

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

UNITED STATES OF AMERICA et al.,

Plaintiffs,

v.

AT&T INC. et al.,

Defendants.

Civil Action No. 11-01560 (ESH)

Referred to Special Master Levie

**PLAINTIFFS' MOTION SEEKING RELIEF
TO FACILITATE EFFICIENT TRIAL PREPARATION**

Plaintiffs respectfully move for entry of the attached proposed Order. Entry of the proposed Order narrowly modifies this Court's Protective Order to allow Plaintiffs to provide and discuss a discrete set of materials with outside counsel and experts who have the right to view the materials in the Federal Communications Commission proceeding on the transaction. Pursuant to LCvR 7(m), counsel for the parties have conferred, and Defendants oppose this motion.

Dated this 16th day of November 2011.

Richard L. Schwartz
Geraldyn J. Trujillo
Mary Ellen Burns
Keith H. Gordon
Matthew D. Siegel
Counsel for the State of New York

David M. Kerwin
Jonathan A. Mark
Counsel for the State of Washington

Quyen D. Toland
Ben Labow
Counsel for the State of California

Robert W. Pratt
Chadwick O. Brooker
Counsel for the State of Illinois

William T. Matlack
Michael P. Franck
Counsel for the Commonwealth of Massachusetts

Jessica L. Brown
Counsel for the State of Ohio

James A. Donahue, III
Joseph S. Betsko
Counsel for the Commonwealth of Pennsylvania

José G. Díaz-Tejera
Nathalia Ramos-Martínez
Counsel for the Commonwealth of Puerto Rico

Respectfully submitted,

/s/ Joseph F. Wayland
Joseph F. Wayland
Deputy Assistant Attorney General

/s/ Matthew C. Hammond
Matthew C. Hammond

Laury E. Bobbish
Claude F. Scott, Jr. (D.C. Bar #414906)
Kenneth M. Dintzer
Christine A. Hill (D.C. Bar #461048)
U.S. Department of Justice
Antitrust Division
450 Fifth Street, N.W., Suite 7000
Washington, D.C. 20530
Tel: (202) 514-5621
Fax: (202) 514-6381
matthew.hammond@usdoj.gov
Counsel for the United States of America

CERTIFICATE OF SERVICE

I, Matthew C. Hammond, hereby certify that on November 16, 2011, I caused a true and correct copy of the foregoing Plaintiffs' Motion Seeking Relief to Facilitate Efficient Trial Preparation, its Memorandum in Support, and Proposed Special Master Order to be served via electronic mail on:

For Defendant AT&T Inc.:

Steven F. Benz
Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C.
Sumner Square
1615 M Street, N.W., Suite 400
Washington, D.C. 20036
Tel: (202) 326-7929
sbenz@khhte.com

For Defendants T-Mobile USA, Inc. and Deutsche Telekom AG:

Patrick Bock
Cleary Gottlieb Steen & Hamilton LLP
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
Tel: (202) 974-1922
pbock@cgsh.com

Special Master

Hon. Richard A. Levie
JAMS
555 13th Street, NW, Suite 400 West
Washington, DC 20004
Tel: (202) 533-2024
Fax: (202) 942-9186
rlevie@jamsadr.com

/s/ Matthew C. Hammond