

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

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UNITED STATES OF AMERICA,

Plaintiff,

v.

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

Defendants.

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Civil No.: 1:99CV01119 (EGS)

**FILED**

DEC - 4 2008

NANCY MAYER WHITTINGTON, CLERK  
U.S. DISTRICT COURT

ORDER TO ESTABLISH  
PROCEDURES TO MODIFY FINAL JUDGMENT

Plaintiff United States of America, and defendants, GTE Corporation, Vodafone Airtouch Plc, and Bell Atlantic Corporation, which has changed its name to Verizon Communications Inc. ("Verizon"),<sup>1</sup> having jointly moved for an Order modifying the Final Judgment entered by this Court on April 18, 2000, and plaintiff United States having tentatively consented to the motion if certain conditions are met, and plaintiff United States having proposed, and defendants having agreed, that notice of the motion and plaintiff United States's tentative consent to it be published in the appropriate newspapers and trade press at the expense of defendants, that plaintiff United States publish a notice in the Federal Register, and that all interested persons be given an opportunity to submit comments concerning the proposed modification of the Final Judgment within 30 days of publication of the notices, and it appearing to the Court desirable to invite such

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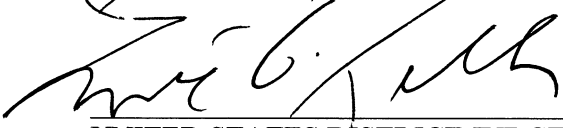
<sup>1</sup> The Final Judgment was entered after the United States challenged, under the antitrust laws, the merger between GTE and Bell Atlantic and Bell Atlantic's agreement to partner with Vodafone in Cellco Partnership, d/b/a Verizon Wireless.

comments, and in consideration of the proposed Order and Stipulation with Respect to Modified Final Judgment and Preservation of Assets of the parties dated , 2008, it is

ORDERED that defendants shall publish at their own expense a notice in the form attached hereto as Exhibit A in two consecutive issues of (a) The Birmingham News; (b) The Arizona Republic; (c) The St. Petersburg Times; (d) The Miami-Herald; (e) The Albuquerque Journal; (f) The Cleveland Plain Dealer; (g) The Columbus Dispatch; (h) The State; (i) The Dallas Morning News; (j) The Wall St. Journal; and (k) Communications Daily, and file proof of such publication with the Court; and it is

FURTHER ORDERED that copies of all comments received by plaintiff United States within 30 days after the last publication of the notices shall be filed with this Court by plaintiff United States within a reasonable time after it receives such comments.

This Court will not rule upon the joint motion until plaintiff United States has filed any comments and its responses to those comments or plaintiff United States notifies the Court that no comments were received, provided that plaintiff United States has not withdrawn its tentative consent.

DONE, this 3rd day of December, 2008.  
  
UNITED STATES DISTRICT JUDGE

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.	)	
_____	)	

NOTICE OF PROPOSED MODIFICATION OF THE FINAL  
JUDGMENT ENTERED AGAINST DEFENDANTS ON APRIL 18, 2000

Take notice that a Joint Motion to Modify the Final Judgment, Stipulation, and Memorandum in Support of the Joint Motion to Modify the Final Judgment, have been filed with the United States District Court for the District of Columbia in United States v. Bell Atlantic Corporation, Civil No. 1:99CV01119. On May 7, 1999, the United States filed a Complaint (and a Supplemental Complaint on December 6, 1999) alleging that the proposed merger between Bell Atlantic Corporation ("Bell Atlantic") and GTE Corporation ("GTE") (the merged firm known as "Verizon Communications Inc.") and the proposed joint venture between Bell Atlantic and Vodafone AirTouch Plc ("Vodafone") (the joint venture now known as "Verizon Wireless") would violate Section 7 of the Clayton Act, 15 U.S.C. § 18, by substantially lessening competition in wireless mobile telephone service in certain areas of Alabama, Arizona,

California, Florida, Idaho, Illinois, Indiana, Montana, New Mexico, Ohio, South Carolina, Texas, Virginia, Washington, and Wisconsin.

The Final Judgment, entered on April 18, 2000, required the defendants to divest certain mobile wireless telecommunications services businesses. Divestitures were made to Alltel in 25 Cellular Market Areas (“CMAs”). The modification would allow the defendants to reacquire the divested wireless system assets in 22 of those CMAs – Cleveland MSA (CMA 16), Tampa MSA (CMA 22), Phoenix MSA (CMA 26), Akron MSA (CMA 52), Greenville SC MSA (CMA 67), Tucson MSA (CMA 77), El Paso TX MSA (CMA 81), Mobile MSA (CMA 83), Albuquerque MSA (CMA 86), Canton MSA (CMA 87), Lakeland MSA (CMA 114), Pensacola MSA (CMA 127), Lorain MSA (CMA 136), Ft. Myers MSA (CMA 164), Sarasota MSA (CMA 167), Bradenton MSA (CMA 211), AZ RSA 2 (CMA 319), FL RSA 1 (CMA 360), FL RSA 2 (CMA 361), FL RSA 3 (CMA 362), FL RSA 4 (CMA 363), and FL RSA 11 (CMA 370). The modification would allow the defendants to reacquire three additional CMAs – Anderson SC MSA (CMA 227), Las Cruces NM MSA (CMA 285) and OH RSA 3 (CMA 587) – only until the assets are divested according to terms specified in the Modified Final Judgment.

Copies of the Joint Motion to Modify the Final Judgment, Stipulation, Memorandum in Support of the Joint Motion to Modify the Final Judgment, and all other papers with the Court in connection with the motion are available for inspection at the Department of Justice, Antitrust Division, Antitrust Documents Group, 450 Fifth Street, N.W., Suite 1010, Washington, DC 20530 (202-514-2481), on the Department of Justice website ([www.usdoj.gov/atr](http://www.usdoj.gov/atr)), and at the Office of the Clerk of the United States District Court for the District of Columbia.

Interested persons may address comments to Nancy Goodman, Chief,  
Telecommunications & Media Enforcement Section, Antitrust Division, U.S. Department of  
Justice, City Center Building, 1401 H Street, N.W., Suite 8000, Washington, DC 20530 (202-  
514-5621), within 30 days of the date of this notice.