



Federal Communications Commission
Washington, D.C. 20554

July 15, 2011

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

Re: Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer of Control of Licenses and Authorizations, WT Docket No. 11-65; Notice of Ex Parte Meeting

Dear Ms. Dortch:

On July 13, 2011, a workshop of economists was convened at the Federal Communications Commission (the "Commission" or "FCC") in Washington, D.C. to discuss certain economic issues presented by the above-captioned applications.

The workshop was moderated by Jonathan Baker, Senior Economist for Transactions, Patrick DeGraba, Chief Economist in the Wireless Telecommunications Bureau, and Gregory Rosston, Senior Economist for Transactions. Present for all or part of the workshop were the following additional Commission staff: Jim Bird, Megan Capasso, Adam Cohen, Monica DeLong, Paul de Sa, Chelsea Fallon, Stacy Ferraro, Renata Hesse, Talya Janoff, Pramesh Jobanputra, Rick Kaplan, Paul Lafontaine, Eliot Maenner, Charles Mathias, Catherine Matraves, Virginia Metallo, Paul Murray, Sade Oshinubi, Louis Peraertz, Tom Peters, Jerry Pryor, Joel Rabinovitz, Kara Romagnino, Austin Schlick, Jim Schlichting, Susan Singer, Brent Skorup, Michael Steffen, Thuy Tran, Weiren Wang, Keith Watson, and Jason Weaderhorn. A list of all non-FCC ex parte attendees is attached hereto pursuant to the FCC ex parte rules as Appendix A. A copy of the agenda is attached as Appendix B. *See* 47 C.F.R. § 1.1206(b)(1)-(2).

The workshop was divided into two panels. The first, on Market Definition and Unilateral and Coordinated Effects, included the following panelists: representing the Applicants from Compass Lexecon, Dennis Carlton, Robert Willig, and Mark Israel. Representing Sprint from Charles River Associates were Steven Salop, Serge Moresi, and Craig Romaine.

Participating in the second panel, which discussed Efficiencies, the But-For World, and Exclusionary Effects/Raising Rivals' Costs, were the following panelists: representing the Applicants from Compass Lexecon, Dennis Carlton, Robert Willig, and Mark Israel. Representing Sprint from Charles River Associates were Steven Salop, Stanley Besen, and John Woodbury.

When it is available, the transcript of the workshop will be provided for review by individuals with access to highly confidential and confidential information pursuant to the April 14, 2011 Protective Order, June 22, 2011 Second Protective Order, and May 24, 2011 NRUF-LNP Protective Order in the proceeding. Access to the transcript by such individuals will be provided through the Applicants in the manner that they are providing those individuals access to other submissions containing highly confidential information. In addition, either a version of the transcript with any references redacted to highly confidential and confidential information (as defined by those Protective Orders), or an appropriate summary of the workshop, will be placed in the record for public review.

Sincerely,

Renata Hesse
Senior Counsel to the Chairman for
Transactions

APPENDIX A

EX PARTE ATTENDEES

On Behalf of AT&T Inc. and Deutsche Telekom AG

Arnold & Porter LLP

Maureen Jeffreys
Richard Rosen

Cleary Gottlieb Steen & Hamilton LLP

George Cary
Mark Nelson
Alex Sistla

Compass Lexecon

Dennis Carlton
David Fenichel
Nauman Ilias
Mark Israel
Bryan Keating
Jonathan Orszag
Robert Willig
Hal Sider
Allan Shampine

Crowell & Moring LLP

William Randolph Smith
Robert Lipstein

Sidley Austin LLP

F. Richard Beckner
David Lawson

WilmerHale LLP

Samir Jain
Jonathan Neuchterlein

Wiley Rein LLP

Michael Senkowski
Nancy Victory

On Behalf of Sprint-Nextel

Charles River Associates

Stanley M. Besen
Steven D. Kletter
Serge X. Moresi
David Reitman
R. Craig Romaine
John Woodbury
Fumino Tamaki
Steven C. Salop
Yianis Sarafidis

Jerry Hausman

Lawler, Metzger, Keeney & Logan, LLC

Emily Daniels
Gina Keeney
Charles Logan
Richard Metzger
Gil Strobel

Skadden, Arps, Slate, Meagher & Flom LLP

John Beahn
Toni Cook Bush
Tara Emory
Matt Hendrickson
Tiffany Rider
Steven Sunshine

On Behalf of the U.S. Department of Justice

Shobiptha Bhat
Hillary Burchuk
Haru Connolly
Wayne Dunham
Robert Majure
Fiona Scott Morton

Official Reporter

Neal R. Gross & Co.
James Cordes

AGENDA

Workshop on the Economics of the Proposed AT&T – T-Mobile Merger

- 9:00 a.m. Welcome and Opening Remarks**
- Panel 1: Market Definition, Unilateral Effects, and Coordinated Effects**
Discussion regarding how regulators should define the market when examining the proposed merger and the unilateral effects and coordinated effects that might result from the proposed merger.
- Moderators:**
- Jonathan Baker, FCC, Senior Economist for Transactions
 - Patrick DeGraba, FCC, Chief Economist, Wireless Telecommunications Bureau
 - Gregory Rosston, FCC, Senior Economist for Transactions
- Panelists:**
- Steven Salop, Charles River Associates
 - Serge Moresi, Charles River Associates
 - R. Craig Romaine, Charles River Associates
 - Dennis Carlton, Compass Lexecon
 - Robert Willig, Compass Lexecon
 - Mark Israel, Compass Lexecon
- 10:30 a.m. Break**
- 10:45 a.m. Panel 1 Continued**
- 12:00 p.m. Lunch Break**
- 1:30 p.m. Panel 2: Efficiencies, the But-For World, and Exclusionary Effects/Raising Rivals Costs**
Detailed overview of the anticipated economic efficiencies from the proposed merger and discussion of the “but-for” world. Discussion of any exclusionary effects and the ability to raise rivals costs that may result from the proposed merger.
- Moderators:**
- Jonathan Baker, FCC, Senior Economist for Transactions
 - Patrick DeGraba, FCC, Chief Economist, Wireless Telecommunications Bureau
 - Gregory Rosston, FCC, Senior Economist for Transactions
- Panelists:**
- Steven Salop, Charles River Associates
 - Stanley Besen, Charles River Associates
 - John Woodbury, Charles River Associates
 - Dennis Carlton, Compass Lexecon
 - Robert Willig, Compass Lexecon
 - Mark Israel, Compass Lexecon
- 2:45 p.m. Break**
- 3:00 p.m. Panel 2 Continued**
- 4:00 p.m. Adjourn**