

civil antitrust Complaint on September 7, 2006, seeking to enjoin the proposed acquisition. At the same time the Complaint was filed, the United States also lodged a proposed Final Judgment and submitted a proposed Preservation of Assets Order. On September 8, 2006, this Court entered the Preservation of Assets Order, and on January 8, 2007, this Court entered the Final Judgment.

On December 3, 2007 the Plaintiffs filed a Petition for an Order to Show Cause Why Defendant ALLTEL Corporation Should Not Be Found in Civil Contempt (“Petition to Show Cause”). The Petition to Show Cause alleged violations by ALLTEL of Sections V.C.4, VI.B.2, and VI.F of the Preservation of Assets Order and Section VIII of the Final Judgment.

II. Stipulation for Entry of Settlement Agreement and Order

As described in the attached Stipulation for Entry of Settlement Agreement and Order, the United States, the State of Minnesota, and ALLTEL have agreed to resolve this matter without any findings or adjudication with respect to any issue of fact or law. A settlement at this stage would save the parties and this Court from expending further resources on litigating these disputed issues.

The proposed Order on Petition of the Plaintiffs for an Order to Show Cause why Defendant ALLTEL Corporation Should Not be Found in Civil Contempt would discharge and settle the claims arising out of the alleged violations of the Preservation of Assets Order and Final Judgment as stated in the Petition to Show Cause. The United

States and Minnesota would retain the right to seek relief for any other violations of the Preservation of Assets Order or Final Judgment. ALLTEL would make payments of \$580,000 to the United States and \$745,000 to Minnesota, which would include reimbursement for the costs of the Plaintiffs' investigation. This Court would retain jurisdiction for the purpose of enforcing compliance with the Order on Petition of Plaintiffs for an Order to Show Cause why Defendant ALLTEL Corporation Should Not be Found in Civil Contempt.

III. Conclusion

For the reasons set forth above, the Court should enter the proposed Order on Petition of Plaintiffs to Show Cause why Defendant ALLTEL Corporation Should Not be Found in Civil Contempt without further hearings. Plaintiffs respectfully request that the proposed Order on Petition of Plaintiffs to Show Cause why Defendant ALLTEL

Corporation Should Not be Found in Civil Contempt be entered as soon as possible.

Dated: December 3, 2007

Respectfully submitted,

FOR PLAINTIFF UNITED STATES
RACHEL K. PAULOSE
United States Attorney

FOR DEFENDANT ALLTEL
CORPORATION

Greg Brooker
Assistant U.S. Attorney
Attorney I.D. No. 166066
600 U.S. Courthouse
300 South Fourth Street
Minneapolis, MN 55415
(612) 664-5600
Facsimile: (612) 664-5788

s/ Jeffrey A. Jaeckel
W. Stephen Smith
Jeffrey A. Jaeckel
Morrison & Foerster LLP
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006-1888
(202) 887-1500
Facsimile: (202) 887-0763

s/ Hillary B. Burchuk
Hillary B. Burchuk
Brian C. Hill
Attorneys, Telecommunications & Media
Enforcement Section
Antitrust Division
U.S. Department of Justice
City Center Building
1401 H Street, N.W., Suite 8000
Washington, D.C. 20530
(202) 514-5621
Facsimile: (202) 514-6381

FOR PLAINTIFF STATE OF
MINNESOTA

LORI SWANSON
ATTORNEY GENERAL

s/ Kristen M. Olsen

Kristen M. Olsen (No. 030489X)
Assistant Attorney General
445 Minnesota Street, Suite 1200
St. Paul, MN 55101-2130
(651) 296-2921
Facsimile: (651) 282-5437