

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

NEW YORK, NY
TYSONS CORNER, VA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ
BRUSSELS, BELGIUM

AFFILIATE OFFICES
JAKARTA, INDONESIA
MUMBAI, INDIA

FACSIMILE

(202) 955-9792

www.kelleydrye.com

BRAD E. MUTSCHELKNAUS

DIRECT LINE: (202) 955-9765

EMAIL: bmutschelknaus@kelleydrye.com

July 14, 2005

Via E-MAIL & REGULAR MAIL

Michael J. Hunseder, Esq.
Sidley Austin Brown & Wood LLP
1501 K Street, N.W.
Washington, D.C. 20005

Wm. Randolph Smith, Esq.
Crowell & Moring
1001 Pennsylvania Ave., N.W.
Washington, DC 20004

Re: WC Docket No. 05-65

Dear Messrs. Hunseder and Smith:

I am writing to request copies of the attached list of documents submitted as part of the above-referenced proceeding. The attached list identifies requested documents by Bates numbers, exhibit numbers and includes descriptions.

Previously, we have been unable to obtain copies of documents as part of the production of material in the above-referenced proceeding. While parties' counsel and economic experts have worked within the confines of the Applicants' document production policies, copies of the attached documents are required to allow a meaningful review of information submitted in support of the proposed FCC transfer. The documents will only be shared with individuals that have signed and filed confidentiality acknowledgements with the FCC.

KELLEY DRYE & WARREN LLP

Michael J. Hunseder, Esq.
Wm. Randolph Smith, Esq.
July 14, 2005
Page Two

Please contact the undersigned or Joseph Price (703-918-2317) to arrange delivery/pick-up or should you have any questions.

Sincerely,



Brad E. Mutschelknaus

BM:cpa
Attachment

cc: Lawrence J. Lafaro, AT&T Corp.
Gary Phillips, SBC Communications
David L. Lawson, Sidley Austin Brown & Wood LLP

SELECTED DOCUMENTS REQUESTED FROM THE AT&T DOCUMENT PRODUCTION

Note: Exhibit numbers refer to exhibits to AT&T's response to the Federal Communications Commission's April 18, 2005, information request.

Exhibit 3(a)-I "FCC 3(a) – Full Detail for SBC States"

A spreadsheet approximately 300 pages in length that contains quarterly AT&T revenue and customer counts within the SBC territory for the period 1Q2004 through 1Q2005. Data are provided by metropolitan statistical area ("MSA"), by customer segment (e.g., enterprise, wholesale), and by service description.

Exhibit 3(a)-II "FCC 3(a) – Full Detail for Non SBC States"

A spreadsheet approximately 75 pages in length that contains quarterly AT&T revenue and customer counts outside of the SBC region for the period 1Q2004 through 1Q2005. Data are provided by state, by customer segment, and by service description.

Exhibit 3(b)-I "Local Voice Services Estimated DS0s. SBC Territory"

A 43-page spreadsheet that provides monthly counts of DS0-equivalent circuits for externally billed AT&T customers in the SBC territory, by MSA and by customer segment (e.g., enterprise, small business, wholesale). While nationwide and MSA-specific totals are not given, the data do contain totals for non-SBC territory by state. Data are available for March, June, September, and December 2004 and for March 2005.

Exhibit 3(c)-I "Physical Connection Count at End of Quarter" and "eDS0 for Physical Connections End of Quarter"

A thick (approximately 1-inch) spreadsheet containing quarterly counts of AT&T physical connections and DS0-equivalent connections for the period 1Q2004 through 1Q2005. Data are provided by state and MSA, by customer segment, and for the following service categories: outbound; inbound; domestic bandwidth long distance; and domestic packet long distance.

Exhibits 4-I to 4-III "FCC Specification 4 – AT&T Business Opportunities Since Oct. 1, 2004 in Which SBC Was a Primary Competitor"

A thick spreadsheet (containing approximately 8,000 observations) that identifies situations since October of 2004 in which AT&T and SBC competed for a business customer opportunity. The file contains the "close" and "no close" status of various past and pending opportunities for long distance voice, local voice, IP, data/MDS, custom, and other services. The data file identifies date, product and product line, primary competitor, secondary competitor, term in months, opportunity number, and other such information.

Exhibits 5(c)-I to VI "FCC Report for SBC Region: LPL Volume and Revenue Report by State and MSA/City"

Spreadsheets containing quarterly (1Q2004 to 1Q2005) AT&T local private line monthly recurring charge revenues within SBC states. Data are apparently provided by customer segment and observe revenues for Type I and II DS0, DS1, and DS3 facilities, and for OC3, OC12, OC48, and OC192 facilities.

Exhibit 6(a)-I Spreadsheet regarding AT&T switch locations in SBC region

A 3-page spreadsheet identifying the street address and CLLI code of all AT&T switches within the SBC region.

Exhibit 6(b)-II Spreadsheet regarding AT&T collocations in SBC region

A 12-page spreadsheet identifying the location and type (i.e., facilities based, non-facilities based, or "rifle shot") of each AT&T collocation within the SBC region

Exhibit 6(a)-III Spreadsheet regarding AT&T "on-net" buildings

A 129-page spreadsheet (containing approximately 5,500 observations) regarding all AT&T "on-net" buildings within the SBC territory. This spreadsheet apparently identifies all buildings within the SBC territory in which AT&T had a retail or wholesale customer as of April 17, 2005. For each building, the customer served is specified, as is the full street address and zip code. The location's CLLI code is also given, and the data also contain information regarding which customers are "possible wholesale."

Exhibit 6(a)-IV Spreadsheet regarding AT&T lines to on-net buildings

A spreadsheet approximately 118 pages in length that contains information regarding the number of DS0-equivalent switched voice lines and other voice and data lines provided by AT&T to customers identified as being in an AT&T on-net building within SBC territory. Each customer is identified, and the CLLI code and full street address of the

location is given. The data also contain information regarding with customers are “possible wholesale.”

Exhibit 6(a)-V Spreadsheet regarding capacity to AT&T on-net buildings

A spreadsheet approximately 74 pages in length that contains information regarding the capacity of data services provided by AT&T to its on-net buildings within SBC territory. Each customer is identified, and the CLLI code and full street address of the location is given. The number of DS0-equivalent voice, data, and undefined lines are given. Also given are counts of type 1 and type 2 BBW, DS0, DS1, DS3, OC3, OC12, OC48, and OC192 lines.

Exhibit 6(a)-VI Maps regarding AT&T metropolitan fiber facilities in SBC region

This exhibit contains maps of AT&T’s fiber systems in the following metropolitan areas within SBC’s local service territory: Austin, Chicago, Cleveland, Columbus, Dallas, Dayton, Detroit, Hartford (Connecticut), Houston, Indianapolis, Kansas City (Missouri), Los Angeles, Milwaukee, Sacramento, San Antonio, San Diego, San Francisco, and St. Louis.

Exhibit 6(b) “FCC Interrogatory 6(b) – Full Detail”

A thick (approximately 3-inch) spreadsheet containing AT&T’s 2004 annual revenues within SBC territory. Revenues are broken down by MSA, customer segment (e.g., enterprise, wholesale), service category, and sub-category (e.g., data, domestic long distance voice, etc.).

Exhibit 6(d) Spreadsheet regarding CLEC fiber buildings in SBC region

A spreadsheet approximately 175 pages in length that contains a list of the building locations within SBC’s region that are served by the fiber of CLECs from which AT&T purchases special access substitutes. Data are broken down by MSA within the SBC region. CLEC vendors are identified, as are the buildings’ CLLI codes and full street addresses.

Exhibit 6(e) Spreadsheet regarding AT&T approved on-net sites

A 6-page spreadsheet identifying the 127 buildings for which AT&T has apparently approved funding to place on-net within the next two years.

- Document at Bates Nos. ATTFCC 00889 to 00891
 - Nancy Bedard, Yankee Group, “Wholesale Communications Strategies: Wholesale Market Implications of AT&T’s Refocused Business Model” (Aug. 11, 2004).

- This document is a brief Yankee Group research note regarding wholesale markets in light of AT&T's retreat from residential and small business segments in favor of large business and enterprise segments.
- Document at Bates Nos. ATTFCC 01258 to 01264
 - Courtney Munroe, IDC Market Analysis, "U.S. Private Line 2004-2008 Forecast and Analysis."
- Document at Bates Nos. ATTFCC 02431 to 02479
 - Eastern Management Group, "Wholesale Market Analysis: Voice 1Q2004" (June 10, 2004).
 - This document is a consulting report prepared for AT&T by the Eastern Management Group regarding wholesale markets for voice services in the first quarter of 2004.
- Document at Bates Nos. ATTFCC 02566 to 02602
 - "Wholesale Market Analysis: 2Q2004" (Oct. 4, 2004).
 - This document is a consulting report prepared for AT&T regarding wholesale markets for data services in the second quarter of 2004. Revenue and share data are provided.
- Document at Bates Nos. ATTFCC 02603 to 02651
 - "Wholesale Market Analysis: 2Q2004" (Oct. 4, 2004).
 - This document is a consulting report prepared for AT&T regarding wholesale markets for voice services in the second quarter of 2004. Revenue and share data are provided.
- Document at Bates Nos. ATTFCC 02742 to 02780
 - "Wholesale Market Analysis: 3Q2004" (Dec. 3, 2004).
 - This document is a consulting report prepared for AT&T regarding wholesale markets for data services in the third quarter of 2004. Revenue and share data are provided.
- Document at Bates Nos. ATTFCC 02781 to 02826
 - "Wholesale Market Analysis: 3Q2004" (Dec. 3, 2004).
 - This document is a consulting report prepared for AT&T regarding wholesale markets for voice services in the third quarter of 2004. Revenue and share data are provided.

- Document at Bates Nos. ATTFCC 02915 to 02951
 - “Wholesale Market Analysis: 4Q2004” (Mar. 2, 2005).
 - This document is a consulting report prepared for AT&T regarding wholesale markets for data services in the fourth quarter of 2004. Revenue and share data are provided.
- Document at Bates Nos. ATTFCC 02952 to 02990
 - “Wholesale Market Analysis: 4Q2004” (Mar. 2, 2005).
 - This document is a consulting report prepared for AT&T regarding wholesale markets for voice services in the fourth quarter of 2004. Revenue and share data are provided.
- Document at Bates Nos. ATTFCC 500001538 to 500001542
 - Presentation regarding “Project Titan II 10/8/2004”
 - This document is a presentation deck that apparently gives a review of AT&T’s negotiations with Verizon, Qwest, BellSouth, and SBC. Rates and surcharges for various services are identified, as is certain information regarding the migration to/from ILEC UNE-L and resale service.
- Document at Bates Nos. ATTFCC 532000072 to 532000079
 - Presentation regarding “Access Pricing Alignment” (Mar. 15, 2004)
 - This document contains information regarding AT&T on-net local access pricing for T3 and OCn circuits and compares these to certain MCI on-net promotional rates.
- Document at Bates Nos. ATTFCC 532005593 to 532005602
 - Presentation regarding “Local Data OCx Pricing: Wholesale Offer Management” (Aug. 2, 2004)
 - This document provides information regarding AT&T pricing and competitive opportunities for DS1, DS3, and OCn data circuits in 2004. Also included are summaries of various deals with other carriers for the provision of multiple DS1s or DS3s. Information regarding competitor prices for Type I and Type II OCn circuits is provided.
- Document at Bates Nos. ATTFCC 532005618 to 532005648
 - Dean & Company, “Access Competitive Analysis: Discussion Materials Project Update” (Aug. 19, 2004).

- This document provides an outside analyst's assessment of AT&T prices and costs for local access circuits. Includes charts summarizing T1 average prices and win totals for AT&T and MCI. (This document apparently summarizes information contained within AT&T's "Custom Bid Database.") Also included are the following: "benchmark" T1 and T3 prices for SBC and various competitive carriers; T1 cost comparisons across various competitive carriers; and a comparison of AT&T and MCI on-net buildings.
- Document at Bates Nos. ATTFCC 532005744 to 532005791
 - Eastern Management Group, "Wholesale Market Analysis: Voice – 2Q2004" (Sept. 8, 2004)
 - This document was prepared for AT&T by the Eastern Management Group and presents information regarding revenues, shares, and minutes in wholesale voice markets. This document may refer to wholesale provision of long distance, however, rather than wholesale provision of local access or interoffice transport.
- Document at Bates Nos. ATTFCC 532006443 to 532006453
 - Document regarding "Prime Path DS-0 Pricing Update" (Mar. 3, 2005)
 - This document provides information regarding the replacement of UNE-P by total service resale ("TSR") and commercial agreements and estimates cost increases to customers as a result. Forecasts of UNE-P costs are provided. Also includes pricing timelines and unit cost impacts expected from FCC UNE rulings.
- Document at Bates Nos. ATTFCC 532006832 to 532006864
 - Document regarding "Local DS-0 Pricing Project" (Dec. 1, 2004)
 - This document provides information regarding AT&T DS-0 pricing. Includes comparisons to RBOC UNE-P and UNE-L rates to determine if AT&T is "competitive." Also includes prices and cost charts by state and by ILEC.
- Document at Bates Nos. ATTFCC 532006907 to 532006914
 - Draft report regarding DS-0 UNE pricing.
 - This document provides information regarding local voice DS-0 UNE pricing, comparisons of UNE rates to wholesale rates, and local market definition.
- Document at Bates Nos. ATTFCC 546003179 to 546003192
 - Dean & Company Strategy Consultants, "AT&T Access Pricing Analysis" (July 27, 2004).

- This document provides an outside analyst's competitive assessment of AT&T pricing and win/loss situations for local access services. The document makes reference to various data bases maintained by AT&T that apparently contain information regarding individual circuits and accounts. This document may refer to AT&T's retail provision of local access instead of wholesale, however.
- Document at Bates Nos. ATTFCC 548000109 to 548000133
 - Dean & Company, "AT&T InterLATA Private Line Market Research: Competitive Pricing" (Feb. 7, 2003).
 - This document provides an analyst's assessment of "Access 1" and "Access 2" pricing for T1 and T3 interlata circuits for long-haul transport between various cities. Data are provided for AT&T and selected other carriers.
- Document at Bates Nos. ATTFCC 551000889 to 551000917
 - Document regarding "2004 Outlook and 2005 Current View" (Mar. 23, 2005)
 - This document provides information regarding "key drivers" of decline in AT&T Business Service operating income. Wholesale revenues are given for 2003 and 2004.
- Document at Bates Nos. ATTFCC 551001184 to 551001193
 - Presentation regarding "Sample Run – Prelim Tail Roll Analysis Result Summary"
 - This document includes tables regarding AT&T on-net and "near-net" buildings and circuits. Also included is information regarding access savings, capital expenditures, and operating expenses.
- Document at Bates Nos. ATTFCC 551001417 to 551001488
 - Presentation regarding AT&T LSAM Strategy (Sept. 20, 2004)
 - This document includes information regarding AT&T's local service access management ("LSAM") strategy. Included is a list of "LSAM external Pain Points" discussing such things as the following: lack of last mile alternatives, ILEC tail prices, UNE costs, DS0 pricing and utilization, lack of easy interconnection, and the like.
- Document at Bates Nos. ATTFCC 551001649 to 551001654
 - Presentation regarding "Project Titan II" (Oct. 29, 2004)
 - This document is a presentation deck that gives offer comparison tables summarizing AT&T/RBOC negotiations.

- Document at Bates Nos. ATTFCC 551001677 to 551001692
 - Presentation regarding “Domestic Access and Local Connectivity”
 - This document presents an Excel table with data regarding volumes, lines, and traffic-sensitive expense for dedicated access, “local connectivity,” UNE-P and UNE-L, and other services.
- Document at Bates Nos. ATTFCC 551001693 to 551001784
 - Presentation regarding “AT&T/SBC Southwest Officer Briefing: Key Access Metrics” (Nov. 30, 2004)
 - This document presents information regarding AT&T access networks. Included is a table entitled “How Does AT&T Connect to Business Customers Today,” which includes information regarding on-net and off-net sites, wireless and fiber connections, and ILEC and CLEC providers.
- Document at Bates Nos. ATTFCC 551001805 to 551001810
 - Email from Lori G. Decastro to Clayton M. Lockhart (Dec. 15, 2004).
 - Email correspondence discussing AT&T strategy regarding selection of on-net local switching offices and collocation sites.
- Document at Bates Nos. ATTFCC 551001947 to 551001962
 - Table regarding “ABS Local Connectivity Volume Unit Cost, Expense”
 - This document provides 2004 results and 2005 plan figures for AT&T Business Services’ volumes, unit costs, and expenses regarding various DS0, DS1, DS3, and UNE services.
- Document at Bates Nos. ATTFCC 551002260 to 551002270
 - AT&T, “Verizon Unit Cost Presentation” (Jan. 2005)
 - Presentation regarding DS1 equivalent unit costs (pre- and post-OPP) to AT&T in several Verizon local serving areas. Includes charts of current tariff discounts, illustrating AT&T’s current commitment structure and requirement-based discounts.
- Document at Bates Nos. ATTFCC 551002334 to 551002351
 - Document regarding “2005 Access and Local Connectivity Expense Plan (\$B)”
 - This document is a table and supporting material regarding AT&T’s planned local access expenses. Includes data regarding OCn service by vendor and state.

- Document at Bates Nos. ATTFCC 551002470 to 551002500
 - Document regarding “Access and Local Connectivity Results” (Feb. 2005)
 - Presentation providing data tables regarding AT&T local access traffic and expense.
- Document beginning at Bates Nos. ATTFCC 551002739
 - “Project Cocktail Initial Prioritized Action Plan,” dated Dec. 15, 2004.
 - This document provides AT&T’s alternate supplier choices for the provision of dedicated access circuits in various cities. It also comments that SBC is expected to be “impacted via city-wide alternative sourcing of current dedicated access, outsourcing of switched termination and the redirection of all new service requirements to alternative providers.”
- Document at Bates Nos. ATTFCC 551002852 to 551002864
 - AT&T Local Services and Access Management, Network Engineering & Operations, “Defining the Problem” (Oct. 27, 2004).
 - This document provides a critique of SBC unit costs for local access services, including a comparison of SBC DS1-equivalent unit costs with CLEC pricing. The document also contains a brief discussion of “MVP” tariff discounts offered by SBC for local access services.
- Document at Bates Nos. ATTFCC 551002941 to 551002949
 - AT&T and Dean & Company, “Key Hypothesis”
 - This document appears to be a report on AT&T pricing and competition strategies for wholesale local access. Indicates that AT&T T1 quotations are 25 percent to 40 percent higher than “core competitors.” Also included is a brief assessment of MCI pricing.
- Document at Bates Nos. ATTFCC 551002954 to 551002985
 - Dean & Company Strategy Consultants, “Access Competitive Analysis Discussion Materials” (Aug. 19, 2004).
 - This document provides an outside analyst’s competitive assessment of AT&T and other providers of dedicated access. The document includes various conclusions regarding AT&T and MCI pricing of T1 access circuits and the alignment between costs and wholesale prices.

- Document at Bates Nos. ATTFCC 551003104 to 551003117
 - Dean & Company, “AT&T Access Pricing Analysis” (July 9, 2004).
 - This document provides an analyst’s competitive assessment of AT&T and other providers of local access. The document includes information comparing AT&T revenue win rates with those of “primary competitors.” The document includes various conclusions regarding AT&T and other carriers’ pricing access circuits and the alignment between costs and wholesale prices.
- Document at Bates Nos. ATTFCC 551003128 to 551003132
 - Table regarding “SBC Deal Impacts vs. Annual Budget”
 - This document appears to estimate the effect on AT&T/SBC special access spending resulting from the proposed merger.
- Document at Bates Nos. ATTFCC 574000471 to 574000492
 - Presentation regarding expected “integration synergies” from the proposed AT&T and SBC merger.
- Document at Bates Nos. ATTFCC 575000862 to 575000905
 - Dean & Company, “AT&T Access Cost Competitive Analysis” (July 2, 2004)
 - This document provides an outside analyst’s assessment of AT&T local access costs. Also included are charts identifying AT&T’s percentage of wins against key competitors for the provision of local access.
- Document at Bates Nos. ATTFCC 598000833 to 598000850
 - Presentation regarding “Revisiting AT&T’s Pricing Strategy” (May 4, 2004)
 - This document provides summary tables and figures for AT&T Business Services’ voice, frame relay, and private line market revenues. Also includes information regarding competitor prices.
- Document at Bates Nos. ATTFCC 598001453 to 598001478
 - Document regarding “Wholesale Competitive Assessment, AT&T Wholesale Leadership Meeting”
 - This document apparently provides wholesale revenues from 1Q2003 to 2Q2004, for various interexchange, local exchange, and competitive carriers. It is unclear whether the document refers to wholesale long distance or to wholesale local access, however.

- Document at Bates Nos. ATTFCC 598002426
 - Document regarding “Why Traditional Wholesale is Good for AT&T”
 - This document provides a graph showing “segment trends” and “product trends” in wholesale markets.
- Document at Bates Nos. ATTFCC 598002428
 - Document regarding “AT&T Wholesale 2005 Plan”
 - This document presents a table with 2003, 2004, and 2005 planned revenue for AT&T with regard to various service categories, including local voice and data.
- Document at Bates Nos. ATTFCC 598003446 to 598003473
 - Dean & Company, “Access Competitive Analysis” (2004)
 - This presentation includes data regarding local access cost performance, pricing, RFI data, and “deep dive deals.” Figures are provided illustrating cost variations across circuits and carriers. Also included is information comparing AT&T and MCI on-net buildings.

SELECTED DOCUMENTS REQUESTED FROM THE SBC DOCUMENT PRODUCTION

Note: Exhibit numbers refer to exhibits to SBC's response to the Federal Communications Commission's April 18, 2005, information request.

Exhibit 4(i) Spreadsheet regarding SBC and AT&T competitive opportunities

A 103-page spreadsheet identifying competitive opportunities since October 2004 in which both SBC and AT&T bid to provide service. The source for this spreadsheet is apparently SBC's "Individual Case Basis" ("ICB") database.

Exhibit 4(ii) Spreadsheet regarding SBC and AT&T competitive opportunities

A 92-page spreadsheet identifying competitive opportunities since October 2004 in which both SBC and AT&T bid to provide service. The source for this spreadsheet is apparently SBC's "Horizon" database.

Exhibit 5(b)(5) Nancy Bedard, J.P. Gownder, and Steve Hilton, Yankee Group, "SBC Special Access Study: Final Project Deliverable Wholesale Private Line" (Nov. 2004)

A 176-page deck of presentation slides prepared by the Yankee Group for SBC. The document provides wholesale private line revenues and shares for SBC and various competitors within the SBC region, by state and selected MSAs. Revenues and shares are annual totals for 2003 and 2004. The document also contains data regarding carriers' self-provision of facilities.

Exhibit 5(b)(6) Spreadsheet regarding SBC provision of wholesale service

A 20-page spreadsheet identifying competitive opportunities since Winter 2004 in which SBC sought to provide wholesale business services. The document observes more than 200 "price flex" and "individual case basis" special access competitive opportunities.

- Document at Bates Nos. SBCFCC-25-007496 to 007543
 - SBC and AT&T Presentation Slides, "SBC and AT&T: A Premier Provider for a New Era of Communications: Special Analyst Meeting" (Feb. 1, 2005).
 - This document is a presentation made by the Applicants to industry analysts in February 2005. The document contains discussion by SBC and AT&T regarding the magnitude

and sources of the “synergies” they claim will result from the merger. According to the document, most (60 percent) of the synergies result from headcount reductions.

- Document at Bates Nos. SBCFCC-25-008464 to 008465
 - Bernstein Research, “U.S. Telecom: Wholesale Segment Too Large to Sweep Under Rug, But Expected to Decline at 2.5% (AGR) Through ‘09” (Jan. 6, 2005).
 - This document is a brief Bernstein Research analyst report regarding wholesale markets.
- Document at Bates Nos. SBCFCC-25-008472
 - Table regarding “SBC InterLATA Losses”
 - This document identifies several competitive situations in which SBC and another firm bid to provide interlata T1 or OCn circuits, both in-region and out-of-region. For each situation, the SBC bid and the winning bid are provided.