

June 7, 2011

**BY ECFS**

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

**Re: *Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer 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 amend its Request for Supplement to Second Protective Order filed yesterday in the above-referenced docket.<sup>2</sup> The June 6 Letter requests that the Commission extend the Second Protective Order it issued on April 27, 2011<sup>3</sup> in the above-referenced proceeding to cover additional information 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 that is scheduled to be filed on June 10, 2011 in this proceeding. Based upon a further review of the information that it is likely to submit in response to the General Information Request, AT&T seeks to add a few Requests to certain of the categories that it had identified in the June 6 Letter. In addition, AT&T is providing further detail regarding the category entitled “Information that details the terms and conditions of or strategy related to the company’s most sensitive contracts,” described in the June 6 Letter. The lettered categories described below correspond to those provided in the June 6 Letter.

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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> Letter from Peter J. Schildkraut, Counsel for AT&T Inc., to Marlene H. Dortch, Esq., Secretary, Federal Communications Commission, WT Dkt No. 11-65 (June 6, 2011) (“June 6 Letter”).

<sup>3</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”).

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- 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.*

AT&T also seeks coverage for such information submitted pursuant to Request 29(a). In response to Request 29(a), AT&T is likely to provide discussions of its technology implementation plans for various spectrum bands and the services that can be offered over each. The competitive harm from release of information in this category is detailed in the June 6 Letter and incorporated herein by reference.

- 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.*

AT&T also seeks coverage for such information submitted pursuant to Request 32(b). In response to that request, AT&T will detail by county and by year, the number of picocells, femtocells, and Wi-Fi hotspots in its network. The competitive harm from release of information in this category is detailed in the June 6 Letter and incorporated herein by reference.

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

Several requests require the production of documents and information related to AT&T's most sensitive contracts such as exclusive product agreements; future product agreements; roaming, backhaul, and wholesale negotiations and agreements; nondisclosure agreements related to potential mergers and acquisitions; the contracts related to this transaction itself; and comparably sensitive contracts. As noted in the June 6 Letter, the Commission previously has recognized the need for enhanced confidential treatment for agreements of equivalent sensitivity to other companies.<sup>4</sup> AT&T's responses to Requests 3, 4(a)(i), 9(a)-(b), and possibly other requests may include nondisclosure agreements related to potential mergers and acquisitions, some of which may remain under active discussion. In response to Request 7(d), AT&T is likely to provide information regarding the breakup fee for this transaction that was presented to its senior management and board of directors as they contemplated whether to enter into this transaction. AT&T's response to Request 23 likely will include a number of agreements with Verizon Wireless or Verizon Communications Inc. with respect to collocation and backhaul. In

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<sup>4</sup> June 6, 2011 Letter at 6; *Comcast/NBCU Second Protective Order* at 2145, ¶ 6.

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response to Request 37, AT&T may detail the terms and conditions of its exclusive relevant product agreements. AT&T's response to Request 38 may produce certain contracts related to services and devices, including, for example, handsets, laptops, tablets, and eReaders, that have not been made public. As described in the June 6 Letter, these agreements are among those that AT&T considers to be its absolutely most sensitive although they do not exhaust the range of contracts worthy of coverage in this category.

Release of information about these contracts, let alone the contracts themselves, to inside counsel of its competitors, customers, and partners would pose a grave threat to AT&T's competitive position. Knowing the terms and conditions of these contracts, and – in many cases – the very fact that they exist, would provide competitors with significant insights into the directions in which AT&T plans to take its businesses. Competitors would be able to adjust their business plans to respond, depriving AT&T of the benefits of innovative approaches. Moreover, knowledge about AT&T's key contracts with other parties would benefit AT&T's customers and other business partners greatly as they seek to negotiate new or revised agreements with AT&T. For these reasons, the Commission should extend the Second Protective Order to cover AT&T's most sensitive contracts, such as the types described above and those of similar sensitivity.

Respectfully submitted,



Peter J. Schildkraut  
Counsel for AT&T Inc.

cc (via email): Kathy Harris, Esq.  
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