UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA, Plaintiff, v. SBC COMMUNICATIONS INC. and BELLSOUTH CORPORATION, Defendants.	Civil No.: 1:00CV02073 (PLF)

JOINT MOTION TO ESTABLISH
PROCEDURES TO MODIFY FINAL JUDGMENT

Plaintiff, United States of America, and Defendants, SBC Communications Inc. ("SBC") and BellSouth Corporation ("BellSouth"), jointly move the Court to enter an order establishing procedures for the modification of the Final Judgment entered in this case, and in support of this motion, state as follows:

1. Defendants, SBC and BellSouth, and Plaintiff, United States, have jointly moved to modify the Final Judgment entered on December 29, 2000, concurrently with this Motion. The United States has tentatively agreed to the modification if certain conditions are met. Moreover, the United States as a matter of policy does not consent to the modification of judgments without public notice and an opportunity for public comment.

2. Therefore, the parties have entered into a Stipulation, filed concurrently, setting forth agreed procedures to provide for all potentially interested persons with adequate notice that a motion to modify this Final Judgment is pending, adequate notice of the reasons in support of

the proposed modification, and an adequate opportunity to comment. See United States v. Swift & Co., 1975-1 Trade Cas. (CCH) ¶ 60,201 at 65,703 (N.D. Ill. 1975) (identifying these as minimum requirements when considering judgment modification).

3. The United States, SBC, and BellSouth have agreed that SBC and BellSouth will publish notices at their expense in appropriate newspapers and trade press, that the United States will publish a notice in the Federal Register, that there will be a 30-day comment period following the publication of these notices, and that the Court will not rule upon the motion until the United States has filed any comments and its responses to those comments or the United States notifies the Court that no comments were received, and until the United States has reviewed and approved any agreements as described in the modification.

Therefore, the United States, SBC, and BellSouth move the Court to order:

a. that SBC and BellSouth publish at their own expense a notice of the proposed modification of the Final Judgment (in the form attached as the Notice of Proposed Modification of Final Judgment Entered Against Defendants on December 29, 2000, Exhibit A) in two consecutive issues of (a) The Los Angeles Times, (b) The Indianapolis Star, and (c) RCR Wireless News and file proof of such publication with the Court; and

b. that copies of all comments received by the United States within the 30-day comment period and the United States's responses to those comments be filed with this Court by the United States within a reasonable period of time after the conclusion of the comment period.

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA

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City Center Building
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(202) 514-5621
Facsimile: (202) 514-6381

Dated: August 11, 2004.

FOR DEFENDANT
SBC COMMUNICATIONS INC.

Wm. Randolph Smith (D.C. Bar # 356402)
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Dated: 10 Aug 2004

FOR DEFENDANT
BELLSOUTH CORPORATION

Stephen M. Axinn, Esq. (D.C. Bar # 478335)
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(202) 912-4700

Dated: August 10, 2004

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA, Plaintiff, v. SBC COMMUNICATIONS INC. and BELLSOUTH CORPORATION, Defendants.	Civil No.: 1:00CV02073 (PLF)

NOTICE OF PROPOSED MODIFICATION OF THE FINAL JUDGMENT
ENTERED AGAINST DEFENDANTS ON DECEMBER 29, 2000

PLEASE TAKE NOTICE that Defendants, SBC Communications Inc. ("SBC") and BellSouth Corporation ("BellSouth"), and Plaintiff, United States, have asked this Court to enter an Order modifying the Final Judgment entered in United States v. SBC Communications Inc. and BellSouth Corp., Civil No. 1:00CV02073, on December 29, 2000. The Final Judgment required the defendants to make certain divestitures of licenses and assets in relevant markets for mobile wireless telecommunications services in California, Indiana, and Louisiana. It bars the defendants from reacquiring any of the divested spectrum licenses for the term of the decree, which expires December 29, 2010. Defendants agreed to reacquire some of the divested spectrum licenses in connection with their proposed acquisition of AT&T Wireless. The modification would allow the defendants to reacquire the divested spectrum licenses in the Los

Angeles MSA and in the Indianapolis MTA. Reacquisition of the divested spectrum licenses in 5 BTAs within the Indianapolis MTA is conditioned upon Cingular not acquiring control of or an interest in certain other spectrum in those BTAs as part of its acquisition of AT&T Wireless.

The United States has filed with the Court a memorandum setting forth the reasons it believes that modification of the Final Judgment would serve the public interest. Copies of the joint motion to modify, the stipulation containing the United States' tentative consent, the United States' memorandum, and all further papers filed with the Court in connection with the joint motion will be available for inspection at the Antitrust Documents Group, Antitrust Division, Liberty Place Building, Room 215, 325 7th Street, N.W., Washington, D.C. 20530 (202-514-2481), and at the Office of the Clerk of the United States District Court for the District of Columbia. Copies of these materials may be obtained from the Antitrust Division upon request and payment of the copying fee set by Department of Justice regulations.

Interested persons may submit comments regarding the proposed modification of the Final Judgment to the United States. Such comments must be received by the Antitrust Division within 30 days and will be filed with the Court by the United States. Comments should be addressed to Nancy Goodman, Chief, Telecommunications & Media Enforcement Section, Antitrust Division, U.S. Department of Justice, City Center Building, 1401 H Street, N.W., Suite 8000, Washington, D.C. 20530 (202-514-5621).

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA, Plaintiff, v. SBC COMMUNICATIONS INC. and BELLSOUTH CORPORATION, Defendants.	Civil No.: 1:00CV02073 (PLF)

ORDER TO ESTABLISH PROCEDURES
FOR MOTION TO MODIFY FINAL JUDGMENT

Defendants, SBC Communications Inc. ("SBC") and BellSouth Corporation ("BellSouth"), and Plaintiff, United States, having jointly moved for an Order modifying the Final Judgment entered by this Court in this case on December 29, 2000, and Plaintiff having tentatively consented to the motion if certain conditions are met, and Plaintiff having proposed, and Defendants SBC and BellSouth having agreed, that notice of the motion and the United States's tentative consent to it be published in the appropriate newspapers and trade press at the expense of Defendants, that Plaintiff publish a notice in the Federal Register, and that all interested persons be given an opportunity to submit comments concerning the proposed modification of the Final Judgment within 30 days of publication of the notices, and it appearing to the Court desirable to invite such comments, and in consideration of the Stipulation of the

parties dated August 10, 2004, it is

ORDERED that Defendants SBC and BellSouth shall publish at their own expense a notice in the form attached hereto as Exhibit A in two consecutive issues of (a) The Los Angeles Times, (b) The Indianapolis Star, and (c) RCR Wireless News, and file proof of such publication with the Court; and it is

FURTHER ORDERED that copies of all comments received by Plaintiff within 30 days after the last publication of the notices shall be filed with this Court by Plaintiff within a reasonable time after it receives such comments.

This Court will not rule upon the joint motion until the United States has filed any comments and its responses to those comments or the United States notifies the Court that no comments were received, and until the United States has reviewed and approved any agreements as described in the modification, provided that the United States has not withdrawn its tentative consent.

DONE, this _____ day of _____, 2004.

_____
UNITED STATES DISTRICT JUDGE