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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)	
)	
Applications of AT&T Inc.)	
)	
and)	WT Docket No. 09-104
)	
Verizon Wireless,)	
)	
For Consent to Assign or Transfer Control)	
of Licenses and Authorizations and)	
Modify a Spectrum Leasing Arrangement)	
)	

**PARTIAL RESPONSE OF AT&T INC. TO GENERAL INFORMATION
REQUEST DATED NOVEMBER 19, 2009**

December 3, 2009

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TO GENERAL INFORMATION REQUEST DATED NOVEMBER 19, 2009**

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AT&T Inc. ("AT&T") hereby provides a partial response (the "Partial Response") to the letter dated November 19, 2009, from Ruth Milkman, Chief of the Wireless Telecommunications Bureau, and the General Information Request attached thereto (the "Request"). The Request calls for AT&T to submit information that is extremely sensitive from a commercial, competitive, and financial perspective, and that AT&T would not, in the normal course of its business, reveal to the public or to its competitors. Thus, on November 25, 2009, AT&T and Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") requested the issuance of a second protective order in this proceeding to provide for additional protections for highly confidential information. Pending resolution of the request for a second protective order, the FCC staff has asked AT&T to file a partial response to the Request.

Accordingly, set forth in this Partial Response are AT&T's responses to the questions in the Request for which neither the narrative answer nor any related attachment contains information for which AT&T has sought protection under a second protective order. AT&T also has identified the responses that will be provided separately by Verizon Wireless in its response to the Request.

Where appropriate in this Partial Response, certain material is being submitted on a confidential basis pursuant to the Protective Order¹ in this proceeding. The confidential,

¹ *In re Applications of AT&T Inc. & Cellco P'ship d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses & Authorizations & Modify a Spectrum Leasing Agreement*, WT Dkt No. 09-104, Protective Order, DA 09-2446 (rel. Nov. 19, 2009) ("Protective Order").

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unredacted submission is marked "*CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 09-104 before the Federal Communications Commission - ADDITIONAL COPYING PROHIBITED.*" A version redacting all confidential information and available to the public is being filed electronically in the Commission's Electronic Comment Filing System ("ECFS").

AT&T's responses are based on a review of available documents reasonably likely to contain responsive information and inquiry of those individuals and available sources reasonably likely to have relevant information. In certain cases, AT&T does not maintain some of the information requested in the ordinary course of business, or AT&T does not maintain the information in the precise manner requested. When information was not reasonably available within the time frame permitted by the General Information Request or in the form requested, AT&T made commercially reasonable efforts to provide information to the extent possible. AT&T has provided responsive, non-privileged information and documents.

AT&T requests the return of all confidential material at the conclusion of this proceeding.

II. Questions Regarding the Network To Be Acquired

Page 13 of the Public Interest Statement in the Application states that “AT&T will be able to integrate quickly ALLTEL’s GSM network with its own, and AT&T will overbuild the divested CDMA networks to GSM to enable a smooth migration of those customers to GSM.” The Joint Opposition, on page 12, states that “AT&T has significant experience in transitioning customers from one technology to another” and that “AT&T will have customer policies in place to facilitate the transition and ensure the transition is seamless and without interruption to service.” The Applicants also state, on page 14 of their Public Interest Statement, that the proposed transaction will improve 3G networks in rural areas.

1. By CMA, list the Divestiture Markets where the network to be acquired is GSM. In addition, identify the technology of the network, including whether it has been upgraded to 3G.
2. By CMA, list the Divestiture Markets where the network to be acquired is CDMA. In addition, identify the technology of the network, including whether it has been upgraded to 3G.

RESPONSE TO REQUESTS II.1. and II.2.:

This response will be provided separately by Verizon Wireless in its response to the Information Request.

5. Does AT&T plan to transition the Divestiture CDMA Network to a GSM network, or does it plan to operate the Divestiture CDMA Network?
 - a. If it plans to transition the Divestiture CDMA Network to a GSM network, provide the following information:
 - v. How many Divestiture CDMA Network Subscribers (in POPs) will be affected by the transitioning of the Divestiture CDMA Network?

RESPONSE TO REQUEST II.5.a.v:

This response will be provided separately by Verizon Wireless in its response to the Information Request.

- 9. Page 14 of the Public Interest Statement states that AT&T's broadband investment priorities include multiple projects to enhance its 3G network. Explain in detail how this impacts the Divestiture Markets.**

RESPONSE:

AT&T's investment priorities have focused on enhancing a subscriber's 3G UMTS voice and data experience. As a result of such investments, AT&T will be able to provide customers in the Divestiture Markets access to numerous benefits.

For example, the 3G UMTS equipment and software AT&T will deploy is capable of delivering data speeds greater than the current Verizon Wireless and ALLTEL EVDO networks. Also, unlike Verizon Wireless's network, AT&T's 3G network enables wireless customers to simultaneously talk and surf the web or use e-mail. As described in more detail in the Public Interest Statement, by converting ALLTEL's network to the global GSM family of standards, AT&T also will be able to offer to these customers a greater variety of features that the ALLTEL CDMA network did not offer. Also, AT&T customers outside the affected CMAs will benefit by being able to access additional geographic areas on-net rather than through roaming, which will give AT&T customers the AT&T service experience in these areas.

- 10. Page 14 of the Public Interest Statement states that "AT&T has the motivation to roll out its 3G service to the additional affected CMAs to permit its customers with 3G handsets to obtain its broadband service over a broader geographic area." Explain in detail how this impacts the Divestiture Markets.**

RESPONSE:

AT&T's customers with 3G handsets will be able to receive 3G-enabled services when visiting areas in the Divestiture Markets that currently do not have 3G service, and will receive faster 3G service in areas where AT&T rolls out 3G UMTS service. Such broader and faster 3G availability throughout the Divestiture Markets will make AT&T's 3G services more attractive to current and potential 3G customers.

III. Questions for AT&T Regarding Roaming Opportunities

Sprint states that all CDMA coverage in approximately 32 percent of ALLTEL's original footprint within the Divestiture Markets will be eliminated. Sprint Comments at 10. On page 13 of their Joint Opposition, the Applicants assert that CDMA roaming opportunities will continue to be available post-transaction and state that "Verizon Wireless will continue to be a potential CDMA roaming partner in every CMA involved in this transaction and other carriers (at least 16 carriers across the 79 CMAs) have CDMA networks." Sprint further claims that AT&T's assertion that other CDMA roaming opportunities will continue to be available is not true and that 100 million CDMA roaming customers nationwide will lose service over an area three times larger than the Commonwealth of Virginia. Sprint Reply at 2-3.

1. Respond with specific facts to the claim that the Divestiture CDMA Network is the only roaming opportunity for 32 percent of ALLTEL's original footprint in the 79 markets at issue in this transaction.

RESPONSE:

Sprint's claims are exaggerated. Based on information provided by Verizon Wireless, American Roamer data from July 2009 shows that, for the ALLTEL Divestiture Markets included in this transaction, less than *[Begin Confidential]* *[End Confidential]* percent of ALLTEL's covered POPs were in areas where ALLTEL was the only CDMA roaming opportunity. The areas in question, which constitute about *[Begin Confidential]* *[End Confidential]* percent of the geographic area of ALLTEL's covered POPs, contain no interstate highways, which are the primary arteries for intermediate and long distance roamers.

2. Respond to the claim that 100 million CDMA roaming customers nationwide will lose service over an area three times larger than the Commonwealth of Virginia.

RESPONSE:

Sprint's claims once again are exaggerated. Based on information provided by Verizon Wireless, the areas involved – many of which are sparsely populated rural areas and none of which include interstate highways that are the focus of roaming traffic – total approximately *[Begin Confidential]* *[End Confidential]* square miles, not the

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approximately 130,000 square miles claimed by Sprint. Given the rural nature of most of these areas, there is no basis for asserting that 100 million CDMA customers will even travel to these areas, much less seek to roam on the divestiture CDMA networks. Moreover, in certain areas that have significant population, there are alternative CDMA network providers, including Sprint itself. For example, New Mexico 6-Lincoln (CMA 558, population 257,000) is served by Leap (Cricket), Leaco Rural Telephone, Sprint and Verizon Wireless. Danville, Virginia (CMA 262, population 105,000) is served by Sprint, US Cellular, Verizon Wireless and NTELOS. Indeed, given that Sprint holds spectrum throughout the divested areas that it has not built out, Sprint's assertions, if correct, logically imply that it has strong incentives to build in these areas to provide its own CDMA coverage to these customers.

3. Provide a list of all other wireless providers operating a CDMA network in the Divestiture Markets (by CMA), where the Divestiture CDMA Network is not the only CDMA network.

RESPONSE:

CMA	CMA Name	Additional CDMA Carriers Providing Plans	Additional CDMA Carriers with Spectrum
181	Muskegon, MI	MetroPCS, Sprint, Verizon Wireless	Leap (Cricket)
221	Fargo-Moorhead, ND-MN	Sprint, Verizon Wireless	Leap (Cricket)
246	Dothan, AL	Sprint, Verizon Wireless	Cellular South, US Cellular
253	Sioux City, IA-NE	Sprint, US Cellular, Verizon Wireless	
262	Danville, VA	NTELOS, Sprint, US Cellular, Verizon Wireless	Leap (Cricket)
267	Sioux Falls, SD	Sprint, Verizon Wireless	

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CMA	CMA Name	Additional CDMA Carriers Providing Plans	Additional CDMA Carriers with Spectrum
268	Billings, MT	Sprint, Verizon Wireless	Nemont Telephone Cooperative, MetroPCS
276	Grand Forks, ND-MN	Sprint, Verizon Wireless	Leap (Cricket)
285	Las Cruces, NM	Leap (Cricket), Sprint, Verizon Wireless	MetroPCS, Penasco Valley Telecom
289	Rapid City, SD	Verizon Wireless	Leap (Cricket), Sprint
297	Great Falls, MT	Verizon Wireless	Sprint, MetroPCS
298	Bismarck, ND	Verizon Wireless	Sprint
299	Casper, WY	Verizon Wireless	Sprint, Leap (Cricket)
313	Alabama 7 - Butler	Sprint, Verizon Wireless	Cellular South, US Cellular
322	Arizona 5 - Gila	Leap (Cricket), Sprint, Verizon Wireless	MetroPCS
341	California 6 - Mono	Sprint, Verizon Wireless	MetroPCS, Leap (Cricket)
351	Colorado 4 - Park	Leap (Cricket), Sprint, Verizon Wireless	
352	Colorado 5 - Elbert	Leap (Cricket), Sprint, Verizon Wireless	
353	Colorado 6 - San Miguel	Sprint, Verizon Wireless	Leap (Cricket), NTCH
354	Colorado 7 - Saguache	Sprint, Verizon Wireless, Blanca Telephone Company	Leap (Cricket), MetroPCS
355	Colorado 8 - Kiowa	Sprint, Verizon Wireless	Leap (Cricket)
356	Colorado 9 - Costilla	Blanca Telephone Company, Sprint, Verizon Wireless	Leap (Cricket)
419	Iowa 8 - Monona	Sprint, US Cellular, Verizon Wireless	Leap (Cricket)
427	Iowa 16 - Lyon	Sprint, US Cellular,	

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CMA	CMA Name	Additional CDMA Carriers Providing Plans	Additional CDMA Carriers with Spectrum
		Verizon Wireless	
428	Kansas 1 - Cheyenne	Nex-Tech, Pioneer Cellular, Sprint, Verizon Wireless	Leap (Cricket)
429	Kansas 2 - Norton	Nex-Tech, Pioneer Cellular, Sprint, Verizon Wireless	Leap (Cricket)
433	Kansas 6 - Wallace	Nex-Tech, Pioneer Cellular, Sprint, Verizon Wireless	Leap (Cricket)
434	Kansas 7 - Trego	Nex-Tech, Pioneer Cellular, Sprint, Verizon Wireless	Leap (Cricket)
438	Kansas 11 - Hamilton	Sprint, United Wireless, Verizon Wireless	Pioneer Telephone, Leap (Cricket)
439	Kansas 12 - Hodgeman	Panhandle Telecommunications, Pioneer Cellular, Sprint, United Wireless, Verizon Wireless	Leap (Cricket)
440	Kansas 13 - Edwards	Nex-Tech, Pioneer Cellular, SKT, Sprint, United Wireless, Verizon Wireless	Leap (Cricket), Cellular Network
476	Michigan 5 - Manistee	Sprint, Verizon Wireless	Leap (Cricket)
478	Michigan 7 - Newaygo	MetroPCS, Sprint, Verizon Wireless	
482	Minnesota 1 - Kittson	Sprint, Verizon Wireless	Leap (Cricket)
483	Minnesota 2 - Lake of the Woods	Sprint, Verizon Wireless	Leap (Cricket)
488	Minnesota 7 - Chippewa	Sprint, Verizon Wireless	US Cellular, ALLTEL
489	Minnesota 8 - Lac qui Parle	Sprint, Verizon Wireless	ALLTEL

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CMA	CMA Name	Additional CDMA Carriers Providing Plans	Additional CDMA Carriers with Spectrum
490	Minnesota 9 - Pipestone	Sprint, Verizon Wireless	ALLTEL
491	Minnesota 10 - Le Sueur	Sprint, US Cellular, Verizon Wireless	
523	Montana 1 - Lincoln	Verizon Wireless	Sprint, MetroPCS, Leap (Cricket)
524	Montana 2 - Toole	Sprint, Verizon Wireless, Triangle Telephone Cooperative (Sagebrush Cellular)	MetroPCS
526	Montana 4 - Daniels	Nemont Telephone Cooperative, Verizon Wireless	Sprint, MetroPCS, Pioneer Cellular, Triangle Telephone Cooperative (Sagebrush Cellular)
527	Montana 5 - Mineral	Sprint, Verizon Wireless	MetroPCS
528	Montana 6 - Deer Lodge	Sprint, Verizon Wireless	MetroPCS, Triangle Telephone Cooperative (Sagebrush Cellular), NTCH
529	Montana 7 - Fergus	Nemont Telephone Cooperative, Verizon Wireless	Sprint, MetroPCS, Triangle Telephone Cooperative (Sagebrush Cellular), Pioneer Cellular
530	Montana 8 - Beaverhead	Sprint, Verizon Wireless	MetroPCS, Leap (Cricket), NTCH, Inc.
531	Montana 9 - Carbon	Nemont Telephone Cooperative, Sprint, Verizon Wireless	MetroPCS, Triangle Telephone Cooperative (Sagebrush Cellular)
532	Montana 10 - Prairie	Verizon Wireless	Sprint, Pioneer Cellular, MetroPCS, Leap (Cricket)
537	Nebraska 5 - Boone	Leap (Cricket), Sprint, US Cellular, Verizon Wireless	ALLTEL
544	Nevada 2 - Lander	Sprint, Verizon Wireless	MetroPCS, Leap (Cricket)
547	Nevada 5 - White Pine	Leap (Cricket), Sprint,	MetroPCS

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CMA	CMA Name	Additional CDMA Carriers Providing Plans	Additional CDMA Carriers with Spectrum
		Verizon Wireless, WUE Inc.	
553	New Mexico 1 - San Juan	Sprint, Verizon Wireless	MetroPCS, Leap (Cricket)
557	New Mexico 5 - Grant	Sprint, Verizon Wireless	MetroPCS, Leap (Cricket)
558	New Mexico 6 - Lincoln	Leap (Cricket), Leaco Rural Telephone, Sprint, Verizon Wireless	MetroPCS, NTCH, Inc., Penasco Valley Telecom
580	North Dakota 1 - Divide	Nemont Telephone Cooperative, Sprint, Verizon Wireless	North Dakota Network (SRT)
581	North Dakota 2 - Bottineau	North Dakota Network Co. (SRT), Verizon Wireless	Leap (Cricket), Sprint
582	North Dakota 3 - Barnes	Sprint, Verizon Wireless	Leap (Cricket), North Dakota Network (SRT)
583	North Dakota 4 - McKenzie	Verizon Wireless	Sprint, Leap (Cricket), Nemont Telephone Cooperative
584	North Dakota 5 - Kidder	Sprint, Verizon Wireless	Leap (Cricket), North Dakota Network (SRT)
634	South Dakota 1 - Harding	Verizon Wireless	Leap (Cricket), Sprint
635	South Dakota 2 - Corson	Verizon Wireless	Sprint, James Valley Cooperative Telephone Co.
636	South Dakota 3 - McPherson	James Valley Cooperative Telephone Co., Verizon Wireless	Sprint
637	South Dakota 4 - Marshall	James Valley Cooperative Telephone Co., Sprint, Verizon Wireless	
638	South Dakota 5 - Custer	Verizon Wireless	Sprint, Leap (Cricket)
639	South Dakota 6 - Haakon	Verizon Wireless	Sprint, Leap (Cricket)

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CMA	CMA Name	Additional CDMA Carriers Providing Plans	Additional CDMA Carriers with Spectrum
640	South Dakota 7 - Sully	Verizon Wireless	Sprint
641	South Dakota 8 - Kingsbury	Sprint, Verizon Wireless	
642	South Dakota 9 - Hanson	Sprint, Verizon Wireless	
650	Tennessee 8 - Johnson	Sprint, Verizon Wireless, US Cellular	Carolina West
675	Utah 3 - Juab	Leap (Cricket), Sprint, Verizon Wireless	MetroPCS
676	Utah 4 - Beaver	South Central Utah Communications, Sprint, Verizon Wireless	MetroPCS
677	Utah 5 - Carbon	Sprint, Verizon Wireless	Leap (Cricket), MetroPCS, UBET (UBTA), NTCH, Inc.
678	Utah 6 - Piute	Sprint, Verizon Wireless	MetroPCS, South Central Utah Communications
681	Virginia 1 - Lee	Sprint, Verizon Wireless	Leap (Cricket), US Cellular, NTELOS
688	Virginia 8 - Amelia	Sprint, Verizon Wireless	NTELOS
718	Wyoming 1 - Park	Verizon Wireless	Sprint, MetroPCS, Leap (Cricket)
719	Wyoming 2 - Sheridan	Verizon Wireless	Sprint, Leap (Cricket), MetroPCS
721	Wyoming 4 - Niobrara	Sprint, Verizon Wireless	Leap (Cricket)
722	Wyoming 5 - Converse	Verizon Wireless	Sprint

8. On pages 17-18 of the Public Interest Statement, the Applicants discuss how the Divestiture Customers will, as a result of the proposed transaction, benefit from a substantial increase in the availability of international roaming at lower rates. Estimate the savings to the Divestiture Customers.

RESPONSE:

More AT&T wireless phones work in more places around the world than any other U.S. carrier's. Through roaming agreements, AT&T provides voice coverage in more than 215 countries and data coverage in more than 170 countries, including 3G coverage in more than 70 countries. The GSM/UMTS/HSPA technology that AT&T uses is the worldwide standard for wireless and enables AT&T to offer its customers an extensive global footprint at competitive rates.² In addition, unlike EVDO, the coming 4G LTE technology will be backwards compatible with the GSM/UMTS/HSPA technology that AT&T uses. ALLTEL customers, by contrast, have far more limited international roaming capabilities. To roam anywhere other than in Mexico, Canada and a handful of countries in the Caribbean,³ ALLTEL customers either must purchase a SIM card and a BlackBerry 8830 World Edition smartphone, which can operate on GSM networks, or rent a cellular phone for use while abroad.⁴ Moreover, once ALLTEL

² *In re Applications of AT&T Inc. & Cellco P'ship d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses & Authorizations & Modify a Spectrum Leasing Agreement*, WT Dkt No. 09-104, Description of the Transaction, Public Interest Showing and Related Demonstrations, at 14 (filed May 22, 2009) ("Public Interest Statement") (noting that the GSM/HSPA network is the worldwide standard for wireless).

³ ALLTEL Corp., International Services, http://www.alltel.com/wps/portal/AlltelPublic/Content?WCM_GLOBAL_CONTEXT=/wps/wcm/connect/Personal/home/p/wirelessplans/add-ons/international/dinternationalservices (last visited Dec. 1, 2009) (enter zip code 55212 in order to access the content of the hyperlink).

⁴ ALLTEL Corp., International Roaming Services, http://www.alltel.com/wps/portal/AlltelPublic/!ut/p/c1/04_SB8K8xLLM9MSSzPy8xBz9CP0os3hnP2-

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customers purchase the additional equipment, they receive service in fewer countries and in a majority of those countries pay higher roaming rates compared to AT&T's standard international roaming rate.⁵ Without knowing the international cell phone use habits of the Divestiture Customers, it is difficult to estimate savings precisely, but based on the facts discussed above, the Divestiture Customers will enjoy savings and better service.

Footnote continued from previous page

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⁵ Compare ALLTEL Corp.,

[http://www.alltel.com/wps/wcm/connect/f2f8c1804a2ae3109a189a1efa8661b0/CountryList.pdf?MOD=AJPERES&CACHEID=f2f8c1804a2ae3109a189a1efa8661b0&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d](http://www.alltel.com/wps/wcm/connect/f2f8c1804a2ae3109a189a1efa8661b0/CountryList.pdf?MOD=AJPERES&CACHEID=f2f8c1804a2ae3109a189a1efa8661b0&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d&CACHEID=cde1ef004a2ac91d8205d32a6ed9998d) (last visited Nov. 20, 2009) with AT&T, Travelling Outside the U.S., <http://www.wireless.att.com/learn/international/roaming/international-roaming.jsp> (last visited Dec. 1, 2009). For \$5.99 per month, AT&T customers can subscribe to AT&T World Traveler, which offers discounted roaming rates in over 85 countries. See AT&T, Affordable World Packages, <http://www.wireless.att.com/learn/international/roaming/affordable-world-packages.jsp#1> (last visited Dec. 1, 2009).

IV. Questions for AT&T Regarding Disaster Preparedness

On page 18 of the Public Interest Statement, the Applicants state that the transaction will improve disaster response capabilities.

- 1. Explain the current disaster preparedness capabilities in the Divestiture Markets. If there are regional differences regarding such capabilities, please provide detail.**

RESPONSE:

AT&T has no direct knowledge of disaster preparedness capabilities in the Divestiture Markets, which are owned by Verizon Wireless and managed by a Trustee. Verizon Wireless has indicated that ALLTEL maintained a Disaster Recovery Plan, a Rapid Response Team, mobile emergency equipment, and a continuously manned Network Operations Center (“NOC”), as well as Mobile Switching Centers fortified to withstand hurricane force winds and located outside flood plains.

- 2. Provide specific examples of how AT&T will enhance that preparedness.**

RESPONSE:

AT&T has invested hundreds of millions of dollars to develop genuinely unique disaster recovery assets. While originally focused on large government and enterprise customers, who demand extraordinary reliable service, AT&T’s industry-leading capabilities are available to all lines of its business, including its wireless business. Customers in the Divestiture Markets will benefit from these capabilities in the event of a disaster.

AT&T has a National Disaster Recovery (“NDR”) Team, consisting of managers and other personnel who receive specialized training in the physical recovery of AT&T’s network. The NDR Team remains on standby to deploy if a disaster causes damage that cannot be addressed through routine maintenance. The NDR Team uses automated tools,

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such as Real Time Network Routing (“RTNR”), FASTAR® (Fast Automatic Restoration), and FASTAR® II, to minimize its response time and maximize its effectiveness.

The NDR Team maintains a fleet of specially designed trailers with more than 100 pieces of mobile recovery equipment that are prepared to respond to any emergency incident in the United States within 12 to 14 hours of a disaster activation. The NDR Team, for example, can deploy mobile cellular equipment to recover or increase network capacity following a disaster. The mobile equipment provides a self-sufficient cell site that can be used while a damaged site is repaired or replaced. In disaster recovery deployments, Cells on Light Trucks (“COLTs”) and Cells on Wheels (“COWs”) can be used to provide wireless communications capabilities to support the recovery efforts of first responder organizations, local Emergency Operations Centers, government agencies and AT&T's customer network. Some COLTs can connect to the AT&T network via a satellite link allowing them to establish cellular communications in areas where all local telecommunications infrastructure has been destroyed or is otherwise unavailable.

AT&T Labs has developed proprietary software that substantially reduces the time needed to restore service to impacted areas. Most switches and network nodes are effectively computers that use complex software, which relies on databases containing routing tables, customer-specific provisioning information and other data. AT&T's unique software effectively makes a mirror-image copy of the relevant databases in a format that allows AT&T to reload the databases seamlessly when replacement equipment is installed. This software thus obviates the laborious task of manually rebuilding the relevant databases when a switch or other equipment is damaged by a disaster.

AT&T constantly monitors weather conditions, with supervisors trained to initiate storm preparations at least 72 hours before expected landfall so that the procedures are in

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place before a storm hits. AT&T's Hurricane Response Team follows a detailed checklist to ensure that all preparations have been made and that any service interruptions are minimal and quickly addressed. In addition to fortifying the network before a storm hits, AT&T is prepared to establish mobile cell sites and command centers in the wake of the storm to assist with any necessary recovery efforts.

AT&T conducts four full disaster recovery exercises annually in different parts of the country to ensure optimal preparedness. Through the simulation of worst-case scenarios, AT&T trains its personnel to identify the tools and procedures necessary to restore service to its customers under emergency conditions. For example, AT&T's Q3 2009 NDR Team exercise in Washington, D.C. stretched over 10 days and included the deployment of over 40 pieces of recovery equipment, including 18 technology recovery trailers.

Since 1992, AT&T personnel have activated more than a dozen times in response to emergency situations. For example, when Hurricane Ike struck Galveston, Texas in 2008, AT&T was able to deploy 500 portable generators to power its cell sites and set up five mobile cell sites linked to satellites. In addition, AT&T was able to double the capacity of its 3G network in the Galveston area during the hurricane to ensure that emergency personnel had reliable voice and data services. Emergency personnel were able to connect their laptops to AT&T's 3G network for data services. Thus, AT&T's experience in responding to natural disasters, coupled with the significant resources and personnel that AT&T can marshal in response to an emergency, will enhance response capabilities in the Divestiture Markets.

V. Questions for AT&T Regarding Service, Rate Plans, and Handsets

A. On page 15 of the Public Interest Statement, the Applicants state that the Divestiture Customers in the affected CMAs will have access to diverse rate plans with better features than are currently available to them.

- 1. To access AT&T's services, will the Divestiture Customers need to be transitioned to AT&T's GSM network and purchase GSM-capable handsets?**

RESPONSE:

In order to access the full range of services available on AT&T's GSM network, Divestiture Customers would need to be transitioned to AT&T's GSM network and receive a GSM-compatible wireless handset.

- 2. Post transaction, will all the acquired subscribers benefit from AT&T's Open Applications Policy?**

RESPONSE:

Yes. This transaction will enable Divestiture Customers to benefit from AT&T's Open Applications Policy.⁶

- 3. Has AT&T made any changes to its Open Applications Policy since responding to the April 30, 2009 information request in the AT&T-Centennial transaction? If so, describe those changes in detail.**

RESPONSE:

AT&T remains committed to the Open Applications Policy described in the response to the April 30, 2009 information request in the AT&T/Centennial transaction.⁷

⁶ It should be noted that an individual customer's ability to access a specific application or other content is determined by a variety of factors, including but not limited to the customer's location, the customer's handset, the operating system on that handset, the service plan chosen by the customer, and the willingness of the customer to pay additional fees for certain applications.

⁷ See *In re AT&T Inc. & Centennial Commc'ns Corp. Applications for Consent to Transfer Control of Comm'n Licenses, Authorizations, & Spectrum Leasing*

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AT&T has implemented and continues to support a number of programs and partnerships to encourage continued innovation by third-party application developers. Indeed, the environment for developing and delivering applications continues to evolve rapidly as carriers, device manufacturers and application providers alike offer new business models and processes for the provision of a wide array of applications while seeking to protect the reliability and security of the network and the privacy of network users. These pro-consumer marketplace dynamics have resulted in an ever widening array of end-user choices among devices, operating systems and applications.

As noted in our prior answer, however, not every phone or mobile device will support every application. Mobile device manufacturers and service providers support a variety of competing operating systems, and each operating system offers its own unique features and functionalities. Applications developed for one operating system may not work on a device with a different operating system.⁸ The applications that can be used with a particular device may depend on a variety of factors in addition to the choice of operating system, such as the amount of memory, the specific features and functions built into the device, the provider's terms and conditions, and, in some cases, the policies and processes of the relevant application store through which the applications are provided.

For example, as discussed by Apple in its recent letter to the Commission, Apple has established an approval process for its App Store by which Apple reviews each

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Arrangements, WT Dkt No. 08-246, Response to General Information Request Dated April 30, 2009, Question III.1.b at 14-20 (filed May 28, 2009).

⁸ AT&T offers customers the world's major operating systems and environments, including BlackBerry, Java, iPhone OS, Microsoft Windows Mobile, and Symbian, and we continually evaluate new operating systems as they are introduced in order to offer an even greater range of options to our customers.