UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION,	)	
Plaintiff,	)	
v.	)	**Civil Action No. 08-2043 (RMC)**
CCC HOLDINGS INC., *et al.*,	)	
Defendants.	)	

SCHEDULING ORDER

Upon consideration of the joint report of the parties submitted pursuant to LCvR 16.3(d), and after a scheduling conference held in open Court on December 3, 2008, it is hereby **ORDERED** that:

1. Defendants shall close the proposed merger no sooner than two (2) days after the Court rules on the Federal Trade Commission's ("FTC") motion for preliminary injunction.

2. Defendants and the FTC shall have served document requests no later than December 2, 2008.[1]

3. The parties shall have exchanged a tentative list of (i) witnesses they expect, in good faith, to call live at the hearing, and (ii) declarants along with their addresses and a brief description of the subject matter of their testimony, no later than 10:00 a.m. on December 3, 2008.

4. The parties may have begun sending subpoenas to third parties on December 3, 2008.

5. FTC shall have produced all non-privileged documents responsive to Defendants' document requests no later than December 3, 2008.

[1] Unless otherwise noted, each action compelled by this Order is to be completed by 5:30 p.m. on the date indicated for such action.

6. FTC shall have served its response to Defendants' document requests no later than December 4, 2008.

7. The parties shall exchange a list of (i) witnesses they expect, in good faith, to call live at the hearing, and (ii) declarants along with their addresses and a brief description of the subject matter of their testimony, no later than December 5, 2008. The parties may supplement these lists only for good cause and provided opposing counsel are afforded a reasonable opportunity to depose added witnesses.

8. FTC's designation of experts and reports pursuant to Fed. R. Civ. P. 26(a)(2) shall be made no later than December 8, 2008.

9. Defendants shall serve their response to FTC's document requests no later than December 9, 2008.

10. Defendants shall begin rolling production of non-privileged documents responsive to FTC's document requests no later than December 9, 2008.

11. Defendants shall serve their answer to the complaint and memorandum in opposition to FTC's motion for preliminary injunction no later than December 19, 2008.

12. FTC may serve its reply brief in support of its motion for preliminary injunction no later than 11:59 p.m. on December 23, 2008.

13. Defendants' designation of experts and reports pursuant to Fed. R. Civ. P. 26(a)(2) shall be made no later than December 31, 2008.

14. All fact discovery shall be completed no later than January 4, 2009.

15. The parties shall exchange hearing exhibit lists and final fact witness lists, with a list of fact witnesses each party expects, in good faith, to call live at the hearing, no later than January 4, 2009.

16. The parties shall exchange deposition transcript designations for witnesses who will not testify live at the hearing no later than January 5, 2009.

17. All expert discovery shall be completed no later than January 6, 2009.

18. The parties shall exchange deposition transcript counter-designations no later than January 6, 2009.

19. A motion hearing is set for 9:30 a.m. on January 5, 2009.

20. An evidentiary hearing shall commence at 9:30 a.m. on January 8, 2009, and shall continue on January 9, January 12, January 21, January 22 and January 23, 2009. Unless otherwise indicated, Court proceedings on each day shall commence at 9:30 a.m. or such other time as the Court may direct.

21. The Court shall set a deadline for the filing of post-hearing proposed findings of fact and conclusions of law at the conclusion of the evidentiary hearing.

22. The page limitations for briefs referenced in LCvR 7(e) are to be strictly followed by the parties.

23. Discovery material shall not be filed with the Court unless so ordered. *See* LCvR 5.2(a).

24. Counsel are expected to conduct themselves in a civil, polite, and professional manner at all times, particularly during discovery. Counsel are referred to LCvR 26.2 and expected to conform fully with its directives. Moreover, counsel are required, under both Fed. R. Civ. P. 26(f) and LCvR 7.1(m), to confer in good faith in an effort to resolve any discovery

dispute before bringing it to the Court's attention. In the event that counsel are unable to resolve a dispute, counsel shall contact chambers to arrange for a telephone conference with the Court. Counsel shall not file discovery motions without a prior telephone conference with the Court and opposing counsel.

25. Trial counsel shall appear at all hearings, unless excused by the court in advance of the hearing date.

26. This schedule shall not be modified, even where all parties consent, except upon a showing of good cause and by leave of the Court. *See* Fed. R. Civ. P. 16(b); LCvR 16.4. The Court may amend this schedule as necessary.

SO ORDERED.

Date: December 5, 2008

/s/
ROSEMARY M. COLLYER
United States District Judge