

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

_____)	
UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
v.)	Civil No.: 1:99CV01119 (EGS)
)	
BELL ATLANTIC CORPORATION,)	
GTE CORPORATION,)	
and VODAFONE AIRTOUCH PLC,)	
)	
Defendants.)	
_____)	

JOINT MOTION TO MODIFY MODIFIED FINAL JUDGMENT

Plaintiff United States and Verizon Communications Inc. (“Verizon”), successor in interest to defendants, jointly move this Court for an order modifying Section XIV.B.7.M of the Modified Final Judgment entered in this case. The Modified Final Judgment required defendants to sell wireless businesses in portions of three states, and allowed defendants to enter into a transition services agreement with the acquirer(s) for a period of up to one year after the sale. Specifically, the first sentence of Section XIV.B.7.M of the Modified Final Judgment states:

At the option of the Acquirer(s) of the Alltel Divestiture Assets, defendants shall enter into a contract for transition services customarily provided in connection with the sale of a business providing mobile wireless telecommunications services or intellectual property licensing sufficient to meet all or part of the needs of the Acquirer for a period of up to one year.

In accordance with the Modified Final Judgment, defendants sold the wireless assets to two different acquirers, and entered into one-year transition services agreements with each of them. The proposed modification would change Section XIVB.7.M to allow the term of the transition

services agreements to be extended for a four-month period, plus an additional three month period if necessary with the approval of plaintiff United States.

Defendants hereby agree that the proposed Second Modified Final Judgment submitted to this Court may be filed and entered by this Court at any time, without further notice to any other party, provided that plaintiff United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Second Modified Final Judgment by serving notice thereof on the defendants and by filing that notice with the court.

Defendants further agree to abide by and comply with the provisions of the proposed Second Modified Final Judgment as if it were full force and effect as an order of the court, pending the Judgment's entry by this Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Second Modified Final Judgment.

Dated: April 1, 2011

Respectfully submitted,

FOR PLAINTIFF UNITED STATES

FOR DEFENDANTS BELL ATLANTIC CORPORATION, GTE CORPORATION and VODAFONE AIRTOUCH PLC

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