



FEDERAL COMMUNICATIONS COMMISSION
Washington DC 20554

June 30, 2004

REDACTED – FOR PUBLIC INSPECTION

Via First Class Mail and Facsimile

Mr. David C. Jatlow
AT&T Wireless Services, Inc.
1150 Connecticut Avenue, NW
4th Floor
Washington, DC 20036

Mr. David G. Richards
Cingular Wireless LLC
5565 Glenridge Connector
Suite 1700
Atlanta, GA 30342

Re: Applications for Authority to Transfer Control of Licenses and Authorizations Held by AT&T Wireless Services, Inc. to Cingular Wireless Corporation (WT Docket No. 04-70)

Dear Mr. Jatlow and Mr. Richards:

On March 18, 2004, the Commission received applications seeking consent for the transfer of control of various Commission licenses and authorizations held by AT&T Wireless Services, Inc. and its wholly- and majority-owned subsidiaries to Cingular Wireless Corporation.¹ In order for the Commission to complete its review of the applications and make the necessary public interest findings under section 310(d) of the Communications Act,² we require additional information and clarification of certain matters discussed in the applications. If necessary, we will follow up with additional requests for information.

Accordingly, pursuant to section 308(b) of the Act,³ we request that you provide written responses and supporting documentation for each request set forth in the attachments and, where appropriate, amend the lead application to reflect such responses. Each response or document should clearly indicate the specific question or request to which it responds. We would appreciate receiving your response to each inquiry no later than July 15, 2004.

¹ The applications were submitted pursuant to Sections 214 and 310 of the Communications Act of 1934. 47 U.S.C. §§ 214, 310.

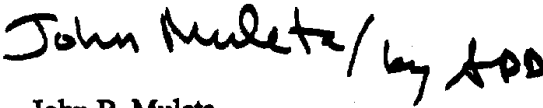
² *Id.* § 310(d).

³ *Id.* § 308(b).

Your responses should be filed with Marlene H. Dortch, Secretary, Federal Communications Commission, under reference number WT Docket No. 04-70. In addition, the Public Notice and the Protective Order require the submission of multiple copies of all *ex parte* and other filings submitted in this proceeding.⁴ The Wireless Telecommunications Bureau also should receive, at a minimum, two copies of all paper filings. If you submit information pursuant to the Protective Order issued in this case, you should deliver to Erin McGrath or Susan Singer of the Wireless Telecommunications Bureau two copies of the unredacted documents marked "Confidential Information – Subject to Protective Order in WT Docket No. 04-70 before the Federal Communications Commission" and two copies of the redacted documents marked "Redacted – For Public Inspection."⁵ For any electronic filings made using the Commission's Electronic Comment Filing System ("ECFS"), parties also should serve the documents via e-mail to Erin McGrath, erin.mcgrath@fcc.gov, and to Susan Singer, susan.singer@fcc.gov.

If you have any questions regarding this matter, please contact Erin McGrath or Susan Singer, Wireless Telecommunications Bureau, at (202) 418-2042 or (202) 418-1340, respectively.

Sincerely,

Handwritten signature of John B. Muleta in black ink, with the initials "JPM" written at the end of the signature.

John B. Muleta
Chief
Wireless Telecommunications Bureau

Attachments

⁴ See AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations, WT Docket No. 04-70, *Public Notice*, DA 04-932 (rel. Apr. 2, 2004) ("Public Notice"); Applications for the Transfer of Control of Licenses and Authorizations from AT&T Wireless Services, Inc. and Its Subsidiaries to Cingular Wireless Corporation – Order Adopting Protective Order, WT Docket No. 04-70, *Order*, DA 04-729 (rel. Mar. 17, 2004) ("Protective Order").

⁵ See Protective Order at ¶ 3.

ATTACHMENT A

GENERAL INFORMATION REQUEST
JUNE 30, 2004

I. Definitions

1. The term “affiliate” means any entity in which AT&T Wireless or Cingular hold a 10% or greater economic interest.
2. The term “analyses” includes all analyses, reports, studies (including marketing and market studies), plans, planning documents, forecasts and surveys (whether prepared internally or by outside advisers, including, but not limited to, management consultants, marketing consultants, and investment advisers and bankers).
3. The phrase “AT&T Wireless” means AT&T Wireless Services, Inc. and its subsidiaries.
4. The term “BellSouth” means BellSouth Corporation and its subsidiaries.
5. The term “Cingular” means Cingular Wireless Corporation and its subsidiaries.
6. The term “HHIs” means Herfindahl-Hirschman Index, which is the sum of the squares of the output-based market shares of each firm participating in the relevant area.
7. The term “MSA” means Metropolitan Statistical Area.
8. The phrase “relevant service” means:
 - a. Mobile wireless services;
 - b. Mobile wireless voice services; and
 - c. Mobile wireless data services.
9. The phrase “relevant area” means:
 - a. Cellular market area (CMA) in those areas in which AT&T Wireless and/or Cingular hold interest(s) in the cellular license(s) only or have interests in the cellular license(s) and Personal Communications Services (PCS) license(s); or
 - b. Basic trading area (BTA) in those areas in which AT&T Wireless and/or Cingular hold interest(s) in Personal Communications Services (PCS) license(s) only.
10. The term “RF” means radio frequency.
11. The term “RSA” means Rural Service Area.
12. The term “SBC” means SBC Communications Inc. and its subsidiaries.

II. Document and Data Request Regarding Material Contained in Application

1. Provide all documents, including data and analyses, provided to, or reviewed by Messrs. Gilbert, Hogg, Austin, McGaw, Sievert, and Slemons, in preparing their declarations.

2. In paragraphs 25 and 26 of the Gilbert Declaration, Gilbert discusses the multiple technologies supported by AT&T Wireless and Cingular. Explain:
 - a. Why AT&T Wireless and Cingular have not chosen to accelerate the migration of customers from TDMA to GSM?
 - b. What would be the estimated cost to migrate customers from TDMA to GSM by:
 - i. October 2005?
 - ii. October 2006?
 - c. What programs have AT&T Wireless and Cingular put into effect to migrate customers from TDMA to GSM and how successful have they been?
 - d. What was done by AT&T Wireless and Cingular to move customers from analog to TDMA? How many customers remain on AT&T Wireless's and Cingular's analog systems?
 - e. When did AT&T Wireless and Cingular begin migrating customers from analog to TDMA? Provide the percentage of customers migrated for each six-month period following the initiation of this migration.
 - f. Provide all data and analyses that discuss the cost and timing of migration from TDMA to GSM and from analog to TDMA or GSM.
3. In paragraph 29 of the Gilbert Declaration, Gilbert discusses the savings that will be generated from the efficiencies gained by the merger. Provide further detail and explanation regarding:
 - a. The projected cost to integrate AT&T Wireless's and Cingular's systems.
 - b. Whether the cost to integrate the AT&T Wireless and Cingular systems is included in the saving estimations provided by the parties.
 - c. Whether the discounted present value of this integration will result in net efficiency gains. Provide an estimate of the net efficiency gain (or loss), explain how this estimate was calculated, and provide all data and assumptions used in the calculation.
 - d. Provide all data and analyses that support or contradict the responses to the above requests.
4. In paragraphs 25 and 26 of the Gilbert Declaration, Gilbert discusses the trend towards national calling plans.
 - a. Provide the percentage of AT&T Wireless and Cingular customers purchasing national plans reported monthly from January 1, 2002 to the present.
 - b. List and describe the national and regional plans that were available to new AT&T Wireless and Cingular customers from January 1, 2002 to the present, including the scope of coverage for each regional plan.
 - c. Provide the churn rates for AT&T Wireless's and Cingular's regional and national plans, respectively, reported monthly from January 1, 2002 to the present.
 - d. Provide all data and analyses that discuss the trend toward national plans, consumer preferences for regional versus national plans, and strategies and efforts by AT&T Wireless and Cingular to promote national plans.
 - e. Provide all maps and analyses that indicate how the regional wireless telephony market areas have changed over the last three years (January 1, 2002 to the present).

5. In paragraphs 59 through 61 of the Gilbert Declaration, Gilbert asserts that the pricing of wireless plans is national. Provide:
 - a. The methodology used in selecting the “50 small rural areas” referenced in paragraph 60.
 - b. All data and analyses on national and regional calling plans, handset prices, and promotions that Gilbert reviewed in reaching his conclusion that there is little to no variation in prices for calling plans and handsets that is correlated with industry structure at a local level.
6. In paragraph 65 of the Gilbert Declaration, Gilbert provides HHIs based on flow share. Provide all data and analyses that were used to calculate the flow share data presented in Table 4.
7. In footnote 67 of the Gilbert Declaration, Gilbert states that churn data suggests that AT&T Wireless and Cingular are not substitutes. Provide:
 - a. The source for the churn data referenced in footnote 67, as well as all data and analyses that address whether consumers regard Cingular and AT&T Wireless as next-best substitutes.
 - b. Churn rates by relevant area, and include the percentage of churning customers leaving AT&T Wireless and Cingular who go to each competitor in each relevant area.
8. In paragraphs 83 and 84 of the Gilbert Declaration, Gilbert states that pricing is driven primarily by national competition. Provide:
 - a. The underlying data and analysis for the conclusion in paragraph 84 that price competition does not decline significantly in regions with only one or two major carriers rather than five to seven carriers.
 - b. All data and analyses that address whether price competition varies from region to region as the number of wireless competitors varies.
9. Provide all spreadsheets contained in Gilbert’s Appendices in electronic form (*i.e.*, Microsoft Excel or compatible format).
10. In footnote 8 of the Hogg and Austin Declaration, they assert that a quick conversion to GSM technology would have a disparate impact on rural customers.
 - a. Provide the share of AT&T Wireless and Cingular customers with analog, TDMA, and GSM handsets by RSAs and MSAs.
 - b. Do the incentives to trade-in handsets, offered by AT&T Wireless and Cingular, differ in RSAs and MSAs, and if so, how?
 - c. Provide all data and analyses that address whether a quick conversion to GSM technology would have a disparate impact on rural customers.
11. In paragraph 15 of the McGaw Declaration, McGaw discusses Cingular’s “fast-forward” service. Discuss the following:
 - a. Does AT&T Wireless plan to offer a feature similar to Cingular’s fast forward service?
 - b. Is AT&T Wireless constrained in offering this service because it is not a wireline carrier?
 - c. Is the “fast-forward” service available to all Cingular customers or is it limited to certain cities or regions? If it is limited, explain how it is limited, and where it is available.

- d. Provide all underlying data and analyses that support the responses to the above questions (11.a – 11.c).
12. In paragraph 12 of the Sievert Declaration, Sievert states that the merger will reduce roaming charges. Provide all underlying data and analyses that address the possible effects of the merger on roaming charges.
13. In paragraphs 8 and 9 of the Slemons Declaration and paragraph 39 of the Hogg and Austin Declaration, they discuss the deployment of UMTS. Provide:
 - a. A list of areas where AT&T Wireless and Cingular intend to deploy UMTS in 2004.
 - b. A list of areas, excluding those areas contained in the response to question 13.a above, where AT&T Wireless and Cingular intend to deploy UMTS by 2007, including build-out plans and projected deployment dates.
 - c. Information regarding whether UMTS has been deployed or, or if it has not, whether and when UMTS will be deployed in the markets Cingular acquired from NextWave.
 - d. All data and analyses that discuss how much spectrum will be used to provide UMTS service in each of these markets and the average data transmission speeds that the parties expect customers will be able to obtain.
14. Explain the following statement in paragraph 96 of Exhibit 1 of the Application: “Thus, with the exception of home roaming—which discourages competitors from building and expanding networks—Cingular will continue to enter into roaming agreements with other carriers.”
15. On page 23 of Exhibit 1 of the Application, the Applicants assert that the combined company will be able to work with manufacturers to customize device interfaces. Provide all data and analyses that discuss the minimum number of subscribers necessary for it to be economically justified for a device manufacturer to develop customized items.
16. To supplement the maps provided in the application, provide, in either GIS or MapInfo format, nationwide coverage maps, including coverage of AT&T Wireless’s and Cingular’s affiliates, indicating AT&T Wireless’s and Cingular’s total coverage, cellular analog and digital coverage, TDMA coverage, GSM coverage, and UMTS deployment. All maps should be identically scaled.

III. Additional Document and Data Request Regarding Wireless Services

1. Provide all analyses including but not limited to Current Analysis, Telephia Reports, and National Service Assurance Reports related to market share or the competitive position of your actual and potential competitors.
2. [REDACTED]

3. Provide all data and analyses that address the following:
- a. Market shares (however measured) or competitive position of AT&T Wireless and Cingular and any of their actual or potential competitors with respect to any relevant service in any relevant area.
 - b. Relative strengths or weakness of AT&T Wireless and Cingular and/or other companies providing or planning to provide any relevant service, including, but not limited to, any description or analysis of service offerings, advertising and marketing efforts, network quality (however measured), subscriber counts, market shares, gross additions, gross deactivations, net additions, or churn.
 - c. Loss of customers to other mobile wireless service providers and any strategies/attempts to win customers from other mobile wireless service providers or to stem losses to other mobile wireless service providers, including, but not limited to:
 - i. Churn data and any analyses or report thereof, including, but not limited to analyses on the correlation of churn with service quality, length of contract commitments, price, bundling with wireline service, or other factors;
 - ii. The effect on churn of wireless local number portability (LNP);
 - iii. Reasons for switching to or from AT&T Wireless and Cingular because of the absence or presence of particular services or service features; and
 - iv. AT&T Wireless's and Cingular's experience or success in obtaining customers through marketing or promotions targeted at particular mobile wireless providers, particular geographic areas, or particular types of customers (including but not limited to the offers made and the amount spent on the marketing effort, the number of new subscribers gained, average churn rates for such subscribers and revenues realized by AT&T Wireless and Cingular).
 - d. How consumer or business customers view or perceive wireless services offered by AT&T Wireless and Cingular (including, but not limited to, the impact of bundling, offering services at a particular rate, the geographic scope of the service plan, the impact of not offering particular wireless services or the impact of pricing on decisions to take any relevant service, and the location and quality of AT&T Wireless's and Cingular's network).
 - e. Similarities and differences and consumer perceptions of similarities and differences between relevant services offered by AT&T Wireless and Cingular and those offered by their actual competitors.
 - f. Elasticities of demand, including own elasticities and cross-elasticities, for wireless services generally and for the relevant services offered by particular competitors.
 - g. Any actual or potential effect on supply, demand, cost or price of any relevant service as a result of competition from:
 - i. Any new entrant, or
 - ii. Any provider's other services, including but not limited to Wi-Fi, local telephone service, long distance telephone service, and Internet access service, regarded by customers as a potential substitute.
 - h. AT&T Wireless's and Cingular's planned or actual response to actual or potential competition in each relevant service within any relevant area.

- i. The effect of wireless local number portability on AT&T Wireless and Cingular, their competitors, or on competition in any relevant service in any relevant areas and on competition for local telephone service, long distance telephone service, Internet access service or any combination of these services sold together or with any relevant service.
4. Provide all data and analyses that include, relate to, or address the following:
 - a. Price lists, pricing plans, pricing policies, pricing forecasts, pricing strategies, pricing analyses, and pricing decisions.
 - b. The design of pricing plans, including, but not limited to, estimation of relative sources of revenue (*e.g.*, monthly fees, roaming or out-of-region fees, overage fees), choice of the scope of the geographic service area, appropriate degree of geographic price discrimination and factors affecting the extent of geographic price discrimination, effectiveness of targeted promotions and the most effective forms of promotion.
5. State whether AT&T Wireless will be transferring to Cingular all ownership interests held in licensees (*e.g.*, Triton and Cincinnati Bell) in which it holds less than a 50% interest ownership interest.
6. For each relevant service in each cellular market area (CMA), describe each price plan offered by AT&T Wireless and Cingular. Should service provided in a CMA include service provided by an affiliate, provide the requested data for the affiliate separately. For each price plan in each CMA, provide the following information:
 - a. The date the plan was first offered, and if the plan is no longer available, the date new customers could no longer enroll for that plan;
 - b. The price terms of the plan including, but not limited to the number and type of minutes included in the basic monthly subscription fee for the service used within a specified geographic area, the charge for minutes used in excess of the monthly plan allotment, roaming charges for mobile wireless services used outside a specified geographic area and promotional minutes, discount or rebates;
 - c. Additional features included with the plan, including but not limited to voice mail, call waiting, unlimited night and weekend calling, rollover minutes, conference calling and push to talk;
 - d. The number of subscribers and mobile access numbers enrolled in the plan separately by type of customer (*e.g.*, consumer, business, prepaid); this data should be provided for each month since January 1, 2002 and for each zip code in the CMA. Please provide your response in Microsoft Excel format.
 - e. The total monthly revenue, the average revenue per minute, average monthly usage and average revenue per customers of each plan, breaking out (1) subscriber fees; (2) roaming fees; (3) fees for minutes in excess of the plan allotments; (4) equipment fees; and (5) other fees (briefly describe); this data should be provided for each month since January 1, 2002 and for each zip code in the CMA. Please provide your response in Microsoft Excel format.
 - f. The length of the contract term of each plan and any fees associated with activation of service or early termination of the contract by customer;
 - g. Any restriction on which types of customers that may enroll in any specific plan;

- h. A detailed description of the geographic area(s) covered by the plan and any geographic restrictions or price differentials in a plan related to where a call originated or terminated;
- i. The equipment needed by a customer to enroll in each price plan; the cost of the equipment and any equipment subsidies or discounts AT&T Wireless or Cingular provided to subscribers of each plan; and
- j. Any discount received by a customer for enrolling in a price plan in combination with local telephone service, long distance telephone service, or internet access service offered by AT&T Wireless or Cingular, whether any of the services are to be provided solely by AT&T Wireless or Cingular or in conjunction with an agreement with any other provider.

For requests 7-24 listed below, AT&T Wireless and Cingular should provide data for the markets listed below where applicable. Should a market include a subsidiary and/or affiliate, provide the requested data on the subsidiary and/or affiliate as well.

Markets:

Geographic Description	Market Number	Market Name
CMA001	MSA001	New York, NY
CMA002	MSA002	Los Angeles, CA
CMA003	MSA003	Chicago, IL
CMA009	MSA009	Dallas-Forth Worth, TX
CMA004	MSA004	Philadelphia, PA
CMA005	MSA005	Detroit-Ann Arbor, MI
CMA010	MSA010	Houston, TX
CMA006	MSA006	Boston, MA
CMA008	MSA008	Washington, DC-MD-VA
CMA007	MSA007	San Francisco-Oakland, CA
CMA012	MSA012	Miami-Fort Lauderdale-Hollywood, FL
CMA017	MSA017	Atlanta, GA
CMA026	MSA026	Phoenix, AZ
CMA015	MSA015	Minneapolis-St. Paul, MN-WI
CMA018	MSA018	San Diego, CA
CMA011	MSA011	St. Louis, MO-IL
CMA020	MSA020	Seattle-Everett, WA
CMA019	MSA019	Denver-Boulder, CO
CMA035	MSA035	Sacramento, CA
CMA028	MSA028	Indianapolis, IN
CMA039	MSA039	Salt Lake City-Ogden, UT
CMA034	MSA034	Rochester, NY
CMA047	MSA047	Greensboro-Winston-Salem-High Point, NC
CMA040	MSA040	Dayton, OH
CMA071	MSA071	Raleigh-Durham, NC
CMA058	MSA058	Allentown-Bethlehem-Easton, PA-NJ
CMA077	MSA077	Tuscon, AZ
CMA080	MSA080	Baton Rouge, LA
CMA092	MSA092	Little Rock-North Little Rock, AR

CMA084	MSA084	Harrisburg, PA
CMA088	MSA088	Chattanooga, TN-GA
CMA108	MSA108	Augusta, GA/SC
CMA112	MSA112	Corpus Christi, TX
CMA118	MSA118	Reading, PA
CMA171	MSA171	Reno, NV
CMA202	MSA202	Arecibo, PR
CMA222	MSA222	Tuscaloosa, AL
CMA207	MSA207	Jackson, MI
CMA253	MSA253	Sioux City, IA-NE
CMA282	MSA282	Bloomington, IN
CMA292	MSA292	Sherman-Denison, TX
CMA458	RSA458	Louisiana 5 - Beauregard
CMA458	RSA458	Louisiana 5 - Beauregard
CMA560	RSA560	New York 2 - Franklin
CMA359	RSA359	Delaware 1 - Kent
CMA340	RSA340	California 5 - San Luis Obispo
CMA311	RSA311	Alabama 5 - Cleburne
CMA373	RSA373	Georgia 3 - Chattooga
CMA357	RSA357	Connecticut 1 - Litchfield
CMA441	RSA441	Kansas 14 - Reno
CMA632	RSA632	South Carolina 8 - Hampton
CMA392	RSA392	Idaho 5 - Butte
CMA697	RSA697	Washington 5 - Kittitas
CMA358	RSA358	Connecticut 2 - Windham
CMA369	RSA369	Florida 10 - Walton
CMA518	RSA518	Missouri 15 - Stone
CMA349	RSA349	Colorado 2 - Logan
CMA365	RSA365	Florida 6 - Dixie

7. Based on current resource allocation, provide:
 - a. The amount of spectrum, average per site and average per market, devoted to analog, TDMA,¹ GSM, and UMTS.
 - b. A break down of GSM voice, GPRS, and EDGE spectrum allocations.
 - c. Include, in the response to the requests above, detailed data used in this computation, such as the average number of frequencies per sector based on cell-by-cell basis, the average number of frequencies per site, and the number of sites per market.
8. Based on switch and other measured data, and for each one of the deployed technologies, analog, TDMA, GSM, and UMTS, provide the values for the following metrics, or other company and industry standard metrics, at peak hour and on an average monthly basis:
 - a. Blocked calls as a percent of offered calls, including origination and termination failure;
 - b. Dropped calls and hand-off failures percentages;

¹ Based on the US Interim Standard 136, IS-136.

- c. Switch loading or utilization, including total processed calls to total capacity per unit time and percent of back plane and port utilization;
 - d. Average Erlangs per cell site on a per-site and per-market wide basis;
 - e. Percent of the time active traffic is present on a cell site.
9. For all data gateways,² provide peak-hour loading and monthly averages while distinguishing between cellular digital packet data, CDPD, TDMA, GSM, and EDGE for the following metrics, or other company and industry standard metrics, at peak hour and up link separately, averaged on a cell-by-cell basis and a market-wide basis. Additionally, estimate:
- a. The residual available data capacity, in both kbps and effective average bandwidth (MHz) on a cell-by-cell basis and on a market-wide basis;
 - b. The CGSN and GGSN capacity and port utilization;
 - c. Values of quality of service metrics for packet switched data systems including, but not limited to:
 - i. Success of session initiation and termination;
 - ii. Bit error rate on both down link and up link;
 - iii. Average served number of users on a per-cell basis and on a system-wide basis.
10. Provide all assumptions that lead to the requirement of 20 MHz to achieve GSM 10x analog efficiency. The assumptions should include, but are not limited to, the number of time slots and frequency channels dedicated to voice, packet and control systems, number of voice, packet, and control channels per sector, reuse distance, average cell site radius for urban, suburban, and rural areas, the number of frequency groups, the average number of subscribers per cell and per market, the average data rate (down link and uplink) as well as the number of Erlangs per subscriber for voice and data applications, separately. Provide data for both 850 MHz and the 1.9 GHz bands, separately. Demonstrate that with 20 MHz of spectrum using GSM technology that AT&T Wireless, Cingular, and/or the merged company will meet or exceed the GSM services requirements for the above noted markets based on current and future needs through 2007.
11. Provide the percent of voice traffic versus data traffic on both TDMA and GSM systems. Distinguish between GPRS and EGDE. Provide this data since the inception of GPRS and EDGE technologies and the anticipated projection of both voice and data traffic through 2007. Provide the percent of GPRS and EGDE coverage³ to that of TDMA voice and GSM voice coverage separately in each area. Provide GPRS, EDGE, and UMTS build-out plans through 2007.
12. Provide coverage plots in digital GIS or MapInfo format for AT&T Wireless's and Cingular's TDMA and GSM coverage based on -95 dBm. Differentiate between coverage on the 1.9 GHz and 850 MHz bands and between GSM voice, GPRS, and EDGE technologies. Provide the percent of coverage overlap of TDMA and GSM technologies, and the percent of TDMA capacity to GSM capacity on AT&T Wireless and Cingular system. Provide the percent overlap for each technology between AT&T Wireless and Cingular.

² The data gateways will include serving GPRS support node, SGSN, and gateway GPRS support node, GGSN, and any inter-working function gateways.

³ Coverage, as referenced in this document, should be based on market-specific, field-adjusted propagation models and reflect -95 dBm signal level. Contours in GIS or MapInfo format depicting the edge of the cell coverage area are to be provided.

13. For item (12) above, include a separate record and for all technologies, site locations (latitude, longitude in the North American Datum of 1983, NAD 83, format) frequencies, number and type (Vendor and model number) of base stations subsystem (BSS), number and type (vendor and model number) of base station controllers (BSC) and packet control units (PCU) and the number and type (vendor and model) of switch, CGSN, GGSN, and any inter-working data gateways. Also provide data on the number of deployed handsets' manufacturer, model and capabilities. Also provide the currently available handsets in the stores, their manufacturer, model and capabilities.
14. Provide a merger efficiency evaluation and spectrum requirements for the outlined markets and all technologies, similar to that shown in paragraphs 42 through 60 of the Hogg and Austin Declaration including, but not limited to the (a-k) factors given below. Further, provide the estimated cost savings that the merger will provide over the next 10 years and any studies or conceived ideas on integrating the market level networks together and to the regional and national networks. The factors are as follows:
 - a. Actual performance metrics derived from drive tests, switch data, and gateway data ;
 - b. Actual cell site locations⁴ and cell site configuration;
 - c. Licensed frequency band and specific frequencies per site per technology;
 - d. Current handset capabilities (frequency bands, TDMA, GSM, m-mode, etc.);
 - e. Compatibility and scalability of the AT&T Wireless's and Cingular's RF and core networks on local, regional, and national levels.⁵ Include billing, inventory tracking, and subscriber activation systems;
 - f. Actual number of BSC, PCU, and switches with their corresponding capacity and compatibility based on local, regional, and national levels;
 - g. The duration of integrating the two companies networks and systems and the sustained subscriber growth within that time;
 - h. Rate of conversion of TDMA customers to GSM. Actual growth in GSM, GPRS, and EDGE users and the corresponding capacity requirement per user;
 - i. Backhaul and interconnect capacity and availability;
 - j. Specific outages and bottlenecks in both the core and the RF networks;
 - k. Shared infrastructure with an affiliate or any other company.
15. For each of the markets, provide a comprehensive core and RF network diagram and element listing (include function, type, vendor and model). Designate the expected interface points or demarcation lines with the acquired network and detail the extent that both systems are compatible. In case of incompatibility or expandability requirements upon the merger, provide solution synopsis and the expected capital and recurring costs through 2010. Provide any studies on integrating both companies' local markets' core and RF networks. Include and designate separately any shared infrastructure with an affiliate or with any other company.

⁴ Assume cell collocation and other spacing scenarios that can be deduced from competitive studies, spectrum analysis, tower ownership or licensing data.

⁵ For example, could one vendor's TDMA base stations be integrated with another vendor's BSC or switch? Similarly, are the different vendors' TDMA switches capable of handling additional traffic?

16. Provide studies or reports for the listed markets for the top six nationwide carriers and any regional carriers offering service in that market that include, but are not limited to, the following metrics: coverage, blockage, interference, and other performance parameters. Provide a summary of the studies for all services separately, including analog, TDMA, GSM, GPRS, and EDGE.
17. Provide the merged company's TDMA to GSM active and proposed conversion plans including all milestones in the technology, engineering, network operations, facilities, handset capabilities/handset interface, sales and marketing areas. Supply actual GSM subscriber growth and correlate this to the TDMA subscriber base and growth trend.
18. Provide a comprehensive diagram and element listing (include function, type, vendor and model) of the national, regional, and local core networks.⁶ Designate the expected interface points or demarcation lines with the acquired network and detail the extent that both systems are compatible. In case of incompatibility or expandability requirements upon the merger, provide solution synopsis and the expected capital and recurring cost through 2010. Provide any studies or conceived ideas on integrating the two companies national, regional, and local networks.
19. Provide detailed information on AT&T Wireless's and Cingular's, as well as the merged company's, current and expected bottlenecks and outages in the national, regional and local markets for both the core and the RF networks. Specify, in addition to any added spectrum, how and to what extent, would the merger alleviate or worsen these bottlenecks or outages. Include compatibility and market-specific details in the showing. Provide capital and recurring costs through 2010 in providing such solutions.
20. Provide any current or planned initiatives that will lead to improved quality of service, customer retention and competitiveness including, but not limited to: special promotions, customer care, technology development, network buildout and expansion. Show the effect of these initiatives on customer churn since their inception. Project results through 2007.
21. Provide a comprehensive project plan including resources, duration, and cost of integrating the two networks and systems at national, regional, and local levels. Provide the projected level of facilities elimination including, but not limited to, cell sites, switch locations, and sales point of presence. Provide the projected reduction in operational and capital investment due to the merger. Provide specific studies that support the cost savings. Cingular should also project the cost for fixing any current and identified future problems for each system and the merged company.
22. Provide any actual and conceived plans, studies, or analyses of the merger's impact on the customer base of AT&T Wireless and Cingular. Provide details on plans and strategies on product integration, billing and customer service integration and enhancement. Provide results of any customer satisfaction surveys for all services.
23. Provide information on UMTS laboratory and field trials, and UMTS implementation plans, including transitional plans from GPRS/EDGE. Provide any data acquired by AT&T Wireless and Cingular from other trials or implementations in other countries. Include actual data on traffic modeling, capacity requirements, spectrum requirements, feasible applications, and the extent of overlap with GPRS/EDGE deployment. Provide analysis on the breakpoint where the market demand requires the implementation of UMTS instead of EDGE.

⁶ National Network Systems includes, but not limited to: signaling transfer point, STP, home/visitor location register, HLR/VLR, billing systems, E911, voice gateway switches, and packet or inter-working function data gateways.

24. Throughout all US markets, including Puerto Rico and the US Virgin islands, provide data on whether SBC or BellSouth operate or own long distance voice services, local exchange carrier services or provide/operate telecommunications transport and transmission facilities. Besides, provide the name of the current long distance provider, last or first mile connectivity provider, and any other transport provider, such as optical fiber ring service company. Also provide the internet service providers used on a national, regional, and local market levels.

ATTACHMENT B

INFORMATION REQUEST REGARDING WIRELESS-WIRELINE COMPETITION ISSUES JUNE 30, 2004

For purposes of the following request, the following definitions and instructions apply:

1. The term "documents" means written or graphic materials in the possession, custody, or control of AT&T Wireless and Cingular. The term "documents" includes hardcopy and electronic copies of correspondence, drafts, spreadsheet and database analyses, analyses, reports, memos and presentations created, revised or distributed within AT&T Wireless and Cingular.
2. The term "Relevant Area" means,
 - a. Any state in which AT&T Wireless and Cingular owns, manages, or controls a CMRS license, and
 - b. Any state in which BellSouth or SBC operates as a local exchange carrier.
3. The term "Relevant Service" means,
 - a. Mobile wireless services
 - b. Mobile wireless data services
 - c. Mobile wireless voice services.
4. The term "Cable Modem Service" means a service that uses cable system facilities to provide customers with high-speed internet access, as well as many applications or functions that can be used with high-speed Internet access.
5. Unless otherwise specified, each of the requests calls for documents for each of the years from January 1, 2003 to the present.
6. The response to this request shall be submitted in the following manner:
 - a. Documents shall be complete and, unless privileged, unredacted, submitted as found in the AT&T Wireless's and Cingular's files.
 - b. AT&T Wireless and Cingular should submit photocopies (with color photocopies where necessary to interpret the document), in lieu of original documents.
 - c. Documents submitted shall be produced by request. Mark each page with a corporate identification and consecutive document control numbers. Place all documents produced in file folders, and mark each folder with corporate identification, the name of the person whose documents are in the folder how the original file was labeled, and which request that documents responds to; provide equivalent information for documents provided in electronic form.
 - d. Provide a master list showing: (a) the name of each person from whom responsive documents are submitted; and (b) the corresponding consecutive document control number(s) used to identify the person's documents.
7. You are to search the files of the following individuals for documents responsive to these requests.
 - a. SBC
 1. Eric Boyer (VP – Consumer Product Integration)
 2. Chris Koch (Dir. Strategic Marketing)
 3. Amy Bruns (Exec. Dir. Strategic Marketing (Consumer))

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4. Christine Urbanek (Asst. VP Research and Analysis)
 5. James Carter (Exec. Dir. Research and Analysis)
 6. Rachel Hackett (Exec. Dir. Strategic Initiatives)
 7. Elizabeth Hart (Dir. Emerging Products)
 8. Maureen Sahyoni (Dir. Cingular)
 9. Lori Jolley (Dir., Cingular Alliance)
 10. Gordon Brown (Ex Dir. Cingular Alliance)
 11. James Levering (Exec. Dir. Competitive Analysis)
 12. Brooks McCorcle (VP, Consumer Marketing)
 13. Linda Muscat (Dir. Channel Delivery and Winback)
 14. Kevin Porter (Corporate Strategy)
 15. Jon Blinkiewicz (Dir – Package/bundles)
 16. Scott Velting (Exec. Dir.– Packaging and Bundling)
- b. BellSouth
1. Bob Arnold (VP- Pricing, Strategic Pricing and Voice Product Management)
 2. Tim Barnes (Director-Strategy Planning and Analysis, in marketing)
 3. Bill Smith (Chief Tech Officer)
 4. Barry Boniface (VP Corporate Development, VP Planning and Development)
 5. Michael Bowling (VP Broadband Service, in LD and Product Management)
 6. Douglas Bulleit (Chief Strategist, Corporate Development)
 7. Dan Csont (Director, Strategic Planning and Voice Prod. Management (in Marketing))
 8. Cindy Hamrin (VP, Alliance Management)
 9. John Irwin (VP, SBS Segment Marketing, in Marketing)
 10. Donna Lee (Chief Marketing Officer)
 11. Pam Jones (VP, Consumer Segment Marketing)
 12. Paul Edwards (Director, Wireless, in consumer segment marketing)
 13. Don Livingston (Sr. Director, Consumer Segment Marketing)
 14. Elizabeth Luckey, (Manager, Strategic Pricing and Voice Product Management, in marketing)
 15. Ainsley Sadlow (Dir. Strategic Pricing)
 16. Brian Collins (Director, Bundles in Consumer marketing)
 17. Missy McCue (Director, Bundle Development/Wireless BAPCO, in Marketing)
 18. Eric Wolbach (Director of Wireless Services, Wireless/Wireline Integration in LD and Product Management and Development)
 19. Ellen Mitchell (VP- Integrated Marketing)
 20. David Rittiner (Director of Demand Forecasting)
 21. Maggie Robinson-Hatfield (Sr. Director, Research)
 22. Stephen Sherman (Director, Cingular Alliance)
 23. Derek Walker (Dir. Strategic Planning, Corporate Development)
- c. Cingular
1. William Clift (Chief Tech. Officer)
 2. Marc Lefar (Chief Marketing Officer)
 3. Mitchell Ferber (Marketing Director)
 4. Karen Bennett (VP Product Develop and Bus. Transform)
 5. Christopher Dowd (VP Product Development)
 6. Ryan Jones (VP Product Development)
 7. Elizabeth Hill (Ex. Dir. – Marketing – Prod. Development)

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8. Andrew Wilson (VP Marketing)
 9. James Glass (VP Finance)
- d. AT&T Wireless
1. Mike Sievert (Exec. VP, Chief Marketing Officer)
 2. Sarah Pan, (Dir. Strategic Planning)
 3. Rob Griffin (Dir. Strategic Financial Planning)
 4. Suzi White (Interim Director - Customer Lifecycle Management Team)
 5. Jan Vicek (Prog. Management Director – Customer Lifecycle Management Team)
 6. Michael Harstrick (Customer Lifecycle Management Team)
 7. Thomas Enraght-Moony (Business Ldr, Consumer Direct, Consumer /Partnership Direct Team)
 8. Mike Attiyeh (Dir. Consumer Product Management)
 9. Susan Kosanke (VP Finance and Wireless Ops)
 10. Shane Miller (Dir. Transition, Marketing and Pricing)
 11. Gary Corley (Dir. Transition, Rev. and Post Launch)
 12. Mike Tempora (VP Consumer Product Management)
 13. Len Kubik (Proj. Manager Wireline Replacement)
 14. Emmy Packard-Levine (Sr. Manager – Cross Product Operations)
 15. Tim Finnegan (VP Partnership Marketing)
 16. John Tinter (VP Market Strategy)
 17. John Burbank (VP Consumer Marketing)

Document Request:

1. Provide all documents relating to competition between local telephone service and the provision of any relevant service in any relevant area, including, but not limited to, market studies, analyses, forecasts and surveys relating to:
 - a. The loss of local telephone service customers to mobile wireless service and any attempts to win these customers back from mobile wireless service providers or to stem losses of these customers to mobile wireless services, including, but not limited to,
 - i. Data or studies indicating that local telephone service customers have disconnected their local telephone service and are using a mobile wireless service in lieu of local telephone service (including, but not limited to figures on subscribers lost or gained).
 - b. How consumer or business customers or competitors view or perceive the offering of a bundled offering that includes local telephone service and wireless service offered by your company or any other carrier (including the impact of not offering a wireless service or the impact of pricing on decisions to take local telephone service or any relevant service). A bundle of services includes, but is not limited to, services billed on one bill or service for which a discount is received if purchased with other services, even if the customer is billed separately for each service.
 - c. Any actual or potential effect on the supply, demand, cost or price of any relevant service as a result of competition from other services including, but not limited to local telephone service (including DSL or other data services), Wi-Fi, and cable modem service, regarded by customers as a potential substitute.

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- d. Any actual or potential effect on the supply, demand, cost or price of any local telephone service (including DSL or other data services) as a result of competition from other services, including, but not limited to any relevant service, Wi-Fi, and cable modem service, regarded by customers as a potential substitute.
 - e. The effect local number portability on your company, competitors, or on competition in any relevant service in any relevant areas and on competition for local telephone service, long distance phone service, or any combination of these services sold together or with any relevant service.
2. Provide all documents relating to pricing plans, pricing policies, pricing forecasts, pricing strategies, pricing analyses, and pricing decisions that consider the effects of actual or potential competition between any relevant service and any local telephone service (including DSL or other data services) or cable modem service within any relevant area.
3. Provide all plans, studies, strategies, policies, corporate goals, or contracts in which you have proposed or offered mobile wireless services bundled with local telephone service, including the effect on your company's or any other person's plans to offer or provide a mobile wireless service bundled with local telephone service or on your company's or any other company's competitive position in local telephone service, including, but not limited to, any change in churn rates, market shares, or revenues attributed to any loss or gain in customers. A bundle of services includes, but is not limited to, services billed on one bill or service for which a discount is received if purchased with other services, even if the customer is billed separately for each service.
4. Provide all documents that refer to, discuss, evaluate or compare the advantages and disadvantages of local telephone service (DSL or other data services) or cable modem services to different wireless technology platforms (e.g., TDMA, CDMA, GSM, ixRTT, eDGE, GRRS, VMTS, and EV-DO/DV), including, but not limited to analysis of spectral efficiency and spectral capacity, discussions of technological developments for particular technology platforms, the evolutionary path to an improved or "next generation" technology platform, cost and pricing considerations, acceptance of and projections of the number of customers that are likely to subscribe to each relevant service based upon different technology platforms, and price premiums that might be obtained by offering any relevant services based on a particular technology platform.