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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.”

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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;

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(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.

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- 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.

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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.

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- 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

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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).

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- 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

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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] CMAAs (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] CMAAs 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

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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.

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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]

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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).

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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]