

June 6, 2011

**BY ECFS**

Marlene H. Dortch, Esq.  
Secretary  
Office of the Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20002

**Re: *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer of Control of Licenses and Authorizations*  
WT Dkt No. 11-65, Request for Supplement to Second Protective Order**

Dear Ms. Dortch:

AT&T Inc. ("AT&T")<sup>1</sup> submits this letter to request that the Commission supplement the Second Protective Order it issued on April 27, 2011 in the above-referenced proceeding.<sup>2</sup> Specifically, AT&T seeks the same level of protection afforded by the Second Protective Order for certain additional information that was not covered by the Second Protective Order and that AT&T is likely to submit either in its response to the Commission's General Information Request dated May 27, 2011 or in Applicants' Joint Opposition to Petitions to Deny and Reply to Comments ("Joint Opposition") that is scheduled to be filed on June 10, 2011 in this proceeding.<sup>3</sup>

The information at issue includes some of AT&T's most sensitive business information. AT&T holds this information in strict confidence because its release would place it at a significant disadvantage in the highly competitive market for mobile wireless voice and data

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<sup>1</sup> AT&T, collectively with Deutsche Telekom AG ("Deutsche Telekom") and T-Mobile USA, Inc. ("T-Mobile"), will be referred to as "Applicants."

<sup>2</sup> *Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer of Control of Licenses and Authorizations*, WT Dkt No. 11-65, Second Protective Order, DA 11-753 (rel. April 27, 2011) ("Second Protective Order").

<sup>3</sup> AT&T is still preparing its responses to the General Information Request, and Applicants are still preparing the Joint Opposition. At this point, AT&T does not know with certainty what highly confidential information will be included in these submissions, but it is very likely that these submissions will include highly confidential information of the types described below. To be clear, however, AT&T is not making any definitive representations at this time as to what will or will not be included in these submissions.

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services.<sup>4</sup> In past transactional proceedings, the Commission has issued second protective orders to exclude access to such information by other parties' inside counsel who are not involved in competitive decision-making.<sup>5</sup> Similar protections are warranted in this proceeding.

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<sup>4</sup> See generally *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993: Annual Report & Analysis of Competitive Mkt. Conditions With Respect to Mobile Wireless, Including Commercial Mobile Servs.*, WT Dkt No. 09-66, Fourteenth Report, FCC 10-81 (rel. May 20, 2010).

<sup>5</sup> See *Applications Filed by Qwest Commc'ns International, Inc. and Centurytel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, Protective Order, 25 FCC Rcd. 15238, 15238-39, ¶ 3 (WCB 2010) ("*Qwest/CenturyLink Second Protective Order*"); *Applications of Comcast Corp., General Electric Co., and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, Second Protective Order, 25 FCC Rcd. 2140, 2140 ¶ 3 (MB 2010) ("*Comcast/NBCU Second Protective Order*"); *Business Broadband Marketplace*, Second Protective Order, 25 FCC Rcd. 14037, 14038, ¶ 3 (WCB 2010) ("*Broadband Second Protective Order*"); *Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations and Modify a Spectrum Leasing Arrangement*, Second Protective Order, 24 FCC Rcd. 14569, 14571, ¶ 6 (WTB 2010) ("*AT&T/Verizon Wireless Second Protective Order*"); *Applications of Cellco Partnership d/b/a Verizon Wireless and AT&T Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations and Request for Declaratory Ruling on Foreign Ownership*, Second Protective Order, 25 FCC Rcd 5580, 5581, ¶ 3 (WTB 2010) ("*Centennial Divestitures Second Protective Order*"); *Applications of AT&T Inc. & Centennial Commc'ns Corp. for Consent to Transfer Control of Licenses, Authorizations, & Spectrum Leasing Arrangements*, Second Protective Order, 24 FCC Rcd. 7182, 7183, ¶ 3 (WTB 2009) ("*AT&T/Centennial Second Protective Order*"); *Applications of Atlantic Tele-Network, Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations*, Second Protective Order, 24 FCC Rcd. 14559, 14560, ¶ 5 (WTB 2009) ("*ATN/Verizon Second Protective Order*"); *AT&T Inc. & BellSouth Corp. Applications for Approval of Transfer of Control*, Second Protective Order, 21 FCC Rcd. 7282, 7282-83, ¶ 3 (WCB 2006) ("*AT&T/BellSouth Second Protective Order*"); *Verizon Commc'ns Inc. & MCI, Inc. Applications for Approval of Transfer of Control*, Order Adopting Second Protective Order, 20 FCC Rcd. 10,420, 10,420-21, ¶ 3 (WCB 2005) ("*Verizon/MCI Second Protective Order*"); *Applications for the Transfer of Control of Licenses & Authorizations from Nextel Commc'ns, Inc. & Its Subsidiaries to Sprint Corp.*, Order Adopting Second Protective Order, 20 FCC Rcd. 9280, 9280-81, ¶ 3 (WTB 2005) ("*Sprint/Nextel Second Protective Order*"); *SBC Commc'ns Inc. & AT&T Corp. Applications for Approval of Transfer of Control*, Order Adopting Second Protective Order, 20 FCC Rcd. 8876, 8876-77, ¶ 3 (WCB 2005) ("*SBC/AT&T Second Protective Order*"); *News Corp., Gen. Motors Corp., & Hughes Elecs. Corp.*, Order Concerning Second Protective Order, 18 FCC Rcd. 15,198, 15,199, ¶ 3 (MB 2003) ("*News Corp./GM/Hughes Second Protective Order*"); *EchoStar Commc'ns Corp., Gen. Motors Corp., & Hughes Elecs. Corp.*, Order Adopting Second Protective Order, 17 FCC Rcd. 7415, 7416, ¶ 3 (MB 2002) ("*EchoStar/GM/Hughes Second Protective Order*").

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Most of the information for which AT&T seeks protection under the Second Protective Order has received such “second level protection” from the Commission under one or more prior second protective orders. In addition, AT&T also requests protection under the Second Protective Order for information that is comparable to the data to which the Commission has accorded second level protection in the past, even though there is no exact precedent.

Both kinds of information – and the justification for according second level protection to them – are set forth in further detail below. First, the following chart lists, by category, the kinds of information (or equivalent variants thereof) to which such protection has been accorded in the past, along with the specification numbers in the General Information Request pursuant to which AT&T is likely to produce such information in each category. Second, after the chart is a more detailed discussion of the reasons why protection under the Second Protective Order should be provided in this case.

Category of Information	Request Number(s)
Information that discusses in detail future plans to compete for a customer or specific groups or types of customers (e.g., business or wholesale customers), including future procurement strategies, pricing strategies, product strategies, advertising or marketing strategies, future business plans, technology implementation or deployment plans and strategies (e.g., plans for deployment of HSPA+, LTE, wireline broadband, or IPTV or engineering capacity planning documents), plans for handling acquired customers, and human resources and staffing strategies. <sup>6</sup>	1; 2; 3(b); 4(a)-(b); 5(c); 6 (except public docs for (c)); 7(a)-(b), (e)-(f); 8(b); 9; 10; 12; 13(a)-(e); 14; 15; 16; 17; 19; 20 (negotiations to acquire), 20(j)(vii), (j)(viii); 22; 24; 26; 27(b)-(e); 28; 29(b)-(g); 30; 31(a), (c); 32(a); 33; 34; 37; 38; 39; 40(a)-(b); 41; 50

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<sup>6</sup> *Qwest/CenturyLink Second Protective Order* at 15240, ¶ 6; Letter from William T. Lake, Chief, Media Bureau, to Michael H. Hammer, Willkie Farr & Gallagher LLP, A. Richard Metzger, Jr., Lawler, Metzger, Keeney & Logan, LLC, and David H. Solomon, Wilkinson Barker Knauer, LLP, MB Dkt 10-56, DA 10-635, at 5 (Apr. 30, 2010); *Broadband Second Protective Order* at 14039, ¶ 6; *Centennial Divestitures Second Protective Order* at 5583, ¶ 6; *AT&T/Centennial Second Protective Order* at 7184, ¶ 6; *AT&T/Verizon Wireless Second Protective Order* at 14572, ¶ 9; *ATN/Verizon Wireless Second Protective Order* at 14562, ¶ 9; *AT&T/BellSouth Second Protective Order* at 7283, ¶ 5; *Sprint/Nextel Second Protective Order* at 9281, ¶ 4; *SBC/AT&T Second Protective Order* at 8877, ¶ 4; *Verizon/MCI Second Protective Order* at 10421, ¶ 4; *News Corp./GM/Hughes Second Protective Order* at 15199, ¶ 3; *EchoStar/GM/Hughes Second Protective Order* at 7416, ¶ 3.

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Category of Information	Request Number(s)
Information that provides revenues and numbers of customers broken down by customer type (e.g., mobile wireless customers) and market area (e.g., CMA/MSA/RSA, DMA, state, regional cluster, or – for wireline information – the CLEC franchise area) or zip code. <sup>7</sup>	8; 50
Information that discloses the identity or characteristics (including identifying information about specific customer facilities) of specific customers (including their levels of demand) or of those a company is targeting or with whom a company is negotiating. <sup>8</sup>	13(b) (customers and potential customers); 17; 50
Information that discusses in detail the number or anticipated changes in the number of customers or amount of traffic, including churn rate data broken down by zip code or market and detailed information about why customers discontinue service. <sup>9</sup>	1; 2; 8(b); 19; 29(c)-(e); 41(b)-(e); 48; 49; 50

<sup>7</sup> See *Comcast/NBCU Second Protective Order* at 2143 ¶ 6; *AT&T/Verizon Wireless Second Protective Order* at 14572, ¶ 9; *AT&T/Centennial Second Protective Order* at 7184, ¶ 6; *AT&T/BellSouth Second Protective Order* at 7283, ¶ 5; *SBC/AT&T Second Protective Order* at 8877, ¶ 4; *Verizon/MCI Second Protective Order* at 10,421, ¶ 4; *News Corp./GM/Hughes Second Protective Order* at 15,199, ¶ 3; *EchoStar/GM/Hughes Second Protective Order* at 7416, ¶ 3. Indeed, in this very proceeding, Deutsche Telekom and T-Mobile received second-level protection for subscriber information provided at the regional cluster level – their markets, which are in some cases larger than states. See *Second Protective Order*, App. A (protecting Schedule 3.2q to the Seller Disclosure Letter).

<sup>8</sup> *Qwest/CenturyLink Second Protective Order* at 15240, ¶ 6; *AT&T/Verizon Wireless Second Protective Order* at 14572, ¶ 9; *Verizon/MCI Second Protective Order* at 10,421, ¶ 4; *AT&T/BellSouth Second Protective Order* at 7283, ¶ 5; *SBC/AT&T Second Protective Order* at 8877, ¶ 4.

<sup>9</sup> See *Comcast/NBCU Second Protective Order* at 2145, ¶ 6; *Qwest/CenturyLink Second Protective Order* at 15240, ¶ 6; *AT&T/BellSouth Second Protective Order* at 7283, ¶ 5; *SBC/AT&T Second Protective Order* at 8877, ¶ 4; *Verizon/MCI Second Protective Order* at 10,421, ¶ 4; see also *News Corp./GM/Hughes Second Protective Order* at 15,199, ¶ 3; *EchoStar/GM/Hughes Second Protective Order* at 7416, ¶ 3.

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Category of Information	Request Number(s)
Information that provides survey results showing why customers discontinue a Submitting Party's service. <sup>10</sup>	8(a)-(b)(ii)
Information that provides how a Submitting Party analyzes its competitors, including the sources and methods used to do so, any limits the Submitting Party has on using these data, and how it uses these data. <sup>11</sup>	1; 8(a)-(b) (to the extent it covers competitors); 9; 10; 11; 13(b), (f); 16; 31(c)(v)
Information that provides detailed or granular engineering capacity information or information about specific facilities, including collocation sites, cell sites, maps of network facilities, or information about the backhaul provider to a site. <sup>12</sup>	5(b), (c); 18; 23; 24; 30; 33; 48
Information that discusses in detail plans to construct new facilities. <sup>13</sup>	4(a)(ii); 7(a); 33; 50
Information that provides detailed technical performance data and test results. <sup>14</sup>	4(b)(i), (ii), (iv); 5(b)-(c); 22; 50
Information that provides granular information about a Submitting Party's current costs, market share, marginal revenue, and firm-specific price elasticities. <sup>15</sup>	3; 8(a); 9(e), (f); 11; 34; 40(c); 41(d)-(e); 49

<sup>10</sup> *Sprint/Nextel Second Protective Order* at 9281, ¶ 4.

<sup>11</sup> *Id.*

<sup>12</sup> See *Qwest/CenturyLink Second Protective Order* at 15240, ¶ 6; *Special Access for Price Cap Local Exchange Carriers*, Second Protective Order, 25 FCC Rcd. 17725, 17727, ¶ 6 (WCB 2010); *Broadband Second Protective Order* at 14405, ¶ 6; *AT&T/BellSouth Second Protective Order* at 7283, ¶ 5; *SBC/AT&T Second Protective Order* at 8877, ¶ 4; *Verizon/MCI Second Protective Order* at 10,421, ¶ 4.

<sup>13</sup> *Qwest/CenturyLink Second Protective Order* at 15240, ¶ 6; *Verizon/MCI Second Protective Order* at 10,421, ¶ 4; *SBC/AT&T Second Protective Order* at 8877, ¶ 4.

<sup>14</sup> *Sprint/Nextel Second Protective Order* at 9281, ¶ 4.

<sup>15</sup> *Comcast/NBCU Second Protective Order* at 2145, ¶ 6; *Centennial Divestitures Second Protective Order* at 5583, ¶ 6; *AT&T/Centennial Second Protective Order* at 7184, ¶ 6; *AT&T/Verizon Wireless Second Protective Order* at 14573, ¶ 9; *ATN/Verizon Second Protective*

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Category of Information	Request Number(s)
Information that discusses specific steps that will be taken to integrate companies or discussions of specific detail or disaggregated quantification of merger integration benefits or efficiencies (including costs, benefits, timeline, and risks of the integration). <sup>16</sup>	7(a)-(c); 12; 13(c)-(e); 24; 26; 28; 32(a); 34; 36
Information that details the terms and conditions of or strategy related to the company's most sensitive contracts. <sup>17</sup>	37; 38; 40

As detailed below, AT&T's response to the General Information Request will include information falling within the categories of information that the Commission has previously deemed worthy of protection under a second protective order:

- A. *Information that discusses in detail future plans to compete for a customer or specific groups or types of customers (e.g., business or wholesale customers), including future procurement strategies, pricing strategies, product strategies, advertising or marketing strategies, future business plans, technology implementation or deployment plans and strategies (e.g., plans for deployment of HSPA+, LTE, wireline broadband, or IPTV or engineering capacity planning documents), plans for handling acquired customers, and human resources and staffing strategies.*

Many of the Requests seek detailed information regarding AT&T's plans to compete for a customer or specific groups or types of customers, including the Submitting Party's future procurement strategies, deployment strategies, pricing strategies, product strategies, advertising or marketing strategies, detailed business models, or projections and plans relating to the proposed transaction ("Current and Forward-Looking Business Strategies and Plans").

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Footnote continued from previous page

*Order* at 14562, ¶ 9; *Sprint/Nextel Second Protective Order* at 9281, ¶ 4; *News Corp./GM/Hughes Second Protective Order* at 15,198, ¶ 2.

<sup>16</sup> See *Qwest/CenturyLink Second Protective Order* at 15240, ¶ 6; *AT&T/Centennial Second Protective Order* at 7184, ¶ 6; *SBC/AT&T Second Protective Order* at 8877, ¶ 4; *AT&T/BellSouth Second Protective Order* at 7283, ¶ 5; *Sprint/Nextel Second Protective Order* at 9281, ¶ 4; *Verizon/MCI Second Protective Order* at 10,421, ¶ 4.

<sup>17</sup> See *Comcast/NBCU Second Protective Order* at 2145, ¶ 6.

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Requests 1, 2, 3(b), 4(a)-(b), and 5(c) call for documents and information containing AT&T's strategic and future plans related to capacity constraints (or available capacity). In response to these Requests, AT&T likely will provide strategic plans identifying capacity and spectrum constraints (or availability) in specific markets and future plans to solve capacity constraints, including revenue and profit projections, acquisition plans, as well as strategies for underutilized networks and converting operations.

Requests 6 and 14 call for strategic and business plans discussing future products and services. In response to Request 6, AT&T likely will provide plans for new services or products, as well as other competitively sensitive strategic plans. In response to Request 14, AT&T likely will provide highly sensitive information related to research and development and product plans, such as its product roadmap. Much of this information likely is subject to nondisclosure agreements with manufacturers. Moreover, research and development documents and information regarding future products, by their very nature, necessarily are among AT&T's most confidential competitive information, often have very limited distribution within the company, and deserve the highest level of protection from public disclosure to competitors.

Requests 7(a)-(b), (e)-(f) and 12 seek plans, analyses, reports, and agreements related to the transaction, including plans related to future operations and structure, product offerings, and financing. In response, AT&T is likely to provide future plans for marketing and product or service strategies and likely will capture discussions related to payroll, human resources, and staffing. In response to Request 12, AT&T likely will provide proprietary analyses of the proposed transaction, including transaction simulations, econometric modeling, or similar analyses.

Requests 8(b) and 17 relate to AT&T's future plans to compete for customers and demand for mobile wireless services. In response to 8(b), AT&T likely will provide detailed churn data, disaggregated at the local level and by customer type, as well as documents containing customer surveys and studies indicating why customers left or switched from AT&T, customer acquisition costs, and bidding results for large customers. In response to Request 17, AT&T likely will provide plans, analyses, and reports regarding the substitution of mobile wireless for wired broadband services.

Requests 9, 10, 13(b), and 16 call for AT&T's Current and Forward-Looking Business Strategies and Plans discussing its competitors. In response to Request 9, AT&T likely will provide analyses of alternative transactions with its competitors, of its actual and potential competitors, and the competitive dynamics of the market for mobile wireless services. In response to Request 10, AT&T likely will produce analyses regarding reliability, reputation, and consumer perception of AT&T and its competitors. AT&T's response to Request 13(b) likely will discuss its plans, analyses, and reports regarding targeting of particular competitors. In response to Request 16, AT&T likely will produce documents discussing the competitive

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implications of standards setting for 700 MHz technologies, including LTE and LTE devices and equipment.

Request 13(a)-(e) seeks a broad range of plans, analyses, and reports related to AT&T's advertising, including plans for post-transaction marketing and advertising, targeting of particular customers or segments of customers, and post-transaction pricing. In response, AT&T is likely to provide sensitive marketing and advertising strategies, including post-transaction plans, and sensitive post-transaction branding and pricing plans.

In response to Requests 15, 20 (negotiations to acquire), and 20(j)(vii)-(viii), AT&T is likely to produce detailed and commercially sensitive information regarding the cost and valuation of spectrum, potential spectrum acquisitions, details of negotiations with third parties, strategies related to spectrum, and other highly sensitive documents.

Requests 19 and 31(a) call for information and documents discussing current and forward-looking spectrum usage analyses. Request 19 seeks information regarding current and projected uplink and downlink data usage figures, disaggregated by CMA, including pricing and spectrum efficiency assumptions. Request 31(a) calls for detailed information regarding AT&T's LTE deployment plans. In response to these Requests, AT&T is likely to produce documents such as projected customer database and usage requirements, current and projected customer base/spectrum exhaust data, and spectrum efficiency assumptions that form the bases for its competitive decision-making.

Requests 22, 24, 26, 27(b)-(e), 28, 29(b)-(g), 30, 31(a) and (c), 33, and 50 seek information discussing future deployment plans as well as the strategies following, and the network and spectrum efficiencies to be gained from, the proposed transaction. In response to Request 22, AT&T is likely to provide documents containing plans for deployment of HSPA+ and LTE, including capacity data and projections, efficiency of spectrum information, capacities, and other deployment-related planning. In response to Requests 24 and 26, AT&T likely will provide detailed data on the locations of overlapping coverage; integration of networks, switching facilities, cell sites, and backhaul facilities; consolidation and future plans for cell sites; and operational savings and cost synergies projections affecting AT&T's competitive posture. In response to Requests 27(b)-(e), AT&T likely will provide future LTE deployment plans/future deployment plans and strategies following the proposed transaction, on a granular level (by county). In response to Request 28, AT&T likely will provide plans, analyses, and reports discussing the potential effect of the proposed transaction on AT&T's deployment of LTE, including any discussions of the transition of subscribers from re-purposed spectrum and functional equivalents to LTE that might be deployed to meet projected demand. In response to Request 29(b)-(g), AT&T likely will provide plans discussing projected data transmission speeds; actual and forecasted traffic and busy hour analyses; total data tonnage; capacity; utilization rate; vertically integrated operations; or other technical or engineering factors required

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to attain any available cost savings or other efficiencies. In response to Request 30, AT&T likely will provide plans, analyses, and reports showing how the T-Mobile acquisition will allow AT&T to reduce redundant control channels and allow AT&T to redeploy additional spectrum in the combined company's UMTS network. In response to Request 31(a) and (c), AT&T likely will provide information and documents containing its detailed future plans for LTE deployment. In response to Request 33, AT&T likely will provide documents containing detailed data on the construction of new, or modification or closing of existing, facilities. In response to Request 50, AT&T likely will provide granular data regarding its planned spectrum for LTE deployment both with the transaction and absent the transaction.

Request 32(a) calls for internal plans, analyses, and reports comparing the spectrum efficiencies obtained from deployment of distributed antenna systems and Wi-Fi hotspots with those offered by the transaction. In response, AT&T is likely to provide engineering capacity planning documents.

Requests 34, 39, 40(a)-(b), and 41 call for Current and Forward-Looking Business Strategies and Plans related to roaming. AT&T's assessments of its needs for roaming, its roaming agreements with T-Mobile, and its roaming agreements with others, along with detailed roaming outcollect data, would be extremely valuable to other companies seeking to negotiate roaming agreements with AT&T or with third parties. Much of this information likely is subject to nondisclosure agreements. Moreover, as AT&T would not have equivalent information about its roaming partners, it would be disadvantaged in future roaming negotiations.

Request 37 calls for a list of all exclusive relevant product agreements presently in effect. Request 38 calls for all plans, analyses, and reports discussing the Company's plans regarding future relevant product agreements. As with Request 14, Requests 37 and 38 seek documents and information that are among AT&T's most confidential with extremely limited internal access. In response, AT&T is likely to reveal information regarding marketing strategies, product plans, pricing plans, wholesale agreements, and other sensitive and competitive data. Much of the information responsive to these Requests is likely subject to non-disclosure agreements with manufacturers. To the extent any expired exclusive contracts are provided in response to these Requests, they will reveal the course of dealing between AT&T and its manufacturing partners, which likely will repeat itself in any future agreements with the same partner. Not only would release of such information provide competitors with significant insight into any future exclusive contracts, but it also would give AT&T's manufacturing partners insight into the arrangements AT&T has with each of their competitors, causing them to lose some of their competitive advantages and diminishing the leverage that AT&T has in negotiations with its manufacturing partners.

In short, AT&T's responses to all of the foregoing Requests will reveal highly sensitive information regarding its Current and Forward-Looking Business Strategies and Plans. Such plans, strategies, and negotiations are among AT&T's and its vendors' and other business

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partners' (collectively, "Partners") most closely guarded secrets. Disclosure would allow a competitor to learn valuable information about AT&T's and its Partners' business plans and strategies and formulate responsive strategies. Knowledge of AT&T's network, integration, capacity and spectrum strategies, and LTE deployment plans, and its Partners' plans, and the timing of these plans, would enable competitors to target their pricing, advertising, and marketing as well as their capital plans in a way that would advantage them unfairly against AT&T and its Partners.

The responses to certain of these Requests also likely will contain sensitive technical data, including trade secrets, which AT&T and its Partners have expended considerable resources in developing. Disclosure of these data would provide competitors with significant information that could be used by these competitors in their own technical developments, and could be used to harm the competitive positions of AT&T and its Partners. Therefore, AT&T requests that the Commission apply the Second Protective Order to the Current and Forward-Looking Business Strategies and Plans (and related materials) to be produced in response to Requests 1; 2; 3(b); 4(a)-(b); 5(c); 6 (except public documents for (c)); 7(a)-(b), (e)-(f); 8(b); 9; 10; 12; 13(a)-(e); 14; 15; 16; 17; 19; 20 (negotiations to acquire), 20(j)(vii), (j)(viii); 22; 24; 26; 27(b)-(e); 28; 29(b)-(g); 30; 31(a), (c); 32(a); 33; 34; 37; 38; 39; 40(a)-(b); 41; and 50.

*B. Information that provides revenues and numbers of customers broken down by customer type (e.g., mobile wireless customers) and market area (e.g., CMA/MSA/RSA, DMA, state, regional cluster or - for wireline information - the CLEC franchise area) or zip code.*

Request 8 calls for plans, analyses, and reports related to churn, and customer acquisition, retention and marketing. The analyses likely to be provided in response to Request 8(a) may contain customer count information, disaggregated by geography and customer type. In response to Request 8(b), AT&T likely will provide plans, analyses, and reports containing detailed churn data, disaggregated by geography and by customer type, detailed information related to consumer preferences, consumer substitution, and results of marketing campaigns or promotions targeted at particular providers, geographic areas, wireless devices, or types of customers. In addition, AT&T likely will provide details on the bidding results for large customers. In response to Requests 8(c) and 8(d), AT&T likely will provide detailed company and competitor subscriber counts and market share and revenue data. In response to Request 50, AT&T likely will produce additional disaggregated subscriber data.

Revealing this information to competitors would enable them to forecast AT&T's capital and other investments in those geographic areas, make judgments about entry into business, target their marketing more precisely, and otherwise adjust their efforts to give them an unfair advantage in competing against AT&T. Accordingly, AT&T requests that the Commission apply the Second Protective Order to the information to be produced in response to Requests 8 and 50.

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- C. Information that discloses the identity or characteristics (including identifying information about specific customer facilities) of specific customers (including their levels of demand) or of those a company is targeting or with whom a company is negotiating.*

Certain requests seek documents and data that reveal the identity or characteristics of certain customers or specific customers AT&T is targeting or with whom AT&T is negotiating. Requests 13(b) and 17 seek plans, analyses and reports for targeting specific customers or customer segments, and analyzing substitute services (which may capture information about specific customers or potential customers). Request 50 calls for details of proposals made by customers with whom AT&T is negotiating. The responses to these Requests will reveal detailed customer information, knowledge of which would allow AT&T's competitors to benefit by targeting their advertising and marketing more precisely. Knowledge regarding requests for proposals submitted to AT&T might allow competitors to attempt to underbid AT&T or interfere with negotiations. Therefore, AT&T requests that the Commission extend the Second Protective Order to the responses to be produced in response to Requests 13(b); 17; and 50.

- D. Information that discusses in detail the number or anticipated changes in the number of customers or amount of traffic, including churn rate data broken down by zip code or market and detailed information about why customers discontinue service.*

Requests 1 and 2 seek information related to network traffic and capacity constraints, including information related to LTE deployment in specific geographic areas. In response, AT&T likely will provide information and documents containing strategic plans identifying capacity and spectrum constraints in specific markets, including discussions of the numbers of subscribers and the volume of traffic. In response to Request 8(b), AT&T likely will provide plans, analyses, and reports containing subscriber acquisition and retention data, including churn data, customer surveys and studies indicating why customers left the company, customer acquisition costs, and bidding results for large customers. These data will likely be granular to the local level.

Requests 19, 29(c)-(e), and 41(b)-(e) call for detailed information related to traffic volume. In response to Request 19, AT&T likely will provide details on current and projected customer counts and data usage, disaggregated by CMA. AT&T's response to Request 29(c)-(e) will contain analyses regarding traffic and busy hour projections, total data tonnage, and capacity utilization rates. AT&T's response to Requests 41(b)-(e) will contain detailed outcollect roaming volume use information, including the total outcollect roaming data or minutes usage, pricing, and sales disaggregated by service, technology, and by narrow geographic area. In addition, AT&T's responses to Requests 48, 49, and 50, will provide highly granular data regarding AT&T's voice and data traffic and subscribers.

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Knowledge of such data would reveal information about AT&T's specific customer demand and AT&T's plans for serving the demand, would enable competitors to analyze the strengths and weaknesses of their service offerings in comparison to AT&T's, and would give them an unfair advantage in competing for customers. In addition, much of these data is presented by period of time, and competitors could easily discern trends over time. Competitors with access to this highly sensitive customer information would be able to strategically target AT&T's customers on a very narrow geographic level. Accordingly, AT&T requests that the Commission extend the Second Protective Order to cover the responses to be produced in response to Requests 1; 2; 8(b); 19; 29(c)-(e); 41(b)-(e); 48; 49; and 50.

*E. Information that provides survey results showing why customers discontinue a Submitting Party's service.*

Request 8(a)-(b)(ii) calls for survey results showing why customers discontinue AT&T's service. In response to Request 8(a), AT&T likely will produce plans, analyses, and reports containing detailed buyer substitution and cross-price elasticity analyses. In response to Request 8(b)(i), AT&T likely will provide detailed churn data, disaggregated at the local level and by customer type. In response to Request 8(b)(ii), AT&T likely will provide documents containing customer surveys and studies indicating why customers left or switched from AT&T, customer acquisition costs, and bidding results for large customers.

The granularity of these data will provide competitors insights into the strengths and weaknesses of AT&T's service offerings, which could allow competitors to strategically adjust their pricing and marketing plans in response, and would give them an unfair advantage in competing for customers. In addition, much of this information is likely to be presented by period of time, and competitors could easily discern trends over time. Because of the competitive harm that would be inflicted upon AT&T from release of this information to competitors, AT&T requests that the Commission extend the Second Protective Order's coverage to the responses it will produce in response to Request 8(a)-(b)(i)-(ii).

*F. Information that provides how a Submitting Party analyzes its competitors, including the sources and methods used to do so, any limits the Submitting Party has on using these data, and how it uses these data.*

In response to Request 1, AT&T likely will provide documents containing strategic plans identifying capacity constraints relative to competitors. AT&T's response to Requests 8(a) and (b) will include internal buyer substitution and price elasticity analyses, customer acquisition, retention, and marketing data, and bidding results for large customers. In response to Request 9, AT&T likely will provide analyses of alternative transactions with its competitors, of its actual and potential competitors, and the competitive dynamics of the market for mobile wireless services. In response to Request 10, AT&T likely will produce analyses regarding reliability, reputation, and consumer perception of AT&T and its competitors. In response to Request 11,

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AT&T likely will provide a wide array of assessments of its competitors' pricing. AT&T's response to Requests 13(b) and (f) likely will discuss its plans, analyses, and reports regarding targeting of particular competitors and regarding their advertising and marketing. In response to Request 16, AT&T likely will produce documents discussing the competitive implications of standards setting for 700 MHz technologies, including LTE and LTE devices and equipment. In addition, Request 31(c)(v) calls for plans, analyses, and reports discussing the expected LTE coverage of AT&T's competitors.

Materials related to competitive data and analyses, including analyses of competitors, are among AT&T's most sensitive information. It is critically important that such information be shielded effectively from public disclosure, particularly disclosure to competitors, as it would reveal AT&T's internal assessments of these very same companies. Disclosure would allow competitors to react to this information in their own competitive analyses, and business and other strategies, giving them an unfair competitive advantage. Accordingly, AT&T requests that the Commission apply the Second Protective Order to the foregoing types of information produced in response to Requests 1; 8(a)-(b); 9; 10; 11; 13(b), (f); 16; and 31(c)(v).

*G. Information that provides detailed or granular engineering capacity information or information about specific facilities, including collocation sites, cell sites, maps of network facilities, or information about the backhaul provider to a site.*

Requests 5(b)-(c), 18, 24, 30, 33, and 48 call for information and documents containing detailed or granular analyses regarding the use of certain facilities and cell sites. In response to Requests 5(b)-(c), AT&T may provide analyses regarding underutilization of its network at a highly local level and its plans for underutilized networks, some of which may penetrate to a highly local level. Request 18 calls for information regarding cell site locations and capacities, including the percentage of cell sites collocated with specific competitors, disaggregated on a granular level (*i.e.*, by CMA). Request 23 calls for agreements with Verizon Wireless regarding preferential rights on collocation or backhaul. In response to Requests 24 and 33, AT&T likely will provide documents containing its business strategies for consolidating specific cell sites and for building, modifying, and closing particular physical facilities. These documents are likely to describe the particular facilities in a detailed fashion. In response to Request 30, AT&T likely will provide plans, analyses, and reports discussing how much control channel capacity is used to carry text message traffic on a detailed level. Request 48 calls for highly granular information regarding cell sites, network deployment, traffic, and backhaul.

The responses to these questions likely will contain sensitive information relating to AT&T's network plans and other engineering data that would be of enormous benefit to competitors. Knowledge of such data would reveal information about AT&T's specific customer demand and AT&T's plans for serving existing and potential customers, would enable competitors to analyze the strengths and weaknesses of their service offerings in comparison to

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AT&T's, and would give them an unfair advantage in competing for customers. Therefore, AT&T requests that the Commission apply the Second Protective Order to the foregoing types of information that may be produced in response to Requests 5(b)-(c); 18; 23; 24; 30; 33; and 48.

*H. Information that discusses in detail plans to construct new facilities.*

In response to Requests 4(a)(ii), 7(a), and 33, AT&T likely will provide plans, analyses, and reports discussing AT&T's proprietary business plans and strategies for building, modifying, and closing physical facilities, and adding cell sites and backhaul. Request 50 calls for AT&T's planned allocation of spectrum for its initial LTE deployment both assuming the transaction and absent the transaction, disaggregated on the local level (*i.e.*, by county). Knowledge of such strategic plans and analyses would enable competitors to adjust their own deployments, as well as pricing, advertising, and marketing, in a way that would advantage them unfairly against AT&T. Therefore, AT&T requests that the Commission apply the Second Protective Order to the documents and information it produces in response to Requests 4(a)(ii); 7(a); 33; and 50.

*I. Information that provides detailed technical performance data and test results.*

Request 4(b)(i), (ii), and (iv) calls for plans, analyses, and reports discussing past, current, and future difficulties in providing any relevant service relative to spectrum utilization and efficiency, capacity constraints, and various performance metrics. Request 5(b)-(c) calls for a list identifying by CMA where either AT&T or T-Mobile USA has underutilized networks and AT&T's plans, analyses, and reports regarding those underutilized networks, use or possible use of WCS spectrum, and the use of certain spectrum. Request 22 calls for documents discussing the current and projected performance characteristics of HSPA+ and LTE. Request 50 calls for detailed data regarding AT&T's network quality on a CMA-by-CMA basis. AT&T's response to these Requests likely will contain technical performance data and related documents, including test planning and results.

Disclosure of these data and documents would give competitors information they could use in their own technical developments and technology testing, as well as enable them to adjust their own business and marketing strategies to the competitive detriment of AT&T. Therefore, AT&T requests that the Commission apply the Second Protective Order to the documents and information it produces in response to Requests 4(b)(i), (ii), (iv); 5(b)-(c); 22; and 50.

*J. Information that provides granular information about a Submitting Party's current costs, market share, marginal revenue, and firm-specific price elasticities.*

Request 3 calls for documents containing AT&T's revenue and profit projections related to its future plans to solve capacity constraint problems. Request 8(a) calls for analyses of elasticities of demand for AT&T and cross-price elasticities with respect to competitors and the industry as a whole. Requests 9(e) and 9(f) call for analyses of competition with respect to the

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effect on pricing and output and supply and demand. AT&T's response to these Requests likely will contain cost data of the type that the Commission previously has found to be entitled to enhanced protection.

In response to Request 11, AT&T likely will provide a wide array of assessments related to its pricing. In response to Request 34, AT&T likely will provide an estimate of the cost savings AT&T expects to realize from avoiding certain roaming costs as a result of the proposed transaction. In response to Request 40(c), AT&T likely will provide detailed cost data regarding the cost of roaming or wholesale services. AT&T's response to Requests 41(d)-(e) likely will contain detailed outcollect roaming cost information, including the total outcollect roaming sales and AT&T's roaming rates, disaggregated by service, technology, and by narrow geographic area. AT&T's response to Request 49 likely will contain granular revenue and similar financial data disaggregated by time and CMA.

Knowledge of such granular data regarding AT&T's revenues and costs would enable competitors to make judgments about entry into business, target their marketing more precisely, forecast AT&T's capital and other investments in those geographic areas, and otherwise adjust their efforts to give them an unfair advantage in competing against AT&T. In addition, knowledge of AT&T's costs related to roaming or wholesale services would be valuable to other companies seeking to negotiate agreements for such services with AT&T and would place AT&T at a competitive disadvantage in such negotiations. Accordingly, AT&T requests that the Commission apply the Second Protective Order to the foregoing types of information that AT&T produces in response to Requests 3; 8(a); 9(e)-(f); 11; 34; 40(c); 41(d)-(e); and 49.

*K. Information that discusses specific steps that will be taken to integrate companies or discussions of specific detail or disaggregated quantification of merger integration benefits or efficiencies (including costs, benefits, timeline, and risks of the integration).*

In response to Requests 7(a)-(c) and 36, AT&T likely will provide documents discussing its plans for changes in operations and corporate structure, including revenue and payroll information and post-transaction strategic planning regarding employees and product offerings. Also, AT&T likely will discuss the negotiations with Deutsche Telekom and transactional terms and conditions that were considered but not adopted. In response to Requests 12 and 13, AT&T likely will provide information and documents related to its post-transaction strategic business plans, marketing and advertising strategies, and pricing plans. In response to Requests 24 and 26, AT&T likely will provide documents discussing its business strategy for consolidating cell sites and integrating physical components post-transaction, as well as detailed estimates and quantifications of operational savings and other cost synergies and savings. In response to Request 28, AT&T likely will provide documents discussing its strategic plans post-transaction regarding LTE deployment, competition for customers, including pricing, procurement, and advertising strategies. Request 32(a) asks for plans, analyses, and reports relating to the efficiencies of the transaction as compared to distributed antenna systems and Wi-Fi hotspots.

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Request 34 calls for detailed financial and market information related to the need for roaming post-transaction, disaggregated at the local level (*i.e.*, county).

The Commission previously has found such detailed information regarding plans for post-transaction network, customer and technology integration, as well as efficiencies, to be entitled to enhanced protection. Knowledge of these types of information would enable competitors to have a better understanding of AT&T's current operations as well as the detailed changes that will arise from the transaction. Such knowledge could facilitate competitors' strategic judgments about pricing their services and streamlining their own operations. In addition, knowledge of the timing and details of integration plans would enable competitors to target their pricing, advertising, and marketing in a way that would give them an unfair advantage against AT&T. Accordingly, AT&T requests that the Commission extend the Second Protective Order to cover the foregoing types of information that AT&T produces in response to Requests 7(a)-(c); 12; 13(c)-(e); 24; 26; 28; 32(a); 34; and 36.

L. *Information that details the terms and conditions of or strategy related to the company's most sensitive contracts.*

AT&T seeks enhanced confidential treatment for the documents and information related to its most sensitive contracts such as exclusive product agreements, future product agreements, and roaming and wholesale negotiations and agreements called for in Requests 37, 38, and 40, respectively. In the *Comcast/NBCU Second Protective Order*, the Commission granted enhanced confidential protection to information that discloses details of terms and conditions of or strategy related to retransmission consent agreements; reveals management practices associated with the development, protection, distribution, licensing, or airing of video programming; or otherwise relates to video programming and carriage agreements, programming rights, movie distribution rights, licenses, retransmission agreements, linear carriage agreements, VOD agreements, and online distribution agreements.<sup>18</sup> The product and roaming agreements called for in these Requests are agreements of equivalent sensitivity to AT&T as a mobile wireless services provider, as the retransmission consent and other programming agreements for MVPDs that were protected in *Comcast/NBCU*. Moreover, the Commission previously has held that information about roaming agreements is entitled to classification as highly confidential.<sup>19</sup>

Request 37 calls for detailed information related to exclusive product agreements in force from January 1, 2004 to the present, including those that remain in effect and those that have expired. Because of the nature of the information contained in them, most, if not all such contracts will be covered by nondisclosure agreements. In addition, even expired contracts

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<sup>18</sup> *Comcast/NBCU Second Protective Order* at 2145, ¶ 6.

<sup>19</sup> *AT&T/Verizon Wireless Second Protective Order* at 14571-72, ¶ 5.

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contain business terms that are likely to be replicated in present and future contracts. Thus, knowledge of an expired contract would give competitors significant insights into the contents of AT&T's most sensitive current agreements. Moreover, were another manufacturer to obtain access to an agreement, it would gain valuable competitive insight into its competitor's business and into the terms AT&T is likely to accept, which will benefit the manufacturer in negotiating with AT&T.

Request 38 calls for plans, analyses, and reports discussing AT&T's plans regarding future relevant product agreements. This request seeks documents and information that AT&T considers to be among its absolutely most sensitive. Accordingly, AT&T strictly limits access to information about future products. For example, in the Device Product Marketing Group, only seven AT&T employees have access to the information on AT&T's system for the purpose of creating what is internally referred to as the "Future Product Roadmap." This "Roadmap" is prepared on a periodic basis to update senior management on the status of to-be-launched products, including for example, information on product releases for the holiday season.

Request 40 calls for plans, analyses, and reports related to past or current roaming or wholesale negotiations or agreements. Such information would be extremely valuable to other companies seeking to negotiate roaming agreements with AT&T or with third parties. As AT&T would not have equivalent information about these other companies, it would be disadvantaged in such negotiations.

Accordingly, AT&T requests that the Commission apply the Second Protective Order to the documents and information related to exclusive product, future product, and roaming and wholesale agreements that AT&T provides in response to Requests 37; 38; and 40.

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Moreover, in light of the voluminous number of documents being produced in response to the General Information Requests, it will not be practicable for AT&T to identify the precise portions of documents that are highly confidential. Accordingly, AT&T requests that any documents that contain highly confidential information pursuant to the Second Protective Order may be designated as highly confidential in their entirety.

Respectfully submitted,



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