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April 14, 2014

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
445 Twelfth Street, SW
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*

HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO SECOND PROTECTIVE ORDER IN WT DOCKET NO. 13-193 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION - ADDITIONAL COPYING RESTRICTED

Dear Ms. Dortch:

On behalf of AT&T Inc. (“AT&T”), I am providing the Commission with updated information regarding (a) AT&T’s sale of Cricket Communications, Inc.’s (“Cricket”) interest in Flat Wireless, LLC (“Flat”);¹ (b) AT&T’s plans for divesting certain spectrum per AT&T’s commitments; and (c) AT&T’s plans for deploying LTE service over Leap unused spectrum within 90 days and 12 months of the AT&T/Leap merger’s closing on March 13, 2014.

Sale of Flat Wireless

AT&T committed to use its reasonable best efforts to sell Cricket’s minority interest in Flat as soon as practicable after consummation of the transaction with Leap, if Cricket still held that interest at the close of the AT&T/Leap transaction.² That interest has been purchased in full by Flat. Consequently, neither Cricket nor any other entity owned or controlled by AT&T owns an interest in Flat.

Spectrum Divestitures

AT&T’s plans for divesting Leap spectrum, pursuant to AT&T’s commitments to the Commission, are proceeding apace. AT&T has reached out to a wide range of potential purchasers, both directly and through intermediaries and expects responses soon. In connection

¹ Cricket is the subsidiary of Leap Wireless International, Inc. that was a Member of Flat.

² Memorandum Opinion and Order, DA 14-349 ¶¶ 158, 184 (WTB, IB rel. Mar. 13, 2014) (“Merger Order”); Fifth Supplemental Response of AT&T Inc. to Information and Discovery Request Dated November 8, 2013, at 3 (Mar. 6, 2014).

with this planning, AT&T has decided to divest 10 MHz of PCS and 10 MHz of AWS-1 spectrum in CMA101 (Beaumont-Port Arthur, TX), as opposed to 20 MHz of AWS-1 spectrum as originally stated, and 10 MHz of PCS spectrum in CMA128 (McAllen-Edinburg-Mission, TX) and CMA669 (Texas 18 – Edwards), as opposed to 10 MHz of AWS-1 spectrum as originally stated.³ Pursuant to the AT&T Commitment Letter, this letter notifies the Wireless Telecommunications Bureau of this substitution of spectrum bands.⁴

Spectrum Deployment

As required by the Merger Order,⁵ attached please find Highly Confidential lists of CMAs where AT&T anticipates it will begin deploying Leap's unused AWS-1 and PCS spectrum for LTE service within 90 days of the merger's closing⁶ and CMAs where AT&T anticipates it will begin deploying Leap's unused AWS-1 and PCS spectrum for LTE service within 12 months of closing. AT&T continues to evaluate its LTE deployment plans in light of spectrum utilization information received from Leap post-closing, interference concerns, and other technical considerations. As its analysis of this information continues, AT&T anticipates there will be further changes to these lists and will provide updates in the quarterly progress reports covering these 12 months.

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 read 'JM', followed by a horizontal line extending to the right.

Joan Marsh

Attachment

³ See AT&T Commitment Letter, Attachment B (Mar. 6, 2014) (providing the original statements). AT&T notes that Appendix D of the Merger Order incorrectly states that AT&T proposed to divest 10 MHz of AWS-1 spectrum in CMA281 (Laredo, TX). Attachment B of the AT&T Commitment Letter specifies that AT&T proposed to divest 10 MHz of PCS spectrum in that CMA; that remains AT&T's proposal.

⁴ See Merger Order ¶ 162 (noting that AT&T had reserved the rights to change between AWS-1 and PCS spectrum and citing AT&T Commitment Letter, Attachment A at 3).

⁵ *Id.* ¶ 164.

⁶ The 90-day list previously covered only CMAs where AT&T planned to deploy unused AWS-1 spectrum. AT&T's short-term deployment plans for Leap spectrum also encompass CMAs where AT&T expects to deploy unused Leap PCS spectrum within 90 days of closing.