



Joan Marsh
Vice President –
Federal Regulatory

AT&T Services, Inc.
1120 20th Street, N.W.
Suite 1000
Washington, D.C. 20036

202.457.3120 Phone
832.213.0172 Fax
joanmariemarsh@att.com

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BY ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth St., 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*

Dear Ms. Dortch:

On May 22, 2009, applications were filed for AT&T to purchase wireless systems serving 1.5 million customers in mostly rural communities across parts of 18 states where AT&T currently has little or no presence. Verizon Wireless is selling these systems to meet divestiture obligations imposed by DOJ and the FCC from its merger with ALLTEL.

The public interest benefits of this transaction are indisputable. AT&T will invest approximately \$400 million to build out mobile broadband networks, creating new jobs and opportunities across wide swaths of rural America. Consumers in the affected communities will gain access to America's fastest 3G mobile broadband network with accelerated mobile data speeds and simultaneous voice and data capabilities, as well as access to an industry-leading WiFi network with 20,000 hotspots in the U.S. AT&T will offer a greater choice of smartphones and other devices than any other wireless carrier, with tens of thousands of applications available. Consumers will enjoy a host of improved services and features, such as free mobile-to-mobile calling to more than 80 million lines, a wide choice of pricing plans, and reduced roaming charges due to AT&T's vast home calling area. AT&T also will offer the best international coverage of any U.S. carrier, including international roaming voice service in more than 215 countries, data services in more than 170 countries, and 3G services in more than 80 countries.

Consumers living outside the areas involved in the transaction also will benefit. Expanding and deepening AT&T's network means less roaming, a more consistent look and feel to wireless service, and fewer dropped calls.

The transaction will increase competition. AT&T does not currently sell wireless service at all in a majority of the areas involved in this transaction, and in the rest of the areas, AT&T's current

presence is limited. Moreover, AT&T will hold only a fraction of the available spectrum in these areas.

Prompt approval of this pro-competitive transaction with its numerous public interest benefits will unquestionably advance the public interest. Nevertheless, in order to expedite approval of this transaction, AT&T makes the following commitments.

1. AT&T commits to negotiate with CDMA roaming partners in good faith and to accommodate reasonable requests for CDMA roaming services at a cell site in accordance with the Commission's roaming rules for as long as AT&T provides CDMA retail or roaming services at that specific cell site. More specifically, for any period during which AT&T continues to provide any automatic CDMA roaming service to Verizon Wireless at a cell site acquired in this transaction, AT&T commits to provide the same type of automatic CDMA roaming service at that same cell site to other facilities-based CDMA carriers upon reasonable request on reasonable terms and conditions; provided, however, that nothing in this commitment shall be construed to restrict AT&T from terminating CDMA services at any cell site to all CDMA carriers at any time consistent with AT&T's rights and obligations under its roaming agreement with Verizon Wireless or otherwise to impede AT&T's offering of a robust HSPA or GSM service.

2. Within six months of the date of the closing of this transaction, AT&T commits either to file with the Commission applications to divest 15 MHz of spectrum (either 700 MHz, cellular, PCS, and/or AWS-1 at AT&T's election) in CMA476 -- Michigan RSA No. 5, or else to surrender licenses for such amounts.

3. AT&T understands the importance of ensuring the continuity of high quality, affordable services on tribal lands and is committed to ensuring that AT&T has a positive and mutually beneficial relationship with the Oglala Sioux Tribe (the "Tribe") on a going forward basis. Therefore, with respect to the Pine Ridge Reservation (the "Reservation"):

a. AT&T will offer to undertake on a going forward basis the rights and obligations of WWC License LLC ("WWC") under the Tate Woglaka Service Agreement, dated August 21, 2000 (the "Service Agreement"), which prescribes the terms under which WWC currently provides service to the Reservation. Any outstanding obligations owed to the Tribe under the Service Agreement or by virtue of WWC's operations that predate or arise out of facts and circumstances that predate the closing of this transaction will remain WWC's responsibility.

b. AT&T will build a 3G HSPA broadband wireless network on the Reservation and transition the divestiture CDMA network subscribers living within the boundaries of the Reservation (the "Reservation Divestiture CDMA Network Subscribers") to the 3G HSPA broadband wireless network within 12 months of the closing of this transaction. Reservation Divestiture CDMA Network Subscribers will be eligible to receive new 3G handsets comparable to their existing CDMA handsets at no cost and with no contract extension.

c. Until the transition to the 3G HSPA broadband wireless network is complete, AT&T will provide the Reservation Divestiture CDMA Network Subscribers with the same degree of access to services on the divestiture CDMA network as they currently have.

d. To support the continued offering of high quality services and certain low cost rate plans on the Reservation, AT&T intends to request that the Commission transfer to it WWC's eligible telecommunications carrier ("ETC") designation. In any event, AT&T will continue to offer the postpaid rate plans currently offered to Reservation Divestiture CDMA Network Subscribers without any material changes for one year after the closing of this transaction.¹ Thereafter, if the FCC transfers WWC's ETC status to AT&T and if ETC funding continues to be available to AT&T, then AT&T will continue to offer comparable voice rate plans. Reservation Divestiture CDMA Network Subscribers also will have access on the 3G HSPA broadband wireless network to enhanced services -- such as enhanced voice mail, call forwarding, and three party calling -- that are similar to those currently available.

AT&T's ability to carry out this third commitment depends on AT&T being able under the Service Agreement to enter the Reservation to construct, operate and maintain the CDMA and/or HSPA networks and obtaining at the closing of the transaction and holding thereafter in peaceful and quiet enjoyment without any encumbrances the spectrum licenses, towers, and other network assets and agreements relevant to the Reservation that Verizon Wireless has agreed to convey to AT&T. Nothing in this third commitment shall prevent the Tribe and AT&T from agreeing to a mutually acceptable alternative to the Service Agreement. This third commitment shall expire three years after the closing of this transaction.

AT&T shall inform the Commission promptly of any developments of which AT&T is aware that AT&T reasonably anticipates will materially affect AT&T's ability to fulfill this third commitment. AT&T's performance of WWC's obligations under the Service Agreement on a going forward basis after the closing of this transaction is not intended to prejudice any claims that the Tribe may have against WWC arising from WWC's operations or its performance under the Service Agreement prior to the closing of this transaction.

* * * * *

The commitments described herein will be null and void if the transaction is not consummated.

In accordance with the Commission's rules, this letter is being filed electronically with the Secretary for inclusion in the public record.

Sincerely

A handwritten signature in black ink, appearing to read 'Joan Marsh', with a horizontal line extending to the right from the end of the signature.

Joan Marsh

¹ For systems reasons, AT&T will not be able to continue the Lifeline prepaid plans currently offered by WWC on the Reservation, but will convert customers on such plans to Lifeline postpaid plans at the same rates.