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March 6, 2014

**VIA ELECTRONIC FILING**

Roger Sherman  
Chief  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

**Re: *Applications of Cricket License Company, LLC, et al., Leap Wireless International, Inc., and AT&T Inc. for Consent to Transfer Control of Authorizations, WT Docket No. 13-193***

Dear Mr. Sherman:

AT&T Inc. (“AT&T”) and Leap Wireless International, Inc. (“Leap”) d/b/a Cricket<sup>®</sup> have demonstrated that the transfer of control of Leap’s wireless telecommunications business, including AWS, PCS, and microwave licenses and international Section 214 authorizations held by Leap and certain of its subsidiaries, to AT&T will generate numerous significant public interest benefits without any harm to competition. Leap’s customers will enjoy access to AT&T’s nationwide 4G LTE/HSPA+ network, aggressive and better value rate plans, a better selection of handsets with advanced service capabilities and improved network experience and quality. In addition, existing and new customers of both AT&T and Leap will benefit from AT&T deploying Leap’s AWS and PCS spectrum, much of which is unused, to enhance AT&T’s LTE deployment.

The applicants believe that these public interest benefits will be achieved without any harm to competition, particularly given the challenges Leap is currently facing in the marketplace and the robust competitive characteristics of the prepaid customer segment. In view of the absence of any competitive harm and the abundant public interest benefits that will flow from the transaction, prompt approval will unquestionably advance the public interest. Nevertheless, in order to expedite approval of this transaction, AT&T makes the commitments set forth in Attachment A hereto, which are conditioned on and would take effect upon the closing of the transaction.

In accordance with the Commission's rules, this letter is being filed electronically with the Secretary for inclusion in the public record.

Sincerely,

A handwritten signature in black ink, appearing to be 'JM', with a long horizontal line extending to the right.

Joan Marsh

cc: Susan Singer  
Hillary Burchuk

## Attachment A

**\$40 Rate Plan:** For eighteen months following the merger's closing, AT&T will make available a prepaid rate plan for feature phones that includes unlimited talk, text, and data, in accordance with published speed policies, at a rate that will not exceed \$40 per month (including all taxes and fees).

**Spectrum Divestitures:** Within six months of the merger's closing, AT&T will file applications with the Commission to assign or transfer control of the amounts and type of spectrum in the geographic areas identified in Attachment B ("Divestiture Assets"). AT&T reserves the right, upon notice to the Bureau, to change the specific type of spectrum to be divested in any geographic area, based on further analysis performed after the merger's closing. Upon application by AT&T to the Bureau, the Bureau may grant one or more extensions, not to exceed 60 days in the aggregate, to allow AT&T further time to dispose of the Divestiture Assets. To the extent the applications are not filed by the relevant date, or by any extended date allowed by the Bureau, the Commission may require AT&T to surrender the Divestiture Assets.

**Roaming:** AT&T commits to honor the rates, terms and conditions of the CDMA roaming agreements that AT&T is assuming from Leap, and to offer CDMA voice and data roaming consistent with applicable Commission roaming rules, for so long as AT&T operates Leap's CDMA network. Nothing in this commitment will require AT&T to modify the rates, terms, or conditions of any CDMA roaming agreement it assumes from Leap.

### **Network Deployment – LTE Services:**

Within twelve months of the merger's closing, AT&T will deploy LTE service sufficient to provide coverage to 90% of the geographic area in two CMAs in South Texas: CMA112 (Corpus Christi, TX) and CMA128 (McAllen-Edinburg-Mission, TX).

Further, within twelve months of the merger's closing, AT&T will deploy LTE service sufficient to provide coverage to 50% of the geographic area in CMA281 (Laredo, TX), CMA670 (Texas RSA 19 – Atascosa), and CMA671 (Texas RSA 20 – Wilson), and to 40% of the geographic area in CMA669 (Texas RSA 18 – Edwards) and within eighteen months of the merger's closing, AT&T will deploy LTE service sufficient to provide coverage to 80% of the geographic area in CMA281 (Laredo, TX), CMA670 (Texas RSA 19 – Atascosa), and CMA671 (Texas RSA 20 – Wilson), and to 70% of the geographic area in CMA669 (Texas RSA 18 – Edwards).

These LTE deployment commitments are dependent on AT&T's ability to secure zoning and permitting for new equipment and to acquire or supplement high-speed backhaul transport as required for new sites as a predicate to deploying LTE in AT&T's network.

### **Network Deployment – Spectrum:**

AT&T has provided the Commission with detailed estimates of where it anticipates it will begin deploying Leap's unused, contiguous AWS-1 spectrum for LTE service within 90 days of the merger's closing and where it anticipates it will begin deploying Leap's unused AWS or PCS spectrum for LTE service within 12 months of the merger's closing. Within 30 days of the merger's closing, AT&T will provide updated estimates of where it anticipates it will begin deploying Leap's unused spectrum within 90 days and 12 months of the merger's closing. As part of the Progress Reports described below, AT&T commits to providing detailed quarterly reports outlining its progress toward completing the deployments set forth in the updated estimates.

**Progress Reports:** For two years following the date the merger closes, AT&T will file with the Commission a quarterly detailed report on the status of its implementation of these commitments and AT&T's progress on customer migration. If the network deployment commitments are not met within the two-year reporting period, this reporting requirement will be extended, with respect to those deployment commitments, until such time as those deployment commitments are fully met or waived by the FCC. Each such report will be due 30 days following the end of the calendar quarter covered by the report, and the first such report will cover the period from the merger's closing through the end of the first full calendar quarter thereafter.

**Attachment B**

<b>Geographic Area</b>	<b>Amount &amp; Type of Spectrum</b>
CMA 101 - Beaumont-Port Arthur, TX	20 MHz AWS
CMA 109 - Spokane, WA	10 MHz AWS
CMA 112 - Corpus Christi, TX	10 MHz AWS
CMA 128 - McAllen, TX	10 MHz AWS
CMA 162 - Brownsville TX	10 MHz AWS
CMA 171 - Reno, NV	10 MHz AWS
CMA 197 - Lake Charles, LA	20 MHz AWS
CMA 281 - Laredo, TX	10 MHz PCS
CMA 432 - Kansas 5 - Brown	10 MHz AWS (Atchison, Doniphan and Leavenworth counties) 10 MHz PCS (Brown and Jackson counties)
CMA 545 - Nevada 3 -Storey	10 MHz AWS
CMA 669 - Edwards TX-18	10 MHz AWS
CMA 671 - Texas 20 - Wilson (Aransas, Bee, Refugio, Karnes and Wilson only)	10 MHz AWS (Aransas, Bee and Refugio counties) 10 MHz PCS (Karnes and Wilson counties)