

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA

_____)	
UNITED STATES OF AMERICA and)	
STATE OF MINNESOTA,)	
)	
<i>Plaintiffs,</i>)	STIPULATION FOR ENTRY
)	OF ORDER AND
v.)	SETTLEMENT AGREEMENT
)	
ALLTEL CORPORATION and)	
MIDWEST WIRELESS HOLDINGS L.L.C.)	Case No. 06-3631 (RHK/AJB)
)	
<i>Defendants.</i>)	
)	
_____)	

WHEREAS 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”) on December 3, 2007;

AND WHEREAS the United States, Plaintiff State of Minnesota, and ALLTEL Corporation (“ALLTEL”) have agreed upon a resolution of this matter without any admission or determination of wrongdoing by ALLTEL and without any findings or adjudication with respect to any issue of fact or law;

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned parties that:

1. This Court has jurisdiction over the subject matter of this action and each of the parties to this action.
2. The proposed Order on Petition of Plaintiffs for an Order to Show Cause Why

Defendant ALLTEL Corporation Should Not Be Found in Civil Contempt (“Order”) in the form submitted to the Court may be entered by the Court on the Court’s own motion or the motion of the United States at any time, and without further notice to any party or any proceeding.

3. From the signing of this Stipulation, ALLTEL shall be bound by and comply with the terms of the proposed Order as though they were in full force and effect as an order of the court.

4. The parties’ execution of this Stipulation and entry of the proposed Order discharges and settles any and all claims of the United States and the State of Minnesota against ALLTEL arising out of the violations in the Petition to Show Cause of Sections V.C.4, VI.B.2, and VI.F of the Preservation of Assets Order entered by this Court on September 8, 2006, and Section VIII 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.).¹

¹ It is the understanding of the United States and defendants that ALLTEL and the FCC intend to enter into a Consent Decree to address the same conduct described in the Petition and the alleged violations of these same provisions, which were adopted as conditions of the Federal Communications Commission’s approval of ALLTEL’s acquisition of Midwest Wireless Holdings, L.L.C. Applications of Midwest Wireless Holdings, L.L.C. and ALLTEL Communications, Inc., WT Docket No. 05-339, Memorandum Opinion and Order, 21 FCC Rcd 11526, 11560, 11569-71 ¶¶ 92-93, 119, 122, 125 (2006). The parties understand that ALLTEL’s compliance with the payment provisions of the proposed Order will also constitute satisfaction of any voluntary contribution provisions contained in the Federal Communications Commission’s Consent Decree.

5. Neither this Stipulation nor the proposed Order shall be construed to preclude the United States or the State of Minnesota from bringing an action against ALLTEL for any violation(s) of the Preservation of Assets Order or the Final Judgment other than the alleged violations described in Paragraph 4 above.

6. In the event that the United States withdraws its consent, or if the proposed Order is not entered as jointly requested by the parties, this Stipulation shall be of no effect whatsoever, the making of it shall be without prejudice to any party in this or any

other proceeding and it shall not thereafter be used in this or any other action or for any other purpose.

Dated: December 3, 2007

Respectfully submitted,

FOR PLAINTIFF UNITED STATES
RACHEL K. PAULOSE
United States Attorney

FOR DEFENDANT ALLTEL
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