

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

UNITED STATES OF AMERICA and
STATE OF MINNESOTA,

Plaintiffs,

v.

ALLTEL CORPORATION and
MIDWEST WIRELESS HOLDINGS L.L.C.,

Defendants.

**ORDER GRANTING
JOINT MOTION TO MODIFY
FINAL JUDGMENT**

Case No. 06-3631 (PJS/AJB)

This Court having receive the Joint Motion of plaintiffs, United States of America and the State of Minnesota, and defendants, Alltel Corporation and Midwest Wireless Holdings L.L.C.,¹ for modification of the Final Judgment entered in this case on January 8, 2007, and the Court finding that it is in the public interest to modify the Final Judgment, it is

ORDERED, ADJUDGED and DECREED:

That the first sentence of Section I shall be replaced with the following: This Court has jurisdiction over the subject matter of and each of the parties consenting to the Final Judgment and this Modified Final Judgment.;

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.

That the first phrase of Section II shall be replaced with the following:

As used in the Final Judgment and this Modified Final Judgment;;

That Section III shall be modified by replacing the term "Final Judgment" with "Modified Final Judgment and the Final Judgment," and by adding the following sentence to the end: The terms of the Modified Final Judgment are also applicable to Verizon, which has agreed to be subject to the jurisdiction of this Court and to be bound by the terms of this Modified Final Judgment.;

That Section III.B shall be modified by adding "including as redefined in Section XV of this Modified Final Judgment," after the term "Divestiture Assets.";

That Sections II, IV, V, VI, VII, VIII, IX, and X shall be modified by replacing the terms "this Final Judgment" and "this decree" with "the Final Judgment;" and

That Sections XI, XII, XIII and XIV shall be modified and Section XV be added to the Final Judgment to read as follows:

XI. No Reacquisition

A. Defendants may not reacquire or lease any part of the Divestiture Assets during the term of the Final Judgment provided however that defendants shall not be precluded from entering commercially reasonable agreements, for a period not to exceed two years from the date of the closing of the Transaction, with the Acquirer to obtain the right to use equipment that defendant ALLTEL used to support both its GSM roaming business and the provision of wireless services using other technological formats, and provided however that defendants may lease, for a period not to exceed 30 days, from the

Management Trustee appointed by this Court pursuant to the Preservation of Assets Order, 2.5 MHz of spectrum in each RSA included in the Divestiture Assets.

B. Defendants may not reacquire or lease any part of the Divestiture Assets during the term of this Modified Final Judgment, provided however the Final Judgment is modified to allow defendants and Verizon to combine temporarily the Divestiture Assets. The Divestiture Assets shall be redivested pursuant to the terms in Section XV, and shall be held in the interim before redivestiture pursuant to the terms of the Modified Preservation of Assets Order.

XII. Retention of Jurisdiction

This Court retains jurisdiction to enable any party to this Modified Final Judgment or the Final Judgment to apply to this Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Modified Final Judgment or the Final Judgment, to modify any of its provisions, to enforce compliance, and to punish violations of its provisions.

XIII. Expiration of Modified Final Judgment

Unless this Court grants an extension, this Modified Final Judgment shall expire 10 years from the date of its entry.

XIV. Public Interest Determination

Entry of this Modified Final Judgment is in the public interest.

XV. Redivestiture Provisions

The provisions in this Section XV apply only to the redivestiture of the Divestiture

Assets pursuant to Section XI.B of this Modified Final Judgment

A. Redivestiture

The Divestiture Assets shall be redivested as required by Sections II through XV of this Modified Final Judgment except to the extent modified below:

1. The following sentence is added at the end of Section II.B (“ALLTEL Definition”): Alltel was acquired by Atlantis Holdings LLC in November 2007 and its name was changed from ALLTEL Corporation to Alltel Corporation.

2. The first paragraph of Section II.D (“Divestiture Assets” Definition), is replaced with the following text: “Divestiture Assets” means the mobile wireless telecommunications services businesses to be divested under this 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 this 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).

3. In the first sentence of the second paragraph of Section II.D, the term “Transaction” is replaced with “Verizon/Alltel Transaction.”

4. The last sentence of the second paragraph of Section II.D is replaced with the following: Defendants and Verizon shall provide written notice to these subscribers within 45 days after the closing of the Verizon/Alltel Transaction of the option to terminate.

5. In the last sentence of Section II.D(2) that discusses the Acquirer obtaining a license from defendants, the term “Joint Motion to Modify Final Judgment” shall replace the term “Complaint,” and the term “Modified” shall be inserted before the words “Final Judgment.”

6. In Section II.D and II.G, the term “ALLTEL” is deleted and replaced with the term “Verizon.”

7. The following definition is added as Section II.I: “Verizon/Alltel Transaction” means the Agreement and Plan of Merger among Celco Partnership, Airtouch Cellular, Abraham Merger Corporation, Alltel Corporation and Atlantis Holdings LLC, dated as of June 5, 2008.

8. The following definition is added as Section II. J: “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 this Modified Final Judgment, is included in the term defendant after it acquires Alltel.

9. The Term “the Final Judgment” as used in Sections IV, V, VI, VII, VIII, IX, and X is replaced with “this Modified Final Judgment.”

10. The first sentence of Section IV.A is replaced with the following:
Defendants are ordered and directed, within 120 days after consummation of the Verizon/Alltel Transaction, to divest the Divestiture Assets in a manner consistent with this Modified Final Judgment to an Acquirer acceptable to plaintiff United States in its sole discretion upon consultation with plaintiff Minnesota, or, if applicable, to a Divestiture Trustee designated pursuant to Section V of this Modified Final Judgment.

11. The following sentence is added at the end of Section IV.H: Notwithstanding the forgoing, the Divestiture Assets may be required to be divested 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.

B. Preservation of Assets

Section VIII is replaced with the following: Until the divestitures required by this Modified Final Judgment have been accomplished, defendants and Verizon shall take all steps necessary to comply with the Modified Preservation of Assets Order entered by this Court and cease use of the Divestiture Assets during the period that the Divestiture Assets are managed by the Management Trustee. The Management Trustee appointed pursuant

to the Modified Preservation of Assets Order may 1) also be the Management Trustee in other proceedings either initiated by plaintiff 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, and 2) manage the Alltel Divestiture Assets jointly with other assets that defendants are required to divest in such other proceedings. Defendants and Verizon shall take no action that would jeopardize the divestitures ordered by this Court.

C. Miscellaneous

1. Defendants and Verizon shall comply with the requirements set forth in Section IX, except that the affidavits described in Section IX shall be due 20 days after the filing of the Motion to Modify Final Judgment.

2. Section VII is deleted and replaced with the following: Defendants shall not finance all or any part of any divestiture made pursuant to Section IV, V, XI, or XV of this Modified Final Judgment.

Dated: October 31, 2008

s/Patrick J. Schiltz
Patrick J. Schiltz
United States District Judge