

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

UNITED STATES OF AMERICA, et al.,

Plaintiffs,

v.

AT&T INC., T-MOBILE USA, INC.,
and DEUTSCHE TELEKOM AG,

Defendants.

Civil Action No. 11-01560 (ESH)

**PLAINTIFFS' STATEMENT IN SUPPORT OF SPRINT'S, CELLULAR SOUTH'S,
AND CORR WIRELESS'S MOTION TO AMEND THE PROTECTIVE ORDER**

Plaintiffs support the motion to amend the Amended Stipulated Protective Order Concerning Confidentiality ("Protective Order") filed by nonparties Sprint Nextel Corporation, Cellular South, Inc., and Corr Wireless Communications L.L.C. (collectively "Petitioners"). Petitioners ask this Court to amend the Protective Order for the limited purpose of allowing their counsel to access to materials Defendants have provided or will provide to Plaintiffs. The requested relief will not impose additional burden on Defendants and will aid Plaintiffs in efficiently and expeditiously preparing this action for trial. Accordingly, Plaintiffs support Petitioners' request.

In this action, Plaintiffs seek to enjoin the same transaction that Petitioners independently have challenged in their separate actions pending before this Court. All three actions share common factual underpinnings and seek the same injunctive relief. In fact, Defendants have served Petitioners with extensive discovery requests seeking access to a vast amount of information regarding Petitioners' plans and capabilities to compete in

the wireless telecommunications market. It is obvious from the nature of actions filed by Petitioners, that Defendants, on the one hand, and Petitioners, on the other hand, have strongly opposed views as to the likely competitive effect of the proposed transaction, even though both have access to what is likely to be substantially similar technological and business expertise regarding the wireless telecommunications market. Thus, as Plaintiffs prepare on an expedited basis for trial, it will be much more efficient in developing the factual record for Plaintiffs to have the ability to discuss with Petitioners' counsel the same type of information produced from Defendants that Defendants are seeking from Petitioners. Petitioners are likely to have the ability and interest to provide informed technological and business responses to Defendants' assertions and, given the short time available for fact and expert discovery in this case, it makes sense to provide an efficient and expedited process for the review of the parties' factual claims and expert conclusions.

In addition, with regard to the preparation of written direct testimony, Petitioners' counsel's consideration of AT&T and T-Mobile documents would likely prove as useful in developing a full record for this Court's consideration as Defendants' counsel's consideration of Petitioners' documents.

The proposed amendment does not disturb the stay of discovery in Petitioners' pending actions, and it does not diminish the protections that this Court has established for confidential business information provided by nonparties. Moreover, the requested relief would not change Defendants' discovery obligations since they have already produced or will be producing the relevant materials to Plaintiffs.

Because the requested modifications would aid Plaintiffs in the efficient preparation of their case, Plaintiffs support Petitioners' motion to amend the Protective Order.

Dated: October 12, 2011

Respectfully submitted,

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CERTIFICATE OF SERVICE

I, Christine A. Hill, hereby certify that on October 12, 2011, I caused a true and correct copy of the foregoing Plaintiffs' Statement in Support of Sprint's, Cellular South's, and Corr Wireless's Motion to Amend the Protective Order to be served via electronic mail as follows:

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