

August 9, 2011

**Via Hand Delivery**

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

FILED/ACCEPTED

AUG - 9 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,<sup>1</sup> 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 Fourth Supplemental Response providing further information sought by the Commission with respect to Requests 7, 45, and 48.

We are providing under separate cover the Highly Confidential version of this Fourth Supplemental Response and Confidential and Highly Confidential Exhibits to the Fourth Supplemental Response.

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

<sup>1</sup> 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 and July 19, 2011 ("Second Protective Order").

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

Sincerely,

A handwritten signature in blue ink that reads "David R. McAtee II /mms".

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)

REDACTED - FOR PUBLIC INSPECTION

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

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Federal Communications Commission  
Office of the Secretary

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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 )

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WT Docket No. 11-65

FOURTH 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

August 9, 2011

FOURTH 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

August 9, 2011

Introduction

AT&T Inc. (“AT&T”) provides this fourth supplemental response (the “Fourth 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 (“Response”), July 7, 2011 Supplemental Response (“Supplemental Response”), July 19, 2011 Second Supplemental Response (“Second Supplemental Response”), and July 27, 2011 Third Supplemental Response (“Third Supplemental Response”) including the defined terms, information and qualifications included therein.

Where a request seeks charts, spreadsheets or similar graphic or tabular information, or specific documents, responsive information is provided in exhibits to the Fourth Supplemental Response, numbered with reference to the specific request (e.g., Exhibit 7-1.1 provides supplemental information responsive to Request No. 7). A Fourth Supplemental Index of Exhibits is appended as Exhibit B.4.<sup>1</sup>

<sup>1</sup> A revised Third Supplemental Index of Exhibits is also appended hereto as Exhibit B.3 (Revised). On the original Exhibit B.3, the Bates numbers of two exhibits were inadvertently transposed.

**REDACTED – FOR PUBLIC INSPECTION**

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 and July 19, 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 Fourth Supplemental Response (as reflected where marked “[**Begin Confidential Information**] [ ] [**End Confidential Information**]”) and highly confidential information in, and exhibits to, the Fourth Supplemental Response (as reflected where marked “[**Begin Highly Confidential Information**] [ ] [**End Highly Confidential Information**]”). The redacted Fourth 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 Fourth 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 Fourth Supplemental Response are being delivered as instructed in the original Request.

**REDACTED – FOR PUBLIC INSPECTION**

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 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**

**7. REQUEST:**

**Provide all plans, analyses, and reports discussing the Proposed Transaction (except those discussing solely environmental, tax, human resources, OSHA, or ERISA issues), including:**

- a. all plans for changes in AT&T’s and T-Mobile USA’s operations, structure, policies, strategies, product offerings, corporate goals, financing, business, officers, employees or any other area of corporate activity as a result of the Proposed Transaction;**
- b. any other terms or conditions of the Proposed Transaction that were considered but are not reflected in the merger agreement between the parties or in the other documents supplied in response to this Request;**
- c. all terms and conditions were the Proposed Transaction not to be consummated; and**

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- d. the “break-up fee,” including how it was determined, and including presentations regarding the “break-up fee” to investors, investor analysts, industry analysts, bankers, or financial regulators.

**RESPONSE:**

Additional material responsive to this request is provided in Highly Confidential Exhibit 7-1.1.

**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:**

On July 26, 2011, AT&T submitted a paper entitled “AT&T/T-Mobile: Further Analysis Of Capacity, Spectrum Efficiency And Service Quality Gains From Network Integration” (“Efficiency Analysis”) by Professor Reed and Dr. Tripathi. AT&T is providing Exhibit 45-1.4, with Highly Confidential information and one public document responsive to this request related to the Efficiency Analysis.

The Commission has requested source documents or surveys used as the basis for Exhibit 8 (Nielsen Voice Results), Exhibit 9 (Satmetrix Net Promoter Scores 2011) and Exhibit 10 (Nielsen Net Promoter Scores) to the Applicants’ July 20, 2011 submission regarding the competitive significance of other wireless carriers on several so-called “key characteristics.”

AT&T is providing with this supplemental response the following:

- The source data used to generate Exhibit 8, provided in native Excel format as Highly Confidential Exhibit 45-1.5. The Excel file contains drive testing voice results for individual markets, as defined by Nielsen. AT&T obtains individual market-level drive testing results from Nielsen and then rolls up these market-level results to derive aggregated population-weighted national voice scores for each carrier, as set

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forth on the enclosed Excel document. These national voice results were provided previously in Exhibit 8.

- The complete Satmetrix report, *Net Promoter Industry Report 2011: Telecommunications - Cellular Phone Service*, as Confidential Exhibit 45-1.6. Page 4 of this report was used as the basis for Exhibit 9.
- The data AT&T obtained from Nielsen that was used to generate Exhibit 10, which is provided in native Excel format as Confidential Exhibit 45-1.7. The Excel file contains notes that summarize the methodology used by Nielsen at AT&T's request to generate these results.

Certain additional material sought by the Commission pursuant to Request Number 45 is provided in Highly Confidential Exhibit 45-1.8.

**48. REQUEST:**

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

**RESPONSE:**

**Voice and Data Traffic.** On July 22, 2011, the Commission asked AT&T to provide azimuth data by sector. AT&T has previously submitted two Exhibits (one for GSM and one for UMTS) containing information at the sector level. These Exhibits contain the following historical information through March, 2011: (1) USID; (2) band; (3) voice usage measured in Erlangs; (4) data usage measured in Erlangs (and estimated in KB); (5) the number of radios (TRXs) for GSM; and (7) CMA Number.<sup>2</sup> In response to the Commission's request for azimuth data by sector, AT&T has supplemented the March, 2011 sector-level data in these Exhibits with

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<sup>2</sup> These Exhibits were initially submitted on June 10, 2011 as Exhibit 48-12 (containing UMTS information) and 48-13 (containing GSM information). In response to subsequent Commission requests, AT&T has twice updated these Exhibits. On July 7, 2011, AT&T revised these Exhibits to include sector and band information (these revised Exhibits were submitted as Exhibits 48-12.1 and 48-13.1). On July 27, 2011, AT&T again provided updated Exhibit 48-13.1 (the GSM Exhibit) to include the number of radios (TRXs) by sector (this revised Exhibit was submitted as Exhibit 48-13.2).

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azimuth data as of July, 2011.<sup>3</sup> These Highly Confidential Exhibits are .csv files labeled Exhibit 48-12.2 and Exhibit 48-13.3.

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<sup>3</sup> [Begin Highly Confidential Information]  
[End Highly Confidential Information]