

July 7, 2011

Via Hand Delivery

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

FILED/ACCEPTED

JUL - 7 2011

Federal Communications Commission
Office of the Secretary

Re: *In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Transfer Control of Licenses and Authorizations Held by T-Mobile USA, Inc. and Its Subsidiaries (WT Dkt No. 11-65)*

REDACTED FOR PUBLIC INSPECTION

Dear Ms. Dortch:

On behalf of AT&T Inc., and pursuant to the Protective Order and the Second Protective Order adopted in the above-referenced proceeding,¹ the instructions set forth in the Information and Discovery Request dated May 27, 2011 ("Request"), and the Supplemental Request for Information dated June 27, 2011 ("Supplemental Request"), enclosed please find two public copies of the supplemental narrative responses of AT&T Inc. to the Supplemental Request (the "Supplemental Response").

We are providing under separate cover the Highly Confidential response to the Supplemental Request, including:

1. a CD containing the unredacted Highly Confidential Supplemental Response and Confidential Exhibit B.1 (Index of Exhibits to the Supplemental Response);
2. a Highly Confidential hard drive containing an electronic copy of the unredacted Highly Confidential version of the Supplemental Response as well as Exhibit B.1 and electronic copies of exhibits to the Supplemental Response;

¹ In re Applications of AT&T Inc. and Deutsche Telekom AG Inc. for Consent to Transfer Control of the Licenses and 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 and Authorizations, WT Dkt No. 11-65, Second Protective Order, DA 11-753 (WTB rel. Apr. 27, 2011), as revised June 9, 2011 ("Second Protective Order").

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List A B O D E

3. a Highly Confidential CD containing material responsive to Request Number 49 of the Supplemental Request and Attachments B and D of the Supplemental Request; and
4. a Highly Confidential hard drive containing electronic copies of documents produced in response to Requests Number 10(b), 14, and 40 of the Request.

Two copies of the enclosed are also being hand delivered to Kathy Harris of the Wireless Telecommunications Bureau.

Please contact me if you have any questions. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink that reads "David R. McAtee II /mms". The signature is written in a cursive, slightly slanted style.

David R. McAtee II
Counsel for AT&T Inc.

Enclosures

cc: Nicholas Even (Firm)
Peter J. Schildkraut, Arnold & Porter, LLP
Kathy Harris (by email) (by hand, with enclosures)
Kate Matraves (by email)
Jim Bird (by email)

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**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

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Federal Communications Commission
Office of the Secretary

In the Matter of)

Applications of AT&T Inc. and)
Deutsche Telekom AG Inc. for)
Consent to Transfer Control of the Licenses and)
Authorizations held by T-Mobile USA, Inc. and)
Its Subsidiaries)

WT Docket No. 11-65

**SUPPLEMENTAL RESPONSE OF AT&T INC.
TO INFORMATION AND DISCOVERY REQUEST DATED MAY 27, 2011
AND TO SUPPLEMENTAL REQUEST FOR INFORMATION DATED JUNE 27, 2011**

July 7, 2011

**SUPPLEMENTAL RESPONSE OF AT&T INC.
TO INFORMATION AND DISCOVERY REQUEST DATED MAY 27, 2011
AND TO SUPPLEMENTAL REQUEST FOR INFORMATION DATED JUNE 27, 2011**

July 7, 2011

Introduction

AT&T Inc. (“AT&T”) provides this supplemental response (the “Supplemental Response”) to the letter dated May 27, 2011, from Ruth Milkman, then Chief of the Wireless Telecommunications Bureau of the Federal Communications Commission (the “FCC” or the “Commission”), and the attached Information and Discovery Request for AT&T, Inc. (collectively, the “Request”), and to the Supplemental Request for Information dated June 27, 2011, from Rick Kaplan, current Chief of the Wireless Telecommunications Bureau of the FCC (the “Supplemental Request”).

AT&T (sometimes referred to in the Request as the “Company” as defined therein) incorporates by reference additional information from its June 10, 2011 Response, including the defined terms, information and qualifications included therein.

As to some requests, no responsive documents or information exists to, or responsive documents or information exists as to part (but not all of) a request, as reflected in the response to such requests. Where a request seeks charts, spreadsheets or similar graphic or tabular information, or specific documents, responsive information is provided in exhibits to the Supplemental Response, numbered with reference to the specific request (e.g., Exhibit 48-1.1 provides supplemental information responsive to Request No. 48). A Supplemental Index of Exhibits is appended as Exhibit B.1. Where a request seeks documents, responsive documents are produced.

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The Request and Supplemental Request call for AT&T to submit certain information and documents that are extremely sensitive from a commercial, competitive, and financial perspective, and that AT&T would not reveal in the ordinary course of business to the public or its competitors. AT&T is submitting information and documents on a confidential and highly confidential basis pursuant to the Protective Order issued on April 14, 2011, and the Second Protective Order, issued on April 27, 2011, and amended on June 9, 2011, in place in WT Docket No. 11-65. The inadvertent inclusion of any material that is subject to an assertion of the attorney-client, attorney work-product or other applicable privilege is not intended as a waiver of such privilege.

AT&T has redacted confidential information in the Supplemental Response (as reflected where marked “[Begin Confidential Information] [] [End Confidential Information]”) and highly confidential information in, and exhibits to, the Supplemental Response (as reflected where marked “[Begin Highly Confidential Information] [] [End Highly Confidential Information]”). The redacted Supplemental Response is marked, “**REDACTED – FOR PUBLIC INSPECTION,**” and is being filed electronically in the Commission’s Electronic Comment Filing System (“ECFS”). The highly confidential, unredacted Supplemental Response is marked, “**HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION – ADDITIONAL COPYING PROHIBITED,**” and is being delivered to the Secretary. Additional copies of the unredacted Supplemental Response are being delivered as instructed in the original Request.

In accordance with the Request, the Supplemental Request, the Protective Order, and the Second Protective Order, as amended, unredacted copies of highly confidential documents are

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marked "HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO SECOND PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION - ADDITIONAL COPYING PROHIBITED"; unredacted copies of confidential documents are marked "CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION"; and redacted copies of highly confidential and confidential documents are marked "REDACTED - FOR PUBLIC INSPECTION." Pursuant to the Request and Supplemental Request, both the redacted and unredacted versions of confidential and highly confidential documents are being delivered to Kathy Harris of the Wireless Telecommunications Bureau.

RESPONSES

10. REQUEST:

For any relevant service or any relevant product in any relevant area, provide all plans, analyses, and reports discussing:

- b. how consumers or business customers or competitors view or perceive mobile wireless services or products offered by the Company or other mobile wireless providers (including their perceptions of customer service, network quality, offering services at a particular rate, the impact of not offering particular wireless services or devices, the impact of pricing on decisions to take any relevant service or any relevant product, variation in subscribers' usage patterns across different pricing plans and devices, roaming, and the ability to use products internationally).**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables provided in Exhibit A to the Response, and responsive documents were included in AT&T's production. The Commission has asked that William Hague be added as

custodian for subpart (b) of this request. Accordingly, additional responsive documents are included in AT&T's production filed with this Supplemental Response.

14. REQUEST:

Provide all plans, analyses, and reports from January 1, 2007, to the present, discussing the research and development of any new relevant product by the Company, individually or with vendors, including those discussing the Company's total expenditures associated with research, development and testing of new relevant products.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables provided in Exhibit A to the Response. Documents responsive to this request from the period January 1, 2009, through the first quarter of 2011 were included in AT&T's production filed with its Response. AT&T has collected additional documents for the period January 1, 2007 to December 31, 2008, and has conducted key word searches of those files. Accordingly, additional responsive documents are included in AT&T's production filed with this Supplemental Response.

20. REQUEST:

Provide a list, in .csv format, as of the date of this Request, for each county within each state, the District of Columbia, and each municipality within Puerto Rico, of each spectrum license that can be used in the provision of mobile wireless services that the Company holds, has a joint venture or other business arrangement with regard to, leases another person, has another interest in, manages, has contracted to acquire, or is in negotiations to acquire. For each license, identify the: (a) FIPS Code; (b) county (or the District of Columbia, or municipality in the case of Puerto Rico); (c) state (including the District Columbia and Puerto Rico); (d) market name; (e) market number (in the case of CMA, MTA, or BTA); (f) spectrum type; (g) spectrum block; (h) amount of spectrum; (i) the wireless technology format deployed (e.g., GSM, EDGE, UMTS, HSPA, HSPA+, LTE); and (j) whether the company: (i) holds; (ii) has a joint venture or other business arrangement with regard to; (iii) leases to or from another person; (iv) has an interest in; (v) manages;

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(vi) has contracted to acquire; (vii) is in negotiations to acquire; or (viii) plans to sell.

RESPONSE:

The Company's WCS licenses are listed in Exhibit 20-1.1 to the Supplemental Response. WCS licenses are not suitable for mobile broadband service at this time, and the company is aware of no other licensees deploying a mobile broadband system in this service. The company's 2.5 GHz spectrum holdings consist exclusively of leased EBS licenses in Puerto Rico. These leased licenses were listed in Tab 20.iii.b of Exhibit 20-1 of the Company's June 10, 2011 Response.

39. REQUEST:

Provide all plans, analyses, and reports, from January 1, 2008 to the present, discussing the possible expiration, renewal, extension, cancellation, or expansion of the scope of any roaming agreements between AT&T and T-Mobile USA.

RESPONSE:

AT&T searched the files within the Company reasonably believed to contain the information sought, and included documents responsive to this request in Exhibit 39-1 at the time of the original Response. The Company stated that, with respect to 2008, while some responsive documents were provided, it would continue to conduct additional searches to determine if any additional responsive documents existed for that time period. Additional documents located as a result of this search are included in Exhibit 39-1.1 submitted with this Supplemental Response.

40. REQUEST:

Except as provided in response to Request No. 39, provide all plans, analyses, and reports discussing: (a) past or current roaming or wholesale negotiations and agreements; (b) consideration of roaming or wholesale proposals or agreements; and (c) the cost of roaming or wholesale.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables provided in Exhibit A to the Response, and responsive documents were included in AT&T's production. In addition, AT&T searched the files within the Company reasonably believed to contain the information sought and documents located responsive to this request were included in Exhibit 40-1. The Commission has asked that William Hague be added as custodian for this request. Accordingly, additional responsive documents are included in AT&T's production filed with this Supplemental Response.

42. REQUEST:

Provide all documents discussing how the Proposed Transaction might affect international roaming in the United States and U.S. customers roaming internationally.

RESPONSE:

AT&T has not yet begun detailed integration planning relating to international roaming in the United States and U.S. customers roaming internationally. The Commission asked that William Hague be included as custodian for this request. AT&T has confirmed that Mr. Hague has no documents responsive to this request.

45. REQUEST:

To the extent not already provided, provide all documents cited in the Public Interest Statement and the attached declarations, and any data, documents or analyses provided to, reviewed by, or relied upon in preparing those declarations, grouped by declaration/Public Interest Statement.

RESPONSE:

Documents responsive to this request were included in Exhibit 45-1 to the Response. The FCC asked that this request be applied to declarations submitted in connection with the Joint Opposition of AT&T Inc., Deutsche Telekom AG, and T-Mobile USA, Inc. to Petitions to Deny and Reply to Comments, filed June 10, 2011. Documents responsive to this supplemental request are included in Exhibit 45-1.1 to the Supplemental Response.

48. REQUEST:

Provide data for the Company's cell sites, network deployment, voice and data traffic, and backhaul, as specified in Attachment A.

RESPONSE:

In connection with the information provided for this request by AT&T in its original Response, the Commission staff raised certain questions during a conference call on June 28, 2011. AT&T submits the following responses to those questions.

1. **Cell Sites.** AT&T has provided responsive information to the Commission's requests relating to cell sites in its initial Response (Exhibits 48-1 through 48-5). In Exhibit 48-1, the Company provided the number of tenants per cell tower owned by AT&T. The Commission has requested further information as to whether the number of tenants provided was limited to other wireless carriers. The number of tenants previously provided in Exhibit 48-1 was not limited to other wireless carriers and included, for example, broadband and government tenants. AT&T now provides, as Exhibit 48-1.1 with this Supplemental Response, a supplemental spreadsheet in .csv form that is identical to Exhibit 48-1 but adds a column titled "Wireless Tenant count" specifying the number of other wireless tenants on AT&T owned cell sites. AT&T also provides, as Exhibit 48-2.1 with this Supplemental Response, a supplemental

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spreadsheet in .csv form that is identical to the previously provided Exhibit 48-2 but adds a column titled “Wireless Tenant count” specifying the number of other wireless tenants on cell sites recently acquired by AT&T. For purposes of the definition of other wireless tenants, AT&T uses the definition previously provided in response to Request 18, i.e. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

2. **Deployed Carriers.** AT&T has provided responsive information to the Commission’s requests relating to deployed carriers at the site level in its initial Response (Exhibits 48-6, 48-7, 48-8, and 48-9). The Commission has requested confirmation that the information provided for each site in these Exhibits is the same for each sector at each site. AT&T has confirmed that, as of March 2011, **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

3. **Voice and Data Traffic.** With respect to information provided by AT&T in Exhibits 48-12 and 48-13 in its initial Response, the Commission has asked AT&T to include sector and band information. Exhibits 48-12.1 and 48-13.1 submitted herewith supplement the original by adding sector and band information. The sector identification is contained in the Column entitled “Face.” A sector is identified by the USID for the site followed by a letter. For example, “sector A” at the site with USID 12 is designated “12.A,” and “sector B” at the same site is designated “12.B.” The band for each sector is identified in the column entitled “Band.” The remaining columns are the same as those reported in the original Exhibits.

4. **Backhaul.** With respect to information provided by AT&T in Exhibit 48-17 in its

initial Response, the Commission has asked that this data be provided in .csv format. Exhibit 48-17.1 provides in .csv format the information previously submitted in Exhibit 48-17.

The Commission also has requested the definition for the column headings [**Begin Highly Confidential Information**]

[**End**

Highly Confidential Information]

49. REQUEST:

Provide the Company's billing data, including data on plans, subscribers, and additions, as specified in Attachment B (as amended by Supplemental Request dated June 27, 2011, and revised Attachment B).

RESPONSE:

AT&T is providing data requested for both the revised Attachment B and for new Attachment D, included in the Supplemental Request, on a DVD (Exhibit 49-1.1).

As discussed with the Commission staff during the telephone conference on June 21, 2011, and consistent with the Company's June 10, 2011 Response, AT&T maintains the data requested in Table 2 of Attachment B and in Attachment D at the 27 market cluster level. The Commission requested that AT&T provide this data at the CMA level. In response to that request, the Company has converted Table 2 and Attachment D from the 27 markets to CMA. However, because AT&T does not maintain this data at the CMA level in the ordinary course of business, the data provided will not fully or accurately reflect AT&T's rate plans and subscriber

counts. For example, because not all market cluster boundaries line up with CMA boundaries, some subscribers may have been attributed to a CMA when they should in fact be associated with a neighboring CMA. AT&T is providing data for Attachment B and Attachment D as follows:

Table 1: In Table 1, the Commission requested data for “each mobile wireless price plan offered” by month going back to January 1, 2008. Providing this data by month as requested by the Commission may not accurately represent AT&T’s rate plans because **[Begin Confidential Information]**

[End Confidential Information]

Therefore, AT&T believes providing the rate plan data in one consolidated file will more accurately represent its rate plans. To that end, the Company is providing the Table 1 data both by month, as requested by the Commission, as well as in one consolidated file to provide the most accurate and complete representation of AT&T’s rate plan information.

AT&T has provided all available rate plan information. There is, however, some missing rate plan information because **[Begin Confidential Information]**

[End Confidential Information]

In an audit of the Table 1 data as previously submitted, AT&T determined that data on a number of rate plans was inadvertently omitted. AT&T has now revised Table 1 (on Exhibit 49-1.1) to include these missing rate plans. This data should not be interpreted in any way as a substitute for the Company’s financial reporting information.

The Table 1 data came from **[Begin Confidential Information]**

[End Confidential Information] All files are in .csv format.

Table 2: As noted above, AT&T has converted Table 2 (on Exhibit 49.1-1) so the data is presented by CMA. Also, during the telephone conference of June 21, 2011, the Commission requested that AT&T identify the location of SMS ARPU. This data is included in Field 16.

The Table 2 data came from **[Begin Confidential Information]**

[End Confidential Information]

Table 3: As discussed during the telephone conference of June 21, 2011, and consistent with our production of June 10, 2011, AT&T is not able to provide the information as requested in the third table of Attachment B, Billing_Additions. In addition to the Rate Plan Performance and KPI reports provided on June 10, 2011, the Commission requested a Cost Per Gross Add (“CPGA”) report. AT&T is providing the CPGA data from **[Begin Confidential Information]**

[End Confidential Information] This data is being produced in an Excel file (on Exhibit 49.1-1) because it cannot be converted to .csv.

Table 4: AT&T is providing the data as requested in the fourth table of Attachment B, Billing_Ports on Exhibit 49.1-1. **[Begin Confidential Information]**

[End Confidential Information] All files are in .csv format.

Device Sales: AT&T is providing the data as requested in new Attachment D, on Exhibit

49.1-1, except:

- Field 4 has been omitted for the 2007 and 2008 data. **[Begin Confidential Information]**

[End Confidential

Information]

- Field 10 has been omitted. AT&T does not maintain this data.

There are two files for the Attachment D data, due to **[Begin Confidential Information]**

[End Confidential Information]

The Attachment D data came from **[Begin Confidential Information]**

[End Confidential Information] All files are in .csv format.

50. REQUEST:

Provide data for the Company's spectrum holdings, responses to customers' requests for proposals (RFP's), number of subscribers, retail locations, handsets, and network quality, as specified in Attachment C.

RESPONSE:

In connection with the information provided for this request by AT&T in its original

Response, the Commission staff raised certain questions during a conference call on June 28, 2011. AT&T submits the following responses to those questions.

Subscribers

With respect to information provided by AT&T in Exhibit 50-3 (“Postpaid Subscribers”), Exhibit 50-4 (“Prepaid Subscribers”), and Exhibit 50-5 (“Data Only Subscribers”) in its initial Response, the Commission has asked whether the information reported in Exhibits 50-3 and 50-4 includes the information reported for Exhibit 50-5. The information reported for “Postpaid Subscribers” (Exhibit 50-3) and “Prepaid Subscribers” (Exhibit 50-4) contains information for all such services, including information that is separately reported for “Data Only Subscribers” (Exhibit 50-5). That is, the information contained in Exhibit 50-5 for “Data Only Subscribers” is a subset of the information contained in Exhibits 50-3 and 50-4 for “Postpaid Subscribers” and “Prepaid Subscribers.”

With respect to information provided by AT&T in Exhibit 50-6 in its initial Response, the Commission has asked AT&T to provide a description of the cost, expense, and revenue elements used to develop “Total Acquisition Expense Per Gross Add,” “Cash System Expense Per User,” “Cost of Service Revenue,” and “Equipment Revenue” that appear in that Exhibit. Exhibit 50-6.1 submitted with the Supplemental Response identifies the cost, expense, and revenue elements used to develop “Total Acquisition Expense Per Gross Add,” “Cash System Expense Per User,” “Cost of Service Revenue,” and “Equipment Revenue” contained in Exhibit 50-6.

Handsets

With respect to the .csv file in Exhibit 50-10, provided with the Response, containing information responsive to the Commission’s request related to handsets, the Commission has asked whether the “Other Data Capable Devices” column in that file reflects 2G data usage, 3G

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data usage, or a combination of 2G and 3G usage. AT&T has confirmed that the “Other Data Capable Devices” column in Exhibit 50-10 reflects both 2G and 3G data usage.

ADDITIONAL SUPPLEMENTAL REQUEST:

The Commission has requested a document that maps the Company’s 84 engineering regions to CMA’s.

RESPONSE:

Information responsive to this Supplemental Request is included in Exhibit SUPP-1 to this Supplemental Response.