EXHIBIT 1

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

NOTICE OF PROPOSED RULEMAKING COMPUTER RESERVATION SYSTEM REGULATIONS	) Docket Nos.	OST-97-2881 OST-97-3014 OST-98-4775 OST-99-5888

REPLY COMMENTS OF THE DEPARTMENT OF JUSTICE

R. Hewitt Pate
Acting Assistant Attorney General
Antitrust Division

Deborah P. Majoras
Deputy Assistant Attorney General
Antitrust Division

Craig T. Peters
Economist

Communications with respect to this document should be addressed to:

Roger W. Fones
Chief
Donna N. Kooperstein
Assistant Chief

Robert D. Young
Jennifer L. Cihon
Attorneys

Transportation, Energy, and
Agriculture Section
U.S. Department of Justice
325 Seventh Street, N.W.
Washington, DC 20530
Telephone: 202/353-7131
Facsimile: 202/307-2784
E-mail: robert.young@usdoj.gov

June 9, 2003

efficiencies, explicit rules prohibiting such conduct are justified.

A. Potential Harm From Strategic Exercise of CRS Market Power

Despite the airlines' CRS divestitures, some incentives and ability to engage in strategic conduct to limit airline competition remain. On the one hand, CRSs retain their ability to exercise their market power in ways that favor one airline over another, but, on the other hand, without airline ownership, CRSs have no direct incentive to do so. Conversely, airlines have a clear incentive to use CRS market power to disadvantage competitors, but, without ownership of CRSs, the airlines have no ability to do so. The airlines' and CRSs' respective incentives and abilities to exercise market power can be aligned through contract to their mutual advantage -- an airline can pay a CRS to use its market power to disadvantage the airlines' competitors in the airlines' hub markets. As before, the CRS could bias against the targeted airlines in display and functionality. And, as before, display and functionality bias would divert passengers without regard to airlines' prices or quality**.** In each case, the effect would be to deter expansion and entry by potentially more efficient competitors and perhaps even cause their exit from some markets.[26]

While the likelihood of "bias buying" cannot be predicted with certainty, CRSs apparently are already planning on its sale.[27] Experience shows that bias is easy to implement and effective

[26]Costs of providing airline service in any market are lumpy. The variable costs that an airline incurs depend, in large part, on the number of flights, rather than the number of passengers flown in the market. Thus, an airline will still incur most of its costs even if it carries a few less passengers. In addition, the number of flights in a market often cannot be decreased without jeopardizing profitability. Therefore, even if an airline carries only slightly fewer passengers, it might not be able to cover its costs, and the market would no longer be profitable.

[27]*See* Comments of Amadeus Global Travel Distribution, S.A. at 53-54 (arguing that if DOT deregulates booking fees and mandatory participation, then DOT should allow CRSs to (continued...)

in limiting competition. Experience also shows that CRSs and airlines are able to estimate the value of incremental rents that could be shared through bias. As DOJ noted in its 1989 Comments, CRS vendors were able to estimate and document the incremental earnings achieved through bias. Indeed, CRS vendors used these estimates to determine how to price their systems to different subscribers. The vendors would assume that as a result of placing their system with an agent, their affiliated carriers would earn a certain percentage of additional revenues by booking more passengers on their flights than they otherwise would, and the vendors would then use those expected revenues in determining the amount of the discount to give the agent.[28] In 1988, CRS vendors' estimates of the additional airline revenues earned from their subscribers as a result of bias ranged from nine to fifteen percent of airline revenues sold through the CRS, amounting to approximately $900 million to $1.5 billion of airline revenue.[29]

The continued disproportionate strength of CRSs in the hubs of their former airline owners makes for natural partners. If the dominant CRS and airline in a city can reach an acceptable bargain, both can profit. And if bias buying does occur, consumers will be the ultimate losers – paying higher fares in the "protected" markets. For these reasons, DOT should

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[27](...continued)
bargain with airlines for display bias); Comments of Sabre, Inc. at 141-142. Bias already occurs in Internet travel websites. For example, Delta's agreement with Priceline prevents other carriers from offering seats on Priceline on routes to and from Delta's Atlanta hub. Scott Thorston, *Northwest-Delta Feud over Priceline.com Goes Public*, ATLANTA JOURNAL CONSTITUTION, Mar. 3, 2000; *see also* Comments of Midwest Airlines, Inc. at 12-17 (discussing bias in online travel agency websites).

[28]1989 Comments at 15-16.

[29]1991 Reply Comments at 3.

make it clear that future contracts and transactions between CRSs and airlines will be monitored closely to ensure that they do not result in re-integration. Also, as discussed below, some continued regulation may be advisable as well.

B. Potential Harm From Nonstrategic Exercise of CRS Market Power

The airlines' CRS divestitures leave unaffected the incentive and ability of CRSs to fully exercise their market power in nonstrategic ways. The CRSs may still have incentives to charge supracompetitive booking fees and, absent a price rule, the only constraint on their ability to do so would be any countervailing airline bargaining power.

DOT has not proposed a rule to remedy nonstrategic supracompetitive pricing by CRSs. In the past, DOJ advocated the zero price rule to constrain both the strategic and nonstrategic exercise of CRS market power over price. We pointed out the advantages of a structural rule, which relies on properly-aligned incentives. We also noted that because the zero price rule would prevent any airline from paying the CRS to disadvantage its competitors, it could eliminate the need for other rules designed to constrain the strategic exercise of CRS market power. It is clear from the NPRM, however, that DOT is unlikely to adopt the zero price rule or any other measure aimed generally at supracompetitive booking fees. 67 FR 69399.

Instead, DOT will be relying on countervailing market power by airlines to constrain CRS booking fees. Although airline bargaining power has not in the past been sufficient to produce competitive booking fees, bargaining power of airlines could increase if their ability to shift sales to the Internet and other alternative channels continues to increase significantly. DOT should assess, after some reasonable transition period, whether the alternative distribution channels have

EXHIBIT 2

Bloomberg

Justice Department Opens Probe of Airline Fare Distributors

By Mary Schlangenstein - May 20, 2011

The U.S. Justice Department is investigating possible antitrust violations by companies that distribute airline fare and flight data as they spar with carriers over control of the information.

Sabre Holdings Corp., of Southlake, Texas, and Atlanta- based Travelport Ltd. said today they were asked by the agency for information. Delta Air Lines Inc. (DAL), AMR Corp. (AMR)'s American Airlines and US Airways Group Inc. (LCC) also received requests.

The inquiry escalates tensions between airlines led by American and the so-called global distribution systems over the handling of price and schedule data used by most consumers to purchase travel. Sabre and Travelport are the largest U.S.-based GDS operators.

"This has been going on for many, many years and it's culminated in a situation where the airlines feel they're being bullied very harshly," Richard Clarke, director of Travel Technology Research, said in an interview. "The GDSs feel they have the right to exercise their economic influence the way they have. To go to court now, on the basis of antitrust, is kind of the last straw."

Gina Talamona, a Justice Department spokeswoman, said the agency is investigating possible anticompetitive practices in the global-distribution industry. Sabre and Travelport said they are cooperating.

Market Control

The two closely held companies, along with Amadeus IT Group SA in Europe, handle more than 90 percent of worldwide airline data distribution, AMR said in an earlier legal filing. Sabre and Travelport dominate the U.S. market.

Credit-default swaps on Sabre rose 57 basis points to 738 basis points, according to data provider CMA, the highest since September 2009. The swaps protect against a default on a company's debt, and typically climb as investor confidence worsens.

American in April sued Travelport and its Orbitz Worldwide Inc. (OWW) unit for alleged antitrust violations, and is in talks with Sabre to settle a separate suit over distribution of data.

The Fort Worth, Texas-based airline wants to use its Direct Connect system to provide data to online and traditional travel agents, cutting distribution costs and letting American sell travel packages tailored for individual fliers. These may include services such as early boarding that would add revenue.

AMR's View

"We need to raise more money to be successful," American Chief Executive Officer Gerard Arpey told shareholders on May 18. "More merchandising is part of that, and Direct Connect is a vehicle for it."

Travelport "is confident that it is in complete compliance with the antitrust laws," Jill Brenner, a spokeswoman, said in an interview. "Travelport welcomes the GDS industry investigation."

Sabre was asked for information and is cooperating, Nancy St. Pierre, a spokeswoman, said in an e-mail. The request, she said, included "no allegations."

Spokesmen for American and Atlanta-based Delta said they were cooperating with the Justice Department, while Tempe, Arizona-based US Airways declined to comment. Spokesmen for Southwest Airlines Co. and United Continental Holdings Inc. (UAL), which together with the other three carriers make up the five biggest in the U.S. industry, also declined to comment.

GDS companies historically have collected fees from the airlines for handling fare and flight data, and have shared a portion with the travel agents who sell the tickets.

US Airways also has sued Sabre for alleged antitrust violations. More than 35 percent, or $3.5 billion, of the Tempe, Arizona-based airline's annual revenue is booked through Sabre or Sabre-affiliated travel agents.

AMR fell 6 cents to $6.66 at 4:02 p.m. in New York Stock Exchange composite trading. Delta rose 13 cents to $11.51 and US Airways slipped 15 cents to $10.17.

To contact the reporter on this story: Mary Schlangenstein in Dallas at maryc.s@bloomberg.net

To contact the editor responsible for this story: Ed Dufner at edufner@bloomberg.net

EXHIBIT 3

Antitrust Division Manual

U.S. Department of Justice
Antitrust Division
Fourth Edition
Last Updated December 2008

depositions, and forward a recommendation (with, if applicable, a revised order of proof and any proposed pleadings) to the Office of Operations. Merger case recommendations generally should be provided to the Front Office three business days before any Front Office meeting with the parties.

4. Procedures for Recommending Suit

From the outset of its investigation, staff should be constantly assessing the possibility of challenging the proposed transaction and should conduct the investigation with an eye on proving any violation in court. If it appears likely that staff will recommend challenging the acquisition prior to consummation, staff should prepare the order of proof, evidentiary attachments, and proposed pleadings at the earliest point practicable. Staff should prepare affidavits and exhibits as it completes its investigation. When staff plans to accompany its motion papers, if suit is brought, with a declaration from an economist, the testifying economist assigned to the case should begin to prepare a declaration and accompanying exhibits. The legal basis for challenges to acquisitions prior to consummation is set forth in detail in Chapter IV, Part B, and staff should consult this analysis in preparing the necessary papers. In addition, staff should consult the Division's Internet site for specific pleadings filed in other matters.

Because of the time constraints placed on staff by the HSR Act and Premerger Notification Rules, staff should notify the Office of Operations as soon as it believes a recommendation to file suit is likely. Staff should also coordinate with the Appellate Section, as their assistance may be useful in the event that it becomes necessary to seek a temporary restraining order or preliminary injunction. For more information on recommending a merger case, see Chapter III, Part G.2.b.

E. Issuing Civil Investigative Demands

1. Function of Civil Investigative Demands

a. Where CIDs Can Be Used

In most of the civil matters handled in the Antitrust Division, CIDs can be used to compel production of information and documents if voluntary requests, *see* Chapter III, Part C.3, are judged to be inadequate or inappropriate for the Division's needs. Under the ACPA, 15 U.S.C. §§ 1311-14, CIDs may be served on any natural or juridical person, including suspected violators, potentially injured persons, witnesses, and record custodians, if there is "reason to believe" that the person may have documentary material or information "relevant to a civil

antitrust investigation." 15 U.S.C. § 1312(a). If there is "reason to believe" that any violation within the Division's scope of authority has occurred, there is sufficient authority to issue a CID even in the absence of "probable cause" to believe that any particular violation has occurred. *See*, *e.g.*, *Australia/Eastern U.S.A. Shipping Conference v. United States*, 1982-1 Trade Cas. (CCH) ¶ 64,721, at 74,064 (D.D.C. 1981), *modified*, 537 F. Supp. 807 (D.D.C. 1982), *vacated as moot*, Nos. 82-1516, 82-1683 (D.C. Cir. Aug. 27, 1986).

The ACPA defines "antitrust investigations" to include "any inquiry" by an "antitrust investigator" to ascertain if "any person is or has been engaged in any antitrust violation or in any activities in preparation for a merger, acquisition, joint venture, or similar transaction, which, if consummated, may result in an antitrust violation." 15 U.S.C. § 1311(c). An "antitrust investigator" is "any attorney or investigator employed by the Department of Justice who is charged with the duty of enforcing or carrying into effect any antitrust law" 15 U.S.C. § 1311(e). "Antitrust violation" means as "any act or omission in violation of any antitrust law, any antitrust order or, with respect to the International Antitrust Enforcement Assistance Act of 1994, any of the foreign antitrust laws." 15 U.S.C. § 1311(d).

CIDs are the compulsory process tool of choice in civil antitrust investigations of potential violations of the Sherman Act, 15 U.S.C. §§ 1-7, or the Wilson Tariff Act, 15 U.S.C. §§ 8-11, and in civil investigations under the International Antitrust Enforcement Assistance Act of 1994, 15 U.S.C. §§ 6201-6212. CIDs are also available for use in investigations of potential violations of the Clayton Act, 15 U.S.C. §§ 12-27; however, in merger investigations, second requests are usually the preferred form of compulsory process for obtaining information from the parties. Service of CIDs does not extend the initial waiting period. However, in bankruptcy and cash tender transactions, a second request to the acquired person does not extend the waiting period; to ensure that the necessary information is obtained in a timely fashion, the Division will generally issue both a second request and a CID to the acquired person in such a transaction. *See* Chapter III, Part D.1. In addition, CIDs are usually the only form of compulsory process available to compel production by third parties. Moreover, brief CIDs served on parties in such investigations early in the waiting period may serve to permit more precise drafting of second requests in some instances. CIDs can also be served on parties to supplement the second request, although obtaining timely production of material so requested may prove problematic.

While CIDs can be served only before the Division institutes a civil or criminal action, *see* 15 U.S.C. § 1312(a), they may be issued after the Division has decided to file a civil case and not yet actually filed the case. CIDs cannot be enforced after a complaint is filed. CIDs can also be used to investigate

compliance with final judgments and orders in antitrust cases, although in specific situations it may be more efficient to gather compliance evidence by relying upon the "visitation" provisions incorporated in most of the Division's civil judgments. A decision to issue CIDs generally involves a significant expansion in resources committed by the Division and should be made only after serious consideration and a thoughtful reassessment of the matter's potential significance.

b. Criminal Investigations

In the event that a civil antitrust investigation uncovers evidence indicating that criminal prosecution is more appropriate than civil enforcement, a grand jury investigation should be opened. Further investigation may not be conducted by CID but rather must proceed by the grand jury process. Thus, for instance, CIDs may not be used to investigate violations of Section 3 of the Robinson-Patman Act, 15 U.S.C. § 13(a), which imposes solely criminal penalties. Evidence already obtained by CIDs may, however, be presented to the grand jury. *See* 15 U.S.C. § 1313(d)(1).

c. Other Matters Wherein CID Use Is Not Authorized

CIDs cannot be issued to investigate conduct that is clearly exempt from the antitrust laws, but CIDs can be issued to determine whether specific conduct falls within an exempt category. *See* Chapter III, Part E.8.d. Nor can CIDs be issued for preparing responses to requests for Business Review Letters, *see* 28 C.F.R. § 50.6, or to investigate violations of the Federal Trade Commission Act, *see* 15 U.S.C. § 1311(a). CIDs also cannot be issued to investigate violations of the Newspaper Preservation Act of 1970, 15 U.S.C. § 1803(b); however, if the Attorney General orders a public hearing in such a case, the presiding administrative law judge may permit any party (including the Antitrust Division) to conduct discovery "as provided by the Federal Rules of Civil Procedure." 28 C.F.R. § 48.10(a)(3).

There is also no authority to issue CIDs in connection with the Division's participation in proceedings before federal regulatory agencies, but information previously gathered by CIDs validly issued for other purposes may be used in such proceedings. *See* 15 U.S.C. § 1313(d)(1). Given the statutory definition of "antitrust investigation," 15 U.S.C. § 1311(c), CIDs cannot be used to investigate possible terminations of judgments or violations of stipulations during the Tunney Act public comment period prior to entry of a consent decree.

EXHIBIT 4

No. 067-249214-10

AMERICAN AIRLINES, INC.	§	IN THE JUDICIAL DISTRICT OF
	§	
v.	§	
	§	TARRANT COUNTY, TEXAS
TRAVELPORT INC.,	§	
SABRE INC., SABRE HOLDINGS, INC.,	§	
and SABRE TRAVEL INTERNATIONAL	§	
LIMITED	§	67TH JUDICIAL DISTRICT

TEMPORARY RESTRAINING ORDER

On this day the Court considered plaintiff's Application for TRO, and it deems it well-founded. After review of all pleadings and papers filed in this case, evidence presented, and the arguments of counsel, the Court makes the following findings:

1. American Airlines, Inc. is one of the largest commercial airlines in the world. Sabre Travel International Limited, Sabre Inc., and Sabre Holdings, Inc. ("Sabre Travel," "Sabre Inc.," and "Sabre Holdings," respectively and collectively, "Sabre") operate the Sabre global distribution system ("GDS"). Travel agents use Sabre's GDS to access flight and fare information for air carriers such as American. Sabre's GDS displays the travel information electronically, via a computer, to subscribing travel agents ("Subscribers"). The Subscribers, in turn, use Sabre's GDS to book tickets for their clients for travel on American or another participating air carrier.

2. Sabre Travel and American Airlines are parties to a contract called the Participating Carrier Distribution and Services Agreement and its amendment called the Distribution Content and Modified Payments Amendment ("Contract"). The Contract establishes the flight and fare information that American will make available to Sabre Travel for distribution through its GDS. The Contract requires

Sabre Travel to display American's content in an unbiased manner, meaning that Sabre Travel cannot disfavor American's fares relative to otherwise comparable fares of competitors, such as by ranking them lower on the Sabre computer screen.

3. On January 5, 2011, Sabre Travel notified American Airlines that Sabre would begin biasing, disfavoring, and disadvantaging American's fare and flight content on Sabre's GDS. The evidence shows that Sabre did, in fact, begin biasing that day.

4. American produced evidence of and demonstrated a probable right of recovery against defendant Sabre Travel on its claim of breach of contract and on its claim for tortious interference with prospective business relation.

5. American has also shown it will suffer immediate and irreparable loss, injury, and damage if a temporary restraining order as set forth below does not issue and American does not have an adequate remedy at law.

6. The Court finds that American has pleaded for temporary- and permanent-injunctive relief against Sabre Travel in this lawsuit; American has a probable right to the relief sought in this lawsuit (as to the biasing issue) and American will likely suffer imminent and irreparable injury in the interim if the following temporary restraining order is not issued. DK

7. The Court further finds that if enjoined Sabre Travel will not suffer any harm from not being allowed to bias the results its GDS supplies to travel agents and consumers.

8. The last, noncontested, peaceable status that preceded this dispute was Sabre's display of American's content fairly and accurately, not biasing, disfavoring, or disadvantaging the data within the Sabre GDS primary search, display, and pricing functions relative to other carriers. Sabre began ~~its misconduct and changed that~~ biasing American's status on January 5, 2011.

9. American has shown its willingness to post a sufficient bond.

For the foregoing reasons, it is Ordered, Adjudged, and Decreed that Sabre Travel International Limited, and its officers, agents, servants, employees, and attorneys, and all those persons in active concert or participation with them who receive actual notice of the order by personal service or otherwise, are restrained and enjoined, until the time of the temporary-injunction hearing, from biasing, disadvantaging, or disfavoring American's content within the Sabre GDS primary search, display, and pricing functions relative to any other carrier that participates in the Sabre GDS.

FURTHER, it is Ordered, Adjudged and Decreed as follows:

- This Order shall expire at 12:00 midnight on January 24, 2011, unless extended or earlier terminated by further order of this Court.
- A hearing on Plaintiff's application for Temporary Injunction shall commence on January 24, 2011, at 1:30 p.m. in the 67th Judicial District of Tarrant County, Texas.
- Plaintiff shall post with Clerk of this Court a bond in the amount of $ 250,000.00.

SIGNED this 10th day of January, 2011.

JUDGE PRESIDING

EXHIBIT 5

767 Fifth Avenue
New York, NY 10153
+1 212 310 8000 tel
+1 212 310 8007 fax

Weil, Gotshal & Manges LLP

Richard A. Rothman
+1 212 310 8426
richard.rothman@weil.com

June 10, 2011

VIA E-MAIL

Walker Friedman, Esq.
FRIEDMAN, SUDER & COOKE
Tindall Square Warehouse No.1
604 East Fourth Street
Suite 200
Fort Worth, Texas 76102

Michael L. Weiner, Esq.
DECHERT LLP
1095 Avenue of the Americas
New York, New York 10036-6797

Michael G. Cowie, Esq.
Craig Gerald Falls, Esq.
DECHERT LLP
1775 I Street, N.W.
Washington, D.C. 20006-2401

Chris Lind, Esq.
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP
54 West Hubbard Street, Suite 300
Chicago, IL 60610

Re: *American Airlines, Inc. v. Travelport Ltd., et al.*, Case 4:11-cv-00244-Y (N.D. Tex.)

Gentlemen:

We noted that in Travelport Limited and Travelport, L.P. ("Travelport")'s opposition to American Airlines, Inc.'s ("American") request for a prompt Rule 16 conference, Travelport argued that the list of document categories provided to Travelport on April 27, 2011 was too vague.

In order to move this case along and to ensure that the Defendants have the information they say is needed to do so, the following are the categories of documents that American is prepared to accept on an expedited basis in connection with the preliminary injunction motion that American may be forced to file on or before the expiration of the amendments to the relevant distribution contracts with American:

- Documents produced in the state court cases (i.e., Texas and Illinois);
- Documents requested in the DOJ's CIDs;[1]
- Documents relating to the Defendants' internal and external communications concerning any actions that it or those with whom it has communicated are planning to take, or have

[1] American would accept these documents on a rolling basis if the GDS Defendants will not be complying in full with CIDs on their original due dates.

contemplated taking, upon expiration of the amendments to the distribution contracts with American;

- Documents relating to the Defendants' internal and external communications within the past twelve months concerning: i) their negotiations with American; and ii) American's Direct Connect initiative;

- Documents relating to the Defendants' increase of American's booking fees and/or display bias of American routes within the past eight months;

- For the 2009-11 time period: i) strategic, business and marketing plans; ii) documents sufficient to show each of the Defendants' top 50 travel agent subscribers by bookings; iii) marketing presentations and materials by each of the Defendants to its top 50 travel agent subscribers by bookings; and iv) analyses, studies, and presentations by each of the Defendants concerning each of its top 50 travel agent subscribers;

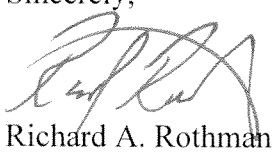
- Contracts between each of the Defendants and each of its top 50 travel agent subscribers by bookings and any non-privileged summary or description of their terms (e.g., length of contract, exclusivity, rebate/incentive/loyalty payments or other financial assistance, penalty or shortfall provisions, and provisions concerning AA Direct Connect and/or content aggregation);

- For the past twelve months, the Defendants' internal documents and external communications concerning: i) Farelogix, a technology company that works with AA Direct Connect; and/or ii) content aggregation or interconnection between the Defendants' GDSs and other GDSs;

- For Travelport, its internal documents, and external communications with Orbitz, concerning Orbitz's use of Travelport to book flights on American instead of through AA Direct Connect.

We would, of course, be happy to discuss the foregoing categories with you if you believe that any clarification would be helpful. Moreover, should Travelport provide American with the assurance it requested in my letter dated May 13, 2011, and Sabre provide similar assurance to American as requested in Paul Yetter's letter dated May 6, 2011, then we should be able to proceed without the need for this expedited discovery.

Sincerely,



Richard A. Rothman

cc: R. Paul Yetter, Esq.
M.J. Moltenbrey, Esq.
Michelle Hartmann, Esq.
Bill F. Bogle, Esq.
Robert S. Berezin, Esq.
Ralph H. Duggins, Esq.
Scott A. Fredricks, Esq.
Donald E. Scott, Esq.
Karma M. Giulianelli, Esq.
George S. Cary, Esq.
Steven J. Kaiser, Esq.

EXHIBIT 6

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

* *

KIRK DAHL, ET AL., Individually and
on Behalf of All Others Similarly Situated,

Plaintiffs

v. CIVIL ACTION NO.:
07-12388-EFH

BAIN CAPITAL PARTNERS, LLC, ET AL.,

Defendants.

* *

SCHEDULING ORDER

September 3, 2008

HARRINGTON, S.D.J.

After an initial scheduling conference held September 3, 2008, the Court rules as follows:

A. Plaintiffs are to file their opposition to Defendants' Motions to Dismiss on October 14, 2008;

B. Defendants shall file their reply briefs on November 3, 2008;

C. A hearing on Defendants' Motions to Dismiss is set for Thursday, November 13, 2008 at 10:00 A.M., Courtroom No. 13, 5th floor;

D. The Court sets a 15 month fact discovery period to commence on the date that the Court rules on Defendants' Motions to Dismiss;

E. Expert discovery is to commence 45 days after the conclusion of fact discovery;

F. Parties are to negotiate the expert discovery protocol;

G. Summary judgment motions are to be filed 60 days after exchange of expert rebuttal reports, opposition briefs are due 60 days thereafter and reply briefs are due 30 days thereafter;

H. Defendants are to provide Plaintiffs with 9 of the leveraged buyouts ("LBOs") disclosures made to the Department of Justice that are specifically alleged in the Complaint; and

I. The parties are to confer as to the nature and breath of the due diligence reports as to the 9 LBOs specifically alleged in the Complaint and as to the scheduling of the Federal Rule of Civil Procedure 30(b)(6) ("Rule 30(b)(6)") deposition witnesses.

SO ORDERED.

/s/ Edward F. Harrington
EDWARD F. HARRINGTON
United States Senior District Judge