

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

UNITED STATES OF AMERICA,

Plaintiff,

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AT&T INC. and DOBSON
COMMUNICATIONS CORPORATION.

Defendants.

Civil No. 1:07-cv-1952 (ESH)

STIPULATION FOR ENTRY OF ORDER AND SETTLEMENT AGREEMENT

WHEREAS plaintiff United States filed a Petition for an Order to Show Cause Why Defendant AT&T Inc. Should Not Be Found in Civil Contempt (“Petition to Show Cause”) on January 14, 2009;

AND WHEREAS plaintiff United States and defendant AT&T Inc. ("AT&T") have agreed upon a resolution of this matter without any admission or determination of wrongdoing by defendant AT&T and without any findings or adjudication with respect to any issue of fact or law;

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned parties

that:

1. This Court has jurisdiction over the subject matter of this action and each of the parties to this action.
2. The proposed Order on Petition by Plaintiff United States for an Order to Show Cause Why Defendant AT&T Inc. Should Not Be Found in Civil Contempt (“Order”) in the form

submitted to the Court may be entered by the Court on the Court's own motion or the motion of plaintiff United States at any time, and without further notice to any party or any proceeding.

3. From the signing of this Stipulation, defendant AT&T shall be bound by and comply with the terms of the proposed Order as though they were in full force and effect as an order of the court.

4. The parties' execution of this Stipulation and entry of the proposed Order discharges and settles any and all claims of plaintiff United States against defendant AT&T arising out of the alleged violations in the Petition to Show Cause of Sections V.E, VI.B, VI.J and VI.K of the Preservation of Assets Stipulation and Order entered by this Court on November 2, 2007, and Section VIII of the Final Judgment entered by this Court on March 20, 2008, in *United States v. AT&T Inc. and Dobson Communications Corporation*, No. 1:07-cv-1952 (D.D.C. 2008).¹

5. Neither this Stipulation nor the proposed Order shall be construed to preclude plaintiff United States from bringing an action against defendant AT&T for any violation(s) of the Preservation of Assets Stipulation and Order or the Final Judgment other than the alleged violations described in Paragraph 4 above.

6. In the event that plaintiff United States withdraws its consent, or if the proposed

¹ It is the understanding of plaintiff United States and defendants that defendant AT&T and the Federal Communications Commission ("FCC") intend to enter into a Consent Decree to address the same conduct described in the Petition to Show Cause and the alleged violations of these same provisions, which were adopted as conditions of the FCC's approval of AT&T's acquisition of Dobson Communications Corporation. Memorandum Opinion and Order, *In re Applications of AT&T Inc. and Dobson Communications Corporation*, 22 F.C.C.R. 20295, ¶¶ 95-99, 101 (2007). The parties understand that AT&T's compliance with the payment provisions of the Order will also constitute a partial satisfaction of any voluntary contribution provisions contained in the FCC's Consent Decree.

Order is not entered as jointly requested by the parties, this Stipulation shall be of no effect whatsoever, the making of it shall be without prejudice to any party in this or any other proceeding and it shall not thereafter be used in this or any other action or for any other purpose.

Dated: January 14, 2009

Respectfully submitted,

FOR PLAINTIFF UNITED STATES:

FOR DEFENDANT AT&T INC.

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