

August 19, 2011

Via Hand Delivery

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

FILED/ACCEPTED

AUG 19 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 Fifth Supplemental Response providing further information sought by the Commission with respect to Requests 7, 41, 45, 49, and 50.

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

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

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 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,

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)

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

FILED/ACCEPTED

AUG 19 2011

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

**FIFTH 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 19, 2011

**FIFTH 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 19, 2011

Introduction

AT&T Inc. ("AT&T") provides this fifth supplemental response (the "Fifth 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"), July 27, 2011 Third Supplemental Response ("Third Supplemental Response"), and August 9, 2011 Fourth Supplemental Response ("Fourth 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 Fifth Supplemental Response, numbered with reference to the specific request (e.g., Exhibit 50-13.1 provides supplemental information responsive to Request No. 50). A Fifth Supplemental Index of Exhibits is appended as Exhibit B.5.

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

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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**

- 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

7-1.2.

41. REQUEST:

Identify any person (including mobile wireless service providers) to whom the Company provides, pursuant to a roaming agreement, wholesale agreement, or other agreement, each relevant service for use by that person’s subscribers in a geographic area where that person does not offer mobile wireless services using its own network. For each person whose subscribers used the Company’s relevant services, provide a list, in .csv format, on a monthly basis and for each relevant area in which the relevant service is provided:

- a. the name of the person;
- b. the total of subscribers of the person using the Company’s relevant services;
- c. the total minutes or bytes, as relevant, of the Company’s relevant service used by the person’s subscribers;
- d. the total amount the Company charged the person for the Company’s relevant service used by that person’s subscribers; and
- e. the Company’s total sales of roaming services, total sales of wholesale services, and total sales of other such services, in dollars, minutes of use, and in bytes of data used separately for GSM, EDGE, WCDMA, UMTS, HSPA, and HSPA+.

RESPONSE:

With respect to information previously provided regarding roaming agreements, the Commission has asked for a definition of “Outcollect” and “Incollect.” Outcollect revenue is defined as payment received by AT&T (revenue) from other carriers as a result of those carriers’ subscribers roaming on AT&T’s coverage areas. Incollect expense is defined as payment made by AT&T (expense) to other carriers as a result of AT&T’s subscribers roaming on those carriers’ coverage areas.

The Commission has asked whether AT&T charges different roaming rates for different roaming locations for the same roaming partner. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

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:

The Commission has inquired whether it is possible to generate separate roaming traffic and revenue balance tables for 2G voice, 2G data, SMS, 3G voice, and 3G data. In response to a portion of this inquiry relating to roaming traffic volumes on AT&T's network, AT&T provides the enclosed Highly Confidential Microsoft Excel files entitled Exhibit 45-1.9 and Exhibit 45-1.10, which contain, respectively, AT&T's domestic and international roaming balance of trade in terms of traffic volumes (this supplements the information previously provided as part of Exhibit 45-1.1 in FCC-ATT-00046776 and FCC-ATT-00046781, which provided domestic and international balance of trade in terms of revenues). These Exhibits were created for the purpose of responding to the Commission's request for additional information. These Exhibits were not cited in the Public Interest Statement, nor were they provided to, reviewed by, or relied upon in preparing declarations in support of the Public Interest Statement. **[Begin Confidential**

Information]

[End

Confidential Information]

The Commission has also inquired about the availability of AT&T's roaming traffic volumes and expense information to its roaming partners (e.g., AT&T's voice, SMS, data traffic generated on its partner networks, and AT&T's payment to its roaming partners). In response to this inquiry, AT&T provides the enclosed Highly Confidential Microsoft Excel file entitled Exhibit 45-1.11, which contains AT&T's monthly Incollect roaming traffic volumes and expenses, by roaming partner, and separately for voice (GSM), data (GPRS), and SMS from January 2009 through March 2011. This Exhibit AT&T is providing in response to this question was created for the purpose of responding to the Commission's request for additional information. This Exhibit was not cited in the Public Interest Statement, nor was it provided to, reviewed by, or relied upon in preparing declarations in support of the Public Interest Statement.

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:

Billing and Porting Data

In response to the Commission's Supplemental Request for Information dated June 27, 2011, and revised Attachment B thereto, AT&T provided the data requested in Tables 1-4 in Exhibit 49-1.1. With respect to billing data, AT&T submits in Highly Confidential Exhibit 49-1.2 two .csv files containing data for the months June 2009 and February 2011, not previously submitted.

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The Commission has asked for a description of the file: fcc_price_plan_v3_999999.csv.
This contains **[Begin Confidential Information]**

[End Confidential Information]

The Commission inquired if **[Begin Confidential Information]**

[End

Confidential Information]

The Commission has inquired about certain plans **[Begin Confidential Information]**

[End Confidential Information]

With regard to porting data, the Commission has inquired about **[Begin Confidential Information]**

[End Confidential Information]

Device Sales

In response to the Commission's Supplemental Request for Information dated June 27, 2011, and Attachment D thereto, AT&T provided the data requested in Exhibit 49-1.1. The Commission has requested clarification on the two datasets provided: **[Begin Confidential Information]**

[End Confidential

Information]

The Commission has inquired about **[Begin Confidential Information]**

[End

Confidential Information]

The Commission has asked whether AT&T has a database of device features that could be merged by the device name or if the FCC_ID for each device could be provided. [Begin

Confidential Information]

[End Confidential

Information]

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:

Requests for Proposals

For Exhibit 50-2, previously submitted with regard to Requests for Proposals, the Commission has asked whether the number of lines for the contract can be provided. [Begin

Highly Confidential Information]

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[End

Highly Confidential Information]

Subscribers

(1) The Commission has requested confirmation with respect to subscribers reflected in (1) FCC-ATT-00018712.csv; (2) FCC-ATT-00018713.csv; and (3) FCC-ATT-00018714.csv, Exhibits 50-3, 50-4, and 50-5 respectively. AT&T confirms that (1) FCC-ATT-00018712.csv relates to postpaid subscribers; (2) FCC-ATT-00018713.csv relates to prepaid subscribers and (3) FCC-ATT-00018714.csv relates to data-only subscribers.

(2) The Commission has requested confirmation that AT&T **[Begin Highly Confidential Information]**

[End Highly Confidential Information] For prepaid services, AT&T maintains usage for longer periods, and AT&T provided that historical usage information in its original response.

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(3) For post-paid services, the Commission has requested an explanation of what is included in “overage revenues.” **[Begin Confidential Information]**

[End Confidential Information]

(4) The Commission has inquired about revenue information provided previously in Exhibits 50-3, 50-4, 50-5, and 50-6. Equipment revenues are contained in Exhibit 50-6 (Bates No. FCC-ATT-00018715), beginning on line 117. With respect to the “other revenues” category in Exhibits 50-3 (postpaid services), 50-4 (prepaid services), and 50-5 (data-only services), this category includes all revenue that are not included in the specified categories. Other revenue includes, for example, **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

(5) The Commission has inquired about the calculation of total revenues in Exhibits 50-3, 50-4, and 50-5. Exhibit 50-3 (postpaid services) separately identifies total, voice, data, messaging, other, and overage revenue. The last category – overage revenue – is a subset of the revenue reported for voice, data, and messaging. Accordingly, the reported total revenue is equal to the sum of the reported voice, data, messaging, and other revenue categories. Exhibit 50-4 (prepaid services) separately identifies voice, data, messaging, and other revenue. There are no

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overage revenues for prepaid services. Accordingly, the sum of all of the reported component revenue categories (*i.e.*, voice, data, messaging, and other) equals the reported total revenue. Exhibit 50-5 (data-only services) identifies total, data, other, and overage revenue. **[Begin Highly Confidential Information]**

[End Highly Confidential

Information]

(6) The Commission has inquired about certain negative values for voice and data revenues, and for gross additions in Exhibits 50-3, 50-4, and 50-5. **[Begin Highly Confidential Information]**

¹ **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

[End Highly

Confidential Information]

(7) The Commission has requested an explanation of the computation of ARPU and churn. [Begin Confidential Information]

[End Confidential Information]

Network Quality

(1) The Commission has inquired whether two .csv files previously submitted represent two separate networks.⁵ The file labeled Exhibit 50-13 presents 2G data, while the file labeled 50-14 provides 3G data. The Commission has asked whether those files can be aggregated.

² [Begin Highly Confidential Information]

[End Highly Confidential Information]

³ [Begin Confidential Information]

[End Confidential Information]

⁴ [Begin Confidential Information]
[End Confidential Information]

⁵ These two .csv files were submitted to the FCC on June 10, 2011 as Exhibits 50-13 and 50-14.

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Where possible, AT&T has aggregated the 2G and 3G data for call drops, call blocks and calls, as well as data drops and data requests. This data is provided in Highly Confidential Exhibit 50-15. The Company has not aggregated the 2G and 3G information for data speed, as data speed reflects data volume passed across the two separate networks, and thus combining this information would not be meaningful.

(2) The Commission has asked AT&T to provide signal strength (dBm) data by CMA and month. **[Begin Confidential Information]**

[End Confidential Information]

(3) The Commission has inquired about a .csv file regarding network quality for the 2G network, Exhibit 50-13, and certain data entries that appeared to be missing from the "Data Requests" column. AT&T is providing a revised file including those entries as Highly Confidential Exhibit 50-13.1.