









- vi. Its GSM network deployed with GPRS.
  - vii. Its GSM network deployed with EDGE.
  - viii. Its GSM network deployed with UMTS/HSDPA.
  - ix. Its total network deployed with LTE.
- b. Centennial's licenses used for the provision of mobile telephony/broadband services.
  - c. AT&T's networks, including a separate breakout for each of the following:
    - i. Its total GSM network.
    - ii. Its total GSM network deployed with GPRS.
    - iii. Its total GSM network deployed with EDGE.
    - iv. Its total GSM network deployed with UMTS/HSDPA.
    - v. Its total network deployed with LTE.
  - d. AT&T's licenses used for the provision of mobile telephony/broadband services.
4. Provide the POPs, the percentage of the total U.S. geographic area, and the number of MSAs and RSAs that will be covered, at the time of the consummation of the proposed transaction, by:
- a. The combined entity's networks, including a separate breakout for each of the following:
    - i. Its total GSM network.
    - ii. Its total GSM network deployed with GPRS.
    - iii. Its total GSM network deployed with EDGE.
    - iv. Its total GSM network deployed with UMTS/HSDPA.
    - v. Its total CDMA network, if different from item II.3.a.i-iv above.
    - vi. Its total network deployed with LTE.
  - b. The combined entity's licenses used for the provision of mobile telephony/broadband services.
5. Provide data from the most recent completed fiscal period on the number of each type of handset sold or given to AT&T subscribers, noting which of these are available solely to AT&T subscribers due to exclusive arrangements with the manufacturer. Does AT&T's handset availability differ between the mainland United States and Puerto Rico and the USVI?



- c. Post transaction, is AT&T planning on providing all of its rate plans to Centennial subscribers? Please discuss any differences between the rate plans that will be offered in the mainland United States and in Puerto Rico and the USVI.
3. At pages 7 to 8 of Exhibit 1 of the Application, the Applicants state that, post transaction, AT&T will provide 3G services to Centennial's mainland customers and that they will have access to handsets with a wider variety of features.
  - a. How many handset models are currently available to Centennial customers and which technologies (e.g., EDGE, UMTS/HSPA, EVDO) do they support? Explain if the handset availability differs between the mainland U.S. and in Puerto Rico and the USVI.
  - b. How will this number increase post transaction and after AT&T extends its 3G services to Centennial's mainland customers? Will AT&T provide all handsets and services to current Centennial customers, including in Puerto Rico and the USVI.
4. At pages 8 and 16 to 20 of Exhibit 1 of the Application, the Applicants state that, after the transaction, AT&T will provide 3G and 4G services to Centennial's customers.
  - a. Clarify what 3G and 4G network platform AT&T plans to use to upgrade Centennial's network.
  - b. Currently, what is the scope of and timeline for the provision of 3G and 4G technology to Centennial's customers? Is there a different scope and timeline for the deployment of 3G and 4G technology between the mainland U.S. and Puerto Rico and the USVI? By how many months would the merger speed the implementation of such services in the Centennial Markets?
  - c. Describe AT&T's plans, including timeframe for deployment, to deploy LTE in the Centennial Markets, with and without the transaction? Explain, in detail, how AT&T's acquisition of Centennial's facilities will speed the deployment of LTE. How much faster will the deployment increase as a result of the merger?
5. At page 20 of Exhibit 1 of the Application, the Applicants state that due to the compatibility in the mainland United States of Centennial's GSM/EDGE network with AT&T's network, the integration of the GSM/EDGE networks will be rapid. Describe in detail the timeline for AT&T to integrate Centennial's GSM/EDGE network into AT&T's existing operation.
6. In footnotes 19 and 71 on pages 7 and 16 of Exhibit 1 of the Application, the Applicants mention Centennial's CDMA Network. Describe in detail AT&T's plans for Centennial's CDMA network and the customers that Centennial currently serves using this network.
  - a. Does AT&T plan to shut down Centennial's CDMA network or does it plan to operate this network?
    - i. If it plans to shut down the CDMA network, provide the following information:
      1. What is the timeline for such shutdown?

2. Describe AT&T's network integration and customer migration plans for Centennial's CDMA subscribers.
  3. How will this affect the existing Centennial's CDMA customers? What is the size of this customer base (in POPs)? What are the costs associated with such shutdown that would have to be borne by such customers (such as purchase of new GSM handsets), if any? Will AT&T subsidize the costs of new GSM handsets for its customers?
- ii. If it plans to operate the network, provide the following information:
1. Does AT&T plan to operate it indefinitely or for a certain period of time?
  2. Does AT&T have plans to maintain or expand this CDMA network?
  3. Does AT&T have plans to upgrade this CDMA network to 3G and 4G technologies?
- b. Provide a list of markets (by CMA) in which, post transaction, the combined firm will be operating the sole CDMA network. Are there other networks that operate CMDA 3G technology in Puerto Rico and USVI that provide comparable alternatives to Centennial's CDMA network?
  - c. Does AT&T plan to renew or extend Centennial's CDMA roaming contracts when their terms expire?
  - d. Does AT&T plan to enter into new CDMA roaming contracts?
7. At pages 8 to 9 of Exhibit 1 of the Application, the Applicants discuss the benefits of the integration of AT&T's wireline network with Centennial's wireless network in parts of Indiana, Louisiana, Michigan, and Mississippi. Provide the number of CMAs (and how many of them are RSAs) where AT&T's wireline network and Centennial's wireless network will be integrated, the POPs that will be covered by this integrated network, and the percentage of Centennial's total service area that will benefit from this integration. Also provide a timeline for this integration.
  8. At pages 9 to 10 of Exhibit 1 of the Application, the Applicants discuss how Centennial's customers will, as a result of the proposed transaction, benefit from a substantial increase in the availability of international roaming at lower rates. Please estimate the savings to Centennial's customers (i.e., compare the roaming rates available through participation in clearinghouse relationships with the rates available through direct interconnection).
  9. At page 11 of Exhibit 1 of the Application and Paragraphs 12 and 13 of Moore Declaration, the Applicants discuss how the proposed transaction will result in improved reception, signal quality, and spectral efficiency. Explain and provide specific examples of how these benefits will be achieved in areas where AT&T and Centennial have overlapping network coverage and hold overlapping spectrum; and in areas where their spectrum and network coverage are complementary. Please provide a timeline for network integration.





Provide, if possible, a better measure of AT&T's economic cost (*i.e.*, not merely accounting costs).

- c. Explain how the Applicants calculated the savings incurred resulting from the cessation of Centennial's use of a third-party vendor for billing services.
  - d. Explain whether savings achieved due to the elimination of duplicate advertising expenses and billing functions and the reduction in general, administrative, and network operating expenses will result in lower prices for subscribers.
15. At Paragraph 6 of Moore Declaration, the Applicants state that the net roaming payment from AT&T to Centennial is estimated to be \$23,431,837 for 2008. At Paragraph 7 of Hunt Declaration, the Applicants state that the net roaming payment from AT&T to Centennial was approximately \$23 million in 2007. Please provide support for these calculations.
  16. At Paragraphs 15 to 16 of Willig/Orszag/Pousen Declaration, the Applicants state that the proposed transaction will result in a greater variety of handsets at lower costs. Please estimate the amount of a lower per-subscriber cost of serving Centennial's customers. Will these savings translate in lower prices of handsets for subscribers?
  17. At Paragraph 17 of Willig/Orszag/Pousen Declaration, the Applicants state that the proposed transaction will reduce the cost of handling billing for Centennial's customers. Please estimate the amount of savings. Will these savings translate into savings for subscribers?

#### IV. Interrogatory Responses and Document Request

Please submit the interrogatory responses and documents in response to the following questions. Those documents written in a language other than English must be translated into English; submit the foreign language document, with the English translation attached thereto.

1. Describe the nature of and submit documents, including articles of incorporation, by-laws, shareholders agreements, and other organizational documents, sufficient to show:
  - a. AT&T's ownership, voting, or management rights in América Móvil and Telmex.
  - b. América Móvil's and Telmex's ownership, voting, or management rights in AT&T.
  - c. The response to IV.1.(a)-(b) above should include discussion of the number of shares held and the percentage of voting rights, any board seats held and representation on any executive or management committees, voting rights, agreements as to how AT&T, América Móvil, or Telmex will vote on the boards, and any veto rights.
2. Describe the transaction or arrangement that resulted in AT&T's ability to appoint member(s) to the Board of Directors of América Móvil and Telmex and the transaction or arrangement that resulted in Telmex's ability to appoint member(s) to AT&T's Board of Directors. Identify the name, title, duties and responsibilities, and dates of service of any current or former employee or agent of AT&T that served on the Board of Directors of América Móvil or Telmex; and the

