

November 19, 2007

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: *AT&T Inc. and Dobson Communications Corporation Seek FCC Consent
to Transfer Control of Licenses and Authorizations
WT Docket No. 07-153*

REQUEST FOR CONFIDENTIAL TREATMENT

Dear Ms. Dortch:

Dobson Communications Corporation ("Dobson") hereby provides notice that on November 15, 2007, as referenced in the Commission's press release announcing adoption of the Commission's order approving the proposed merger of Dobson and AT&T Inc. ("AT&T"), the undersigned counsel sent by email to Erin McGrath, Mobility Division, Wireless Telecommunications Bureau attachments containing financial and operational information with respect to Dobson's commercial mobile radio service ("CMRS") system that operates in the Texas 10 – Navarro RSA (CMA661) ("TX10").¹ The information provided is substantially similar to that provided to the management trustee as required by the Department of Justice ("DoJ") with respect to other cellular markets subject to divestiture in connection with the DoJ's approval of the merger.

The materials provided to the Commission included highly confidential and competitively sensitive business and financial information that has not been nor would ordinarily be publicly disclosed, and thus falls within Exemption 4 of the Freedom of Information Act as "trade secrets and commercial or financial information obtained from a person and privileged or confidential."² Dobson, by its attorney, therefore reiterates its request, as made in the email to

¹ See News Release, "FCC Consents with Conditions to AT&T Acquisition of Dobson Communications Licenses and Authorizations" (rel. Nov. 15, 2007) at 3.

² 5 U.S.C. § 552(b)(4). As such, the material should automatically be exempt from disclosure under the Commission's Rules. 47 C.F.R. §§ 0.457(d) and 0.459(a).

November 19, 2007

Page 2

Ms. McGrath submitting these materials, that all materials provided be withheld from public inspection pursuant to Section 0.459 of the Commission's rules.³

The following information supports the request for confidentiality under Section 0.459(b) of the Commission's Rules:

- (1) The information for which confidential treatment is requested includes all pages of the attachments included in the November 15th email to Ms. McGrath that contained the following information for the TX10 CMRS system: (1) monthly gross subscriber additions by product, by channel for 2006-2007; (2) proposed budget for 2008; (3) marketing plan and advertising budget for 2008 for all divestiture markets; (4) employee salaries; (5) business performance (*e.g.*, ARPU, churn, financial metrics, network costs); (6) site builds for 2005-2007; and (7) capital expenditure additions 2005-2007.
- (2) This information is being submitted as required by the Commission's order approving the merger as a pre-condition to consummating the transaction.⁴
- (3) This information is highly confidential and competitively sensitive information concerning the commercial operation of the CMRS system in the TX10 market. The documentation provides relevant information for the commercial operation of the CMRS system and will be used to assist the management trustee with maintaining the system operations pursuant to the Preservation of Assets Stipulation and Order ("*Stipulation and Order*") until such time as the assets are divested.⁵ As such, it is very sensitive commercial and financial information.
- (4) The information relates to the provision of CMRS. The CMRS industry is highly competitive.⁶
- (5) Disclosure of the financial information would cause significant competitive harm to Dobson and AT&T, as well as the Management Trustee, because it would reveal the market strategies, customer demand, and operational costs of the TX10 system, thereby placing Dobson and AT&T, as well as the management trustee, at a competitive disadvantage.

³ 47 C.F.R. § 0.459. The initial request was made prior to the closing of the merger. Dobson is now a subsidiary of AT&T, and AT&T now joins the request.

⁴ News Release at 3.

⁵ See *United States, et al. v. AT&T Inc. and Dobson Communications Corporation*, Civil Action No. 07-1952, *Stipulation and Order* (entered November 5, 2007), at Sections V and VI.

⁶ See, *e.g.*, *Annual Report and Analysis of Competitive Market Conditions With Respect to Commercial Mobile Services, Eleventh Report*, 21 FCC Rcd 10947 ¶¶ 2-3 (2006) (concluding that "there is effective competition in the CMRS marketplace" and stating that "competitive pressure continues to drive carriers to introduce innovative pricing plans and service offerings, and to match the pricing and service innovations introduced by rival carriers").

- (6) Dobson and AT&T treat this information as highly confidential, and do not publicly disclose this information. In addition, within the company distribution is limited to employees on a “need to know” basis.
- (7) This information is not available to the public, and has not previously been disclosed to third parties (other than agents of Dobson and AT&T on a confidential, “need to know” basis, such as outside counsel or accountants).
- (8) Dobson and AT&T believe this information should be permanently withheld from public disclosure, given the highly sensitive nature of the information.
- (9) The Commission routinely withholds such information from public disclosure in recognition that disclosure of “carrier revenues for specific product families, particular companies, and geographic areas” will likely result in a substantial competitive harm.⁷ As the Commission has previously found, disclosure will give competitors a substantial competitive advantage “by enabling competitors to identify demand for individual types of services, thereby targeting facility construction and service marketing to the detriment of the [carrier].”⁸ The commercial information for which confidentiality is being sought was provided to assist with the management of the TX10 CMRS system to maintain its commercial viability until the required divestiture is completed. Disclosure is therefore especially inappropriate in this instance as it would be contrary to the Commission’s intent to maintain competition in the TX10 market until the divestiture is complete.

Please contact the undersigned if you have questions concerning this request.

Respectfully submitted,

WILKINSON BARKER KNAUER, LLP

By: /s/ Lawrence J. Movshin
Lawrence J. Movshin
*Counsel for Dobson Communications
Corporation*

cc: Erin McGrath (via email)

⁷ See *John E. Wall, Jr.*, 22 FCC Rcd 2561 ¶ 3 (2007).

⁸ *Id.*