

**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

**REPLY MEMORANDUM IN SUPPORT OF PLAINTIFFS’
MOTION SEEKING RELIEF TO FACILITATE EFFICIENT TRIAL PREPARATION**

Plaintiffs seek narrow relief imposing no burden on Defendants—the ability to discuss specific materials with people who already have access to those materials. Defendants do not dispute that, yet seek to suppress that discussion for four reasons. None is persuasive.

First, Defendants assert that the Court rejected “the same arguments” raised here, citing Sprint’s motion seeking Defendants’ *entire* production. (Opp’n at 3.) To the contrary, the requested relief—tailored to specific FCC filings—was not at issue in Sprint’s motion.

Second, with respect to need, Defendants’ models rest on assumptions about the way wireless firms operate. Discussing those models with outside counsel and consultants will facilitate identification of the most knowledgeable witnesses to address those assumptions.

Third, Defendants grossly exaggerate the volume of documents at issue. Plaintiffs seek to discuss models and their supporting materials that Defendants submitted to the FCC. We listed Defendants’ productions that include that discrete set of materials in our proposed order. Our motion is limited to the models and their supporting materials—not every document in those productions.

Fourth, the motion's practical effect is to enable discussion with those representing witnesses who may appear at trial, and we will limit our discussion at this point to outside counsel and consultants for Sprint. We will provide 24 hours' notice before discussing the materials with anyone else so Defendants may raise any objection to specific counsel or consultants.

Dated: November 19, 2011

Respectfully submitted,

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

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

/s/ Matthew C. Hammond
Matthew C. Hammond

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

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

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

CERTIFICATE OF SERVICE

I, Matthew C. Hammond, hereby certify that on November 19, 2011, I caused a true and correct copy of the foregoing Plaintiffs' Reply Memorandum in Support of Motion Seeking Relief to Facilitate Efficient Trial Preparation 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