

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

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| _____ |) | |
| UNITED STATES OF AMERICA and |) | |
| STATE OF MINNESOTA, |) | MODIFIED PRESERVATION |
| |) | OF ASSETS STIPULATION |
| <i>Plaintiffs,</i> |) | |
| |) | |
| v. |) | |
| |) | Case No. 06-3631 (RHK/AJB) |
| ALLTEL CORPORATION and |) | |
| MIDWEST WIRELESS HOLDINGS L.L.C., |) | |
| |) | |
| <i>Defendants.</i> |) | |
| |) | |
| _____ |) | |

It is hereby stipulated and agreed by and between the undersigned parties and Verizon, subject to approval and entry by the Court of the proposed Modified Preservation of Assets Order, that:

I. Definitions

As used in this Modified Preservation of Assets Stipulation:

A. "Acquirer" means the entity to whom defendants divest the Divestiture Assets.

B. "Alltel" means a subsidiary of Atlantis Holdings LLC, defendant Alltel Corporation, a Delaware corporation with headquarters in Little Rock, Arkansas, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees. Alltel was acquired by Atlantis Holdings LLC in November 2007 and its name was changed from ALLTEL Corporation to Alltel Corporation.

C. "CMA" means cellular market area which is used by the Federal Communications Commission ("FCC") to define cellular license areas and which consists of Metropolitan Statistical Areas ("MSAs") and Rural Service Areas ("RSAs").

D. "Divestiture Assets" means the mobile wireless telecommunications services businesses to be divested under the Modified Final Judgment, including all types of assets, tangible and intangible, used by defendants in the operation of the mobile wireless telecommunications services businesses to be divested. "Divestiture Assets" shall be construed broadly to accomplish the complete divestiture of the entire business Verizon acquired from Rural Cellular Corporation in each of the following RSA license areas as required by the Modified Final Judgment and to ensure that the divested mobile wireless telecommunications services businesses remain viable, ongoing businesses:

- (1) Minnesota RSA-7 (CMA 488);
- (2) Minnesota RSA-8 (CMA 489);
- (3) Minnesota RSA-9 (CMA 490); and
- (4) Minnesota RSA-10 (CMA 491).

The Divestiture Assets shall include, without limitation, all types of real and personal property, monies and financial instruments, equipment, inventory, office furniture, fixed assets and furnishings, supplies and materials, contracts, agreements, leases, commitments, spectrum licenses issued by the FCC and all other licenses, permits and authorizations, operational support systems, cell sites, network infrastructure, switches, customer support and billing systems, interfaces with other service providers,

business and customer records and information, customer contracts, customer lists, credit records, accounts, and historic and current business plans which relate primarily to the wireless businesses being divested, as well as any patents, licenses, sub-licenses, trade secrets, know-how, drawings, blueprints, designs, technical and quality specifications and protocols, quality assurance and control procedures, manuals and other technical information Verizon supplies to its own employees, customers, suppliers, agents, or licensees, and trademarks, trade names and service marks or other intellectual property, including all intellectual property rights under third-party licenses that are capable of being transferred to an Acquirer either in their entirety, for assets described in (1) below, or through a license obtained through or from Verizon, for assets described in (2) below; provided that defendants shall only be required to divest Multi-line Business Customer contracts, if the primary business address for that customer is located within any of the four license areas described herein, and further, any subscriber who obtains mobile wireless telecommunications services through any such contract retained by defendants and who are located within the four geographic areas identified above, shall be given the option to terminate their relationship with defendants, without financial cost, at any time within one year of the closing of the Verizon/Alltel Transaction. Defendants shall provide written notice to these subscribers within 45 days after the closing of the Verizon/Alltel Transaction of the option to terminate.

The divestiture of the Divestiture Assets shall be accomplished by:

- (1) transferring to the Acquirer the complete ownership and/or other rights to the assets (other than those assets used substantially in the operations of defendants' overall wireless telecommunications services business which must be retained to continue the existing operations of the wireless properties that defendants are not required to divest, and that either are not capable of being divided between the divested wireless telecommunications services businesses and those not divested, or are assets that defendants and the Acquirer agree, subject to approval of plaintiff United States upon consultation with plaintiff Minnesota, shall not be divided); and
- (2) granting to the Acquirer an option to obtain a nonexclusive, transferable license from defendants for a reasonable period, subject to approval of plaintiff United States upon consultation with plaintiff Minnesota, at the election of an Acquirer to use any of defendant's retained assets under paragraph (1) above, used in the operation of the mobile wireless telecommunications services businesses being divested, so as to enable the Acquirer to continue to operate the divested mobile wireless telecommunications services businesses without impairment. Defendants shall identify in a schedule submitted to plaintiffs and filed with the Court, within twenty (20) calendar days following the filing of the Joint Motion

to Modify Final Judgment and in any event prior to any divestiture and before the approval by the Court of the Modified Final Judgment, any intellectual property rights under third-party licenses that are used by the mobile wireless telecommunications services businesses being divested but that defendants could not transfer to an Acquirer entirely or by license without third-party consent, and the specific reasons why such consent is necessary and how such consent would be obtained for each asset.

E. “Multi-line Business Customer” means a corporate or business customer which is included in the Divestiture Assets and contracts with Verizon for mobile wireless services to provide multiple telephones to its employees or members whose services are provided pursuant to a contract with the corporate or business customer.

F. “Transaction” means the Transaction Agreement between Alltel and Midwest Wireless, dated November 17, 2005.

G. “Verizon/Alltel Transaction” means the Agreement and Plan of Merger among Cellco Partnership, Airtouch Cellular, Abraham Merger Corporation, Alltel Corporation and Atlantis Holdings LLC, dated June 5, 2008.

H. “Verizon” means Verizon Communications Inc., a Delaware corporation, successor in interest to Rural Cellular Corporation, with its headquarters in New York, New York, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees. Verizon, which has submitted to the jurisdiction of this Court and has agreed

to be bound by the Modified Final Judgment, is included in the term defendant after it acquires Alltel.

II. Objectives

The proposed Modified Final Judgment filed in this case is meant to ensure defendants' prompt divestiture of the Divestiture Assets for the purpose of preserving viable competitors in the provision of mobile wireless telecommunications services in order to remedy the effects that would otherwise result from Verizon's acquisition of Alltel in the four Minnesota CMAs that are the subject of this case. The proposed Modified Preservation of Assets Order ensures that competition is maintained during the pendency of the ordered divestitures and that the Divestiture Assets remain economically viable, ongoing business concerns. The Divestiture Assets will remain, as provided herein, preserved, independent, and uninfluenced by defendants.

III. Jurisdiction and Venue

This Court has jurisdiction over the subject matter of this action and each of the parties hereto, and venue of this action is proper in the United States District Court for the District of Minnesota. Verizon has consented to the exercise of subject matter and personal jurisdiction by this Court for this matter by its execution of a Voluntary Submission to the jurisdiction of the Court.

IV. Compliance With and Entry of the Modified Final Judgment

A. The parties stipulate that a proposed Modified Final Judgment in the form lodged with this Court by plaintiff United States may be entered by the Court, and have

filed a joint motion requesting that the Court modify the Final Judgment entered in this case on January 8, 2007.¹ The Modified Final Judgment may be entered upon the motion of any party or upon the Court's own motion, and without further notice to any party or other proceedings.

B. Defendants and Verizon shall abide by and comply with the provisions of the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment, pending their entry by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Modified Final Judgment, and shall, from the date of the signing of this Modified Preservation of Assets Stipulation by the parties and Verizon, comply with all the terms and provisions of the proposed Modified Final Judgment and the proposed Modified Preservation of Assets Order as though the same were in full force and effect as an order of the Court.

C. In the event the proposed Modified Final Judgment is not entered pursuant to the proposed Modified Preservation of Assets Order, the time has expired for all appeals of any Court ruling declining entry of the proposed Modified Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Modified Final Judgment, then defendants and Verizon are released from all further obligations under this Modified Preservation of Assets Stipulation, and the making

¹The Final Judgment was entered after the United States challenged, under the antitrust laws, the merger between Alltel and Midwest Wireless.

of this Modified Preservation of Assets Stipulation shall be without prejudice to any signatory in this or any other proceeding.

D. This Modified Preservation of Assets Stipulation shall apply with equal force and effect to any amended proposed Modified Final Judgment agreed upon in writing by the parties and submitted to the Court.

E. Defendants represent that the divestitures ordered in the proposed Modified Final Judgment can and will be made, and that defendants will later raise no claim of mistake, hardship or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

V. Management Trustee

A. Plaintiff United States, having consulted with plaintiff Minnesota, nominates W. Stephen Cannon as Management Trustee in this case, to serve as manager of the Management Trust Assets until the Divestiture Assets are sold to an Acquirer or transferred to a Divestiture Trustee pursuant to Section V of the proposed Modified Final Judgment. Defendants and Verizon have no objection to the immediate appointment of W. Stephen Cannon as Management Trustee by the Court. Nothing in this Modified Preservation of Assets Stipulation shall be interpreted to prevent the Management Trustee from becoming the Divestiture Trustee pursuant to Section V of the proposed Modified Final Judgment.

B. Prior to the closing of the Verizon/Alltel Transaction, defendants and Verizon shall enter into a trust agreement with W. Stephen Cannon, subject to the approval of

plaintiff United States, in its sole discretion upon consultation with plaintiff Minnesota, that will grant the rights, powers, and authorities necessary to permit him to perform the duties and responsibilities of the Management Trustee pursuant to the proposed Modified Preservation of Assets Order. The trust agreement shall enable him, on or before the date of the closing of the Verizon/Alltel Transaction, to assume all rights, powers, and authorities necessary to perform his duties and responsibilities, pursuant to the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment and consistent with their purposes. W. Stephen Cannon or any other subsequently appointed Management Trustee shall serve at the cost and expense of defendants, on such terms and conditions as plaintiff United States approves upon consultation with plaintiff Minnesota, with a fee arrangement that is reasonable in light of the person's experience and responsibilities.

C. The Management Trustee will have the following powers and responsibilities with respect to the Divestiture Assets:

- (1) the Management Trustee will have the power to manage the Divestiture Assets in the ordinary course of business consistent with the proposed Modified Preservation of Assets Order. Only with the prior written approval of plaintiff United States upon consultation with plaintiff Minnesota may the Management Trustee make any decision, take any action, or enter any transaction that is outside the ordinary course of business;

- (2) the Management Trustee shall have a duty, consistent with the terms of the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment, to monitor the organization of the Divestiture Assets; manage the Divestiture Assets in order to maximize their value so as to permit expeditious divestitures in a manner consistent with the proposed Modified Final Judgment; maintain the independence of the Divestiture Assets from defendants; control and operate the Divestiture Assets to ensure that the Divestiture Assets remain an independent, ongoing, economically viable competitor to the other mobile wireless telecommunications services providers and assure defendants' compliance with their obligations pursuant to the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment;
- (3) the Management Trustee shall have the authority to retain, at the cost and expense of defendants, such consultants, accountants, attorneys, and other representatives and assistants as are reasonably necessary to carry out the Management Trustee's duties and responsibilities;
- (4) the Management Trustee and any consultants, accountants, attorneys, and any other persons retained by the Management Trustee, shall have full and complete access to all personnel, books, records,

documents, and facilities of the Divestiture Assets or to any other information relevant to the Divestiture Assets as the Management Trustee may reasonably request, including, but not limited to, all documents and records kept in the normal course of business that relate to the Divestiture Assets. Defendants shall develop such financial or other information as the Management Trustee may reasonably request and shall cooperate with the Management Trustee. Defendants shall take no action to interfere with or impede the Management Trustee's ability to monitor defendants' compliance with the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment or otherwise to perform his duties and responsibilities consistent with the terms of the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment;

- (5) the Management Trustee will ensure that the Divestiture Assets shall be staffed with sufficient employees to maintain their viability and competitiveness. To the extent that any employee whose principal responsibilities relate to the Divestiture Assets leaves or has left the Divestiture Assets prior to divestiture of the Divestiture Assets, the Management Trustee may replace departing or departed employees

with persons who have similar experience and expertise or determine not to replace such departing or departed employees; and

- (6) 30 days after the Management Trustee has been appointed by the Court, and thereafter on the last business day of each month until the Divestiture Assets are either transferred to an Acquirer or to the Divestiture Trustee, the Management Trustee shall report in writing to the plaintiffs concerning the efforts to accomplish the purposes of the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment. Included within that report shall be the Management Trustee's assessment of the extent to which the Divestiture Assets are meeting (or exceeding) their projected goals as those are reflected in existing or revised operating plans, budgets, projections or any other regularly prepared financial statements and the extent to which defendants are fulfilling their responsibilities under the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment.

D. The following limitations shall apply to the Management Trustee:

- (1) the Management Trustee shall not be involved, in any way, in the operations of the other businesses of defendants, except that W. Stephen Cannon may: 1) continue to fulfill his duties as Management Trustee in *United States et al. v. Verizon Communications Inc. and*

Rural Cellular Corp., Civ. No. 1:08CV00993 (EGS) (D.D.C. filed June 10, 2008) and *United States v. AT&T Inc. and Dobson Communications Corp.*, Civ. No. 1:07CV01952 (ESH) (D.D.C. filed Oct. 30, 2007) and 2) fulfill the duties of Management Trustee if so appointed either in connection with any proceedings initiated by plaintiff United States pursuant to Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, to enjoin the Verizon/Alltel Transaction, or to modify an existing Final Judgment in connection with the Verizon/Alltel Transaction;

- (2) the Management Trustee shall have no financial interests affected by defendants' revenues, profits or profit margins, except that the Management Trustee's compensation for managing the Divestiture Assets may include economic incentives dependent on the financial performance of the Divestiture Assets provided that those incentives are consistent with the objectives of the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment and are approved by plaintiff United States in consultation with plaintiff Minnesota; and
- (3) the Management Trustee shall be prohibited from performing any further work for defendants for one year after the close of the divestiture transactions; however, this prohibition shall not prevent

the Management Trustee from acting as Management Trustee or Divestiture Trustee in a case challenging an acquisition under the antitrust laws in which defendants or Verizon are named as a defendant.

E. Defendants and the Management Trustee shall take all reasonable efforts to preserve the confidentiality of information that is material to the operation of either the Divestiture Assets or defendants' businesses. Defendants' personnel supplying services to the Divestiture Assets pursuant to the proposed Modified Preservation of Assets Order must retain and maintain the confidentiality of any and all confidential information material to the Divestiture Assets. Except as permitted by the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment, such persons shall be prohibited from providing, discussing, exchanging, circulating or otherwise furnishing the confidential information of the Divestiture Assets to or with any person whose employment involves any of defendants' businesses, except as necessary to fulfill the purposes of the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment.

F. If in the judgment of the Management Trustee, defendants fail to provide the services listed in Section VI of the proposed Modified Preservation of Assets Order to the satisfaction of the Management Trustee, upon notification to defendants and approval by plaintiff United States upon consultation with plaintiff Minnesota, the Management Trustee may engage third parties unaffiliated with defendants to provide those services for

the Divestiture Assets, at the cost and expense of defendants, provided that defendants may have reasonable access to information to satisfy themselves that after the services have been provided, the Divestiture Assets are in compliance with all applicable laws, rules, and regulations.

G. At the option of the Management Trustee, defendants may also provide other products and services, on an arm's-length basis provided that the Management Trustee is not obligated to obtain any other product or service from defendants and may acquire any such products or services from third parties unaffiliated with defendants.

H. If the Management Trustee ceases to act or fails to act diligently and consistently with the purposes of the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment, if the Management Trustee proposed by plaintiff United States is not approved by this Court, resigns, or if for any other reason the Management Trustee ceases to serve in his or her capacity as Management Trustee, plaintiff United States upon consultation with plaintiff Minnesota, may select a substitute Management Trustee. In this event, plaintiff United States will identify to defendants the individual or entity it proposes to select as Management Trustee. Defendants must make any objection to this selection within five business days after plaintiff United States notifies defendants of the Management Trustee's selection. Plaintiff United States will move the Court to approve and appoint a substitute Management Trustee. Within five business days of such appointment, defendants shall enter into a trust agreement with the Management Trustee subject to the approval of plaintiff United States in its sole discretion

upon consultation with plaintiff Minnesota, as described in Section V.B of the proposed Modified Preservation of Assets Order.

VI. Preservation of Assets

Until the divestitures required by the proposed Modified Final Judgment have been accomplished, except as otherwise approved in advance in writing by plaintiff United States:

A. Defendants and the Management Trustee shall preserve, maintain, and continue to support the Divestiture Assets, take all steps necessary to manage the Divestiture Assets in order to maximize their competitiveness, revenue, profitability and viability and permit expeditious divestitures in a manner consistent with the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment.

B. The Divestiture Assets shall be operated by the Management Trustee as part of an independent, ongoing, economically viable business that competes with other mobile wireless telecommunications services providers operating in the same license area and operated so that the Divestitures are maintained or increased in value. Notwithstanding the foregoing, the Management Trustee may manage the Divestiture Assets jointly with other assets that will be divested under a final judgment entered in connection with any proceedings initiated by plaintiff United States pursuant to Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, to enjoin the Verizon/Alltel Transaction. Defendants and the Management Trustee shall take all steps necessary to ensure that:

- (1) the management, sales, and operations of the Divestiture Assets are independent from defendants' other operations; provided, however, that at the request of the Management Trustee, defendants shall include the marketing, pricing and sales of the mobile wireless telecommunications services generated by the Divestiture Assets in the license areas served by the Divestiture Assets within its marketing, promotional, and service offerings, in the ordinary course of business, in any national, regional, and local marketing programs. Nothing in this Section shall prohibit the Management Trustee from independently developing his own reasonable marketing, sales, pricing, or promotional offers for the mobile wireless telecommunications services generated by the Divestiture Assets, which shall be funded and supported by defendants;
- (2) the Divestiture Assets are maintained by adhering to normal and planned repair, capital improvement, upgrade and maintenance schedules, or at a greater level if necessary to insure that the Divestiture Assets remain competitive;
- (3) the books, records, competitively sensitive sales, marketing and pricing information, and decision-making concerning marketing, pricing or sales of mobile wireless telecommunications services

generated by the Divestiture Assets will be kept separate and apart from defendants' other operations; and

- (4) the management of the Divestiture Assets acts to maintain and increase the sales and revenues of the Divestiture Assets, and maintain, at a minimum, at the previously approved level for 2007 and 2008, whichever are higher, all promotional, advertising sales, marketing, and technical support for the Divestiture Assets.

C. Defendants shall take no action that would jeopardize, delay, or impede the sale of the Divestiture Assets; nor shall defendants take any action that would influence or interfere with the ability of any Divestiture Trustee appointed pursuant to the proposed Modified Final Judgment to operate and manage the Divestiture Assets or to complete the divestitures pursuant to the proposed Modified Final Judgment to an Acquirer acceptable to plaintiff United States upon consultation with plaintiff Minnesota.

D. Defendants shall provide sufficient working capital and lines and sources of credit as deemed necessary by the Management Trustee to continue to maintain the Divestiture Assets consistent with the proposed Modified Preservation of Assets Order.

E. Unless otherwise agreed to by plaintiff United States in its sole discretion upon consultation with plaintiff Minnesota, within thirty (30) days of closing the Verizon/Alltel Transaction, defendants shall resolve all outstanding obligations related to the Divestiture Assets including but not limited to agent and employee compensation, vendors, and landlords.

F. Except (1) as recommended by the Management Trustee and approved by plaintiff United States upon consultation with plaintiff Minnesota, (2) as part of a divestiture approved by plaintiff United States in its sole discretion upon consultation with plaintiff Minnesota, in accordance with the terms of the proposed Modified Final Judgment, defendants shall not remove, sell, lease, assign, transfer, pledge, or otherwise dispose of any of the Divestiture Assets outside the ordinary course of business.

G. The Management Trustee, with defendants' cooperation consistent with the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment, shall maintain, in accordance with sound accounting principles, separate, accurate, and complete financial ledgers, books and records that report on a periodic basis, such as the last business day of every month, consistent with past practices, the assets, liabilities, expenses, revenues, and income of the Divestiture Assets.

As part of defendants' cooperation:

(1) prior to the closing of the Verizon/Alltel Transaction, defendants shall notify plaintiffs in writing of the steps defendants have taken to comply with this Section. If the Verizon/Alltel Transaction has not closed within 15 days after the filing of the Joint Motion to Modify Final Judgment, on that day, defendants will submit to plaintiffs a detailed statement of how defendants will comply with Section VI.A, prior to the closing of the Verizon/Alltel Transaction, including but not limited to: (a) marketing plans for the sale of mobile wireless telecommunications services by the mobile wireless businesses to be divested, including customer retention plans and promotions; (b) the designation of a

management team who will have responsibility for and manage the Divestiture Assets prior to the closing of the Verizon/Alltel Transaction, identifying any changes from pre-filing staffing; (c) plans for the retention of employees and payment of retention bonuses to employees whose primary duties related to the mobile wireless businesses to be divested; and (d) plans for network maintenance, repair improvements, and upgrades of the Divestiture Assets;

(2) at least 15 days prior to the closing of the Verizon/Alltel Transaction, unless such time is waived or shortened by plaintiff United States, defendants shall provide to the Management Trustee and plaintiffs, for the Divestiture Assets, a separate financial report for each of these CMAs, including detailed management reports describing existing and future plans for human resources, marketing, network upgrades, and capital expenditures, and the extent to which each plan or project has been completed.

Defendants shall produce these reports in a form and with content that is acceptable to the Management Trustee and plaintiff United States; and

(3) at least 15 days prior to the closing of the Verizon/Alltel Transaction, unless such time is waived or shortened by plaintiff United States, defendants shall provide all regularly prepared reports that measure sales activity for each CMA in the Divestiture Assets, that are in a form and with content acceptable to the Management Trustee and plaintiff United States.

H. No later than 15 days prior to the closing of the Verizon/Alltel Transaction, defendants shall identify, by name and title, to the Management Trustee and plaintiff

United States, sufficient employees for each of the Divestiture Assets who are familiar with and have had responsibility for the management, operation, marketing, and sales of the Divestiture Assets, to assist the Management Trustee with his duties and responsibilities hereunder. No later than seven days prior to the closing of the Verizon/Alltel Transaction, upon approval of the Management Trustee and plaintiff United States, defendants shall appoint sufficient employees for each of the Divestiture Assets who are familiar with and have had responsibility for the management, operation, marketing, and sales of the Divestiture Assets, to assist the Management Trustee with his duties and responsibilities hereunder. Defendants may offer a bonus or severance to employees whose primary employment responsibilities relate to the Divestiture Assets, who continue their employment until divestiture (in addition to any other bonus or severance to which the employees would otherwise be entitled).

I. Until the Verizon/Alltel Transaction is consummated, Verizon will operate the Divestiture Assets in the same fully competitive manner as its other mobile wireless services businesses and defendants will not influence or attempt to influence the operation of the Divestiture Assets pending their divestiture. Following consummation of the Verizon/Alltel Transaction, except for employees (1) whose primary employment responsibilities relate to the Divestiture Assets, or (2) who are involved in providing support services to the Divestiture Assets pursuant to Sections V and VI of the proposed Modified Preservation of Assets Order and Section V of the proposed Modified Final Judgment, defendants shall not permit any other of their employees, officers, agents, or

directors to be involved in the operations of the Divestiture Assets, including but not limited to, decision making concerning marketing, pricing or sales of mobile wireless telecommunications services generated by the Divestiture Assets.

J. Except as required by law in the course of (1) complying with the proposed Modified Preservation of Assets Order and the proposed Modified Final Judgment; (2) overseeing compliance with policies and standards concerning the safety, health, and environmental aspects of the operations of the Divestiture Assets and the integrity of their financial controls; (3) defending legal claims, investigations, or enforcement actions threatened or brought against the Divestiture Assets; or (4) obtaining legal advice, defendants' employees (excluding employees (a) whose primary employment responsibilities relate to the Divestiture Assets, or (b) who are involved in providing support services to the Divestiture Assets pursuant to Sections V and VI of the proposed Modified Preservation of Assets Order and Section V of the proposed Modified Final Judgment) shall not receive, or have access to, or use any material confidential information, not in the public domain, of the Divestiture Assets. Defendants may receive aggregate financial information relating to the Divestiture Assets to the extent necessary to allow defendants to prepare defendants' consolidated financial reports, tax returns, reports required by securities laws, and personnel reports. Any such information that is obtained pursuant to this subparagraph shall be used only for the purposes set forth in this subparagraph.

K. Until the Divestiture Assets are divested to an Acquirer acceptable to plaintiff United States in its sole discretion upon consultation with plaintiff Minnesota pursuant to the proposed Modified Final Judgment, defendants shall provide to the Divestiture Assets, at no cost, support services needed to maintain the Divestiture Assets in the ordinary course of business, including, but not limited to:

- (1) federal and state regulatory policy development and compliance;
- (2) human resources administrative services;
- (3) environmental, health and safety services, and developing corporate policies and insuring compliance with federal and state regulations and corporate policies;
- (4) preparation of tax returns;
- (5) financial accounting and reporting services;
- (6) audit services;
- (7) legal services;
- (8) routine network maintenance, repair, improvements, and upgrades;
- (9) switching, call completion, and other services necessary to allow subscribers to use mobile wireless telecommunications services and complete calls;
- (10) billing, customer care and customer service related functions necessary to maintain the subscriber account and relationship;

- (11) for each retail and indirect sales outlet, a 60 day supply of inventory, including both handsets and accessories, branded as directed by the Management Trustee, based on each outlet's average sales for the prior two months, and if the Management Trustee requests, defendants shall make available in sufficient quantities, branded as directed by the Management Trustee, handsets and accessories, introduced by defendants in similar markets that are compatible with the network in the four divestiture CMAs;
- (12) the financial reports described in Section VI.G.2 shall be provided on a monthly basis; and
- (13) the sales reports described in Section VI.G.3 shall be provided on a daily basis.

VII. Duration of Assets Preservation Obligations

Defendants' and Verizon's obligations under the proposed Modified Preservation of Assets Order shall remain in effect until (1) consummation of the divestitures required by the proposed Modified Final Judgment or (2) until further order of the Court. If plaintiff United States voluntarily withdraws its approval of the proposed Modified Final

Judgment in this matter, defendants and Verizon are released from all further obligations under the proposed Modified Preservation of Assets Order.

Dated: October 30, 2008

Respectfully Submitted,

FOR PLAINTIFF UNITED STATES OF AMERICA:

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