

March 24, 2010

BY ECFS

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
445 Twelfth Street., S.W.
Washington, D.C. 20554

Re: *Applications of AT&T Inc. and Verizon Wireless For Consent to Assign or Transfer Control of Licenses and Authorizations and Modify a Spectrum Leasing Arrangement, WT Docket No. 09-104*
REDACTED - FOR PUBLIC INSPECTION IN WT Docket No. 09-104
before the Federal Communications Commission

Dear Ms. Dortch:

In accordance with the *Second Protective Order*¹ and *Protective Order*² in the above referenced proceeding and the instructions set forth in the Commission's General Information Request dated November 19, 2009 ("Request"), enclosed please find the redacted supplemental response of AT&T Inc. to that Request. A CD-ROM containing the unredacted Highly Confidential supplemental response is being filed today with the Secretary's Office, and copies of both the unredacted and redacted versions are being hand delivered to the staff.

¹ *In re Applications of AT&T Inc. & Verizon Wireless for Consent to Assign or Transfer Control of Licenses & Authorizations & Modify a Spectrum Leasing Arrangement*, WT Dkt No. 09-104, Second Protective Order, DA 09-2601 (rel. Dec. 16, 2009) ("*Second Protective Order*").

² *In re Applications of AT&T Inc. & Verizon Wireless for Consent to Assign or Transfer Control of Licenses & Authorizations & Modify a Spectrum Leasing Arrangement*, WT Dkt No. 09-104, Protective Order, DA 09-2446 (rel. Nov. 19, 2009) ("*Protective Order*").

ARNOLD & PORTER LLP

Marlene H. Dortch, Esq.
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Please contact me if you have any questions. Thank you for your assistance.

Sincerely,

/s/ Scott Feira

Scott Feira
Counsel for AT&T Inc.

cc (by email):

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

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In the Matter of)
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Applications of AT&T Inc.)
)
and)
)
Verizon Wireless,)
)
For Consent to Assign or Transfer Control)
of Licenses and Authorizations and)
Modify a Spectrum Leasing Arrangement)
_____)

WT Docket No. 09-104

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

March 24, 2010

AT&T hereby supplements the answers provided on December 3, 2009 and December 17, 2009 to Questions II.5, III.4, V.A.3 and V.A.5 of the General Information Request dated November 19, 2009.

- II. 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:**
- i. What is the timeframe for transitioning the Divestiture CDMA Network?**
 - ii. Describe AT&T's network integration and customer migration plans for the Divestiture CDMA Network Subscribers, including the policies referred to in the Applicants' Joint Opposition (at page 12).**
 - iii. Will the Divestiture CDMA Network be maintained at the same level pending any transition?**
 - iv. Will Divestiture CDMA Network Subscribers continue to have the same degree of access to services on the Divestiture CDMA Network, including broadband data, as they do currently prior to and after any transition?**
 - vi. What are the costs associated with transitioning the Divestiture CDMA Network that would have to be borne by Divestiture CDMA Network Subscribers (such as the purchase of new GSM handsets), if any?**
 - vii. Will AT&T honor the terms and conditions of the Divestiture CDMA Network Subscribers' existing contracts for the life of those contracts?**
 - viii. Will AT&T subsidize, either in full or in part, the costs of new GSM handsets for the Divestiture CDMA Network Subscribers?**
 - ix. Will the Divestiture CDMA Network Subscribers be provided with a comparable handset, and how will "comparable" be determined?**

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[End Highly Confidential]

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[End

Confidential]

V.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.

- 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.**

As part of AT&T's continuing efforts to provide developers with the information and support to develop applications that can be used seamlessly on AT&T's network and AT&T partnered devices, AT&T held its fourth annual Developer Summit in Las Vegas on January 6,

2010. The largest number of attendees ever -- 1300 -- registered for the free, day-long event, which covered various aspects of how to build and monetize mobile applications. Keynote speakers included Ralph de la Vega, president and CEO of AT&T Mobility and Consumer Markets; David Christopher, Chief Marketing Officer, AT&T Mobility and Consumer Markets; John Donovan, Chief Technology Officer, AT&T; and special guest Dr. Paul Jacobs, CEO and Chairman, Qualcomm.¹

At the Summit, AT&T executives made a number of important announcements to the developer community. For example, AT&T announced the addition of five new Smartphones to its portfolio, including several based on the Android platform, and set a goal of offering all major app stores so that Smartphone customers have convenient access to thousands of applications optimized for their devices. In addition, AT&T announced a significant new agreement with Qualcomm to standardize apps development by adopting the BREW Mobile Platform. BREW will be the primary mobile operating system for Quick Messaging Devices, which are value-priced, texting centric devices that have full QWERTY keyboards. BREW will bring thousands of new applications to customers that historically have not had the same access to applications as Smartphone users. To help developers jumpstart apps development for the BREW platform, AT&T has made available a new software development kit.² Other initiatives announced at the Summit that are intended to strengthen AT&T's developer support program include:

- technical support via live chat;
- the AT&T Sandbox, a virtual network environment for developers to test and evaluate applications;
- the AT&T Developer Dashboard, a tool that allows developers to track the status of their app after submission to AT&T, digitally sign agreements with AT&T, set prices for their apps, and provide performance metrics and customer feedback;
- new marketing relationships between AT&T and other global GSM carriers that will enable developers to make their applications available to a broader customer base;

¹ The presentations at the 2010 Summit by Messrs. De la Vega, Christopher and Donovan are available online. See AT&T Inc., 2010 AT&T Developer Summit, Executive Keynote Presentation, http://developer.att.com/developer/index.jsp?page=event&id=6.3_v1_8900142 (last visited Mar. 18, 2010).

² See Press Release, AT&T Inc., AT&T Launches Major Initiative to Bring 'Apps to All' (Jan. 6, 2010), available at <http://www.att.com/gen/pressroom?pid=4800&cdivn=news&newsarticleid=30353&mapcode=>. (See Attachment V.A.3.1.)

- the AT&T Developer Council, an advisory group hosted by AT&T, whose membership is comprised of leading development and technology companies; and
- the AT&T Virtual Innovation Lab, which will provide support for applications involving speech, location and messaging features.³

The Summit also gave attendees the opportunity to participate in breakout sessions that provided more detailed technical and marketing information:

- *Software Developer*: A session for developers to get the knowledge and tools they need to begin or advance their mobile application development.
- *Commercialization & Marketing*: A session for marketing and business development experts to find out the latest strategies and roadmaps, paths to application certification, and how to bring apps to market with AT&T.
- *Emerging Devices*: For equipment manufacturers and others interested in learning more about AT&T's Emerging Devices organization and how it brings new devices to market.⁴

The Developer Summit is another example of AT&T's longstanding commitment to help developers bring their applications to market and broaden their audience. The initiatives announced at the Summit will make application development easier and more cost-effective, enable developers to reach more consumers, and further expand the vast array of applications choices available to consumers.

5. **After the completion of the transaction, will the Divestiture Customers be transitioned to AT&T plans? Explain how the Divestiture Customers will be transitioned to AT&T plans.**
 - a. **Will they be transitioned at the end of their contracts or before?**
 - b. **If they are transitioned before the end of their contracts and the customers do not want to transition, will they be required to pay ETFs? If so, are the plans comparable to their current plans?**
 - c. **Will the price of service increase for the Divestiture Customers? If yes, specify services that will experience a price increase and the amount of the price increase.**

³ *Id.*

⁴ AT&T Inc., 2010 AT&T Developer Summit Highlights Fact Sheet (Jan. 6, 2010), available at <http://www.att.com/Common/merger/files/pdf/DevSummitFactSheet.pdf>. (See Attachment V.A.3.1.)

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Attachment V.A.3.1

AT&T Launches Major Initiative to Bring 'Apps to All'

Company Also Plans to Launch Five Android-Based Devices in First Half of 2010

Las Vegas, Nevada, January 6, 2010

AT&T today announced plans to launch five new devices from Dell, HTC and Motorola based on the Android platform. The company also announced a major initiative to expand the universe of mobile applications beyond smartphones to more mobile phones – and spur future app development for emerging consumer electronics devices, its U-verse TV platform, and enterprise and small business workplaces.

At the 4th annual AT&T Developer Summit in Las Vegas, executives outlined details including:

- New devices that will give customers the most robust choices of major operating systems (OS), including Android™, in the U.S.
- A goal to offer all major smartphone OS app stores
- An agreement with Qualcomm to standardize apps development for mid-range Quick Messaging Devices using BREW Mobile Platform. These devices are used by millions of customers who historically have not had the same convenient access as smartphone customers to the market's hottest apps
- A new AT&T SDK (software developer kit) to help developers immediately begin to develop apps for these devices
- A significantly enhanced developer program and new relationships with global carriers that are intended to make it easier for developers to distribute apps in markets outside the U.S.
- Future initiatives to enable developers to create more apps for AT&T's U-verse TV, emerging consumer electronics devices, and businesses
- A new AT&T Virtual Innovation Lab and two new Innovation Centers, which will help developers and spur apps development

"Applications help consumers realize the full value and benefits of mobile broadband networks, services and devices," said Ralph de la Vega, president and CEO, AT&T Mobility and Consumer Markets. "Today some AT&T customers can take advantage of more than 100,000 apps – but only if they have the right handset. Our goal is to bring more apps to millions more of our customers who want convenient access to the market's hottest apps. At the same time, in the future, we plan to go well beyond mobile devices to spur apps development."

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In addition to ultimately giving more customers more choices of applications, the long-term strategic initiatives announced today will make it easier for developers to cost effectively create applications and reach broader audiences, and help AT&T drive data revenues.

Extend Smartphone Leadership

AT&T will further its leadership in smartphones with the planned launch of five new devices from Dell, HTC and Motorola based on the Android platform. Those devices, which are scheduled to be available during the first half of 2010, include:

- A Motorola smartphone, powered by MOTOBLUR, with a unique form factor and an AT&T exclusive
- Dell's first smartphone, based on the Android platform and an AT&T exclusive
- A HTC smartphone, based on the Android platform, and an AT&T exclusive

AT&T customers with these devices will benefit not only from the nation's fastest 3G network but also the ability to simultaneously talk on the phone while surfing the Web or reading email. Customers can sign up for email notifications as more details are available at www.att.com/android.

In addition, AT&T announced its goal to lead the industry in application choices for smartphone customers by offering all major app stores. It will preload the corresponding store for each device -- giving customers convenient access to thousands of apps optimized for their smartphone. Today, AT&T added to existing agreements with Nokia for Ovi store and Microsoft for Windows Marketplace by announcing an agreement for Android Market. It expects to announce more app store agreements in the near future and will offer carrier billing as an easy and convenient payment option for as many stores as possible.

'Apps for All' by Standardizing Apps Development with Brew Mobile Platform

De la Vega also announced a significant new agreement with Qualcomm to standardize apps development by adopting BREW Mobile Platform. With this agreement, AT&T intends to make BREW Mobile Platform its primary operating system platform for Quick Messaging Devices, one of the company's fastest growing categories of devices.

AT&T customers with these devices historically haven't had the same convenient access as AT&T smartphone customers to thousands of compelling, new applications. Since AT&T launched its pioneering line-up of Quick Messaging Devices in fall 2008, about 30 percent of the company's postpaid customers who are new or upgrading have purchased this type of device. AT&T is committed to spurring innovation and apps development for the millions of customers in this category.

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Quick Messaging Devices are integrated devices that are value priced and texting centric; they have full QWERTY keyboards, either physical or virtual, and, since this past fall, full Web browsing capabilities. Customers with these devices are more likely to demand apps, subscribe to messaging and data plans, and are a large potential market for application developers, according to AT&T research.

AT&T Chief Marketing Officer David Christopher announced plans to begin rolling out Quick Messaging Devices with BREW Mobile Platform in the second half of the year, so that by year end 2011, about 90 percent of AT&T's devices in this segment are planned to be based on BREW Mobile Platform. AT&T announced that Samsung will be its first device maker to launch a Quick Messaging Device featuring BREW Mobile Platform. HTC, LG and Pantech also are building devices featuring BREW Mobile Platform for planned availability in late 2010 or early 2011.

"Today, developers must essentially rebuild apps for different handsets and operating systems, increasing their costs, slowing the pace of innovation and stalling the delivery of mobile apps to customers," Christopher said. "We want to tear down the barriers and make it much easier for developers to reach our customers – and for our customers to access apps. Moving to one platform for this fast growing segment of devices will help developers reach millions more customers who want easy access to the hottest mobile apps."

To help developers jumpstart apps development for AT&T's BREW Mobile Platform devices, Christopher announced a new AT&T SDK which features support for BREW Mobile Platform, continued support for Java and widgets, and includes tools to help developers tap into AT&T network capabilities as they design and code their applications. The new AT&T SDK is available starting today at sdk.developer.att.com.

Taking the AT&T Developer Program to the Next Level

AT&T has a longstanding commitment to the developer community. It was among the first major carriers to offer a developer program and has been rated the top carrier development program for the past three years by Evans Data. Today, AT&T executives also announced plans, including some launch schedules, for a series of new or enhanced developer resources including:

Technical support for developers via live chat -- something no other carrier, operating system provider or handset maker offers today -- and a tripling of overall tech support by mid-2010.

- **Revenue share** featuring a standardized 70/30 split for third-party developers in the AT&T App Center.

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- **AT&T Sandbox**, a virtual network environment for developers to test and evaluate applications, which is planned to be available in 2Q 2010.
- **AT&T Developer Dashboard**, a tool that will let developers track the status of their app once submitted to AT&T, support digital signing of business agreements with AT&T, allow developers to set prices for their apps, and provide performance metrics and customer satisfaction feedback. The dashboard is available now for enterprise application developers and the certification of emerging devices. And for AT&T's consumer development community, the dashboard will also provide needed automation which is planned for the first quarter of 2010.
- **New marketing and referral relationships** announced today between AT&T and other global carriers using GSM, the de facto world standard for wireless technology. The companies intend to create streamlined processes that help developers make their applications available to their combined base of hundreds of millions of customers.
- **AT&T Developer Council**, an advisory group hosted by AT&T and made up of leading development and technology companies and other influencers, such as EA Games, Telenav and Bonfire Media.

AT&T also announced a trial program with WaveMarket to make network location information accessible through Veriplace, WaveMarket's cloud location aggregation platform currently in use by more than 1,000 developers. Veriplace allows SMS, Web, WAP and IVR developers to develop location-aware apps and services across device categories and participating carriers. The trial program will launch in the coming weeks.

AT&T Chief Technology Officer John Donovan also said that a new AT&T Virtual Innovation Lab will open in Atlanta in the second quarter to provide developer support for speech, location and messaging APIs (application programming interfaces). In addition, two new Innovation Centers, one in the East and one in the West, are planned for late 2010 to provide 3G and 4G RF (radio frequency) development support, testing and demos.

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About AT&T

AT&T Inc. (NYSE:T) is a premier communications holding company. Its subsidiaries and affiliates – AT&T operating companies – are the providers of AT&T services in the United States and around the world. With a powerful array of network resources that includes the nation's fastest 3G network, AT&T is a leading provider of wireless, Wi-Fi, high speed Internet and voice services. AT&T offers the best wireless coverage worldwide, offering the most wireless phones that work in the most countries. It also offers advanced TV services

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under the AT&T U-verseSM and AT&T | DIRECTVSM brands. The company's suite of IP-based business communications services is one of the most advanced in the world. In domestic markets, AT&T's Yellow Pages and YELLOWPAGES.COM organizations are known for their leadership in directory publishing and advertising sales. In 2009, AT&T again ranked No. 1 in the telecommunications industry on FORTUNE[®] magazine's list of the World's Most Admired Companies.

Additional information about AT&T Inc. and the products and services provided by AT&T subsidiaries and affiliates is available at <http://www.att.com>. This AT&T news release and other announcements are available at <http://www.att.com/newsroom> and as part of an RSS feed at www.att.com/rss. Or follow our news on Twitter at @ATTNews. Find us on Facebook at www.Facebook.com/ATT to discover more about our consumer and wireless services or at www.facebook.com/ATTSmallBiz to discover more about our small business services.

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2010 AT&T Developer Summit Highlights

January 6, 2010, Palms Resort, Pearl Theater, Las Vegas

- AT&T held its fourth annual Developer Summit in Las Vegas Jan. 6, 2010. An unprecedented 1,300 attendees registered for the full-day technical and business event, which offers them the opportunity to learn how to build and monetize applications.

Keynote Session:

- Keynote speakers included Ralph de la Vega, President and CEO of AT&T Mobility and Consumer Markets, David Christopher, CMO, AT&T Mobility and Consumer Markets; John Donovan, CTO, AT&T; and special guest Dr. Paul Jacobs, CEO and Chairman, Qualcomm.

Breakout Sessions:

- **Software Developer:** A session for developers to get the knowledge and tools they need to begin or advance their mobile application development. Full of technical information, including high-level overviews, deep technology presentations, and everything in between.
- **Commercialization & Marketing:** Customized for Marketing & Business Development experts to find out the latest strategies and roadmaps, paths to application certification, and how to Go-To-Market with AT&T.
- **Emerging Devices:** For OEMs and others interested in learning more about AT&T's Emerging Devices organization and how it brings new devices to market; and to, meet the people who help make it happen.

Code Camp:

- **Code-Overload:** Code Camp offers developers a night full of coding and fun.