

**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

[PROPOSED] SPECIAL MASTER ORDER NO. ____

It is hereby ORDERED that the documents described in Annex A hereto may be disclosed to and used by, only in this action, outside lawyers and consultants who represent potential witnesses in this action and who have the right to access to them in the Federal Communications Commission's proceeding, WT Docket 11-65, whether or not it has been exercised.

SO ORDERED this ____ day of _____, 2011.

Hon. Richard A. Levie (Ret.)
Special Master

ANNEX A

1. Documents and information provided to the Department by Defendants that constitute any materials submitted by AT&T Inc., T-Mobile USA, Inc., or Deutsche Telekom AG to the Federal Communications Commission (“FCC”), WT Docket 11-65, constituting, discussing, or in support of any economic or engineering models. These materials include, but are not limited to:
 - Materials produced by AT&T in response to Civil Investigative Demand No. 26614 issued on July 19, 2011
 - Materials under cover of July 20, 2011 Letter from Richard Rosen, counsel for AT&T (white paper and back-up on network sharing)
 - Materials under cover of July 25, 2011 Letter from Richard Rosen, counsel for AT&T (the original engineering model)
 - Materials under cover of July 26, 2011 Letter from Richard Rosen, counsel for AT&T (white paper and back-up on network integration)
 - Materials under cover of July 26, 2011 E-mail from Richard Rosen, counsel for AT&T (white paper and back-up on customer migration)
 - Presentation and related materials made to the Department on August 3, 2011
 - Materials under cover of August 9, 2011 Letter from Michael G. Van Arsdall, counsel for AT&T (data used for engineering model)
 - Materials under cover of August 1, 2011 Letter from Michael Van Arsdall, counsel for AT&T (Dennis Carlton data and communications)
 - Materials under cover of August 10, 2011 Letter from Michael G. Van Arsdall, counsel for AT&T (Reed-Tripathi white paper supporting documents)
 - Materials under cover of August 11, 2011 Letter from Richard Rosen, counsel for AT&T (revised engineering model)
 - Materials under cover of August 15, 2011 Letter from Richard Rosen, counsel for AT&T (AT&T updated economic analysis)
 - Materials under cover of August 23, 2011 Letter from Michael Van Arsdall, counsel for AT&T (keep site locations)
 - Materials under cover of August 25, 2011 Letter from Richard Rosen, counsel for AT&T
 - Materials under cover of August 26, 2011 Letter from Richard Rosen, counsel for AT&T (white paper and back-up on the engineering model)
 - Materials under cover of August 29, 2011 Letter from Michael Van Arsdall, counsel for AT&T (Alain Ohana’s files relating to the engineering analysis)
 - Materials under cover of October 11, 2011 Letter from Mark A. Klapow, counsel for AT&T (includes FCC econ workshop transcript, and public interest statement, and joint opposition)
2. Documents and information provided to the Department in the future by Defendants that constitute any materials submitted by AT&T Inc., T-Mobile USA, Inc., or Deutsche Telekom AG to the Federal Communications Commission (“FCC”), WT Docket 11-65, constituting, discussing, or in support of any economic or engineering models.