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June 7, 2011

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VIA ECFS

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

Dear Ms. Dortch:

Deutsche Telekom AG (“Deutsche Telekom”) and T-Mobile USA, Inc. (“T-Mobile USA”) (collectively the “Companies” and collectively with AT&T Inc., the “Applicants”) hereby request, pursuant to the *Second Protective Order* in the above-referenced proceeding,¹ enhanced confidential treatment for certain information and documents to be provided by the Companies in response to the Commission’s May 27, 2011 Information and Discovery Request.² Specifically, the Companies seek 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 the Companies are likely to submit either in their response to the Commission’s Information and Discovery 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.³

All of the information for which highly confidential treatment is sought constitutes some of the Companies’ most sensitive business information and is not information that the Companies typically disclose. The Companies hold this

¹ *Applications of AT&T Inc. and Deutsche Telekom AG, For Consent to Assign or Transfer Control of Licenses and Authorizations*, Second Protective Order, WT Docket No. 11-65, DA 11-752 (rel. Apr. 27, 2011) (“*Second Protective Order*”).

² *Applications of AT&T Inc. and Deutsche Telekom AG, For Consent to Assign or Transfer Control of Licenses and Authorizations*, Information and Discovery Request for Deutsche Telekom AG, WT Docket No. 11-65 (rel. May 27, 2011) (“*Information and Discovery Request*”).

³ The Companies are still preparing their responses to the General Information Requests and Applicants are still preparing the Joint Opposition. At this point, they do not know with certainty what highly confidential information will be included in these submissions, but it is very likely that their submissions will include highly confidential information of the types described below. To be clear, however, the Companies are not making any definitive representations at this time as to what will or will not be included in these submissions. Indeed, the Companies are not making a definitive representation that they possess documents responsive to all of the requests.

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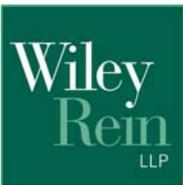
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information in strict confidence because its release would place them at a significant disadvantage in the highly competitive market for mobile wireless voice and data services.⁴ Accordingly, the Companies request that the Commission allow the categories of information and documents listed below to be designated as “Highly Confidential Information” under the *Second Protective Order*. 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.⁵ Similar protections are warranted in this proceeding.

⁴ 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).

⁵ 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*



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Most of the information for which the Companies seek 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, the Companies also request 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 the Companies are 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. ⁶	1(b); 2(a)-(b); 3(c); 4; 5(a)-(b), (d)-(f); 6(b); 7; 8; 10; 11(a)-(e); 12; 13; 14; 15; 16; 17; 19; 20 (negotiations to acquire), 20(j)(vii), (j)(viii); 22; 23; 24; 25; 26; 27; 28; 29(a); 30; 31; 32; 34; 35; 36; 37(a)-(b); 38; 47

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*”).

⁶ *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,



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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. ⁷	6; 13; 14; 46; 47
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. ⁸	11(b) (customers and potential customers); 13; 14; 17; 47

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.

⁷ 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 USA 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).

⁸ *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.



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Category of Information	Request Number(s)
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. ⁹	6(b); 13; 14; 19; 27(c)-(e); 38(b)-(e); 45; 46; 47
Information that provides survey results showing why customers discontinue a Submitting Party's service. ¹⁰	6(a), 6(b)(i)-(ii); 13; 14
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. ¹¹	6(a)-(b) (to the extent it covers competitors); 7; 8; 9; 11(b), (f); 13; 14; 16
Information that provides detailed or granular engineering capacity information or information about specific facilities, including collocation sites, cell sites, maps of network facilities, information about the backhaul provider to a site. ¹²	1; 3(b)-(c); 4(b); 13; 14; 18; 19; 23; 24; 27; 28; 29(b); 30; 45

⁹ 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.

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

¹¹ *Id.*

¹² 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.



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Category of Information	Request Number(s)
Information that discusses in detail plans to construct new facilities. ¹³	2(a)(ii); 5(a); 13; 14; 30; 47
Information that provides detailed technical performance data and test results. ¹⁴	2(b)(i)-(ii), (iv); 3(b)-(c); 13; 14; 22; 27; 47
Information that provides granular information about a Submitting Party's current costs, market share, marginal revenue, and firm-specific price elasticities. ¹⁵	1; 4.b-d; 6(a); 7(e), (f); 8(a); 9; 13; 14; 24; 31; 37(c); 38(d)-(e); 46; 47
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). ¹⁶	5(a)-(c); 10; 11(c)-(e); 23; 26; 28; 29(a); 31; 32; 33
Information that details the terms and conditions of or strategy related to the company's most sensitive contracts. ¹⁷	12; 13; 14; 24; 25; 32; 34; 35, 36; 37; 38(d)

¹³ *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.

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

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

¹⁶ *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.

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

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As detailed below, the Companies' 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 the Companies' 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").

Requests 1(b), 2(a)-(b), and 3(c) call for documents and information containing the Companies' strategic and future plans related to capacity constraints (or available capacity). In response to these Requests, the Companies 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 4 and 12 call for strategic and business plans discussing future products and services. In response to Request 4, the Companies likely will provide plans for new services or products, as well as other competitively sensitive strategic plans. In response to Request 12, the Companies likely will provide highly sensitive information related to research and development and product plans, as well as information regarding the introduction or possible introduction of new pricing plans, products, and services. Much of this information likely is subject to nondisclosure agreements with manufacturers. Moreover, research and

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development documents and information regarding future products, by their very nature, necessarily are among the Companies' most confidential competitive information, often have very limited distribution within T-Mobile USA and/or Deutsche Telekom, and deserve the highest level of protection from public disclosure to competitors.

Requests 5(a)-(b), (d)-(f) and 10 seek plans, analyses, reports, and agreements related to the transaction, including plans related to future operations and structure, product offerings, and financing. The documents produced in response to these requests are likely to contain highly sensitive business information and analysis of the proposed transaction, including future plans. In response to Request 10, the Companies likely will provide proprietary analyses of the proposed transaction, including transaction simulations, econometric modeling, or similar analyses.

Requests 6(b) and 17 relate to T-Mobile USA's future plans to compete for customers and demand for mobile wireless services. In response to 6(b), the Companies likely will provide detailed churn data for T-Mobile USA, 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 T-Mobile USA, customer acquisition costs, and bidding results for large customers. In response to Request 17, T-Mobile USA likely will provide plans, analyses, and reports regarding the substitution of mobile wireless for wired broadband services.

Requests 7, 8, 11(b), and 16 call for the Companies' Current and Forward-Looking Business Strategies and Plans discussing T-Mobile USA's competitive positioning and T-Mobile USA's competitors. In response to Request 7, the Companies likely will provide analyses of alternative transactions with competitors of T-Mobile USA, of its actual and potential competitors, and the competitive dynamics of the market for mobile wireless services. In response to Request 8, the Companies likely will produce analyses regarding reliability, reputation, and consumer perception of T-Mobile USA and its competitors. The Companies' response to Request 11(b) likely will discuss T-Mobile USA's plans, analyses, and reports regarding targeting of particular competitors. In response to Request 16, the Companies likely will produce documents discussing competition in the provision of services with respect to next-generation technologies.

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Request 11(a)-(e) seeks a broad range of plans, analyses, and reports related to T-Mobile USA's advertising, including plans for changes in marketing or advertising as a result of the Proposed Transaction and targeting of particular customers or segments of customers. Documents produced in response to this request are likely to provide sensitive marketing and advertising strategies and future pricing strategies.

Request 13 seeks a broad range of plans, analyses, and reports discussing the steps T-Mobile USA has taken and plans to take to implement the plans and strategies discussed in the January 20, 2011 presentation to investors. Request 13 also seeks all documents used in the preparation of this presentation. These documents include information on T-Mobile USA's financial performance and competitive strategies, including strategies regarding pricing, products, advertising, marketing, and network planning. Access to these documents would enable competitors to forecast the Company's future behavior and to anticipate and adjust their plans in accordance with the Companies' planned strategies.

Request 14 seeks a broad range of documents discussing whether Deutsche Telekom should require T-Mobile USA to fund itself, including analysis of risks, costs, spectrum issues, competitive issues, and other potential sources of capital. This request will produce documents that contain highly sensitive business information on the Companies' strategic plans, including plans for products, services, pricing, marketing, and advertising.

In response to Requests 15, 20 (negotiations to acquire), and 20(j)(vii)-(viii), the Companies are 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.

Request 19 calls for information and documents discussing current and forward-looking spectrum usage analyses, information regarding current and projected uplink and downlink data usage figures, disaggregated by CMA, including pricing and spectrum efficiency assumptions. In response to this Request, the Companies are 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.

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Requests 22, 23, 26, 27, 28, 30, and 47 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, the Companies are likely to provide documents containing confidential analyses of technology standards, which informed key strategic decisions integral to the Companies' network planning. In response to Requests 24 and 26, the Companies 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 the Companies' competitive posture. In response to Request 27, the Companies likely will provide plans discussing spectrum requirements, 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 to attain any available cost savings or other efficiencies. In response to Request 28, the Companies likely will provide plans, analyses, and reports showing how the Merged Company will be able to reduce redundant control channels and achieve channel pooling efficiencies. In response to Request 30, the Companies likely will provide documents containing detailed data on the construction of new, or modification or closing of existing, facilities. In response to Request 47, the Companies likely will provide granular data regarding T-Mobile USA's spectrum holdings and deployments, as well as customer bidding strategy.

Request 24 seeks a broad range of plans, analyses, and reports discussing T-Mobile USA's purchases of backhaul capacity. Internal assessments of T-Mobile USA's backhaul capacity needs, as well as discussion of future plans regarding backhaul would be extremely valuable to other companies seeking to negotiate backhaul arrangements with T-Mobile USA or with third parties. As the Companies would not have equivalent information about others' needs and strategies, it would be disadvantaged in future backhaul negotiations.

Request 25 seeks a broad range of plans, analyses, and reports discussing possible modifications of terms for providing backhaul. This request may produce documents regarding the Companies' forward-looking strategies regarding backhaul. This information would be extremely valuable to other companies seeking to negotiate backhaul arrangements with T-Mobile USA or with third

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parties. As the Companies would not have equivalent information about others' strategies, it would be disadvantaged in future backhaul negotiations.

Request 29(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, the Companies are likely to provide engineering capacity planning documents.

Requests 31, 32, 36, 37(a)-(b), and 38 call for detailed information regarding roaming, as well as Current and Forward-Looking Business Strategies and Plans regarding roaming. Internal assessments of roaming needs, the specifics of roaming agreements with AT&T and others, and other detailed roaming data would be extremely valuable to other companies seeking to negotiate roaming agreements with T-Mobile USA or with third parties. Much of this information likely is subject to nondisclosure agreements. Moreover, as T-Mobile USA would not have equivalent information about its roaming partners, it would be disadvantaged in future roaming negotiations.

Request 34 calls for a list of all exclusive relevant product agreements presently in effect. Request 35 calls for all plans, analyses, and reports discussing the Companies' plans regarding future relevant product agreements. Requests 34 and 35 seek documents and information that are highly proprietary. In response, the Companies are 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 T-Mobile USA 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 T-Mobile USA's manufacturing partners insight into the arrangements T-Mobile USA has with each of its competitors, causing them to lose some of their competitive advantages and diminishing the leverage that T-Mobile USA has in negotiations with its manufacturing partners.

In short, the Companies' responses to all of the foregoing Requests will reveal highly sensitive information regarding their Current and Forward-Looking Business Strategies and Plans. Such plans, strategies, and negotiations are among

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the Companies' and their vendors' and other business partners' (collectively, "Partners") most closely guarded secrets. Disclosure would allow a competitor to learn valuable information about the Companies' and their Partners' business plans and strategies and formulate responsive strategies. Knowledge of T-Mobile USA's network, integration, capacity and spectrum strategies, and network 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 T-Mobile USA and its Partners.

The responses to certain of these Requests also likely will contain sensitive technical data, including trade secrets, which the Companies and their 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 T-Mobile USA and its Partners. Therefore, the Companies request 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(b); 2(a)-(b); 3(c); 4; 5(a)-(b), (d)-(f); 6(b); 7; 8; 10; 11(a)-(e); 12; 13; 14; 15; 16; 17; 19; 20 (negotiations to acquire), 20(j)(vii), (j)(viii); 22; 23; 24; 25; 26; 27; 28; 29(a); 30; 31; 32; 34; 35; 36; 37(a)-(b); 38; and 47.

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 6 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 6(a) may contain customer count information, disaggregated by geography and customer type. In response to Request 6(b), the Companies 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, the Companies likely will provide details on the bidding results for large customers. In response to Requests 6(c) and 6(d), the

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Companies likely will provide detailed company and competitor subscriber counts and market share and revenue data. In response to Requests 46 and 47, the Companies likely will produce additional disaggregated subscriber data.

Requests 13 and 14 call for all documents used in the preparation of T-Mobile USA's January 20, 2011 Investor Day presentation as well as all documents discussing whether Deutsche Telekom should require T-Mobile USA to fund itself. Several of these documents may contain detailed subscriber data.

Revealing this information to competitors would enable them to forecast the Companies' 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 T-Mobile USA. Accordingly, the Companies that the Commission apply the Second Protective Order to the information to be produced in response to Requests 6, 13, 14, 46 and 47.

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 T-Mobile USA is targeting or with whom T-Mobile USA is negotiating. Requests 11(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 47 calls for details of proposals made by customers with whom T-Mobile USA is negotiating. Finally, as stated above, Requests 13 and 14 will likely produce documents covering a wide range of subjects, including information that discloses the identity or characteristics of specific customers targeted by T-Mobile USA.

The responses to these Requests will reveal detailed customer information, knowledge of which would allow T-Mobile USA's competitors to benefit by targeting their advertising and marketing more precisely. Knowledge regarding requests for proposals submitted to T-Mobile USA might allow competitors to attempt to underbid T-Mobile USA or interfere with negotiations. Therefore, T-

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Mobile USA requests that the Commission extend the Second Protective Order to the responses to be produced in response to Requests 11(b), 13, 14, 17, and 47.

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.

In response to Request 6(b), T-Mobile USA 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.

As stated above, Requests 13 and 14 will likely produce documents covering a wide range of subjects, including detailed traffic information regarding T-Mobile USA's network and how that has influenced the Companies' strategies and Deutsche Telekom's evaluation of T-Mobile USA.

Requests 19, 27(c)-(e) and 38(b)-(e) call for detailed information related to traffic volume. In response to Request 19, the Companies likely will provide detailed and projected customer counts and data usage, disaggregated by CMA. T-Mobile USA's response to Request 27(c)-(e), will contain analyses regarding traffic and busy hour projections, total data tonnage, and capacity utilization rates. T-Mobile USA's response to Requests 38(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, T-Mobile USA's responses to Requests 45, 46, and 47, will provide highly granular data regarding T-Mobile USA's voice and data traffic and subscribers.

Knowledge of such data would reveal information about T-Mobile USA's specific customer demand and T-Mobile USA's plans for serving the demand, would enable competitors to analyze the strengths and weaknesses of their service offerings in comparison to T-Mobile USA'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 T-Mobile USA's customers on a very narrow geographic

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level. Accordingly, the Companies request that the Commission extend the Second Protective Order to cover the responses to be produced in response to Requests 6(b), 13, 14, 19, 27(c)-(e), 38(b)-(e), 45, 46, and 47.

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

Request 6(a)-(b)(ii) calls for survey results showing why customers discontinue T-Mobile USA's service. In response to Request 6(a), the Companies likely will produce plans, analyses, and reports containing detailed buyer substitution and cross-price elasticity analyses. In response to Request 6(b)(i), the Companies likely will provide detailed churn data, disaggregated at the local level and by customer type. In response to Request 6(b)(ii), the Companies likely will provide documents containing customer surveys and studies indicating why customers left or switched from T-Mobile USA, customer acquisition costs, and bidding results for large customers. As stated above, Requests 13 and 14 will likely produce documents covering a wide range of subjects, including survey results showing why customers discontinue T-Mobile USA service and how these results have influenced the Companies' strategies and Deutsche Telekom's evaluation of T-Mobile USA.

The granularity of these data will provide competitors insights into the strengths and weaknesses of T-Mobile USA'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 T-Mobile USA from release of this information to competitors, the Companies request that the Commission extend the Second Protective Order's coverage to the responses it will produce in response to Requests 6(a) and 6(b)(i)-(ii), as well as Requests 13 and 14.

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.*

The Companies' response to Requests 6(a) and (b) will include internal buyer substitution and price elasticity analyses, customer acquisition, retention, and marketing data, and/or bidding results for large customers. In response to Request

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7, the Companies 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 8, the Companies likely will produce analyses regarding reliability, reputation, and consumer perception of T-Mobile USA and its competitors. In response to Request 9, T-Mobile USA likely will provide a wide array of assessments of its competitors' pricing. The Companies' response to Requests 11(b) and (f) likely will discuss their plans, analyses, and reports regarding targeting of particular competitors and regarding their advertising and marketing. In response to Request 16, the Companies likely will produce documents discussing the competitive implications of standards setting for 700 MHz technologies, including LTE and LTE devices and equipment. As stated above, Requests 13 and 14 will likely produce documents covering a wide range of subjects, including detailed competitive analysis and how the results of that analysis have influenced the Companies' strategies and Deutsche Telekom's evaluation of T-Mobile USA.

Materials related to competitive data and analyses, including analyses of competitors, are among the Companies' most sensitive information. It is critically important that such information be shielded effectively from public disclosure, particularly disclosure to competitors, as it would reveal the Companies' 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, the Companies request that the Commission apply the Second Protective Order to the foregoing types of information produced in response to Requests 6(a)-(b); 7; 8; 9; 11(b) and (f); 13; 14; and 16.

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.

Request 1 may involve the production of documents providing detail on capacity or spectrum constraints and potential engineering solutions to resolve these constraints. Requests 3(b)-(c), 18, 23, 28, 30, and 45 call for information and documents containing detailed or granular analyses regarding the use of certain facilities and cell sites. In response to Requests 3(b)-(c), the Companies may provide analyses regarding underutilization of T-Mobile USA's network at a highly

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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). In response to Requests 23 and 30, the Companies may 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 28, the Companies 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 45 calls for highly granular information regarding cell sites, network deployment, traffic, and backhaul.

Request 4(b) may discuss detailed engineering capacity data in connection with plans to improve service quality and capacity. Request 19 calls for detailed information on data usage and currently-used technologies on a disaggregated basis. Request 24 calls for information on cell sites where T-Mobile USA purchases backhaul capacity and plans, analyses, and reports discussing the purchasing of backhaul capacity. Request 27 may result in the production of detailed information on spectrum requirements, transmission speeds, traffic data, data usage, capacity data, and other technical and engineering data. Request 29(b) calls for granular information regarding the location of femtocells, picocells, and Wi-Fi hotspots.

Further, and as stated above, Requests 13 and 14 will likely produce documents covering a wide range of subjects, including engineering capacity data and how granular data about network elements have influenced the Companies' strategies and Deutsche Telekom's evaluation of T-Mobile USA.

The responses to these questions likely will contain sensitive information relating to T-Mobile USA's network plans and other engineering data that would be of enormous benefit to competitors. Knowledge of such data would reveal information about T-Mobile USA's specific customer demand and its plans for serving existing and potential customers, would enable competitors to analyze the strengths and weaknesses of their service offerings in comparison to T-Mobile USA's, and would give them an unfair advantage in competing for customers. Therefore, the Companies request that the Commission apply the Second Protective Order to the foregoing types of information that may be produced in response to Requests 1, 3(b)-(c), 4(b), 13, 14, 18, 19, 23, 24, 27, 28, 29(b), 30, and 45.

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

In response to Requests 2(a)(ii), 5(a), and 30, the Companies likely will provide plans, analyses, and reports discussing T-Mobile USA's proprietary business plans and strategies for building, modifying, and closing physical facilities, and adding cell sites and backhaul. Request 47 calls for T-Mobile USA's planned allocation of spectrum for its future network deployment both assuming the transaction and absent the transaction, disaggregated on the local level (*i.e.*, by county).

As stated above, Requests 13 and 14 will likely produce documents covering a wide range of subjects, including future facilities construction and network deployment plans and how these plans have influenced the Companies' strategies and Deutsche Telekom's evaluation of T-Mobile USA.

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 T-Mobile USA. Therefore, the Companies request that the Commission apply the Second Protective Order to the documents and information it produces in response to Requests 2(a)(ii), 5(a), 13, 14, 30, and 47.

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

Request 2(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 3(b)-(c) calls for a list identifying by CMA where either AT&T or T-Mobile USA has underutilized networks and T-Mobile USA's plans, analyses, and reports regarding those underutilized networks or obtaining or using particular spectrum. Request 22 calls for documents discussing the current and projected performance characteristics of HSPA+ and LTE. Request 27 calls for documents discussing various network performance metrics. Request 47 calls for detailed data regarding T-Mobile USA's network quality on a CMA-by-CMA basis. The Companies' response to these Requests likely will contain technical performance data and related documents, including test planning and results. And, as stated above, Requests 13 and 14 will likely produce documents covering a wide range of subjects, including potential technical performance data and test results and how

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these data and results have influenced the Companies' strategies and Deutsche Telekom's evaluation of T-Mobile USA.

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 T-Mobile USA. Therefore, the Companies request that the Commission apply the Second Protective Order to the documents and information it produces in response to Requests 2(b)(i), (ii), (iv); 3(b)-(c); 13; 14; 22; 27; and 47.

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

Request 1 calls for documents containing T-Mobile USA's revenue and profit projections related to its future plans to solve capacity constraint problems. Request 4(b)-(d) call for budgets and cost-related presentations that could reveal detailed cost and other budget data. Request 6(a) calls for analyses of elasticities of demand for T-Mobile USA and cross-price elasticities with respect to competitors and the industry as a whole. Requests 7(e) and 7(f) call for analyses of competition with respect to the effect on pricing and output and supply and demand. Request 8(a) calls for documents containing details of the Companies' competitive positioning which may include revenue or market share data. Request 24 calls for documents containing information regarding backhaul, including backhaul costs. T-Mobile USA'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. Further, and as stated above, Requests 13 and 14 will likely produce documents covering a wide range of subjects, including detailed information about T-Mobile USA's costs, market share, marginal revenue, and price elasticities, and how these statistics have influenced the Companies' strategies and Deutsche Telekom's evaluation of T-Mobile USA.

In response to Request 9, the Companies likely will provide a wide array of assessments related to T-Mobile USA's pricing. In response to Request 31, T-Mobile USA may provide an estimate of the cost savings the combined company expects to realize from avoiding certain roaming costs as a result of the proposed transaction. In response to Request 37(c), T-Mobile USA likely will provide detailed cost data regarding the cost of roaming or wholesale services. The

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Companies' response to Requests 38(d)-(e) likely will contain detailed outcollect roaming cost information, including the total outcollect roaming sales and T-Mobile USA's roaming rates, disaggregated by service, technology, and by narrow geographic area. The Companies' responses to Request 46 and 47 likely will contain granular revenue and similar financial data disaggregated by time and CMA.

Knowledge of such granular data regarding the Companies' revenues and costs would enable competitors to make judgments about entry into business, target their marketing more precisely, forecast T-Mobile USA's capital and other investments in those geographic areas, and otherwise adjust their efforts to give them an unfair advantage in competing against T-Mobile USA. In addition, knowledge of T-Mobile USA's costs related to roaming or wholesale services would be valuable to other companies seeking to negotiate agreements for such services with T-Mobile USA and would place T-Mobile USA at a competitive disadvantage in such negotiations. Accordingly, the Companies request that the Commission apply the Second Protective Order to the foregoing types of information that the Companies produce in response to Requests 1; 4(b)-(d); 6(a); 7(e)-(f); 8(a); 9; 13; 14; 24; 31; 37(c); 38(d)-(e); 46; and 47.

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).

Requests 5(a)-(c) and 33 call for documents discussing plans for changes in operations and corporate structure, including revenue and payroll information and post-transaction strategic planning regarding employees and product offerings as a result of the Proposed Transaction. Such documents may also discuss the negotiations with AT&T and transactional terms and conditions that were considered but not adopted. Requests 10 and 11 seek information and documents related to the Combined Company's post-transaction strategic business plans, marketing and advertising strategies, and pricing plans. In response to Requests 23 and 26, the Companies likely will provide documents discussing plans 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. Request 28 calls for detailed information regarding control channel and channel pooling efficiencies. Request 29(a) asks for plans, analyses,

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and reports relating to the efficiencies of the transaction as compared to distributed antenna systems and Wi-Fi hotspots. Request 31 calls for detailed financial and market information related to the need for roaming post-transaction, disaggregated at the local level (*i.e.*, county). Request 32 calls for detailed information regarding the Proposed Transaction's impact on roaming or wholesale costs.

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 T-Mobile USA'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 the Companies. Accordingly, the Companies request that the Commission extend the Second Protective Order to cover the foregoing types of information that they produce in response to Requests 5(a)-(c), 10, 11(c)-(e), 23, 26, 28, 29(a), 31, 32, and 33.

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

The Companies seek enhanced confidential treatment for the documents and information related to the terms and conditions of its most sensitive contracts such as backhaul contracts, exclusive product agreements, future product agreements, and roaming and wholesale negotiations and agreements called for in Requests 12, 24, 25, 32, 34, 35, 36, 37, and 38(d), 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.¹⁸ Some of the documents called for in these Requests may discuss the terms and

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

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conditions of agreements of equivalent sensitivity to T-Mobile USA as a mobile wireless services provider, as the retransmission consent and other programming agreements for MVPDs that were protected in *Comcast/NBCU*. Among these highly sensitive agreements are exclusive product agreements, agreements relating to research and development for future products, and agreements regarding roaming and backhaul. In particular, the Commission previously has held that information about roaming agreements is entitled to classification as highly confidential.¹⁹

Request 12 will produce documents discussing research and development and future products and services, including potentially detailed information on the terms of contracts for such development. Requests 13 and 14 will likely produce documents covering a wide range of subjects, including potentially detailed information regarding the terms and conditions of highly sensitive contracts, and how specific elements of these contracts have influenced the Companies' strategies and Deutsche Telekom's evaluation of T-Mobile USA. Request 24 calls for plans, analyses and reports discussing T-Mobile USA's purchasing of backhaul capacity. Documents responsive to this question may detail the terms of agreements between T-Mobile USA and the companies from which it purchases backhaul capacity.

Request 25 calls for plans, analyses, and reports discussing any possible modification by the Merged Company of terms for the provision of backhaul, which may contain the terms and conditions of backhaul contracts. Such detailed contractual information is highly sensitive and access to such information would give T-Mobile USA's competitors an unfair advantage in negotiating for the purchase or sale of these services.

Request 32 calls for plans, analyses, and reports regarding the potential impact of the Proposed Transaction on roaming or wholesale charges or arrangements, which may include the terms and conditions of roaming and wholesale contracts. Such detailed contractual information is highly sensitive and access to such information would give T-Mobile USA's competitors an unfair advantage in negotiating for the purchase or sale of these services.

Request 34 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

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

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contained in them, most, if not all such contracts will be covered by nondisclosure agreements. In addition, even expired contracts 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 T-Mobile USA'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 T-Mobile USA is likely to accept, which will benefit the manufacturer in negotiating with T-Mobile USA.

Request 35 calls for plans, analyses, and reports discussing T-Mobile USA's plans regarding future relevant product agreements. This request seeks documents and information that T-Mobile USA considers to be among its absolutely most sensitive. Further, these documents are likely to discuss potential terms for future product agreements and/or terms from past or current such agreements.

Request 36 calls for plans, analyses, and reports discussing roaming agreements between AT&T and T-Mobile USA. Documents responsive to this question may detail the terms of agreements between these two parties.

Request 37 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 T-Mobile USA or with third parties. As T-Mobile USA would not have equivalent information about these other companies, it would be disadvantaged in such negotiations.

Request 38(d) calls for information on the amount T-Mobile USA charges customers for relevant services used by the customer's subscribers. Information produced in response to this request may reveal the terms of contracts between T-Mobile USA and third parties for services such as roaming and wholesale.

Accordingly, the Applicants request that the Commission apply the Second Protective Order to the documents and information related to backhaul, exclusive product, future product, and roaming and wholesale agreements that the Companies provide in response to Requests 12, 13, 14, 24, 25, 32, 34, 35, 36, 37, and 38(d).



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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 the Companies to identify the precise portions of documents that are highly confidential. Accordingly, the Companies request 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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