

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

UNITED STATES OF AMERICA,

Plaintiff,

v.

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

Defendants.

Civil No.: 1:99CV01119 (EGS)

**ORDER AND STIPULATION WITH RESPECT TO
MODIFIED FINAL JUDGMENT AND PRESERVATION OF ASSETS**

It is hereby stipulated and agreed by and between the undersigned parties, subject to approval and entry by the Court, that:

I. DEFINITIONS

As used in this Order and Stipulation with Respect to Modified Final Judgment and Preservation of Assets (“Order and Stipulation”):

1. “Acquirer” or “Acquirers” means the entity or entities to whom the Alltel Divestiture Assets are sold.

2. “Alltel” means a subsidiary of Atlantis Holdings LLC, Alltel Corporation, a Delaware corporation with its headquarters in Little Rock Arkansas, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees. Alltel has submitted to the jurisdiction of this Court and has agreed to be bound by the Modified Final Judgment.

3. “CMA” means cellular market area which is used by the Federal Communications Commission (“FCC”) to define cellular license areas and which consists of Metropolitan Statistical Areas (“MSAs”) and Rural Service Areas (“RSAs”).

4. “Alltel Divestiture Assets” means each mobile wireless telecommunications services business to be divested under Section XIII of the Modified Final Judgment, including all types of assets, tangible and intangible, used by Alltel in the operation of the mobile wireless telecommunications services businesses to be divested. “Alltel Divestiture Assets” shall be construed broadly to accomplish the complete divestiture of the entire business of Alltel in each of the following CMA license areas as required by the Modified Final Judgment and to ensure that the divested mobile wireless telecommunications services businesses remain viable, ongoing businesses:

- (1) Anderson, SC MSA (CMA 227);
- (2) Las Cruces, NM MSA (CMA 285); and
- (3) Ohio RSA 3 (CMA 587).

The Alltel Divestiture Assets shall include, without limitation, all types of real and personal property, monies and financial instruments, equipment, inventory, office furniture, fixed assets and furnishings, supplies and materials, contracts, agreements, leases, commitments, spectrum licenses issued by the FCC and all other licenses, permits and authorizations, operational support systems, cell sites, network infrastructure, switches, customer support and billing systems, interfaces with other service providers, business and customer records and information, customer contracts, customer lists, credit records, accounts, and historic and current business plans which relate primarily to the wireless businesses being divested, as well as any

patents, licenses, sub-licenses, trade secrets, know-how, drawings, blueprints, designs, technical and quality specifications and protocols, quality assurance and control procedures, manuals and other technical information Alltel supplies to its own employees, customers, suppliers, agents, or licensees, and trademarks, trade names and service marks or other intellectual property, including all intellectual property rights under third-party licenses that are capable of being transferred to an Acquirer either in their entirety, for assets described in (a) below, or through a license obtained through or from Alltel, for assets described in (b) below; provided that defendants and Alltel shall only be required to divest Multi-line Business Customer contracts if the primary business address for that customer is located within any of the license areas described herein, and further, any subscriber who obtains mobile wireless telecommunications services through any such contract retained by defendants and Alltel and who is located within the geographic areas identified above, shall be given the option to terminate their relationship with defendants and Alltel, without financial cost, at any time within one year of the closing of the Verizon/Alltel Transaction. Defendants and Alltel shall provide written notice to these subscribers within 45 days after the closing of the Verizon/Alltel Transaction of the option to terminate.

The divestiture of the Alltel Divestiture Assets shall be accomplished by:

- (a) transferring to the Acquirer(s) the complete ownership and/or other rights to the assets (other than those assets used substantially in the operations of Alltel's overall wireless telecommunications services business which must be retained to continue the existing operations of the wireless properties that defendants and Alltel are not required to divest, and that either are not

capable of being divided between the divested wireless telecommunications services businesses and those not divested, or are assets that defendants and Alltel and the Acquirer(s) agree, subject to the approval of plaintiff United States, shall not be divided); and

- (b) granting to the Acquirer(s) an option to obtain a nonexclusive, transferable license from defendants and Alltel for a reasonable period, subject to the approval of plaintiff United States and at the election of an Acquirer, to use any of Alltel's retained assets under paragraph (a) above used in operating the mobile wireless telecommunications services businesses being divested, so as to enable the Acquirer to continue to operate the divested mobile wireless telecommunications services businesses without impairment. Defendants and Alltel shall identify in a schedule submitted to plaintiff United States and filed with the Court as expeditiously as possible following the filing of the Joint Motion to Modify Final Judgment, and in any event prior to any divestiture and before the approval by the Court of the Modified Final Judgment, any and all intellectual property rights under third-party licenses that are used by the mobile wireless telecommunications services businesses being divested that defendants and Alltel could not transfer to an Acquirer entirely or by license without third-party consent, the specific reasons why such consent is necessary, and how such consent would be obtained for each asset.

5. “Multi-line Business Customer” means a corporate or business customer that contracts with Alltel for mobile wireless telecommunications services to provide multiple telephones to its employees or members whose services are provided pursuant to a contract with the corporate or business customer.

6. “Verizon/Alltel Transaction” means the Agreement and Plan of Merger among Cellco Partnership, Airtouch Cellular, Abraham Merger Corporation, Alltel Corporation and Atlantis Holdings LLC, dated as of June 5, 2008.

7. “Verizon” means Verizon Communications Inc., a Delaware corporation, successor in interest to defendants Bell Atlantic and GTE, 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. The term defendants as used in this Order and Stipulation shall include Verizon.

II. OBJECTIVES

The Modified Final Judgment filed in this case is meant to ensure prompt divestiture of the Alltel Divestiture Assets for the purpose of preserving viable competitors in the provision of mobile wireless telecommunications services in order to remedy the effects that would otherwise result from Verizon’s acquisition of the Alltel Divestiture Assets. This Order and Stipulation ensures that competition is maintained during the pendency of the ordered divestitures, and that the Alltel Divestiture Assets remain economically viable, ongoing business concerns. After consummation of the Verizon/Alltel Transaction, the Alltel Divestiture Assets will remain, as provided herein, preserved, independent, and uninfluenced by the defendants and Alltel.

III. JURISDICTION AND VENUE

This Court has jurisdiction over the subject matter of this action and each of the signatories to this Order and Stipulation, and venue of this action is proper in the United States District Court for the District of Columbia. Alltel has consented to the exercise of subject matter and personal jurisdiction by this Court for this matter by its execution of a Voluntary Submission to the Jurisdiction of the Court.

IV. COMPLIANCE WITH AND ENTRY OF THE MODIFIED FINAL JUDGMENT

A. Plaintiff United States and defendants will file a joint motion requesting that the Court modify the Final Judgment entered in this case on April 18, 2000,¹ and a joint motion to establish procedures to modify the Final Judgment. Plaintiff United States tentatively has agreed to the modification of the Final Judgment (1) subject to certain conditions being met, and subject to public notice and an opportunity for public comment, and without further notice to any party or other proceedings, and (2) provided that plaintiff United States has not withdrawn its tentative consent, which it may do at any time before the entry of the proposed Modified Final Judgment by serving notice thereof on defendants and Alltel and by filing that notice with the Court.

B. Defendants and Alltel shall publish at their own expense a notice of the proposed modification, 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)

¹ 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.

Communications Daily. An Order, in the proposed form attached hereto as Exhibit B, directing such publication, may be filed and entered by the Court, without further notice to any party or any other proceedings.

C. Plaintiff United States will publish in the Federal Register a notice, in the form attached hereto as Exhibit C, announcing the motion to modify the Final Judgment and plaintiff United States's tentative consent to it, summarizing the Modified Final Judgment, describing the procedures for inspection and obtaining copies of relevant papers, and inviting the submission of comments.

D. A period for public comment shall end 30 days after the last publication of the notices required by this Order and Stipulation. Within a reasonable time after the conclusion of the 30-day public comment period, plaintiff United States will file with the Court copies of all comments that it receives and its response to those comments.

E. An Order, in the proposed form attached hereto as Exhibit D, modifying the Final Judgment entered in this case, and entering a Modified Final Judgment, in the proposed form attached hereto as Exhibit E, will not be entered 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, and provided that plaintiff United States has not withdrawn its tentative consent.

F. In the event (1) plaintiff United States has withdrawn its tentative consent, or (2) the proposed Modified Final Judgment is not entered pursuant to this Order and Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Modified Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and

provisions of the proposed Modified Final Judgment, then defendants and Alltel are released from all further obligations under this Order and Stipulation, and the making of this Order and Stipulation shall be without prejudice to any signatory in this or any other proceeding.

G. Defendants and Alltel shall abide by and comply with the provisions of the proposed Modified Final Judgment, pending its entry by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Modified Final Judgment. Defendants and Alltel shall, from the date of the signing of this Order and Stipulation, comply with all the terms and provisions of this Order and Stipulation and the proposed Modified Final Judgment as though the same were in full force and effect as an order of the Court.

H. This Order and Stipulation shall apply with equal force and effect to any amended proposed Modified Final Judgment agreed upon in writing by the parties and submitted to the Court.

I. Defendants and Alltel represent that the divestitures ordered in Section XIII of the proposed Modified Final Judgment can and will be made, and that defendants and Alltel will later raise no claim of mistake, hardship or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

V. MANAGEMENT TRUSTEE

A. Plaintiff United States nominates W. Stephen Cannon as Management Trustee in this case, and defendants and Alltel have no objection to his immediate appointment by this Court. Accordingly, this Court appoints W. Stephen Cannon as Management Trustee to serve as manager of the Management Trust Assets until the Alltel Divestiture Assets are sold to an Acquirer or transferred to a Divestiture Trustee pursuant to Section V of the proposed Modified

Final Judgment. Nothing in this Order and Stipulation shall be interpreted to prevent the Management Trustee from becoming the Divestiture Trustee pursuant to Section V of the proposed Modified Final Judgment.

B. Prior to the closing of the Verizon/Alltel Transaction, defendants and Alltel shall enter into a trust agreement with W. Stephen Cannon, subject to the approval of plaintiff United States, in its sole discretion, that will grant the rights, powers, and authorities necessary to permit him to perform the duties and responsibilities of the Management Trustee pursuant to this Order and Stipulation. The trust agreement shall enable the Management Trustee, on or before the date of the closing of the Verizon/Alltel Transaction, to assume all rights, powers, and authorities necessary to perform his duties and responsibilities, pursuant to this Order and Stipulation and the proposed Modified Final Judgment and consistent with their purposes. W. Stephen Cannon or any subsequently appointed Management Trustee shall serve at the cost and expense of defendants and Alltel, on such terms and conditions as plaintiff United States approves, with a fee arrangement that is reasonable in light of the person's experience and responsibilities.

C. The Management Trustee will have the following powers and responsibilities with respect to the Alltel Divestiture Assets:

(1) the Management Trustee will have the power to manage the Alltel Divestiture Assets in the ordinary course of business consistent with this Order and Stipulation. Only with the prior written approval of plaintiff United States may the Management Trustee make any decision, take any action, or enter any transaction that is outside the ordinary course of business;

(2) the Management Trustee shall have a duty, consistent with the terms of this Order and Stipulation and the proposed Modified Final Judgment, to monitor the organization of

the Alltel Divestiture Assets; manage the Alltel Divestiture Assets in order to maximize their value so as to permit expeditious divestitures in a manner consistent with the proposed Modified Final Judgment; maintain the independence of the Alltel Divestiture Assets from defendants and Alltel; control and operate the Alltel Divestiture Assets to ensure that the Alltel Divestiture Assets remain an independent, ongoing, economically viable competitor to the other mobile wireless telecommunications services providers and assure defendants' and Alltel's compliance with their obligations pursuant to this Order and Stipulation and the proposed Modified Final Judgment;

(3) the Management Trustee shall have the authority to retain, at the cost and expense of defendants and Alltel, such consultants, accountants, attorneys, and other representatives and assistants as are reasonably necessary to carry out the Management Trustee's duties and responsibilities;

(4) the Management Trustee and any consultants, accountants, attorneys, and any other persons retained by the Management Trustee, shall have full and complete access to all personnel, books, records, documents, and facilities of the Alltel Divestiture Assets or to any other relevant information as the Management Trustee may reasonably request, including, but not limited to, all documents and records kept in the normal course of business that relate to the Alltel Divestiture Assets. Defendants and Alltel shall develop such financial or other information as the Management Trustee may reasonably request and shall cooperate with the Management Trustee. Defendants and Alltel shall take no action to interfere with or impede the Management Trustee's ability to monitor defendants' and Alltel's compliance with this Order and Stipulation and the proposed Modified Final Judgment or otherwise to perform his duties

and responsibilities consistent with the terms of this Order and Stipulation and the proposed Modified Final Judgment;

(5) the Management Trustee will ensure that the Alltel Divestiture Assets shall be staffed with sufficient employees to maintain their viability and competitiveness. To the extent that any employee whose principal responsibilities relate to the Alltel Divestiture Assets leaves or has left the Alltel Divestiture Assets prior to divestiture of the Alltel Divestiture Assets, the Management Trustee may replace departing or departed employees with persons who have similar experience and expertise or determine not to replace such departing or departed employees; and

(6) 30 days after the Management Trustee has been appointed by the Court, and thereafter on the last business day of each month until the Alltel Divestiture Assets are either transferred to an Acquirer(s) or to the Divestiture Trustee, the Management Trustee shall report in writing to plaintiff United States concerning the efforts to accomplish the purposes of this Order and Stipulation and the proposed Modified Final Judgment. Included within that report shall be the Management Trustee's assessment of the extent to which the Alltel Divestiture Assets are meeting (or exceeding) their projected goals as those are reflected in existing or revised operating plans, budgets, projections or any other regularly prepared financial statements and the extent to which defendants and Alltel are fulfilling their responsibilities under this Order and Stipulation and the proposed Modified Final Judgment.

D. The following limitations shall apply to the Management Trustee:

(1) the Management Trustee shall not be involved, in any way, in the operations of the other businesses of defendants and Alltel, except that W. Stephen Cannon may: 1)

continue to fulfill his duties as Management Trustee in *United States et al. v. Verizon Communications Inc. and Rural Cellular Corp.*, Civ. No. 1:08-cv-993 (D.D.C. filed June 10, 2008) and *United States v. AT&T Inc. and Dobson Communications Corp.*, 1:07-cv-01952 (D.D.C. Mar. 20, 2008) and 2) fulfill the duties of Management Trustee if so appointed in connection either 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, or to modify an existing Final Judgment in connection with the Verizon/Alltel Transaction;

(2) the Management Trustee shall have no financial interests affected by defendants' and Alltel's revenues, profits or profit margins, except that the Management Trustee's compensation for managing the Alltel Divestiture Assets may include economic incentives dependent on the financial performance of the Alltel Divestiture Assets provided that those incentives are consistent with the objectives of this Order and Stipulation and the proposed Modified Final Judgment and are approved by plaintiff United States; and

(3) the Management Trustee shall be prohibited from performing any further work for defendants and Alltel for one year after the close of the divestiture transactions; however, this prohibition shall not prevent the Management Trustee from acting as Management Trustee or Divestiture Trustee in a case challenging an acquisition under the antitrust laws in which defendants or Alltel are named as a defendant.

E. Defendants and Alltel and the Management Trustee shall take all reasonable efforts to preserve the confidentiality of information that is material to the operation of either the Alltel Divestiture Assets or defendants' and Alltel's businesses. Defendants' and Alltel's personnel supplying services to the Alltel Divestiture Assets pursuant to this Order and Stipulation must

retain and maintain the confidentiality of any and all confidential information material to the Alltel Divestiture Assets. Except as permitted by this Order and Stipulation and the proposed Modified Final Judgment, such persons shall be prohibited from providing, discussing, exchanging, circulating or otherwise furnishing the confidential information of the Alltel Divestiture Assets to or with any person whose employment involves any of defendants' and Alltel's businesses, except as necessary to fulfill the purposes of this Order and Stipulation and the proposed Modified Final Judgment.

F. If in the judgment of the Management Trustee, defendants and Alltel fail to provide the services listed in Section VI of this Order and Stipulation to the satisfaction of the Management Trustee, upon notification to defendants and Alltel and approval by plaintiff United States, the Management Trustee may engage third parties unaffiliated with defendants and Alltel to provide those services for the Alltel Divestiture Assets, at the cost and expense of defendants and Alltel, provided that defendants and Alltel may have reasonable access to necessary information to satisfy themselves that after the services have been provided, the Alltel Divestiture Assets are in compliance with all applicable laws, rules, and regulations.

G. At the option of the Management Trustee, defendants and Alltel may also provide other products and services on an arm's-length basis, provided that the Management Trustee is not obligated to obtain any other product or service from defendants and Alltel and may acquire any such products or services from third parties unaffiliated with defendants and Alltel.

H. If the Management Trustee ceases to act or fails to act diligently and consistently with the purposes of this Order and Stipulation and the proposed Modified Final Judgment, if the Management Trustee proposed by plaintiff United States is not approved by this Court, resigns,

or if for any other reason the Management Trustee ceases to serve in his or her capacity as Management Trustee, plaintiff United States may select a substitute Management Trustee. In this event, plaintiff United States will identify to defendants and Alltel the individual or entity it proposes to select as Management Trustee. Defendants and Alltel must make any objection to this selection within five business days after plaintiff United States notifies defendants and Alltel of the substitute Management Trustee's selection. Plaintiff United States, will move the Court to approve and appoint a substitute Management Trustee. Within five business days of such appointment, defendants and Alltel shall enter into a trust agreement with the substitute Management Trustee subject to the approval of plaintiff United States in its sole discretion as described in Section V.B of this Order and Stipulation.

VI. PRESERVATION OF ASSETS

Until the divestitures required by the proposed Modified Final Judgment have been accomplished, except as otherwise approved in advance in writing by plaintiff United States:

A. Defendants and Alltel and the Management Trustee shall preserve, maintain, and continue to support the Alltel Divestiture Assets, take all steps necessary to manage the Alltel Divestiture Assets in order to maximize their competitiveness, revenue, profitability and viability and to permit expeditious divestitures in a manner consistent with this Order and Stipulation and the proposed Modified Final Judgment.

B. The Alltel Divestiture Assets shall be operated by the Management Trustee as part of an independent, ongoing, economically viable and competitive business to other mobile wireless telecommunications services providers operating in the same license area and operated so that these assets are maintained or increased in value. Notwithstanding the foregoing, the

Management Trustee may manage the Alltel Divestiture Assets 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. Defendants and Alltel and the Management Trustee shall take all steps necessary to ensure that:

(1) the management, sales, and operations of the Alltel Divestiture Assets are independent from defendants' and Alltel's other operations; provided however, that at the request of the Management Trustee, defendants and Alltel shall include the marketing, pricing, and sales of the mobile wireless telecommunications services generated by the Alltel Divestiture Assets in the license areas served by the Alltel Divestiture Assets within its marketing, promotional, and service offerings, in the ordinary course of business, in any national, regional, and local marketing programs. Nothing in this Section shall prohibit the Management Trustee from independently developing reasonable marketing, sales, pricing or promotional offers for the mobile wireless telecommunications services generated by the Alltel Divestiture Assets, which shall be funded and supported by defendants and Alltel;

(2) the Alltel Divestiture Assets are maintained by adhering to normal and planned repair, capital improvement, upgrade and maintenance schedules or at a greater level if necessary to insure that the Alltel Divestiture Assets remain competitive;

(3) the books, records, competitively sensitive sales, marketing and pricing information, and decision-making concerning marketing, pricing or sales of mobile wireless telecommunications services generated by the Alltel Divestiture Assets will be kept separate and apart from defendants' and Alltel's other operations; and

(4) the management of the Alltel Divestiture Assets acts to maintain and increase the sales and revenues of the Alltel Divestiture Assets, and to maintain, all promotional, advertising, sales, markets, and technical support for the Alltel Divestiture Assets, at the previously approved level for 2007 or 2008, whichever is higher, at a minimum.

C. Defendants and Alltel shall take no action that would jeopardize, delay, or impede the sale of the Alltel Divestiture Assets; nor shall defendants or Alltel take any action that would influence or interfere with the ability of any Divestiture Trustee appointed pursuant to the proposed Modified Final Judgment to operate and manage the Alltel Divestiture Assets or to complete the divestitures pursuant to the proposed Modified Final Judgment to an Acquirer(s) acceptable to plaintiff United States.

D. Defendants and Alltel shall provide sufficient working capital and lines and sources of credit as deemed necessary by the Management Trustee to continue to maintain the Alltel Divestiture Assets consistent with this Order and Stipulation.

E. Unless otherwise agreed to by plaintiff United States in its sole discretion, within thirty (30) days of closing the Verizon/Alltel Transaction, defendants and Alltel shall resolve all outstanding obligations related to the Alltel Divestiture Assets including but not limited to agent and employee compensation, vendors, and landlords.

F. Except (1) as recommended by the Management Trustee and approved by plaintiff United States, or (2) as part of a divestiture approved by plaintiff United States in accordance with the terms of the proposed Modified Final Judgment, defendants and Alltel shall not remove, sell, lease, assign, transfer, pledge, or otherwise dispose of any of the Alltel Divestiture Assets outside the ordinary course of business.

G. The Management Trustee, with defendants' and Alltel's cooperation consistent with this Order and Stipulation and the proposed Modified Final Judgment, shall maintain, in accordance with sound accounting principles, separate, accurate, and complete financial ledgers, books and records that report on a periodic basis, such as the last business day of every month, consistent with past practices, the assets, liabilities, expenses, revenues, and income of the Alltel Divestiture Assets.

As part of defendants' and Alltel's cooperation:

(1) prior to the closing of the Verizon/Alltel Transaction, defendants and Alltel shall notify plaintiff United States in writing of the steps defendants and Alltel have taken to comply with this Section. If the Verizon/Alltel Transaction has not closed within 30 days after the filing of the Joint Motion to Modify Final Judgment, on that day, defendants and Alltel will submit to plaintiff United States a detailed statement of how defendants and Alltel will comply with Section VI.A, prior to the closing of the Verizon/Alltel Transaction, including but not limited to: (a) marketing plans for the sale of mobile wireless telecommunications services by the mobile wireless businesses to be divested, including customer retention plans and promotions; (b) the designation of a management team who will have responsibility for and manage the Alltel Divestiture Assets prior to the closing of the Verizon/Alltel Transaction, identifying any changes from pre-filing staffing; (c) plans for the retention of employees and payment of retention bonuses to employees whose primary duties related to the mobile wireless businesses to be divested; and (d) plans for network maintenance, repair improvements, and upgrades of the Alltel Divestiture Assets;

(2) at least 15 days prior to the closing of the Verizon/Alltel Transaction, unless such time is waived or shortened by plaintiff United States, defendants and Alltel will provide to the Management Trustee and plaintiff United States, for the Alltel Divestiture Assets, a separate financial report for each of these CMAs, including detailed management reports describing existing and future plans for human resources, marketing, network upgrades, and capital expenditures in each divestiture area, and the extent to which each plan or project has been completed. Defendants and Alltel shall produce these reports in a form and with content that is acceptable to the Management Trustee and plaintiff United States; and

(3) at least 15 days prior to the closing of the Verizon/Alltel Transaction, unless such time is waived or shortened by plaintiff United States, defendants and Alltel will provide all reports regularly prepared by Alltel that measure sales activity for each CMA in the Alltel Divestiture Assets, that are in a form and with content acceptable to the Management Trustee and plaintiff United States.

H. No later than 15 days prior to the closing of the Verizon/Alltel Transaction, defendants and Alltel shall identify, by name and title, to the Management Trustee and plaintiff United States, sufficient employees for each of the Alltel Divestiture Assets who are familiar with and have had responsibility for the management, operation, marketing, and sales of the Alltel Divestiture Assets, to assist the Management Trustee with his duties and responsibilities hereunder. No later than seven days prior to the closing of the Verizon/Alltel Transaction, upon approval of the Management Trustee and plaintiff United States, defendants and Alltel shall appoint sufficient employees for each of the Alltel Divestiture Assets who are familiar with and have had responsibility for the management, operation, marketing, and sales of the Alltel Divestiture Assets, to assist the Management Trustee with his duties and responsibilities

hereunder. Defendants and Alltel may offer a bonus or severance to employees whose primary employment responsibilities relate to the Alltel Divestiture Assets, who continue their employment until divestiture (in addition to any other bonus or severance to which the employees would otherwise be entitled).

I. Until the Verizon/Alltel Transaction is consummated, Alltel will operate the Alltel Divestiture Assets in the same fully competitive manner as its other mobile wireless services businesses and defendants and Alltel will not influence or attempt to influence the operation of the Alltel Divestiture Assets pending their divestiture. Following consummation of the Verizon/Alltel Transaction, except for employees (1) whose primary employment responsibilities relate to the Alltel Divestiture Assets, or (2) who are involved in providing support services to the Alltel Divestiture Assets pursuant to Sections V and VI of this Order and Stipulation and Section V of the proposed Modified Final Judgment, defendants and Alltel shall not permit any other of their employees, officers, agents, or directors to be involved in the operations of the Alltel Divestiture Assets, including but not limited to decision making concerning marketing, pricing or sales of mobile wireless telecommunications services generated by the Alltel Divestiture Assets.

J. Except as required by law in the course of (1) complying with this Order and Stipulation and the proposed Modified Final Judgment; (2) overseeing compliance with policies and standards concerning the safety, health, and environmental aspects of the operations of the Alltel Divestiture Assets and the integrity of their financial controls; (3) defending legal claims, investigations, or enforcement actions threatened or brought against the Alltel Divestiture Assets; or (4) obtaining legal advice, defendants' and Alltel's employees (excluding employees

(a) whose primary employment responsibilities relate to the Alltel Divestiture Assets, or (b) who are involved in providing support services to the Alltel Divestiture Assets pursuant to Sections V and VI of this Order and Stipulation and Section V of the proposed Modified Final Judgment) shall not receive, or have access to, or use any material confidential information, not in the public domain, of the Alltel Divestiture Assets. Defendants and Alltel may receive aggregate financial information relating to the Alltel Divestiture Assets to the extent necessary to allow defendants and Alltel to prepare defendants' and Alltel's consolidated financial reports, tax returns, reports required by securities laws, and personnel reports. Any such information that is obtained pursuant to this subparagraph shall be used only for the purposes set forth in this subparagraph.

K. Until the Alltel Divestiture Assets are divested to an Acquirer(s) acceptable to plaintiff United States pursuant to the Modified Final Judgment, defendants and Alltel shall provide to the Alltel Divestiture Assets, at no cost, support services needed to maintain the Alltel Divestiture Assets in the ordinary course of business, including but not limited to:

- (1) federal and state regulatory policy development and compliance;
- (2) human resources administrative services;
- (3) environmental, health and safety services, and developing corporate policies and insuring compliance with federal and state regulations and corporate policies;
- (4) preparation of tax returns;
- (5) financial accounting and reporting services;
- (6) audit services;

- (7) legal services;
- (8) routine network maintenance, repair, improvements, and upgrades;
- (9) switching, call completion, and other services necessary to allow subscribers to use mobile wireless services and complete calls;
- (10) billing, customer care and customer service related functions necessary to maintain the subscriber account and relationship;
- (11) for each retail and indirect sales outlet, a 60 day supply of inventory, including both handsets and accessories, branded as directed by the Management Trustee, based on each outlet's average sales for the prior two (2) months, and if the Management Trustee requests, defendants and Alltel shall make available in sufficient quantities, branded as directed by the Management Trustee, handsets and accessories, introduced by Alltel in similar markets that are compatible with the network in the divestiture markets;
- (12) the individual financial reports described in Section VI.G.2 shall be provided on a monthly basis; and
- (13) the sales reports described in Section VI.G.3 shall be provided on a daily basis.

VII. DURATION OF ASSET PRESERVATION OBLIGATIONS

Defendants' and Alltel's obligations under this Order and Stipulation shall remain in effect until (1) consummation of the divestitures required by the proposed Modified Final Judgment or (2) until further order of the Court. If plaintiff United States voluntarily withdraws

its approval of the Modified Final Judgment in this matter, defendants and Alltel are released from all further obligations under this Order and Stipulation.

Dated: October 30, 2008

Respectfully Submitted,

FOR PLAINTIFF UNITED STATES OF AMERICA:

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FOR DEFENDANT VODAFONE
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/s/ Ilene Knable Gotts

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ORDER

IT IS SO ORDERED by this Court this ____ day of _____, 2008

United States District Judge