

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

_____)	
UNITED STATES OF AMERICA and)	
STATE OF MINNESOTA,)	
)	JOINT MOTION TO MODIFY
<i>Plaintiffs,</i>)	FINAL JUDGMENT
)	
v.)	Case No. 06-3631 (RHK/AJB)
)	
ALLTEL CORPORATION and)	
MIDWEST WIRELESS HOLDINGS L.L.C.,)	
)	
<i>Defendants.</i>)	
_____)	

Plaintiffs, United States of America and the State of Minnesota, and defendants, Alltel Corporation and Midwest Wireless Holdings L.L.C.,¹ jointly move this Court under the Federal Rules of Civil Procedure 60(b)(5) and Section XII of the Final Judgment entered in this matter (the “Final Judgment”), to modify the Final Judgment to allow Verizon Communications Inc. (“Verizon”) to temporarily combine the mobile wireless businesses that the Final Judgment sought to keep under separate ownership before redivesting them pursuant to the procedures set forth in the proposed Modified Final Judgment and proposed Preservation of Assets Order.

¹ The Final Judgment was entered after the United States challenged, under the antitrust laws, the acquisition of Midwest Wireless Holdings L.L.C. by ALLTEL Corporation. ALLTEL Corporation was acquired by Atlantis Holdings LLC in November 2007 and its name was changed to Alltel Corporation.

As stated in Memorandum of Plaintiff United States in support of this Joint Motion, in the view of plaintiff United States, the proposed modification is in the public interest. Plaintiff United States has agreed to the modification subject to defendants' and Verizon's compliance with the proposed Modified Preservation of Assets Order and proposed Modified Final Judgment pending their entry.

A proposed Order Granting the Joint Motion to Modify Final Judgment and a

proposed Modified Final Judgment are being transmitted electronically to the Court.

Dated: October 30, 2008

Respectfully submitted,

FOR PLAINTIFF UNITED STATES

FOR DEFENDANTS ALLTEL
CORPORATION AND MIDWEST
WIRELESS HOLDINGS L.L.C.

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