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IN THE CIRCUIT COURT OF COLE COUNTY, MISSOURI

JERRY L. WHITNEY, INDIVIDUALLY AND AS)
REPRESENTATIVE OF THE CLASS OF CUSTOMERS)
OF ALTEL COMMUNICATIONS, INC., WHO WERE)
CHARGED A FEE FOR "REGULATORY COST)
RECOVERY FEE" FROM JULY 1, 2001 THROUGH)
JANUARY 31, 2003,)

Case No. 02CV326-131

Plaintiff,)

vs.)

ALTEL COMMUNICATIONS, INC.,)

Defendant.)

NOTICE OF PENDENCY OF CLASS
ACTION, PROPOSED SETTLEMENT, AND HEARING

THIS NOTICE MAY AFFECT YOUR RIGHTS
PLEASE READ IT CAREFULLY

TO THE FOLLOWING: ALL CURRENT AND FORMER ALTEL CUSTOMERS WHO WERE CHARGED AND PAID A "REGULATORY COST RECOVERY FEE" BETWEEN JULY 1, 2001 AND JANUARY 31, 2003.

YOU MAY BE ENTITLED TO BENEFITS DEPENDING UPON WHEN YOU WERE CHARGED AND PAID THE "REGULATORY COST RECOVERY FEE." TO DETERMINE WHAT YOUR BENEFITS MAY BE, SEE SECTIONS IV AND V.

FOR MORE INFORMATION SEE WWW.ALTELCLASSACTIONSETTLEMENT.COM OR CALL 1-800-454-5158. PARA UNA NOTIFICACION EN ESPANOL LLAMAR 1-800-454-5158 O VISITAR NUESTRO WEBSITE WWW.ALTELCLASSACTIONSETTLEMENT.COM.

I. WHY ARE YOU RECEIVING THIS NOTICE?

This Notice is to inform you that you may be eligible to receive certain benefits pursuant to a Settlement of a class action suit styled Jerry L. Whitney, et al. v. Alltel Communications, Inc., Case No. 02CV326-131, which is pending in the Circuit Court of Cole County, Missouri ("the Lawsuit").

This Notice describes the Class Action and the proposed Settlement and advises you of the date, time, and place of a hearing to be held by this Court to decide whether the Court will give final approval to the Settlement. All Settlement Class members who do not exclude themselves from the Settlement on a timely basis (as described below) will be entitled to the Settlement benefits set forth in Paragraph V below and will be bound by the orders issued by the Court regarding the Settlement.

You are receiving this Notice because you have been identified as a former customer and potential member of this class action. You should carefully read this entire Notice.

II. WHAT IS A CLASS ACTION?

Class actions are lawsuits in which the claims and rights of many people are decided in a single court proceeding. A Representative Plaintiff ("Class Representative" or "Class Plaintiff") is named in the lawsuit to assert the claims of the entire class. This avoids the necessity for a large number of people to file similar individual lawsuits and enables the court system to resolve similar claims in an efficient and economical way. Class actions assure that people with similar claims are treated alike. In a class action, the court is guardian of class interests and supervises the prosecution of the class claims by Class Counsel to assure that the representation is adequate. Class members are not individually responsible for the costs or fees of counsel, which are subject to court award.

III. DESCRIPTION OF THIS LAWSUIT

In this Lawsuit, A Class Representative is acting on behalf of the nationwide Settlement Class described above. The Class Plaintiff has brought this Lawsuit as a class action under Rule 52.08 of the Missouri Rules of Civil Procedure. They allege, among other things, (1) that Defendant violated the Missouri Unfair Merchandising Practices Act and other similar laws throughout the United States by making what are alleged to be misleading or deceptive statements regarding the Regulatory Cost Recovery Fee (referred to hereinafter as "the Fee" or "Fee"), and (2) that Defendant was unjustly enriched by collecting the Regulatory Cost Recovery Fee. The Class Plaintiff claims that Defendant is liable for compensatory, statutory, and related damages, punitive damages, and attorneys' fees and costs under various statutory and common law theories.

Defendant denies the Class Plaintiff's factual and legal allegations and believes he is incorrect. In the Lawsuit, Defendant has denied all of the Plaintiff's allegations and has raised a number of defenses to the claims asserted. This Notice does not imply that there has been any finding of any violation of the law by Alltel or that recovery could be had in any amount. Although the Court has authorized Notice to be given of the proposed Settlement, this Notice does not express the opinion of the Court on the merits of the claims or defenses asserted by either side in the Lawsuit.

IV. WHO IS IN THE SETTLEMENT CLASS?

Pursuant to the Missouri Rules of Civil Procedure and an Order of the Court dated December 20, 2006, the Court has authorized this Notice to be sent to possible members of this class. The Settlement Class has been identified from Alltel's records. The Settlement Class consists of:

ALL CURRENT OR FORMER ALLTEL CUSTOMERS IN THE UNITED STATES WHO WERE CHARGED AND PAID A "REGULATORY COST RECOVERY FEE" BETWEEN JULY 1, 2001 AND JANUARY 31, 2003 AND WHO FALL WITHIN ONE OF THE FOLLOWING THREE (3) SUBCLASSES:

ALLTEL SUBCLASS 1

ALL CURRENT ALLTEL CUSTOMERS WHO ARE, AS OF THE PAYMENT DATE, ENROLLED IN AN ALLTEL PLAN PROVIDING LIMITED CALLING MINUTES PER MONTH AND WHOSE FEE HAS NOT, AS OF THE DATE OF THIS SETTLEMENT AGREEMENT, BEEN ADJUSTED TO -0-.

ALLTEL SUBCLASS 2

ALL CURRENT ALLTEL CUSTOMERS WHO ARE, AS OF THE PAYMENT DATE, ENROLLED IN AN ALLTEL WIRELESS PLAN PROVIDING UNLIMITED CALLING MINUTES PER YEAR AND/OR MONTH AND WHOSE FEE HAS NOT, AS OF THE DATE OF THIS SETTLEMENT AGREEMENT, BEEN ADJUSTED TO -0-.

ALLTEL SUBCLASS 3

ALL FORMER ALLTEL SUBSCRIBERS IN THE UNITED STATES AT ANY TIME WHO PAID THE FEE BETWEEN JULY 1, 2001 AND JANUARY 31, 2003.

The Court has preliminarily approved the Settlement. If the proposed Settlement does not become final, the Settlement will be null and void, and the Lawsuit will proceed as if there had been no proposed Settlement or Notice.

V. THE PROPOSED SETTLEMENT

Class Counsel have engaged in discovery and investigated the facts and applicable law regarding the Class Representative's claims and Alltel's defenses. The parties in this action have engaged in lengthy and "arms-length" negotiations, including three negotiating sessions that did not reach a resolution, followed by a formal mediation conducted before the Hon. Robert Russell, which resulted, after follow-up negotiations, in this Settlement. Class Representative and Class Counsel believe that the proposed Settlement is fair, reasonable, adequate, and in the best interests of the Settlement Class. Both sides agree that, by settling, Alltel is not admitting any liability or that Alltel did anything wrong, but both sides want to avoid the uncertainties and high cost in time and money in litigation of this type.

Under the proposed Settlement, Alltel will provide the following to Settlement Class members:

ALLTEL SUBCLASS 1

Those Subclass 1 members who do not opt out of the Settlement will have the choice of either:

Option 1: Seventeen (17) Total Freedom minutes of wireless service to be used within the month awarded, with no carryover.

Or

Option 2: A non-assignable credit voucher useable within one (1) year from the Final Approval of up to \$5.50 towards the purchase of any then available and being offered for sale individual wireless telephone accessory (excluding telephones) at the Alltel retail store at which the voucher is presented. If the price of the individual wireless accessory is less than \$5.50, the voucher value is limited to the price of the accessory.

SUBCLASS 2

Those Subclass 2 members who do not opt out of the Settlement will have the choice of either:

Option 1: Fifty-five (55) minutes of free wireline long distance service useable on all major carriers (excluding payphones) within twelve (12) months of activation.

Or

Option 2: A non-assignable credit voucher useable within one (1) year from the Final Approval of up to \$5.50 towards the purchase of any then available and being offered for sale individual wireless telephone accessory (excluding telephones) at the Alltel retail store at which the credit voucher is presented. If the price of the individual wireless accessory is less than \$5.50, the credit voucher value is limited to the price of the accessory.

SUBCLASS 3

Those Subclass 3 members who do not opt out of the Settlement will have the attached calling card activated to provide fifty-five (55) minutes of free wireline long distance service for each cell phone number for which the Former Customer was charged a Regulatory Fee by Alltel between July 1, 2001 and January 31, 2003. The long distance service will be useable on all major carriers (excluding payphones) within twelve (12) months of activation. The minutes will be activated and available within thirty (30) days after the Effective Date as defined in the Settlement Agreement. Class members may be advised of the Effective Date on the website www.alltelclassactionsettlement.com or by calling 1-800-454-5158.

VI. WHO REPRESENTS THE CLASS?

The Court has appointed Jerry Whitney as Class Representative. The Court has appointed the following attorneys as Class Counsel:

SPEER LAW FIRM, P.A.

Charles F. Speer
104 West 9th Street, Suite 305
Kansas City, Missouri 64105

MORRIS AND ASSOCIATES

Stephen Morris
401 W. "A" Street, Suite 2200
San Diego, CA 92101

COOK, VETTER, DOERHOFF & LANDWEHR, P.C.

Timothy W. Van Ronzelen
Matthew A. Clement
P.O. Box 2318
Jefferson City, Missouri 65102-2318

BARTIMUS, FRICKLETON, ROBERTSON & GORNY

Edward D. Robertson, Jr.
715 Swifts Highway
Jefferson City, Missouri 65109

Class Counsel represents the interests of the Settlement Class, and you will not be charged for their services. You may hire your own attorney to advise you, but if you hire your own attorney, you will be responsible for paying that attorney's fees.

VII. OPTIONS OF SETTLEMENT CLASS MEMBERS

**YOU HAVE BEEN IDENTIFIED IN ALLTEL'S RECORDS AS A FORMER CUSTOMER.
IF YOU ARE A SETTLEMENT CLASS MEMBER, YOU HAVE THE FOLLOWING OPTIONS:**

- a. If you wish to receive benefits under the Class Settlement, you will automatically receive your benefit without doing anything. The enclosed calling card will be activated or available within thirty (30) days after the Effective Date

defined in the Settlement Agreement. Class members may be advised of the Effective Date by checking the website www.alltelclassactionsettlement.com or by calling 1-800-454-5158. Your interests as a member of the Settlement Class will be represented by the Class Representative and Class Counsel without charge to you. You will be bound by any judgment approving or disapproving the Settlement.

b. You can request exclusion from the Settlement Class. If you choose to be excluded from the Settlement Class, you will not be bound by any judgment or other final disposition of this Lawsuit. You will retain any claims against Alltel you might have. To request exclusion, you must state in writing your desire to be excluded from the Settlement Class. You must sign your request for exclusion personally or by legal counsel. If you are a corporation or other entity, the request for exclusion must be signed by an authorized representative or legal counsel of the corporation or other entity. Your request must include: (1) your full name, current address, and applicable wireless account number; (2) your signature; and (3) a specific statement that "I want to be excluded from the Settlement Class." You must file a request for exclusion for each wireless telephone account that falls within any subclass. Only those accounts referenced will be excluded. The request for exclusion must be sent by first class mail, postmarked on or before April 30, 2007 addressed to:

SPEER LAW FIRM, P.A.
Charles F. Speer
104 West 9th Street, Suite 305
Kansas City, Missouri 64105

If the request is not postmarked on or before April 30, 2007 your request for exclusion will be invalid, and you will be included in the Settlement Class automatically. If you do not request exclusion, you will be bound by the terms of the Settlement approved by the Court, including without limitation, the judgment ultimately rendered in the Lawsuit, and you will be barred from bringing any claims which arise out of or relate in any way to Alltel's Regulatory Cost Recovery Fee.

c. You can remain a Settlement Class member and hire your own attorney to represent you at your own cost. If you want your own attorney to represent you in this lawsuit, your attorney must file a Notice of Appearance by April 30, 2007, with the Circuit Clerk of Cole County Missouri, 301 East High, Jefferson City, Missouri, 65101 and send a copy to Class Counsel and counsel for Alltel at the address listed in subparagraph (e) below.

d. You can object to the proposed settlement. If you do not request exclusion from the Settlement Class, you can object to any aspect of the proposed Settlement, including the fairness of the Settlement, the attorneys' fees and costs, or the adequacy of Class Counsel or Class Representative, or notice, by filing and serving a written objection. You must sign your objection personally or by legal counsel. If you are a corporation or other entity, the objection must be signed by an authorized representative or legal counsel of the corporation or other entity. Your objection must state your full name, current address, and applicable wireless account number. Your objection must state why you object to the proposed Settlement and any reasons supporting your position.

If you intend to appear in person or through your own attorney at the May 22, 2007, hearing described below in Paragraph VIII, you must include with your objection a notice of your intention to appear at the hearing.

You must mail any objection, along with any notice of intent to appear, postmarked on or before April 30, 2007, to Class Counsel and counsel for Alltel:

The address for Class Counsel is:

SPEER LAW FIRM, P.A.
Charles E. Speer
104 West 9th Street, Suite 305
Kansas City, Missouri 64105

The address for counsel representing Alltel in this litigation is:

Phillip Greenfield
Rouse Hedricks German May, PC
1010 Walnut, Suite 900
Kansas City, Missouri 64106

Any Settlement Class member who does not file and serve objections in the time and manner described above will not be permitted to raise those objections later.

VIII. THE COURT WILL HOLD A HEARING TO CONSIDER APPROVAL OF THE PROPOSED SETTLEMENT.

There will be a hearing to consider approval of the proposed Settlement on May 22, 2007, beginning at 1:30 p.m. at the Circuit Court of Cole County Missouri, 301 East High Street, Jefferson City, Missouri, 65101. The hearing may be postponed to a later date without further notice. The purpose of the hearing is to determine the fairness, reasonableness, and adequacy of the terms of Settlement, whether the Settlement Class is adequately represented by the Class Representative and Class Counsel, and whether an order and final judgment should be entered approving the proposed Settlement. The Court also will consider Class Counsel's application for an award of attorneys' fees up to a maximum of \$2,000,000 and reimbursement of costs and expenses to be paid by Defendants up to a maximum of \$75,000, and their request for additional compensation for the Class Representative to be paid by Defendants up to a maximum of \$2,500.00. The benefits you receive will not be reduced by the payment of fees, additional compensation or repayment of expenses and court costs to Class Counsel or Class Representative up to the maximums set forth above.

You will be represented at the hearing on the fairness of the Settlement by Class Counsel, unless you choose to enter an appearance in person or through your own counsel. The appearance of your own attorney is not necessary to participate in the hearing on the fairness of the Settlement. As a member of the Settlement Class, you will not be personally responsible for attorneys' fees or cost disbursements except those of your own counsel.

IX. LEGAL EFFECT OF THE SETTLEMENT (RELEASE OF CLAIMS)

Upon the Court's approval of the Settlement, the class members who do not properly opt out of the proposed Settlement Class, regardless of whether or not a claim for benefits is filed, will release and forever discharge Alltel (as defined in the Settlement Agreement) from any and all claims, demands, debts, liabilities, actions, causes of action of every kind and nature, obligations, damages, losses, and costs, whether known or unknown, actual or potential, suspected or unsuspected, direct or indirect, contingent or fixed, that have been, could have been, or in the future might be asserted in the Lawsuit or in any other court or proceeding which relate in any way to the Regulatory Cost Recovery Fee that was charged to customers from July 1, 2001, to January 31, 2003, including (without limitation) the assessment, charging, advertising, billing, or collection of the Fee by Alltel to their customers in the United States between July 1, 2001 and January 31, 2003.

X. ADDITIONAL INFORMATION

This Notice is only a summary. For a more detailed statement of the matters involved in the Lawsuit or the Settlement, you may refer to the papers filed in this Lawsuit during regular business hours at the office of the Circuit Court of Cole County, 301 East High Street, P.O. Box 1870, Jefferson City, MO 65102-1870 Case No. 02CV326-131, Whitney, et al. v. Alltel Communications, Inc., or visit www.alltelclassactionsettlement.com.

ALL QUESTIONS ABOUT THIS NOTICE, THE CLASS ACTION, OR THE PROPOSED SETTLEMENT SHOULD BE DIRECTED TO CLASS COUNSEL, CHARLES SPEER. PLEASE DO NOT CONTACT THE COURT FOR INFORMATION.

Dated: December 20, 2006

/s/
Circuit Clerk of Cole County, Missouri

Settlement Calling Card

55 Minutes Free Wireline
Long Distance Card

1-800-418-4197

Use PIN(s) as listed

The above calling card is worth fifty-five (55) minutes of free wireline long distance service useable on all major carriers (excluding payphones) within twelve (12) months of activation. The enclosed calling card will be activated or available within thirty (30) days after the Effective Date defined in the Settlement Agreement. Class members may be advised of the Effective Date by checking the website www.alltelclassactionsettlement.com or by calling 1-800-454-5158.

To place a call using your 55 minute LD card, dial 1-800-418-4197 and follow the prompts.

If you have more than one subscriber number under your account, a list of your additional subscriber numbers and PINs are printed on page 9 and 10 of this notice.

To use your additional calling cards, dial 1-800-418-4197 and use one of the following Personal Identification Numbers (PINs) to place your call. Each Subscriber Number and PIN is worth 55 minutes of wireline long distance service on all major carriers (excluding payphones) within twelve (12) months of activation.

Subscriber Number	PIN	Subscriber Number	PIN
850-544-1340	8794244822		



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