

**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.

**MEMORANDUM IN
SUPPORT OF JOINT
MOTION TO ENTER
ORDER ON PETITION OF
PLAINTIFFS FOR AN
ORDER TO SHOW
CAUSE WHY DEFENDANT
ALLTEL CORPORATION
SHOULD NOT BE FOUND IN
CIVIL CONTEMPT**

Case No. 06-3631 (RHK/AJB)

Pursuant to Section XII of the Final Judgment entered by this Court on January 8, 2007, in *United States v. ALLTEL Corp. and Midwest Wireless Holdings*, Civ. No. 0:06-cv-03631 (D. Minn.), the parties to the above-captioned action have moved for entry of the proposed Order on Petition of Plaintiffs for an Order to Show Cause why Defendant ALLTEL Corporation Should Not be Found in Civil Contempt.

I. Background

Defendants ALLTEL Corporation (“ALLTEL”) and Midwest Wireless Holdings (“Midwest Wireless”) entered into a Transaction Agreement dated November 17, 2005, pursuant to which ALLTEL would acquire Midwest Wireless. The United States filed a

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
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