireless network.

The increase in service revenues in 2005 attributable to increased access revenues from customer growth including the effects of acquisitions, additional revenues earned from data services, increased regulatory and other fees, and growth in wholesale revenues were partially offset by a decline of $66.3 million in airtime and retail roaming revenues. In addition, revenues derived from sales of enhanced features, including caller identification, call waiting and voice mail, decreased by $29.2 million in 2005 as compared to 2004. The decrease in airtime, retail roaming and feature revenues primarily reflected the effects of customers migrating to rate plans with a larger number of packaged minutes that, for a flat monthly service fee, provide customers with a specified number of airtime minutes and include at no extra charge unlimited weekend, nighttime and mobile-to-mobile minutes and certain enhanced features.

Wireless revenues and sales and service revenues both increased 7 percent in 2004, or $349.7 million and $324.7 million, respectively. The growth in wireless service revenues in 2004 primarily reflected nonacquisition-related growth in Alltel s customer base and the corresponding increase in access revenues, which increased $333.8 million in 2004. Service revenues for 2004 also reflected growth in revenues derived from text messaging and other wireless data services and from the sale of enhanced communication services, including caller identification, call waiting, call forwarding, voice mail, and wireless equipment protection plans. Revenues from data and enhanced services increased $54.2 million in 2004. Wireless service revenues also included an increase in regulatory and other fees of $76.4 million in 2004, primarily due to additional amounts billed to customers to offset costs related to certain regulatory mandates, including universal service funding, primarily resulting from changes in FCC regulations applicable to universal service fees that were effective on April 1, 2003. Regulatory fees in 2004 also included USF support received by Alltel pursuant to its certification in seven states as an ETC, and accounted for $48.2 million of the overall increase in regulatory fees in 2004.

Service revenue growth in 2004 attributable to increased access revenues from customer growth, additional revenues earned from data and enhanced services, and increased regulatory and other fees were partially offset by lower airtime and retail roaming revenues of $122.2 million, primarily due to the effects of customers migrating to rate plans with a larger number of packaged minutes. In addition, wholesale wireless revenues declined $15.1 million in 2004 compared to 2003 primarily due to lower analog and TDMA minutes of use by other carriers customers roaming on Alltel s wireless network, partially offset by growth in CDMA minutes of use as other CDMA carriers directed wholesale traffic to Alltel s network.

Compared to 2004, average revenue per customer per month increased 7 percent to $51.44 and retail revenue per customer per month increased 5 percent to $46.68. Excluding the acquired markets, both average revenue per customer and retail revenue per customer increased 5 percent from the same period a year ago to $50.36 and $46.49, respectively, reflecting Alltel s continued focus on quality customer growth, improvements in data revenues and additional ETC subsidies. Primarily driven by growth in average monthly retail minutes of use, increased sales of higher-priced postpay rate plans, additional revenues from data and other enhanced services and the effects of the USF subsidies which were partially offset by lower airtime revenues, retail revenue per customer per month increased 2 percent in 2004 compared to 2003. Average revenue per customer per month also increased one percent in 2004 compared to 2003 due to the increase in retail revenue per customer per month, partially offset by the effects of the decline in wholesale revenues. Sustaining growth in service revenues and average revenue per customer per month in 2006 will depend upon Alltel s ability to effectively integrate acquired operations and maintain market share in a competitive marketplace. Alltel enters 2006 planning to maintain its competitiveness for post-pay customer growth by emphasizing a broader selection of phones, data applications, and pricing to market primary and family plans. In addition, Alltel completed the first phase of its conversion to a new prepay service platform that allows the Company to offer expanded features at substantially reduced costs. Alltel also re-launched the prepay service plans sold in Company retail stores and dealer locations and enhanced the features available for the Simple Freedom product offering. Given the expected increase of family plans and prepay sales, combined with limited ETC revenue growth, Alltel expects retail revenue per customer in 2006 to slow from the 5 percent growth rate experienced in 2005.

Product sales increased $93.8 million, or 33 percent, in 2005 and $25.0 million, or 10 percent, in 2004. The increase in product sales in both 2005 and 2004 were primarily driven by higher retail prices for wireless handsets that include advanced features, such as picture messaging, and that are capable of downloading games, entertainment content, weather and office applications. The acquisitions previously discussed accounted for $30.3 million of the overall increase in product sales in 2005. The increase in product sales in 2005 also reflected the continued retention efforts by the Company focused on migrating existing wireless customers to new wireless technologies.

Cost of services increased $374.1 million, or 24 percent, in 2005 and $175.8 million, or 13 percent, in 2004. The increases in cost of services in both years reflected higher network-related costs and increases in wireless regulatory fees and customer service expenses. The wireless property acquisitions completed in 2005 and the fourth quarter of 2004 accounted for $200.0 million of the overall increase in cost of services in 2005. Compared to the prior year periods, wireless network-related costs increased $61.2 million in 2005 and $131.8 million in 2004 reflecting increased network traffic due to nonacquisition-related customer growth, increased minutes of use and expansion of network facilities. Cost of services for 2005 and 2004 also reflected increases in wireless regulatory fees of $21.7 million and $12.7 million, respectively, principally related to various regulatory mandates, including USF, consistent with the growth in revenues derived from regulatory fees discussed above. Cost of services for 2005 and 2004 also reflected increases in customer service expenses of $31.7 million and $34.5 million, respectively, primarily reflecting additional costs associated with Alltel s retention efforts focused on improving customer satisfaction and reducing postpay churn. Compared to 2004, payments to data content providers increased $32.9 million in 2005 consistent with the growth in revenues derived from data services discussed above. When compared to 2004, cost of services for 2005 included additional bad debt expense of $27.8 million, primarily due to non-acquisition growth in customers and increased write-offs associated with early disconnect penalties. Conversely, losses sustained from bad debts decreased $5.3 million in 2004 primarily reflecting the Company s efforts to monitor its customer credit policies, evaluate minimum deposit requirements for high-credit risk customers and improve collection practices by adding new technologies and proactively managing the efforts of its collection agencies.

Cost of products sold increased $123.9 million, or 22 percent, in 2005 and $37.0 million, or 7 percent, in 2004. The wireless acquisitions discussed above accounted for $57.0 million of the overall increase in cost of products sold in 2005. In addition to the effects of the acquisitions, cost of products sold for both 2005 and 2004 also reflected sales of higher-priced wireless handsets and the Company s continuing customer retention efforts, which include subsidizing the cost of new handsets provided to existing customers before the expiration of their service contracts. These increases were partially offset by the effects of additional vendor rebates earned by Alltel for attaining specified purchase volumes with the Company s wireless handset vendors.

Selling, general, administrative and other expenses increased $243.4 million, or 20 percent, in 2005 and $46.9 million, or 4 percent, in 2004. The wireless property acquisitions accounted for $137.9 million of the overall increase in these expenses in 2005. In addition to the effects of acquisitions, selling, general, administrative and other operating expenses also reflected increased advertising costs of $20.0 million in 2005 associated with two large-scale promotions aimed at increasing text messaging usage, as discussed above. Selling, general, administrative and other expenses for 2005 also included $13.8 million of incremental expenses associated with Alltel s rebranding initiative and redesign of the Company s retail stores, as previously discussed. The increase in selling, general, administrative and other expenses in 2005 was also due to an increase in the costs associated with Alltel s wireless equipment protection plans, consistent with the associated increase in revenues discussed above. Also contributing to the increase in selling, general, administrative and other costs in 2005 was increased commission expense of $9.5 million, primarily reflecting a higher mix of postpay gross additions, as compared to the same period a year ago. Increased insurance premiums related to the Company s employee medical and dental plans, additional costs associated with write-offs identified as a result of system improvements in the Company s cash processing procedures and higher audit fees and internal staffing costs incurred in complying with the Section 404 internal control reporting requirements of the Sarbanes-Oxley Act of 2002 also contributed to the increase in selling, general, administrative and other expenses in 2005. The increase in selling, general, administrative and other expenses in 2004 primarily reflected increased commission costs of $34.0 million compared to 2003 driven by increased sales of Alltel s Total and National Freedom rate plans and a higher mix of postpay gross customer additions, as compared to 2003. Commission rates paid to the Company s internal sales force and outside agents are higher on the sales of Alltel s more profitable postpay rate plans than comparable rates paid on other lower-margin rate plans offered by the Company. In addition, selling, general, administrative and other expenses in 2004 reflected higher insurance costs resulting from an increase in the number of customer claims filed related to wireless equipment protection plans, consistent with the growth in sales of those plans previously discussed.

Depreciation and amortization expense increased $221.9 million, or 30 percent, in 2005 and $67.8 million, or 10 percent, in 2004. The increases in depreciation and amortization expense in both 2005 and 2004 were primarily due to growth in wireless plant in service consistent with Alltel s plans to expand and upgrade its network facilities. Depreciation and amortization expense in 2005 also reflected the effects of a third quarter 2004 prospective change in the depreciable lives of certain wireless telecommunications equipment. The depreciable lives were shortened in response to the rapid pace of technological development and the increasing demands of Alltel s customers for new products and services. Additionally, the wireless property acquisitions accounted for $117.5 million of the overall increase in depreciation and amortization expense in 2005 and included amortization of customer lists of $49.2 million.

Primarily as a result of growth in revenues and sales discussed above, wireless segment income increased $234.5 million, or 23 percent, in 2005 and $22.2 million, or 2 percent, in 2004. The wireless property acquisitions accounted for $132.1 million of the overall increase in wireless segment income in 2005. The growth in segment income in 2004 attributable to increased revenues and sales was partially offset by increased network costs attributable to the significant growth in customer usage and additional costs associated with the Company s retention efforts and initiatives designed to improve customer satisfaction and reduce postpay churn. In addition to these factors, wireless segment income in 2004 also reflected increased customer acquisition costs of $22.3 million consistent with the growth in gross postpay customer additions, excluding acquisitions.

The cost to acquire a new wireless customer represents sales, marketing and advertising costs and the net equipment cost, if any, for each new customer added. The increase in cost to acquire a new customer in 2005 primarily reflected additional advertising and commissions costs, incremental expenses related to Alltel s rebranding initiative and increased promotional activities in the acquired markets, as previously discussed. The increases in cost to acquire a new customer attributable to these factors were partially offset by improved margins on the sales of wireless handsets, reflecting the favorable effects of selling higher-priced phones, and to a lesser extent, vendor rebates. The increase in cost to acquire a new customer in 2004 primarily reflected the increase in commissions expense and a higher mix of postpay gross customer additions, partially offset by improved margins on the sales of wireless handsets. For 2005, approximately 59 percent of the gross customer additions came from Alltel s internal distribution channels, compared to approximately 66 percent in both 2004 and 2003. Alltel s internal distribution channels include Company retail stores and kiosks located in shopping malls, other retail outlets and mass merchandisers. Incremental sales costs at a Company retail store or kiosk are significantly lower than commissions paid to dealers. Although Alltel intends to manage the costs of acquiring new customers during 2006 by continuing to enhance its internal distribution channels, the Company will also continue to utilize its large dealer network.

Set forth below is a summary of the restructuring and other charges related to the wireless operations that were not included in the determination of segment income for the years ended December 31:

(Millions)	**2005**	**2004**	**2003**
Severance and employee benefit costs	$	$ 8.6	$ 1.3
Relocation costs	0.7	2.7	
Lease and contract termination costs		0.5	
Computer system conversion and other integration costs	22.3		
Write-down of software development costs			7.6
Write-down of certain facilities		0.7	
Other exit costs		0.4	
Total restructuring and other charges	$ 23.0	$ 12.9	$ 8.9

Regulatory Matters-Wireless Operations

Regulatory Oversight

Alltel is subject to regulation by the FCC as a provider of Commercial Mobile Radio Services (CMRS). The FCC s regulatory oversight consists of ensuring that wireless service providers are complying with the Communications Act of 1934, as amended (the Communications Act), and the FCC s regulations governing technical standards, spectrum usage, license requirements, market structure, consumer protection, including public safety issues like enhanced 911 emergency service (E-911) and the Communications Assistance for Law Enforcement Act (CALEA), and environmental matters governing tower siting. State public service commissions are pre-empted under the Communications Act from regulatory oversight of wireless carriers market entry and retail rates, but they are entitled to address certain terms and conditions of service offered by wireless service providers. Recently, various state public service commissions have sought to regulate wireless carriers terms and conditions of service. At this time, the Company cannot estimate the impact that increased state regulatory oversight would have on its operations in the event state public service commissions are successful.

Telecommunications Law Modernization

In 1996, Congress passed the Telecommunications Act of 1996 (the 96 Act), which significantly changed the existing laws and regulations governing the telecommunications industry, such as establishing requirements for the interconnection of carriers networks and creating a competitive universal service system. The 96 Act, however, failed to contemplate the rapid evolution of technology and the associated consumer demand for wireless services, the Internet and voice-over-Internet-protocol (VoIP). Today, providers of communications services are regulated differently depending primarily upon the network technology used to deliver service. In an effort to reform the manner in which telecommunications service providers are regulated, two bills were recently introduced in the U.S. Senate. The first bill, entitled the Broadband Investment and Consumer Choice Act , was introduced on July 27, 2005. This bill reduces the level of government regulation within the telecommunications industry in favor of market-based competition and provides for parity in the remaining rules for functionally equivalent services, like broadband access to the Internet via DSL, cable modem and other means. Another bill, entitled the Universal Service for the 21st Century Act , was introduced on July 29, 2005. This bill changes the way telecommunications companies contribute to the universal service fund, establishes limited support for broadband investment in unserved areas and calls for the FCC to establish inter-carrier compensation reform within six months of enactment. There have been, and there will likely be, additional bills submitted for consideration in the future as Congress evaluates changing the regulatory environment in the telecommunications industry. Accordingly, at this time, Alltel cannot predict the outcome of these efforts to reform regulation of the telecommunications industry.

Radio Licenses

Alltel holds FCC authorizations for Cellular Radiotelephone Service (CRS), Personal Communications Service (PCS), and paging services, as well as ancillary authorizations in the private radio and microwave services (collectively, the FCC Licenses). Generally, FCC licenses are issued initially for 10-year terms and may be renewed for additional 10-year terms upon FCC approval of the renewal application. The Company has routinely sought and been granted renewal of its FCC Licenses without contest and anticipates that future renewals of its FCC Licenses will be granted.

Universal Service

To ensure affordable access to telecommunications services throughout the United States, the FCC and many state commissions administer universal service programs. CMRS providers are required to contribute to the federal USF and are required to contribute to some state universal service funds. The rules and methodology under which carriers contribute to the federal fund are the subject of an ongoing FCC rulemaking in which a change from the current interstate revenue-based system to some other system based upon line capacity or utilized numbers is being considered. Under FCC rules, CMRS providers also are eligible to receive support from the federal USF if they obtain certification as an ETC. The federal universal service program is under legislative, regulatory and industry scrutiny as a result of growth in the fund and a migration of customers from wireline service providers to providers using alternative technologies, like VoIP that, today, are not required to contribute to the universal service program. There are several FCC proceedings underway that are likely to change the way universal service programs are funded and the way these funds are disbursed to program recipients. In particular, the FCC, in conjunction with the Federal/State Joint Board on Universal Service, is considering changes to the USF program, including how to determine whether a carrier is eligible for USF support in a specific geographic area. Currently, CMRS carriers receive the per-line equivalent of the support received by the underlying local exchange carrier.

On March 17, 2005, the FCC issued an order establishing rules governing the eligibility of wireless carriers to receive and maintain ETC status. The new requirements apply to carriers seeking ETC designation from the FCC and are recommended when state regulatory agencies are responsible for evaluating ETC applications. Effective October 1, 2006, the new standards require ETCs to: (1) provide a five-year plan demonstrating how support will be used to improve coverage, service quality or capacity, including annual progress reports; (2) demonstrate the network s ability to remain functional in emergencies; (3) demonstrate how they will satisfy consumer and quality standards; (4) offer local-usage plans comparable to the ILEC; and (5) acknowledge that they may be required to provide equal access to interexchange carriers in the event they become the sole ETC within a designated service area. The FCC also adopted additional requirements related to the certification of the use of universal service support. These new requirements are not expected to adversely affect the Company s eligibility for universal service support. Some states have adopted, or are considering adopting, the same or similar requirements. The new requirements in the order are subject to both reconsideration requests pending at the FCC and judicial appeals.

On June 14, 2005, the FCC issued a notice of proposed rulemaking initiating a broad inquiry into the management and administration of the universal service programs. The notice of proposed rulemaking seeks comment on ways to streamline the application process for federal support and whether and how to increase audits of fund contributors and fund recipients to deter waste and fraud. The FCC is also considering proposals regarding the contribution methodology, which could change the category of service providers that contribute to the fund and the basis upon which they contribute. At this time, Alltel cannot estimate the impact that the potential changes, if any, would have on its operations.

The FCC mandated that, effective October 1, 2004, the Universal Service Administrative Company (USAC) begin accounting for the USF program in accordance with generally accepted accounting principles for federal agencies, rather than the accounting rules that USAC formerly used. This change in accounting method subjected USAC to the Anti-Deficiency Act (the ADA), the effect of which could have caused delays in payments to USF program recipients and significantly increased the amount of USF regulatory fees charged to wireline and wireless consumers. In December 2004, Congress passed legislation to exempt USAC from the ADA for one year to allow for a more thorough review of the impact the ADA would have on the universal service program. In April 2005, the FCC tentatively concluded that the high-cost and low-income programs of the universal service fund comply with ADA requirements, and has asked the Office of Management and Budget (OMB) to make a final determination on this issue. Congress is contemplating a permanent solution to alleviate the ADA issues and the related negative impact to the universal service program.

The Company is designated as an ETC and receiving USF support in the following states: Alabama, Arkansas, California, Colorado, Florida, Georgia, Iowa, Kansas, Louisiana, Michigan, Minnesota, Mississippi, Montana, Nevada, New Mexico, North Carolina, North Dakota, South Dakota, Texas, Virginia, West Virginia, Wisconsin, and Wyoming. The Communications Act and FCC regulations require that universal service receipts be used to provision, maintain and upgrade the networks that provide the supported services. Additionally, the

Company accepted certain federal and state reporting requirements and other obligations as a condition of the ETC certifications. As of December 31, 2005, the Company is compliant with the FCC regulations and all of the federal and state reporting requirements and other obligations. Alltel received approximately $55.0 million of gross USF subsidies in the fourth quarter of 2005 related to the ETC certifications and net USF subsidies of approximately $53.0 million after deducting the portion of USF subsidies distributed to its unaffiliated partners in certain markets. Alltel expects to receive net USF subsidies of approximately $50.0 million in the first quarter of 2006.

E-911

Wireless service providers are required by the FCC to provide E-911 in a two-phased approach. In phase one, carriers must, within six months after receiving a request from a phase one enabled Public Safety Answering Point (PSAP), deliver both the caller s number and the location of the cell site to the PSAP serving the geographic territory from which the E-911 call originated. A phase one-enabled PSAP is generally one that is capable of receiving and utilizing the number and cell site location data transmitted by the carrier. Alltel has generally complied with the phase one requirements and provides service to phase one capable PSAPs. As a result of certain technology and deployment issues, the six-month window in which service is to be provided under the FCC rules has, in certain instances and in accordance with the rules, been extended by mutual agreement between Alltel and the particular PSAPs.

In phase two, CMRS carriers like the Company that have opted for a handset-based solution must determine the location of the caller within 50 meters for 67 percent of the originated calls and 150 meters for 95 percent of the originated calls and deploy Automatic Location Identification (ALI) capable handsets according to specified thresholds. ALI capability permits more accurate identification of the caller s location by PSAPs. On July 26, 2002, the FCC released an order that provides for a phased-in deployment of ALI-capable handsets that began on March 1, 2003. Under the FCC Order, Alltel was required to: (1) begin selling and activating ALI-capable handsets prior to March 1, 2003; (2) ensure that, as of May 31, 2003, at least 25 percent of all new handsets activated were ALI-capable; (3) ensure that, as of November 30, 2003, at least 50 percent of all new handsets activated were ALI-capable; (4) ensure that, as of May 31, 2004, 100 percent of its new digital handsets activated were ALI-capable; and (5) ensure that at least 95 percent of its customers have ALI-capable handsets by December 31, 2005.

The FCC has released a series of orders disposing of numerous E-911 waiver requests filed by a group of Tier III wireless carriers (no more than 500,000 customers as of December 31, 2001) requesting the FCC to extend the December 31, 2005, deadline for meeting the 95 percent handset requirement. While stressing the importance of E-911 compliance, the FCC provided certain of these carriers with greater latitude to comply with handset deployment dates and to accommodate transitions to alternative digital technologies. While it is uncertain how the April 1, 2005, order may affect the FCC s consideration of waiver requests filed by larger carriers, the order indicates FCC flexibility on E-911 compliance matters where the requesting carrier makes a detailed showing of special circumstances and provides a detailed proposal outlining a realistic path to future compliance.

Alltel began selling ALI-capable handsets in June 2002 and, to date, has complied with each of the intermediate handset deployment thresholds under the FCC s order or otherwise obtained short-term relief from the FCC to facilitate certain recent acquisitions. However, on September 30, 2005, due to the slowing pace of customer migration to ALI-capable handsets and lower than forecasted churn, Alltel filed a request with the FCC for a waiver of the December 31, 2005 requirement to achieve 95 percent penetration of ALI-capable phones. The request included an explanation of the Company s compliance efforts to date and the expected date when it will meet the 95 percent penetration rate of ALI-capable handsets, June 30, 2007. A number of other wireless carriers, including large national carriers and CTIA-The Wireless Association (CTIA) on behalf of CMRS carriers in general, have also sought relief from the 95 percent requirement. At this time, it is not clear what action the FCC will take on Alltel s request for waiver of the 95 percent requirement.

Furthermore, on April 1, 2005, the FCC issued an order imposing an E-911 obligation to deliver ALI data on carriers providing only roaming services. In the acquired Western Wireless properties, Alltel operates a CDMA network with Phase II E-911 capability for its customers and a GSM network without Phase II capability for roamers in the same geographic area. Alltel believes that its multi-technology operations with Phase II CDMA capability is distinguishable from the carrier providing roaming only services specified in the April 1, 2005 order.

On June 30, 2005, CTIA and Rural Cellular Association filed a Joint Petition for Suspension or Waiver of the Location-Capable Handset Penetration Deadline with the FCC. The petition recommends that the FCC adopt a framework for individual carriers to use in order to streamline potential future waiver requests. While the joint petition requested an overall suspension of the December 31, 2005 deadline, it also outlined several factors and circumstances for the FCC to consider in evaluating future waiver requests. To date, the FCC has taken no action on the CTIA petition. The Company cannot determine if the FCC will take any action on this petition, or the related impact of its action.

CALEA

CALEA requires wireless and wireline carriers to ensure that their networks are capable of accommodating lawful intercept requests received from law enforcement agencies. The FCC has imposed various obligations and compliance deadlines, with which Alltel has either complied or, in accordance with CALEA, filed a request for an extension of time. On August 18, 2004, the DOJ objected to Alltel s pending extension request relating to the Company s packet-mode services because the DOJ erroneously thought that Alltel s Touch2Talk walkie-talkie service was delivered via packet-mode technology. However, the Company s Touch2Talk service does not use packet-mode technology and is compliant with CALEA standards. Alltel is coordinating further testing with the Federal Bureau of Investigation to demonstrate Alltel s Touch2Talk CALEA compliance.

In response to a petition filed by the DOJ and other federal agencies, the FCC initiated a rulemaking in August 2004, to adopt new rules under CALEA pertaining to wireless and wireline carriers packet mode communications services, including Internet protocol (IP) based services. The FCC concurrently issued a declaratory ruling concerning the appropriate treatment of push-to-talk services under CALEA. On September 23, 2005, the FCC issued an order in this proceeding finding that providers of certain broadband and interconnected VoIP services were subject to CALEA, and must be prepared to provide electronic surveillance to law enforcement upon proper authorization. The Company is currently evaluating the order and at this time does not believe that it will have a substantial impact on its operations. The Company s packet services network requires a modest upgrade to be fully compliant with CALEA standards. The cost of the upgrade is immaterial and will not adversely affect the Company s operations.

Inter-carrier Compensation

Under the 96 Act and the FCC s rules, CMRS providers are subject to certain requirements governing the exchange of telecommunications traffic with other carriers. Additionally, CMRS carriers are characterized as telecommunications carriers under the 96 Act and not local exchange carriers (LECs). Consequently, CMRS carriers are not subject to the interconnection, resale, unbundling, and other obligations applicable to LECs under the 96 Act until such time as the FCC makes a finding that treatment of CMRS carriers as LECs is warranted. The 96 Act also eliminated any requirement that CMRS carriers provide subscribers with equal access to their long distance carrier of choice, although the FCC is empowered under the 96 Act to impose an equal access requirement on CMRS carriers through rulemaking should market conditions so warrant.

In April 2001, the FCC released a notice of proposed rulemaking addressing inter-carrier compensation. Under this rulemaking, the FCC proposed a bill and keep compensation method that would overhaul the existing rule governing inter-carrier compensation. On March 3, 2005, the FCC issued a further notice of proposed rulemaking on inter-carrier compensation matters in which the FCC solicited comment on a number of

alternative compensation proposals submitted by various industry participants. In addition, the FCC issued a ruling effective April 29, 2005, which is subject to both reconsideration requests and judicial appeals, that ILECs can no longer impose wireless termination tariffs for local traffic. The outcome of the FCC and related state proceedings could impact the amount of compensation paid to other carriers and received by Alltel for the exchange of communications traffic. At this time, the extent and timing of any changes to inter-carrier compensation and the related financial impact to Alltel s wireless revenues and expenses cannot be determined.

Wireless Spectrum

The FCC conducts proceedings through which additional spectrum is made available for the provision of wireless communications services, including broadband services. Additional spectrum is generally made available to carriers through auctions conducted by the FCC. In October 2003, the FCC issued an order adopting rules that allow CMRS licensees to lease spectrum to others. The FCC further streamlined its rules to facilitate spectrum leasing in a subsequent order issued in September 2004. The FCC s spectrum leasing rules revise the standards for transfer of control and provide new options for the lease of spectrum to providers of new and existing wireless technologies. The FCC also deleted the rule prohibiting ownership of both A and B block cellular systems in the same rural service area. The FCC decisions provide increased flexibility to wireless companies with regard to obtaining additional spectrum through leases and retaining spectrum acquired in conjunction with wireless company acquisitions. On August 15, 2005, the FCC issued an order on reconsideration modifying the spectrum plan for Advanced Wireless Services (AWS). The spectrum plan, as revised, generally divided certain bands of spectrum into smaller blocks that are to be licensed over smaller geographic areas. The FCC has indicated that it will hold the auction of the AWS spectrum in June of 2006. The Company s evaluation of opportunities as a result of these proceedings and decisions is ongoing.

Customer Billing

In response to a petition filed by the National Association of State Utility Consumer Advocates, the FCC issued an order and further rulemaking on its truth in billing and billing format proceeding. In the order, the FCC applied to CMRS carriers the obligation to ensure that the descriptions of line items on customer bills are clear and not misleading and to reiterate that the representation of a discretionary item on a bill as a tax or government-mandated charge is misleading. The FCC also made a declaratory ruling that state regulations requiring or prohibiting the use of line items on CMRS carriers bills were preempted in favor of federal authority pursuant to Section 332 (c) of the Communications Act. The FCC s decision has been appealed to the Federal Court of Appeals for the Eleventh Circuit. In the further rulemaking, the FCC will consider additional CMRS billing regulations that would require: (1) government-mandated charges to be segregated from discretionary charges; (2) the combination of certain charges into single categories; and (3) disclosure by carriers of the full rate for service, including discretionary charges and charges imposed by government mandates, to consumers at the point of sale prior to the execution of a service contract. Additionally, the FCC is considering whether states should be preempted from regulation of wireless carrier s customer bills. The Company does not expect the outcome of the FCC s further rulemaking to have a material impact on its operations.

CMRS Roaming

The FCC has initiated a rulemaking proceeding to examine the rules applicable to roaming relationships between carriers. The FCC s rules currently require only that manual roaming be provided by a carrier to any subscriber in good standing with their home market carrier. Automatic roaming agreements, although common throughout the CMRS industry, are not currently mandated by the FCC. The rulemaking seeks to develop a record on the state of roaming markets, the impact of technology, the price and quality of current roaming arrangements, and whether there is any evidence that larger national carriers are engaging in anti-competitive roaming practices against smaller carriers. An automatic roaming requirement is under consideration. Comments in the proceeding have been filed, and FCC action in the matter is pending. The outcome of the rulemaking is unknown at this time and therefore the potential impact on the Company can not be determined.

Wireless Termination Fees

The FCC has received comments on two petitions seeking a declaratory ruling from the Commission that wireless termination fees incurred when a subscriber terminates its contract prior to the end of its term are rates charged and therefore beyond the jurisdiction of the state regulators pursuant to Section 332 (c) of the Communications Act. The outcome of this proceeding is not likely to have a material impact on the Company s operations.

Communications-Wireline Operations

(Dollars in millions, except access lines in thousands)	2005	2004	2003
Revenues and sales:			
Local service	$ 1,083.4	$ 1,115.7	$ 1,136.8
Network access and long-distance	1,039.9	1,047.9	1,055.5
Miscellaneous	255.8	256.2	243.8
Total revenues and sales	2,379.1	2,419.8	2,436.1
Costs and expenses:			
Cost of services	705.5	704.3	737.2
Cost of products sold	32.9	28.7	29.1
Selling, general, administrative and other	256.3	244.3	259.4
Depreciation and amortization	480.7	516.5	526.5
Total costs and expenses	1,475.4	1,493.8	1,552.2
Segment income	$ 903.7	$ 926.0	$ 883.9
Access lines in service (excludes DSL lines)	2,885.7	3,009.4	3,095.6
Average access lines in service	2,950.0	3,061.5	3,136.8
Average revenue per customer per month (a)	$67.21	$65.87	$64.72

Notes:

(a) Average revenue per customer per month is calculated by dividing total wireline revenues by average access lines in service for the period.

Wireline operations consist of Alltel s Incumbent Local Exchange Carrier (ILEC), CLEC and Internet operations. Wireline revenues and sales decreased $40.7 million, or 2 percent, in 2005 and $16.3 million, or 1 percent, in 2004. Customer access lines decreased 4 percent in 2005 compared to a 3 percent decline in 2004. The Company lost approximately 124,000 and 86,000 access lines during 2005 and 2004, respectively, primarily as a result of the effects of wireless and broadband substitution for the Company s wireline services. The Company expects the number of access lines served by its wireline operations to continue to be adversely affected by wireless and broadband substitution in 2006.

To slow the decline of revenue in 2006, the Company will continue to emphasize sales of enhanced services and bundling of its various product offerings including Internet, long-distance and broadband data transport services. Deployment of broadband service is an important strategic initiative for Alltel. During 2005 and 2004, Alltel added 154,000 and 90,000 broadband customers, respectively. At December 31, 2005, Alltel s broadband customer base had grown to almost 400,000 customers. The growth in the Company s broadband customers more than offset the decline in customer access lines that occurred in 2005 and 2004 noted above. As further discussed below, revenues generated from the sales of data and enhanced services increased in both 2005 and 2004, which helped to offset the adverse effects on wireline revenues resulting from the loss of access lines.

Local service revenues decreased $32.3 million, or 3 percent, in 2005 and $21.1 million, or 2 percent, in 2004. Local service revenues reflected reductions in basic service access line revenues of $33.6 million in 2005 and $27.0 million in 2004, consistent with the overall decline in access lines discussed above. The decline in local service revenues attributable to access line loss was partially offset by growth in revenues derived from the sales of enhanced products and services and equipment protection plans. Revenues from these services increased $3.7 million in 2005 and $7.3 million in 2004, reflecting continued demand for these products and services.

Network access and long-distance revenues decreased 1 percent in both 2005 and 2004, or $8.0 million and $7.6 million, respectively. Primarily due to the overall decline in access lines discussed above, network access usage and toll revenues decreased $46.5 million in 2005 and $4.3 million in 2004. The declines in network access usage and toll revenues in both years attributable to access line loss were partially offset by growth in revenues earned from data services, which increased $26.0 million and $17.0 million in 2005 and 2004, respectively, primarily reflecting increased demand for high-speed data transport services. USF revenues increased $12.5 million in 2005 and decreased $20.3 million in 2004. The increase in USF revenues in 2005 primarily resulted from an increase of $13.3 million in interstate common line support (ICLS) funding received by the Company s rate-of-return subsidiaries due to the decline in access revenues discussed above. Conversely, compared to the prior year periods, high-cost loop support (HCLS) funding received by Alltel s ILEC subsidiaries decreased $4.4 million in 2005 and $20.3 million in 2004. The decreases in HCLS funding in both years primarily resulted from increases in the national average cost per loop combined with the effects of the Company s cost control efforts. Receipts from the HCLS fund are based on a comparison of each company s embedded cost per loop to a national average cost per loop. Primarily due to expected increases in the national average cost per loop and the Company s continued focus on controlling operating costs in its wireline business, Alltel expects net USF receipts in 2006 to decline by $15.0 million, compared to 2005.

Miscellaneous revenues primarily consist of charges for Internet services, directory advertising, customer premise equipment sales, and billing and collection services provided to long-distance companies. Miscellaneous revenues decreased slightly in 2005 and increased $12.4 million, or 5 percent, in 2004. Primarily driven by growth in broadband customers, revenues from the Company s Internet operations increased $10.8 million in 2005 and $12.4 million in 2004. In addition, sales and rentals of customer premise equipment increased $3.4 million in 2005, reflecting continued customer demand for these products. In addition, during the fourth quarter of 2005, Alltel began offering DISH Network satellite television service to its residential customers as part of a bundled product offering, which generated $1.1 million in commission revenues. Offsetting the increase in miscellaneous revenues in 2005 attributable to growth in the Company s Internet operations, sales and rentals of customer premise equipment and commission revenues was a decline in directory advertising revenues of $12.2 million from 2004, primarily due to a change in the number and mix of directories published. Conversely, miscellaneous revenues for 2004 reflected a $4.4 million increase in directory advertising revenues from 2003. Directory advertising revenues for 2004 included additional revenues of approximately $14.9 million associated with the initial publication of directories in the acquired Kentucky and Nebraska markets, partially offset by lower directory advertising revenues in Alltel s other wireline markets as compared to 2003. The decline in directory advertising revenues in Alltel s other wireline markets were due primarily to a change in the number and mix of directories published. The increase in miscellaneous revenues attributable to the Internet and directory publishing operations was partially offset in 2004 by a $2.6 million decline from 2003 in customer premise equipment sales and rentals due to lower customer demand for purchasing or leasing landline-based communications equipment.

Primarily due to the broadband customer growth and increased sales of enhanced features, average revenue per customer per month increased 2 percent in both 2005 and 2004 from the corresponding prior year period. Future growth in average revenue per customer per month will depend on the Company s success in sustaining growth in sales of broadband and other enhanced services to new and existing customers.

Cost of services increased $1.2 million, or less than 1 percent, in 2005 and decreased $32.9 million, or 4 percent, in 2004. Cost of services for 2005 included approximately $3.2 million of incremental costs incurred during the first quarter of 2005 related to work force reductions in the Company s wireline business, as well as higher overtime and maintenance costs due to inclement weather. Cost of services in 2005 included additional customer service expenses attributable to the growth in broadband customers, specifically the costs associated with subsidizing broadband-capable modems. In addition, cost of services in 2005 included increased regulatory fees of $5.6 million related to an increase in the contribution factor applicable to universal service funding. Offsetting the increases in salaries and benefits, customer service costs and regulatory fees in 2005 were decreases in business taxes of $6.3 million and bad debt expense of $4.4 million, which both decreased consistent with the decline in revenues discussed above. In addition, interconnection expenses decreased $2.8 million in 2005 and $8.2 million in 2004, consistent with the declines in toll revenues and access lines discussed above. Cost of services for 2004 also reflected reductions in customer service expenses and the effects of incremental strike-related expenses and maintenance costs incurred in 2003, as further discussed below. Compared to 2003, customer service expenses decreased $3.3 million in 2004, primarily due to cost savings from the Company s continued efforts to control operating expenses. Included in cost of services in 2003 were $6.0 million of additional maintenance costs to repair damage caused by severe winter storms and incremental expenses of approximately $14.9 million associated with a strike that ended on October 1, 2003, when the Company signed a new collective bargaining agreement impacting approximately 400 Alltel employees in Kentucky represented by the Communications Workers of America.

Cost of products sold increased $4.2 million, or 15 percent, in 2005 and decreased slightly in 2004. The increase in 2005 was consistent with the increase in sales and rentals of customer premise equipment discussed above. Conversely, the decrease in 2004 was consistent with the decline in sales and leasing of customer premise equipment discussed above.

Selling, general, administrative and other expenses increased $12.0 million, or 5 percent, in 2005 and decreased $15.1 million, or 6 percent, in 2004. The increase in 2005 primarily resulted from higher audit fees and internal staffing costs incurred in complying with the Section 404 internal control reporting requirements of the Sarbanes-Oxley Act of 2002 and higher insurance premiums related to the Company s employee medical and dental plans. Conversely, the decrease in selling, general, administrative and other expenses in 2004 resulted from reductions in data processing charges and salaries and employee benefit costs, primarily reflecting cost savings from the Company s continued efforts to control operating expenses. Compared to 2003, data processing charges declined $3.7 million, while employee benefit costs and salaries decreased $12.1 million during 2004.

Depreciation and amortization expense decreased $35.8 million, or 7 percent, in 2005 and $10.0 million, or 2 percent, in 2004. The decreases in depreciation and amortization expense in both years primarily resulted from a reduction in depreciation rates for the Company s Nebraska operations, reflecting the results of a triennial study of depreciable lives completed by Alltel in the second quarter of 2004 as required by the Nebraska Public Service Commission. The decrease in depreciation and amortization expense in 2005 also resulted from a reduction in depreciation rates for the Company s Florida, Georgia and South Carolina operations, reflecting the results of studies of depreciable lives completed by Alltel during 2005. The depreciable lives were lengthened to reflect the estimated remaining useful lives of the wireline plant based on the Company s expected future network utilization and capital expenditure levels required to provide service to its customers. During 2006, Alltel expects to review the depreciation rates utilized in its remaining wireline operations.

Wireline segment income decreased $22.3 million, or 2 percent, in 2005 and increased $42.1 million, or 5 percent, in 2004. The decrease in segment income in 2005 primarily resulted from the decline in revenues and sales due to the loss of access lines and the adverse effects of increased operating expenses related to the growth in broadband customers, higher employee benefit costs and incremental expenses associated with work force reductions, which were partially offset by the favorable effects of reduced depreciation rates, as discussed above. Conversely, the increase in 2004 primarily reflected the selling of additional services and features to existing wireline customers, growth in the Company s Internet operations, the effects of the incremental strike-related and maintenance costs incurred in 2003 and the Company s cost savings and expense control efforts discussed above.

Set forth below is a summary of the restructuring and other charges related to the wireline operations that were not included in the determination of segment income for the years ended December 31:

(Millions)	2005	2004	2003
Severance and employee benefit costs	$ 4.4	$ 11.2	$ 7.0
Relocation costs		1.2	
Lease and contract termination costs		(1.9)	
Costs associated with pending spin off and merger of wireline operations	31.3		
Write-down of software development costs			1.8
Other exit costs		0.7	
Total restructuring and other charges	$ 35.7	$ 11.2	$ 8.8

Accounting for Regulated Entities

Except for the acquired Kentucky and Nebraska operations, Alltel s ILEC operations follow the accounting for regulated enterprises prescribed by SFAS No. 71, Accounting for the Effects of Certain Types of Regulation . Criteria that would give rise to the discontinuance of SFAS No. 71 include (1) increasing competition restricting the regulated ILEC subsidiaries ability to establish prices to recover specific costs and (2) significant changes in the manner in which rates are set by regulators from cost-based regulation to another form of regulation. Alltel reviews these criteria on a quarterly basis to determine whether the continuing application of SFAS No. 71 is appropriate. In assessing the continued applicability of SFAS No. 71, the Company monitors the following:

Level of competition in its markets. Sources of competition to Alltel s local exchange business include, but are not limited to, resellers of local exchange services, interexchange carriers, satellite transmission services, wireless communications providers, cable television companies, and competitive access service providers including those utilizing Unbundled Network Elements-Platform (UNE-P), VoIP providers and providers using other emerging technologies. Alltel s ILEC operations have begun to experience competition in their local service areas. Through December 31, 2005, this competition has not had a material adverse effect on the results of operations of Alltel s ILEC operations, primarily because these subsidiaries provide wireline telecommunications services in mostly rural areas. To date, ILEC subsidiaries have not been required to discount intrastate service rates in response to competitive pressures.

Level of revenues and access lines currently subject to rate-of-return regulation or which could revert back to rate-of-return regulation in the future. For the ILEC subsidiaries that follow SFAS No. 71, all interstate revenues are subject to rate-of-return regulation. The majority of the ILEC subsidiaries remaining intrastate revenues are either subject to rate-of-return regulation or could become subject to rate-of-return regulation upon election by the Company, subject in certain cases to approval by the state public service commissions.

Level of profitability of the ILEC subsidiaries. Currently, the prices charged to customers for interstate and intrastate services continue to be sufficient to recover the specific costs of the ILEC subsidiaries in providing these services to customers.

Although the Company believes that the application of SFAS No. 71 continues to be appropriate, it is possible that changes in regulation, legislation or competition could result in the Company s ILEC operations no longer qualifying for the application of SFAS No. 71 in the near future. If Alltel s ILEC operations no longer qualified for the application of SFAS No. 71, the accounting impact to the Company would be an extraordinary non-cash credit to operations. The non-cash credit would consist primarily of the reversal of the regulatory liability for cost of removal included in accumulated depreciation, which amounted to $156.9 million as of December 31, 2005. At this time, Alltel does not expect to record any impairment charge related to the carrying value of its ILEC plant. Under SFAS No. 71, Alltel currently depreciates its ILEC plant based upon asset lives

approved by regulatory agencies or as otherwise allowed by law. Upon discontinuance of SFAS No. 71, Alltel would be required to revise the lives of its property, plant and equipment to reflect the estimated useful lives of the assets. The Company does not expect any revisions in asset lives to have a material adverse effect on its ILEC operations.

Regulatory Matters-Wireline Operations

Alltel s ILECs are regulated by both federal and state agencies. Certain of Alltel s products and services (interstate) and the related earnings are subject to federal regulation and others (local and intrastate) are subject to state regulation. With the exception of the Nebraska and a portion of the Kentucky operations, Alltel s ILEC operations are subject to rate-of-return regulation federally by the FCC. The Nebraska and a portion of the Kentucky operations are subject to price-cap regulation by the FCC that allows a greater degree of retail pricing flexibility than is afforded to Alltel s rate-of-return operations. Companies meeting certain criteria had the option to elect price-cap regulation as part of an FCC order issued in May 2000 (the CALLS plan). The CALLS plan expired on June 30, 2005, and to date, the FCC had not established a successor mechanism for regulating price-cap companies. Nonetheless, the existing rules and regulations for price-cap companies remain effective until the FCC modifies or otherwise replaces them with a successor mechanism.

Telecommunications Law Modernization

In 1996, Congress passed the Telecommunications Act of 1996 (the 96 Act), which significantly changed the existing laws and regulations governing the telecommunications industry. The primary goal of the 96 Act was to create competition in the wireline market by requiring ILECs to sell portions of their networks to competitors at reduced wholesale rates. The 96 Act also established rules for interconnecting wireline and wireless service providers networks. Unfortunately, the 96 Act failed to contemplate the rapid evolution of technology and the associated consumer demand for wireless services, the Internet and VoIP.

Today, providers of communications services are regulated differently depending primarily upon the network technology used to deliver service. This patchwork regulatory approach unfairly advantages certain companies and disadvantages others, which impedes market-based competition where service providers, regardless of technology, exchange telecommunications traffic between their networks and are competing for the same customers.

In an effort to reform the patchwork regulatory approach, two separate telecommunications bills were introduced in the U.S. Senate. The first bill, entitled the Broadband Investment and Consumer Choice Act , was introduced on July 27, 2005. This bill reduces the existing level of government regulation within the telecommunications industry in favor of market-based competition and provides for parity in the remaining rules governing functionally equivalent services, such as broadband access to the Internet either via DSL, cable modem or other technological means. Another bill, entitled the Universal Service for the 21st Century Act , was introduced on July 29, 2005. This bill changes the way telecommunications companies contribute to the universal service fund, establishes limited support for broadband investment in unserved areas and calls for the FCC to establish inter-carrier compensation reform within six months of enactment.

State Regulation

Most states in which Alltel s ILEC subsidiaries operate provide alternatives to rate-of-return regulation for local and intrastate services, either through legislative or public service commission (PSC) rules. The Company has elected alternative regulation for certain of its ILEC subsidiaries in Alabama, Arkansas, Florida, Georgia, Kentucky, Nebraska, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas. The Missouri PSC ruled that the Company is not eligible for alternative regulation. However on May 5, 2005, the Missouri legislature passed an alternative regulation plan that allows the Company to elect alternative regulation without Missouri PSC approval. The legislation became effective on August 28, 2005, and the Company filed an election with the PSC to be regulated under the new alternative regulation plan on September 13, 2005. As a result of this election, the Company withdrew its appeal of the Missouri PSC s previous decision during the fourth quarter of 2005. The Company continues to evaluate alternative regulation options in markets where its ILEC subsidiaries remain subject to rate-of-return regulation, including Mississippi, New York and certain of its Kentucky operations.

Inter-carrier Compensation

In April 2001, the FCC released a notice of proposed rulemaking addressing inter-carrier compensation. Under this rulemaking, the FCC proposed a bill and keep compensation methodology under which each telecommunications carrier would be required to recover all of its costs to originate and terminate telecommunications traffic from its end-user customers rather than charging other carriers. The proposed bill and keep method would significantly overhaul the existing rules governing inter-carrier compensation. On March 3, 2005, the FCC released a further notice of proposed rulemaking addressing inter-carrier compensation. Under this proposed rulemaking, the FCC requested comment on several alternative inter-carrier compensation proposals, including bill and keep . The outcome of this proceeding is likely to change the way Alltel receives compensation from, and remits compensation to, other carriers and its end user customers. Until this proceeding concludes and the changes to the existing rules are established, if any, Alltel cannot estimate the impact of the changes on its ILEC revenues and expenses or when the changes would occur.

On October 8, 2004, the FCC granted in part and denied in part a petition filed by Core Communications requesting that the FCC forbear from enforcing provisions of the FCC s 2001 Internet Service Provider (ISP) Remand Order. The FCC granted forbearance from the ISP Remand Order s growth caps and new market rule finding they were no longer in the public interest. The FCC denied forbearance from the ISP Remand Order s rate cap and mirroring rules. Various parties have filed for reconsideration with the FCC and have appealed the decision to the U.S. Court of Appeals for the District of Columbia Circuit. If the FCC s decision in this order is upheld, the Company is likely to incur additional costs for delivering ISP-bound traffic to competitive wireline service providers. Although Alltel has not fully quantified the effects of this order, the Company believes that the additional expense would not likely exceed $10.0 million annually.

On July 6, 2005, a hearing examiner issued a recommended order to the Georgia PSC that, if adopted, would prospectively preclude LECs from assessing access charges for certain intrastate calls. The Company, along with other LECs in Georgia, requested that the Georgia PSC reject the recommended order and find that access charges continue to apply to these intrastate calls. If the Georgia PSC ultimately adopts the recommended order, the Company would incur a reduction in annual revenues of approximately $12.0 million. A final order will not likely become effective before the end of the first quarter of 2006.

Universal Service

The federal universal service program is under legislative, regulatory and industry scrutiny as a result of growth in the fund and structural changes within the telecommunications industry. The structural changes include the increase in the number of ETCs receiving money from the USF and a migration of customers from wireline service providers to providers using alternative technologies like VoIP that, today, are not required to contribute to the universal service program. There are several FCC proceedings underway that are likely to change the way universal service programs are funded and the way these funds are disbursed to program recipients. The specific proceedings are discussed in greater detail below.

In May 2001, the FCC adopted the Rural Task Force Order that established an interim universal service mechanism governing compensation for rural telephone companies for the ensuing five years. The interim mechanism has allowed rural carriers to continue receiving high-cost funding based on their embedded costs. On June 2, 2004, the FCC asked the Federal/State Joint Board on Universal Service (the Joint Board) to review the FCC s rules as they pertain to rural telephone companies and to determine what changes, if any, should be made

to the existing high-cost support mechanism when the interim funding program expires in June 2006. The Joint Board sought comment on such a mechanism on August 16, 2004, but has taken no further action. In the event a new mechanism is not established for rural carriers prior to the expiration of the plan, the FCC will likely extend the interim mechanism currently in place. In addition, the Joint Board sought comment on whether companies operating multiple distinct geographic market areas within a state should consolidate them for purposes of calculating universal service support. If the FCC implements this proposal, Alltel s universal service revenues would be reduced from their current level by approximately $8.5 million annually. On August 17, 2005, the Joint Board sought comment on four separate proposals to modify the distribution of high-cost universal service support. Each of the proposals provides state public service commissions a greater role in the support distribution process, which would remain subject to specific FCC guidelines. The Company cannot estimate the impact of the potential change from embedded cost to another methodology, or the impact of other potential changes to the fund contemplated by the Joint Board until the specific changes, if any, are determined.

On June 14, 2005, the FCC issued a notice of proposed rulemaking initiating a broad inquiry into the management and administration of the universal service programs. The notice of proposed rulemaking seeks comment on ways to streamline the application process for federal support and whether and how to increase audits of fund contributors and fund recipients in an effort to deter waste and fraud. The FCC is also considering proposals regarding the contribution methodology, which could change the types of service providers required to contribute to the fund (i.e. local exchange providers, wireless providers, long-distance providers, etc.) and the basis on which they contribute. At this time, Alltel cannot estimate the impact that the potential changes, if any, would have on its operations.

On December 9, 2005, the FCC issued a notice of proposed rulemaking seeking comments on the need to redefine certain statutory terms established by the 96 Act. Changes to these defined statutory terms could result in a different allocation of Universal Service support to non-rural carriers. The Company receives approximately $9.5 million annually in non-rural universal service support and cannot estimate the financial impact resulting from changes to the definitions of the statutory terms until such changes, if any, are determined.

As previously discussed under Regulatory Matters Wireless Operations , the FCC mandated that USAC begin accounting for the USF program in accordance with generally accepted accounting principles for federal agencies effective October 1, 2004, rather than the accounting rules that USAC formerly used. This change in accounting method subjected USAC to the ADA, the effect of which could have caused delays in payments to USF program recipients and significantly increased the amount of USF regulatory fees charged to wireline and wireless consumers. In December 2004, Congress passed legislation to exempt USAC from the ADA for one year to allow for a more thorough review of the impact the ADA would have on the universal service program. In April 2005, the FCC tentatively concluded that the high-cost and low-income universal service programs are compliant with ADA requirements, and asked the OMB to make a final determination on this issue, which they have yet to do. The 2006 Science, State, Commerce and Justice Department appropriations bill includes a provision that prohibits the FCC from enacting a primary connection restriction on universal service support.

Emerging Competitive Technologies VoIP

Voice telecommunications services utilizing IP as the underlying transmission technology, (VoIP), are challenging existing regulatory definitions and raising questions concerning how IP-enabled services should be regulated, if at all. Several state commissions have attempted to assert jurisdiction over VoIP services, but federal courts in New York and Minnesota have ruled that the FCC preempts the states with respect to jurisdiction. These cases are on appeal. On March 10, 2004, the FCC released a notice of proposed rulemaking seeking comment on the appropriate regulatory treatment of IP-enabled communications services. The FCC indicated that the cost of the public switched telephone network should be borne equitably by the users and requested comment on the specific regulatory requirements that should be extended to IP-enabled service providers, including requirements relating to E-911, accessibility for the disabled, inter-carrier compensation and universal service. Although the FCC s rulemaking regarding IP-enabled services remains pending, the FCC has adopted a series of related orders establishing broad parameters for the regulation of those services.

On February 12, 2004, the FCC released an order declaring Pulver.com s free IP-based, peer-to-peer service that requires specialized telephone equipment or software for computers was not a regulated telecommunications service , but rather was an unregulated information service subject to federal jurisdiction.

On April 21, 2004, the FCC denied a waiver petition filed by AT&T requesting that its IP telephony service be exempt from paying access compensation to wireline local service providers and from contributions to the universal service fund. The FCC ruled AT&T s IP telephony service, which converted voice calls to an IP format for some portion of the routing over the public switched telephone network prior to converting the calls back to their original format, was a regulated telecommunications service subject to payment of access compensation to LECs, as well as the universal service fund.

On November 12, 2004, the FCC ruled that Internet-based service provided by Vonage Holdings Corporation (Vonage) should be subject to federal rather than state jurisdiction. The FCC has not yet determined how Vonage s service should be classified for regulatory purposes, but is likely to address the information service vs. telecommunications service debate in its pending rulemaking regarding IP-enabled services. Several state commissions appealed the FCC s Vonage decision, and these appeals are presently pending before the U.S. Eighth Circuit Court of Appeals.

On June 3, 2005, the FCC took swift action in response to several incidents where VoIP customers were unable to complete E-911 calls. The FCC ordered all VoIP service providers whose service is interconnected with the public switched telephone network to provide E-911 services to their customers no later than November 28, 2005.

On September 21, 2005, the FCC released its order on CALEA requirements for broadband and ISP services, including VoIP services. The FCC found that essentially, ISP and VoIP services are telecommunications services subject to CALEA requirements. Several appeals have been filed. If the FCC ultimately determines that IP-enabled services are not subject to similar regulatory requirements that are applicable to inter-exchange and local exchange service providers, including contributions to federal and state universal service programs, inter-carrier compensation obligations, federal and state tax obligations and service quality metrics, the Company s regulated local exchange operations will be competitively disadvantaged. However, until the FCC issues its decision in these proceedings, the Company cannot determine the extent of the impact on its operations, if any.

Broadband

On September 23, 2005, the FCC released an order declaring wireline broadband Internet access service (DSL) an information service functionally integrated with a telecommunications component and no longer subject to a higher level of regulation as compared to broadband cable modem service. This order establishes a framework that may eventually allow the Company s DSL service to obtain regulatory parity with cable modem service, which is lightly regulated. The FCC order requires wireline broadband service providers, like the Company, to continue offering broadband access on a stand-alone basis to competing unaffiliated Internet service providers for one year, after which they will no longer be required to do so. Additionally, the order preserves the current method of assessing universal service contributions on DSL revenues for a 270-day period after the effective date of the order, or until the FCC adopts a new contribution methodology to the universal service fund. The order provides price cap companies the option to deregulate DSL, de-tariff DSL or keep DSL regulated as it is today. The Company could benefit from the decreased regulatory oversight of its DSL service through additional retail pricing flexibility. The Company s DSL products are experiencing significant growth throughout its service areas and the primary DSL competitor is the historically less regulated cable modem service. The Company s DSL products and services currently remain regulated by the FCC.

Because certain of the regulatory matters discussed above are under FCC or judicial review, resolution of these matters continues to be uncertain. Therefore, Alltel cannot predict at this time the specific effects, if any, that the 96 Act, regulatory decisions and rulemakings, and future competition will ultimately have on its ILEC operations.

Communications Support Services Operations

(Millions, except customers in thousands)	2005	2004	2003
Revenues and sales:			
Product distribution	$ 548.2	$ 421.2	$ 407.4
Long-distance and network management services	305.5	304.9	320.1
Directory publishing	154.7	155.9	122.6
Telecommunications information services	17.2	41.8	108.9
Total revenues and sales	1,025.6	923.8	959.0
Costs and expenses:			
Cost of services	236.1	257.9	299.0
Cost of products sold	621.9	514.2	486.9
Selling, general, administrative and other	65.5	54.7	60.5
Depreciation and amortization	33.9	34.3	36.2
Total costs and expenses	957.4	861.1	882.6
Segment income	$ 68.2	$ 62.7	$ 76.4
Long-distance customers	1,750.8	1,770.8	1,680.2

Communications support services consist of Alltel s product distribution, directory publishing, long-distance, and telecommunications information services operations. Communications support services revenues and sales increased $101.8 million, or 11 percent, in 2005 and decreased $35.2 million, or 4 percent, in 2004. As noted in the table above, the increase in revenues and sales in 2005 primarily reflected growth in sales of telecommunications equipment and data products, partially offset by declines in revenues earned from telecommunications information services. Compared to 2004, sales of telecommunications and data products increased $127.0 million in 2005, primarily driven by an increase in sales to non-affiliates of $90.2 million, reflecting increased sales to retailers and other distributors of higher priced wireless handsets that include advanced features and that are capable of various data applications. In addition, compared to 2004, sales to affiliates increased $36.8 million in 2005, primarily due to an increase in capital expenditures by the Company s wireline operations. Conversely, telecommunications information services revenues decreased $24.6 million in 2005 due to the loss of one of Alltel s remaining unaffiliated wireline services customers during the fourth quarter of 2004. Revenues derived from directory publishing, long-distance and network management services in 2005 were relatively unchanged from 2004. During 2005, revenues earned from affiliates for long-distance and network management services decreased $11.8 million, primarily due to reductions in intercompany billing rates, which took effect on January 1, 2005. Conversely, revenues derived from external customers increased $12.4 million in 2005, primarily due to an increase in customer billing rates initiated during the second quarter of 2005 on one of Alltel s most popular billing plans. This increase in rates was partially offset by the effects of customers migrating to packaged rate plans. In response to competitive pressures, Alltel has introduced in its long-distance markets packaged rate plans that provide customers with unlimited calling for one flat monthly rate.

The decrease in revenues and sales in 2004 reflected declines in long-distance and network management services and telecommunications information services, partially offset by an increase in sales of telecommunications equipment and data products and directory publishing revenues. Revenues attributable to long-distance and network management services declined $15.2 million in 2004. Although the number of long-distance customers served increased during 2004, revenues derived from external customers decreased $10.7 million from 2003, primarily due to declining usage by residential customers and a reduction in customer billing rates due to competition. Revenues earned from affiliates for network management services also decreased $4.5 million in 2004, primarily due to a reduction in intercompany billing rates which took effect April 1, 2004. Telecommunications information services revenues decreased $67.1 million in 2004, primarily due to the December 2003 sale of certain assets and related liabilities, including selected customer contracts and capitalized

software development costs, to Convergys, and the loss of one of Alltel s remaining unaffiliated wireline services customers. The customer contracts sold to Convergys represented approximately 48 percent of the total revenues and sales reported by the telecommunications information services operations in 2003.

Sales of telecommunications and data products increased $13.8 million in 2004, reflecting increased sales to non-affiliates of $31.4 million compared to 2003, primarily attributable to increased sales of higher priced wireless handsets that include advanced features and that are capable of various data applications to retailers and other distributors. Conversely, compared to 2003, sales to affiliates decreased $17.6 million in 2004, primarily due to a reduction in capital expenditures by the Company s wireline operations. Directory publishing revenues increased $33.3 million in 2004, primarily due to an increase in the number of directory contracts published, including the initial publication of directories for the acquired Kentucky and Nebraska operations previously discussed. In addition, the increase in 2004 also reflected a change in accounting for directory contracts in which the Company has a secondary delivery obligation. Effective January 1, 2003, Alltel began deferring a portion of its revenues and related costs to provide for secondary deliveries. As a result, revenues and related costs associated with any directories for which secondary deliveries were required, but not yet made, were deferred, resulting in a reduction in directory publishing revenues in 2003 of $5.3 million.

Primarily due to the increase in sales of telecommunications equipment and data products noted above, communications support services segment income increased $5.5 million, or 9 percent, in 2005. The increase in segment income attributable to the production distribution operations in 2005 was partially offset by lower profit margins realized by the telecommunications services operations. Profit margins for the telecommunications information services operations were adversely affected by the loss of a customer during 2004, as the associated revenue decline outpaced the corresponding reduction in operating expenses due to the continuance of overhead and other fixed operating costs.

Conversely, communications support services segment income decreased $13.7 million, or 18 percent, in 2004, primarily due to the decrease in revenues and sales noted above. The adverse effects on segment income attributable to the decrease in revenues and sales in 2004 were partially offset by improved profit margins in the directory publishing operations. Profit margins for the directory publishing operations in 2003 had been adversely affected by increased selling, marketing and other start-up costs incurred in order for the Company s publishing subsidiary to begin providing all directory publishing services, except printing, for all directory contracts published in 2004. Except for a limited number of directory contracts published in 2003, these publishing services were previously contracted out to a third party. Partially offsetting the 2004 improvement in the profit margins of the directory publishing operations attributable to the favorable effects of the start-up costs incurred in 2003 was an increase in bad debt expense of $6.1 million.

Set forth below is a summary of the restructuring and other charges related to the communications support services operations that were not included in the determination of segment income for the years ended December 31:

(Millions)	**2004**	**2003**
Severance and employee benefit costs	$ 0.5	$
Relocation costs	0.1	
Lease and contract termination costs		(0.5)
Write-down of software development costs		3.8
Total restructuring and other charges	$ 0.6	$ 3.3

Segment Capital Requirements

The primary uses of cash for Alltel s operating segments are capital expenditures for property, plant and equipment and expenditures for capitalized software development to support the Company s wireless and wireline operations. Annual capital expenditures and expenditures for software development by operating segment are forecasted as follows for 2006:

(Millions)	Capital Expenditures			Software Development	Totals		
Wireless	$ 1,159.5	-	$1,259.5	$ 40.5	$ 1,200.0	-	$1,300.0
Wireline (a)	168.0	-	178.0	2.0	170.0	-	180.0
Communications support services	15.0	-	20.0		15.0	-	20.0
Corporate	5.0	-	10.0		5.0	-	10.0
Totals	$ 1,347.5	-	$1,467.5	$ 42.5	$ 1,390.0	-	$1,510.0

Notes:

(a) Capital expenditures for the wireline operations are for the first half of 2006 only.

Capital expenditures for 2006 will be primarily incurred for further deployment of digital wireless technology, including high-speed wireless data capabilities, in the Company s existing and acquired wireless markets. The forecasted spending levels in 2006 are subject to revision depending on changes in future capital requirements of the Company s business segments. Each of Alltel s operating segments in 2005 generated positive cash flows sufficient to fund the segments day-to-day operations and to fund their capital requirements. The Company expects each of the operating segments to continue to generate sufficient cash flows in 2006 to fund their operations and capital requirements.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

(Millions, except per share amounts)	2005	2004	2003
Cash flows from (used in):			
Operating activities from continuing operations	$ 2,697.0	$ 2,466.8	$ 2,474.7
Investing activities from continuing operations	(1,999.2)	(1,258.4)	(1,265.9)
Financing activities from continuing operations	(770.4)	(1,381.2)	(1,218.2)
Discontinued operations	616.1		531.8
Effect of exchange rate changes	(39.2)	(0.1)	0.8
Change in cash and short-term investments	$ 504.3	$ (172.9)	$ 523.2
Total capital structure (a)	$ 19,004.2	$ 12,707.0	$ 12,881.6
Percent equity to total capital (b)	68.5%	56.1%	54.5%
Book value per share (c)	$33.93	$23.58	$22.46

(a) Computed as the sum of long-term debt including current maturities, redeemable preferred stock and total shareholders equity.
(b) Computed by dividing total shareholders equity by total capital structure as computed in (a) above.
(c) Computed by dividing total shareholders equity less preferred stock by the total number of common shares outstanding at the end of the year.

Cash Flows from Operating Activities Continuing Operations

For each of the three years in the period ended December 31, 2005, cash provided from continuing operations was Alltel s primary source of funds. Cash provided from continuing operations in 2005 and 2004 primarily reflected growth in earnings from the Company s wireless business segment. In addition to earnings growth, cash flows from continuing operations in both years also reflected changes in working capital requirements, including timing differences in the billing and collection of accounts receivables, purchases of inventory and the payment of trade payables and taxes. Cash provided from continuing operations in 2005 also included the receipt of the $111.0 million special dividend on the Company s investment in Fidelity National common stock previously discussed. Included in cash provided from continuing operations in both 2004 and 2003 were cash contributions of $100.0 million funded in each year to Alltel s qualified defined benefit pension plan. During 2005, Alltel generated sufficient cash flows from continuing operations to fund its capital expenditure requirements, dividend payments and scheduled long-term debt payments as further discussed below. The Company expects to generate sufficient cash flows from continuing operations to fund its operating requirements in 2006.

Cash Flows from Investing Activities Continuing Operations

Capital expenditures continued to be Alltel s primary use of capital resources. Capital expenditures were $1,302.4 million in 2005, $1,125.4 million in 2004 and $1,137.7 million in 2003. Capital expenditures in each of the past three years were incurred to construct additional network facilities, to deploy digital technology in the Company s existing and acquired wireless markets and to upgrade Alltel s telecommunications network in order to offer other communications services, including long-distance, Internet, DSL and Touch-2-Talk communications services. Capital expenditures for 2005 also included incremental spending by Alltel to deploy CDMA technology in the properties acquired from Cingular as previously discussed. In addition, capital expenditures for 2005 and 2004 also included the Company s investment in wireless EV-DO technology. Through December 31, 2005, Alltel had launched EV-DO service in twelve markets. During each of the past three years, Alltel funded substantially all of its capital expenditures through internally generated funds. As indicated in the table above under Segment Capital Requirements , Alltel expects capital expenditures to be approximately $1,347.5 million to $1,467.5 million for 2006, which will be funded primarily from internally generated funds. Investing activities also included outlays for capitalized software development costs, which

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were $47.2 million in 2005, $32.3 million in 2004 and $56.7 million in 2003. As indicated in the table above under Segment Capital Requirements , Alltel expects expenditures for capitalized software development to be approximately $42.5 million for 2006, which also will be funded from internally generated funds.

Cash outlays for the purchase of property, net of cash acquired in 2005 were $1,137.6 million, principally consisting of $920.8 million attributable to the Western Wireless merger, $153.0 million related to the exchange of wireless properties with Cingular and $48.1 million related to the purchase of wireless properties in Alabama and Georgia from PS Cellular, as previously discussed. In conjunction with the merger transaction with Western Wireless, Alltel paid $933.4 million in cash to the holders of Western Wireless common stock and in the transaction acquired cash of $12.6 million. During 2005, Alltel also purchased for $15.7 million in cash additional ownership interests in wireless properties in Michigan, Ohio and Wisconsin in which the Company owned a majority interest. During 2004, cash outlays for the purchase of property, net of cash acquired, were $185.1 million. In 2004, Alltel purchased wireless properties in Florida, Louisiana and Ohio for $71.2 million in cash, acquired the remaining ownership interest in wireless properties in Georgia for $62.9 million in cash and purchased additional ownership interests in wireless properties in Mississippi, North Carolina, Ohio and Wisconsin for $49.6 million in cash. In addition, during 2004, Alltel also purchased additional partnership interests in wireless properties in Louisiana and Wisconsin in which the Company owned a majority interest in exchange for $1.4 million in cash and a portion of the Company s ownership interest in a wireless partnership serving the St. Louis, Missouri market. During 2003, cash outlays for the purchase of property, net of cash acquired, were $160.6 million. In 2003, Alltel purchased wireless properties in Arizona and Mississippi for $87.4 million in cash, acquired the remaining ownership interest in two wireless properties in Michigan for $60.0 million in cash, and purchased additional ownership interests in wireless properties in Mississippi, New Mexico, Virginia and Wisconsin for $13.2 million in cash.

Investing activities for 2005 included proceeds from the sale of investments of $353.9 million, principally consisting of $350.8 million received from the sale of Alltel s investment in Fidelity National common stock previously discussed. Cash flows from investing activities for 2005 also included proceeds of $84.4 million from the sale of assets. As previously discussed, in connection with the wireless property exchange with U.S. Cellular, Alltel acquired two rural markets in Idaho and received $48.2 million in cash in exchange for 15 rural markets in Kansas and Nebraska formerly owned by Western Wireless. In addition, Alltel also received in 2005 proceeds of $36.2 million received in connection with the disposal of an office building, which had previously been written down to fair value during the first quarter of 2004 (see Consolidated Results of Operations Restructuring and Other Charges). Cash flows from investing activities for 2003 included proceeds from the sale of assets of $46.1 million, principally consisting of $37.0 million received by Alltel from the sale of certain assets related to the Company s telecommunications information services operations, as previously discussed.

Cash flows from investing activities also included proceeds from the return on investments of $36.9 million in 2005, $88.6 million in 2004 and $48.3 million in 2003. These amounts primarily consisted of cash distributions received from Alltel s wireless minority investments. The significant decrease in distributions received during 2005 compared to 2004 primarily reflected the exchange of certain minority investments with Cingular, as previously discussed. Conversely, the increase in distributions received in 2004 compared to 2003 was consistent with the improved operating results of these investments, as previously discussed.

Cash Flows from Financing Activities Continuing Operations

Dividend payments remained a significant use of the Company s capital resources. Common and preferred dividend payments amounted to $490.5 million in 2005, $467.6 million in 2004 and $436.4 million in 2003. Dividend payments in 2005 reflected increased dividends due to the issuance of approximately 24.5 million Alltel common shares to settle the purchase contract portion of the Company s equity units on May 17, 2005 and the issuance of approximately 54.3 million Alltel common shares to effect the merger with Western Wireless completed on August 1, 2005 as previously discussed. Dividend payments in 2005 also reflected growth in the annual dividend rate on Alltel s common stock. On October 20, 2005, the Company s Board of Directors approved an increase in the quarterly common stock dividend rate from $.38 to $.385 per share. This action raised the annual dividend rate to $1.54 per share and marked the 45th consecutive year in which Alltel has increased its common stock dividend. Alltel expects to continue the payment of cash dividends during 2006. Following the completion of the spin off of the Company s wireline operations to Alltel s shareholders, Alltel will lower its annual dividend rate to $.50 per share. Sources of funding future dividend payments include available cash on hand and operating cash flows.

The Company has a five-year, $1.5 billion unsecured line of credit under a revolving credit agreement with an expiration date of July 28, 2009. On August 1, 2005, Alltel entered into an additional $700.0 million, 364-day revolving credit agreement that expires on July 31, 2006, and allows Alltel to convert any outstanding borrowings under this agreement into term loans maturing in 2007. The Company incurred no borrowings under the revolving credit agreements during 2005, 2004 or 2003. The Company also has established a commercial paper program with a maximum borrowing capacity of $1.5 billion. Alltel classifies commercial paper borrowings as long-term debt, because they are intended to be maintained on a long-term basis and are supported by the Company s $1.5 billion revolving credit agreement. Under the commercial paper program, commercial paper borrowings are fully supported by the available borrowings under the revolving credit agreement. Accordingly, the total amount outstanding under the commercial paper program and the indebtedness incurred under the revolving credit agreement may not exceed $1.5 billion. During 2005, the maximum amount of borrowings outstanding under the commercial paper program was $1,084.6 million, of which $1,000.0 million remained outstanding at December 31, 2005. Conversely, Alltel incurred no borrowings under the commercial paper program during 2004, and there were no commercial paper borrowings outstanding at either December 31, 2004 or 2003. The net increase in commercial paper borrowings from December 31, 2004 of $1,000.0 million represented all of the long-term debt issued during 2005. Commercial paper borrowings were incurred during 2005 primarily to finance a portion of the repayment of certain Western Wireless long-term debt obligations further discussed below and to fund the cash portion of the merger consideration. During 2003, the Company incurred additional commercial paper borrowings to fund the wireless property acquisitions in Arizona, Mississippi and Michigan, as previously discussed, and to retire a $450.0 million, 7.125 percent senior unsecured note that was due March 1, 2003. As previously discussed, during the second quarter of 2003, Alltel repaid all borrowings outstanding under its commercial paper program utilizing a portion of the cash proceeds Alltel received in connection with the April 1, 2003 sale of the financial services division of its information services subsidiary to Fidelity National. Alltel also used a portion of the cash proceeds from the sale to retire all long-term debt outstanding under the RUS, RTB and FFB programs as further discussed below.

Retirements of long-term debt amounted to $2,677.8 million in 2005, $277.3 million in 2004 and $763.4 million in 2003. Retirements of long-term debt in 2005 primarily reflected the repayment of approximately $2.0 billion of Western Wireless long-term debt obligations. Upon closing of the merger with Western Wireless, a wholly-owned subsidiary of Alltel assumed debt of approximately $2.1 billion. On the date of closing, Alltel repaid approximately $1.3 billion of term loans representing all borrowings outstanding under Western Wireless credit facility that, as a result of a change in control, became due and payable immediately upon the closing of the merger. On August 1, 2005, Alltel also announced a tender offer to purchase all of the issued and outstanding 9.25 percent senior notes due July 15, 2013 of Western Wireless, representing an aggregate principal amount of $600.0 million, as well as a related consent solicitation to amend the indenture governing the senior notes. During the third quarter of 2005, Alltel repurchased all $600.0 million of the senior notes at a total cost of $688.3 million. These repayments were funded by cash on hand and borrowings under the Company s commercial paper program. Retirements of long-term debt in 2005 also included the early redemption of $450.0 million of 7.50 percent senior notes due March 1, 2006 and the repayment of a $200.0 million, 6.75 percent senior unsecured note due September 15, 2005. Retirements of long-term debt in 2004 primarily consisted of the repayment of a $250.0 million unsecured note due April 1, 2004. Retirements of long-term debt in 2003 included the repayment of a $450.0 million unsecured note due March 1, 2003 and the retirement of $249.1 million of long-term debt outstanding under the RUS, RTB and FFB programs. Retirements of long-term debt in 2003 also included a net reduction from December 31, 2002 in commercial paper borrowings of $25.0 million. Additional scheduled long-term debt retirements, net of commercial paper and the prepayment of long-term debt, amounted to $29.9 million in 2005, $27.3 million in 2004 and $39.3 million in 2003. (See Note 5 to the consolidated financial statements for additional information regarding the Company s long-term debt.)

Proceeds from the issuance of Alltel s common stock in 2005 were $1,463.5 million, principally consisting of proceeds from the settlement of the purchase contracts related to the Company s equity units on May 17, 2005. As previously discussed, upon settlement of the contracts, the Company received proceeds of approximately $1,385.0 million and delivered approximately 24.5 million shares of Alltel common stock.

Under a stock repurchase plan adopted by Alltel s Board of Directors in January 2004, the Company was authorized to repurchase up to $750.0 million of its outstanding common stock over a two year period ending December 31, 2005. During 2004, Alltel repurchased 11.2 million of its common shares at a total cost of $595.3 million under this plan. Alltel did not repurchase any of its common shares during 2005. On January 19, 2006, Alltel s Board of Directors adopted a stock repurchase plan authorizing the Company to repurchase up to $3.0 billion of its outstanding common stock over a three-year period ending December 31, 2008. Under the repurchase plan, Alltel may repurchase shares, from time to time, on the open market or in negotiated transactions, as circumstances warrant. Sources of funding the stock buyback program include available cash on hand, operating cash flows and borrowings under the Company s commercial paper program.

Cash flows used in financing activities also included distributions to Alltel s minority investors in wireless markets operated in partnership with other companies. Cash payments to these minority investors were $65.6 million in 2005, compared to $66.9 million in 2004 and $67.5 million in 2003.

Liquidity and Capital Resources

The Company believes it has sufficient cash and short-term investments on hand ($989.2 million at December 31, 2005) and has adequate operating cash flows to finance its ongoing operating requirements, including capital expenditures, repayment of long-term debt, payment of dividends, funding the stock repurchase plan, and financing the $1.075 billion cash payment required to complete the pending acquisition of wireless properties from Midwest Wireless previously discussed. Additional sources of funding available to Alltel include (1) additional borrowings of up to $1.2 billion available to the Company under its commercial paper program and revolving credit agreements, (2) additional debt or equity securities under the Company s March 28, 2002, $5.0 billion shelf registration statement, of which approximately $730 million remained available for issuance at December 31, 2005 and (3) additional debt securities issued in the private placement market. In addition, Alltel expects to receive cash proceeds of $1.7 billion from the sales of Western Wireless international operations in Austria, Bolivia and Haiti that are expected to be completed during the first half of 2006, as previously discussed. Also, in connection with the spin off of its wireline business, Alltel will receive a special cash dividend in an amount not to exceed the Company s tax basis in those operations, which currently is estimated to be approximately $2.4 billion. The special cash dividend will be used to fund the stock buyback program and for the repayment of long-term debt.

Alltel s commercial paper and long-term credit ratings with Moody s Investors Service (Moody s), Standard & Poor s Corporation (Standard & Poor) and Fitch Ratings (Fitch) are as follows:

Description	**Moody s**	**Standard & Poor**	**Fitch**
Commercial paper credit rating	Prime-1	A-2	F1
Long-term debt credit rating	A2	A-	A
Outlook	Negative	Stable	Stable

Factors that could affect Alltel s short and long-term credit ratings would include, but not be limited to, a material decline in the Company s operating results and increased debt levels relative to operating cash flows resulting from future acquisitions or increased capital expenditure requirements. If Alltel s credit ratings were to be downgraded from current levels, the Company would incur higher interest costs on new borrowings, and the Company s access to the public capital markets could be adversely affected. A downgrade in Alltel s current short or long-term credit ratings would not accelerate scheduled principal payments of Alltel s existing long-term debt.

The revolving credit agreement contains various covenants and restrictions including a requirement that, as of the end of each calendar quarter, Alltel maintain a total debt-to-capitalization ratio of less than 65 percent. For purposes of calculating this ratio under the revolving credit agreement, total debt would include amounts classified as long-term debt (excluding mark-to-market adjustments for interest rate swaps), current maturities of long-term debt outstanding, short-term debt and any letters of credit or other guarantee obligations. As of December 31, 2005, the Company s total debt to capitalization ratio was 31.6 percent. In addition, the indentures and borrowing agreements, as amended, provide, among other things, for various restrictions on the payment of dividends by the Company. Retained earnings unrestricted as to the payment of dividends by the Company amounted to $6,941.3 million at December 31, 2005. There are no restrictions on the payment of dividends among members of Alltel s consolidated group.

At December 31, 2005, current maturities of long-term debt were $205.1 million and included a $182.2 million, 9.0 percent senior unsecured note due November 1, 2006. The Company expects to fund the payment of this note at maturity through either available cash on hand, operating cash flows or commercial paper borrowings.

Pension Plans

Alltel maintains a qualified defined benefit pension plan, which covers substantially all employees. Prior to January 1, 2005, employees of Alltel s directory publishing subsidiary did not participate in the plan. In December 2005, the pension plan was amended such that future benefit accruals for all eligible nonbargaining employees ceased as of December 31, 2005 (December 31, 2010 for employees who had attained age 40 with two years of service as of December 31, 2005). The Company also maintains a supplemental executive retirement plan that provides unfunded, non-qualified supplemental retirement benefits to a select group of management employees. In addition, the Company has entered into individual retirement agreements with certain retired executives providing for unfunded supplemental pension benefits. As further illustrated in Note 9 to the consolidated financial statements, total pension expense related to these plans was $43.1 million in 2005, $32.0 million in 2004 and $41.0 million in 2003. Alltel s pension expense for 2006 is estimated to be approximately $47.9 million.

Annual pension expense for 2006 was calculated based upon a number of actuarial assumptions, including an expected long-term rate of return on qualified pension plan assets of 8.50 percent and a discount rate of 5.80 percent. In developing the expected long-term rate of return assumption, Alltel evaluated historical investment performance, as well as input from its investment advisors. Projected returns by such advisors were based on broad equity and bond indices. The Company also considered the pension plan s historical returns since 1975 of 11.0 percent. Alltel s expected long-term rate of return on qualified pension plan assets is based on a targeted asset allocation of 70 percent to equities, with an expected long-term rate of return of 10 percent, and 30 percent to fixed income assets, with an expected long-term rate of return of 5 percent. At December 31, 2005, the actual asset allocation of the qualified pension plan s assets was 71.6 percent to equities, 25.3 percent to fixed income assets and 3.1 percent in money market funds and other interest bearing investments. The Company regularly reviews the actual asset allocation of its qualified pension plan and periodically rebalances its investments to achieve the targeted allocation. Alltel continues to believe that an 8.5 percent long-term rate of return on its qualified pension plan assets is a reasonable assumption. For the year ended December 31, 2005, the actual return on qualified pension plan assets was 7.2 percent. Alltel will continue to evaluate its actuarial assumptions, including the expected rate of return, at least annually, and will adjust them as necessary. Lowering the expected long-term rate of return on the qualified pension plan assets by 0.50 percent (from 8.50 percent to 8.00 percent) would result in an increase in pension expense of approximately $4.9 million in 2006.

The discount rate selected is based on a review of current market interest rates of high-quality, fixed-rate debt securities adjusted to reflect the duration of expected future cash outflows for pension benefit payments. In developing the discount rate assumption for 2006, Alltel reviewed the high-grade bond indices published by Moody s and Standard & Poor s as of December 31, 2005 and other available market data and constructed a hypothetical portfolio of high quality bonds with maturities that mirrored the expected payment stream of the Company s pension benefit obligation. The discount rate determined on this basis decreased from 6.00 percent at December 31, 2004 to 5.80 percent at December 31, 2005. Lowering the discount rate by 0.25 percent (from 5.80 percent to 5.55 percent) would result in an increase in pension expense of approximately $8.5 million in 2006.

As of December 31, 2005, Alltel had cumulative unrecognized actuarial losses of $234.5 million, compared to $226.9 million at December 31, 2004. These actuarial losses are included in the calculation of the Company s annual pension expense subject to the following amortization methodology. Unrecognized actuarial gains or losses that exceed 17.5 percent of the greater of the projected benefit obligation or market-related value of plan assets are amortized into pension expense on a straight-line basis over five years. Unrecognized actuarial gains and losses below the 17.5 percent corridor are amortized over the average remaining service life of active plan participants (approximately 14 years at December 31, 2005). In applying this amortization method, the estimated pension expense of $47.9 million for 2006 includes $33.5 million of the unrecognized actuarial loss at December 31, 2005.

Alltel does not expect that any contribution to the plan calculated in accordance with the minimum funding requirements of the Employee Retirement Income Security Act of 1974 will be required in 2006. Future contributions to the plan will depend on various factors, including future investment performance, changes in future discount rates and changes in the demographics of the population participating in the Company s qualified pension plan.

Other Postretirement Benefits

The Company provides postretirement healthcare and life insurance benefits for eligible employees. Retired employees share a portion of the cost of these benefits. The Company funds the accrued costs of these plans as benefits are paid. As further illustrated in Note 9 to the consolidated financial statements, total postretirement expense was $23.9 million in 2005, $25.9 million in 2004 and $25.0 million in 2003. Alltel s postretirement expense for 2006 is estimated to be approximately $22.8 million.

Annual postretirement expense for 2006 was calculated based upon a number of actuarial assumptions, including a healthcare cost trend rate of 10.00 percent and a discount rate of 5.70 percent. Consistent with the methodology used to determine the appropriate discount rate for the Company s pension obligations, the discount rate selected for postretirement benefits is based on a hypothetical portfolio of high quality bonds with maturities that mirrored the expected payment stream of the benefit obligation. The discount rate determined on this basis decreased from 6.00 percent at December 31, 2004 to 5.70 percent at December 31, 2005. Lowering the discount rate by 0.25 percent (from 5.70 percent to 5.45 percent) would result in an increase in postretirement expense of approximately $0.5 million in 2006.

The healthcare cost trend rate is based on the Company s actual medical claims experience and future projections of medical costs. For the year ended December 31, 2005, a one percent increase in the assumed healthcare cost trend rate would increase the postretirement benefit cost by approximately $1.3 million, while a one percent decrease in the rate would reduce the postretirement benefit cost by approximately $1.1 million.

Off-Balance Sheet Arrangements

The Company does not use securitization of trade receivables, affiliation with special purpose entities, variable interest entities or synthetic leases to finance its operations. Additionally, the Company has not entered into any arrangement requiring Alltel to guarantee payment of third party debt or to fund losses of an unconsolidated special purpose entity. As defined by the Securities and Exchange Commission s rules and regulations, the Company is a party to off-balance sheet arrangements, consisting of certain guarantees related to the sale of assets. Information pertaining to these arrangements is presented below.

Guarantees

As further discussed in Note 14 to the consolidated financial statements, in conjunction with the sale of the financial services division to Fidelity National, Alltel agreed to indemnify Fidelity National for any damages resulting from Alltel s breach of warranty or non-fulfillment of certain covenants under the sales agreement, that exceed 1.5 percent of the purchase price, or $15.75 million, up to a maximum of 15 percent of the purchase price, or $157.5 million. The Company believes because of the low probability of being required to pay any amount under this indemnification, the fair value of this obligation is immaterial to the consolidated results of operations, cash flows and financial condition of the Company. Accordingly, the Company has not recorded a liability related to it. Alltel also agreed to indemnify Fidelity National from any future tax liability imposed on the financial services division related to periods prior to the date of sale. Alltel s obligation to Fidelity National under this indemnification is not subject to a maximum amount. At December 31, 2005, the Company has recorded a liability for tax contingencies of approximately $8.0 million related to the operations of the financial services division for periods prior to the date of sale that management has assessed as probable and estimable, which should adequately cover any obligation under this indemnification.

In connection with the sale of assets to Convergys, Alltel agreed to indemnify Convergys for any damages resulting from Alltel s breach of warranty under the sales agreement that exceed $500,000, up to a maximum of $10.0 million. In addition, the Company agreed to indemnify Convergys for any damages resulting from non-fulfillment of certain covenants or liabilities arising from the ownership, operation or use of the assets included in the sale. This indemnification is not subject to a maximum obligation. The Company believes because of the low probability of being required to pay any amount under these indemnifications, the fair value of these obligations is immaterial to the consolidated results of operations, cash flows and financial condition of the Company. Accordingly, the Company has not recorded a liability related to these indemnifications.

Contractual Obligations and Commitments

Set forth below is a summary of Alltel s material contractual obligations and commitments as of December 31, 2005:

	Payments Due by Period				
(Millions)	**Less than 1 Year**	**1-3 Years**	**3-5 Years**	**More than 5 Years**	**Total**
Long-term debt, excluding commercial paper (a)	$ 205.1	$ 1,532.0	$ 665.0	$ 2,569.2	$ 4,971.3
Commercial paper	1,000.0				1,000.0
Interest payments on long-term debt obligations	326.5	514.9	442.7	2,051.1	3,335.2
Operating leases	237.8	338.9	162.8	151.7	891.2
Cash payment to complete pending acquisition (b)	1,075.0				1,075.0
Purchase obligations (c)	104.2	66.6	1.8		172.6
Site maintenance fees cell sites (d)	31.7	68.2	75.1	253.2	428.2
Other long-term liabilities (e)	212.1	484.5	344.0	1,432.1	2,472.7
Total contractual obligations and commitments	$ 3,192.4	$ 3,005.1	$ 1,691.4	$ 6,457.3	$ 14,346.2

(a) Includes current maturities of $205.1 million. Excludes $(11.9) million of unamortized discounts and the fair value of interest rate swap agreements of $28.6 million included in long-term debt at December 31, 2005.

(b)

As previously discussed, on November 18, 2005, Alltel announced that it had entered into a definitive agreement to purchase Midwest Wireless for $1.075 billion in cash. This transaction is expected to close by mid-year of 2006.

(c) Purchase obligations represent amounts payable under noncancellable contracts and include commitments for wireless handset purchases, network facilities and transport services, agreements for software licensing and long-term marketing programs.

(d) In connection with the leasing of 1,773 of the Company s cell site towers to American Tower, Alltel is obligated to pay American Tower a monthly fee per tower for management and maintenance services for the duration of the fifteen-year lease agreement, which expires in phases during 2016 and 2017.

(e) Other long-term liabilities primarily consist of deferred tax liabilities, minority interests, other postretirement benefit obligations, and deferred compensation. Deferred rental revenue of $337.2 million related to Alltel s agreement to lease cell site towers to American Tower was not included in the table above. The deferred rental revenue represents cash proceeds received in advance by Alltel under terms of the agreement and will be recognized as revenue ratably over the remaining lease term.

Under the Company s long-term debt borrowing agreements, acceleration of principal payments would occur upon payment default, violation of debt covenants not cured within 30 days or breach of certain other conditions set forth in the borrowing agreements. At December 31, 2005, the Company was in compliance with all of its debt covenants. There are no provisions within the Company s leasing agreements that would trigger acceleration of future lease payments. (See Notes 5, 16, 17 and 20 to the consolidated financial statements for additional information regarding certain of the obligations and commitments listed above.)

Market Risk

The Company is exposed to market risk from changes in marketable equity security prices, interest rates, and foreign currency exchange rates. Alltel has estimated its market risk using sensitivity analysis. For Alltel s marketable equity securities and foreign currency forward exchange contracts, market risk is defined as the potential change in fair value attributable to a hypothetical adverse change in market prices or foreign currency exchange rates. For all other financial instruments, market risk is defined as the potential change in earnings resulting from a hypothetical adverse change in market prices or interest rates. The results of the sensitivity analysis used to estimate market risk are presented below. Actual results may differ from these estimates.

Equity Price Risk

Changes in equity prices primarily affect the fair value of Alltel s investments in marketable equity securities. Fair value for investments was determined using quoted market prices. Through its merger with Western Wireless, Alltel acquired marketable equity securities. At December 31, 2005, the fair market value of the marketable equity securities held by Alltel amounted to $166.5 million and included unrealized holding gains of $22.3 million. Comparatively, at December 31, 2004, investments in marketable equity securities, consisting solely of the Company s investment in Fidelity National common stock, amounted to $511.8 million and included unrealized holding gains of $153.9 million. As further discussed in Note 12 to the consolidated financial statements, on April 6, 2005, Alltel sold its investment in Fidelity National common stock and received proceeds of $350.8 million. A hypothetical 10 percent decrease in quoted market prices would result in a $16.7 million decrease in the fair value of the Company s marketable equity securities at December 31, 2005.

Interest Rate Risk

The Company s earnings are affected by changes in variable interest rates related to Alltel s issuance of short-term commercial paper and interest rate swap agreements. The Company enters into interest rate swap agreements to obtain a targeted mixture of variable and fixed-interest-rate debt such that the portion of debt subject to variable rates does not exceed 30 percent of Alltel s total debt outstanding. The Company has established policies and procedures for risk assessment and the approval, reporting, and monitoring of interest rate swap activity. Alltel does not enter into interest rate swap agreements, or other derivative financial instruments, for trading or speculative purposes. Management periodically reviews Alltel s exposure to interest rate fluctuations and implements strategies to manage the exposure.

As of December 31, 2005, the Company had $1.0 billion of commercial paper outstanding and had entered into five, pay variable receive fixed, interest rate swap agreements on notional amounts totaling $925.0 million to convert fixed interest rate payments to variable. The maturities of the five interest rate swaps range from

January 15, 2008 to November 1, 2013. The weighted average fixed rate received by Alltel on these swaps is 5.5 percent, and the variable rate paid by Alltel is the three month LIBOR (London-Interbank Offered Rate). The weighted average variable rate paid by the Company was 4.2 percent at December 31, 2005. A hypothetical increase of 100 basis points in variable interest rates would reduce annual pre-tax earnings by approximately $19.2 million. Conversely, a hypothetical decrease of 100 basis points in variable interest rates would increase annual pre-tax earnings by approximately $19.2 million.

As of December 31, 2004, the Company had no commercial paper borrowings outstanding and had entered into six, pay variable/receive fixed, interest rate swap agreements on notional amounts totaling $1.0 billion to convert fixed-interest-rate payments to variable. The maturities of the six interest rate swaps ranged from March 1, 2006 to November 1, 2013. The weighted average variable rate paid by Alltel was 2.1 percent at December 31, 2004. A hypothetical increase of 100 basis points in variable interest rates would have reduced annual pre-tax earnings in 2004 by approximately $10.0 million. Conversely, a hypothetical decrease of 100 basis points in variable interest rates would have increased annual pre-tax earnings in 2004 by approximately $10.0 million.

Foreign Currency Exchange Risk

As further discussed in Note 14 to the consolidated financial statements, Alltel has entered into a definitive agreement to sell its international operations acquired from Western Wireless in Austria to T-Mobile Austria GmbH, a subsidiary of Deutsche Telekom for 1.3 billion euros or approximately $1.6 billion at then current exchange rates. At December 31, 2005, Alltel had entered into a foreign currency forward exchange contract to hedge its net investment in the Austrian operations. In accordance with the provisions of SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities and related amendments and interpretations, changes in the fair value of the contract due to exchange rate fluctuations were recorded in shareholders equity (foreign currency translation adjustment) and offset the effect of foreign currency changes in the value of the net investment being hedged. Alltel has not hedged the translation exposure to foreign currency changes in the value of the other remaining international operations that are held for sale as of December 31, 2005. A hypothetical 10 percent decrease in the value of the U.S. dollar against the euro would result in a $129.0 million decrease in the fair value of Alltel s foreign currency forward exchange contract at December 31, 2005.

Critical Accounting Policies

Alltel prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States. Alltel s significant accounting policies are discussed in detail in Note 1 to the consolidated financial statements. Certain of these accounting policies as discussed below require management to make estimates and assumptions about future events that could materially affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. These critical accounting polices include the following:

Service revenues for the Company s communications business are recognized based upon minutes of use processed and contracted fees, net of any credits and adjustments. Due to varying customer billing cycle cut-off times, the Company must estimate service revenues earned but not yet billed at the end of each reporting period. These estimates are based on historical minutes of use processed. Changes in estimates for revenues are recognized in the period in which they are determinable, and such changes could occur and have a material effect on the Company s consolidated operating results in the period of change.

In evaluating the collectibility of its trade receivables, Alltel assesses a number of factors including a specific customer s ability to meet its financial obligations to the Company, as well as general factors, such as the length of time the receivables are past due and historical collection experience. Based on these assessments, the Company records an allowance for doubtful accounts to reduce the related receivables to the amount the Company ultimately expects to collect from customers. If circumstances related to specific customers change or economic conditions worsen such that the Company s past collection experience is no longer relevant, Alltel s estimate of the recoverability of its trade receivables could be further reduced from the levels provided for in the consolidated financial statements. At December 31, 2005, the Company s allowance for doubtful accounts was $84.7 million. A 10 percent increase in this reserve would have increased the provision for doubtful accounts by $8.5 million for the year ended December 31, 2005.

The calculation of the annual costs of providing pension and postretirement benefits are based on certain key actuarial assumptions as disclosed in Note 9 to the consolidated financial statements. As previously discussed, the discount rate selected is based on a review of current market interest rates on high-quality, fixed-rate debt securities adjusted to reflect the Company s longer duration of expected future cash outflows for benefit payments. The expected return on plan assets reflects management s view of the long-term returns available in the investment market based on historical averages and consultation with investment advisors. The healthcare cost trend rate is based on the Company s actual medical claims experience and future projections of medical costs. See Pension Plans and Other Postretirement Benefits for the effects on the Company s future benefit costs resulting from changes in these key assumptions.

The calculation of depreciation and amortization expense is based on the estimated economic useful lives of the underlying property, plant and equipment and finite-lived intangible assets. Although Alltel believes it is unlikely that any significant changes to the useful lives of its tangible or finite-lived intangible assets will occur in the near term, rapid changes in technology or changes in market conditions could result in revisions to such estimates that could materially affect the carrying value of these assets and the Company s future consolidated operating results. As previously discussed, during 2005 and 2004, Alltel reduced the depreciation rates for certain of its wireline operations based on the results of studies of depreciable lives completed by the Company. During 2006, Alltel expects to review the depreciation rates utilized in its remaining wireline operations. At this time, Alltel cannot estimate what effects, if any, the results of those studies will have on depreciation and amortization expense in 2006. An extension of the average useful life of the Company s property, plant and equipment of one year would decrease depreciation expense by approximately $119.3 million per year, while a reduction in the average useful life of one year would increase depreciation expense by approximately $161.2 million per year. At December 31, 2005, the Company s unamortized finite-lived intangible assets consisted of wireless customer lists of $384.6 million, wireline customer list of $46.6 million, wireline franchise rights of $6.1 million and a wireless roaming agreement of $5.4 million. The majority of Alltel s wireless customer list intangible assets consist of the customer list recorded in connection with the Western Wireless acquisition, which is being amortized over an estimated useful life of five years using the sum-of-the-years digit method. Substantially all of Alltel s remaining wireless finite-lived intangible assets are amortized on a straight-line basis over three to five years, while the wireline finite-lived intangible assets are amortized on a straight-line basis over ten to fifteen years. An extension of the average useful life of the Company s finite-lived intangible assets of one year would have decreased amortization expense by approximately $26.9 million in 2005, while a reduction in the average useful life of one year would have increased amortization expense by $38.9 million in 2005.

In accordance with SFAS No. 142, Goodwill and Other Intangible Assets , Alltel tests its goodwill and other indefinite-lived intangible assets for impairment at least annually, which requires the Company to determine the fair value of these intangible assets, as well as the fair value of its reporting units. For purposes of testing goodwill, fair value of the reporting units is determined utilizing a combination of the discounted cash flows of the reporting units and calculated market values of comparable public companies. The Company s indefinite-lived intangible assets consist of its cellular and Personal Communications Services (PCS) licenses (the wireless licenses) and the wireline franchise rights in Kentucky acquired in 2002. Fair value of the other indefinite-lived intangible assets is determined based on the discounted cash flows of the related business segment. During 2005 and 2004, no write-downs in the carrying values of either goodwill or indefinite-lived intangible assets were required based on their calculated fair values. In addition, reducing the calculated fair values of goodwill and the wireless licenses by 10 percent and the wireline franchise rights by 5 percent would not have resulted in an impairment of the carrying value of the related assets in either 2005 or 2004. Changes in the key assumptions used in the discounted cash flow analysis due to changes in market conditions could adversely affect the calculated fair values of goodwill and other indefinite-lived intangible assets, materially affecting the carrying value of these assets and the Company s future consolidated operating results.

The Company s estimates of income taxes and the significant items resulting in the recognition of deferred tax assets and liabilities are disclosed in Note 13 to the consolidated financial statements and reflect Alltel s assessment of future tax consequences of transactions that have been reflected in the Company s financial statements or tax returns for each taxing authority in which it operates. Actual income taxes to be paid could vary from these estimates due to future changes in income tax law or the outcome of audits completed by federal, state and foreign taxing authorities. Included in the calculation of the Company s annual income tax expense are the effects of changes, if any, to Alltel s income tax contingency reserves. Alltel maintains income tax contingency reserves for potential assessments from the IRS or other taxing authorities. The reserves are determined based upon the Company s judgment of the probable outcome of the tax contingencies and are adjusted, from time to time, based upon changing facts and circumstances. Changes to the tax contingency reserves could materially affect the Company s future consolidated operating results in the period of change.

A number of years may elapse before a particular matter for which Alltel has established a reserve is audited and finally resolved. The number of years for which the Company still has audits open varies depending upon the tax jurisdiction. The IRS completed the examination of Alltel s consolidated tax returns for the tax periods 1997 through 2001 and Alltel is currently at the Appeals Office with respect to a number of issues. In addition, the IRS is currently examining the Company s consolidated tax returns for 2002 and 2003. While it is often difficult to predict the final outcome or timing of the resolution, Alltel believes that its reserves reflect the probable outcome of known tax contingencies. Favorable resolutions would be recognized as a reduction of income tax expense in the year of resolution. Unfavorable resolutions would be recognized as a reduction to the tax reserves, a cash outlay for settlement and a possible increase to Alltel s annual tax provision in the year of resolution.

In accounting for business combinations, Alltel applies the accounting requirements of SFAS No. 141, Business Combinations , which requires the Company to record the net assets of acquired businesses at fair value. In developing estimates of fair value of acquired assets and assumed liabilities, Alltel analyzes a variety of factors including market data, estimated future cash flows of the acquired operations, industry growth rates, current replacement cost for fixed assets, and market rate assumptions for contractual obligations. Alltel engages third party valuation specialists to assist in the determination of fair value estimates. Changes to the assumptions used to estimate fair value could materially affect the recorded amounts for acquired assets and assumed liabilities, including but not limited to, property, plant and equipment, cellular licenses, customer lists, goodwill, long-term debt, and deferred income taxes. Significant changes to the recorded amounts could have a material impact on Alltel s future operating results, including changes in depreciation and amortization expense resulting from higher or lower fair values assigned to property, plant and equipment and finite-lived intangible assets and changes in interest expense resulting from fair value adjustments to long-term debt and the corresponding amortization of the recorded premium or discount.

Legal Proceedings

Alltel is party to various legal proceedings arising in the ordinary course of business. Although the ultimate resolution of these various proceedings cannot be determined at this time, management of the Company does not believe that such proceedings, individually or in the aggregate, will have a material adverse effect on the future results of operations or financial condition of Alltel. In addition, management of the Company is currently not aware of any environmental matters that, individually or in the aggregate, would have a material adverse effect on the consolidated financial condition or results of operations of the Company.

Recently Issued Accounting Pronouncements

On December 16, 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123(R), Share-Based Payment , which is a revision of SFAS No. 123 and supersedes APB Opinion No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Pro forma disclosure of the income statement effects of share-based payments is no longer an alternative. SFAS No. 123(R)

is effective for all stock-based awards granted on or after July 1, 2005. In addition, companies must also recognize compensation expense related to any awards that are not fully vested as of the effective date. Compensation expense for the unvested awards will be measured based on the fair value of the awards previously calculated in developing the pro forma disclosures in accordance with the provisions of SFAS No. 123. Alltel is currently assessing the impact of adopting SFAS 123(R) to its consolidated results of operations.

Upon adoption of the standard on January 1, 2006, the Company will follow the modified prospective transition method and expects to value its share-based payment transactions using a Black-Scholes valuation model. Under the modified prospective transition method, Alltel will recognize compensation cost in its consolidated financial statements for all awards granted after January 1, 2006 and for all existing awards for which the requisite service has not been rendered as of the date of adoption. Prior period operating results will not be restated. At December 31, 2005, the total unamortized compensation cost for nonvested stock option awards amounted to $40.4 million and is expected to be recognized ratably over a weighted average period of 3 years. The pro forma compensation expense amounts reflected in the table under Stock-Based Compensation on page A-70 are expected to approximate the effect of the adoption of SFAS No. 123(R) on Alltel s future reported consolidated results of operations.

Forward-Looking Statements

This Management s Discussion and Analysis of Financial Condition and Results of Operations includes, and future filings by the Company on Form 10-K, Form 10-Q and Form 8-K and future oral and written statements by Alltel and its management may include, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to uncertainties that could cause actual future events and results to differ materially from those expressed in the forward-looking statements. These forward-looking statements are based on estimates, projections, beliefs and assumptions and are not guarantees of future events and results. Words such as expects , anticipates , intends , plans , believes , seeks , estimates , and should , and variations of these words and similar are intended to identify these forward-looking statements. Examples of such forward-looking statements include statements regarding Alltel s future cash dividend policy, forecasts of segment capital requirements for 2006, and future contractual obligation and commitment payments. Alltel disclaims any obligation to update or revise any forward-looking statement based on the occurrence of future events, the receipt of new information, or otherwise.

Actual future events and results may differ materially from those expressed in these forward-looking statements as a result of a number of important factors. Representative examples of these factors include (without limitation) adverse changes in economic conditions in the markets served by Alltel; the extent, timing, and overall effects of competition in the communications business; material changes in the communications industry generally that could adversely affect vendor relationships with equipment and network suppliers and customer relationships with wholesale customers; changes in communications technology; the risks associated with pending acquisitions and dispositions, including the pending acquisition of Midwest Wireless and the pending dispositions of the Austrian, Bolivian and Haitian operations and the wireline business; the risks associated with the integration of acquired businesses, including the integration of Western Wireless; the uncertainties related to any discussions or negotiations regarding the sale of any remaining international assets; adverse changes in the terms and conditions of the wireless roaming agreements of Alltel; the potential for adverse changes in the ratings given to Alltel s debt securities by nationally accredited ratings organizations; the availability and cost of financing in the corporate credit and debt markets necessary to consummate the disposition of the wireline business; the uncertainties related to Alltel s strategic investments; the effects of litigation; and the effects of federal and state legislation, rules, and regulations governing the communications industry.

In addition to these factors, actual future performance, outcomes and results may differ materially because of other, more general, factors including (without limitation) general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes.

SELECTED FINANCIAL DATA

The following table presents certain selected consolidated financial data as of and for the years ended December 31:

(Millions, except per share amounts)	2005	2004	2003	2002	2001	2000
Revenues and sales	$ 9,487.0	$ 8,246.1	$ 7,979.9	$ 7,112.4	$ 6,615.8	$ 6,308.9
Operating expenses	7,337.2	6,273.6	6,062.9	5,322.8	4,990.8	4,757.4
Restructuring and other charges	58.7	50.9	19.0	69.9	76.3	15.3
Total costs and expenses	7,395.9	6,324.5	6,081.9	5,392.7	5,067.1	4,772.7
Operating income	2,091.1	1,921.6	1,898.0	1,719.7	1,548.7	1,536.2
Non-operating income (expense), net	133.1	22.9	(3.2)	(5.3)	(14.1)	27.6
Interest expense	(332.6)	(352.5)	(378.6)	(355.1)	(261.2)	(284.3)
Gain on disposal of assets, write-down of investments and other, net	218.8		17.9	1.0	357.6	1,928.5
Income from continuing operations before income taxes	2,110.4	1,592.0	1,534.1	1,360.3	1,631.0	3,208.0
Income taxes	801.9	565.3	580.6	510.2	653.0	1,325.3
Income from continuing operations	1,308.5	1,026.7	953.5	850.1	978.0	1,882.7
Discontinued operations, net of tax	30.3	19.5	361.0	74.2	69.5	82.7
Income before cumulative effect of accounting change	1,338.8	1,046.2	1,314.5	924.3	1,047.5	1,965.4
Cumulative effect of accounting change, net of tax	(7.4)		15.6		19.5	(36.6)
Net income	1,331.4	1,046.2	1,330.1	924.3	1,067.0	1,928.8
Preferred dividends	0.1	0.1	0.1	0.1	0.1	0.1
Net income applicable to common shares	$ 1,331.3	$ 1,046.1	$ 1,330.0	$ 924.2	$ 1,066.9	$ 1,928.7
Basic earnings per share:						
Income from continuing operations	$ 3.84	$ 3.34	$ 3.06	$ 2.73	$ 3.14	$ 5.99
Income from discontinued operations	.09	.06	1.16	.24	.22	.26
Cumulative effect of accounting change	(.02)		.05		.06	(.12)
Net income	$ 3.91	$ 3.40	$ 4.27	$ 2.97	$ 3.42	$ 6.13
Diluted earnings per share:						
Income from continuing operations	$ 3.80	$ 3.33	$ 3.05	$ 2.72	$ 3.12	$ 5.94
Income from discontinued operations	.09	.06	1.15	.24	.22	.26
Cumulative effect of accounting change	(.02)		.05		.06	(.12)
Net income	$ 3.87	$ 3.39	$ 4.25	$ 2.96	$ 3.40	$ 6.08
Dividends per common share	$ 1.525	$ 1.49	$ 1.42	$ 1.37	$ 1.33	$ 1.29
Weighted average common shares:						
Basic	340.8	307.3	311.8	311.0	311.4	314.4
Diluted	344.1	308.4	312.8	312.3	313.5	317.2

Pro forma amounts assuming accounting changes applied retroactively:						
Net income	$ 1,338.8	$ 1,045.8	$ 1,314.1	$ 925.1	$ 1,047.5	$ 1,970.1
Basic earnings per share	$ 3.93	$ 3.40	$ 4.21	$ 2.97	$ 3.36	$ 6.27
Diluted earnings per share	$ 3.89	$ 3.39	$ 4.20	$ 2.96	$ 3.34	$ 6.21
Total assets	$ 24,013.1	$ 16,603.7	$ 16,661.1	$ 16,244.6	$ 12,500.7	$ 12,087.2
Total shareholders equity	$ 13,015.5	$ 7,128.7	$ 7,022.2	$ 5,998.1	$ 5,565.8	$ 5,095.4
Total redeemable preferred stock and long-term debt (including current maturities)	$ 5,988.8	$ 5,578.3	$ 5,859.4	$ 6,641.1	$ 3,913.0	$ 4,673.3

Notes to Selected Financial Information:

See Note 14 to the consolidated financial statements for a discussion of the Company s discontinued operations.

A. Net income for 2005 included $18.5 million of integration expenses incurred in connection with the Company s exchange of wireless assets with Cingular Wireless LLC (Cingular) and purchase of wireless properties from Public Service Cellular, Inc. The integration expenses primarily consisted of handset subsidies incurred to migrate the acquired customer base to CDMA handsets. Alltel also incurred $4.5 million of integration expenses related to its acquisition of Western Wireless Corporation, primarily consisting of system conversion and relocation costs. In addition, the Company incurred $4.4 million of severance and employee benefit costs related to a workforce reduction in its wireline operations. The Company also incurred $31.3 million of incremental costs, principally consisting of investment banker, audit and legal fees, related to the pending spin off its wireline business to Alltel stockholders and merger with Valor Communications Group, Inc. These transactions decreased net income $48.1 million or $.14 per share. (See Note 10 to the consolidated financial statements.) Net income for 2005 included the effect of a special cash dividend of $111.0 million related to the Company s investment in Fidelity National Financial, Inc. (Fidelity National) common stock, which increased net income $69.8 million or $.20 per share. (See Note 11 to the consolidated financial statements.) Net income for 2005 included pretax gains of $158.0 million related to Alltel s exchange of certain wireless assets with Cingular. During 2005, Alltel also completed the sale of all of its shares of Fidelity National common stock and recognized a pretax gain of $75.8 million. In addition, Alltel incurred pretax termination fees of $15.0 million related to the early retirement of long-term debt and a related interest rate swap agreement. These transactions increased net income $136.7 million or $.40 per share. (See Note 12 to the consolidated financial statements.) Effective December 31, 2005, Alltel adopted FIN 47 in accounting for conditional asset retirement obligations. The cumulative effect of this accounting change resulted in a one-time non-cash charge of $7.4 million, net of income tax benefit of $4.6 million, or $.02 per share. (See Note 2 to the consolidated financial statements.)

B. Net income for 2004 included pretax charges of $28.4 million related to a planned workforce reduction and the exit of its competitive local exchange carrier operations in the Jacksonville, Florida market. In addition, Alltel recorded a $2.3 million reduction in the liabilities associated with various restructuring activities initiated prior to 2003. Alltel also recorded a write-down in the carrying value of certain corporate and regional facilities to fair value in conjunction with the proposed leasing or sale of those facilities of $24.8 million. These transactions decreased net income $31.1 million or $.10 per share. (See Note 10 to the consolidated financial statements.) Net income for 2004 also reflected a reduction in income tax expense associated with continuing operations of $19.7 million, or $.06 per share, resulting from Alltel s adjustment of its income tax contingency reserves to reflect the results of audits of the Company s consolidated federal income tax returns for the fiscal years 1997 through 2001. (See Note 2 to the consolidated financial statements.)

C. Net income for 2003 included pretax charges of $8.5 million primarily related to the closing of certain call center locations and the write-off of $13.2 million of certain capitalized software development costs with no alternative future use or functionality. The Company also recorded a $2.7 million reduction in the liabilities associated with various restructuring activities initiated prior to 2003 to reflect differences between estimated and actual costs paid in completing the previous planned restructuring activities. These transactions decreased net income $11.5 million or $.04 per share. (See Note 10 to the consolidated financial statements.) Net income for 2003 also included a pretax gain of $31.0 million realized from the sale of certain assets of the telecommunications information services operations, partially offset by pretax write-downs totaling $6.0 million to reflect other-than-temporary declines in the fair value of certain investments in unconsolidated limited partnerships. In addition, Alltel incurred pretax termination fees of $7.1 million related to the early retirement of long-term debt. These transactions increased net income $10.7 million or $.04 per share. (See Note 12 to the consolidated financial statements.) Effective January 1, 2003, Alltel adopted SFAS No. 143 in accounting for asset retirement obligations. The cumulative effect of this accounting change resulted in a one-time non-cash credit of $15.6 million, net of income tax expense of $10.3 million, or $.05 per share. (See Note 2 to the consolidated financial statements.)

D. Net income for 2002 included pretax charges of $34.0 million incurred in connection with restructuring Alltel s competitive local exchange carrier, call center and retail store operations and with the closing of seven product distribution centers. The Company also incurred integration expenses of $28.8 million related to its acquisitions of wireline properties from Verizon Communications, Inc. and wireless properties from CenturyTel, Inc. Alltel also recorded write-downs in the carrying value of certain cell site equipment of $7.1 million. These charges decreased net income $42.3 million or $.14 per share. Net income for 2002 included a pretax gain of $22.1 million realized from the sale of a wireless property, partially offset by pretax write-downs of $16.3 million related to investments in marketable securities. Alltel also recorded a pretax adjustment of $4.8 million to reduce the gain recognized from the dissolution of a wireless partnership that was initially recorded in 2001. These transactions increased net income $0.6 million or less than $.01 per share.

Effective January 1, 2002, the Company changed its accounting for goodwill and other indefinite-lived intangible assets from an amortization method to an impairment-only approach in accordance with SFAS No. 142. Accordingly, the Company ceased amortization of goodwill and indefinite-lived intangible assets as of January 1, 2002. The adjusted after-tax income from continuing operations, income before cumulative effect of accounting change, net income and the related earnings per share effects, assuming that the change in accounting to eliminate the amortization of goodwill and other indefinite-lived intangible assets was applied retroactively were as follows for the years ended December 31:

(Millions, except per share amounts)	**2001**	**2000**
Income from continuing operations	$ 1,068.9	$ 1,972.7
Basic earnings per share	$3.43	$6.27
Diluted earnings per share	$3.41	$6.22
Income before cumulative effect of accounting change	$ 1,140.6	$ 2,057.0
Basic earnings per share	$3.66	$6.55
Diluted earnings per share	$3.64	$6.49
Net income	$ 1,160.1	$ 2,020.4
Basic earnings per share	$3.72	$6.43
Diluted earnings per share	$3.70	$6.37

E. Net income for 2001 included pretax gains of $347.8 million from the sale of PCS licenses, a pretax gain of $9.5 million from the dissolution of a wireless partnership and a pretax gain of $3.2 million from the sale of certain investments. Net income also included pretax termination fees of $2.9 million incurred due to the early retirement of debt. These transactions increased net income $212.7 million or $.68 per share. Net income also included pretax charges of $61.2 million incurred in connection with the restructuring of the Company s regional communications, product distribution and corporate operations. The Company also recorded write-downs in the carrying value of certain cell site equipment totaling $15.1 million. These charges decreased net income $45.3 million or $.14 per share. Effective January 1, 2001, the Company changed its method of accounting for a subsidiary s pension plan to conform to the Company s primary pension plan. The cumulative effect of this accounting change resulted in a non-cash credit of $19.5 million, net of income tax expense of $13.0 million, or $.06 per share.

F. Net income for 2000 included pretax gains of $1,345.5 million from the exchange of wireless properties with Bell Atlantic Corporation and GTE Corporation, pretax gains of $36.0 million from the sale of certain wireless assets and pretax gains of $562.0 million from the sale of investments, principally consisting of WorldCom, Inc. common stock. Net income also included a pretax write-down of $15.0 million in the Company s investment in an Internet access service provider. These transactions increased net income $1,124.3 million or $3.58 per share. Net income also included integration costs and other charges of $15.3 million primarily incurred in connection with the acquisition of wireless assets. The Company also incurred a pretax charge of $11.5 million in connection with a litigation settlement. These charges decreased net income $16.1 million or $.05 per share. Effective January 1, 2000, the Company changed its method of recognizing wireless access revenues and certain customer activation fees. The cumulative effect of this accounting change resulted in a non-cash charge of $36.6 million, net of income tax benefit of $23.3 million or $.12 per share.

MANAGEMENT S RESPONSIBILITY FOR FINANCIAL STATEMENTS

ALLTEL Corporation s management is responsible for the integrity and objectivity of all financial information included in this Financial Supplement. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The financial statements include amounts that are based on the best estimates and judgments of management. All financial information in this Financial Supplement is consistent with that in the consolidated financial statements.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited these consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and have expressed herein their unqualified opinion on those financial statements.

The Audit Committee of the Board of Directors, which oversees Alltel s financial reporting process on behalf of the Board of Directors, is composed entirely of independent directors (as defined by the New York Stock Exchange). The Audit Committee meets periodically with management, the independent registered public accounting firm, and the internal auditors to review matters relating to the Company s financial statements and financial reporting process, annual financial statement audit, engagement of independent accountants, internal audit function, system of internal controls, and legal compliance and ethics programs as established by Alltel management and the Board of Directors. The internal auditors and the independent accountants periodically meet alone with the Audit Committee and have access to the Audit Committee at any time.

Dated March 10, 2006

Scott T. Ford President and Chief Executive Officer	Sharilyn S. Gasaway Executive Vice President- Chief Financial Officer

MANAGEMENT S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2005. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company s system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Management performed an assessment of the effectiveness of the Company s internal control over financial reporting as of December 31, 2005 based upon criteria in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our assessment, management determined that the Company s internal control over financial reporting was effective as of December 31, 2005 based on the criteria in Internal Control-Integrated Framework issued by COSO.

Management has excluded the international operations of Western Wireless Corporation, a wholly-owned subsidiary of the Company, from its assessment of internal control over financial reporting as of March 10, 2006 because it was acquired by the Company in a purchase business combination completed during the third quarter of 2005. The international operations of Western Wireless are classified as held for sale and whose results of operations are reported in discontinued operations as of December 31, 2005. The international operations of Western Wireless included in assets held for sale, liabilities held for sale and results of operations reported in discontinued operations represent approximately 8.1%, 2.7% and 1.6%, respectively, of the Company s consolidated total assets, total liabilities and net income, respectively, as of and for the year ended December 31, 2005.

Our management s assessment of the effectiveness of the Company s internal control over financial reporting as of December 31, 2005 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Dated March 10, 2006

Scott T. Ford President and Chief Executive Officer	Sharilyn S. Gasaway Executive Vice President- Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Alltel Corporation:

We have completed integrated audits of Alltel Corporation s 2005 and 2004 consolidated financial statements and of its internal control over financial reporting as of December 31, 2005, and an audit of its 2003 consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our audits, are presented below.

Consolidated financial statements

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, cash flows and shareholders equity present fairly, in all material respects, the financial position of Alltel Corporation and its subsidiaries (the Company) at December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2 to the financial statements, the Company changed its method of accounting for asset retirement obligations as a result of adopting Statement of Financial Accounting Standards No. 143 (SFAS No. 143), Accounting for Asset Retirement Obligations as of January 1, 2003 and as a result of adopting Financial Accounting Standards Board Interpretation No. 47 (FIN 47), Accounting for Conditional Asset Retirement Obligations as of December 31, 2005.

Internal control over financial reporting

Also, in our opinion, management s assessment, included in Management s Report on Internal Control Over Financial Reporting, that the Company maintained effective internal control over financial reporting as of December 31, 2005 based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), is fairly stated, in all material respects, based on those criteria. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control Integrated Framework issued by the COSO. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express opinions on management s assessment and on the effectiveness of the Company s internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. An audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, evaluating management s assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management s Report on Internal Control Over Financial Reporting, management has excluded Western Wireless International from its assessment of internal control over financial reporting as of December 31, 2005 because it was acquired by the Company in a purchase business combination during 2005. We have also excluded Western Wireless International from our audit of internal control over financial reporting. Western Wireless International is a wholly-owned subsidiary whose assets and liabilities are classified as held for sale and whose results of operations are reported in discontinued operations as of December 31, 2005. Western Wireless International s assets held for sale, liabilities held for sale and results of operations reported in discontinued operations represent approximately 8.1%, 2.7% and 1.6%, respectively, of the Company s consolidated total assets, total liabilities and net income, respectively, as of and for the year ended December 31, 2005.

PricewaterhouseCoopers LLP

Little Rock, AR

March 10, 2006

CONSOLIDATED STATEMENTS OF INCOME

For the years ended December 31,

(Millions, except per share amounts)	2005	2004	2003
Revenues and sales:			
Service revenues	$ 8,380.5	$ 7,374.3	$ 7,156.1
Product sales	1,106.5	871.8	823.8
Total revenues and sales	9,487.0	8,246.1	7,979.9
Costs and expenses:			
Cost of services (excluding depreciation of $996.1, $958.4 and $906.3 in 2005, 2004 and 2003, respectively included below)	2,743.8	2,374.2	2,273.6
Cost of products sold	1,315.3	1,075.5	1,043.5
Selling, general, administrative and other	1,795.5	1,524.2	1,498.1
Depreciation and amortization	1,482.6	1,299.7	1,247.7
Restructuring and other charges	58.7	50.9	19.0
Total costs and expenses	7,395.9	6,324.5	6,081.9
Operating income	2,091.1	1,921.6	1,898.0
Equity earnings in unconsolidated partnerships	43.4	68.5	64.4
Minority interest in consolidated partnerships	(69.1)	(80.1)	(78.6)
Other income, net	158.8	34.5	11.0
Interest expense	(332.6)	(352.5)	(378.6)
Gain on disposal of assets, write-down of investments and other	218.8		17.9
Income from continuing operations before income taxes	2,110.4	1,592.0	1,534.1
Income taxes	801.9	565.3	580.6
Income from continuing operations	1,308.5	1,026.7	953.5
Discontinued operations (net of income tax expense (benefit) of $50.0 in 2005, $(19.5) in 2004 and $256.2 in 2003)	30.3	19.5	361.0
Income before cumulative effect of accounting change	1,338.8	1,046.2	1,314.5
Cumulative effect of accounting change (net of income tax expense (benefit) of $(4.6) in 2005 and $10.3 in 2003)	(7.4)		15.6
Net income	1,331.4	1,046.2	1,330.1
Preferred dividends	0.1	0.1	0.1
Net income applicable to common shares	$ 1,331.3	$ 1,046.1	$ 1,330.0
Earnings per share:			
Basic:			
Income from continuing operations	$ 3.84	$ 3.34	$ 3.06
Income from discontinued operations	.09	.06	1.16
Cumulative effect of accounting change	(.02)		.05
Net income	$ 3.91	$ 3.40	$ 4.27

Diluted:			
Income from continuing operations	$ 3.80	$ 3.33	$ 3.05
Income from discontinued operations	.09	.06	1.15
Cumulative effect of accounting change	(.02)		.05
Net income	$ 3.87	$ 3.39	$ 4.25
Pro forma amounts assuming changes in accounting principles were applied retroactively:			
Net income as reported:	$ 1,331.4	$ 1,046.2	$ 1,330.1
Effect of recognition of conditional asset retirement obligations	7.4	(0.4)	(0.4)
Effect of recognition of asset retirement obligations			(15.6)
Net income as adjusted	$ 1,338.8	$ 1,045.8	$ 1,314.1
Earnings per share as adjusted:			
Basic	$ 3.93	$ 3.40	$ 4.21
Diluted	$ 3.89	$ 3.39	$ 4.20

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

December 31,

(Dollars in millions, except per share amounts)

Assets	**2005**	**2004**
Current Assets:		
Cash and short-term investments	$ 989.2	$ 484.9
Accounts receivable (less allowance for doubtful accounts of $84.7 and $53.6, respectively)	1,077.2	912.7
Inventories	232.6	156.8
Prepaid expenses and other	115.2	62.4
Assets held for sale	1,951.2	
Total current assets	4,365.4	1,616.8
Investments	358.4	804.9
Goodwill	8,677.3	4,875.7
Other intangibles	2,179.1	1,306.1
Property, Plant and Equipment:		
Land	298.6	278.1
Buildings and improvements	1,211.4	1,134.8
Wireline	6,942.0	6,735.8
Wireless	6,852.6	5,764.0
Information processing	1,187.2	1,048.4
Other	530.3	489.9
Under construction	475.4	385.3
Total property, plant and equipment	17,497.5	15,836.3
Less accumulated depreciation	9,433.9	8,288.2
Net property, plant and equipment	8,063.6	7,548.1
Other assets	369.3	452.1
Total Assets	$ 24,013.1	$ 16,603.7
Liabilities and Shareholders Equity		
Current Liabilities:		
Current maturities of long-term debt	$ 205.1	$ 225.0
Accounts payable	645.4	448.2
Advance payments and customer deposits	240.5	219.3
Accrued taxes	174.7	158.2
Accrued dividends	147.8	105.9
Accrued interest	102.5	120.2
Current deferred income taxes	339.0	
Other current liabilities	255.4	183.5
Liabilities related to assets held for sale	294.4	
Total current liabilities	2,404.8	1,460.3
Long-term debt	5,782.9	5,352.4
Deferred income taxes	1,860.9	1,715.1

Other liabilities	949.0	947.2
Shareholders Equity:		
Preferred stock, Series C, $2.06, no par value, 11,122 shares in 2005 and 12,288 shares in 2004 issued and outstanding	0.3	0.3
Common stock, par value $1 per share, 1.0 billion shares authorized, 383,605,936 shares in 2005 and 302,267,959 shares in 2004 issued and outstanding	383.6	302.3
Additional paid-in capital	5,339.3	197.9
Unrealized holding gain on investments	22.3	153.9
Foreign currency translation adjustment	(2.8)	0.5
Retained earnings	7,272.8	6,473.8
Total shareholders equity	13,015.5	7,128.7
Total Liabilities and Shareholders Equity	$ 24,013.1	$ 16,603.7

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31,

(Millions)	2005	2004	2003
Cash Provided from Operations:			
Net income	$ 1,331.4	$ 1,046.2	$ 1,330.1
Adjustments to reconcile net income to net cash provided from operations:			
Income from discontinued operations	(30.3)	(19.5)	(361.0)
Cumulative effect of accounting change	7.4		(15.6)
Depreciation and amortization	1,482.6	1,299.7	1,247.7
Provision for doubtful accounts	221.7	184.9	184.7
Non-cash portion of restructuring and other charges	15.0	25.6	13.2
Non-cash portion of gain on disposal of assets, write-down of investments and other	(232.7)		(25.0)
Increase in deferred income taxes	78.6	263.4	225.0
Reversal of income tax contingency reserves due to IRS audits		(19.7)	
Other, net	8.0	(14.4)	(11.4)
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:			
Accounts receivable	(233.8)	(206.1)	(79.7)
Inventories	(45.0)	(33.9)	17.1
Accounts payable	145.6	(27.2)	21.8
Other current liabilities	(77.5)	70.6	30.2
Other, net	26.0	(102.8)	(102.4)
Net cash provided from operations	2,697.0	2,466.8	2,474.7
Cash Flows from Investing Activities:			
Additions to property, plant and equipment	(1,302.4)	(1,125.4)	(1,137.7)
Additions to capitalized software development costs	(47.2)	(32.3)	(56.7)
Additions to investments	(0.9)	(3.2)	(13.5)
Purchases of property, net of cash acquired	(1,137.6)	(185.1)	(160.6)
Proceeds from the sale of assets	84.4		46.1
Proceeds from the sale of investments	353.9		
Proceeds from the return on investments	36.9	88.6	48.3
Other, net	13.7	(1.0)	8.2
Net cash used in investing activities	(1,999.2)	(1,258.4)	(1,265.9)
Cash Flows from Financing Activities:			
Dividends on common and preferred stock	(490.5)	(467.6)	(436.4)
Reductions in long-term debt	(2,677.8)	(277.3)	(763.4)
Repurchases of common stock		(595.3)	
Distributions to minority investors	(65.6)	(66.9)	(67.5)
Long-term debt issued, net of issuance costs	1,000.0		
Common stock issued	1,463.5	25.9	49.1
Net cash used in financing activities	(770.4)	(1,381.2)	(1,218.2)
Cash Flows from Discontinued Operations: (Revised See Note 2)			
Cash provided from (used in) operating activities	147.4		(231.5)
Cash provided from investing activities	534.5		763.4
Cash used in financing activities	(65.8)		(0.1)
Net cash provided from discontinued operations	616.1		531.8

Effect of exchange rate changes on cash and short-term investments	(39.2)	(0.1)	0.8
Increase (decrease) in cash and short-term investments	504.3	(172.9)	523.2
Cash and Short-term Investments:			
Beginning of the year	484.9	657.8	134.6
End of the year	$ 989.2	$ 484.9	$ 657.8

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

(Millions)

	Preferred Stock	Common Stock	Additional Paid-In Capital	Unrealized Holding Gain On Investments	Foreign Currency Translation Adjustment	Retained Earnings	Total
Balance at December 31, 2002	$ 0.4	$ 311.2	$ 695.7	$	$ (6.9)	$ 4,997.7	$ 5,998.1
Net income						1,330.1	1,330.1
Other comprehensive income, net of tax: (See Note 15)							
Unrealized holding gains on investments, net of reclassification adjustments				73.6			73.6
Foreign currency translation adjustment, net of reclassification adjustments					7.5		7.5
Comprehensive income				73.6	7.5	1,330.1	1,411.2
Employee plans, net		1.4	47.7				49.1
Tax benefit for non-qualified stock options			6.7				6.7
Dividends:							
Common $1.42 per share						(442.8)	(442.8)
Preferred						(0.1)	(0.1)
Balance at December 31, 2003	$ 0.4	$ 312.6	$ 750.1	$ 73.6	$ 0.6	$ 5,884.9	$ 7,022.2
Net income						1,046.2	1,046.2
Other comprehensive income, net of tax: (See Note 15)							
Unrealized holding gains on investments, net of reclassification adjustments				80.3			80.3
Foreign currency translation adjustment					(0.1)		(0.1)
Comprehensive income				80.3	(0.1)	1,046.2	1,126.4
Employee plans, net		0.6	25.2				25.8
Restricted stock, net of unearned compensation		0.2	2.8				3.0
Tax benefit for non-qualified stock options			3.9				3.9
Conversion of preferred stock	(0.1)	0.1					
Repurchases of stock		(11.2)	(584.1)				(595.3)
Dividends:							
Common $1.49 per share						(457.2)	(457.2)
Preferred						(0.1)	(0.1)
Balance at December 31, 2004	$ 0.3	$ 302.3	$ 197.9	$ 153.9	$ 0.5	$ 6,473.8	$ 7,128.7
Net income						1,331.4	1,331.4
Other comprehensive income, net of tax: (See Note 15)							
Unrealized holding losses on investments, net of reclassification adjustments				(131.6)			(131.6)
Foreign currency translation adjustment					(3.3)		(3.3)
Comprehensive income				(131.6)	(3.3)	1,331.4	1,196.5
Acquisitions (See Note 3)		54.3	3,688.2				3,742.5
Settle purchase obligation related to equity units (See Note 5)		24.5	1,360.5				1,385.0
Employee plans, net		2.3	77.5				79.8

Restricted stock, net of unearned compensation		0.2	5.3				5.5
Tax benefit for non-qualified stock options			9.9				9.9
Dividends:							
Common $1.525 per share						(532.3)	(532.3)
Preferred						(0.1)	(0.1)
Balance at December 31, 2005	$ 0.3	$ 383.6	$ 5,339.3	$ 22.3	$ (2.8)	$ 7,272.8	$ 13,015.5

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies:

Description of Business ALLTEL Corporation (Alltel or the Company), a Delaware corporation, is a customer-focused communications company. Alltel owns subsidiaries that provide wireless and wireline local, long-distance, network access, and Internet services. Telecommunications products are warehoused and sold by the Company s distribution subsidiary. A subsidiary also publishes telephone directories for affiliates and other independent telephone companies. In addition, a subsidiary provides billing, customer care and other data processing and outsourcing services to telecommunications companies. (See Note 18 for additional information regarding Alltel s business segments.)

Basis of Presentation Alltel prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States, which require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management s evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying consolidated financial statements, and such differences could be material. The consolidated financial statements include the accounts of Alltel, its subsidiary companies, majority-owned partnerships and controlled business ventures. Investments in 20 percent to 50 percent owned entities and all unconsolidated partnerships are accounted for using the equity method. Investments in less than 20 percent owned entities and in which the Company does not exercise significant influence over operating and financial policies are accounted for under the cost method. All intercompany transactions, except those with certain affiliates described below, have been eliminated in the consolidated financial statements. Certain prior year amounts have been reclassified to conform to the 2005 financial statement presentation.

Service revenues consist of wireless access and network usage revenues, local service, network access, Internet access, long-distance and miscellaneous wireline operating revenues and telecommunications information services processing revenues. Product sales primarily consist of the product distribution and directory publishing operations and sales of communications equipment. Cost of services include the costs related to completing calls over the Company s telecommunications network, including access, interconnection, toll and roaming charges paid to other wireless providers, as well as the costs to operate and maintain the network. Additionally, cost of services includes the costs to provide telecommunications information services, bad debt expense and business taxes.

Regulatory Accounting The Company s wireline subsidiaries, except for certain operations acquired in Kentucky in 2002 and Nebraska in 1999, follow the accounting for regulated enterprises prescribed by Statement of Financial Accounting Standards (SFAS) No. 71, Accounting for the Effects of Certain Types of Regulation . This accounting recognizes the economic effects of rate regulation by recording costs and a return on investment as such amounts are recovered through rates authorized by regulatory authorities. Accordingly, SFAS No. 71 requires the Company s wireline subsidiaries to depreciate wireline plant over the useful lives approved by regulators, which could be different than the useful lives that would otherwise be determined by management. SFAS No. 71 also requires deferral of certain costs and obligations based upon approvals received from regulators to permit recovery of such amounts in future years. Criteria that would give rise to the discontinuance of SFAS No. 71 include (1) increasing competition restricting the wireline subsidiaries ability to establish prices to recover specific costs and (2) significant changes in the manner in which rates are set by regulators from cost-based regulation to another form of regulation. The Company reviews these criteria on a quarterly basis to determine whether the continuing application of SFAS No. 71 is appropriate. In assessing the continued applicability of SFAS No. 71, the Company monitors the following:

- Level of competition in its markets. To date, competition has not had a significant adverse effect on the operating results of the Company s ILEC subsidiaries, primarily because these subsidiaries provide

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

wireline telecommunications services in mostly rural areas. To date, ILEC subsidiaries have not been required to discount intrastate service rates in response to competitive pressures.

Level of revenues and access lines currently subject to rate-of-return regulation or which could revert back to rate-of-return regulation in the future. For the ILEC subsidiaries that follow SFAS No. 71, all interstate revenues are subject to rate-of-return regulation. The majority of the ILEC subsidiaries remaining intrastate revenues are either subject to rate-of-return regulation or could become subject to rate-of-return regulation upon election by the Company, subject in certain cases to approval by the state public service commissions.

Level of profitability of the ILEC subsidiaries. Currently, the prices charged to customers for interstate and intrastate services continue to be sufficient to recover the specific costs of the ILEC subsidiaries in providing these services to customers.

Transactions with Certain Affiliates ALLTEL Communications Products, Inc. sells equipment to wireline subsidiaries of the Company ($134.4 million in 2005, $85.9 million in 2004 and $123.7 million in 2003) as well as to other affiliated and non-affiliated communications companies and other companies in related industries. The cost of equipment sold to the wireline subsidiaries is included, principally, in wireline plant in the consolidated financial statements. ALLTEL Publishing Corporation (ALLTEL Publishing) contracts with the wireline subsidiaries to provide directory publishing services which include the publication of a standard directory at no charge. ALLTEL Publishing bills the wireline subsidiaries for services not covered by the standard contract ($7.6 million in 2005, $7.0 million in 2004 and $7.3 million in 2003). Wireline revenues and sales include directory royalties received from ALLTEL Publishing ($35.8 million in 2005, $40.1 million in 2004 and $42.9 million in 2003) and amounts billed to other affiliates ($64.8 million in 2005, $96.2 million in 2004 and $92.7 million in 2003) for interconnection and toll services. These intercompany transactions have not been eliminated because the revenues received from the affiliates and the prices charged by the communications products and directory publishing subsidiaries are included in the wireline subsidiaries (excluding the acquired operations in Kentucky and Nebraska) rate base and/or are recovered through the regulatory process.

Cash and Short-term Investments Cash and short-term investments consist of highly liquid investments with original maturities of three months or less.

Accounts Receivable Accounts receivable consist principally of trade receivables from customers and are generally unsecured and due within 30 days. Expected credit losses related to trade accounts receivable are recorded as an allowance for doubtful accounts in the consolidated balance sheets. In establishing the allowance for doubtful accounts, Alltel considers a number of factors, including historical collection experience, aging of the accounts receivable balances, current economic conditions, and a specific customer s ability to meet its financial obligations to the Company. When internal collection efforts on accounts have been exhausted, the accounts are written off by reducing the allowance for doubtful accounts.

Inventories Inventories are stated at the lower of cost or market value. Cost is determined using either an average original cost or specific identification method of valuation. For wireless equipment, market is determined using replacement cost.

Goodwill and Other Intangible Assets Goodwill represents the excess of cost over the fair value of net identifiable tangible and intangible assets acquired through various business combinations. The Company has acquired identifiable intangible assets through its acquisitions of interests in various wireless and wireline properties. The cost of acquired entities at the date of the acquisition is allocated to identifiable assets, and the excess of the total purchase price over the amounts assigned to identifiable assets is recorded as goodwill. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets , goodwill is to be assigned to a

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

company s reporting units and tested for impairment annually using a consistent measurement date, which for the Company is January 1st of each year. The impairment test for goodwill requires a two-step approach, which is performed at a reporting unit level. Step one of the test identifies potential impairments by comparing the fair value of a reporting unit to its carrying amount. Step two, which is only performed if the fair value of a reporting unit is less than its carrying value, calculates the impairment loss as the difference between the carrying amount of the reporting unit s goodwill and the implied fair value of that goodwill. Alltel completed step one of the annual impairment reviews of goodwill for both 2005 and 2004 and determined that no write-down in the carrying value of goodwill for any of its reporting units was required. For purposes of completing the annual impairment reviews, fair value of the reporting units was determined utilizing a combination of the discounted cash flows of the reporting units and calculated market values of comparable public companies.

The Company s indefinite-lived intangible assets consist of its cellular and Personal Communications Services (PCS) licenses (the wireless licenses) and the wireline franchise rights in Kentucky acquired in August 2002. The Company determined that the wireless licenses and wireline franchise rights met the indefinite life criteria outlined in SFAS No. 142, because the Company expects both the renewal by the granting authorities and the cash flows generated from these intangible assets to continue indefinitely. The Company s intangible assets with finite lives are amortized over their estimated useful lives, which are 3 to 10 years for customer lists, 41 months for the roaming agreement and 15 years for franchise rights. SFAS No. 142 also requires intangible assets with indefinite lives to be tested for impairment on an annual basis, by comparing the fair value of the assets to their carrying amounts. The wireless licenses are operated as a single asset supporting the Company s wireless business, and accordingly are aggregated for purposes of testing impairment. For purposes of completing the annual impairment reviews, the fair value of the wireless licenses was determined based on the discounted cash flows of the wireless business segment, while the fair value of the wireline franchise rights was determined based on the discounted cash flows of the acquired operations in Kentucky. Upon completing the annual impairment reviews of its wireless licenses and wireline franchise rights for both 2005 and 2004, the Company determined that no write-down in the carrying value of these assets was required.

Investments Investments in unconsolidated partnerships are accounted for using the equity method. Investments in equity securities are classified as available for sale and are recorded at fair value in accordance with SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities . All other investments are accounted for using the cost method. Investments are periodically reviewed for impairment. If the carrying value of the investment exceeds its fair value and the decline in value is determined to be other-than-temporary, an impairment loss would be recognized for the difference.

Investments were as follows at December 31:

(Millions)	**2005**	**2004**
Investments in unconsolidated partnerships	$ 157.2	$ 257.8
Equity securities	166.5	511.8
Other cost investments	34.7	35.3
	$ 358.4	$ 804.9

Investments in unconsolidated partnerships include the related excess of the purchase price paid over the underlying net book value of the wireless partnerships. The carrying value of excess cost included in investments was $4.7 million and $19.5 million at December 31, 2005 and 2004, respectively.

Property, Plant and Equipment Property, plant and equipment are stated at original cost. Wireless plant consists of cell site towers, switching, controllers and other radio frequency equipment. Wireline plant consists of aerial and underground cable, conduit, poles, switches and other central office and transmission-related

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

equipment. Information processing plant consists of data processing equipment, purchased software and internal use capitalized software development costs. Other plant consists of furniture, fixtures, vehicles, machinery and equipment. The costs of additions, replacements and substantial improvements, including related labor costs, are capitalized, while the costs of maintenance and repairs are expensed as incurred. For Alltel s non-regulated operations, when depreciable plant is retired or otherwise disposed of, the related cost and accumulated depreciation are deducted from the plant accounts, with the corresponding gain or loss reflected in operating results. The Company s wireline subsidiaries utilize group composite depreciation. Under this method, when plant is retired, the original cost, net of salvage value, is charged against accumulated depreciation, and no gain or loss is recognized on the disposition of the plant. Depreciation expense amounted to $1,370.0 million in 2005, $1,239.0 million in 2004 and $1,187.4 million in 2003. Depreciation for financial reporting purposes is computed using the straight-line method over the following estimated useful lives:

	Depreciable Lives
Buildings and improvements	5-50 years
Wireline	5-56 years
Wireless	3-21 years
Information processing	3-16 years
Other	3-23 years

The Company capitalizes interest in connection with the acquisition or construction of plant assets. Capitalized interest is included in the cost of the asset with a corresponding reduction in interest expense. Capitalized interest amounted to $19.2 million in 2005, $16.7 million in 2004 and $15.2 million in 2003.

Capitalized Software Development Costs Software development costs incurred in the application development stage of internal use software are capitalized and recorded in information processing plant in the accompanying consolidated balance sheets. Modifications and upgrades to internal use software are capitalized to the extent such enhancements provide additional functionality. Software maintenance and training costs are expensed as incurred. Internal use software is amortized over periods ranging from three to ten years.

Impairment of Long-Lived Assets Long-lived assets and intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable from future, undiscounted net cash flows expected to be generated by the asset. If the asset is not fully recoverable, an impairment loss would be recognized for the difference between the carrying value of the asset and its estimated fair value based on discounted net future cash flows or quoted market prices. Assets to be disposed of that are not classified as discontinued operations are reported at the lower of their carrying amount or fair value less cost to sell.

Derivative Instruments The Company uses derivative instruments to manage its exposure to fluctuations in foreign currency exchange rates and to obtain a targeted mixture of variable and fixed-interest-rate long-term debt, such that the portion of debt subject to variable rates does not exceed 30 percent of Alltel s total long-term debt outstanding. The Company has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative instrument activities. Derivative instruments are entered into for periods consistent with the related underlying exposure and are not entered into for trading or speculative purposes. The Company has entered into interest rate swap agreements and designated these derivatives as fair value hedges. During 2005, Alltel entered into foreign currency forward exchange contracts to hedge the foreign currency exposure of its net investment in its Austrian and Irish operations.

In accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities and related amendments and interpretations, all derivatives are recorded as either assets or liabilities in the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

consolidated balance sheets at fair value. Changes in the fair values of the derivative instruments not qualifying as hedges or any ineffective portion of hedges are recognized in earnings in the current period. Changes in the fair values of derivative instruments used effectively as fair value hedges are recognized in earnings along with the corresponding changes in the fair value of the hedged item. Net amounts due related to interest rate swap agreements are recorded as adjustments to interest expense in the consolidated statements of income when earned or payable. Changes in the fair value of the foreign currency forward contract due to exchange rate fluctuations are recorded in shareholders equity (foreign currency translation adjustment) and offset the effect of foreign currency changes in the fair value of the net investment being hedged. In the event a designated hedged item is sold, extinguished or matures prior to the termination of the related derivative instrument, the derivative instrument would be closed and the resulting gain or loss would be recognized in income.

Preferred Stock Cumulative preferred stock is issuable in series. The Board of Directors is authorized to designate the number of shares and fix the terms. There are 50.0 million shares of no par value cumulative non-voting preferred stock and 50.0 million shares of $25 par value voting cumulative preferred stock authorized. Two series of no par value preferred stock, Series C and Series D, were outstanding at December 31, 2005 and 2004. There were no shares of $25 par value preferred stock outstanding at December 31, 2005 and 2004. The Series C non-redeemable preferred shares are convertible at any time into 5.963 shares of Alltel common stock. The Series D redeemable preferred shares are convertible at any time prior to redemption into 5.486 shares of Alltel common stock. The Series D shares may be redeemed at the option of the Company or the holder at the $28 per share stated value. There were 27,737 shares and 32,190 shares of Series D stock outstanding at December 31, 2005 and 2004, respectively. The outstanding Series D stock of $0.8 million and $0.9 million at December 31, 2005 and 2004, respectively, is included in other liabilities in the accompanying consolidated balance sheets. During 2005, $125,000 of Series D stock was converted into Alltel common stock compared to $94,000 in 2004 and $19,000 in 2003.

Mandatorily Redeemable Financial Instruments At December 31, 2004, four of Alltel s consolidated non-wholly owned wireless partnerships had finite lives specified in their partnership agreements, and accordingly, were legally required to be dissolved and terminated at a specified future date, usually 50 or 99 years after formation, and the proceeds distributed to the partners. Under the provisions of SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity , the minority interests associated with these partnerships are considered mandatorily redeemable financial instruments, and as such, would be required to be reported as liabilities in Alltel s consolidated financial statements, initially measured at settlement value, and subsequently remeasured at each balance sheet date with changes in settlement values reported as a component of interest expense. In November 2003, the FASB issued Staff Position No. 150-3, Effective Date, Disclosures, and Transition for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests under FASB Statement No. 150 (FSP No. 150-3). FSP No. 150-3 deferred indefinitely the recognition and measurement provisions of SFAS No. 150 applicable to mandatorily redeemable noncontrolling interests, including the minority interests associated with Alltel s consolidated non-wholly owned partnerships with finite lives. In accordance with FSP No. 150-3, the minority interests associated with the Company s finite-lived partnerships continue to be reported at book value. During 2005, Alltel acquired the remaining ownership interest in one of the finite-lived partnerships. The estimated settlement value and carrying value of the minority interests for the partnerships within the scope of SFAS No. 150 and FSP No. 150-3 were as follows at December 31:

(Millions)	**2005**		**2004**	
	Settlement Value	**Carrying Amount**	**Settlement Value**	**Carrying Amount**
Minority interest liability finite-lived partnerships	$ 19.6	$ 4.7	$ 27.5	$ 10.1

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

Unrealized Holding Gain on Investments Equity securities of certain publicly traded companies owned by Alltel have been classified as available-for-sale and are reported at fair value, with cumulative unrealized net gains reported, net of tax, as a separate component of shareholders equity. The unrealized gains, including the related tax impact, are non-cash items, and accordingly, have been excluded from the accompanying consolidated statements of cash flows.

Foreign Currency Translation Adjustment For the Company s foreign operations, assets and liabilities are translated from the applicable local currency to U.S. dollars using the current exchange rate as of the balance sheet date. Revenue and expense accounts are translated using the weighted average exchange rate in effect during the period. The resulting translation gains or losses are recorded as a separate component of shareholders equity.

Revenue Recognition Communications revenues are primarily derived from providing access to and usage of the Company s networks and facilities. Access revenues from wireless postpaid customers and wireline local access revenues are generally billed one month in advance and are recognized over the period that the corresponding services are rendered to customers. Revenues derived from usage of the Company s networks, including airtime, roaming and long-distance revenues are recognized when the services are provided and are included in unbilled revenues until billed to the customer. Prepaid wireless airtime sold to customers is recorded as deferred revenue prior to the commencement of services and is recognized when the airtime is used or expires. The Company offers enhanced services including caller identification, call waiting, call forwarding, three-way calling, voice mail, text and picture messaging, as well as downloadable wireless data applications, including ringtones, music, games, and other informational content. Generally, these enhanced features and data applications generate additional service revenues through monthly subscription fees or increased usage through utilization of the features and applications. Other optional services, such as mobile-to-mobile calling, roadside assistance and equipment protection plans may also be provided for a monthly fee and are either sold separately or bundled and included in packaged rate plans. Revenues from enhanced features and optional services are recognized when earned. Access and usage-based services are billed throughout the month based on the bill cycle assigned to a particular customer. As a result of billing cycle cut-off times, Alltel must estimate service revenues earned but not yet billed at the end of each reporting period. Included in accounts receivable are unbilled receivables related to communications revenues of $121.7 million and $85.5 million at December 31, 2005 and 2004, respectively.

Sales of communications products including wireless handsets and accessories represent a separate earnings process and are recognized when products are delivered to and accepted by customers. The Company accounts for transactions involving both the activation of service and the sale of equipment in accordance with Emerging Issues Task Force (EITF) Issue No. 00-21, Accounting for Revenue Arrangements with Multiple Deliverables . Fees assessed to communications customers to activate service are not a separate unit of accounting and are allocated to the delivered item (equipment) and recognized as product sales to the extent that the aggregate proceeds received from the customer for the equipment and activation fee do not exceed the fair value of the equipment. Any activation fee not allocated to the equipment would be deferred upon activation and recognized as service revenue on a straight-line basis over the expected life of the customer relationship.

ALLTEL Publishing recognizes directory publishing and advertising revenues and related directory costs when the directories are published and delivered. For directory contracts with a secondary delivery obligation, ALLTEL Publishing defers a portion of its revenues and related directory costs until secondary delivery occurs. Included in accounts receivable are unbilled receivables related to directory advertising revenues earned but not yet billed of $60.7 million and $64.0 million at December 31, 2005 and 2004, respectively. The royalties paid by

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

ALLTEL Publishing to the Company s regulated wireline subsidiaries (excluding the acquired operations in Kentucky and Nebraska) are recognized as revenue over the life of the corresponding contract, which is generally twelve months.

Telecommunications information services revenues are recognized in accordance with the American Institute of Certified Public Accountants Statement of Position (SOP) 97-2 Software Revenue Recognition and SOP 98-9 Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions . Data processing revenues are recognized as services are performed. When the arrangement with the customer includes significant production, modification or customization of the software, the Company uses contract accounting, as required by SOP 97-2. For those arrangements accounted for under SOP 81-1 Accounting for Performance of Construction-Type and Certain Production-Type Contracts , the Company uses the percentage-of-completion method. Under this method, revenue and profit are recognized throughout the term of the contract, based upon estimates of the total costs to be incurred and revenues to be generated throughout the term of the contract. Changes in estimates for revenues, costs and profits are recognized in the period in which they are determinable. When such estimates indicate that costs will exceed future revenues and a loss on the contract exists, a provision for the entire loss is then recognized. For all other operations, revenue is recognized when products are delivered to and accepted by customers or when services are rendered to customers in accordance with contractual terms.

Advertising Advertising costs are expensed as incurred. Advertising expense totaled $239.9 million in 2005, $202.5 million in 2004 and $200.3 million in 2003.

Operating Leases Certain of the Company s operating lease agreements for cell sites and for office and retail locations include scheduled rent escalations during the initial lease term and/or during succeeding optional renewal periods. The Company accounts for these operating leases in accordance with SFAS No. 13, Accounting for Leases , and Financial Accounting Standards Board (FASB) Technical Bulletin No. 85-3, Accounting for Operating Leases with Scheduled Rent Increases . Accordingly, the scheduled increases in rent expense are recognized on a straight-line basis over the initial lease term and those renewal periods that are reasonably assured. The difference between rent expense and rent paid is recorded as deferred rent and included in other liabilities in the accompanying consolidated balance sheets. Leasehold improvements are amortized over the shorter of the estimated useful life of the asset or the lease term, including renewal option periods that are reasonably assured.

Stock-Based Compensation The Company s stock-based compensation plans are more fully discussed in Note 8. Alltel accounts for these plans under the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees and related interpretations. For fixed stock options granted under these plans, the exercise price of the option equals the market value of Alltel s common stock on the date of grant. Accordingly, Alltel does not record compensation expense for any of the fixed stock options granted, and no compensation expense related to stock options was recognized in 2005, 2004 or 2003. In January 2005 and 2004, the Company granted to certain senior management employees restricted stock of approximately 205,000 and 173,000 shares, respectively. The restricted shares granted in 2005 vest three years from the date of grant, except that one-third of the restricted shares may vest after each of the first two-year anniversaries from the grant date if the Company achieves a certain targeted total stockholder return for its peer group during the three-year period preceding each of those two years. The restricted shares granted in 2004 will vest in equal increments over a three-year period following the date of grant. Compensation expense related to the foregoing shares amounted to $6.3 million in 2005 and $2.8 million in 2004. At December 31, 2005 and 2004, unrecognized compensation expense for the restricted shares amounted to $4.2 million and $5.7 million, respectively, and was included in additional paid-in capital in the accompanying consolidated balance sheet and statement of shareholders equity.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

The following table illustrates the effects on net income and earnings per share had the Company applied the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation , to its stock-based employee compensation plans for the years ended December 31:

(Millions, except per share amounts)		2005	2004	2003
Net income as reported		$ 1,331.4	$ 1,046.2	$ 1,330.1
Add stock-based compensation expense included in net income, net of related tax effects		4.2	1.8	
Deduct stock-based employee compensation expense determined under fair value method for all awards, net of related tax effects		(23.3)	(26.3)	(24.6)
Pro forma net income		$ 1,312.3	$ 1,021.7	$ 1,305.5
Basic earnings per share:	As reported	$3.91	$3.40	$4.27
	Pro forma	$3.85	$3.32	$4.19
Diluted earnings per share:	As reported	$3.87	$3.39	$4.25
	Pro forma	$3.81	$3.31	$4.17

The pro forma amounts presented above may not be representative of the future effects on reported net income and earnings per share, since the pro forma compensation expense is allocated over the periods in which options become exercisable, and new option awards may be granted each year.

Income Taxes Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax balances are adjusted to reflect tax rates, based on currently enacted tax laws, which will be in effect in the years in which the temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. For the Company s regulated operations, the adjustment in deferred tax balances for the change in tax rates is reflected as regulatory assets or liabilities. These regulatory assets and liabilities are amortized over the lives of the related depreciable asset or liability concurrent with recovery in rates. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not that such assets will be realized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

Earnings Per Share Basic earnings per share of common stock was computed by dividing net income applicable to common shares by the weighted average number of common shares outstanding during each year. Diluted earnings per share reflects the potential dilution that could occur assuming conversion or exercise of all dilutive unexercised stock options and outstanding restricted and preferred stock. The dilutive effects of stock options and preferred stock were determined using the treasury stock method. The number of stock options that were not included in the computation of diluted earnings per share because the exercise price of the stock options was greater than the average market price of the common stock were approximately 7.0 million, 9.7 million and 12.2 million shares of common stock at December 31, 2005, 2004 and 2003, respectively. A reconciliation of the net income and numbers of shares used in computing basic and diluted earnings per share was as follows for the years ended December 31:

(Millions, except per share amounts)	**2005**	**2004**	**2003**
Basic earnings per share:			
Income from continuing operations	$ 1,308.5	$ 1,026.7	$ 953.5
Income from discontinued operations	30.3	19.5	361.0
Cumulative effect of accounting change	(7.4)		15.6
Less preferred dividends	(0.1)	(0.1)	(0.1)
Net income applicable to common shares	$ 1,331.3	$ 1,046.1	$ 1,330.0
Weighted average common shares outstanding for the year	340.8	307.3	311.8
Basic earnings per share:			
Income from continuing operations	$ 3.84	$ 3.34	$ 3.06
Income from discontinued operations	.09	.06	1.16
Cumulative effect of accounting change	(.02)		.05
Net income	$ 3.91	$ 3.40	$ 4.27
Diluted earnings per share:			
Net income applicable to common shares	$ 1,331.3	$ 1,046.1	$ 1,330.0
Adjustment for interest expense on convertible notes, net of tax	1.4		
Adjustment for convertible preferred stock dividends	0.1	0.1	0.1
Net income applicable to common shares assuming conversion of preferred stock	$ 1,332.8	$ 1,046.2	$ 1,330.1
Weighted average common shares outstanding for the year	340.8	307.3	311.8
Increase in shares resulting from:			
Assumed exercise of stock options	1.5	0.8	0.7
Assumed conversion of convertible notes	1.5		
Assumed conversion of convertible preferred stock	0.2	0.3	0.3
Non-vested restricted stock awards	0.1		
Weighted average common shares, assuming conversion of the above securities	344.1	308.4	312.8

Diluted earnings per share:			
Income from continuing operations	$ 3.80	$ 3.33	$ 3.05
Income from discontinued operations	.09	.06	1.15
Cumulative effect of accounting change	(.02)		.05
Net income	$ 3.87	$ 3.39	$ 4.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies, Continued:

Recently Issued Accounting Pronouncements On December 16, 2004, the FASB issued SFAS No. 123(R), Share-Based Payment , which is a revision of SFAS No. 123 and supercedes APB Opinion No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Pro forma disclosure of the income statement effects of share-based payments is no longer an alternative. SFAS No. 123(R) was effective for all stock-based awards granted on or after July 1, 2005, and companies must also recognize compensation expense related to any awards that were not fully vested as of the effective date. Compensation expense for the unvested awards will be measured based on the fair value of the awards previously calculated in developing the pro forma disclosures in accordance with the provisions of SFAS No. 123. On March 25, 2005, the SEC staff issued Staff Accounting Bulletin (SAB) 107, which summarized the staff s views regarding the interaction between SFAS No. 123(R) and certain SEC rules and regulations and provides additional guidance regarding the valuation of share-based payment arrangements for public companies. In addition, on April 15, 2005, the SEC amended Rule 4-01(a) of Regulation S-X regarding the date public companies were required to comply with the provisions of SFAS No. 123(R), such that calendar year companies were now be required to comply with the standard beginning January 1, 2006.

Upon adoption of the standard on January 1, 2006, the Company will follow the modified prospective transition method and expects to value its share-based payment transactions using a Black-Scholes valuation model. Under the modified prospective transition method, Alltel will recognize compensation cost in its consolidated financial statements for all awards granted after January 1, 2006 and for all existing awards for which the requisite service has not been rendered as of the date of adoption. Prior period operating results will not be restated. At December 31, 2005, the total unamortized compensation cost for nonvested stock option awards amounted to $40.4 million and is expected to be recognized over a weighted average period of 3 years. The pro forma compensation expense amounts reflected in the table under Stock-Based Compensation on page A-70 are expected to approximate the effect of the adoption of SFAS No. 123(R) on Alltel s future reported consolidated results of operations.

2. Accounting Changes:

Change in Reporting Cash Flows From Discontinued Operations Effective December 31, 2005, the Company retrospectively changed its financial statement presentation to separately disclose the operating, investing and financing portions of the cash flows attributable to discontinued operations. Previously, these amounts had been disclosed in the notes to the consolidated financial statements and had been combined and presented as a single amount within the consolidated statements of cash flows.

Changes in Accounting Estimates Effective September 1, 2005 and July 1, 2005, the Company prospectively reduced depreciation rates for its ILEC operations in Florida, Georgia and South Carolina to reflect the results of studies of depreciable lives completed by Alltel in the second quarter of 2005. The depreciable lives were lengthened to reflect the estimated remaining useful lives of the wireline plant based on the Company s expected future network utilization and capital expenditure levels required to provide service to its customers. The effect of these changes resulted in a decrease in depreciation expense of $21.8 million and an increase in net income of $13.5 million or $.04 per share for the year ended December 31, 2005.

During the third quarter of 2004, Alltel prospectively changed the depreciable lives of certain wireless telecommunications equipment. The depreciable lives were shortened in response to the rapid pace of technological development and the increasing demands of Alltel s customers for new products and services. Effective April 1, 2004, the Company also prospectively reduced depreciation rates for its ILEC operations in Nebraska, reflecting the results of a triennial study of depreciable lives completed by the Company in the second

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. Accounting Changes, Continued:

quarter of 2004, as required by the Nebraska Public Service Commission. The effects of these changes resulted in a net decrease in depreciation expense of $16.5 million and a net increase in net income of $10.6 million or $.03 per share for the year ended December 31, 2004.

The Company is routinely audited by federal, state and foreign taxing authorities. The outcome of these audits may result in the Company being assessed taxes in addition to amounts previously paid. Accordingly, Alltel maintains tax contingency reserves for such potential assessments. The reserves are determined based upon the Company s best estimate of possible assessments by the Internal Revenue Service (IRS) or other taxing authorities and are adjusted, from time to time, based upon changing facts and circumstances. During the third quarter of 2004, the IRS issued its proposed audit adjustments related to Alltel s consolidated federal income tax returns for the fiscal years 1997 through 2001. With the exception of three issues which are pending at appeals, Alltel agreed with the IRS findings. As a result, Alltel reassessed its income tax contingency reserves to reflect the IRS findings. Based upon this reassessment, Alltel recorded a $129.3 million reduction in these reserves in the third quarter of 2004. The reserve adjustments primarily related to acquisition-related issues and included interest charges on potential assessments. The corresponding effects of the adjustments to the tax contingency reserves resulted in a reduction in goodwill of $94.5 million (see Note 4) and a reduction in income tax expense associated with continuing operations of $19.7 million. In addition, $15.1 million of the adjustments to the tax contingency reserves related to the financial services division of Alltel s information services subsidiary, ALLTEL Information Services, Inc., that was sold to Fidelity National Financial Inc. (Fidelity National) on April 1, 2003. (See Note 14.) Pursuant to the terms of the sale agreement, Alltel retained, as of the date of sale, all income tax liabilities related to the sold operations and agreed to indemnify Fidelity National from any future tax liability imposed on the financial services division for periods prior to the date of sale. The adjustment of the tax contingency reserves related to the disposed financial services division has been reported as discontinued operations .

Changes in Accounting Principle During the fourth quarter of 2005, Alltel adopted FASB Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations (FIN 47). The Company evaluated the effects of FIN 47 on its operations and determined that, for certain buildings containing asbestos, Alltel is legally obligated to remediate the asbestos if the Company were to abandon, sell or otherwise dispose of the buildings. In addition, for its acquired Kentucky and Nebraska wireline operations not subject to SFAS No. 71, upon adoption of FIN 47, the Company recorded a liability to reflect its legal obligation to properly dispose of its chemically-treated telephone poles at the time they are removed from service. In accordance with federal and state regulations, depreciation expense for the Company s wireline operations that follow the accounting prescribed by SFAS No. 71 have historically included an additional provision for cost of removal, and accordingly, the adoption of FIN 47 had no impact to these operations. The cumulative effect of this change in 2005 resulted in a non-cash charge of $7.4 million, net of income tax benefit of $4.6 million, and was included in net income for the year ended December 31, 2005. On a pro forma basis assuming the change in accounting for conditional asset retirement obligations had been applied retrospectively for all periods presented, the liability for conditional asset retirement obligations would have been as follows:

Balance, as of:	**(Millions)**
January 1, 2003	$ 12.8
December 31, 2003	$ 13.2
December 31, 2004	$ 13.7
December 31, 2005	$ 14.0

Effective January 1, 2005, the Company changed its accounting for operating leases with scheduled rent increases. Previously, Alltel had not recognized the scheduled increases in rent expense on a straight-line basis in

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. Accounting Changes, Continued:

accordance with the provisions of SFAS No. 13 and FASB Technical Bulletin No. 85-3. The effect of this change, which is included in cost of services, was not material to Alltel s 2005 or previously reported consolidated results of operations, financial position or cash flows.

Except for certain wireline subsidiaries as further discussed below, Alltel adopted SFAS No. 143, Accounting for Asset Retirement Obligations , effective January 1, 2003. SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, or normal use of the assets. SFAS No. 143 requires that a liability for an asset retirement obligation be recognized when incurred and reasonably estimable, recorded at fair value, and classified as a liability in the balance sheet. When the liability is initially recorded, the entity capitalizes the cost and increases the carrying value of the related long-lived asset. The liability is then accreted to its present value each period, and the capitalized cost is depreciated over the estimated useful life of the related asset. At the settlement date, the entity will settle the obligation for its recorded amount and recognize a gain or loss upon settlement. Alltel has evaluated the effects of SFAS No. 143 on its operations and has determined that, for telecommunications and other operating facilities in which the Company owns the underlying land, Alltel has no contractual or legal obligation to remediate the property if the Company were to abandon, sell or otherwise dispose of the property. Certain of the Company s cell site and switch site operating lease agreements contain clauses requiring restoration of the leased site at the end of the lease term. Similarly, certain of the Company s lease agreements for office and retail locations require restoration of the leased site upon expiration of the lease term. Accordingly, Alltel is subject to asset retirement obligations associated with these leased facilities under the provisions of SFAS No. 143. The application of SFAS No. 143 to the Company s cell site and switch site leases and leased office and retail locations did not have a material impact on Alltel s consolidated results of operations, financial position, or cash flows as of and for the year ended December 31, 2003.

In accordance with federal and state regulations, depreciation expense for Alltel s wireline operations has historically included an additional provision for cost of removal. The additional cost of removal provision does not meet the recognition and measurement principles of an asset retirement obligation under SFAS No. 143. In December 2002, the Federal Communications Commission (FCC) notified wireline carriers that they should not adopt the provisions of SFAS No. 143 unless specifically required by the FCC in the future. As a result of the FCC ruling, Alltel continues to record a regulatory liability for cost of removal for its wireline subsidiaries that follow the accounting prescribed by SFAS No. 71. The regulatory liability for cost of removal included in accumulated depreciation amounted to $156.9 million and $147.9 million at December 31, 2005 and 2004, respectively. For the acquired Kentucky and Nebraska wireline operations not subject to SFAS No. 71, effective January 1, 2003, the Company ceased recognition of the cost of removal provision in depreciation expense and eliminated the cumulative cost of removal included in accumulated depreciation. The effect of these changes in 2003 was to decrease depreciation expense by $6.4 million and increase income before cumulative effect of accounting change by $4.0 million. The cumulative effect of retroactively applying these changes to periods prior to January 1, 2003, resulted in a non-cash credit of $15.6 million, net of income tax expense of $10.3 million, and was included in net income for the year ended December 31, 2003.

3. Acquisitions:

On August 1, 2005, Alltel and Western Wireless Corporation (Western Wireless) completed the merger of Western Wireless into a wholly-owned subsidiary of Alltel. As a result of the merger, Alltel added approximately 1.3 million domestic wireless customers, adding wireless operations in nine new states, including California,

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3. Acquisitions, Continued:

Idaho, Minnesota, Montana, Nevada, North Dakota, South Dakota, Utah and Wyoming, and expanding its wireless operations in Arizona, Colorado, New Mexico and Texas. In the merger, each share of Western Wireless common stock was exchanged for 0.535 shares of Alltel common stock and $9.25 in cash unless the shareholder made an all-cash election, in which case the shareholder received $40 in cash. Western Wireless shareholders making an all-stock election were subject to proration and received approximately 0.539 shares of Alltel common stock and $9.18 in cash. In the aggregate, Alltel issued approximately 54.3 million shares of stock valued at $3,430.4 million and paid approximately $933.4 million in cash. Through its wholly-owned subsidiary that merged with Western Wireless, Alltel also assumed debt of approximately $2.1 billion and acquired cash of $12.6 million. On the date of closing, Alltel repaid approximately $1.3 billion of term loans representing all borrowings outstanding under Western Wireless credit facility that, as a result of a change in control, became due and payable immediately upon the closing of the merger. On August 1, 2005, Alltel also announced a tender offer to purchase all of the issued and outstanding 9.25 percent senior notes due July 15, 2013 of Western Wireless, representing an aggregate principal amount of $600.0 million, as well as a related consent solicitation to amend the indenture governing the senior notes. During the third quarter of 2005, Alltel repurchased all $600.0 million of the senior notes.

Under the purchase method of accounting, the assets and liabilities of Western Wireless were recorded at their respective fair values as of the date of acquisition. During the fourth quarter of 2005, Alltel completed the purchase price allocation for this acquisition based upon a fair value analysis of the tangible and identifiable intangible assets acquired and the liabilities assumed. The excess of the aggregate purchase price over the fair market value of the tangible net assets acquired of $4,268.1 million was assigned to customer list, roaming agreement, cellular licenses and goodwill. The customer list recorded in connection with this transaction is being amortized over a weighted-average period of five years using the sum-of-the-years digits method. The roaming agreement acquired is being amortized on a straight-line basis over its estimated useful life of 41 months. The cellular licenses are classified as indefinite-lived intangible assets and are not subject to amortization. Alltel assigned goodwill resulting from the acquisition of Western Wireless to the Company s wireless business segment. None of the goodwill or other intangible assets recorded in this acquisition are deductible for income tax purposes.

As part of the acquisition, Alltel assumed $115.0 million of 4.625 percent convertible subordinated notes due 2023 that were issued by Western Wireless in June 2003 (the Western Wireless notes). Upon closing of the merger, each $1,000 principal amount of Western Wireless notes became convertible into 34.6144 shares of Alltel common stock and $598.47 in cash based on the mixed-election exchange ratio. The Western Wireless notes have been recorded at fair value as of the merger date, with a portion of the fair value allocated to the conversion component. The fair value of the conversion component of $216.6 million has been reflected as an increase in Alltel s additional paid in capital balance as of the merger date.

Employee stock options issued by Western Wireless that were outstanding as of the merger date were exchanged for an equivalent number of Alltel stock options based on the specified exchange ratio of the Western Wireless stock options to Alltel common stock equivalents of .6762 per share. Compensation expense attributable to the vested Western Wireless stock options that were exchanged totaling $95.5 million was capitalized as part of the purchase price and resulted in a corresponding increase in Alltel s additional paid in capital balance as of the merger date. In addition, Alltel also incurred $28.1 million of direct costs for legal, financial advisory and other services related to the transaction that were also capitalized as part of the purchase price.

Alltel s integration of the acquired operations of Western Wireless is currently underway. In connection with this integration, the Company expects to incur significant nonrecurring expenses over the next several

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Acquisitions, Continued:

quarters, principally consisting of branding, signage, retail store redesigns and computer system conversion costs. (See Note 10 for a discussion of integration expenses recorded by Alltel in 2005). In addition, employee termination benefits of $23.8 million, including involuntary severance and related benefits to be provided to 337 former Western Wireless employees, and employee retention bonuses of $7.4 million payable to approximately 1,150 former Western Wireless employees were recorded during 2005. These employee benefit costs were recognized in accordance with EITF Issue No. 95-3, Recognition of Liabilities in Connection with a Purchase Business Combination , as liabilities assumed in the business combination. As of December 31, 2005, Alltel had paid $13.7 million in employee termination and retention benefits, and 183 of the scheduled employee terminations had been completed.

The premium paid by Alltel in this transaction is attributable to the strategic importance of the Western Wireless merger. As a result of the merger, Alltel increased its wireless revenue mix from approximately 60 percent to 65 percent of its total consolidated revenues. The Company also achieved additional scale by adding approximately 1.3 million domestic wireless customers in 19 midwestern and western states that are contiguous to Alltel s existing wireless properties, increasing the number of wireless customers served by Alltel to more than 10 million customers in 34 states. In addition, the merger increased Alltel s retail position in these domestic, rural markets where it can leverage the Company s brand and marketing experience and bring significant value to customers by offering competitive national rate plans. In addition, the Company became a leading independent roaming partner for the four national carriers in the markets served by Alltel. Finally, Alltel expects to achieve reductions in centralized operations costs and interest expense savings as a result of merger.

As a condition of receiving approval for the merger from the U.S. Department of Justice (DOJ) and FCC, Alltel agreed to divest certain wireless operations of Western Wireless in 16 markets in Arkansas, Kansas and Nebraska, as well as the Cellular One brand. On December 19, 2005, Alltel completed an exchange of wireless properties with United States Cellular Corporation (U.S. Cellular) that included a substantial portion of the divestiture requirements related to the Company s merger with Western Wireless. During December 2005, Alltel completed the sale of the Cellular One brand to Dobson Cellular Systems, Inc. and announced an agreement to sell the remaining market in Arkansas to Cingular Wireless LLC (Cingular). During the third and fourth quarters of 2005, Alltel completed the sale of Western Wireless international operations in Georgia, Ghana and Ireland and has pending definitive agreements to sell the Western Wireless international operations in Austria, Bolivia and Haiti. Alltel also plans to wind down the remaining international operations in Slovenia acquired from Western Wireless. Accordingly, the acquired international operations and interests of Western Wireless and the 16 domestic markets required to be divested by Alltel have been classified as assets held for sale and discontinued operations in the accompanying consolidated financial statements. (See Note 14).

Under terms of the agreement with U.S. Cellular, Alltel acquired two rural markets in Idaho that are adjacent to the Company s existing operations and received $48.2 million in cash in exchange for 15 rural markets in Kansas and Nebraska formerly owned by Western Wireless. During December 2005, Alltel completed a preliminary purchase price allocation for this exchange based upon a fair value analysis of the tangible and identifiable intangible assets acquired and the wireless property interests relinquished. The excess of the aggregate purchase price over the fair market value of the tangible net assets acquired of $98.4 million was assigned to customer list, cellular licenses and goodwill. The customer list recorded in connection with this transaction is being amortized over a weighted-average period of five years using the sum-of-the-years digits method. The cellular licenses are classified as indefinite-lived intangible assets and are not subject to amortization. Given the close proximity to year end that this exchange transaction was completed, the values of certain assets and liabilities have been based on preliminary valuations and are subject to adjustment as additional information is obtained. Such additional information includes, but may not be limited to, the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Acquisitions, Continued:

following: valuations and physical counts of inventory and property, plant and equipment and the exit from certain contractual arrangements. Accordingly, the purchase price allocation is subject to adjustment based upon completion of the valuation studies and the final determination of fair values.

On April 15, 2005, Alltel and Cingular exchanged certain wireless assets. Under the terms of the agreement, Alltel acquired former AT&T Wireless properties, including licenses, network assets, and subscribers, in select markets in Kentucky, Oklahoma, Texas, Connecticut and Mississippi covering approximately 2.7 million potential customers (POPs). Alltel also acquired 20MHz of spectrum and network assets owned by AT&T Wireless in Kansas and wireless spectrum in several counties in Georgia and Texas. In addition, Alltel and Cingular exchanged partnership interests, with Cingular receiving interests in markets in Kansas, Missouri and Texas, and Alltel receiving more ownership in majority-owned markets it manages in Michigan, Louisiana and Ohio. Alltel also paid Cingular approximately $153.0 million in cash. During the second quarter of 2005, Alltel completed the purchase price allocation for this exchange based upon a fair value analysis of the tangible and identifiable intangible assets acquired and the partnership interests relinquished. The excess of the aggregate purchase price over the fair market value of the tangible net assets acquired of $370.9 million was assigned to customer list, cellular licenses and goodwill. The customer list recorded in connection with this transaction is being amortized on a straight-line basis over its estimated useful life of three years. The cellular licenses are classified as indefinite-lived intangible assets and are not subject to amortization. In connection with this transaction, Alltel recorded a pretax gain of approximately $127.5 million in the second quarter of 2005 and an additional gain of $30.5 million in the third quarter of 2005 (see Note 12).

On February 28, 2005, Alltel completed the purchase of certain wireless assets from Public Service Cellular, Inc. (PS Cellular) for $48.1 million in cash, acquiring wireless properties with a potential service area covering approximately 900,000 POPs in Alabama and Georgia. During the first quarter of 2005, Alltel completed the purchase price allocation for this acquisition based upon a fair value analysis of the tangible and identifiable intangible assets acquired. The excess of the aggregate purchase price over the fair market value of the tangible net assets acquired of $36.6 million was assigned to customer list, cellular licenses and goodwill. The customer list recorded in connection with this transaction is being amortized on a straight-line basis over its estimated useful life of four years. The cellular licenses are classified as indefinite-lived intangible assets and are not subject to amortization.

The accompanying consolidated financial statements include the accounts and results of operations of the wireless properties acquired from U.S. Cellular, Cingular and PS Cellular from the dates of acquisition. The purchase prices paid for these acquisitions were based on estimates of future cash flows of the properties acquired. Alltel paid a premium (i.e. goodwill) over the fair value of the net tangible and identifiable intangible assets acquired because the purchase of wireless properties expanded the Company s wireless footprint into new markets in Alabama, Connecticut, Georgia, Kentucky, Idaho, Mississippi, Oklahoma and Texas and added 357,000 new customers to Alltel s communications customer base. Additionally, in the wireless properties acquired, Alltel should realize, over time, accelerated customer growth and higher average revenue per customer as a result of the Company s higher revenue national rate plans.

During 2005, Alltel also acquired additional ownership interests in wireless properties in Michigan, Ohio and Wisconsin in which the Company owned a majority interest. In connection with these acquisitions, the Company paid $15.7 million in cash and assigned the excess of the aggregate purchase price over the fair market value of the tangible net assets acquired of $8.4 million to goodwill.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Acquisitions, Continued:

The following table summarizes the fair value of the assets acquired and liabilities assumed for the various business combinations completed during 2005:

	Acquired from				
(Millions)	**Western Wireless**	**Cingular**	**U.S. Cellular**	**Other**	**Combined Totals**
Fair value of assets acquired:					
Current assets	$ 195.4	$ 1.1	$ 4.7	$ 4.3	$ 205.5
Investments	132.2				132.2
Property, plant and equipment	506.7	38.0	30.5	10.2	585.4
Other assets	7.1		2.1		9.2
Assets held for sale	2,751.0				2,751.0
Goodwill	3,431.0	269.0	57.1	39.7	3,796.8
Cellular licenses	505.0	91.0	17.3	3.4	616.7
Customer list	326.0	10.9	24.0	1.9	362.8
Roaming agreement	6.1				6.1
Total assets acquired	7,860.5	410.0	135.7	59.5	8,465.7
Liabilities assumed:					
Current liabilities	(177.0)	(5.5)	(3.9)	(2.4)	(188.8)
Deferred taxes established on acquired assets	(482.8)				(482.8)
Long-term debt	(2,112.9)				(2,112.9)
Other liabilities	(25.7)				(25.7)
Liabilities related to assets held for sale	(398.8)				(398.8)