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April 15, 2010

**VIA ECFS**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

Re: IB Docket No. 08-184: Notice of Ex Parte Presentation

Dear Marlene:

On Wednesday, April 14, 2010, representatives of AT&T Inc. met with FCC staff to discuss AT&T's pending petition for partial reconsideration ("Petition") of the March 26, 2010 order of the Chiefs of the International Bureau, the Office of Engineering and Technology, and the Wireless Telecommunications Bureau granting, with conditions, authority to transfer control of SkyTerra Subsidiary LLC to Harbinger Capital Partners Funds ("Order").

In attendance were Gary Phillips, Michael Goggin, Joan Marsh and David Lawson representing AT&T, Austin Schlick, Neil Dellar, Jim Bird, and Nandan Joshi of the Office of General Counsel, Paul de Sa of the Office of Strategic Planning, Mindel De La Torre, Roderick Porter, Linda Haller Sloan, Gardner Foster, Jim Ball, and Howard Griboff of the International Bureau, and James Schlichting and Paul Murray of the Wireless Telecommunications Bureau.

The AT&T representatives explained that although AT&T has no objection to the transfer of control approved by the Order, it is deeply concerned by the Bureaus' adoption of Conditions 1 and 3, which purport to require prior Commission approval of future lease, wholesale or other spectrum arrangements between SkyTerra and AT&T. We distributed and discussed slides from a recent presentation (attached) by Ralph de la Vega, President of AT&T Mobility and the current Chairman of CTIA-The Wireless Association, that documents the soaring demand for mobile broadband services. We explained that even with AT&T's industry-leading efforts to improve spectral efficiency through new technologies, cell-splitting, Wi-Fi and femtocell offloading and other initiatives, flexibility to access spectrum in the secondary market on an equal footing will remain essential to meet the needs of our customers. In this environment, singling AT&T out for disparate secondary market treatment through conditions that create regulatory hurdles that discourage other spectrum holders from attempting to make spectrum or

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even excess wholesale capacity available to AT&T is simply unacceptable. To do so without notice or explanation and through merger conditions that are unrelated to any merger-specific harms and inconsistent with established secondary market spectrum policy is inexplicable.

The AT&T representatives also summarized the legal objections to Conditions 1 and 3 raised in the Petition, discussed AT&T's standing to raise those objections, and explained why there is no possible reasoned basis for the challenged conditions (and thus no way that the fundamental APA violations could be "cured" in a subsequent Bureau or Commission order in this proceeding). As we explained, there is simply no meaningful connection between the "big is bad" nationwide "revenues" metric employed in the conditions and any market-specific factors (e.g., relative spectrum holdings and needs and market shares and concentration) that might conceivably be relevant to the competitive impact in any particular market of any future lease, wholesale or other spectrum-related arrangement between SkyTerra and any particular incumbent wireless carrier (whether AT&T or Sprint). There certainly is not – and will not be – any basis in the record of *this* merger proceeding to justify the additional secondary market regulation embodied in these conditions (or any variants that might be conceived). Accordingly, the only appropriate course is for the Bureaus (or the full Commission) immediately to reconsider the Order *sua sponte* and rescind Conditions 1 and 3. To the extent the Commission determines that further consideration of secondary market MSS spectrum transactions is warranted, it should initiate an industry wide rulemaking proceeding and conduct a thorough examination of the implications of any such restrictions, including the very real danger that increased secondary market regulatory burdens and uncertainty would undermine the Commission's National Broadband Plan and harm competition and consumers.

Please direct any questions to the undersigned.

Very truly yours,

/s/ David L. Lawson

David L. Lawson

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