

FILED/ACCEPTED

NOV 14 2011

Federal Communications Commission
Office of the Secretary

November 14, 2011

Via Hand Delivery

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

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 Eleventh Supplemental Response providing further information sought by the Commission.

We are providing under separate cover the Highly Confidential version of this Eleventh Supplemental Response and Confidential exhibits responsive to requests discussed in the Eleventh Supplemental Response.

Copies of the enclosed are 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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Marlene H. Dortch
November 14, 2011
Page 2

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

Sincerely,



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

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)

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

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

November 14, 2011

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

November 14, 2011

Introduction

AT&T Inc. (“AT&T”) provides this eleventh supplemental response (the “Eleventh 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”), 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”), and to the further requests contained in the October 27, 2011 letter from Ms. Renata B. Hesse, Senior Counsel to the Chairman for Transactions (the “October 27 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”), August 9, 2011 Fourth Supplemental Response (“Fourth Supplemental Response”), August 19, 2011 Fifth Supplemental Response (“Fifth Supplemental Response”), August 25, 2011 Sixth Supplemental Response (“Sixth Supplemental Response”), August 26, 2011 Seventh Supplemental Response (“Seventh Supplemental Response”), and October 31, 2011 Eighth Supplemental Response (“Eighth Supplemental Response”), November 3, 2011 Ninth Supplemental Response (“Ninth Supplemental

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Response”), and November 7, 2011 Tenth Supplemental Response (“Tenth Supplemental Response”), including the defined terms, information and qualifications included therein.

The Request, Supplemental Request, and October 27 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 Eleventh Supplemental Response (as reflected where marked “[**Begin Confidential Information**] [] [**End Confidential Information**]”) and highly confidential information in, and exhibits to, the Eleventh Supplemental Response (as reflected where marked “[**Begin Highly Confidential Information**] [] [**End Highly Confidential Information**]”). The redacted Eleventh 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 Eleventh 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.

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Additional copies of the unredacted Eleventh Supplemental Response are being delivered as instructed in the original Request.

In accordance with the Request, the Supplemental Request, the October 27 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

OCTOBER 27 REQUEST 5:

With regard to each of the periodic reports prepared by AT&T employees (such as planning, outlook, or forecast reports, prepared by specific divisions, task forces, etc.) that AT&T has previously provided to the Commission in this proceeding, an explanation of the drafting and finalization process AT&T uses in preparing the report, including the individuals responsible for each step of the drafting, reviewing and final approval process and who receive copies of the final version of the report (including, in all instances, each individual's job title or job description). Also, describe the levels of review required before any plans described in those documents are finalized. We seek information for the report generally, not for each periodic issuance; for example, with respect to a sales report that is prepared quarterly, we request one set of descriptions, not several separate descriptions for each quarterly sales report that has been provided (1st Quarter 2010, 2d Quarter 2010, etc.). To the

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extent the review process or participants in the review of a particular type of review change over time, however, please provide us with the required information for the time period of our request.

RESPONSE:

[Begin Confidential Information]

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[End Confidential Information]