

EXHIBIT 3

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carlnorthrop@paulhastings.com

April 27, 2011

57739.00001

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

Re: WT Docket No. 07-195 (AWS-3); WT Docket No. 04-356 (AWS-2); WT Docket No. 06-150 and PS Docket No. 06-229 (700 MHz D Block); WT Docket No. 05-265 (Data Roaming); ET Docket No. 10-142 (MSS Flexibility); WT Docket No. 07-293 (WCS); WT Docket No. 11-65 (AT&T/T-Mobile Transaction); GN Docket No. 09-191 and WC Docket No. 07-52 (Open Internet); WC Docket No. 10-90, GN Docket No. 09-51, WC Docket No. 07-135, WC Docket No. 05-337, CC Docket No. 01-92, CC Docket No. 96-45 and WC Docket No. 03-109 (Intercarrier Compensation); WC Docket No. 07-245 (Pole Attachments)
Oral *Ex Parte* Communication

Dear Ms. Dortch:

On April 26, 2011, Roger D. Linquist, President, Chief Executive Officer and Chairman of the Board of MetroPCS Communications, Inc. ("MetroPCS"), Mark A. Stachiw, Executive Vice President, General Counsel and Secretary of MetroPCS and Carl W. Northrop of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") met with Chairman Julius Genachowski and Edward Lazarus, Chief of Staff, Rick Kaplan, Chief Counsel and Senior Legal Advisor, and Zac Katz, Legal Advisor for Wireline Communications, International and Internet Issues for Chairman Genachowski.

Using the attached handout, Mr. Linquist provided an overview of the competition MetroPCS brings to the wireless marketplace. Mr. Linquist outlined the spectrum position of MetroPCS in comparison to the "Big-4" national wireless carriers, and urged the Commission to explore every available option to make additional unencumbered paired broadband wireless spectrum available as soon as possible, as the company has advocated in public comments in many of the above-referenced proceedings. MetroPCS also encouraged the Commission to complete the allocation and service rules for the H and J Blocks (AWS-2) and to auction the AWS-2 spectrum as soon as possible.

MetroPCS emphasized the importance of the Commission's recent actions on voice roaming, data roaming and pole attachments, and encouraged the Commission to proceed with comprehensive intercarrier compensation reform.

Marlene H. Dortch
April 27, 2011
Page 2

Mr. Linquist also urged the Commission to accord MetroPCS the flexibility it needs to implement innovative, differentiated service plans with a minimum of Government mandates

Kindly refer any questions in connection with this letter to the undersigned.

Respectfully submitted,



Carl W. Northrop
of PAUL, HASTINGS, JANOFSKY & WALKER LLP

cc: (via email) Chairman Julius Genachowski
Edward Lazarus
Rick Kaplan
Zac Katz

LEGAL_US_E # 92855660.3



May 3, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: United States Cellular Corporation
Docket No. GN 09-51
Docket No. WC 05-25
Docket No. RM 11592
Docket No. ET 10-236
Docket No. WT 11-65
Docket No. WC 05-337
Docket No. CC 96-45

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, we hereby provide you with notice of an oral ex parte presentation in connection with the above-captioned proceedings. On May 2, 2011, Mary Dillon, President and CEO of U.S. Cellular along with the undersigned, met with FCC Chairman Julius Genachowski; Chief of Staff Ed Lazarus; Chief Counsel and Senior Legal Advisor Rick Kaplan; OSPPA Chief Paul de Sa; and Senior Counselor Josh Gottheimer.

During the course of that discussion, U.S. Cellular:

- Discussed the findings of a recent consumer survey regarding incentive auctions for wireless spectrum. An outline of that discussion is enclosed.
- Discussed the fact that it intends to deploy 4G services in selected markets by the end of 2011 and as part of that discussion, urged the Commission to address issues of handset interoperability across the 700 MHz spectrum in order to facilitate the nationwide deployment of a cohesive 4G network.
- Raised issues regarding the pending acquisition of T-Mobile by AT&T including its potential impact on market consolidation, roaming, special access pricing, handset interoperability and availability, as well as spectrum

consolidation. U.S. Cellular urged the Commission, in conjunction with the Department of Justice, to conduct a thorough review of the proposed transaction.

- Stated its strong opposition to the adoption of reverse auctions as a mechanism for distributing high cost funds under the Universal Service Program. U.S. Cellular instead stated its support for the use of a forward looking cost model for the distribution of support under the proposed Connect America Fund. Such support would be targeted to specific geographic areas and would be portable amongst all ETCs serving the area. This would have the benefit of continuing competition among providers in the marketplace and would be consistent with the pro-competitive aspects of the 96 Act. U.S. Cellular expressed its opposition to the proposed five-year phasedown of existing CETC support and argued consistent with proposals in the National Broadband Plan for a 10 year phasedown or in the alternative for a more graduated and back-loaded phasedown over a 7 to 10 year period. U.S. Cellular also reiterated its position that, given the USF program's statutory grounding under Title II of the Communications Act, any carrier seeking to draw universal service support under the Connect America Fund or the Mobility Fund, must adhere to all applicable provisions of Title II.

Sincerely,

/S/

Grant B Spellmeyer, Esq.
Senior Director – Legislative & Regulatory Affairs

CCs to:

Hon. Julius Genachowski
Edward Lazarus, Esq.
Rick Kaplan, Esq.
Josh Gottheimer, Esq.
Paul de Sa, Esq.
Sharon Gillett, Esq.
Ruth Milkman, Esq.
Jim Schlichting, Esq.

May 6, 2011

VIA ELECTRONIC FILING

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

Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., and I met with Commissioner Copps and Margaret McCarthy, Legal Advisor to Commissioner Copps. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. McCarthy. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

Sincerely,



Debra McGuire Mercer

Attachment

cc: Hon. Michael J. Copps
Ms. Margaret McCarthy

May 6, 2011

VIA ELECTRONIC FILING

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

Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., Susan Nelson of Navigators Global, and I met with Commissioner Baker and Bradley Gillen, Legal Advisor to Commissioner Baker. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. Baker and Mr. Gillen. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

Sincerely,

Debra McGuire Mercer

Attachment

cc: Hon. Meredith Attwell Baker
Mr. Bradley Gillen

May 6, 2011

VIA ELECTRONIC FILING

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

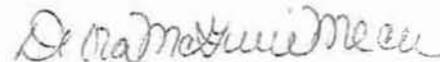
Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., and I met with Christine Kurth, Legal Advisor to Commissioner McDowell. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. Kurth. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

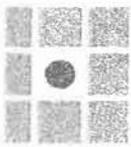
Sincerely,



Debra McGuire Mercer

Attachment

cc: Ms. Christine Kurth



Public Knowledge

May 11, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St. SW
Washington, DC 20554

Re: Developing a Unified Intercarrier Compensation Regime, CC 01-92; Federal-State Joint Board for Universal Service, CC 96-45; High-Cost Universal Service Support, WC 05-337; Connect America Fund, WC 10-90; A National Broadband Plan for Our Future, GN 09-51; Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations, WT 11-65; Economic Impact of Low-Power FM Stations on Full-Service Commercial Fm Stations, MB 11-83.

Dear Ms. Dortch:

On May 11, various groups that are part of the Media and Democracy Coalition, a coalition of over two dozen local and national organizations committed to amplifying the public's voice in shaping media and telecommunications policy, met with FCC personnel. This notice of *ex parte* discloses the substance of two of those meetings.

The first meeting was between Joshua Cinelli, Media Advisor to Commissioner Copps, and John Bergmayer (Public Knowledge), Gavin Dahl (Common Frequency), Katie Ingersoll (Prometheus Radio Project), Edyael Casaperalta (Center for Rural Strategies), Amalia Deloney (Center for Media Justice), Maxie Jackson (National Federation of Community Broadcasters), Brandy Doyle (Prometheus Radio Project), and Cheryl Leanza (United Church of Christ).

The second was between Jenniffer Tatel, Legal Advisor; Charles Mathias, Senior Legal Advisor; and Brad Gillen, Legal Advisor from Commissioner Baker's office, and John Bergmayer (Public Knowledge), Cheryl Leanza (United Church of Christ), Katie Ingersoll (Prometheus Radio Project), Dee Davis (Center for Rural Strategies), Gavin Dahl (Common Frequency), DeAnne Cuellar (Media Justice League).

At the meetings, MADCo advocates presented their views on the Universal Service Fund (USF), Low Power FM (LPFM) radio service, and the proposed merger between AT&T and T-Mobile.¹

USF

Advocates summarized the recent comments on the Universal Service Fund's Lifeline and Linkup programs filed by various MADCo member groups. They stressed that the program should not be limited by outdated assumptions and arbitrary caps. They argued that the FCC should expand eligibility to ensure that all those who find that basic telecommunications services are not affordable qualify for the benefit, and to address the under-utilization of the program by qualified individuals. Advocates further observed that "one-per-address" limitations on the

¹ The United Church of Christ did not express views on the proposed merger at these meetings.

program (in addition to being inconsistent with the statute²) were designed for a wireline era when one phone line per household was the norm. By contrast, today, mobile telephones tend to be one per person. Both artificial “per address” limitations and unrealistic eligibility criteria keep the programs from fulfilling their potential.

Improving broadband adoption through digital literacy and other programs is a part of many universal service proposals. Advocates observed that the government has already embarked on a large-scale program to educate people about a technology change: the DTV transition. Some MADCo groups were involved in helping communities with that transition, and understand that a lot of hands-on work will be required. Nevertheless, they expressed their willingness to help with this work.

Advocates also discussed high-cost reform. Broadband is vital to the long-term economic health of rural communities—while the presence of affordable and available broadband does not ensure the success of any particular community, its *absence* can cause severe problems. To help ensure that broadband is available to all Americans, advocates argued that the definition for Eligible Telecommunications Carriers (ETCs) should be broadened so that municipalities, nonprofits, and community-based organizations could receive funding to provide service. They also reminded the Commission that, especially in some rural, tribal, and remote areas, USF-supported voice service should remain a priority. The expansion of the program to include broadband, while sorely needed, should not imperil voice service for these vulnerable communities.

The groups also discussed the need to engage low-income and rural communities at the FCC’s field meetings.

Proposed AT&T / T-Mobile Merger

Advocates stated their belief that neither the DoJ nor the FCC should not allow the merger to go through, and that no divestitures or conditions would be enough to ensure that the merger served the public interest. The immediate result of the merger would be a loss of jobs, higher prices for millions of Americans, fewer price plan and handset choices, and squelched innovation. They argued that the Commission should not allow the wireless market to become an effective duopoly where neither competition nor regulation protected consumers. Although AT&T has described ways in which the merger would help it improve its service, advocates noted that AT&T could achieve those ends in other ways that did not involve eliminating one of the remaining national wireless carriers. Further, to the extent that the US relies on inter-carrier competition rather than direct regulation to protect consumers, advocates predicted that an inevitable result of further consolidation in the wireless industry would be increased calls for regulation.

Advocates then described the overwhelming grassroots opposition to the proposed merger. They noted that T-Mobile is often the affordable option for some communities, and that AT&T does not have a strong history of offering affordable and accessible devices and plans. It was pointed out that many people use wireless phones as their sole means of communication, including for access to the Internet, and that the loss of a low-cost alternative would hit them particularly hard. Additionally, the advocates described how rural America would be left behind

² See <http://www.civilrights.org/advocacy/letters/2011/universal-service-lifeline-4-21-11.pdf> at 8.

after such a merger. While AT&T has enough spectrum to blanket rural America with coverage, they observed that its support for rural communities has been lacking. They concluded that the merger does not appear to be motivated by a desire to better serve underserved communities and does not serve the public interest.

LPFM

Many of the groups present at these meetings have been involved with LPFM for many years, and they offered their insight on both technical matters and the importance of LPFM in providing diverse, local content to groups that are overlooked and underserved by other media outlets.

Advocates said they look forward to the release of the FCC's NPRM implementing the Local Community Radio Act,³ but described how an improper resolution of the translator question could undermine the Act's goals. LPFM advocates believe that translators and LPFM can coexist, but that the Commission should bear in mind differences between urban and rural markets. In particular, they argued that the Commission should not adopt a policy, such as the "ten cap" rule, that would allow translators to claim most available urban spectrum, leaving little to none for LPFM.⁴

Advocates also encouraged the FCC to speedily resolve translator applications for areas with fewer spectrum constraints. They also pointed out that the urban communities that would be hurt by an ill-crafted resolution of the translator/LPFM issue are those that could benefit most from LPFM. LPFM has the potential to provide communities with the kinds of programming that are not provided by other outlets. For example, LPFM is an ideal medium for local affairs programming (including emergency and public safety information) as well as minority-interest, minority-owned, and religious programming.

Advocates noted an increase in interest in LPFM since the passage of the Act, and expressed hope that the FCC will be prepared to serve LPFM applicants with less experience in communications law and FCC procedures than larger, commercial applicants generally have.

On a related matter, Common Frequency expressed its view that broadcasters' public file requirement, while it could be reformed to be more streamlined, served the public interest.

Respectfully submitted,

/s John Bergmayer
Staff Attorney
Public Knowledge

³ Local Community Radio Act of 2010, Pub. L. No. 111-371, 124 Stat. 4072 (2011).

⁴ A summary of the Common Frequency data that shows the danger of the ten-cap proposal is available at <http://www.prometheusradio.org/sites/default/files/tencapinformation.pdf>.

May 12, 2011



Marlene Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: Notice of *Ex Parte* Presentation
MM Docket No. 99-25 (Creation of Low Power Radio Service)
WC Docket No. 11-42 (Lifeline/Link Up Reform & Modernization)
WT Docket No. 10-208 (Mobility Fund)
WC Docket No. 10-90 (Connect America Fund)
GN Docket No. 09-51 (A National Broadband Plan for Our Future)
WC Docket No. 03-109 (Lifeline and Link Up)
CC Docket No. 96-45 (Universal Service)
WT Docket No. 11-65 (AT&T and T-Mobile)

Dear Ms. Dortch:

On Wednesday, May 11, 2011, representatives from member organizations of the Media and Democracy Coalition (collectively, "Media and Democracy Advocates") met separately with Commissioners and staff from all five Commissioners' offices. This *ex parte* notification reports on three of those meetings.

One such meeting was attended by Commissioner Mignon Clyburn, as well Dave Grimaldi, her Chief of Staff and Media Legal Advisor; Angela Kronenberg, her Wireline Legal Advisor; and Louis Peraertz, her Legal Advisor for Wireless, International, and Public Safety matters. The second such meeting was with Rosemary C. Harold, Legal Advisor for Media issues to Commissioner Robert M. McDowell; and Christine D. Kurth, Commissioner McDowell's Policy Director & Wireline Counsel. The third meeting on which this notification reports was attended by Chairman Genachowski's advisors Zac Katz, Legal Advisor for Wireline Communications, International and Internet Issues; and Sherrese Smith, Legal Advisor for Media, Consumer and Enforcement Issues. Also in attendance for the meeting with the Chairman's staff was Peter Doyle, Chief of the Media Bureau's Audio Division.

The Media and Democracy Advocate attendees at each of these three meetings varied. Meeting with Commissioner Clyburn and her staff were Sean McLaughlin, Access Humboldt; Cecilia Garcia, Benton Foundation; Amalia Deloney, Center for Media Justice; Edyael Casaperalta, Center for Rural Strategies; Steven Renderos, Main Street Project; Traci Morris, Native Public Media; Michael Calabrese, New America Foundation; Brandy Doyle, Prometheus Radio Project; and Matt Wood, Media Access Project.

Attending the meeting with the Chairman's staff and Peter Doyle were Gavin Dahl, Common Frequency; and Qres Ephraim, Media and Democracy Coalition; accompanied by Sean McLaughlin, Amalia Deloney, Steven Renderos, Brandy Doyle, and Matt Wood.

Attending the meeting with Commissioner McDowell's staff were Katie Ingersoll, Prometheus Radio Project, accompanied by Sean McLaughlin, Cecilia Garcia, Steven Renderos, Traci Morris, Michael Calabrese, and Matt Wood.

Due to the number of attendees at each meeting and the number of topics covered, the presentations on the respective matters in the above-captioned dockets were, of necessity, quite brief. With the Chairman's staff and Commissioner McDowell's staff, the two matters discussed were Low Power FM ("LPFM") implementation and Universal Service Fund ("USF") reform. In the meeting with Commissioner Clyburn and staff, the Media and Democracy Advocates addressed these same two topics, but also discussed the proposed acquisition of T-Mobile by AT&T. It should be noted, however, that not all of the Media and Democracy Advocates' respective organizations have formulated a position at this time on that proposed acquisition.

During each meeting, the Media and Democracy Advocates presented their views on implementation of the Local Community Radio Act of 2010 ("LCRA"), which requires the Commission to ensure spectrum opportunities both for LPFM and FM translator applicants. The statute also directs the Commission to make such spectrum allocation and licensing decisions on the basis of the service needs of local communities. The advocates indicated that the LCRA requires meaningful spectrum availability and satisfactory channels for LPFM stations in every community, including the largest radio markets and urban centers. They also explained that the "ten-cap" solution for processing Auction No. 83 FM translator applications would have an impermissible preclusive impact on low power FM stations.

With respect to the Commission's broad-ranging USF reform proceedings, the Media and Democracy Advocates suggested that the Commission must reform and modernize the Low-Income program to (1) transition the fund to support broadband; (2) expand recipient eligibility, especially to account for individual recipients' increased need for mobile connectivity; (3) avoid imposing caps on the Lifeline program at a time when participation rates remain low; and (4) consider potential reallocation of high-cost funds to Lifeline and Link Up, including but not limited to the funding for broadband "pilot" program design and implementation. The advocates also called for exploration of expanded provider eligibility for USF support, so as to facilitate participation by community broadband providers such as municipal networks and non-profit cooperatives.

In the meeting with Commissioner Clyburn, the representatives from the Center for Media Justice, Main Street Project, New America Foundation, and Media Access Project voiced concerns about the proposed AT&T transaction to acquire T-Mobile. They explained that the transaction would harm competition, reduce choice, increase prices paid by consumers, stifle innovation in wireless services and devices, and result in a net loss of jobs. They also noted the fallacies underlying the transaction's supposed benefits, as advanced by the applicants. AT&T and T-Mobile have suggested, for example, that the deal could yield increased infrastructure investment, improved wireless broadband coverage, and reduced spectrum congestion. Yet, as

Marlene Dortch
May 12, 2011
Page 3

the above-listed organizations' representative discussed with Commissioner Clyburn and her staff, approval of this transaction either is not necessary to achieve those goals or would in fact be harmful to their achievement. Noting that there is no "spectrum crisis" in underserved rural areas, these organizations faulted AT&T's ongoing lack of investment when the company clearly has enough spectrum resources to deploy more advanced mobile broadband networks in its present rural service territories.

We submit this letter today pursuant to Section 1.1206(b) of the Commission's rules, 47 C.F.R. § 1.1206(b). Please contact me should you have any questions regarding this submission.

Respectfully submitted,

/s/ Matthew F. Wood

cc: Commissioner Mignon Clyburn
Dave Grimaldi
Angela Kronenberg
Louis Peraertz
Zac Katz
Sherrese Smith
Christine D. Kurth
Rosemary C. Harold
Peter Doyle

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May 16, 2011

Via Electronic Filing

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

Re: *Applications of AT&T Inc. and Deutsche Telekom AG ("Applicants") for
Consent to Assign or Transfer Control of Licenses and Authorizations –
WT Docket No. 11-65*

Dear Ms. Dortch:

On May 12, 2011, A. Richard Metzger, Jr. and the undersigned, counsel to Sprint Nextel Corporation (Sprint), spoke by telephone with Jonathan Baker and Paul Lafontaine of the Office of Strategic Planning & Policy Analysis; Patrick DeGraba, Catherine Matraves, and Susan Singer of the Wireless Telecommunications Bureau; and Joel Rabinovitz and Neil Dellar of the Office of General Counsel.

In the course of the conversation, there was a discussion of the pending application of AT&T to acquire T-Mobile. Counsel to Sprint stressed the importance of evaluating whether the Applicants have substantiated with credible evidence claims such as the Applicants' assertions about the synergies and cost savings that the transaction purportedly will produce, the relevant geographic market for evaluating the competitive effects of the transaction, their claimed capacity constraints in rural and other areas and the integration of T-Mobile's base stations into AT&T's network to alleviate those alleged constraints, and the pre-transaction plans of AT&T and T-Mobile to deploy LTE service, including current construction schedules. Where necessary, the Commission should seek additional supporting information from the applicants, as it has in prior merger proceedings.

Ms. Marlene Dortch
May 16, 2011
Page 2

Pursuant to section 1.206(b)(2) of the Commission's rules, 47 C.F.R. § 1.1206(b)(2), this *ex parte* notification is being filed electronically for inclusion in the public record of the above referenced proceeding.

Respectfully submitted,

/s/ Regina M. Keeney
Regina M. Keeney

Cc:

Jonathan Baker	Neil Dellar
Paul Lafontaine	Kathy Harris
Patrick DeGraba	Jim Bird
Catherine Matraves	David Krech
Susan Singer	Best Copy and Printing, Inc.
Joel Rabinovitz	

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Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

May 24, 2011

**Re: Notice of Oral *Ex Parte* Communication
*Applications of AT&T, Inc. and Deutsche Telekom AG for Consent to Assign or
Transfer Control of Licenses and Authorizations, WT Docket No. 11-65***

Dear Ms. Dortch:

We submit this notice in compliance with Section 1.1206(b) of the Commission's rules.

On May 23, 2011, Derek Turner, Research Director for Free Press, and I had a discussion via telephone with Kathy Harris of the Wireless Telecommunications Bureau. In our discussion, we noted that AT&T and T-Mobile's public interest statement in support of the proposed transfer of licenses relies upon numerous academic studies, economic analyses, and other reports that are not publicly available. We requested that these studies be put into the record.

The Commission may approve the proposed transaction only if it finds that the merger serves the public interest.¹ These studies discussed above provide critical facts used by the applicants to support their arguments that the merger satisfies the Commission's public interest standard. As a result, parties to the merger review process must have access to these documents if they are to accurately analyze and evaluate AT&T and T-Mobile's claims.

In particular, AT&T and T-Mobile rely on the following studies:

1. The Nielsen Company, *Carrier Share of Smartphone Subscribers – Q4 2010* (Public Interest Statement at 2, n.2);
2. The Nielsen Company, *Q4 2010 Q4 Mobile Insights: National Report* (Public Interest Statement at 99, n.161);
3. The Nielsen Company, *Q4 2010 Nielsen Mobile Retail & Customer Service Insights* (Christopher Declaration, ¶ 12, n.23);
4. "[T]wo recent surveys" (Christopher Declaration, ¶ 30, n.62); and
5. Strategy Analytics, *US Wireless Market Outlook (2010-2015)* (Christopher Declaration, ¶ 5, nn.4, 6).

¹ *News Corp. and the DIRECTV Group, Inc., and Liberty Media Corp. for Authority to Transfer Control*, Memorandum Opinion and Order, 23 FCC Rcd 3265, ¶ 22 (2008).

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In addition to these studies, the applicants' Public Interest Statement and declarations rely on numerous investment bank and analyst reports that are either difficult or impossible for public commenters to obtain. For example, the following documents are either not available publicly or not available without subscribing to an investor reports service:

1. *Verizon and Sprint react to US mega deal, Mobile Business Briefing* (Mar. 22, 2011) (quoting CEO Dan Mead), <http://www.mobilebusinessbriefing.com/article/verizon-and-sprint-react-to-us-mega-deal> (Public Interest Statement at 36, n.26);
2. Deutsche Bank Analyst Report, *MetroPCS Comm. Increasing 4Q10 Net Adds on Positive Channel Checks* (Jan. 4, 2011) (Carlton Declaration, ¶ 107, n. 143);
3. Current Analysis, Company Assessment: T-Mobile USA (Jan. 18, 2011) (Carlton Declaration, ¶ 122, n.181);
4. J.P. Morgan, North America Equity Research, *U.S. Telecom Services & Towers* (Jan. 13, 2011) (Carlton Declaration, ¶ 130, n.189) and
5. Morgan Stanley, *Deutsche Telekom, US Options—No Easy Way Out* (Jan. 10, 2011) (Carlton Declaration, ¶ 130, n.190).

While the preceding list is not comprehensive, it illustrates how heavily applicants rely on non-public material in their filing.

We ask that all non-public studies and reports relied on by Applicants in their filings, including but not limited to those described above, be included in the public record for this transaction.

Very truly yours,

_____/s/_____
Aparna Sridhar
Policy Counsel

cc: Kathy Harris, Wireless Telecommunications Bureau

Sprint

Charles W. McKee
Vice President – Government Affairs
Federal and State Regulatory

Sprint Nextel
Suite 700
900 7th Street, NW
Washington, DC 20001

May 25, 2011

Via Electronic Submission

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W., Room TW-A325
Washington, D.C. 20554

Re: *Ex Parte Communication: In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations.* WT Docket No. 11-65

Dear Ms. Dortch:

This letter is to inform you that on May 24, 2011, Daniel Hesse, Vonya McCann and the undersigned, on behalf of Sprint Nextel Corporation (“Sprint”), met with Chairman Genachowski, Eddie Lazarus, Ruth Milkman, Paul De Sa, Rick Kaplan and Josh Gottheimer to discuss the harm to consumers, competition and innovation that AT&T’s proposed takeover of T-Mobile would cause.

Sprint emphasized that the takeover of T-Mobile would result in a duopoly of two vertically integrated regional Bell operating companies that would disrupt the competitive nature of the wireless industry. By controlling approximately 80% of the wireless market, AT&T and Verizon would have the ability and incentive to increase prices for consumers, undermine competition and suppress innovation.

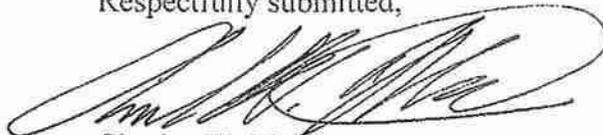
Sprint noted that Sprint and T-Mobile, the only independent nationwide wireless carriers, currently insert substantial innovation and competition into the market that spurs action by the slower moving, and substantially larger, AT&T and Verizon. T-Mobile launched the first android phone, and was one of the founding members, along with Sprint, of the Android handset alliance. T-Mobile launched HSPA + far more quickly and broadly than AT&T, forcing AT&T to speed its own deployment. Likewise, Sprint launched the first true 4-G network, causing Verizon to move up its schedule for launch of its LTE service. Eliminating T-Mobile and increasing the size of AT&T in a market that is dependent upon scale would marginalize the ability of Sprint and the remaining local and regional carriers to influence innovation and

Ms. Marlene H. Dortch, Secretary
May 25, 2011
Page 2

downward pricing and leave an effective duopoly in place. This, in turn, would result in less innovation, less competition, and higher prices for consumers.

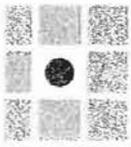
Pursuant to Section 1.1206 of the Commission's rules, this letter is being electronically filed with your office. Please let me know if you have any questions regarding this filing.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Charles W. McKee', written over a large, light-colored oval shape.

Charles W. McKee

cc: Eddie Lazarus
Ruth Milkman
Paul De Sa
Rick Kaplan
Josh Gottheimer



May 26, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St. SW
Washington, DC 20554

Re: WT 11-65, Applications of AT&T Inc. and Deutsche Telekom AG For Consent To Assign or Transfer Control of Licenses and Authorizations

Dear Ms. Dortch:

On May 25, Harold Feld and John Bergmayer of Public Knowledge (PK) met with members of the AT&T/T-Mobile transaction team. Members of the team attending the meeting were Jim Bird, Neil Dellar, Monica DeLong, Nese Guendelsberger, Kathy Harris, Virginia Metallo, Paul Murray, Paul de Sa, Peter Trachtenberg, and Melissa Tye.

Spectrum

Spectrum is a key theme of this merger. This is why PK and its PISC allies asked the Commission to consolidate consideration of this transaction with other of AT&T's proposed spectrum transfers, notably the Qualcomm licenses. Whether or not this merger is approved, those licenses should not be transferred to AT&T as they would give it too much power in the wireless industry. But if, contrary to the facts in the record, the Commission grants the Qualcomm transfer, this could undermine many of AT&T's claims about its need for more capacity. The best way to work through these different possibilities is in a combined proceeding.

Market Definition

However the Commission defines the relevant markets in this transaction, the merger should be denied. The merger poses anti-competitive harms in many markets, such as local, national, consumer, enterprise, voice, and data. But the effects on the national wireless market are arguably the most severe. In past mergers, the Commission has identified many discrete markets and noted the effects on each. It then concentrated its analysis on those markets most under threat—generally local wireless markets which, then as now, are generally uncompetitive and highly concentrated. But no past wireless mergers posed as grave a threat to the national market as this one. Indeed, this merger would turn the national wireless market into an effective duopoly. Historically, when the facts change the focus of the Commission's analysis changes with them. Therefore, following its precedents, the Commission should analyze the competitive harms to the national wireless market and deny the merger on that basis, while noting the harms this merger would cause in other markets, such as enterprise, data, and special access.

Public Interest Harms

Although it fails even on that basis, the Commission must not look at this merger only through the lens of antitrust. It must determine whether the merger is in the public interest—indeed, that it provides affirmative public interest benefits.

It plainly does not. Rather, several public interest goals of the Communications Act would be frustrated by the merger. For example, the Commission is charged with promoting a communications service at reasonable and affordable rates, preventing unjust and unreasonable

discrimination by carriers, promoting the competitive development of the Internet, and maximizing user control of content. All of these goals would be best served by blocking the merger, and leaving competition in place.

Respectfully submitted,

/s John Bergmayer
Staff Attorney
Public Knowledge

cc:

Jim Bird
Neil Dellar
Monica DeLong
Nese Guendelsberger
Kathy Harris
Virginia Metallo
Paul Murray
Paul de Sa
Peter Trachtenberg
Melissa Tye

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May 26, 2011

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street SW
Washington, DC 20554

RE: **WT Docket No. 11-65:** Applications of AT&T Inc.
and Deutsche Telekom AG for Consent to Assign or
Transfer Control of Licenses and Authorizations of
T-Mobile USA, Inc.
WT Docket No. 11-18: *In re* AT&T Mobility
Spectrum LLC and Qualcomm Incorporated
Notice of Ex Parte Communication

Dear Ms. Dortch:

On May 25, 2011, Ivan Schlager and I, counsel to Sprint Nextel Corporation ("Sprint"), met with Commissioner Michael Copps and his Chief of Staff, Mark Stone, to discuss Sprint's opposition to the proposed AT&T / T-Mobile merger.

Sprint believes that the Commission must examine the impact that the merger would have on the national market for wireless telecommunications services. Distribution rights for consumer wireless equipment, such as the iPhone, are acquired from manufacturers on a national basis and the devices are advertised nationally. The majority of consumer wireless pricing plans are developed on a national basis and made available uniformly to consumers across the nation. The merger would cause harm to consumers from the dramatic reduction in competition which would be experienced nationally.

Marlene H. Dortch, Secretary
May 26, 2011
Page 2

Mr. Schlager and I argued that the public interest will be served by consolidated consideration of the AT&T / T-Mobile merger along with AT&T's proposed acquisition of spectrum from Qualcomm. Consolidation of the two matters will enable the Commission to study the game-changing effect that these proposed transactions would have on consumers and on competition in the wireless marketplace.

Finally, we urged Commissioner Copps to advocate for prompt Commission action on these matters. Uncertainty during prolonged consideration of the proposed transactions will also contribute to consumer harm, contrary to the public interest.

Sincerely,

/s/ Antoinette Cook Bush

Antoinette Cook Bush
Counsel to Sprint Nextel Corporation

cc: Commissioner Copps
Mark Stone

May 29, 2011

Via ECFS

Marlene Dortch, Secretary
Federal Communications Commission
445 12th Street NW
Washington, DC 20554

RE: Notice of Ex parte & Petition to Deny, Docket WT 11-65

Dear Ms. Dortch,

On May 27, 2011, David Frankel, CEO of ZipDX LLC had a telephonic meeting with the following individuals in the Wireless Telecommunications Bureau, the Office of General Council, and the Consumer & Governmental Affairs Bureau:

OGC: Jim Bird

WTB: Thuy Tran, Melissa Tye, Peter Trachtenberg, Elizabeth Lyle, Pramesh Jobanputra, Patrick DeBraba

CGB: Mikelle Morra, Sherry Dawson, Karen Peltz Strauss

The discussion was driven by the attached slides. We conducted the meeting in "HDVoice" using a speakerphone device supplied by ZipDX and installed in the FCC conference room. (Melissa Tye attended via conventional telephone connection.) ZipDX thanks the FCC IT team for their assistance in making the device operational, and of course thanks the attendees for their time and attention.

Please treat this submission as our PETITION TO DENY the merger unless the suggested remedy is agreed to as part of the transaction. If the parties suitably address the issues we have raised, then we are supportive of the merger.

ZipDX hereby certifies that the attached slides were served on AT&T and T-Mobile via electronic mail to William Drexel and Dan Menser on May 27, 2011, as our Petition to Deny.

Regards,

/s/

David Frankel
CEO, ZipDX LLC
Los Gatos, California
1-800-372-6535 / dfrankel@zipdx.com

cc: fcc@bcpiweb.com, kathy.harris@fcc.gov, jim.bird@fcc.gov, catherine.matraves@fcc.gov, david.krech@fcc.gov via email

May 2011



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June 3, 2011

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VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Notice of *Ex Parte* Presentation: *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65
REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch:

On June 1, 2011, Alexander Sistla and Jennifer Mellott of Cleary Gottlieb Stein & Hamilton LLP and Eric DeSilva, Mark Sweet, and the undersigned of Wiley Rein LLP, on behalf of Deutsche Telekom and T-Mobile USA, met with the following individuals at the Commission regarding the above-captioned proceeding: Patrick DeGraba, Paul Murray, Nese Guendelsberger, Susan Singer, Kathy Harris, Ziad Sleem and Kate Mataves of the Wireless Telecommunications Bureau; Neil Dellar, Virginia Metallo and Joel Rabinovitz of the Office of General Counsel; and Paul LaFontaine of the Office of Strategic Planning and Policy Analysis. We discussed the parameters of the Commission's Information Request issued to Deutsche Telekom.¹

In the meeting, we discussed the scope of specifications related to network issues, pricing, customers, devices, etc. and received confirmation that they extend only to T-Mobile USA and not to Deutsche Telekom or any other Deutsche Telekom subsidiaries. We also discussed the relevant document custodians for the various specifications requiring the submission of documents. To facilitate that discussion, we provided the staff with the attached organizational chart of T-Mobile, the list of custodians for the DOJ second request, as well as a list of custodians for certain specifications of the FCC request, which are provided in

¹ *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, Information and Discovery Request for Deutsche Telekom AG, WT Docket No. 11-65 (rel. May 27, 2011).



Marlene H. Dortch, Secretary
June 3, 2011
Page 2

accordance with the *Protective Order*² in this proceeding. Finally, we sought clarification on how to respond to specifications that appear to be directed to the merged company and specifications where the only responsive documents are privileged.

If you have any questions regarding the Stamped Confidential chart, please contact me at 202-719-7344 or at nvictory@wileyrein.com. Thank you for your assistance.

Respectfully,

/s/ Nancy J. Victory

Nancy J. Victory

cc: Patrick DeGraba (patrick.degraba@fcc.gov)
Paul Murray (paul.murray@fcc.gov)
Nese Guendelsberger (nese.guendelsberger@fcc.gov)
Susan Singer (susan.singer@fcc.gov)
Kathy Harris (kathy.harris@fcc.gov)
Ziad Sleem (ziad.sleem@fcc.gov)
Kate Matraves (catherine.matraves@fcc.gov)
Neil Dellar (neil.dellar@fcc.gov)
Virginia Metallo (virginia.metallo@fcc.gov)
Joel Rabinovitz (joel.rabinovitz@fcc.gov)
Paul LaFontaine (paul.lafontaine@fcc.gov)

² *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, Protective Order, WT Docket No. 11-65 (rel. Apr. 14, 2011).

June 2, 2011

VIA HAND DELIVERY

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
Office of the Secretary
445 Twelfth Street, S.W., Room TW-A325
Washington, DC 20554

Re: **Notice of Ex Parte Presentation:** *Applications of AT&T Inc. & Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65

REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch:

On June 1, 2011, James Meza III and Joan Marsh of AT&T Inc., and Jeane Thomas and Michael Van Arsdall of Crowell & Moring LLP, met in person, and Nicholas Even and Lawrence A. Gaydos of Haynes & Boone, LLP, met by telephone, with the following persons from the Federal Communications Commission: James R. Bird, Neil Dellar, Virginia Metallo, and Joel Rabinovitz of the Office of General Counsel; Sandra Danner, Paul D'Ari, Patrick DeGraba, Monica DeLong, Nese Guendelsberger, Kathy Harris, Pramesh Jobanputra, Stanislava Kimball, Kate Matraves, Paul Murray, Linda Ray, James D. Schlichting, Susan Singer, Ziad Sleem, Peter Trachtenberg and Thuy Tran of the Wireless Telecommunications Bureau; and Jonathan Baker, Paul de Sa, and Paul LaFontaine of the Office of Strategic Planning and Policy.

The parties discussed AT&T's response to data requests issued by the Commission in the above-captioned docket on May 27, 2011.¹ Specifically, AT&T presented a Stamped Confidential organization chart regarding the company's corporate

¹ See Letter from Ruth Milkman, Chief, Wireless Telecommunications Bureau, FCC, to William R. Drexel, AT&T Inc. (May 27, 2011).

ARNOLD & PORTER LLP

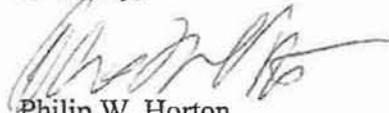
Marlene H. Dortch, Esq.
June 2, 2011
Page 2

organizations and discussed the roles and responsibilities of individual AT&T employees as relevant to the FCC's May 27, 2011 data request. AT&T also presented two Stamped Confidential charts identifying potential custodians and discussed the custodians AT&T has proposed for use in connection with its production requirements outlined in the data requests.

The Stamped Confidential organization chart was filed yesterday with the Secretary. In accordance with the *Protective Order*² in the above-referenced proceeding, enclosed please find two redacted copies of the two Stamped Confidential charts identifying potential custodians referenced above. We are also providing confidential paper copies to Kathy Harris of the Wireless Telecommunications Bureau.

If you have any questions or require further information, please contact me at 202-942-5787 or at Philip.Horton@aporter.com. Thank you for your assistance.

Sincerely,



Philip W. Horton
Counsel for AT&T Inc.

Enclosures

² *In re Applications of AT&T Inc. & Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65, Protective Order, DA 11-674 (WTB rel. Apr. 14, 2011).

Marlene H. Dortch, Esq.
June 2, 2011
Page 3

cc: Jonathan Baker
James R. Bird
Sandra Danner
Paul D'Ari
Patrick DeGraba
Neil Dellar
Monica DeLong
Paul de Sa
Nese Guendelsberger
Kathy Harris
Pramesh Jobanputra
Stanislava Kimball
Paul LaFontaine
Kate Matraves
Virginia Metallo
Paul Murray
Joel Rabinovitz
Linda Ray
James D. Schlichting
Susan Singer
Ziad Sleem
Peter Trachtenberg
Thuy Tran

June 3, 2011

VIA ECFS

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
Office of the Secretary
445 Twelfth Street, S.W., Room TW-A325
Washington, DC 20554

Re: **Notice of Ex Parte Presentation: Applications of AT&T Inc. & Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations**, WT Dkt No. 11-65

Dear Ms. Dortch:

On June 2, 2011, Andre Fuetsch, Steve Klimacek, Joan Marsh, James Meza III, and Bill Wiese of AT&T Inc., Christie L. Stahlke, M. Brinkley Tappan, and Jeane Thomas of Crowell & Moring LLP, Christopher T. Shenk of Sidley Austin LLP, and Henry Flores of Haynes & Boone, LLP, spoke with the following persons from the Federal Communications Commission: Joel Rabinovitz of the Office of General Counsel; Patrick DeGraba, Chelsea Haga-Fallon, Ben Freeman, Nese Guendelsberger, Pramesh Jobanputra, Catherine Mataves, Paul Murray, James D. Schlichting, and Susan Singer of the Wireless Telecommunications Bureau; and Jonathan Baker and Paul LaFontaine of the Office of Strategic Planning and Policy.

The parties discussed AT&T's response to data requests issued by the Commission in the above-captioned docket on May 27, 2011.¹ Specifically, AT&T discussed the production of information from proprietary AT&T databases and AT&T's proposals for delivery of that information to the FCC.

¹ See Letter from Ruth Milkman, Chief, Wireless Telecommunications Bureau, FCC, to William R. Drexel, AT&T Inc. (May 27, 2011).

ARNOLD & PORTER LLP

Marlene H. Dortch, Esq.
June 3, 2011
Page 2

If you have any questions or require further information, please contact me at 202-942-5787 or at Philip.Horton@aporter.com. Thank you for your assistance.

Sincerely,

/s/ Philip W. Horton

Philip W. Horton
Counsel for AT&T Inc.

cc: Jonathan Baker
Patrick DeGraba
Ben Freeman
Chelsea Haga-Fallon
Nese Guendelsberger
Pramesh Jobanputra
Paul LaFontaine
Catherine Matraves
Paul Murray
Joel Rabinovitz
James D. Schlichting
Susan Singer

June 6, 2011

BY ECFS

Mariene H. Dortch, Esq.
Secretary
Office of the Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: Notice of Ex Parte Presentation: *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65; *In re Applications of AT&T Mobility Spectrum LLC and Qualcomm Incorporated for Consent to the Assignment of Lower 700 MHz Band Licenses*, WT Dkt No. 11-18

Dear Ms. Dortch:

On June 3, 2011, Joan Marsh and James Meza III of AT&T Inc. ("AT&T"), Peter Schildkraut of Arnold & Porter LLP, Jeane Thomas of Crowell & Moring LLP, Brian Antweil of Haynes and Boone LLP, representing AT&T, met by telephone with Jim Bird, Neil Dellar, Virginia Metallo, and Joel Rabinovitz of the FCC's Office of General Counsel, and Susan Singer of the FCC's Wireless Telecommunications Bureau. The purpose of the meeting was to discuss: (1) AT&T's request for heightened or second level protection of certain categories of highly sensitive competitive information that have been requested by the FCC in the General Information Request dated May 27, 2011, in WT Docket No. 11-65; and (2) AT&T's request for heightened or second level protection of certain categories of highly sensitive competitive information that have been requested by the FCC in the General Information Request dated May 20, 2011, in WT Docket No. 11-18.

In the meeting, AT&T described the highly sensitive competitive information and documents for which it seeks enhanced confidential treatment, and explained that such information and documents fall into categories of information that the Commission has previously protected under one or more prior second protective orders (or are equivalently sensitive). AT&T also discussed the process by which it would review and designate the confidentiality levels of the documents that it plans to produce to the Commission in the above-referenced dockets. In addition, AT&T requested enhanced confidential treatment for certain information that AT&T, Deutsche Telekom AG, and T-Mobile USA, Inc. may include in the Joint Opposition to Petitions to Deny and Reply to Comments that will be filed on June 10, 2011

ARNOLD & PORTER LLP

Marlene H. Dortch, Esq.
June 6, 2011
Page Two

in WT Docket No. 11-65, when such information falls into the categories protected in the Second Protective Order in that proceeding.¹

In accordance with Commission rules, this letter is being filed electronically with your office for inclusion in the public record.

Please contact me regarding any questions.

Respectfully submitted,



Peter J. Schildkraut
Counsel for AT&T Inc.

cc (via email): Best Copy and Printing, Inc.
Kathy Harris, Esq.
Ms. Kate Matraves
Jim Bird, Esq.
Neil Dellar, Esq.
Virginia Metallo, Esq.
Joel Rabinovitz, Esq.
Ms. Susan Singer

¹ *Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer of Control of Licenses and Authorizations*, WT Dkt No. 11-65, Second Protective Order, DA 11-753 (rel. April 27, 2011).



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June 7, 2011

Nancy J. Victory
202.719.7344
nvictory@wileyrein.com

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Notice of *Ex Parte* Presentation: *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65

Dear Ms. Dortch:

On June 3, 2011, Alexander Sistla and Jennifer Mellott of Cleary Gottlieb Stein & Hamilton LLP, Eric DeSilva, Mark Sweet, and the undersigned of Wiley Rein LLP, and David Fenichel and Catherine Barron of CompassLexecon, on behalf of Deutsche Telekom AG and T-Mobile USA, Inc. met with the following individuals at the Commission regarding the above-captioned proceeding: Patrick DeGraba, Paul Murray, Nese Guendelsberger, Susan Singer, Pramesh Jobanputra, Melissa Tye, Chelsea Haga-Fallon and Ben Freeman of the Wireless Telecommunications Bureau; Jim Bird, Neil Dellar, Virginia Metallo and Joel Rabinovitz of the Office of General Counsel; and Paul LaFontaine of the Office of Strategic Planning and Policy Analysis. We discussed the parameters of the Commission's Information Request issued to Deutsche Telekom.¹

In the meeting, we walked through the T-Mobile USA organizational chart² and discussed the relevant document custodians for the various specifications requiring the submission of documents. In order to facilitate timely response to the Commission's Request, we also discussed that Deutsche Telekom and T-Mobile USA would be highly unlikely to produce documents responsive to specifications that appear to be directed to the merged company and specifications where the only responsive documents are privileged. We additionally discussed areas where T-Mobile USA lacks data of the sort requested in the specifications and explored

¹ *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, Information and Discovery Request for Deutsche Telekom AG, WT Docket No. 11-65 (rel. May 27, 2011).

² See Attachment to Letter from Nancy J. Victory, Counsel for Deutsche Telekom AG and T-Mobile USA, Inc. to Marlene H. Dortch, FCC, WT Docket No. 11-65 (June 3, 2011).



Marlene H. Dortch, Secretary
June 7, 2011
Page 2

whether alternative data or forms of data would be responsive. We finally discussed limiting timeframes for retrieval of documents and data to January 1, 2009 to the present to facilitate responsiveness to the request.

If you have any questions regarding this submission, please do not hesitate to contact me.

Respectfully,

/s/ Nancy J. Victory

Nancy J. Victory

cc: Patrick DeGraba (patrick.degraba@fcc.gov)
Paul Murray (paul.murray@fcc.gov)
Nese Guendelsberger (nese.guendelsberger@fcc.gov)
Susan Singer (susan.singer@fcc.gov)
Pramesh Jobanputra (pramesh.jobanputra@fcc.gov)
Melissa Tye (melissa.tye@fcc.gov)
Chelsea Haga-Fallon (chelsea.fallon@fcc.gov)
Ben Freeman (ben.freeman@fcc.gov)
Jim Bird (jim.bird@fcc.gov)
Neil Dellar (neil.dellar@fcc.gov)
Virginia Metallo (virginia.metallo@fcc.gov)
Joel Rabinovitz (joel.rabinovitz@fcc.gov)
Paul LaFontaine (paul.lafontaine@fcc.gov)



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June 8, 2011

Nancy J. Victory
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nvictory@wileyrein.com

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Notice of *Ex Parte* Presentation: *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65

Dear Ms. Dortch:

On June 6, 2011, Eric DeSilva, Jessica Lyons, and the undersigned of Wiley Rein LLP, on behalf of Deutsche Telekom and T-Mobile USA, spoke via telephone with Joel Rabinovitz of the Office of General Counsel. We discussed various matters relating to the Commission's Information Request issued to Deutsche Telekom.¹

On the call, we completed a discussion of the relevant document custodians for the various specifications requiring submission of documents. We also discussed various logistical elements of the document production, such as the mechanics of providing electronic media to the Commission and limitations on the production database in terms of producing documents more than two years old. Finally, we discussed the filing of a request to expand the Commission's second level protective order² and the standard categories of information which the Commission typically affords heightened protection.

¹ *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, Information and Discovery Request for Deutsche Telekom AG, WT Docket No. 11-65 (rel. May 27, 2011).

² *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, Second Protective Order, DA 11-753 (rel. Apr. 27, 2011).



Marlene H. Dortch, Secretary
June 8, 2011
Page 2

If you have any questions, please contact the undersigned at 202-719-7344
or at nvictory@wileyrein.com

Respectfully,

/s/ Nancy J. Victory

Nancy J. Victory

cc: Joel Rabinovitz (joel.rabinovitz@fcc.gov)



Robert W. Quinn, Jr.
Senior Vice President
Federal Regulatory and
Chief Privacy Officer

AT&T Services, Inc.
1120 20th St., NW, Suite 1000
Washington, DC 20036
T: 202 457.3851
F: 202 457.2020

June 8, 2011

VIA ELECTRONIC SUBMISSION

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

Re: **In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for
Consent to Assign or Transfer Control of Licenses and Authorizations,
WT Docket No. 11-65**

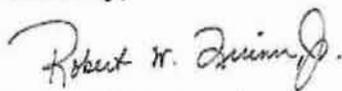
Dear Ms. Dortch:

On Monday, June 6, 2011, Ralph de la Vega, President and Chief Executive Officer-AT&T Mobility and Consumer Markets and Robert Quinn, Senior Vice President-Federal Regulatory and Chief Privacy Officer-AT&T Inc., met with Commissioner Mignon Clyburn and her Legal Advisor, Louis Peraertz to discuss the above-referenced proceeding.

At the meeting, we explained how the proposed merger would benefit the public interest by expanding 4G LTE mobile broadband to more than 97 percent of Americans – approximately 55 million more Americans than under AT&T's current plans – including significant deployment in rural areas of the country. In addition, we explained how the merger will increase network capacity through an integration of the companies' networks, resulting in better service quality for the customers of both companies. We addressed competitor arguments that the merger could result in higher prices by emphasizing the historical trend in the wireless industry of lower prices even after other significant mergers. Mr. de la Vega emphasized that increased spectral efficiency of new technologies has played a large role in lowering consumer rates in the past and is a critical component in this merger as it relates to AT&T's expanded 4G LTE commitment. In addition, we highlighted AT&T's commitment to permit T-Mobile customers to retain their existing plans post-merger. Finally, we discussed the growing support for this merger from a broad array of groups, including labor organizations, governors of 15 states, civil rights groups, disabilities organizations, rural groups, environmental groups, and the high tech community, all of whom have lauded the benefits the expanded 4G LTE mobile broadband infrastructure proposed in this transaction will bring to the American economy. Our statements were consistent with AT&T's prior submissions in this proceeding.

If you have any questions or need additional information, please do not hesitate to contact me. Pursuant to section 1.1206 of the Commission's rules, this letter is being filed electronically with the Commission.

Sincerely,

A handwritten signature in cursive script that reads "Robert W. Quinn, Jr." with a stylized flourish at the end.

Robert W. Quinn, Jr.

cc: Commissioner Mignon Clyburn
Louis Peraertz



Robert W. Quinn, Jr.
Senior Vice President
Federal Regulatory and
Chief Privacy Officer

AT&T Services, Inc.
1120 20th St., NW, Suite 1000
Washington, DC 20036
T: 202 457.3851
F: 202 457.2020

June 8, 2011

VIA ELECTRONIC SUBMISSION

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

**Re: In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for
Consent to Assign or Transfer Control of Licenses and Authorizations,
WT Docket No. 11-65**

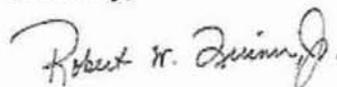
Dear Ms. Dortch:

On Monday, June 6, 2011, Ralph de la Vega, President and Chief Executive Officer-AT&T Mobility and Consumer Markets and Robert Quinn, Senior Vice President-Federal Regulatory and Chief Privacy Officer-AT&T Inc., met with Commissioner Robert McDowell and his Chief of Staff & Sr. Legal Advisor, Angela Giancarlo to discuss the above-referenced proceeding.

At the meeting, we explained how the proposed merger would benefit the public interest by expanding 4G LTE mobile broadband to more than 97 percent of Americans – approximately 55 million more Americans than under AT&T's current plans – including significant deployment in rural areas of the country. In addition, we explained how the merger will increase network capacity through an integration of the companies' networks, resulting in better service quality for the customers of both companies. We addressed competitor arguments that the merger could result in higher prices by emphasizing the historical trend in the wireless industry of lower prices even after other significant mergers. Mr. de la Vega emphasized that increased spectral efficiency of new technologies has played a large role in lowering consumer rates in the past and is a critical component in this merger as it relates to AT&T's expanded 4G LTE commitment. In addition, we highlighted AT&T's commitment to permit T-Mobile customers to retain their existing plans post-merger. Finally, we discussed the growing support for this merger from a broad array of groups, including labor organizations, governors of 15 states, civil rights groups, disabilities organizations, rural groups, environmental groups, and the high tech community, all of whom have lauded the benefits the expanded 4G LTE mobile broadband infrastructure proposed in this transaction will bring to the American economy. Our statements were consistent with AT&T's prior submissions in this proceeding.

If you have any questions or need additional information, please do not hesitate to contact me. Pursuant to section 1.1206 of the Commission's rules, this letter is being filed electronically with the Commission.

Sincerely,

A handwritten signature in black ink that reads "Robert W. Quinn, Jr." with a stylized flourish at the end.

Robert W. Quinn, Jr.

cc: Commissioner Robert McDowell
Angela Giancarlo



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June 8, 2011

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Notice of *Ex Parte* Presentation: *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65
REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch:

On June 6, 2011, David Fenichel and Arti Bhargava from CompassLexecon, Alex Sistla and Jennifer Mellot from Cleary Gottlieb Steen & Hamilton LLP and the undersigned of Wiley Rein LLP, on behalf of Deutsche Telekom and T-Mobile USA, spoke via telephone with Patrick DeGraba, Susan Singer, Pramesh Jobanputra, Chelsea Haga-Fallon and Catherine Matraves of the Wireless Telecommunications Bureau; and Joel Rabinovitz of the Office of General Counsel; and Paul LaFontaine of the Office of Strategic Planning and Policy Analysis. We discussed various matters relating to the Commission's Information Request issued to Deutsche Telekom.¹

On the call, we completed a discussion of the worksheets requested in Item 46 and the subscriber worksheet of Item 47 of the Information Request. The parties discussed the data that was kept by T-Mobile USA, Inc. ("T-Mobile USA") in the ordinary course, clarified how some data elements were to be computed from relevant fields, and the presentation and formatting of the data. During the call, T-Mobile USA was requested to provide a listing of its major database systems, the mapping from counties to CMAs that it intended to use when rolling county level data up to the CMA level, and fields and descriptions used in T-Mobile USA's prepaid and postpaid rate plan databases. With the exception of the county to CMA mapping, which is public, the requested materials are confidential and filed in

¹ *Applications of AT&T and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, Information and Discovery Request for Deutsche Telekom AG, WT Docket No. 11-65 (rel. May 27, 2011).



Marlene H. Dortch, Secretary
June 8, 2011
Page 2

redacted form for public inspection. Non-redacted copies are being filed in accordance with the protective order in this proceeding.

If you have any questions, please contact the undersigned at 202-719-3182 or at edesilva@wileyrein.com.

Respectfully,

/s/ Eric W. DeSilva

Eric W. DeSilva

cc: Patrick DeGraba (patrick.degraba@fcc.gov)
Susan Singer (susan.singer@fcc.gov)
Pramesh Jobanputra (pramesh.jobanputra@fcc.gov)
Chelsea Haga-Fallon (chelsea.fallon@fcc.gov)
Catherine Matraves (catherine.matraves@fcc.gov)
Joel Rabinovitz (joel.rabinovitz@fcc.gov)
Paul LaFontaine (paul.lafontaine@fcc.gov)

Enclosures: Key TMUS Systems/Databases, 2 pages
Postpaid Rate Plan Legend, 3 pages
Prepaid Rate Plan Legend, 1 page
County to CMA Mapping, 33 pages

June 7, 2011

Via ECFS

Marlene Dortch, Secretary
Federal Communications Commission
445 12th Street NW
Washington, DC 20554

RE: Notice of Ex parte, Docket WT 11-65

Dear Ms. Dortch,

On June 7, 2011, David Frankel, CEO of ZipDX LLC had telephonic meetings with the following individuals:

Louis Peraertz, Legal Advisor to Commissioner Clyburn
Mark Stone, Chief of Staff for Commissioner Copps

The discussions summarized and were consistent with our May 27, 2011 Petition to Deny and ex parte conversation with FCC Staff. The meetings were conducted in "HDVoice" using a speakerphone device supplied by ZipDX and installed in the FCC conference room.

Mr. Frankel reiterated his support for the merger provided the audio quality issues identified in the petition are addressed.

Regards,

/s/
David Frankel
CEO, ZipDX LLC
Los Gatos, California
1-800-372-6535 / dfrankel@zipdx.com

cc: fcc@bcpiweb.com, kathy.harris@fcc.gov, jim.bird@fcc.gov, catherine.matraves@fcc.gov, david.krech@fcc.gov via email

Philip W. Horton
Philip.Horton@aporter.com
+1 202.942.5787
+1 202.942.5999 Fax
555 Twelfth Street, NW
Washington, DC 20004-1206

June 8, 2011

BY ECFS

Marlene H. Dortch, Esq.
Secretary
Office of the Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 20554

Re: Notice of Ex Parte Presentation: *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65

Dear Ms. Dortch:

On June 7, 2011, Joan Marsh, Vice President-Federal Regulatory, AT&T Inc., Wilson Mudge, Esq., of Arnold & Porter LLP, and Christopher Shenk, Esq., of Sidley Austin LLP, representing AT&T, met by telephone with the following individuals from the Federal Communications Commission: Tom Peters, Paul Murray, Nese Guendelsberger, Susan Singer, and Chelsea Haga-Fallon of the Wireless Telecommunications Bureau; Neil Dellar of the Office of General Counsel; and Jason Weaderhorn, Intern at the Federal Communications Commission. Stephanie Phillipps, Esq. of Arnold & Porter LLP was also on the call for a portion of the meeting.

The purpose of the meeting was to discuss AT&T's response to data requests issued by the Commission in the above-captioned docket on May 27, 2011.¹ Specifically, the AT&T representatives and the FCC staff discussed the production of information in response to

¹ See Letter from Ruth Milkman, Chief, Wireless Telecommunications Bureau, FCC, to William R. Drexel, AT&T Inc. (May 27, 2011).

Marlene H. Dortch, Esq.
June 8, 2011
Page Two

Requests 19, 21, and 48 from proprietary AT&T databases and AT&T's proposals for delivery of that information to the FCC.

In accordance with Commission rules, this letter is being filed electronically with your office for inclusion in the public record.

ARNOLD & PORTER LLP

Marlene H. Dortch, Esq.
June 8, 2011
Page Two

If you have any questions or require further information, please contact me at 202-942-5787 or at Philip.Horton@aporter.com. Thank you for your assistance.

Sincerely,

/s/ Philip W. Horton

Philip W. Horton
Counsel for AT&T Inc.

cc (via email): Best Copy and Printing, Inc.
Tom Peters
Paul Murray
Nese Guendelsberger
Susan Singer
Chelsea Haga-Fallon
Neil Dellar
Jason Weaderhorn



June 13, 2011

By Electronic Filing

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: *Ex Parte* Notice in *Special Access Rates for Price Cap Local Exchange Carriers*, WC Docket No. 05-25, RM-10593; *Applications of AT&T Inc. and Deutsche Telekom AG For Consent To Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65.

Dear Ms. Dortch:

On June 9, 2011, the undersigned and Susan M. Gately of SMGately Consulting, LLC met with Betsy McIntyre, Andrew Multz, Jenny Prime, Eric Ralph, Steve Rosenberg, and Deena Shetler of the Wireline Competition Bureau, Nese Guendelsberger, Joseph Levin, and Jennifer Salhus of the Wireless Telecommunications Bureau, and James Bird of the Office of General Counsel, on behalf of the Ad Hoc Telecommunications Users Committee ("Ad Hoc"). We referred to the Wireline Competition Bureau's March 29, 2011 letter to Regina McNeil, Vice President and General Counsel of the National Exchange Carrier Association filed in CC Docket No. 01-92, GN Docket No. 09-51, and WC Docket Nos. 05-337, 07-135, and 10-90 ("NECA letter") and Ad Hoc's Comments filed in docket WT Docket No. 11-65 on May 31, 2011 ("Ad Hoc Comments").

We discussed the Wireline Competition Bureau's reliance in the NECA letter on its broad statutory authority under Section 220 of the Communications Act to require information from companies regulated under Title II. We urged the Bureau to use the same statutory authority to collect cost accounting data from AT&T, Verizon, and Qwest to determine whether the supposed competition in special access markets has been sufficient to ensure that rates are just and



Ms Dortch
June 13, 2011
Page 2 of 6

reasonable. We observed that an information request directed only to those three carriers would not require approval under the Paperwork Reduction Act.

We also observed that the Commission's *AT&T Cost Assignment Forbearance Order*¹ (and a companion Order applicable to Verizon and Qwest²) gave the Bureau additional authority to collect relevant data for this rulemaking without approval (or further delay) under the Paperwork Reduction Act. That Order granted AT&T forbearance from certain accounting rules but, in paragraph 21, cited the Commission's "continuing responsibilities under the Act to ensure that rates are just and reasonable, and not unjustly or unreasonably discriminatory." Accordingly, the Commission expressly required AT&T to produce accounting data upon request in the future. The Commission noted that it needs the tools "to accomplish our statutory responsibilities" and that the Act provides the Commission with ample authority to require accounting data in the future:

Even without the Cost Assignment Rules, the Act provides the Commission with ample authority - including section 220 - to require AT&T to produce any accounting data that the Commission needs for regulatory purposes, including rulemakings or adjudications, in the future. We also expressly condition the forbearance granted in this Order on the provision by AT&T of accounting data on request by the Commission for its use in rulemakings, adjudications or for other regulatory purposes.

¹ *Petition of AT&T Inc. For Forbearance Under 47 U.S.C. § 160 From Enforcement Of Certain of the Commission's Cost Assignment Rules and Petition of BellSouth Telecommunications, Inc. For Forbearance Under 47 U.S.C. § 160 From Enforcement of Certain of the Commission's Cost Assignment Rules*, WC Docket Nos. 07-21 and 05-342, Memorandum Opinion and Order, 23 FCC Rcd 7302, *pet. for recon pending, pet. for review pending, NASUCA v. FCC*, Case No. 08-1226 (D.C. Cir. filed June 23, 2008).

² *Petition of AT&T Inc. For Forbearance Under 47 U.S.C. § 160(c) From Enforcement Of Certain of the Commission's ARMIS Reporting Requirements; Petition of Qwest Corporation for Forbearance from Enforcement of the Commission's ARMIS and 492A Reporting Requirements Pursuant to 47 U.S.C. § 160(c); Petition of Verizon For Forbearance Under 47 U.S.C. § 160(c) From Enforcement of Certain Recordkeeping and Reporting Requirements, et al.*, Memorandum Opinion and Order and Notice of Proposed Rulemaking, WC Docket Nos. 07-21, 07-204, and 07-139 (rel. Sept. 6, 2008).



Ms Dortch
June 13, 2011
Page 3 of 6

AT&T Cost Assignment Forbearance Order at para. 21 (emphasis added; footnotes omitted). The Commission imposed an identical condition on Verizon and Qwest.³

We discussed Ethernet service and the claims of some parties to this proceeding that the DS1/DS3 services still subject to regulation will soon be obsolete, because they will be replaced in the very near future by Ethernet service, and therefore do not merit regulatory intervention. The Commission expressed its interest in receiving market data that may be available to Ad Hoc members regarding the extent of, timing of, and incentives for enterprise customer migration to Ethernet services.

Ad Hoc addressed this issue when it responded to the Commission's Public Notice⁴ in this docket seeking comment on an analytical framework. In its Reply Comments,⁵ Ad Hoc addressed AT&T's attempt to downplay the problems created by the Commission's premature price de-regulation of special access services. AT&T claimed in its Comments that regulated special access services do not merit investigation because they are technologically obsolete and commercially irrelevant. According to AT&T, the Commission is wasting time and resources on this docket when "all of the available evidence indicates that those services are going the way of the dodo."

In response to AT&T's claims, Ad Hoc's Reply Comments reported the following to the Commission:

[I]ndividual Ad Hoc members reported that they currently rely heavily on TDM and/or copper-based DS1 and DS3 services and plan to do so for the foreseeable future. In addition, some members (about a dozen) provided data regarding their actual usage. Those members currently use approximately 75,000 DS1 circuits and 3,000 DS3s with annual billing of more than \$250-million.⁶ The circuit counts reported by these members are

³ *Id.* at para. 27.

⁴ Public Notice, *Parties Asked to Comment On Analytical Framework Necessary to Resolve Issues In the Special Access NPRM, Extension of Reply Comment Date to February 24, 2010*, WC Docket No. 05-25, DA 10-244 (Feb. 12, 2010).

⁵ Comments of Ad Hoc Telecommunications Users Committee, filed Feb. 24, 2010.

⁶ Given the demand characteristics of Ad Hoc members, Ad Hoc's economic consultants estimate that the Committee-wide demand for these services is at least twice as great.



Ms Dortch
June 13, 2011
Page 4 of 6

noteworthy for their relative proportions: DS1 circuits dwarf DS3s in sheer numbers. The typical first step corporate users take to satisfy their “exploding demand” for increased broadband is to increase circuit capacity from the DS1 to DS3 level. Yet the reporting members identified less than 5% of their total circuits as DS3. Their bandwidth needs were met by services at DS1 levels for the remaining 96% of their circuits. This information is consistent with data presented by the GAO in its 2007 report on special access data collection.⁷ The data in the *GAO Report* revealed that the number of locations with demand for DS1 service was nearly 50 times greater than the number of locations with DS3 level demand.⁸ The 75,000 DS1s of the reporting members – whose numbers include companies of many types and sizes, including companies who do not operate in atypical, “information intensive” industries – suggest that the remainder of the Fortune 500 companies are likely to use at least five million.

Ad Hoc members also responded to AT&T’s claim that these services are “going the way of the dodo” with the following information:

- “We have about 20,000 T1 dodos and <100 DS3 dodos. No immediate plans to abandon them to the wild.”
- “We just received a response from [a major telecommunications company] to a global enterprise RFP for a new MPLS network in the US. 100% of the access lines proposed by [the company] were TDM (dodo?).”
- “Almost 95% of [my company’s] domestic US data network are those ‘circuits that nobody wants’.”

⁷ United States Government Accountability Office, Report, FCC Needs to Improve Its Ability to Monitor and Determine the Extent of Competition in Dedicated Access Services (Nov. 2006) (“*GAO Report*”).

⁸ *Id.* at 20, Table 2. The relationship can be derived from Table 2 as follows. Column 1 indicates the total number of Buildings with demand of DS-1 or greater at 177,571. Columns 4 and 7 provide the total number of Buildings with demand of DS-3 and the total number of Buildings with demand of 2 DS-3s and greater at 3,916 and 1,510, respectively. Subtracting the sum of Columns 4 and 7 (5,426, the number of Buildings with demand of DS-3 or greater) from Column 1 provides the number of Buildings with demand of DS-1, at 172,146, or 43.9 times the number of Buildings with demand of DS-3.



Ms Dortch
June 13, 2011
Page 5 of 6

- “We still completely rely on the services in question here.... Many companies still are running legacy PBX infrastructures which require these services, and companies that have transitioned to VoIP-based systems also still primarily rely on these transport technologies for their customer interactions.”
- “For data, [my company’s divisions] in North America completely rely on TDM (DS3) services versus non-TDM services (all our factories, offices, call centers, etc).”

In short, AT&T grossly mischaracterizes the state of the marketplace with respect to demand for TDM/DS1/DS3 services. What AT&T calls “dodos” are in fact the most common building blocks of corporate networks and will remain so for the foreseeable future.

Finally, we outlined the Ad Hoc Committee’s position that market power in the special access market enables AT&T, Verizon, and Qwest to engage in anti-competitive price squeezes of their competitors in retail markets for which special access is an input, including Ethernet, wireless, and interexchange services. Traditionally, economic literature focused on the scenario in which a company that dominates the market for a wholesale input raises the price of that input in order to drive out competitors in retail markets dependent upon the input and to then raise consumer prices in those retail markets. Ad Hoc’s concern is that price squeezes can be used to impede competition and exploit ratepayers before (and regardless of whether) competitors are completely forced from downstream markets, *e.g.*, inflated input costs reduce profit margins and thereby deny competitors the revenues they need to build out networks or achieve scale economies that enable them to reduce their prices and drive market-wide prices down to competitive levels.

Pursuant to the Commission’s rules, we are filing a copy of this notice electronically in the above-referenced docket. If you require any additional information, please contact the undersigned.

Sincerely,

A handwritten signature in cursive script that reads "Colleen Boothby".

Colleen Boothby



Ms Dortch
June 13, 2011
Page 6 of 6

cc: Betsy McIntyre
Andrew Mulitz
Jenny Prime
Eric Ralph
Steve Rosenberg
Deena Shetler

Nese Guendelsberger
Joseph Levin
Jennifer Salhus

James Bird

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June 14, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

RE: Applications of AT&T Inc. and Deutsche Telekom AG
for Consent To Transfer Control of the Licenses and
Authorizations Held by T-Mobile USA, Inc. and Its
Subsidiaries (WT Docket No. 11-65)
Notice of Ex Parte Meeting and Phone Call

Dear Ms. Dortch:

On June 10, 2011, Breck Blalock, Director of Government Affairs for Sprint Nextel Corporation (Sprint"); Antoinette Cook Bush, Tara Emory, and the undersigned of this firm, counsel for Sprint, met with Susan Singer, Deputy Chief, Competition Policy, and Nese Guendelsberger, Chief of the Spectrum and Competition Policy Division of the Wireless Telecommunications Bureau ("WTB"); Patrick DeGraba, WTB Chief Economist; and Chelsea Fallon of WTB; Joel Rabinovitz, Jim Bird, and Neil Dellar of the Office of General Counsel; and Paul LaFontaine of the Office of Strategic Planning & Policy Analysis.

We discussed the parameters of responses to the Commission's requests to Sprint for information and documents relevant to its review of

applications for the transfer of T-Mobile USA, Inc. to AT&T, Inc.¹ Specifically, Sprint representatives noted that in the regular course of business, Sprint collects and evaluates data using 99 geographic regions rather than Cellular Market Areas (“CMAs”) referenced in the Information Request. Sprint provided the attached list of its 99 geographic areas.

Sprint representatives described generally the subscriber plans available to its customers and asked about the Commission’s definition of “wireless plan” as it affects the responses to various sections of the Information Request. Commission staff requested additional information about the options available as additions to Sprint’s basic plans. We noted that these options were most clearly presented on Sprint’s website (www.sprint.com), and agreed to provide the plan descriptions to Commission staff. Sprint’s plan details are attached to this letter. Sprint requested feedback from the Commission about how its various options should be translated into “wireless plans” for formulating responses.

Commission staff requested that Sprint’s responses to the Information Request include Sprint’s monthly backhaul costs with a geographic breakdown.

Sprint informed the Commission staff that it needed additional time to complete some of the requests. For responses to Requests numbered 2, 5, and 7, Sprint requested an extension until June 27. Sprint asked for an extension until July 1 for the submission of privilege logs. Subject to when Sprint receives guidance on the definition of “wireless plan” from the Commission, Sprint may need additional time to complete responses to Requests 8 and 9.

This afternoon, June 14, I had a phone conversation with Ms. Singer and Mr. Rabinovitz. We discussed the following issues: (1) Notwithstanding the definition of “Company” in the Information Request and Sprint’s ownership interest in Clearwire Corporation (“Clearwire”), Sprint does not control Clearwire or have access to its records; accordingly, Sprint’s responses will not include Clearwire information. (2) We clarified that Sprint would initially provide the information on backhaul costs for a single month. (3) Sprint will not be required to provide

¹ *Applications of AT&T Inc. and Deutsche Telekom AG for Consent To Transfer Control of the Licenses and Authorizations Held by T-Mobile USA, Inc. and Its Subsidiaries* (WT Docket No. 11-65), Letter from Ruth Milkman, Chief, Wireless Telecommunications Bureau, to Lawrence R. Krevor and Regina M. Keeney, June 6, 2011 (the “Information Request”).

Marlene H. Dortch
June 14, 2011
Page 3

documents with details regarding actual or potential transactions to acquire spectrum or capacity.

Please let me know if you have any questions or would like additional information regarding these issues.

Sincerely,

/s/

David H. Pawlik
Counsel to Sprint Nextel Corporation

cc: Susan Singer
Joel Rabinovitz
Jim Bird
Patrick DeGraba
Neil Dellar
Chelsea Fallon
Nese Guendelsberger
Paul LaFontaine
Virginia Metallo
Breck Blalock, Sprint Nextel Corporation



J. Breck Blalock
Director
Government Affairs

Sprint Nextel
Suite 700
900 7th Street, NW
Washington, DC 20001

June 14, 2011

Via Electronic Submission

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W., Room TW-A325
Washington, D.C. 20554

Re: ***Notice of Oral Ex Parte Communication***
Mobile Wireless Competition Report, WT Docket No. 10-133
AT&T-Mobile Transaction, WT Docket No. 11-65

Dear Ms. Dortch:

This letter is to inform you that on June 13, 2011, Sprint Nextel Corporation (“Sprint”), through its representatives Charles W. McKee and J. Breck Blalock, met with Louis Peraertz, Legal Advisor to Commissioner Clyburn, regarding the above-referenced proceedings.

Sprint reiterated the views contained in Sprint’s July 30, 2010, comments that the retail mobile wireless market as it exists today is competitive. Sprint also explained that while the market is competitive, certain wholesale market inputs such as special access present challenges in maintaining the long term competitiveness of the CMRS retail market. Sprint stated that Sprint currently purchases the majority of its wireless backhaul from local exchange carriers and that only a small percentage of its wireless backhaul is purchased from microwave providers. All data and arguments presented by Sprint on this topic were consistent with Sprint’s written comments in this proceeding.¹

Sprint also touched upon the Commission’s review of AT&T’s proposed takeover of T-Mobile. Sprint expressed its support for active Commission review of the proposed transaction including Sprint’s support for Commission community hearings. Sprint also discussed Sprint’s view that the FCC should find the relevant geographic market for considering the takeover to be a national market. All data and arguments presented by Sprint on this topic were consistent with Sprint’s Petition to Deny the proposed takeover filed on May 31, 2011.²

¹ See Comments of Sprint Nextel Corporation, WT Docket No.10-133, at 21, 28-9 (filed July 30, 2010)

² See Petition to Deny of Sprint Nextel Corporation, WT Docket No. 11-65, at 16-25 (filed May 31, 2011)

Ms. Marlene H. Dortch, Secretary
Sprint Notice of Oral *Ex Parte* Communication (WT Docket Nos. 10-133, 11-65)
June 14, 2011
Page 2

Pursuant to Section 1.1206 of the Commission's rules, this letter is being electronically filed with your office. Please let us know if you have any questions regarding this filing.

Respectfully submitted,

/s/ J. Breck Blalock
J. Breck Blalock
Director, Government Affairs

cc: (via e-mail)
Louis Peraertz
Charles W. McKee

Jean L. Kiddoo
Direct Phone: (202) 373-6034
Direct Fax: (202) 373-6482
jean.kiddoo@bingham.com

June 15, 2011

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, DC 20554

Re: Ex Parte Communication – WT Docket 11-65 (AT&T/T-Mobile)

Dear Ms. Dortch:

On behalf of MetroPCS Communications, Inc. (“MetroPCS” or “Company”), and pursuant to Section 1.1206 of the Commission’s Rules, 47 C.F.R. § 1.1206, this is to provide notice of an *ex parte* meeting held on June 13, 2011 in connection with WT Docket No. 11-65. The meeting was attended by Mr. Mark A. Stachiw, General Counsel, Secretary and Vice Chairman of MetroPCS (by telephone), and Patrick J. Whittle and the undersigned counsel to MetroPCS (the “MetroPCS Representatives”). The MetroPCS Representatives met with Jim Bird, Patrick DeGraba, Neil Dellar, Chelsea Fallon, Renata Hesse, Paul LaFontaine, Virginia Metallo, Joel Rabinovitz, and Susan Singer, variously of the Commission’s Wireless Telecommunications Bureau, Office of General Counsel, and Office of Strategic Planning (the “FCC Representatives”).

The purpose of the meeting was to discuss the Information and Discovery Requests for Third Parties issued by the Commission in the above-referenced matter on June 6, 2011 to MetroPCS. Specifically, the parties discussed MetroPCS’ questions and concerns about the scope and extremely confidential nature of several of the requests insofar as they pertain to the Company’s business plans and subscriber data, and the fact that certain of the data requests call for information in categories which are not consistent with the manner in which the data is maintained in the Company’s databases. MetroPCS also explored with the Commission Representatives the possibility of using a waiver process rather than the current process whereby the Commission would first review information that may have been disclosed to another government agency so as to preserve the confidential nature of any information. The FCC Representatives explained why the waiver process would not work for certain information. The MetroPCS Representatives then sought clarification of some of the requests and discussed ways in which the information and data could be produced so as to minimize harm to its business. They also advised the FCC Representatives that additional time beyond the requested June 20,

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Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
June 15, 2011
Page 2

2011, deadline would be required in order to respond and that the Company will therefore likely seek an extension.

Today, the undersigned had a follow up telephone conversation with Mr. Rabinovitz, who advised that the Commission is still considering the Company's requests for clarification and how it would like MetroPCS to address the discrepancy between the categories of data that the Commission has requested and the way that data is maintained in the Company's databases. He also confirmed that all information submitted under the procedures established by the Second Protective Order issued on April 27, 2011, for submission of Highly Confidential Information would be available only to outside counsel/consultants of other parties who qualify under the terms of that order and who have provided the Company with the appropriate Acknowledgement of Confidentiality.

Should any additional information be required with respect to this *ex parte* notice, please do not hesitate to contact me.

Very truly yours,

/s/ Jean L. Kiddoo

Jean L. Kiddoo

cc (by email): FCC Representatives
Mark A. Stachiw



Jeanine Poltronieri
Assistant Vice President
External Affairs

AT&T Services, Inc. T: 202-457-2042
1120 20th Street, NW F: 202-457-2062
Suite 1000
Washington, DC 20036

June 16, 2011

VIA ELECTRONIC SUBMISSION

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

Re: **In the Matter of the State of Mobile Wireless Competition, WT Docket No. 10-133;**

In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations, WT Docket No. 11-65.

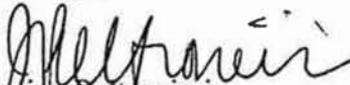
Dear Ms. Dortch:

On June 15, 2011, Robert Quinn, Senior Vice President-Federal Regulatory and Chief Privacy Officer-AT&T Inc., and Jeanine Poltronieri, Assistant Vice President-Federal Regulatory-AT&T Inc. met with Louis Peraertz, Legal Advisor, Commissioner Mignon Clyburn, to discuss the Commission's upcoming Report on the State of Mobile Wireless Competition. Since some of the topics discussed may have a bearing on the pending applications of AT&T and Deutsche Telekom, this letter is being filed in that docket as well.

During the discussion, the AT&T representatives discussed issues related to the State of Mobile Wireless Competition Report and its analysis, as summarized in the attached document. The AT&T representatives stated their view that the best indicator of competition is consumer welfare, and that by all accounts consumers are benefiting from lower prices and competition among carriers. In fact, information released by the Government Accountability Office in its July 2010 report confirms that the average price for wireless service in 2009 was approximately 50 percent of the price in 1999. The participants also discussed the decline in prices for voice, messaging and data, and referenced Roger Entner's April 13, 2011 article, analyzing these trends (copy attached). AT&T also discussed the fact that AT&T's average revenue for one megabyte of data service has dropped almost 90 percent from 2007-2010 and that AT&T's tiered data plans have lowered prices for the majority of its customers.

If you have any questions or need additional information, please do not hesitate to contact me. Pursuant to section 1.1206 of the Commission's rules, this letter is being filed electronically with the Commission.

Sincerely,


Jeanine Poltronieri

Attachments

Copy: Louis Peraertz



J. Breck Blalock
Director
Government Affairs

Sprint Nextel
Suite 700
900 7th Street, NW
Washington, DC 20001

June 16, 2011

Via Electronic Submission

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W., Room TW-A325
Washington, D.C. 20554

Re: ***Notice of Oral Ex Parte Communication***
Mobile Wireless Competition Report, WT Docket No. 10-133
AT&T/T-Mobile Transaction, WT Docket No. 11-65

Dear Ms. Dortch:

This letter is to inform you that on June 15, 2011, Sprint Nextel Corporation (“Sprint”), through its representatives Charles W. McKee and J. Breck Blalock, met with Mark Stone, Legal Advisor to Commissioner Copps, regarding the above-referenced proceedings.

Sprint reiterated the views contained in Sprint’s July 30, 2010, comments that the retail mobile wireless market as it exists today is competitive. Sprint also explained that while the market is competitive, certain wholesale market inputs such as special access present challenges in maintaining the long term competitiveness of the CMRS retail market. Sprint explained that Sprint continues to view the backhaul market, roaming, intercarrier compensation and universal service as issues the Commission must address to ensure that the retail market for CMRS services remain competitive. Sprint also discussed the sources and reliability of the data it had provided to the Commission in the CMRS competition report proceeding. All data and arguments presented by Sprint on this topic were consistent with Sprint’s written comments in this proceeding.¹

Sprint also touched upon the Commission’s review of AT&T’s proposed takeover of T-Mobile. Sprint expressed its support for active Commission review of the proposed transaction. Sprint discussed how the combined scale and control over market inputs that AT&T and Verizon would have if the takeover were permitted would exacerbate the competitive concerns that Sprint had articulated in the CMRS competition report proceeding. In a follow up telephone meeting, Sprint expressed its support for the Commission holding field hearings on the proposed takeover.

¹ See Comments of Sprint Nextel Corporation, WT Docket No.10-133 (filed July 30, 2010)

All data and arguments presented by Sprint on this topic were consistent with Sprint's Petition to Deny the proposed takeover filed on May 31, 2011.²

Pursuant to Section 1.1206 of the Commission's rules, this letter is being electronically filed with your office. Please let us know if you have any questions regarding this filing.

Respectfully submitted,

/s/ J. Breck Blalock
J. Breck Blalock
Director, Government Affairs

cc: (via e-mail)
Mark Stone
Charles W. McKee

² See Petition to Deny of Sprint Nextel Corporation, WT Docket No. 11-65 (filed May 31, 2011)

Holland & Knight

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June 17, 2011

Peter M. Connolly
202 862 5989
peter.connolly@hklaw.com

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

RE: Ex Parte Communications - WT Docket 11-65 (AT&T/T-Mobile)

Dear Ms. Dortch:

On behalf of United Cellular Corporation ("U.S. Cellular") and pursuant to Section 1.1206 of the Commission's Rules, 47 C.F.R. Section 1.1206, this is to provide notice of an ex parte telephone conversation held on June 16, 2011, in connection with WT Docket 11-65. On the call for U.S. Cellular were John C. Gockley, Vice President, Legal and Regulatory Affairs, U.S. Cellular, Grant Spellmeyer, Senior Executive Director, Federal Affairs and Public Policy, U.S. Cellular and undersigned counsel (the "U.S. Cellular representatives"). On the call for the FCC were Jim Bird, Patrick DeGraba, Chelsea Fallon, Renata Hesse, Paul LaFontaine, Joel Robinovitz and Susan Singer, variously of the Commission's Wireless Telecommunications Bureau, Office of General Counsel, and Office of Strategic Planning, (the "FCC representatives").

The purpose of the call was to discuss the Information and Discovery Request for Third Parties (the "Data Request") issued by the Commission to U.S. Cellular in the above referenced matter on June 6, 2011. Specifically, the parties discussed U.S. Cellular's record keeping and ability to comply with the FCC's information request with respect to its service plans and billing data. The U.S. Cellular representatives discussed the fact that the Data Request seeks information in categories not consistent with how U.S. Cellular maintains the information in data bases. The U.S. Cellular representatives discussed possible approaches to compliance with the Data Request, and agreed to supply the FCC with a summary of the information it would be able to supply at present to determine whether that information might meet all or part of the FCC's needs.

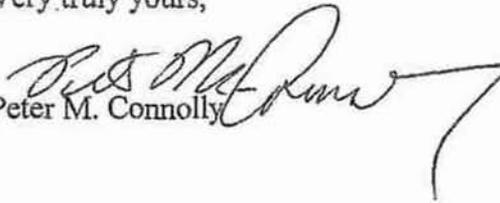
The USCC representatives also advised the FCC's representatives that additional time beyond the requested June 20, 2011 deadline would be required to respond to the Data Request. U.S. Cellular will seek an extension once its Representatives understand how long it will take to respond fully to the Data Request.

Marlene H. Dortch
June 17, 2011
Page 2

The U.S. Cellular and FCC representatives also discussed how U.S. Cellular might begin to supply information on a "rolling" basis in response to the Data Request. It was agreed that there would be subsequent discussion to determine a reasonable schedule for producing data and determine the nature of the data to be produced.

In the event additional information is required with respect to this ex parte notice, please contact the undersigned.

Very truly yours,


Peter M. Connolly

cc: Jim Bird
Patrick DeGraba
Chelsea Fallon
Renata Hesse
Paul LaFontaine
Joel Robinovitz
Susan Singer
John C. Gockley
Grant Spellmeyer

EXHIBIT 4

ORAL PRESENTATIONS — WT DOCKET NO. 11-65

LEGEND:

Ad Hoc	Ad Hoc Telecommunications Users Committee
AT&T	AT&T, Inc.
DT	Deutsche Telekom AG
MADCo	Media and Democracy Coalition
MetroPCS	MetroPCS Communications, Inc.
P	Exhibit 3 Page Number
PK	Public Knowledge
Sprint	Sprint Nextel Corporation
TracFone	TracFone Wireless, Inc.
US Cellular	United States Cellular Corporation
ZipDX	ZipDX LLC

DATE	ENTITY	REPRESENTATIVES	FCC DECISION-MAKERS	P
April 26, 2011	MetroPCS	Roger Linqvist Mark Stachiw Carl Northrop	Chairman Genachowski Edward Lazarus Rick Kaplan Zac Katz	1
May 2, 2011	US Cellular	Mary Dillon Grant Spellmeyer	Chairman Genachowski Edward Lazarus Rick Kaplan Paul de Sa Josh Gottheimer	3
May 6, 2011	TracFone	F.J. Pollak Javier Rosado Debra McGuire Mercer	Commissioner Copps Margaret McCarthy	5
May 6, 2011	TracFone	F.J. Pollak Javier Rosado Susan Nelson Debra McGuire Mercer	Commissioner Baker Bradley Gillen	6
May 6, 2011	TracFone	F.J. Pollak Javier Rosado Debra McGuire Mercer	Christine Kurth	7
May 11, 2011	MADCo	John Bergmayer Gavin Dahl Katie Ingersoll Edyael Casaperalta Amalia Deloney Maxie Jackson Brandy Doyle Cheryl Leanza	Joshua Cinelli	8

May 11, 2011	MADCo	John Bergmayer Cheryl Leanza Katie Ingersoll Dee Davis Gavin Dahl DeAnne Cuellar	Jennifer Tatel Charles Mathias Bradley Gillen	8
May 11, 2011	MADCo	Sean McLaughlin Cecilia Garcia Amalia Deloney Edyael Casaperalta Steven Renderos Traci Morris Michael Calabrese Brandy Doyle Matt Wood	Commissioner Clyburn Dave Grimaldi Angela Kronenberg Louis Peraertz	11
May 11, 2011	MADCo	Katie Ingersoll Sean McLaughlin Cecilia Garcia Steven Renderos Traci Morris Michael Calabrese Matt Wood	Rosemary Herald Christine Kurth	11
May 11, 2011	MADCo	Gavin Dahl Qres Ephraim Sean McLaughlin Amalia Deloney Steven Renderos Brandy Doyle Matt Wood	Zac Katz Sherrese Smith Peter Doyle	11
May 12, 2011	Sprint	Richard Metzger, Jr. Regina Keeney	Jonathon Baker Paul Lafontaine Patrick DeGraba Catherine Matraves Joel Rabinovitz Neil Dellar	14
May 23, 2011	Free Press	Derek Turner Aparna Sridhar	Kathy Harris	16
May 24, 2011	Sprint	Daniel Hesse Vonya McCann Charles McKee	Chairman Genachowski Edward Lazarus Ruth Milkman Paul de Sa Rick Kaplan Josh Gottheimer	18

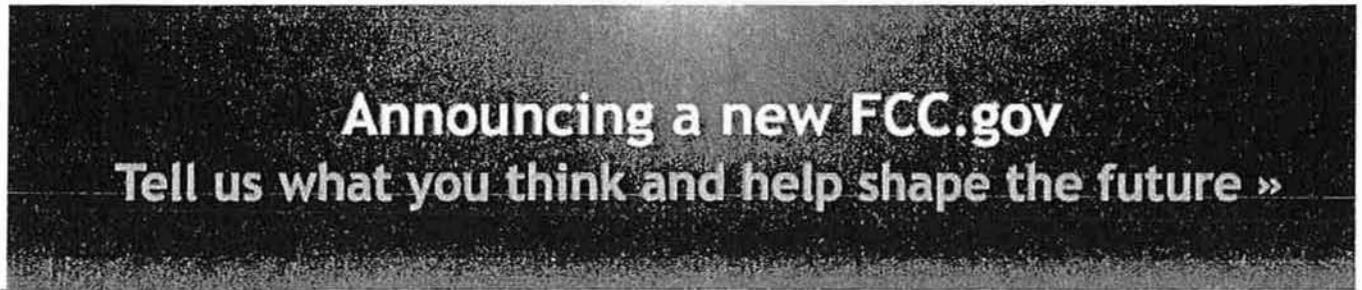
May 25, 2011	PK	Herald Feld John Bergmayer	James Bird Neil Dellar Monica DeLong Nese Guendelsberger Kathy Harris Virginia Metallo Paul Murray Paul de Sa Peter Trachtenberg Melissa Tye	20
May 25, 2011	Sprint	Ivan Schlager Antoinette Cook Bush	Commissioner Copps Mark Stone	22
May 27, 2011	ZipDX	David Frankel	James Bird Thuy Tran Melissa Tye Peter Trachtenberg Elizabeth Lyle Pramesh Jobanputra Patrick DeGraba Mikelle Morra Sherry Dawson Karen Peltz Strauss	24
June 1, 2011	DT	Alexandra Sistla Jennifer Mellott Eric DeSilva Mark Sweet Nancy Victory	Patrick DeGraba Paul Murray Nese Guendelsberger Susan Singer Kathy Harris Ziad Sleem Catherine Matraves Neil Dellar Virginia Metallo Joel Rabinovitz Paul Lafontaine	25
June 1, 2011	AT&T	James Meza III Joan Marsh Jeane Thomas Michael Van Arsdall Nicholas Even Lawrence Gaydos	James Bird Neil Dellar Virginia Metallo Joel Rabinovitz Sandra Danner Paul D'Ari Patrick DeGraba Monica DeLong Nese Guendelsberger Kathy Harris Pramesh Jobanputra Stanislava Kimball Catherine Matraves	27

			Paul Murray Linda Ray James Schlichting Susan Singer Ziad Sleem Peter Trachtenberg Thuy Tran Jonathon Baker Paul Lafontaine Paul de Sa	
June 2, 2011	AT&T	Andre Fuetsch Steve Klimacek Joan Marsh James Meza III Bill Wiese Christie Stahlke M. Brinkley Tappan Jeane Thomas Christopher Shenk Henry Flores	Joel Rabinovitz Patrick DeGraba Chelsea Haga-Fallon Ben Freeman Nese Guendelsberger Pramesh Jobanputra Catherine Matraves Paul Murray James Schlichting Susan Singer Jonathon Baker Paul Lafontaine	30
June 3, 2011	AT&T	Joan Marsh James Meza III Peter Schildkraut Jeane Thomas Brian Antweil	James Bird Neil Dellar Virginia Metallo Joel Rabinovitz Susan Singer	32
June 3, 2011	DT	Alexandra Sistla Jennifer Mellott Eric DeSilva Mark Sweet Nancy Victory David Fenichel Catherine Barron	Patrick DeGraba Paul Murray Nese Guendelsberger Susan Singer Pramesh Jobanputra Melissa Tye Chelsea Haga-Fallon Ben Freeman James Bird Neil Dellar Virginia Metallo Joel Rabinovitz Paul Lafontaine	34
June 6, 2011	DT	Eric DeSilva Jessica Lyons Nancy Victory	Joel Rabinovitz	36
June 6, 2011	AT&T	Ralph de la Vega Robert Quinn	Commissioner Clyburn Louis Peraertz	38

June 6, 2011	AT&T	Ralph de la Vega Robert Quinn	Commissioner McDowell Angela Giancarlo	40
June 6, 2011	DT	David Fenichel Arti Bhargava Alexandra Sistla Jennifer Mellott Nancy Victory	Patrick DeGraba Susan Singer Pramesh Jobanputra Chelsea Haga-Fallon Catherine Matraves Joel Rabinovitz Paul Lafontaine	42
June 7, 2011	ZipDX	David Frankel	Louis Peraertz Mark Stone	44
June 7, 2011	AT&T	Joan Marsh Wilson Mudge Christopher Shenk Stephanie Phillipps	Tom Peters Paul Murray Nese Guendelsberger Susan Singer Chelsea Haga-Fallon Neil Dellar	45
June 9, 2011	Ad Hoc	Colleen Boothby Susan Gately	Betsy McIntyre Andrew Mulitz Jenny Prime Eric Ralph Steve Rosenberg Deena Shetler Nese Guendelsberger Joseph Levin Jennifer Salhus James Bird	48
June 10, 2011	Sprint	Breck Blalock Antoinette Cook Bush Tara Emory David Pawlik	Susan Singer Nese Guendelsberger Patrick DeGraba Chelsea Haga-Fallon Joel Rabinovitz James Bird Neil Dellar Paul Lafontaine	54
June 13, 2011	Sprint	Charles McKee Breck Blalock	Louis Peraertz	57
June 13, 2011	MetroPCS*	Mark Stachiw Patrick Whittle Jean Kiddoo	James Bird Patrick DeGraba Neil Dellar Chelsea Haga-Fallon Renata Hesse Paul Lafontaine Virginia Metallo Joel Rabinovitz Susan Singer	59

June 15, 2011	AT&T	Robert Quinn Jeanine Poltronieri	Louis Peraertz	61
June 15, 2011	Sprint*	Charles McKee Breck Blalock	Mark Stone	63
June 16, 2011	US Cellular	John Gockley Grant Spellmeyer Peter Connolly	James Bird Patrick DeGraba Chelsea Haga-Fallon Renata Hesse Paul Lafontaine Joel Rabinovitz Susan Singer	65
*Parties that had filed petitions to deny on May 31, 2011 are marked with asterisks.				

EXHIBIT 5



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Transaction Team

The Transaction Team coordinates the FCC's review of applications for the transfer of control and assignment of licenses and authorizations involved in major transactions, such as mergers. The Transaction Team helps ensure that the Commission's internal procedures are transparent and uniform across the various Bureaus. It is also responsible for assessing and recommending how to improve the review process. The Commission's goal is a faster and more consistent review and analysis of applications.

The Transaction Team has developed this web page to provide the public with a transparent and easily accessible source for relevant information about various transactions. Current major transactions each have their own web page. A list of those transactions is provided on the bar on the left side of this page. We also maintain an archive of all past major transactions, and an easily accessible list of the final decisions. The web page for each major transaction includes relevant information about the specific transaction, including applications, petitions, comments, and other pleadings, ex parte filings, and Commission decisions. Please note that the web page is *not* the official public record of the proceeding.

The applications that are highlighted on the Transaction Team's web page generally have one or more of the following qualities:

- they present novel or complex issues of law or policy;
- they propose combinations that are likely to have a significant impact on the public;
- they involve business, economic, legal, or regulatory issues that are likely to elicit significant public comment; or
- they are likely to produce a record that is likely to be of significant public interest.

Placing an application on the web page does not alter the Commission's standard of review. The relevant statutory and regulatory standard applies to an application regardless of its placement on the Transaction Team web site.

The Transaction Team has also developed an [informal timeline](#) to ensure that most applications are processed within 180 days after the Commission has

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Transaction Team

Major Transactions:

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sought comment from the public. The timeline is intended to promote transparency and predictability in the Commission's process. For transactions highlighted on the web page, the timeline provides the public with ready access to information about the status of a pending transaction. For transactions not highlighted on the web page, the timeline still applies and the Commission will endeavor to complete action on pending applications accordingly. Based on the experience it has gained over the last few years, the Team continues to refine that timeline and recommend changes to the Commission's internal procedures.

Points of Contact

The leader of the OGC Transaction Team is Jim Bird, Senior Counsel. The OGC Transaction Team consists of Neil Dellar, Virginia (Ginny) Metallo, and Joel Rabinovitz. Team members can be contacted by telephone at (202) 418-1720. Renata Hesse serves as Senior Counsel to the Chairman for Transactions.

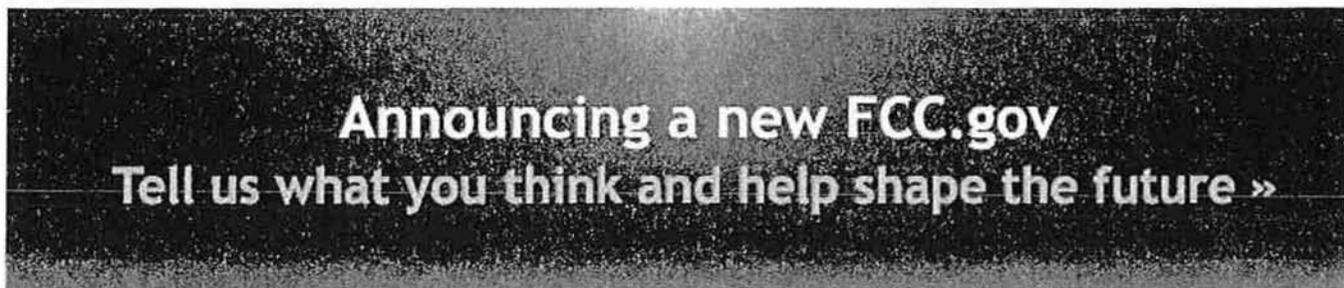
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Transaction Team: Procedures for Filing Public Comments on Pending Applications

You may file comments on pending transactions electronically in those cases where the transaction has been put on the Commission's docket, and you may file comments on paper in all cases. You should include on the first page of your comments the docket number of the proceeding where it is available, or the file numbers or other identifying information where there is no docket number. You can find this information on the web page for the specific Major Transaction you wish to comment on.

You can find detailed instructions on how to file comments, and to where you should send those comments, on the Public Notice announcing the transaction and seeking comment. You can find links to those Public Notices on the specific Major Transaction web pages. Links to the Commission's Electronic Comment Filing System (ECFS), which can be used in docketed proceedings, and instructions on how to use ECFS are listed below.

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[AT&T/T-Mobile](#)

[CenturyLink/Qwest](#)

[Comcast/NBCU](#)

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[How to File Applications](#)

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EXHIBIT 6

31 May 2011

The Secretary
Office of the Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Dear Sir/Madam,

Re: WT Docket No. 11-65

This letter is a submission in response to the public notice issued by the Federal Communications Commission (the "Commission") on 28 April 2011, in respect of the proposed acquisition by AT&T Inc of all of the stock of T-Mobile USA (the "Transaction").

Context

In New Zealand, the telecommunications sector is governed by the Telecommunications Act 2001 (the "Act").

Under the Act, regulatory responsibilities are shared by the Minister for Communications and Information Technology (the "Minister") and the telecommunications arm of the Commerce Commission (the "NZCC").

In exercising his or her responsibilities under the Act, and in developing policy outside the Act, the Minister receives the advice of officials from the Ministry of Economic Development (the "Ministry"). It is in this context that the Ministry makes the following submission.

Purpose

The purpose of this submission is:

- to articulate concerns that the Ministry has with the Transaction; and
- to propose conditions that the Commission may wish to consider imposing on the Transaction in order to allay those concerns.

The Ministry's concerns relate to the provision by US cellular mobile operators of international mobile roaming ("IMR") services, at wholesale level, to their New Zealand counterparts. For the purposes of this submission, IMR services include voice, text message and data IMR services.

Our understanding of the US wholesale market for IMR services

The Ministry understands that only four US cellular mobile operators offer near-nationwide wholesale IMR services: two that use GSM and W-CDMA-based networks (AT&T and T-Mobile USA); and two that use CDMA-based networks (Verizon and Sprint).

New Zealand operators are GSM and W-CDMA based,¹ and the GSM / W-CDMA mobile devices sold to New Zealand customers do not function on CDMA-based networks. New Zealand operators wishing to purchase IMR services enabling their customers to roam in the United States, thus have two viable suppliers, in the form of AT&T and T-Mobile USA.

While it would be theoretically possible for a New Zealand operator to negotiate bilateral arrangements with a number of regional GSM / W-CDMA operators, there are practical difficulties, including significant additional administrative costs and the risk of coverage gaps. These practical difficulties mean that a merged AT&T / T-Mobile roaming agreement would be difficult to replicate.

Our understanding of the Transaction

The Ministry understands that AT&T Inc intends to acquire from Deutsche Telekom all of the stock of T-Mobile USA. This will result in AT&T Inc controlling both AT&T and T-Mobile USA.

Our concerns with the Transaction

The Ministry is concerned that, if the Transaction is approved, New Zealand operators wishing to purchase IMR services enabling their customers to roam in the United States, will effectively have only one viable supplier, in the form of AT&T Inc.

To the extent that the Commission considers the existence of alternative suppliers exerts competitive constraint on the wholesale prices that the two existing US operators offer to New Zealand home networks, then, in the Ministry's opinion, it would be appropriate to consider imposing conditions on the Transaction that mimic this constraint.

Our concern that the issues are enduring

It could be argued that, with the arrival of Long Term Evolution (LTE)-based networks in the USA (already in place) and New Zealand (likely from 2014), New Zealand mobile cellular operators might have more choice in terms of IMR service suppliers in the United States.

However, at this time none of the New Zealand mobile cellular operator sells mobile devices that would be able to use the US LTE networks. Equally:

- we anticipate that New Zealand operators are unlikely to heavily market LTE-compatible devices before they launch their LTE networks, which is likely to take place from 2014;
- New Zealand, as part of the Asia Pacific Telecommunity zone, will have a different frequency allocation for LTE devices from that in place in the Americas. Price-sensitive customers are likely to prefer single-zone LTE-based devices, rather than more expensive multi-zone devices compatible with the United States;

- even to the extent that multi-zone LTE-based devices become popular, it will take many years for the existing mobile customer base in New Zealand to transition to the new devices;
- we understand that Sprint is pursuing a WiMax (Time Division)-based approach to 4G technology and the multi-zone LTE-based devices sold by New Zealand operators are unlikely to support this standard.

Our request

The Ministry respectfully requests that, in the spirit of comity outlined in the 1995 OECD Recommendation concerning Co-operation between Member Countries on Anticompetitive Practices Affecting International Trade [(C)95(130)], the Commission consider the potential for the Transaction to adversely affect the ability of cellular mobile operators in New Zealand to negotiate reasonable wholesale terms for IMR services.

Our proposed conditions

If the Commission agrees that it is appropriate to impose IMR conditions on the Transaction, then the Ministry proposes that AT&T Inc, AT&T and/or T-Mobile USA, as appropriate, be bound by the following obligations.

- to honour all IMR agreements that AT&T and T-Mobile USA may currently have with any New Zealand cellular mobile operators;
- to mimic the impact of competitive constraint on IMR wholesale prices, either:
 - o by reducing, annually, the rates that AT&T and T-Mobile USA charge to New Zealand cellular mobile operators for IMR services, by a percentage equal to the percentage reduction, if any, in the two companies' average revenue for domestic (i.e. non-IMR) retail services (voice, text message and data), over the preceding 12-month period; or
 - o by giving any New Zealand cellular mobile operator that currently has an IMR agreement with AT&T and/or T-Mobile USA the option of determining, within six months of the closing date, a reduced wholesale price for IMR services, to be applied on a reciprocal basis between the parties.

These obligations would apply for the full term of the agreement concerned or for six years from the closing date, whichever occurs later, notwithstanding any change of control or termination provisions that would give AT&T Inc, AT&T or T-Mobile USA the right to accelerate the termination of, or adjust the wholesale prices in, an IMR agreement with a New Zealand mobile cellular operator.

Alternative approach

If the Commission decides that it is inappropriate to impose IMR conditions on the Transaction, then the Ministry would encourage the Commission, acting in another capacity, to investigate the wholesale market in which US mobile cellular operators provide IMR services to New Zealand operators, in order to determine whether, after the Transaction, it is or remains workably competitive and, accordingly, whether regulatory intervention might be required.

In this regard, the Commission may wish to note that the issue of whether or not wholesale and retail markets for IMR services are workably competitive is currently exercising the minds of legislatures and regulators in a number of jurisdictions:

- on 27 June 2007, the European Union (EU) adopted Regulation 717/2007 on roaming on public mobile telephone networks, introducing wholesale and retail regulation of intra-EU IMR rates;²
- on 8 June 2010, the Arab Telecommunications and Information Council of Ministers decided that mobile cellular operators based in the Gulf Cooperation Council (GCC) states must reduce their intra-GCC wholesale and retail IMR rates;³
- on 20 April 2011, Singapore and Malaysia announced that they had successfully negotiated substantial price cuts from their countries' mobile cellular operators for IMR services between the two countries;⁴
- on 28 April 2011, New Zealand and Australia announced that they were launching a formal investigation into the market for the provision of IMR services between the two countries.⁵

Yours faithfully,



Robert Clarke
Senior Policy Analyst
Communications and Information Technology Group
New Zealand Ministry of Economic Development
robert.clarke@med.govt.nz
DDI: +64 4 4742908

² Under Article 11 of Regulation 717/2007, the European Commission is due to present its proposals for updating the Regulation, for a second time, by 30 June 2011.

³ By way of illustration, the implementation by the United Arab Emirates of the Council of Ministers' decision can be seen in Directive No.4 of 2010 on Intra-GCC Roaming Charges, available at www.tra.ae/TRR%20Rulings.php

⁴ Details of the Singapore-Malaysia price cuts are available at

EXHIBIT 7

June 17, 2011

VIA ECFS

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
Office of the Secretary
445 Twelfth St., S.W., Room TW-A325
Washington, DC 20554

Re: *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses & Authorizations, WT Dkt No. 11-65 – Acknowledgments of Confidentiality*

Dear Ms. Dortch:

On behalf of AT&T Inc. and in accordance with the Protective Order and the Second Protective Order adopted in the above-referenced proceeding,¹ I am submitting herewith the attached Acknowledgments of Confidentiality to obtain access to Stamped Confidential Documents, Confidential Information, Stamped Highly Confidential Documents, and Highly Confidential Information filed in this proceeding. As shown on the attached list, these Acknowledgments of Confidentiality have been signed by Outside Counsel to AT&T Inc., Outside Consultants to AT&T Inc., paralegals and other employees of Outside Counsel and Outside Consultants to AT&T Inc., and In-House Counsel to AT&T Inc.

¹ *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses & Authorizations, WT Dkt No. 11-65, Protective Order, DA 11-674 (WTB rel. Apr. 14, 2011) (“Protective Order”); In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses & Authorizations, WT Dkt No. 11-65, Second Protective Order, DA 11-753 (WTB rel. Apr. 27, 2011) (“Second Protective Order”).*

ARNOLD & PORTER LLP

Marlene H. Dortch, Esq.
June 17, 2011
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By copy of this letter, the Acknowledgments of Confidentiality are being served upon each Submitting Party through its Outside Counsel of Record.

Please contact me regarding any questions.

Respectfully submitted,

/s/ Peter J. Schildkraut
Peter J. Schildkraut
Counsel for AT&T Inc.

Attachments

cc: Attached Service List

**Acknowledgments of Confidentiality
(Appendix A to Protective Order; Appendix B to Second Protective Order)**

Submitted By:

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* Acknowledgments previously served upon Leap Wireless International, Inc. & Cricket Communications, Inc. and United States Cellular Corporation.

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**Acknowledgments of Confidentiality
(Appendix A to Protective Order)**

Submitted By:

**AT&T Inc.
In-House Counsel**

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Robert W. Quinn, Jr., Sr. Vice President-
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Jack S. Zinman, General Attorney &
Associate General Counsel - FCC/External
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CERTIFICATE OF SERVICE

I, Russell Lukas, hereby certify that on this 20th day of June, 2011, copies of the foregoing REPLY OF CELLULAR SOUTH, INC. TO JOINT OPPOSITION OF AT&T INC., DEUTSCHE TELEKOM AG, AND T-MOBILE USA, INC. TO PETITIONS TO DENY were forwarded by e-mail, in pdf format, to the following:

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