

IN THE CIRCUIT COURT OF SALINE COUNTY, ARKANSAS THIRD DIVISION

PETER ROSENOW, individually and
on behalf of a class of similarly situated persons

PLAINTIFF

v. Case No. CV 2006-182-3

ALLTEL CORPORATION and
ALLTEL COMMUNICATIONS, INC.

DEFENDANTS

NOTICE OF CLASS ACTION SETTLEMENT AND APPROVAL HEARING

To: Arkansas residents, excluding Alltel's employees, officers, directors and agents, who have paid Alltel's early termination fee from February 15, 2001 through November 10, 2014.

Haga clic aquí para ver este aviso en español: www.AlltelETFSettlement.com

This notice explains the settlement of a class action lawsuit that concerns the Early Termination Fee imposed by Alltel on Arkansas customers who terminated their Alltel service before their contract term ended. The Stipulation and Settlement Agreement has been preliminarily approved by the Court.

PLEASE TAKE NOTICE THAT on January 5, 2015, in the Saline County Courthouse, Judge Grisham Phillips, Division 3 Courtroom, 200 North Main Street, Benton, Arkansas, 72015 at 9:00 a.m., a Final Approval Hearing shall be conducted to determine whether to grant final approval to the Stipulation and Settlement Agreement, consider any timely objections to the Settlement, rule on the application for a fee and cost award submitted by attorneys for the class in this Action, and rule on the application for an incentive award to the Class Representative.

No refunds will be paid until after the Settlement has become Final.

READ THIS NOTICE CAREFULLY. You may be entitled to share in the proceeds of the Settlement. Your rights to a monetary award may be affected.

This is not a lawsuit against you. You are not being sued. This is a notice of proposed class action settlement. In the following notice, you are being told about the features of the proposed Settlement, and asked to decide whether you would like to participate in this Settlement, oppose it, or exclude yourself from it.

1. Who are the parties in this class action?

Peter Rosenow is the Class Representative. Mr. Rosenow filed this lawsuit as a class action to assert his own individual claims and to represent a class of persons who have similar claims. The defendants are Alltel Corporation and Alltel Communications, LLC (collectively, "Alltel"). The lawsuit is pending in the Circuit Court of Saline County, Arkansas.

2. Are you a member of the Class?

The Class consists of all Arkansas residents, excluding Alltel's employees, officers, directors and agents, who have paid Alltel's early termination fee from February 15, 2001 through November 10, 2014, other than those individuals who already have requested to be excluded from the Class.

3. What is this Action about?

Mr. Rosenow claims that Alltel's Early Termination Fee violated the Arkansas Deceptive Trade Practices Act and constituted unjust enrichment by Alltel.

Alltel denies these allegations.

Based on the information available to both sides, and the risks involved in a trial, Mr. Rosenow, as well as the attorneys for the class, have concluded that the proposed settlement is fair, reasonable, and adequate, and that it serves the best interests of the Class Members.

4. What do you have to do to receive compensation or benefits from the settlement?

You must timely submit a complete Claim Form affirming each of the following: (1) you held an account with Alltel and can provide your Alltel mobile telephone number, (2) between February 15, 2001 and November 10, 2014, you paid one or more Early Termination Fees or Early Disconnect Penalties (“ETF”) charged by Alltel; (3) at the time you paid the ETF(s), your billing address was within the State of Arkansas. To be timely, the Claim Form must be submitted by May 5, 2015.

5. What compensation or benefits will the settlement provide?

The Settlement, if it is finally approved by the Court, provides that Settlement Class Members who submit an Approved Claim will receive a \$70 payment per line on which an ETF was paid.

NOTE: No benefits will be made available until after approval of the Settlement by the Court becomes Final.

If you are a member of the class receiving this notice, and you do not file a claim, you will not be entitled to receive any benefits for the claims that are the subject of this Action but will be bound by the Settlement.

6. How much money will the attorneys be paid and who will pay it?

The attorneys for the plaintiffs and the class will submit to the Court for approval a request for attorney’s fees and expenses to be paid by Alltel, in an amount not to exceed \$1,969,946.00.

The Court will determine the amount of any fees and expenses awarded to class counsel, which will **not** be deducted from the payments made to the class. Each Approved Claim will receive \$70 per line on which an ETF was paid.

7. Will the individual who pursued this lawsuit on behalf of the class receive anything in addition to the benefits provided to other members of the class?

Yes. Mr. Rosenow will ask the Court to award him up to \$5,000 as an incentive award for his effort and time expended in this litigation. The Court will determine the amount of any such incentive award, which will be paid by Alltel and will **not** be deducted from the payments made to the class.

8. What are your options?

If you are a Class Member, you will have the following options:

- file a Claim if you meet the criteria set out in paragraph 4 above.
- do nothing, thereby foregoing the possibility of receiving any relief pursuant to the Settlement.
- stay in the Settlement Class and file a timely Objection if you disagree with any part of the Settlement or the request for attorney’s fees or expenses or the incentive award.
- exclude yourself from the Settlement Class, which means you will not participate in any of the financial benefits from the Settlement, will not be bound by the releases made or judgment entered in connection with the Settlement, and will not be permitted to object to any part of the Settlement.

The following sections explain the consequences of pursuing each option.

8a. What happens if you file a Claim?

If you are a Class Member and you timely complete and submit a Claim Form, and if the Claim Form is approved, you will receive the relief described above once the Settlement has become Final. To be timely, the Claim Form must be submitted by May 5, 2015.

Unless you submit a Request for Exclusion (in which case you will not receive any of the benefits of the Settlement, see section 9d below), you will be prohibited from bringing a lawsuit against Alltel based on or related to Alltel’s ETF.

The Claim Form provides direction as to how the Claim Form should be filled out.

In the Claim Form, you will be required, among other things, to certify, to the best of your knowledge and belief, that (1) you held an account with Alltel, (2) between February 15, 2001, and November 10, 2014, you paid one or more ETFs charged by Alltel, and (3) at the time you paid the ETF(s), your billing address was within the State of Arkansas.

8b. What happens if you do not submit a Claim?

Under the terms of the Settlement, if you do not submit a Claim Form, you will not receive any refund. If the Court approves the Settlement, and if you do not submit a Claim, you nevertheless will be bound by the Settlement, unless you submit a Request for Exclusion.

8c. How do I file an objection?

You may remain in the Settlement Class and file an objection if you disagree with any part of the Settlement or the request for attorney's fees and expenses or the payment of the incentive award. You must state your objection in writing and file it with the Court no later than December 19, 2014. You must simultaneously mail your objection to plaintiffs' attorneys:

Scott E. Poynter Emerson Poynter LLP 1301 Scott Street Little Rock, AR 72202	and	Todd Turner Arnold, Batson, Turner & Turner, P.A. 501 Crittenden Street PO Box 480 Arkadelphia, AR 71923
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and to Alltel's attorneys:

Chad W. Pekron
Quattlebaum, Grooms & Tull, PLLC
111 Center Street, Suite 1900
Little Rock, AR 72201

Included in any such objection must be a statement of the basis for your objection and any evidence supporting the objection, a declaration under penalty of perjury stating that you are a Settlement Class Member as described in section 2 above, and your full name, current address, and Alltel wireless telephone number. If you do not properly file and serve an objection by the required date, any objections you may have to the settlement will be waived and you will be foreclosed from making any objection (whether by appeal or otherwise) to the Settlement. If you decide to file an objection, you may be required to make yourself available for a deposition within a reasonable time before the Final Approval Hearing.

8d. How do I exclude myself from the class?

You can exclude yourself from the Settlement Class, which means you will not participate in any aspect of the Settlement and you may pursue your own claims, if any, at your own expense against Alltel or the Released Parties. To exclude yourself, you must submit your request to be excluded in writing to:

Rosenow v. Alltel Settlement Administrator
c/o Gilardi & Co. LLC
P.O. Box 6002
Larkspur CA 94977-6002

Your request must be signed, include your name, address, and telephone number, and clearly state that you wish to be excluded from the class. Your request must be postmarked no later than December 19, 2014.

9. When will the Court conduct the Final Approval Hearing?

The Court will conduct a public hearing to determine whether to approve the proposed Settlement, and determine the amount of fees and expenses to be awarded to the attorneys for the plaintiffs and the class and payment of the incentive fees, on January 5, 2015. The Court may postpone the date. If available, notice of any

such postponement will be posted at www.AlltelETFSettlement.com. Although the hearing will be open to the public, you will not be permitted to speak at the hearing unless you have filed a timely objection to the Settlement, the attorney's fees and expenses, or the incentive award in the manner described in section 8.c above.

10. Where can you get additional information?

This notice provides only a summary of matters regarding the lawsuit. The documents, Stipulation and Settlement Agreement, and orders in the Action provide greater detail and may clarify matters that are described only in general or summary terms in this notice. Copies of the Stipulation and Settlement Agreement, other documents, court orders, and other information related to the lawsuit may be examined at www.AlltelETFSettlement.com. Capitalized terms used in this notice have the meanings as defined in the Stipulation and Settlement Agreement. In case of conflict between the Stipulation and Settlement Agreement and this notice, the Stipulation and Settlement Agreement controls.

You may also examine the Stipulation and Settlement Agreement, the court orders and the other papers filed in the Action at the Office of the Clerk of the Circuit Court of Saline County, 200 North Main Street, Benton, Arkansas, during regular business hours. If you wish, you may seek the advice and guidance of your own attorney, at your own expense.

If you wish to communicate with or obtain information from attorneys for the class, you may do so by letter or by telephone at the addresses listed below. You should direct any such inquiries concerning a Claim or other matters described in this notice to Class Counsel:

Scott E. Poynter
Emerson Poynter LLP
1301 Scott Street
Little Rock, AR 72202
(501) 907-2555

and

Todd Turner
Arnold, Batson, Turner & Turner, P.A.
501 Crittenden Street
PO Box 480
Arkadelphia, AR 71923
(501) 246-9844

Please do not contact the Court, Counsel for Alltel, or any Alltel or Verizon Wireless representative for information.

Dated: November 10, 2014

By order of the Circuit Court of Saline County, Arkansas.

Judge Grisham Phillips, Circuit Judge