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June 15, 2011

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

RE: Applications of AT&T Inc. and Deutsche Telekom AG  
for Consent To Transfer Control of the Licenses and  
Authorizations Held by T-Mobile USA, Inc. and Its  
Subsidiaries (WT Docket No. 11-65) - Request for  
Supplement to Second Protective Order

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Dear Ms. Dortch:

On June 6, 2011, the Commission issued to Sprint Nextel Corporation (“Sprint”) a series of requests for information and documents relevant to the Commission’s review of applications for the transfer of T-Mobile USA, Inc. to AT&T, Inc.<sup>1</sup> Sprint is currently compiling data and documents and has determined that its responses to the Commission will contain some of Sprint’s most sensitive and highly confidential business information.

The Commission had earlier sent requests for similar documents and information to AT&T, Inc., Deutsche Telekom AG, and T-Mobile USA, Inc. (the “Applicants”). The Applicants requested that certain of their sensitive documents and data submitted in response to the Commission’s requests be treated as “Highly Confidential Information”<sup>2</sup> pursuant to the Second Protective Order in this

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<sup>1</sup> *Applications of AT&T Inc. and Deutsche Telekom AG for Consent To Transfer Control of the Licenses and Authorizations Held by T-Mobile USA, Inc. and Its Subsidiaries* (WT Docket No. 11-65), Letter from Ruth Milkman, Chief, Wireless Telecommunications Bureau, to Lawrence R. Krevor and Regina M. Keeney, June 6, 2011 (the “Information Request”).

<sup>2</sup> *Applications of AT&T Inc. and Deutsche Telekom AG for Consent To Transfer Control of the Licenses and Authorizations Held by T-Mobile USA, Inc. and Its Subsidiaries* (WT Docket No.

proceeding.<sup>3</sup> The Applicants explained that in other proceedings the Commission has granted “second level protection” to the type of information requested by the Commission.<sup>4</sup>

On June 9, 2011, the Commission granted the Applicants’ requests and revised Appendix A to the Second Protective Order to include Highly Confidential information that they submit in response to Commission information requests to them.<sup>5</sup>

Sprint’s responses to the Information Request will include some of Sprint’s most sensitive business information. Disclosure of that information to competitors or persons with whom Sprint does business would have a serious negative effect on Sprint’s business and would place Sprint at a significant competitive disadvantage. Certain of Sprint’s responses, as detailed below, will include information within the same or similar categories as those that the Commission added on June 9 in the Second Protective Order Supplement. Accordingly, Sprint requests that the Commission further supplement the Second Protective Order to designate certain Sprint documents and information as Highly Confidential subject to the Second Protective Order, with access limited to Outside Counsel of Record, Outside Consultants, and experts retained by participants in this proceeding. This request applies to the responses to the Information Request detailed below.

**Request 2** asks for plans, analyses, and reports discussing plans for future network deployment. Sprint’s response to this request may include documents containing engineering information about facilities

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11-65), Letter of Peter J. Schildkraut, Counsel for AT&T Inc., June 6, 2011 (“AT&T Confidentiality Request”) and Letter of Nancy J. Victory, Counsel for Deutsche Telekom AG and T-Mobile USA, Inc., June 7, 2011 (“T-Mobile Confidentiality Request”).

<sup>3</sup> *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, Second Protective Order, DA 11-753 (rel. April 27, 2011).

<sup>4</sup> See AT&T Confidentiality Request at 2, n.5; T-Mobile Confidentiality Request at 2, n.5.

<sup>5</sup> *Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Transfer Control of the Licenses and Authorizations Held by T-Mobile USA, Inc. and its Subsidiaries*, WT Dkt No. 11-65, DA 11-1037 (June 9, 2011) (the “Second Protective Order Supplement”).

and backhaul arrangements,<sup>6</sup> Sprint's plans regarding new facilities,<sup>7</sup> and documents that contain technical performance data.<sup>8</sup>

**Request 3** asks for a list of cell sites and collocation and backhaul information. Sprint has not yet completed its compilation of data in response to this question, but the information that will be supplied to the Commission may include information about specific facilities,<sup>9</sup> including collocation sites, cell sites, and backhaul information.<sup>10</sup>

**Request 5** asks for plans, analyses, and reports discussing any potential or actual acquisition, divestiture, alliance, or merger of any kind. The response to this request will include information that details the terms and conditions and strategy related to Sprint's most sensitive contracts and business plans.<sup>11</sup>

**Request 6** asks for a discussion of network spectrum and capacity constraints. Sprint's response to this request may include engineering capacity information,<sup>12</sup> plans to construct new facilities,<sup>13</sup> technical performance data,<sup>14</sup> technology implementation and deployment plans and strategies,<sup>15</sup> and information regarding existing and potential backhaul arrangements.<sup>16</sup> It may also contain, as an exhibit, engineering capacity planning documents.<sup>17</sup>

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<sup>6</sup> See Appendix A to the Second Protective Order Supplement ("Revised Appendix A"), ¶ 11.

<sup>7</sup> See Revised Appendix A, ¶ 12.

<sup>8</sup> See Revised Appendix A, ¶ 13.

<sup>9</sup> See Revised Appendix A, ¶ 11.

<sup>10</sup> See Revised Appendix A, ¶ 16.

<sup>11</sup> See Id.

<sup>12</sup> See Revised Appendix A, ¶ 11.

<sup>13</sup> See Revised Appendix A, ¶ 12.

<sup>14</sup> See Revised Appendix A, ¶ 13.

<sup>15</sup> See Revised Appendix A, ¶ 5.

<sup>16</sup> See Revised Appendix A, ¶ 16.

<sup>17</sup> See Revised Appendix A, ¶ 5.

**Request 7** asks for plans, analyses, and reports discussing Sprint's views on mobile wireless service competitors, including their customers' attitudes, service quality, marketing decisions, and device availability. Sprint's response to this request may include information that reveals how it analyzes its competitors,<sup>18</sup> customer survey results,<sup>19</sup> and information about why customers discontinue service.<sup>20</sup>

**Request 8** asks for customer billing data, which includes information about bidding for enterprise customers. Sprint's response to this will include highly confidential revenue data<sup>21</sup> and its completion of the bidding information requested in "Attachment B Table – Bidding," will provide information about demands of specific customers and negotiations with those customers.<sup>22</sup>

**Request 9** asks for the number of Sprint's subscribers and additional data about them as specified in "Attachment B Table – Subscriber Data." In Sprint's response to this request, it will provide detailed information regarding its customers,<sup>23</sup> churn rates,<sup>24</sup> and Sprint's costs of adding, retaining, and servicing its customers.<sup>25</sup>

Thus, Sprint's responses to the Information Request will contain Highly Confidential Documents and Highly Confidential Information in the categories described by Paragraphs 5-14 and 16 of Revised Appendix A. Accordingly, Sprint requests that the Commission further revise Appendix A to the Second Protective Order so that these paragraphs apply to documents and information submitted by Sprint for the Commission's review.

Sprint further notes that it would be impracticable to identify the specific Highly Confidential portions of documents submitted in response to the Information Request and requests that any documents that contain Highly

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<sup>18</sup> See Revised Appendix A, ¶ 10.

<sup>19</sup> See Revised Appendix A, ¶ 9.

<sup>20</sup> See Revised Appendix A, ¶ 8.

<sup>21</sup> See Revised Appendix A, ¶ 6.

<sup>22</sup> See Revised Appendix A, ¶ 7.

<sup>23</sup> See Revised Appendix A, ¶ 6.

<sup>24</sup> See Revised Appendix A, ¶ 8.

<sup>25</sup> See Revised Appendix A, ¶ 14.

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Confidential Information may be designated as Highly Confidential in their entirety.<sup>26</sup>

If you have any questions about this request, please contact me or David H. Pawlik at Skadden, Arps: (202) 371-7044; e-mail: dpawlik@skadden.com. Thank you very much.

Sincerely,

/ s /

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Counsel for Sprint Nextel Corporation

cc: Kathy Harris  
Susan Singer  
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<sup>26</sup> See AT&T Confidentiality Request at 17; T-Mobile Confidentiality Request at 24.