

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of)
)
)
Applications of AT&T Inc. and) **WT Docket No. 11-65**
Deutsche Telekom AG Inc. for)
Consent to Transfer Control of the Licenses and)
Authorizations held by T-Mobile USA, Inc. and)
Its Subsidiaries)
)

**RESPONSE OF AT&T INC. TO
INFORMATION AND DISCOVERY REQUEST DATED MAY 27, 2011**

June 10, 2011

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Introduction

AT&T Inc. (“AT&T”) provides this response (the “Response”) to the letter dated May 27, 2011, from Ruth Milkman, Chief of the Wireless Telecommunications Bureau of the Federal Communications Commission (the “FCC” or the “Commission”), and the attached Information and Discovery Request for AT&T, Inc. (collectively, the “Request”). In 50 requests (individually referred to herein as “Request No. [#]”), the FCC asks AT&T (sometimes referred to in the Request as the “Company” as defined therein) to provide by June 10, 2011, extensive documents, data, charts, maps and other information to complete the FCC’s review of the applications of AT&T and Deutsche Telekom AG (“Deutsche Telekom”) for consent to transfer certain licenses and authorizations as described below.

AT&T and Deutsche Telekom executed a Stock Purchase Agreement on March 20, 2011, pursuant to which AT&T will acquire one hundred percent (100%) of the issued and outstanding shares of capital stock of T-Mobile USA, Inc. (“T-Mobile USA”), a wholly owned subsidiary of Deutsche Telekom, for which AT&T will pay Deutsche Telekom approximately \$39 billion in cash and AT&T common stock (the “Transaction”). Thereafter, AT&T and Deutsche Telekom (collectively, the “Applicants”) filed applications on April 21, 2011, for FCC consent to transfer control of licenses and authorizations (the “Applications for Consent”) held by T-Mobile USA to AT&T. On April 21, 2011, AT&T also filed a Description of Transaction, Public Interest Showing and Related Demonstrations regarding the Acquisition of T-Mobile USA, Inc. (the “Public Interest Statement”) in WT Docket No. 11-65. The parties anticipate closing the Transaction (referred to in the Request and in the Response as the “Proposed Transaction”)

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within five business days of the satisfaction or waiver of all closing conditions, including receipt of all necessary regulatory approvals. The Request (and thus the Response) refers to AT&T after the acquisition of T-Mobile USA has been approved and consummated as the “Merged Company.”

AT&T has worked diligently to respond quickly and fully with the FCC’s requests. Consistent with the discussions with the Commission, in order to respond in a timely fashion to the Request, in numerous instances the Company has produced materials gathered through key word searches of custodial files contained in a database of approximately 1.2 million documents produced to the Department of Justice (“DOJ”) in connection with the Response of AT&T Inc. to a Second Request for Additional Information and Documentary Material issued on April 21, 2011. With respect to other requests, AT&T has searched the files within the Company reasonably believed to contain the information sought. These instances are noted in the responses below.

As to some requests, no responsive documents or information exists to, or responsive documents or information exists as to part (but not all of) a request, as reflected in the response to such requests. Where the Request seeks charts, spreadsheets or similar graphic or tabular information, or specific documents, responsive information is provided in exhibits to the Response, numbered with reference to the specific request (*e.g.*, Exhibit 5.1 responds to Request No. 5). An Index of Exhibits is appended as Exhibit B. Where the Request seeks documents, responsive documents are produced.

The Request calls for AT&T to submit certain information and documents that are extremely sensitive from a commercial, competitive, and financial perspective, and that AT&T would not reveal in the ordinary course of business to the public or its competitors. AT&T is

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submitting information and documents on a confidential and highly confidential basis pursuant to the Protective Order issued on April 14, 2011, and the Second Protective Order, issued on April 27, 2011, and amended on June 9, 2011, in place in WT Docket No. 11-65. The inadvertent inclusion of any material that is subject to an assertion of the attorney-client, attorney work-product or other applicable privilege is not intended as a waiver of such privilege.

AT&T has redacted confidential information in, and exhibits to, the Response (as reflected where marked “[**Begin Confidential Information**] [] [**End Confidential Information**]”) and highly confidential information in, and exhibits to, the Response (as reflected where marked “[**Begin Highly Confidential Information**] [] [**End Highly Confidential Information**]”). The redacted Response is marked, “**REDACTED – FOR PUBLIC INSPECTION,**” and is being filed electronically in the Commission’s Electronic Comment Filing System (“ECFS”). The highly confidential, unredacted Response is marked, “**HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION – ADDITIONAL COPYING PROHIBITED,**” and is being delivered to the Secretary. Additional copies of the unredacted Response are being delivered as instructed in the Request.

In accordance with the Request, the Protective Order, and the Second Protective Order, as amended, unredacted copies of highly confidential documents are marked “**HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION – ADDITIONAL COPYING PROHIBITED**”; unredacted copies of confidential documents are marked “**CONFIDENTIAL INFORMATION – SUBJECT TO**

PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION”; and redacted copies of highly confidential and confidential documents are marked “**REDACTED – FOR PUBLIC INSPECTION.**” Pursuant to the Request, both the redacted and unredacted versions of confidential and highly confidential documents are being delivered to Kathy Harris of the Wireless Telecommunications Bureau.

Pursuant to discussions with the Commission staff, AT&T is submitting its Response consistent with the following qualifications:

- Custodian files were searched covering the period from January 1, 2009 through March 21, 2011, except for certain custodians, whose files were searched through early May, 2011.
- AT&T has not verified that it has produced “all other documents referred to in the document or attachments,” pursuant to instruction 4.
- AT&T has not searched backup disks and tapes for documents.
- Request No. 4(c): AT&T interprets the phrase “any constraints” to mean “any such constraints discussed in subsections (a) and (b).”
- Request No. 7(f): AT&T understands the scope to be limited to documents regarding the Stock Purchase Agreement and related materials previously provided to the Commission.
- Request No. 16: AT&T has interpreted that request as follows: all plans, analyses, and reports discussing the effect of standard setting for technologies relating to 700 MHz spectrum, including LTE and LTE devices and equipment, on competition in the provision of any relevant product or relevant service in any relevant area, consistent with the modifications proposed by AT&T on June 2 and June 7, 2011.
- Request No. 19: AT&T has provided current data, and for projections is providing information maintained in the ordinary course of business .
- Request No. 47: AT&T has provided information with respect to 17 major responsive systems.
- Requests No. 48-50: AT&T has provided Exhibits that contain information responsive to these requests, consistent with the modifications proposed by AT&T on June 2 and June 7, 2011.

RESPONSES

1. REQUEST:

The Applicants state that AT&T is facing network spectrum and capacity constraints “more severe” or “more serious” than those of any other wireless provider. (Public Interest Statement, pages 1 and 19). Provide all plans, analyses, and reports discussing the relative network spectrum capacity constraints of the Company and other mobile wireless service providers, including any relevant pricing, traffic and spectrum efficiency assumptions.

RESPONSE:

In order to respond to this request, AT&T has conducted key word searches of custodian files as detailed in the tables appended hereto as Exhibit A. Documents responsive to this request are included in AT&T’s production.

2. REQUEST:

The Applicants state that AT&T faces growing capacity constraints in certain urban, suburban, and rural areas. (Public Interest Statement, pages 4-5 and 25-30). The Applicants also state that the Company anticipates that it would lack the spectrum it would need to serve the demand for UMTS service in some areas, that its spectrum constraints would keep the Company from launching and supporting UMTS services at all in areas, and that these constraints “would prevent AT&T in some markets from deploying LTE at all, from providing LTE in its most beneficial configuration and/or from serving expected LTE demand.” (Public Interest Statement, pages 28-30). Provide all documents relied upon in these statements, and all documents reviewed or relied upon by Mr. Hogg in making the statements cited at pages 25-30 of the Public Interest Statement.

RESPONSE:

Documents responsive to this request are provided in Exhibit 2-1.

3. REQUEST:

Provide all plans, analyses, and reports discussing: (a) the definition or determination of what constitutes a capacity or spectrum constraint, including the factors involved in that determination in any relevant area (e.g., types of products

and services offered and resulting demand; cost of additional capacity); and (b) potential resolutions of any constraint (including changes in price or actions to increase spectrum or spectral efficiency), and the implications on profitability or revenue of either the constraint or the resolution of the constraint.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

4. REQUEST:

Provide all plans, analyses, and reports discussing:

- a. alternatives the Company considered to solve any constraints in capacity or to increase capacity to provide any relevant service in any relevant area, including:**
 - i. acquiring new spectrum;**
 - ii. plans to increase network capacity using existing spectrum, such as by adding cell sites or additional backhaul;**
 - iii. repurposing spectrum, including the transition of subscribers from the repurposed spectrum; and**
 - iv. alternative solutions to any spectrum constraint problems, including upgrading network or customer equipment, or changing prices;**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

- b. current, future, or past problems or difficulties in providing any relevant service in any relevant area, including discussions of:**
 - i. spectrum utilization and efficiency;**
 - ii. any spectrum capacity constraints the Company is currently facing or the Company is projected to face in the future; and**
 - iii. how the Company evaluates and monitors capacity and capacity utilization, including the amount of spectrum, speed of connection,**

- and facilities (including cell site configuration and backhaul) that are required to meet consumer demand; and**
- iv. **dropped and/or blocked calls and speed and other quality measures of data services;**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

- c. **communications given by the Company to investors, investor analysts, industry analysts, bankers, or financial regulators regarding the impact of any constraints on the Company's expected performance, and provide any such communications given since January 1, 2009.**

RESPONSE:

With respect to subsection (c), and consistent with its discussions with the Commission's staff, AT&T interprets the phrase "any constraints" to mean "any such constraints discussed in subsections (a) and (b)." To respond to this request, AT&T searched the files within the Company reasonably believed to contain the information sought. Documents responsive to this request are included as Exhibit 4-1.

5. REQUEST:

The Applicants state that the Proposed Transaction would result in the "more efficient use of 'spare' capacity in areas where one or both companies' networks are underutilized, driving improvements in both performance and capacity in those areas." (Public Interest Statement, page 8; see also pages 39-42; Hogg Declaration, ¶¶ 54-55).

- a. **Define "spare" and "underutilized."**
- b. **Provide a list of all relevant areas where "one or both companies' networks are underutilized."**

RESPONSE:

Both the Public Interest Statement and the Hogg Declaration discuss utilization

efficiencies in terms of the traffic carried by the two companies' networks relative to each other, rather than an individual network performance metric. In certain areas, one company's wireless network may be less heavily loaded, carrying less voice and data traffic, than the other company's network. The less heavily loaded network that can carry additional traffic is (relatively) "underutilized." In that context, "spare" capacity refers to pockets of excess capacity on the less heavily loaded network that may be used to relieve congestion in the other network in a given area and/or timeframe.

AT&T does not maintain in the ordinary course of business a nationwide list of all CMAs where its individual network is underutilized. With regard to the areas where AT&T's and T-Mobile USA's networks may be underutilized relative to each other, AT&T does not have this information on a CMA by CMA basis, nor does AT&T have engineering data that would provide this granular information for T-Mobile USA. However, based on select areas for which the data has been provided to AT&T in support of the regulatory review process, AT&T has provided Exhibit 5-1, which contains network utilization data in KMOUs/MHz/sector for representative CMAs. In each of these CMAs, because one company's wireless network is less heavily loaded than the other's, there is the potential to achieve network utilization efficiencies where the excess capacity on the less heavily loaded network may be used to relieve congestion in the other company's network.

- c. **Provide all plans, analyses, and reports discussing:**
 - i. **the Company's plans where the Company has underutilized networks;**
 - ii. **the Company's use or possible use of WCS spectrum; and**
 - iii. **the Company's conversion of its operations in the 1900 MHz spectrum band to the 850 MHz spectrum band; or**
 - iv. **the Company's strategy with respect to obtaining or using spectrum below and/or above 1 GHz.**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

6. REQUEST:

For any relevant service or any relevant product in any relevant area, provide all:

- a. strategic and business plans;**
- b. other plans to reduce costs, improve services or products, improve service quality, improve capacity to transmit mobile wireless services, introduce new services or products;**

RESPONSE:

To respond to these requests, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

- c. budgets and financial projections on a multistate, regional or national basis; and**
- d. presentations to management committees, executive committees, boards of directors, investors, investor analysts, bankers and industry analysts.**

RESPONSE:

To respond to these requests, AT&T searched the files within the Company reasonably believed to contain the information sought. Documents responsive to these requests are included in Exhibit 6-1. In addition, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to these requests are included in AT&T's production.

7. REQUEST:

Provide all plans, analyses, and reports discussing the Proposed Transaction (except those discussing solely environmental, tax, human resources, OSHA, or ERISA issues), including:

- a. all plans for changes in AT&T's and T-Mobile USA's operations, structure, policies, strategies, product offerings, corporate goals, financing, business, officers, employees or any other area of corporate activity as a result of the Proposed Transaction;**
- b. any other terms or conditions of the Proposed Transaction that were considered but are not reflected in the merger agreement between the parties or in the other documents supplied in response to this Request;**
- c. all terms and conditions were the Proposed Transaction not to be consummated; and**
- d. the "break-up fee," including how it was determined, and including presentations regarding the "break-up fee" to investors, investor analysts, industry analysts, bankers, or financial regulators.**

RESPONSE:

To respond to this request, AT&T searched the files within the Company reasonably believed to contain the information sought. Documents responsive to these requests are included in Exhibit 7-1. With regard to subsection (a), AT&T will not be in a position to make any final determinations about possible changes in T-Mobile USA until it is able to obtain more detailed information about the operations of the company, which will occur later in the acquisition process. In addition, any preliminary plans are subject to the outcome of the regulatory process. AT&T has not yet begun detailed integration planning efforts. Accordingly, AT&T's response is limited to those plans, assumptions, analyses and reports regarding integration matters that were included in its pre-Transaction assessment. To the extent the "break-up fee" and the terms or conditions referenced in subsections (b)-(d) were discussed in plans, analyses or reports, these documents are included in Exhibit 7-1.

Also provide:

- e. **a timetable for the Proposed Transaction, including when it was first proposed and the actions that must be taken prior to consummation; and**

RESPONSE:

AT&T proposed the acquisition of T-Mobile USA to Deutsche Telekom on January 15, 2011. Due diligence was conducted by AT&T beginning in early February 2011 and continued until March 20, 2011. AT&T's Board of Directors approved the acquisition at a special meeting of the AT&T Board of Directors on March 20, 2011. The Transaction was signed later that day.

Pursuant to the terms and conditions of the Stock Purchase Agreement, AT&T will acquire one hundred percent (100%) of the issued and outstanding shares of capital stock of T-Mobile USA. In exchange for this acquisition, AT&T will pay Deutsche Telekom consideration in the aggregate amount of approximately \$39 billion, including a cash payment of approximately \$25 billion and approximately \$14 billion in AT&T common stock, subject to adjustment.

The parties anticipate closing the Transaction as soon as practicable, and in any event within five business days of the satisfaction or waiver of all closing conditions, including receipt of all necessary regulatory approvals. The Proposed Transaction is subject to expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and subject to FCC approval of the transfer of control to AT&T of various FCC licenses and authorizations.

Notifications and applications, where necessary, have been made in five states.¹ The parties also have made required filings with the Securities and Exchange Commission ("SEC"). No international merger or other regulatory filings or approvals are required.

¹ Arizona, California, Hawaii, Louisiana, and West Virginia.

- f. **to the extent not already provided, all agreements and similar documents relating to the Proposed Transaction, including all attachments, appendices, schedules, side or separate letter agreements to the Stock Purchase Agreement by and between Deutsche Telekom AG and AT&T Inc., and all similar documents by and among the Applicants, their Subsidiaries, Affiliates, or any subset thereof.**

RESPONSE:

Pursuant to discussions with the Commission staff regarding the scope of documentation to be submitted regarding the Stock Purchase Agreement and related materials previously provided to the Commission, AT&T has submitted no further documents.

8. REQUEST:

For any relevant service or any relevant product in any relevant area, provide all plans, analyses, and reports (including Nielsen reports and National Service Assurance reports) discussing:

- a. **buyer substitution responses to price or product changes (quantitatively or qualitatively), including all analyses of elasticities of demand (own-price elasticities and cross-price elasticities with respect to competitors, and the elasticity of demand in the industry as a whole (aggregate elasticity of demand));**
- b. **churn and subscriber acquisition and retention, including:**
 - i. **churn data, including the correlation of churn with quality, length of contract commitments, national footprint, price, the expected impact of migration to new technologies such as LTE, on churn, and any other factors;**
 - ii. **data or studies indicating that a customer left or switched to the Company because of pricing, network quality, customer service, or the absence or availability of particular or devices (including figures on subscribers lost or gained), and any consumer surveys undertaken about consumer substitution across mobile wireless service providers;**
 - iii. **any attempts to win customers from or stem losses to other mobile wireless service providers;**
 - iv. **the Company's experience or success in retaining customers;**
 - v. **the Company's experience or success in obtaining customers through marketing or promotions targeted at particular mobile wireless service providers, particular geographic areas, particular wireless devices or types of customers (including the offers made and the amount spent on the marketing effort, the number of new subscribers**

- gained, churn rates for such subscribers, and revenue realized by the Company);
- vi. customer acquisition costs, including per gross addition costs; and
- vii. descriptions or analyses of bidding results for enterprise or other large customers.
- c. share of sales or revenues of the Company or any of its competitors, including subscriber counts, gross additions, deactivations, and net additions; and
- d. share of sales through various distribution channels (*e.g.*, own sales versus sales through exclusive or non-exclusive third parties) of the Company (by channel and by name for each third party) and its competitors.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

9. REQUEST:

For any relevant service or any relevant product in any relevant area, provide all plans, analyses, and reports discussing:

- a. any plans of, interest in, or efforts undertaken by the Company for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the provision or sale of any relevant product, or any relevant service, other than the Proposed Transaction;
- b. any plans of, interest in, or efforts undertaken by the Company or its competitors to acquire spectrum;
- c. any plans of, interest in, or efforts undertaken by the Company's competitors for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the provision or sale of any relevant product, or any relevant service, other than the Proposed Transaction;
- d. the Company's analysis of, or response to, entry or potential competition;
- e. any actual or potential effect on the supply, demand, cost, or price of any relevant service or any relevant product as a result of the introduction by a current competitor of any new pricing plan, relevant product or any relevant service; or
- f. any actual or potential effect on the supply, demand, cost, or price of any relevant service or any relevant product as a result of competition any new entrant or new service (such as Wi-Fi, WiMax, VoIP, or internet access service) regarded by customers as a potential substitute.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

10. REQUEST:

For any relevant service or any relevant product in any relevant area, provide all plans, analyses, and reports discussing:

- a. competitive positioning of the Company and other mobile wireless service providers (e.g., price and quality relative to others), or how reliability and reputation affect competition or potential competition; or**
- b. how consumers or business customers or competitors view or perceive mobile wireless services or products offered by the Company or other mobile wireless providers (including their perceptions of customer service, network quality, offering services at a particular rate, the impact of not offering particular wireless services or devices, the impact of pricing on decisions to take any relevant service or any relevant product, variation in subscribers' usage patterns across different pricing plans and devices, roaming, and the ability to use products internationally).**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

11. REQUEST:

Provide the Company's and any competitor's price lists. Provide all plans, analyses, and reports discussing either the Company's or any competitor's pricing decisions, including: (a) pricing plans; (b) pricing policies; (c) pricing forecasts; (d) pricing strategies; (e) pricing analyses; (f) introduction of new pricing plans or promotions, including local promotions and their determinants and expected or actual impact; (g) tiered pricing, including its relationship to data forecasts and profitability and expected or actual impact; and (h) pricing decisions relating to each relevant service and relevant product.

RESPONSE:

AT&T is providing exhibits responsive to the first sentence of this request. These exhibits include summaries of AT&T's headquarters-recommended pricing on devices from January 1, 2009, through the first quarter of 2011 (Exhibit 11-1); summaries of device pricing from each of AT&T's 27 markets from January 1, 2009, through the first quarter of 2011 (Exhibit 11-2); summaries of device pricing specific to AT&T's ABS business services organizations from January 1, 2009, through the first quarter of 2011 (Exhibit 11-3); and summaries of AT&T's rate plans, including consumer and business plans, and including voice, data, and text messaging plans, from January 1, 2009, through the first quarter of 2011 (Exhibit 11-4).²

With respect to subsections (a)-(h), in order to respond, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to subsections (a)-(h) are included in AT&T's production.

12. REQUEST:

Provide all merger simulations, econometric modeling, or similar analyses that have been undertaken by the Company or any consultant or expert hired by the Company to analyze the effect of the Proposed Transaction, including all documents and data used in these analyses.

RESPONSE:

AT&T conducted various internal analyses of the synergies and efficiencies that are expected to result from the Proposed Transaction, but does not consider those to be

² The rate plan data included in Exhibit 11-4 were collected between January 1, 2009, and the first quarter of 2011 by an outside consultant at AT&T's request. These summaries also include rate plan data for Verizon, Sprint, and T-Mobile. AT&T has verified the rate plan data in Exhibit 11-4 with respect to its own plans and has corrected the consultant's data where appropriate. AT&T has not verified the rate plan data in Exhibit 11-4 for Verizon, Sprint, or T-Mobile.

“simulations” or “econometrics” so they are addressed in response to other requests.³ The only non-privileged material of this nature is contained in the Reply Declaration of Dennis Carlton, filed concurrently with the Response, in WT Docket No. 11-65.

13. REQUEST:

For any relevant service or any relevant product, in any relevant area, provide all plans, analyses, and reports discussing:

- a. the Company’s advertising in any relevant area, or for any national, local, urban, suburban, or rural areas as defined by the Company;**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T’s production. In response to Request No. 13(a), AT&T is providing documents concerning local, regional, and national advertising from January 1, 2009, through the first quarter of 2011. AT&T does not maintain a central repository of plans, analyses and reports concerning local or regional advertisements. As explained by David Christopher, Chief Marketing Officer of AT&T’s Mobility and Consumer Markets, in his Declaration and Reply Declaration filed with the FCC,⁴ AT&T has given its 27 vice-presidents/general managers (“VP/GM”) authority to respond to local competition by varying and supplementing national advertising to respond to local market conditions, and VP/GMs may develop customized marketing plans for use in particular cities or areas within their respective territories. Such local advertising plans, therefore, may not always be reduced to writing, and even when such records

³ See AT&T Response to Request Nos. 26, 45, *infra*.

⁴ Declaration of David Christopher (“Christopher Decl.”), attached to the Description of Transaction, Public Interest Showing, and Related Demonstrations, WT Docket No. 11-65, 12-13 (filed Apr. 21, 2011); Reply Declaration of David Christopher (“Christopher Reply Decl.”), attached to the Joint Opposition filed concurrently with the Response, in WT Docket No. 11-65.

are created, they may not have been maintained for the periods covered by this request. For a further discussion of local advertising activities and the authority given to AT&T's VP/GMs, see David Christopher's Declaration and Reply Declaration.

b. plans for targeting particular competitors, customers, or customer segments;

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production. In response to Request No. 13(b), AT&T is providing documents concerning plans for targeting particular competitors, customers, or customer segments from January 1, 2009, through the first quarter of 2011. AT&T does not maintain a central repository of plans concerning local or regional campaigns that target particular competitors, customers, or customer segments. As explained by David Christopher, Chief Marketing Officer of AT&T's Mobility and Consumer Markets, in his Declaration and Reply Declaration filed with the FCC,⁵ AT&T has given its 27 VP/GMs authority to respond to local competition by implementing campaigns to respond to local market conditions, and VP/GMs may develop customized marketing efforts to use in particular cities or areas within their respective territories. Such local plans, therefore, may not always be reduced to writing, and even when such records are created, they may not have been maintained for the periods covered by this request. For a further discussion of local advertising activities and the authority given to AT&T's VP/GMs, see David Christopher's Declaration and Reply Declaration.

⁵ Christopher Decl., attached to the Description of Transaction, Public Interest Showing, and Related Demonstrations, WT Docket No. 11-65, 12-13 (filed Apr. 21, 2011); Christopher Reply Decl., attached to the Joint Opposition filed concurrently with the Response, in WT Docket No. 11-65.

- c. plans for changes in the Company's marketing or advertising efforts as a result of the Proposed Transaction;**

RESPONSE:

AT&T has not yet begun detailed integration planning efforts relating to its marketing or advertising efforts or other operations. To the extent AT&T made certain assumptions regarding integration matters in its pre-Transaction analysis, those documents are included in Exhibit 13-1.

- d. whether the T-Mobile USA brand will be continued if the Proposed Transaction were to be consummated, and if so, for how long,**

RESPONSE:

AT&T has not yet begun detailed integration planning efforts relating to its marketing or advertising efforts or other operations. To the extent AT&T made certain assumptions regarding integration matters in its pre-Transaction analysis, those documents are included in Exhibit 13-2. AT&T also has made public statements indicating its intent to operate the combined entity under the AT&T brand.⁶

- e. whether, to what extent, and under what conditions will T-Mobile USA's current price plans be offered; or**

RESPONSE:

AT&T has not yet begun detailed integration planning efforts relating to its marketing or advertising efforts or other operations. To the extent AT&T made certain assumptions regarding integration matters in its pre-Transaction analysis, those documents are included in Exhibit 13-3.⁷

As set out in the Public Interest Statement, AT&T also has made public statements indicating

⁶ See Ralph de la Vega, Transcript of Call with Investors (March 21, 2011), available at http://www.mobilizeeverything.com/documents/Chat_Transcript.pdf.

⁷ See Testimony of Randall Stephenson, Chairman, Chief Executive Officer, and President, AT&T Inc., Before the Senate Committee on the Judiciary, Subcommittee on Antitrust, competition Policy and Consumer Rights (May 11, 2011), available at <http://judiciary.senate.gov/pdf/11-5-11%20Stephenson%20Testimony.pdf>.

that consumers will have the option to keep their current T-Mobile USA pricing plans.⁸

- f. **the advertising and marketing efforts of the Company’s competitors.**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T’s production.

14. REQUEST:

Provide all plans, analyses, and reports from January 1, 2007, to the present, discussing the research and development of any new relevant product by the Company, individually or with vendors, including those discussing the Company’s total expenditures associated with research, development and testing of new relevant products.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request from the period January 1, 2009, through the first quarter of 2011 are included in AT&T’s production. Documents before January 1, 2009 were not readily available and will be provided, to the extent such documents are responsive and still exist, at a later date.

15. REQUEST:

Provide all documents discussing the cost and relative valuation of different spectrum licenses the Company considered acquiring or acquired in the secondary market, including through the acquisition of firms (other than T-Mobile USA).

⁸ See In the Matter of 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, Description of Transaction, Public Interest Showing and Related Demonstrations (filed April 21, 2011).

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

16. REQUEST:

Provide all plans, analyses, and reports discussing competition in the provision of any relevant service or any relevant product in any relevant area with respect to the Company's or any of its competitors analyses on standard setting for technologies relating to 700 MHz spectrum, including LTE and LTE devices and equipment.

RESPONSE:

Per its discussion with the Commission staff, AT&T is providing: all plans, analyses, and reports discussing the effect of standard setting for technologies relating to 700 MHz spectrum, including LTE and LTE devices and equipment, on competition in the provision of any relevant product or relevant service in any relevant area. To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

17. REQUEST:

Provide all plans, analyses, and reports discussing the extent to which customers may substitute mobile wireless broadband services for wired broadband services and sales or marketing efforts that reflect such potential substitution.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

18. REQUEST:

Provide a list, as of the date of Request, by CMA, of the cell sites owned or shared by the Company, the percentage of cell sites collocated each with the other Applicant, Sprint Nextel, Verizon Wireless, Leap, MetroPCS, US Cellular, and all other mobile wireless service providers.

RESPONSE:

AT&T is providing in Exhibit 18-1 a Microsoft Excel file that contains, under the tab named “Macro Cell Sites,” a list of cell sites owned or shared (i.e., leased or otherwise used contractually) by AT&T that it uses for the transmission of signals to provide mobile wireless services.⁹ Some cell sites that were recently acquired through the divestitures required as part of the Verizon Wireless/ALLTEL merger **[Begin Highly Confidential Information]**

[End Highly Confidential

Information] and a list of those cell sites is contained under the tab named “Acquired Sites.” In preparing its response to this request, AT&T notes that the term “cell sites” is not expressly defined. Thus, AT&T has adopted the traditional definition of “cell sites” to include structures such as macro cell towers, but not alternative transmission sites such as Wi-Fi hotspots or distributed antenna systems (“DAS”).

The tab named “% Colocation” of Exhibit 18-1 identifies the present tenants on each cell site that is owned by AT&T for each of the Macro Cell Sites and Acquired Sites lists and the number of times they are on those sites. This sheet also totals the number of AT&T owned cell sites listed in the Macro Cell Sites and Acquired Sites sheets. The number of times a particular tenant is collocated on AT&T owned sites is used as the numerator and the total number of AT&T owned sites is used as the denominator to calculate the percentages of cell sites collocated

⁹ This list does not include locations that AT&T owns but does not use for the transmission of signals to provide mobile wireless services.

with each of T-Mobile USA, Sprint Nextel, Verizon Wireless, Leap, MetroPCS, US Cellular, and all other mobile wireless service providers wherein AT&T is the owner of the cell site. The “all other mobile wireless service providers” group includes **[Begin Highly Confidential Information]**

[End Highly Confidential Information] AT&T is unable to provide information as to the existence of colocators on cell sites that are not owned by AT&T.

The data from the “Macro Cell Sites” sheet was obtained from **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. Exhibit 18-2 identifies the searchable fields available in the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** database. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. Exhibit 18-3 identifies the searchable fields available in the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** database. The list of “Acquired Sites” sheet was provided by the seller during the acquisition process. The cell site data was then cross-referenced with the **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

19. REQUEST:

Provide, by CMA, current and projected uplink and downlink data usage by the Company’s current and projected customer base and the corresponding technologies and services currently used or projected to be used through 2014.

Provide separate projections for: (a) the Company; and (b) for AT&T assuming the pending transaction to acquire Qualcomm's licenses is approved and consummated. Describe the pricing and spectrum efficiency assumptions used in making these projections.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

In addition, AT&T is providing Exhibits that contain information responsive to this request, consistent with its discussions with the Commission's staff. The .csv file in Exhibit 19-1 contains current (as of March 11, 2011) data usage for each UMTS site (by USID) measured in kilobytes, during the monthly busy hour,¹⁰ and separately for the uplink and the downlink. The .csv file in Exhibit 19-2 contains current (as of March 11, 2011) data usage for each GSM site, measured in Erlangs, combined for the uplink and downlink, for the monthly busy hour. At the Commission's request, AT&T also provides an estimate of GSM data usage in terms of Kilobytes, using a formula that converts Erlangs to Kilobytes.¹¹ Both exhibits identify the CMA associated with each site.¹²

The .xlsx file in Exhibit 19-3 contains usage projections that are currently used by the network engineers for each of AT&T's 27 regional clusters in the ordinary course of business. AT&T provides projected combined uplink and downlink usage measured in Kilobytes for

¹⁰ The monthly busy hour is the combined voice and data busy hour used by AT&T in the ordinary course of business.

¹¹ There is no set formula for converting Erlangs to Kilobytes. The number of Kilobytes per Erlang depends on many factors including, for example, RF conditions, the number of user-stacked time slots, and the type of device that is being used. For the purposes of this exhibit, AT&T applied the conversion factor it often uses internally when the various conditions needed to compute a more precise conversion factor are not available (as is the case here): 1 Erlang equals 100 Kilobits (and kilobits are then converted to kilobytes).

¹² The datasets from which these data were extracted are described in AT&T's response to Request No. 48 relating to "Voice and Data Traffic."

AT&T's UMTS, GSM and LTE technologies. The usage projections for AT&T's LTE technology are very preliminary due to the fact that AT&T is in the early stages of its LTE buildout, has no LTE customers, and lacks robust information regarding historical LTE data usage. With respect to GSM and UMTS, the projections are made on a monthly basis and run through 2012. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

As set forth in AT&T's proposed modification to this request, AT&T does not in the ordinary course of business maintain usage projections related to the AT&T/Qualcomm transaction. The Qualcomm spectrum is not expected to be deployed in AT&T's network until 2014 at the earliest. Moreover, the industry standards for incorporating Qualcomm's spectrum into AT&T's network have not been completed.

20. REQUEST:

Provide a list, in .csv format, as of the date of this Request, for each county within each state, the District of Columbia, and each municipality within Puerto Rico, of each spectrum license that can be used in the provision of mobile wireless services that the Company holds, has a joint venture or other business arrangement with regard to, leases another person, has another interest in, manages, has contracted to acquire, or is in negotiations to acquire. For each license, identify the: (a) FIPS Code; (b) county (or the District of Columbia, or municipality in the case of Puerto Rico); (c) state (including the District Columbia and Puerto Rico); (d) market name; (e) market number (in the case of CMA, MTA, or BTA); (f) spectrum type; (g) spectrum block; (h) amount of spectrum; (i) the wireless technology format deployed (e.g., GSM, EDGE, UMTS, HSPA, HSPA+, LTE); and (j) whether the company: (i) holds; (ii) has a joint venture or other business arrangement with regard to; (iii) leases to or from another person; (iv) has an interest in; (v) manages;

(vi) has contracted to acquire; (vii) is in negotiations to acquire; or (viii) plans to sell.

RESPONSE:

Exhibit 20-1 contains Microsoft Excel and .csv files that lists each spectrum license that can be used in the provision of mobile wireless services that AT&T holds. Pursuant to Request Definition 1, AT&T has interpreted “hold” to mean having a direct or indirect interest of 10 percent or more.

AT&T has a joint operating agreement with the Local Exchange Carriers (“LECs”) listed in Tab 20.ii. Under the agreement, the LECs are authorized retailers of AT&T wireless services, which they sell under the AT&T brand. However, the LECs own the licenses listed in Tab 20.ii and provide service in their license areas through their own facilities.

Tab 20.iii.a lists each spectrum license that can be used in the provision of mobile wireless services that AT&T leases to another person or entity.

Tab 20.iii.b lists each spectrum license that can be used in the provision of mobile wireless services that AT&T leases from another person or entity.

Tab 20.iv lists each spectrum license that can be used in the provision of mobile wireless services that AT&T has an interest in and that are not listed in the other exhibits. The list of licenses in Tab 20.iv held by Puerto Rico Telephone Company was compiled from the FCC’s Spectrum Dashboard. The wireless technology format column was deliberately left blank **[Begin Confidential Information]**

[End Confidential

Information] Based on publicly available information, AT&T’s understanding is that Puerto Rico Telephone Company has deployed CDMA almost throughout Puerto Rico and overlaid that with GSM and, in many areas, UMTS and HSPA+.

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AT&T does not manage any spectrum license that can be used in the provision of mobile wireless services that is not otherwise listed in Tabs 20.i or 20.iv.

Tab 20.vi is a .csv file that lists each spectrum license that can be used in the provision of mobile wireless services that AT&T has contracted to acquire.

Tab 20.vii is a .csv file that lists each spectrum license that can be used in the provision of mobile wireless services that AT&T is in negotiations to acquire.

AT&T has no definitive plans to sell any spectrum license that can be used in the provision of mobile wireless services. **[Begin Highly Confidential Information]**

[End Highly Confidential Information] These licenses are listed in Tab 20.viii.

AT&T does not, in the ordinary course of business, separately track, on a license-by-license basis, the deployment of UMTS, HSPA and HSPA+, which are related technologies. Accordingly, Exhibits submitted in the response to this request use ‘UMTS’ to indicate where any of those technologies may be deployed.

WCS licenses are not suitable for mobile broadband service at this time, and the company is aware of no other licensees deploying a mobile broadband system in this service. WCS licenses thus are not included in this response.

21. REQUEST:

Provide, as of the date of this Request, maps by bands of the geographic coverage of each relevant service provided by the Company, distinguishing by technological format (e.g., GSM, EDGE, UMTS, HSPA, HSPA+, and LTE, CDMA, EV-DO, EV-DO Rev. A). Provide coverage maps for a -95 and -85 dBm signal level or better for each of the relevant services provided by the Company. Provide the maps in a geo-referenced format, such as a shapefile (for ArcMap) or table (for Mapinfo).

RESPONSE:

AT&T is providing as Exhibit 21-1 the following responsive file sets in MapInfo (version 10.5) ".tab" format reflecting the following:

- AT&T's GSM and EDGE coverage at the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** signal levels, for the 850 MHz and 1900 MHz bands combined;¹³
- AT&T's UMTS and HSPA coverage at the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** signal levels, for the 850 MHz and 1900 MHz bands combined;¹⁴
- AT&T's GSM and EDGE coverage at the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** signal level, separately for each of the 850 MHz and 1900 MHz bands;¹⁵
- AT&T's UMTS and HSPA coverage at the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** signal level, separately for each of the 850 MHz and 1900 MHz bands;
- AT&T's HSPA+ coverage at the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** signal level;¹⁶

¹³ AT&T keeps data on coverage at these three signal levels in the ordinary course of its business, combined for the 850 MHz and 1900 MHz bands.

¹⁴ AT&T keeps data on coverage at these three signal levels in the ordinary course of its business, combined for the 850 MHz and 1900 MHz bands.

¹⁵ AT&T's separate coverage maps by band for the 850 MHz and 1900 MHz bands are kept at the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** level in the ordinary course of its business.

¹⁶ For HSPA+, AT&T keeps coverage data at only the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** signal level in the ordinary course of its business. AT&T does not keep coverage data by band for HSPA+ in the ordinary course.

- AT&T's CDMA coverage in Puerto Rico at the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** signal level, for the 1900 MHz band;¹⁷
- AT&T's CDMA and EV-DO Rev. A coverage in the continental United States at the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**.¹⁸

In the ordinary course of its business, AT&T keeps this type of coverage data by technological format as described above, but does not keep it separately for each relevant service. Mobile voice, text, and data service are available over all the referenced technologies, although at different speeds depending on the limits of the particular technology.

AT&T does not currently offer service using the LTE technological format, although it intends to begin doing so in the near future.

22. REQUEST:

Provide all plans, analyses, and reports discussing the current and projected performance characteristics of HSPA+ and LTE, including the efficiency of spectrum use, upload and download speed, latency, and deployment configuration.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

23. REQUEST:

Provide all agreements in effect between the Company and Verizon Wireless (Cellco Partnership d/b/a Verizon Wireless) and/or Verizon Communications Inc., as of the

¹⁷ AT&T acquired these CDMA network assets in November 2009, when it acquired Centennial Communications Corp., and AT&T has limited coverage data available for them. The 850 MHz band is not used for this technology in this area.

¹⁸ AT&T acquired these CDMA network assets in June 2010 from Verizon Wireless and AT&T has limited coverage data available for them.

date of this Request, in which either has any preferential rights, including rights of first refusal or lower rates, on colocation on or backhaul provided by the other to cell towers located in the other’s wireline footprint.

RESPONSE:

“Preferential rights” is not defined. While an isolated provision in a contract may appear “preferential” for one party, it may not be “preferential” when considered in context of the other rights and terms included in that particular agreement. Whether a contractual right is “preferential” is ultimately a subjective determination that requires a comparison to the entire bundle of contractual rights a party has. Thus, the mere production of a specific agreement in response to this request is not an express or implied characterization by AT&T that a particular agreement contains “preferential” rights. Moreover, to the extent the Commission defines “preferential rights” by reference to “lower rates,” determining whether any particular agreement has a “lower rate” for Verizon could require a comparison of each Verizon agreement with all agreements that AT&T has with other third parties. As a general matter, such comparisons are impractical because there are more than **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** site agreements alone relating to colocation with Verizon. Finally, AT&T does not have copies of Verizon’s agreements with other parties and thus cannot determine whether AT&T has received “preferential rights,” including “lower rates” from Verizon.

In an effort to comply with the Commission’s request for information, AT&T is producing the AT&T Interstate Access Guidebook (Exhibit 23-2), **[Begin Highly Confidential Information]**

[End Highly Confidential Information] By way of further response, AT&T identifies the following agreement as containing **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

clauses: Exhibit 23-1 [Begin Highly Confidential Information]

[End Highly Confidential Information]

AT&T is also producing all backhaul agreements with Verizon that could be located from a search of the files within the Company reasonably believed to contain the information sought. These documents are produced as Exhibit 23-5.¹⁹

With regard to colocation, AT&T has [Begin Highly Confidential Information]

[End Highly Confidential Information] with Verizon (Exhibits 23-6) and over [Begin Highly Confidential Information] [End Highly Confidential Information] separate, smaller agreements on a site-by-site basis. Because obtaining and producing each of these [Begin Highly Confidential Information] [End Highly Confidential Information] agreements from the related site location is impractical given the required timeframe of the response, AT&T has produced [Begin Highly Confidential Information] [End Highly Confidential Information] randomly-selected agreements wherein AT&T is the colocator and [Begin Highly Confidential Information] [End Highly Confidential Information] randomly-selected agreements wherein Verizon is the colocator, to provide a

¹⁹ AT&T has not produced any Interconnection Agreements it has with Verizon entities because they are not exclusive to backhaul. Furthermore, all Interconnection Agreements are entered into pursuant to 47 USC §251(I), and, as such, contain terms or conditions which have been or are available to other carriers, *i.e.*, there can be no so-called “preferential rights” because other carriers have “opt in” rights. Nevertheless, should the Commission be interested in reviewing copies of those agreements, they are publicly available and may be viewed at: HTTPS://CLEC.ATT.COM/CLEC_CMS/CLEC/CLEC.HTML.

representative sample of these site-by-site agreements.²⁰ Those agreements were entered into over a period of July 21, 2010, to April 4, 2011, and September 8, 2009, to May 27, 2011, respectively. *See* Exhibit 23-7.

24. REQUEST:

Provide all plans, analyses, and reports discussing, if the Proposed Transaction were to occur: (a) where there will be overlaps in coverage; (b) where and when existing cell sites will be consolidated and the criteria to be used to consolidate cell sites; or (c) the number of cell sites that the Merged Company will own, share, or decommission.

RESPONSE:

AT&T estimates that it will integrate more than **[Begin Confidential Information]** **[End Confidential Information]** of T-Mobile USA's cell sites. The estimate is based on a preliminary, high level analysis using site location data from T-Mobile USA. **[Begin Confidential Information]**

[End Confidential Information] The process of network integration will begin immediately after closing and be completed in various markets in as early as nine months, with nationwide integration expected to be complete in twenty-four months.

²⁰ As noted at the outset of the response, "preferential rights" is undefined. Production of those documents should not be viewed as an acknowledgement of these agreements or their terms as "preferential."

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AT&T has not yet begun detailed integration planning and its knowledge of T-Mobile USA's operations is necessarily limited at this early stage. The actual process of determining which specific T-Mobile USA sites to integrate and which to decommission will require substantially more data from T-Mobile USA regarding its network as well as a more thorough engineering analysis of each area's characteristics and capacity needs, which could change by the time the Transaction closes. Consequently, AT&T has not yet determined the exact number or location of T-Mobile USA towers or other locations used for transmission of signals that will be integrated into the combined company's network to increase network density. See Reply Declaration of William Hogg, filed concurrently with the Response in WT Docket No. 11-65, for additional discussion.

Because AT&T has not yet begun detailed integration planning and its knowledge of T-Mobile USA's operation is necessarily limited at this early stage, AT&T does not have documents regarding the integration of the two companies' switching facilities and backhaul.

Among other documents, AT&T has provided Exhibit 24-1, **[Begin Highly Confidential Information]**

[End Highly

Confidential Information] AT&T has also provided Exhibit 24-2, **[Begin Highly Confidential Information]**

[End Highly Confidential Information] AT&T has

also included Exhibit 24-3, which is a PDF file **[Begin Highly Confidential Information]**

[End Highly Confidential

Information]

25. REQUEST:

Provide all plans, analyses, and reports discussing any possible modification by the Merged Company of the terms, including prices, for providing backhaul for unaffiliated mobile wireless service providers to new or existing towers.

RESPONSE:

AT&T has not yet begun detailed integration planning, and its knowledge of T-Mobile USA's operations is necessarily preliminary at this early stage. Any consideration regarding potential modification of terms and pricing for backhaul has not yet occurred. Thus, AT&T does not have any documents responsive to this request.

26. REQUEST:

The Applicants state that the Proposed Transaction is “projected to produce operational savings and other cost synergies exceeding \$39 billion, with annual savings of approximately \$3 billion starting in year three.” (Public Interest Statement, page 9, *see also* pages 51-53). Rick Moore, in his declaration, discusses the “cost savings that will result from combining and optimizing customer support functions, including call center and billing operations.” (Moore Declaration ¶¶ 32, 37).

- a. Provide all documents supporting the estimates of operational savings and other cost synergies referred to above.**

RESPONSE:

Documents responsive to this request are provided in Exhibit 26-1.

- b. Provide all documents reviewed or relied upon by Mr. Moore in making the statements contained in Section V of his declaration.**

RESPONSE:

Documents responsive to this request are provided in Exhibit 26-2.

- c. **For each operational savings or cost synergy identified by the Applicants in determining their total savings and annual savings referred to in the Public Interest Statement and the supporting declarations, (i) provide a quantification of the operational savings or cost synergy and an explanation of how the quantification was calculated; and (ii) state the steps that the Company anticipates taking to achieve that operational savings or cost synergy, and the estimated time and costs required to achieve it.**

RESPONSE:

The operational savings and cost synergies identified in the Public Interest Statement and supporting declarations are broken out into the following categories – subscribers, customer acquisition, customer retention, customer support, network, G&A, and capital. As described in the Declaration of Rick Moore, the value of the expected synergies in this transaction were calculated using the same approach AT&T used in prior transactions by building a pro forma view of how the acquired company would perform. AT&T utilized standard discounted cash flow methodology to calculate the net present value of synergies. Quantification of these savings and an explanation of how the quantifications were calculated are described in Exhibit 26-1.

Estimated time frames required to achieve the projected costs savings are described in Exhibit 26-1. AT&T, however, will not be in a position to make any final determinations until it is able to obtain more detailed information about T-Mobile USA's operations, which will occur later in the acquisition process. In addition, any preliminary plans are subject to the outcome of the regulatory process. AT&T has not yet begun detailed integration planning efforts. Accordingly, AT&T's response is based on the assumptions that were included in its pre-Transaction analysis, as reflected in the materials filed with the Federal Communications Commission on April 21, 2011. These assumptions include the following, among others:

- Utilize the parties' combined scale, spectrum, and other resources to extend AT&T's deployment of LTE services to over 97% of the U.S. population, extending service to an additional 55 million Americans;
- Integrate AT&T's and T-Mobile USA's wireless networks, including:

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- Integrate T-Mobile USA cell sites into the AT&T wireless network, resulting in a more robust network grid;
 - Combine AT&T's and T-Mobile USA's GSM networks, eliminate redundant GSM control channels and maximize utilization efficiencies;
 - Combine AT&T's and T-Mobile USA's GSM spectrum holdings, resulting in channel pooling efficiencies and improved coverage;
 - Optimize usage of the parties' combined spectrum holdings and deploy additional spectrum to support more spectrally efficient network technologies; and
 - Decommission redundant cell sites and reuse radios and other equipment from decommissioned sites to enhance network efficiency and performance.
- Make AT&T rate plans available to T-Mobile USA customers, while preserving rate plans for T-Mobile USA consumers who wish to maintain their existing plan of choice;
 - Make AT&T services, smartphones, and other devices available to current T-Mobile USA customers;
 - Integrate retail outlets, dealers, and marketing efforts under the AT&T brand;
 - Integrate billing, customer care, and other support services;
 - Integrate certain functional units, including, but not limited to human resources, general & administrative, information technology, finance, procurement, and legal.
 - Achieve savings in network infrastructure investment and network and customer equipment purchases; and
 - Achieve efficiencies in interconnection and transport costs.
- d. **For each cost savings, state separately the one-time fixed cost savings, recurring fixed cost savings, and variable cost savings (in dollars per subscriber and dollars per year).**

RESPONSE:

Certain one-time fixed cost savings are identified in Exhibit 26-1. However, for its analysis of the transaction, AT&T did not break out the projected cost synergies between

recurring fixed cost savings and variable cost savings. The cost savings are stated on a dollars per-year basis in Exhibit 26-1. AT&T has 97.5 million total wireless subscribers, as of the end of the first quarter of 2011, which can be used to determine the cost savings on a dollars per-subscriber basis.

- e. **Provide all plans, analyses, and reports discussing how the Merged Company will integrate networks, switching facilities, cell sites and backhaul.**

RESPONSE:

See Response to Request No. 24, supra.

- f. **Provide all other strategic plans, policies, analyses, reports and presentations discussing expected cost savings from the Proposed Transaction.**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this search are included in AT&T's production.

27. REQUEST:

The Applicants state that "AT&T cannot deploy LTE with the contiguous 20 MHz of spectrum needed for improved speed and spectral efficiency" in certain markets. (Public Interest Statement, page 5). The Applicants also state that the spectrum redeployment resulting from the Proposed Transaction would "enable the combined to offer LTE where neither company could have offered it separately." And, that "[i]n other markets, the redeployment of T-Mobile USA's spectrum to LTE will also help prevent likely exhaustion of the LTE network as that service ramps up and demand inevitably increases." (Public Interest Statement, page 40).

- a. **Define 20 MHz of contiguous spectrum.**

RESPONSE:

As used in the Public Interest Statement, 20 MHz of contiguous spectrum (consisting of one 10 MHz block for the downlink and one 10 MHz block for the uplink) refers to spectrum

where the 10 MHz uplink portion is one block of spectrum without any separation in frequencies and the 10 MHz downlink portion is one block of spectrum without any separation in frequencies.

- b. Provide all plans, analyses, and reports discussing the value of having 20 megahertz of contiguous spectrum, the ways in which such spectrum would be better for LTE deployment compared to any alternatives considered, or a measure of the additional benefits of having contiguous spectrum compared to any alternatives considered.**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

- c. Provide a list of any relevant area by county where the Company does not possess sufficient spectrum to deploy LTE.**

RESPONSE:

AT&T plans to deploy its LTE network using 700 MHz and AWS spectrum. In many areas, AT&T holds no 700 MHz or AWS spectrum or holds less than 20 MHz of that spectrum. Exhibit 50-1 shows where AT&T holds less than 20 MHz of 700 MHz and AWS spectrum in counties covered under AT&T's pre-merger plan to deploy LTE to 80 percent of the U.S. population. *See* Reply Declaration of William Hogg for additional discussion.

- d. Provide a list of counties where AT&T proposes to deploy LTE, and identify for each county whether AT&T would hold less than 20 megahertz of contiguous spectrum or at least 20 megahertz of contiguous spectrum.**

RESPONSE:

See Response to Request No. 50 and Exhibit 50-1.

- e. **Provide a list of counties where the Merged Company proposes to deploy LTE, and identify for each county whether the Merged Company would hold less than 20 megahertz of contiguous spectrum or at least 20 megahertz of contiguous spectrum.**

RESPONSE:

See Response to Request No. 27(d) and Request No. 50 and Exhibit 50-1.

28. REQUEST:

The Applicants state that the Proposed Transaction “will accelerate the transition to more spectrally efficient LTE technologies for more subscribers, thereby increasing network capacity and more efficiently using scarce spectrum resources.” (Public Interest Statement, pages 8-9; *see also* pages 40-42). Provide all plans, analyses, and reports discussing the potential effect of the proposed acquisition of T-Mobile USA’s spectrum licenses on the Merged Company’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.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T’s production.

29. REQUEST:

Provide all plans, analyses, and reports discussing: (a) spectrum requirements for all band segments; (b) the average data transmission speeds that the Company expects customers will be able to obtain; (c) actual and forecasted traffic and busy hour analyses, (d) total data tonnage; (e) capacity utilization rate; (f) vertically integrated operations; or (g) other technical or engineering factors required to attain any available cost savings or other efficiencies necessary to compete profitably in the sale or provision of any relevant product or any relevant service.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T’s production.

30. REQUEST:

The Applicants state that the Proposed Transaction would enable the Merged Company to eliminate redundant control channels and promptly “free up 4.8 to 10 MHz of extra spectrum, depending on the market,” improving the quality of GSM service in congested areas or redeployed in the combined company’s UMTS network. (Public Interest Statement, pages 8, 36, citing Hogg Declaration, ¶48, Larsen Declaration ¶7). The Applicants also state that channel pooling efficiencies are “expected to increase GSM capacity by as much as 15 percent in some areas and, among other benefits, will reduce the number of blocked calls.” (Public Interest Statement, page 8; *see also* pages 37-39; Hogg Declaration, ¶¶ 50-53). Provide all plans, analyses, and reports discussing the effects of and the ability of the Merged Company to eliminate redundant control channels and achieve channel pooling efficiencies discussed in these statements. Provide all documents reviewed or relied upon by Mr. Hogg and Dr. Larsen in making the statements cited above. Provide all plans, analyses, and reports discussing how much control channel capacity is used to carry SMS text message traffic.

RESPONSE:

Documents responsive to this request with respect to Mr. Hogg are included in Exhibit 30-1. Dr. Larsen is Deutsche Telekom’s Senior Vice-President, Technology Service and International Network Economics. Documents that Dr. Larsen reviewed or relied upon in making the referenced statement in his Declaration are not in the possession, custody or control of AT&T. With respect to the last sentence of this request, in order to respond, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to the last sentence are included in AT&T’s production.

31. REQUEST:

The Applicants state that AT&T has conducted a “more refined analysis” of the scope and capabilities for LTE expansion as a result of the Proposed Transaction, and state “the parties are thus now increasing the scope of this commitment to more than 97.3%.” (Public Interest Statement, page 10 n.9). The Applicants also state that the Proposed Transaction will allow AT&T to increase its LTE deployment from 80 percent to more than 97 percent of the U.S. population, stating that “AT&T will provide LTE to approximately 55 million more people than under its current plans.” (Public Interest Statement, page 56).

- a. Describe in detail, and provide all documents relied upon, how AT&T calculated that:
- i. the Merged Company would be able to deploy LTE to more than 97.3% of the U.S. population referred to in footnote 9;
 - ii. that it currently is able to deploy LTE to 80 percent of the U.S. population;
and
 - iii. that the Merged Company would be able to provide LTE to an additional 55 million people.

RESPONSE:

Prior to the merger, AT&T's plan was to deploy LTE to 80 percent of the U.S. population by the end of 2013. However, because of the scale, spectrum, and other resources resulting from the transaction, AT&T is now able to commit to expand LTE to 97 percent of the U.S. population.

Going from covering 80 to over 97 percent of the population will require AT&T to almost triple the land mass covered by its LTE network, from below 20 percent of the United States to approximately 55 percent. Additionally, it costs nearly twice as much per covered person in capital expenditures to provide mobile wireless services to sparsely populated areas than to densely populated areas. AT&T estimates that this expansion would cost approximately **[Begin Confidential Information]** **[End Confidential Information]** in additional capital expenditures. After considering the marketing benefits of expanded LTE deployment, including competitive considerations and the fact that AT&T will deploy HSPA+ 4G service to 97 percent of the population by the end of 2012, AT&T's senior management concluded that an 80 percent deployment was as much as could be justified on a stand alone basis.

The transaction changes the calculus for LTE deployment in important respects. It gives AT&T the scale, scope, and resources that collectively enable it to increase its LTE deployment from 80 to 97 percent coverage of the U.S. population. The merger will provide AT&T with additional AWS spectrum that can be used for LTE. That additional spectrum will enable AT&T

to fill in holes where AT&T either has thin 700 MHz and AWS spectrum holdings or lacks such spectrum at all.

In approximately **[Begin Confidential Information]** **[End Confidential Information]** CMAs (with about **[Begin Confidential Information]** **[End Confidential Information]** people), AT&T currently does not have 700 MHz or AWS spectrum but will obtain AWS spectrum from T-Mobile USA. In another approximately **[Begin Confidential Information]** **[End Confidential Information]** CMAs covering nearly **[Begin Confidential Information]** **[End Confidential Information]** people, the merger will supplement AT&T's thin 700 MHz and AWS spectrum holdings. As a result of the Transaction, AT&T will hold an average of 20 MHz of AWS spectrum (10 MHz of downlink and 10 MHz of uplink) for LTE in those markets. The additional AWS spectrum from T-Mobile USA will also directly benefit several major markets, including **[Begin Confidential Information]** **[End Confidential Information]** by giving AT&T 20 MHz of contiguous spectrum to deploy a 2x10 MHz LTE product that it could not before.

Because of the spectrum gains and the overall economic benefits resulting from the transaction, senior management made a business judgment that the merger with T-Mobile USA allowed AT&T to expand its LTE build-out to 97 percent of the population. These economic benefits include incremental reductions in cost due to the addition of T-Mobile USA resources, greater scale economies, such as higher volume discounts on handsets and equipment, a larger customer base, and the expectation of a higher take-rate for its LTE service. In addition, the transaction will enable AT&T to re-purpose its existing capital budget allocated to spectrum acquisitions to be allocated for other uses. Overall, the scale and scope of the larger combined

wireless business will permit the additional capital investment to be spread over a larger revenue base than would be the case absent the merger.

For all of these reasons, AT&T's management concluded that, because the merger with T-Mobile USA results in greater revenues, customers, and overall scale, AT&T could better absorb the capital investment and lower returns associated with building out to over 97 percent of the population of the United States.

AT&T is providing Exhibit 31-1, which is a Microsoft Excel file "AT&T LTE Deployment" setting forth AT&T's planned roll-out of LTE service by each relevant area and by state and county (and the District of Columbia and each municipality within Puerto Rico) absent the Proposed Transaction and planned LTE coverage if the Proposed Transaction is consummated.

With respect to the planned LTE deployment in the absence of the Proposed Transaction, for each relevant area, Column F ("LTE YE13 Pops") provides the covered pops, Column I ("LTE YE13 Area") provides the covered geographic area, Column D ("LTE Coverage Launch Date") provides the date when LTE coverage will be launched, and Column E ("LTE Site Launch Date") provides the date when the LTE sites will be launched.²¹

With respect to the planned LTE deployment if the Proposed Transaction is consummated, for each relevant area, Column G ("Everywhere Pops") provides the covered pops and Column J ("Everywhere Area") provides the covered geographic areas. Because AT&T is in the very early stages of planning its LTE deployment if the Proposed Transaction is consummated, the specific dates of coverage have not yet been determined. Columns P thru U of

²¹ Certain counties are expected to receive LTE coverage as a result of an LTE site that is launched in an adjacent county. For those counties that are expected to obtain "spillover" coverage, Column D ("LTE Coverage Launch Date") contains the date that the county is projected to obtain coverage, while Column E ("LTE Site Launch Date") contains no date, because the coverage will be obtained from an LTE site launched in another county.

the spreadsheet show the relative spectrum holdings of the two companies, including T-Mobile USA's spectrum holdings in relevant areas that facilitate the combined company's additional LTE build-out.

- b. Provide a list of the counties where the Company does not provide wireless data service (or is able to provide wireless data service to only less than 5 percent of the county's population) today (other than SMS and text messaging).**

RESPONSE:

AT&T is providing Exhibit 31-2, which is a Microsoft Excel file that provides the counties where AT&T does not provide wireless data service or is able to provide wireless data service to only less than 5 percent of the county's population. In particular, Column G provides the estimated percentage of the county's population for which AT&T provides wireless data service.

- c. Provide all plans, analyses, and reports discussing:**
 - i. the extent to which AT&T relies on carrier aggregation for the stated LTE deployment;**
 - ii. how the Proposed Transaction would affect the provision of any relevant service and the deployment of LTE to Native Americans living on Tribal lands;**
 - iii. how the Proposed Transaction will affect the provision of wireless data service in those counties that do not have any wireless data service today (other than SMS and text messaging);**
 - iv. the need for LTE deployment compared to other means of meeting projected consumer demand; and**
 - v. expected LTE coverage of competitors, including Verizon Wireless.**

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production.

32. REQUEST:

William Hogg states in his declaration that “deployment of outdoor [distributed antenna system] networks and Wi-Fi hotspots. . . are high-cost and ultimately cannot achieve the same nationwide efficiencies as the merger.” Hogg Declaration, ¶ 73. Provide:

- a. all plans, analyses, and reports examined in preparing this statement; and**

RESPONSE:

Documents responsive to this request are included in Exhibit 32-1.

- b. in .csv format, for each county within each state, the District of Columbia, and each municipality within Puerto Rico, on a yearly basis from January 1, 2007, the number of each of total picocell, femtocell, and Wi-Fi hotspots within each county.**

RESPONSE:

AT&T is providing the requested data in Exhibits 32-2, 32-3, and 32-4. These exhibits, however, **[Begin Highly Confidential Information]**

[End Highly

Confidential Information]

Exhibit 32-2 provides only information it keeps in the ordinary course of business of the current numbers with respect to femtocells because this product was commercially launched in the second quarter of 2010, and there is no historical data. Exhibit 32-3 provides a listing of femtocells **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

For Exhibits 32-2 and 32-3, the data was obtained using the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** database.

Exhibit 32-5 identifies the searchable fields for **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**

Exhibit 32-4 provides the number of Wi-Fi hotspots on a yearly basis from 2007 to 2011. In certain instances a county is identified as “(blank)”. These “(blank)”s represent Wi-Fi hotspots that are located in a particular state but for which a specific county could not be identified. AT&T has provided information it keeps in the ordinary course of business.

For Exhibit 32-4, the data source was obtained from the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** database and the geocoding data (to get to county level) came from the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** system. Exhibits 32-6 and 32-7 identify the searchable fields for **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**, respectively.

33. REQUEST:

To the extent not already provided, provide all plans, analyses, and reports (except engineering and architectural plans and blueprints) discussing the construction of new facilities (cell sites, aggregation points, switching centers, network operations centers, backhaul capacity, or any other physical location that houses hardware used by the network), the closing of any existing facilities, or the expansion, conversion, or modification of current facilities to provide any relevant product or any relevant service in any relevant area.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T’s production.

34. REQUEST:

Provide a list of each county within each state, the District of Columbia, and each municipality in Puerto Rico in which, as a result of the consummation of the Proposed Transaction, the Merged Company would no longer need roaming or wholesale agreements (from any other provider). Provide an estimate, and provide all supporting documents, of the yearly cost savings resulting from the reduction of the number of roaming agreements nationwide.

RESPONSE:

This request seeks information about AT&T's future roaming and wholesale plans. AT&T has not yet begun detailed integration planning for these issues. Therefore, there are no documents responsive to this request.

35. REQUEST:

Provide all plans, analyses, and reports discussing the possible effects of the Proposed Transaction on roaming or wholesale charges or discussing the Merged Company's offering of roaming or wholesale arrangements.

RESPONSE:

AT&T has not yet begun detailed integration planning efforts relating to its roaming or wholesale operations, therefore, there are no documents responsive to this request.

36. REQUEST:

On page 54 of the Public Interest Statement, the Applicants state that the Proposed Transaction will create thousands of jobs. Provide all plans, analyses, and reports discussing the creation or loss of jobs if the Proposed Transaction were to be consummated.

RESPONSE:

Documents responsive to this request are included in Exhibit 36-1.

37. REQUEST:

Provide a list, in .csv format, of all exclusive relevant product agreements in force from January 1, 2004 to the present, including those that remain in effect and those that have already expired. For each agreement, provide (a) the name and/or model of the device, (b) the beginning and ending dates of the period of exclusivity; and (c) a summary of the other terms and conditions of the agreement, including any commitments with respect to: marketing the device; up-front discounts and subsidies; the pricing and duration of wireless service contracts; and policies on early termination fees.

RESPONSE:

In response to this request, AT&T is providing Exhibit 37-1. The information contained in Exhibit 37-1 was obtained from review of all exclusive relevant product agreements from 2004 to the present. These agreements are in a variety of forms including, without limitation, master agreements, amendments, and letter agreements that supplemented the master agreement. The exclusivity provisions might relate to one or more models among several that were addressed in a master agreement with a particular manufacturer or might encompass all models. As to the information sought in subsection (c), AT&T was unclear what “other contract terms” the Commission deemed important, but made every effort to capture, to the extent available, marketing commitments, upfront discounts and subsidies, pricing and duration of wireless service contracts, early termination policies and anything else that appeared significant.

38. REQUEST:

Provide all plans, analyses, and reports discussing the Company’s plans regarding future relevant product agreements.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T’s production.

39. REQUEST:

Provide all plans, analyses, and reports, from January 1, 2008 to the present, discussing the possible expiration, renewal, extension, cancellation, or expansion of the scope of any roaming agreements between AT&T and T-Mobile USA.

RESPONSE:

AT&T has searched the files within the Company reasonably believed to contain the information sought. Documents responsive to this request for 2009 are included in Exhibit 39-1. With respect to 2008, while some responsive documents are being provided, the Company is conducting additional searches to determine if any additional responsive documents exist for that time period. If any such documents are found, they will be produced at a later date.

40. REQUEST:

Except as provided in response to Request No. 39, provide all plans, analyses, and reports discussing: (a) past or current roaming or wholesale negotiations and agreements; (b) consideration of roaming or wholesale proposals or agreements; and (c) the cost of roaming or wholesale.

RESPONSE:

To respond to this request, AT&T conducted key word searches of custodian files as detailed in the tables appended as Exhibit A. Documents responsive to this request are included in AT&T's production. In addition, AT&T searched the files within the Company reasonably believed to contain the information sought and documents located responsive to this request are included in Exhibit 40-1.

41. REQUEST:

Identify any person (including mobile wireless service providers) to whom the Company provides, pursuant to a roaming agreement, wholesale agreement, or other agreement, each relevant service for use by that person's subscribers in a geographic area where that person does not offer mobile wireless services using its

own network. For each person whose subscribers used the Company's relevant services, provide a list, in .csv format, on a monthly basis and for each relevant area in which the relevant service is provided:

- a. the name of the person;
- b. the total of subscribers of the person using the Company's relevant services;
- c. the total minutes or bytes, as relevant, of the Company's relevant service used by the person's subscribers;
- d. the total amount the Company charged the person for the Company's relevant service used by that person's subscribers; and
- e. the Company's total sales of roaming services, total sales of wholesale services, and total sales of other such services, in dollars, minutes of use, and in bytes of data used separately for GSM, EDGE, WCDMA, UMTS, HSPA, and HSPA+.

RESPONSE:

To respond to this request, AT&T searched the files within the Company reasonably believed to contain the information sought. Documents responsive to this request are included in Exhibit 41-1. AT&T does not have data responsive to subsection (b) as it relates to roaming or wholesale, nor does it have data responsive to subsection (e) as it relates to wholesale.

42. REQUEST:

Provide all documents discussing how the Proposed Transaction might affect international roaming in the United States and U.S. customers roaming internationally.

RESPONSE:

AT&T has not yet begun detailed integration planning relating to international roaming in the United States and U.S. customers roaming internationally. Therefore, there are no documents responsive to this request.

43. REQUEST:

Provide all plans, analyses, and reports discussing whether and how the Proposed Transaction might affect partnership possibilities for public safety broadband deployment (including partnerships for infrastructure, roaming/priority access, and facilities).

RESPONSE:

To respond to this request, AT&T searched the files within the Company reasonably believed to contain the information sought. After a diligent search, AT&T has determined there are no documents responsive to this request.

44. REQUEST:

Provide all plans, analyses, and reports discussing whether and how the Proposed Transaction might affect network resiliency for infrastructure and facilities by decreasing the number of facilities-based providers.

RESPONSE:

To respond to this request, AT&T searched the files within the Company reasonably believed to contain the information sought. After a diligent search, AT&T has determined there are no documents responsive to this request.

45. REQUEST:

To the extent not already provided, provide all documents cited in the Public Interest Statement and the attached declarations, and any data, documents or analyses provided to, reviewed by, or relied upon in preparing those declarations, grouped by declaration/Public Interest Statement.

RESPONSE:

Documents responsive to this request are included in Exhibit 45-1.

46. REQUEST:

Provide an organization chart and personnel directory in effect since January 1, 2009, for the Company as a whole and for each of the Company's facilities or divisions involved in any activity relating to any relevant product or any relevant service.

RESPONSE:

The parties previously presented and filed in the record of this proceeding an AT&T

organizational chart responsive to this request.

47. REQUEST:

Provide a list of all databases, or datasets used or maintained by the Company at any time after January 1, 2007, that constitute, record, or discuss: (a) discount requests or approvals; (b) sales personnel call reports; (c) meeting competition requests or approvals; (d) win/loss reports; (e) prices, quotes, estimates, or bids submitted to any customer; (f) the results of any bid or quote submitted to any customer or prospective customer; (g) customer relationship databases; (h) products and product codes; (i) facilities; (j) production; (k) sales; (l) prices; (m) margins; (n) costs, including production costs, development costs, distribution costs, standard costs, expected costs, and opportunity costs; (o) patents or other intellectual property; (p) research or development projects, including expenditures and significant accomplishments.

RESPONSE:

[Begin Highly Confidential Information]

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[End Highly Confidential Information]

48. REQUEST:

Provide data for the Company's cell sites, network deployment, voice and data traffic, and backhaul, as specified in Attachment A.

RESPONSE:

1. Cell Sites. In Exhibits 48-1 through 48-5, AT&T is providing information responsive to this request, consistent with discussions with Commission staff.

As described in AT&T's proposed modifications, AT&T is providing a .csv file in Exhibit 48-1, which contains, for each cell site, (i) the Fixed Asset ("FA") location,²² for the site, (ii) AT&T's current records of the name, address, and telephone number²³ of the primary third party (owner or manager)²⁴ associated with the site,²⁵ (iii) whether the structure is owned by the company, (iv) the number of wireless tenants for structures owned by the company,²⁶ (v) the name of the cell site, (vi) the street address, city, state, and zip code for the site, (vii) the county and FIPS for the site, (viii) the geographic latitude and longitude for the site, (ix) the site elevation, (x) the site structure height and type,²⁷ (xi) the CMA number and name, and (xii) the BTA number and name. Exhibit 48-1 also contains similar information for AT&T's DAS²⁸ and

²² The same FA number or other identifier, or address, may appear across Exhibit 48-1 in the .csv file for those sites that transmit from a combination of cell sites, DAS, or Wi-Fi.

²³ In the ordinary course of business, AT&T may not keep telephone, address or other data for the tower owner or manager of each transmission site. To the extent AT&T has the data, it has been provided on the lists.

²⁴ Some transmission sites involve multiple leases, *e.g.*, one lease for the structure, another lease for the ground. In such instances, we have provided the primary third party landlord associated with the transmission site.

²⁵ For AT&T-owned structures, AT&T's records maintained in the ordinary course of business list the landlord to which AT&T pays monthly rent, *e.g.*, for space on a building, ground lease, and the like.

²⁶ Although AT&T has not specifically provided the site structure ownership, the company has provided the payee/landlord for the cell site; for AT&T-owned towers the landlord is typically the landowner, and for the others that is typically the tower owner.

²⁷ At the Commission's request, AT&T has confirmed that the cell site data presented in Exhibit 48-1 can be distinguished on a microcell and macrocell basis. In the structure type column, those sites that are not listed as either microcell or picocell are macro sites.

²⁸ A DAS is a network of spatially separated antenna nodes, connected to a common source called a DAS Hub to provide wireless service within a geographic area or structure. DAS provides coverage in heavily trafficked areas and in areas that are not accessible through traditional wireless sites (*e.g.*, in tunnels or buildings that are difficult for

Wi-Fi sites. These data are provided as of March 2011.

AT&T is also providing a .csv file in Exhibit 48-2, which contains, for the sites recently acquired from Verizon Wireless, ALLTEL, and Rural Cellular Corporation (RCC), the FA location, vendor, state, county and FIPS, latitude and longitude, CMA number and name, and BTA number and name.

Consistent with AT&T's discussions with the Commission staff, Exhibits 48-1 and 48-2 do not identify the number of wireless tenants for towers that the company does not own,²⁹ the number of spaces available for other wireless mobile service providers on structures,³⁰ or the geographic classifications (i.e., urban, suburban, or rural) for its cell sites.³¹

Pursuant to the Commission's request that AT&T identify historical cell site data it maintains in the ordinary course of business, and consistent with AT&T's proposed modifications, AT&T is also providing a .csv file in Exhibit 48-3 which contains AT&T's records regarding the "on air" date for its cell sites. AT&T does not in the ordinary course of business maintain an established protocol for tracking the date on which each of its cell sites went "on air."³² The dates reflected in Column D of the "Data" tab in Exhibit 48-3 may be based on a variety of circumstances, including, for example, when the cell site was acquired, when a

towers to penetrate). For the list of DAS sites, there is only one entry per each system rather than separate entries for each antenna structure within the DAS.

²⁹ AT&T does not maintain in the ordinary course of business aggregated information in a manner that identifies the number of wireless tenants for towers that the company does not own.

³⁰ The amount of available "space" varies depending on several factors, including: the height of the tower; the height of the structure relative to surrounding obstructions (e.g., trees, buildings, hills, etc.); the structural integrity of the structure (e.g., steel, foundation size); and the equipment, technology, and the intended purpose of the tenant who seeks to collocate on the structure.

³¹ AT&T does not maintain in the ordinary course of business aggregated information in a manner that identifies the geographic classification in terms of urban, suburban or rural, and, instead, has provided the street address, city, state and zip code for each site.

³² When a specific cell site comes online is not a metric that AT&T tracks for operational purposes in the ordinary course of business, and is complicated by the fact that AT&T is comprised of many legacy companies.

lease was signed, the date sites were acquired through acquisitions, or the actual date the cell site came into service.

The cell site information contained in Exhibits 48-1 and 48-3 was obtained from AT&T's **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** databases and then combined to produce the final datasets presented. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. Exhibit 48-4 identifies the searchable fields available in the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** database. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. Exhibit 48-5 identifies the searchable fields available in the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** database. The cell site information contained in Exhibit 48-2 was provided during the acquisition process from the seller.

2. Deployed Carriers. Exhibits 48-6 through 48-11, AT&T provides a .csv file and other files that contain information responsive to this request, consistent with the modifications proposed by AT&T on June 2, 2011 and June 7, 2011.

Consistent with discussion with the Commission's staff, AT&T is providing .csv files, in Exhibits 48-6, 48-7, 48-8 and 48-9, covering years 2008 through 2011, respectively. These files contain, on a quarterly basis, for each deployed UMTS site, the current operator of the site, the Site ID Number, the number of UMTS carriers, the frequency band, the spectrum block, and the

center frequency, separately for upload and download.³³ These exhibits also contain, on a quarterly basis, for each deployed GSM site, the current operator of the site, the Site ID Number, and the frequency band.³⁴

At the Commission's request, and consistent with AT&T's discussions with the Commission's staff, AT&T is also providing a Microsoft Excel file, in Exhibit 48-10, which identifies the sites where enhanced backhaul has been installed at HSPA+ software enabled sites permitting HSPA+ connectivity, and the date that occurred.³⁵

At the Commission's request, and consistent with AT&T's proposed modifications, AT&T has also provided Exhibit 48-11, which contains, at a county (FIPs) level, AT&T's current frequency reuse plan in terms of the number of unique frequencies employed for BCCH (control channels). For example, a 4/12 frequency reuse plan, which employs 12 separate BCCH frequency channels on 4 adjacent cell sites (three sectors each), is represented in the table as 12. To calculate the amount of spectrum allocated to the BCCH, one can multiply the number of unique frequency channels by the 200 KHz of bandwidth on each channel on a GSM deployment. In a small minority of counties, the company employs an ad hoc frequency reuse plan in which the BCCH and hopping pool share the channels. AT&T's engineers have

³³ The datasets from which these data were extracted report UMTS carriers that have been configured at the cell site. There may be a short lag between configuration and activation/carrying traffic.

³⁴ The GSM deployments reported in the Exhibit Are active. The deployment information provided in response to this request is derived from files that AT&T maintains in the ordinary course of business called the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**, which contains data from January 2008 through April 2011. The fields in this **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** file are included in the exhibit, except for the following: NodeB, UTRANCell, USEID, and PCS and Cellular spectrum holdings.

³⁵ These data are contained in a data file provided by AT&T's Ethernet project team. The file tracks sites that have enhanced backhaul needed for HSPA+ connections. The fields in the original data file are as follows: USID, FA, Region, ED Market, Build Market, IF/OOF POR, LTE Region, LTE Flag, Site, NODEB, and Date.

determined that this is approximately equivalent to a 5/15 plan.³⁶

3. Voice and Data Traffic. In Exhibits 48-12 through 48-14, AT&T provides .csv files that contain information responsive to this request, consistent with the modifications proposed by AT&T on June 2, 2011 and June 7, 2011.

AT&T in the ordinary course of business maintains numerous metrics for its network. For example, **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

The .csv file in Exhibit 48-12 contains data and voice usage for each UMTS site (by USID)³⁷ measured in kilobytes (for data) and Erlangs (for voice), during the monthly busy hour.³⁸ UMTS data usage is provided separately for the uplink and the downlink. The .csv file in Exhibit 48-13 contains both data and voice usage for each GSM site, combined for the uplink and downlink, measured in Erlangs for the monthly busy hour. At the Commission's request, AT&T also provides an estimate of GSM data usage in terms of Kilobytes, using a formula that converts Erlangs to Kilobytes.³⁹ These exhibits identify the CMA associated with each site.⁴⁰

³⁶ AT&T maintains this report in the ordinary course of business, and all fields associated with this report are included in this Exhibit.

³⁷ At the Commission's request, AT&T has confirmed that the Universal Site IDs (or "USIDs") that AT&T uses to identify unique cell sites are not reused, including USIDs associated with decommissioned cell sites.

³⁸ The monthly busy hour is the combined voice and data busy hour used by AT&T in the ordinary course of business.

³⁹ There is no set formula for converting Erlangs to Kilobytes. The number of Kilobytes per Erlang depends on many factors including, for example, RF conditions, the number of user-stacked time slots, and the type of device that is being used. For the purposes of this exhibit, AT&T applied the conversion factor it often uses internally

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The Microsoft Excel file in Exhibit 48-14 identifies the data files from which these data were extracted, and the fields available in those data files.⁴¹

4. Backhaul. In Exhibits 48-15 through 48-21, AT&T provides .csv files that provide information responsive to this request, consistent with the modifications proposed by AT&T on June 2, 2011 and June 7, 2011.

The .csv file in Exhibit 48-15, contains, for each cell site, the source, and amount of DS1, DS3, and Ethernet backhaul in use as of May 2011, including (i) the market cluster and market, (ii) the Site ID number and operator, (iii) the FA location for the site, (iv) the USID for the site, (v) the type of backhaul (bandwidth) provided (*e.g.*, DS1, DS3, OC, Ethernet, microwave), (vi) the Path Id for the site, (vii) the Segment Id for the site, (viii) the vendor for the site, (ix) the path use type, status, and date activated, and (x) capacity for the site.⁴²

The .csv file in Exhibit 48-16, contains the same information on backhaul capacity for each cell site that was active, but then decommissioned, during the period of January 1, 2007 and to the present.

The .pdf file in Exhibit 48-17, contains the cost of backhaul for each of AT&T's 27

when the various conditions needed to compute a more precise conversion factor are not available (as is the case here). That conversion factor is 1 Erlang equals 100 Kilobits (and kilobits are then converted to kilobytes).

⁴⁰ For 2010, AT&T has determined that it maintain snapshots for two, not three, months. For UMTS AT&T is providing information for the following periods: September, 2007, January 2008, May, 2008, September 2008, January 2009, May 2009, September 2009, March 2010, September 2010, and March 2011. For GSM, AT&T has information for the following periods: May 2007, September 2007, January 2008, May 2008, September 2008, January 2009, May, 2009, September 2009, March 2010, September 2010, and March 2011.

⁴¹ At the Commission's request, AT&T has investigated whether it has third party testing of actual traffic on AT&T's network, and AT&T has confirmed that it does not in the ordinary course of business maintain such materials.

⁴² The capacity is stated in terms of bandwidth and not broken down by incoming versus outgoing. AT&T does not in the ordinary course of business segregate capacity in terms of incoming versus outgoing, which should be the same.

regional clusters,⁴³ for DS1, DS3, and Ethernet backhaul, on a monthly basis from January 2008 to April 2011.⁴⁴

The .csv file in Exhibit 48-18, contains, *inter alia*, all of the call signs (Column B), licensees (Column C), capacity (Columns AG and AH), and paths (Column AM) for each microwave license that AT&T uses for microwave backhaul.⁴⁵

AT&T does not in the ordinary course of business maintain aggregated information sufficient to identify the type of technology used for backhaul at each site (*i.e.*, copper, fiber, HFC, Fixed Wireless/Satellite) because such information is not kept by the company in the ordinary course of business, although AT&T notes that most OC and Ethernet facilities are fiber facilities.⁴⁶

The .xls file in Exhibit 48-19 and the .pdf file in Exhibit 48-20 identify the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** applications⁴⁷ from which the backhaul data was extracted. Exhibit 48-19 contains the list of tables AT&T uses from the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** application, including a brief description of the purpose or object

⁴³ AT&T does not maintain records for backhaul costs at the cell site level; thus, this information has been provided at the regional level.

⁴⁴ Due to accounting changes to market allocation, however, the 2011 cost data is an estimate based on historical trends. Data for all DS3 circuits are included, even though most of those circuits are generally used for trunking between switches and only a small fraction connect to a cell site. It is not possible to disaggregate data for DS3 circuits that connect to specific cell sites.

⁴⁵ AT&T does not maintain in the ordinary course of business, the source, amount, and cost of microwave backhaul capacity for each site on a monthly basis. There are no monthly costs associated with maintaining microwave backhaul beyond monthly tower rent for microwave antennas on structures not owned by AT&T. Rather, AT&T pays capital charges in connection with the initial deployment of microwave backhaul, which includes the initial cost of equipment and license fees. AT&T does not maintain historical records of microwave backhaul for each site.

⁴⁶ At the Commission's request, AT&T has examined whether it maintains historic backhaul traffic data. Although AT&T has provided historical information identifying decommissioned circuits, AT&T does not maintain backhaul traffic data in the ordinary course of business.

⁴⁷ AT&T has not deployed all available aspects of the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** applications.

supported. It also includes the customized User Defined Attributes (UDA) which are an extension of the core fields to support the business. Exhibit 48-20 describes the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** application, including the field level for all supported objects. Exhibit 48-21 identifies the **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** application from which microwave backhaul data was extracted, including a list of the searchable fields available in that application.

49. REQUEST:

Provide the Company's billing data, including data on plans, subscribers, and additions, as specified in Attachment B.

RESPONSE:

AT&T is providing data in response to this request in Exhibit 49-1, as specified in Attachment B of the Request consistent with its discussions with the Commission's staff.

Table 1:

- The data is broken down at the 27 market cluster level, rather than by CMA.
- Fields 13 to 16 have been omitted.

Table 2:

- This data is broken down at the 27 market cluster level, rather than by CMA.
- In field 7, AT&T will provide suspends in lieu of inactive lines for postpaid customers.
- Fields 5, 7, 8, 12-14, and 18 have been omitted for prepaid customers.

Table 3: AT&T is not able to provide the information as requested in the third table of Attachment B, Billing Additions. The Commission asked that AT&T investigate what type of data it could provide, and specifically, with regard to rate plan performance and Key Performance Indicators ("KPI") used to assess market performance. AT&T has work diligently to provide as much responsive information as possible. Specifically, AT&T has provided the

following information:

Rate Plan Performance: AT&T is providing: **[Begin Confidential Information]**

[End Confidential

Information] AT&T is providing these reports going back **[Begin Confidential Information]**

[End Confidential Information] Although the Commission requested this data at the individual

rate plan level, **[Begin Confidential Information]**

[End Confidential Information]

AT&T is providing data for Table 1 and Table 2 in .csv format, as the Commission requested. AT&T is providing data for Table 3, however, in several PDF and Excel files because the reports requested by the Commission during our telephone conference of June 2, 2011, do not exist in .csv format.

50. REQUEST:

Provide data for the Company's spectrum holdings, responses to customers' requests for proposals (RFP's), number of subscribers, retail locations, handsets, and network quality, as specified in Attachment C.

RESPONSE:

In Exhibits 50-1 through 50-14, AT&T provides files that contain information responsive to this request.

LTE Spectrum

The .csv file in Exhibit 50-1 are responsive to Attachment C Table (Spectrum) of Request No. 50. The .csv file entitled “Initial Amount of Spectrum to Launch Sites in 80% Plan” provides responsive information under AT&T’s plan, prior to the Proposed Transaction, to deploy LTE to 80% of the U.S. population.⁴⁸ The .csv file entitled “Initial Amount of Spectrum to Launch Sites in 97% Plan” provides responsive information under AT&T’s commitment to deploy LTE to more than 97% of the U.S. population if the Proposed Transaction is consummated. AT&T intends to launch its LTE network using 700 MHz or AWS spectrum in as many areas as possible.⁴⁹ The information in the .csv files of Exhibit 50-1 is AT&T’s preliminary allocation of spectrum for LTE launches.

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⁴⁸ Certain counties will receive LTE coverage as a result of an LTE site that is launched in an adjacent county. Any county that obtains “spillover” coverage, but has no site located in that county is not listed in Exhibit 50-1.

⁴⁹ For the purpose of this Exhibit, the 700 MHz spectrum AT&T has proposed to purchase from Qualcomm is not attributed to AT&T because that spectrum is unpaired and likely will not be available for LTE deployment until late 2014 at the earliest. However, 700 MHz or AWS spectrum that is the subject of other pending and recently approved acquisitions by AT&T (e.g., transactions with Redwood Wireless Corp., Windstream Corporation, Viacel Corporation, Knology of Kansas Inc., and Whidbey Telephone Company, and ArkWest) has been attributed to AT&T for purposes of this Exhibit.

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[End Highly Confidential

Information]

Subscribers

In Exhibits 50-3 through 50-5, AT&T is providing files that contain information

⁵⁰ **[Begin Highly Confidential Information]**

[End Highly Confidential

Information]

responsive to this request, consistent with the modifications proposed by AT&T on June 2, 2011.

The .csv file in Exhibit 50-3 contains the following information for postpaid subscribers: the number of subscribers, the number of smartphone subscribers, total revenues, service revenues, other revenues, data revenues,⁵¹ voice revenues, messaging revenues,⁵² overage revenues,⁵³ voice minutes of use, data use in megabytes, the number of messages,⁵⁴ average revenue per user,⁵⁵ average messaging revenue per user, average data revenue per user, gross additions, net additions, and the churn rate. All data is provided by CMA.⁵⁶ All subscriber-related and revenue-related information is provided monthly from January 2008 through March 2011. All usage-related information is provided monthly from April 2010 through March 2011.⁵⁷

The .csv file in Exhibit 50-4 contains the following information for prepaid subscribers:

⁵¹ AT&T in the ordinary course of business maintains postpaid data revenue in a manner that includes data generated by MMS services together with revenue generated by other data services, e.g., Internet browsing. The reported data revenues, therefore, include data revenues generated by MMS services.

⁵² AT&T in the ordinary course of business maintains postpaid messaging revenues in a manner that includes only SMS messaging revenues.

⁵³ The overage revenues that AT&T maintains in the ordinary course of business for postpaid subscribers are revenues associated with “pay per use.” Pay-per use occurs where a postpaid subscriber incurs charges as a result of exceeding minutes, data, or messaging permitted by a plan, or where the subscriber has chosen to not purchase a plan and thus pays for such services on a per use basis. AT&T’s systems contain postpaid overage revenues beginning in June 2008.

⁵⁴ The number of messages includes both SMS and MMS.

⁵⁵ Monthly average revenues for postpaid, prepaid and data-only services are computed by dividing revenues by the average number of subscribers for each month. The average number of subscribers for each month is computed by adding the number of subscribers at the beginning of the month to the number of subscribers at the end of the month, and dividing that total by two.

⁵⁶ AT&T does not in the ordinary course of business maintain postpaid, prepaid or data-only information by CMA. To provide information responsive to this request by CMA, AT&T used subscriber billing zip codes to map each subscriber (and corresponding revenue and usage) to a county, and then AT&T mapped each county to a CMA. In a very small number of instances (less than half of a percent), the billing zip code could not be mapped to a CMA, and in these instances, the CMA data field in the Exhibit is empty.

⁵⁷ As set forth in AT&T’s proposed modifications, AT&T can provide usage data for postpaid customers for thirteen months, as AT&T does not in the ordinary course of business maintain such usage data beyond that period. At the Commission’s request, AT&T has confirmed that AT&T’s systems lack usage data beyond thirteen months. In addition, as set forth in AT&T’s proposed modifications, AT&T has not provided information related to retentions or retention costs, because AT&T does not maintain these data in the ordinary course of business. All information provided in response to Request No. 50 includes all subscribers provisioned by AT&T’s systems. There is a relatively small number of subscribers that AT&T obtained through acquisitions and divestitures who are currently billed by legacy systems of other carriers, and have not yet been migrated to AT&T’s billing systems.

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the number of subscribers, the number of smartphone subscribers, total revenues, service revenues, other revenues, data revenues,⁵⁸ voice revenues, messaging revenues,⁵⁹ voice minutes of use, data use in megabytes, the number of messages, average revenue per user, average messaging revenue per user, average data revenue per user, gross additions, net additions, and the churn rate. All data is provided by CMA. All data is provided monthly from January 2008 through March 2011.

The .csv filed in Exhibit 50-5 contains the following information for data-only subscribers:⁶⁰ the number of subscribers, total revenues, service revenues, other revenues, data revenues, overage revenues,⁶¹ data use in megabytes, average revenue per user, average data revenue per user, gross additions, net additions, and the churn rate. All data is provided by CMA. All subscriber-related and revenue-related information is provided monthly from January 2008 through March 2011. All usage-related information is provided monthly from April 2010 through March 2011.⁶²

The .xlsx file in Exhibit 50-6 contains information responsive to this request related to equipment revenues. This exhibit contains AT&T's monthly equipment revenues from January 2008 through March 2011. These data are provided separately for each AT&T company cluster

⁵⁸ In the ordinary course of business, AT&T's prepaid data revenues and usage do not include amounts generated by SMS and MMS services.

⁵⁹ In the ordinary course of business, AT&T's prepaid messaging revenues and usage include amounts generated by SMS and MMS services.

⁶⁰ To identify data-only services subscribers, usage, and revenue information, AT&T identified subscribers that use data-only devices, including tablets, netbooks, aircards, and mobile wireless hotspots (e.g., the Mi-Fi device).

⁶¹ The overage revenues that AT&T maintains in the ordinary course of business for data-only subscribers are revenues associated with "pay per use." Pay-per use occurs where a data-only subscriber incurs charges as a result of exceeding data usage permitted by a plan. AT&T's systems contain data-only overage revenues beginning in June 2008.

⁶² As set forth in AT&T's proposed modifications, AT&T can provide usage data for data-only customers for thirteen months, as AT&T does not in the ordinary course of business maintain such usage data beyond that period.

area.⁶³ This Exhibit Also contains information responsive to this request related to costs per gross addition, cash cost per user, and cost of service revenues. This information is provided monthly from January 2008 through March 2011, and separately for each AT&T company cluster area.⁶⁴ The cost per gross addition is provided separately for postpaid and prepaid services, and the cash cost per user and cost of service information is provided as a total for all services.⁶⁵ Large portions of the expenses and costs associated with AT&T's mobile network are not directly attributable to any particular geographic area or line of business. As just one example, AT&T's cell towers serve all aspects of the wireless business. For accounting purposes, however, AT&T's financial systems contain formulas that allocate AT&T's various expenses and costs among geographic areas and AT&T's lines of business, and these allocations are reflected in the information provided in Exhibit 50-6. Although these are valid accounting cost metrics, they cannot and do not reflect the economic costs of any particular geographic area or line of business (*e.g.*, postpaid or prepaid).

The .xlsx file in Exhibit 50-7 contains the names of the databases from which the information in Exhibits 50-3 through 50-6 were extracted, and the available fields in those databases. The source of information related to postpaid subscribers, usage and revenues is described in Tab 1. The source of information related to prepaid subscribers, usage and revenues is described in Tab 2. The source of information related to costs and equipment revenues is described in Tab 3.

⁶³ As set forth in AT&T's proposed modifications, AT&T does not in the ordinary course of business maintain equipment revenues in a manner that can be allocated to CMAs, and AT&T therefore provides these data in the manner in which it maintains them in the ordinary course of business.

⁶⁴ As set forth in AT&T's proposed modifications, AT&T does not in the ordinary course of business maintain the requested cost information in a manner that can be allocated to CMAs, and AT&T therefore provides these data in the manner in which it maintains them in the ordinary course of business.

⁶⁵ As set forth in AT&T's proposed modifications, AT&T does not in the ordinary course of business maintain cost per user and cost of service information in a manner allocated to postpaid, prepaid, or data-only services, and these data are therefore reported as totals.

Retail Locations

The .csv file in Exhibit 50-8 contains information responsive to the Commission's requests related to retail locations. This exhibit contains the following information: location ID, dealer code,⁶⁶ channel type,⁶⁷ address, city, state, zip code, county FIPS, and type of retail location.⁶⁸ AT&T cannot answer which corporate stores will remain post-transaction or absent the transaction, as these decisions have not yet been made, and thus such information is not available.

Handsets

The .csv file in Exhibit 50-9 contains information responsive to the Commission's requests related to handsets. The exhibit contains data on the number of different individual devices – by category/type – that connected to the network in each of the company's submarkets at least once a month from September 2008 through March 2011. This exhibit contains the following information: month and year for which the data is being collected (from September 2008 through March 2011), submarket, number of iPhone devices, number of non-iPhone smartphone devices, number of other voice capable devices, number of all voice capable devices.⁶⁹ This exhibit was created using pre-summarized data (at the device category and submarket level) from industry standard, 3GPP compliant call data records generated by the mobility switches.

The .csv file in Exhibit 50-10 also contains information responsive to the Commission's

⁶⁶ This field indicates a five-digit combination of letters and numbers that is unique to each retail location.

⁶⁷ This field indicates whether the location is company owned ("COR"), a local dealer that only sells AT&T products and services ("Exclusive" or "Branded"), or a local dealer that sells AT&T products and services as well as the products and services of other carriers ("Non-exclusive").

⁶⁸ This field indicates whether the location is a kiosk, a store (both of which are company owned) or a local dealer ("LD").

⁶⁹ AT&T does not in the ordinary course of business maintain summary records detailing non-voice device connections.

requests related to handsets. The exhibit contains spreadsheet with the following information: month and year for which the data is being collected (from September 2008 through March 2011), submarket, data usage (measured in megabytes) of iPhone devices, data usage (measured in megabytes) of non-iPhone smartphone devices, data usage (measured in megabytes) of other data capable devices (including data only and mobile-to-mobile devices), and data usage (measured in megabytes) of all data capable devices. This exhibit was created using pre-summarized data (at the device category and submarket level) from industry standard, 3GPP compliant call data records generated by the serving GPRS support nodes.

Exhibit 50-11 is a list of submarkets.

Exhibit 50-12 is a map showing submarket locations.

Network Quality

The .csv file in Exhibit 50-13 contains information responsive to the Commission's requests related to network quality for 2G devices. AT&T can provide the requested data on a monthly basis from June 2009. This exhibit contains the following information: the month and year for which the data is being collected, the county FIPS, the CMA in which the site is located, the number of attempted calls in the county and month, the number of dropped calls in the county and month, the number of blocked calls in the county and month, the number of attempted data requests in the county and month, the number of blocked data request attempts in the county and month, and the average download rate (numbers are in kilobits per second) for all users on the network in the county and month.⁷⁰ The 2G data was taken from the NDR database. This database contains thousands of call processing event counters captured by the base station

⁷⁰ For certain months, AT&T lacked complete information for certain network performance measures, resulting in data that may appear (incorrectly) to drop dramatically and then increase again in the following month. A hyphen was used for any field containing obviously inaccurate data (i.e. instances where the number of call drops or call blocks were reported to exceed the number of calls).

controllers.

The .csv file in Exhibit 50-14 contains information responsive to the Commission's requests related to network quality for 3G devices. AT&T can provide the requested data on a monthly basis from January 2009 forward. This exhibit contains the following information: the month and year for which the data is being collected, the county FIPS, the CMA in which the site is located, the number of attempted calls in the county and month, the number of dropped calls in the county and month, the number of blocked calls in the county and month, the number of attempted data requests in the county and month, the number of blocked data request attempts in the county and month, and the average download rate (numbers are in kilobits per second) for all users on the network in the county and month. The 3G data was taken from the NetTrack database. This database contains thousands of call processing event counters captured by the radio network controllers.