

August 24, 2011

VIA HAND DELIVERY

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

Re: Notice of Ex Parte Presentation: *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65
REDACTED - FOR PUBLIC INSPECTION

Dear Ms. Dortch:

On August 22, 2011, William Hogg, William R. Drexel, James Meza III, Mark Austin, and Alain Ohana of AT&T Inc. (“AT&T”); Richard L. Rosen, Maureen R. Jeffreys, Donna Patterson, Michael Bernstein, Kelly Smith, and Brett Farley of Arnold & Porter LLP; Wm. Randolph Smith of Crowell & Moring LLP; and David Lawson of Sidley Austin LLP, representing AT&T; and R. Michael Senkowski of Wiley Rein LLP and George Cary of Cleary Gottlieb Steen & Hamilton LLP, representing Deutsche Telekom AG, met via teleconference with Jim Bird, Michael Steffen, Joel Rabinovitz, and Virginia Metallo of the FCC’s Office of the General Counsel; Tom Peters, Patrick DeGraba, Paul Murray, Susan Singer, Chris Helzer, Ziad Sleem, Charles Mathias, Thuy Tran, Weiren Wang, and Peter Trachtenberg of the FCC’s Wireless Telecommunications Bureau; Gregory Rosston, the FCC’s Senior Economist for Transactions; Katherine Forrest, Robert Majure, Laury Bobbish, Kenneth Heyer, Gloria Sheu, Lawrence Frankel, Mark Tobey, Claude Scott, Robert Lepore, Wayne Dunham, and Joseph Matelis of the United States Department of Justice, Antitrust Division; Kenneth Dintzer of the United States Department of Justice, Civil Division; Geralyn Trujillo, Matthew Siegel, Keith Gordon, and Mary Ellen Burns of the Office of the New York State Attorney General; and William Shieber of the Office of the Attorney General of Texas.

On the call, Mr. Hogg answered additional¹ questions regarding the purpose, logic and underlying assumptions and data inputs used in the Engineering Analysis that has been submitted

¹ The call was a follow-up to the call on August 17, 2011 regarding the Engineering Analysis, as described in the ex parte notice filed August 18, 2011. *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*,

Footnote continued on next page

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to the Commission and the Department of Justice, all as set forth in the presentation dated August 3, 2011 and the letters of July 25, 2011 and August 11, 2011.

Mr. Hogg discussed the Engineering Analysis as it relates to AT&T's ordinary course of business network engineering analyses, data, and modeling. He explained that the **[Begin Highly Confidential Information]**

[End Highly Confidential Information].

Additionally, as explained more fully in the accompanying Annex entitled Further Description of Engineering Analysis ("Engineering Annex"), Mr. Hogg discussed the reasoning behind the LTE adoption assumptions in the Engineering Analysis for both the combined company and the standalone companies. In particular, **[Begin Highly Confidential Information]**

[End Highly Confidential Information].

He also discussed the demand forecasts used in the Engineering Analysis, noting that **[Begin Highly Confidential Information]**

Footnote continued from previous page
WT Dkt No. 11-65, Notice of Ex Parte Presentation by AT&T Inc. and Deutsche Telekom AG (filed Aug. 18, 2011).

² See Engineering Annex at 4-5.

[End Highly Confidential Information].⁴ Mr. Hogg explained that [Begin Highly Confidential Information]

[End Highly Confidential Information].⁵

Additional information related to the Engineering Analysis is contained within the Engineering Annex, attached to this letter.⁶ Finally, attached as Highly Confidential Annex 2 is a white paper that provides a detailed explanation of the operation of the Engineering Analysis and the equations used in that model with reference to the specific cells in the model.

Mr. Hogg indicated that AT&T would provide the Department of Justice and the Commission with further support for [Begin Highly Confidential Information]

[End Highly Confidential Information].

Pursuant to the Protective Order and Second Protective Order in this proceeding,⁷ we are submitting an unredacted version of this letter and the accompanying Annexes to you by CD-ROM. In addition, we are submitting a redacted version this package of materials in ECFS.

³ See *id.* at 1-4.

⁴ See *id.*

⁵ See *id.* at 2-3.

⁶ The Engineering Annex also addresses certain topics from the August 17, 2011 call regarding the Engineering Analysis, including how the fifteen cities in the model were selected. *Id.* at 1.

⁷ *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65, Protective Order, DA 11-674 (WTB rel. Apr. 14, 2011) (“First Protective Order”); *In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Dkt No. 11-65, Second Protective Order (Revised), DA 11-1100 (WTB rel. June 22, 2011), *modified*, DA 11-1214 (WTB rel. July 19, 2011) (“Second Protective Order”).

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Finally, pursuant to the directions of the Staff, we are submitting two copies of the unredacted package of materials to Kathy Harris of the Wireless Telecommunications Bureau staff or her designee.

Please contact us regarding any questions.

Respectfully submitted,

/s/

Richard L. Rosen
Counsel for AT&T Inc.

/s/

Nancy J. Victory
Counsel for Deutsche Telekom AG

cc: Best Copy and Printing, Inc.
Kate Matraves
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Ziad Sleem
Charles Mathias
Thuy Tran
Weiren Wang
Peter Trachtenberg
Gregory Rosston

Engineering Annex

Further Description of Engineering Analysis

Markets used for the Analysis: **[Begin Highly Confidential Information]**

[End Highly Confidential

Information]

Demand Assumptions: **[Begin Highly Confidential Information]**

[End Highly Confidential

Information]

***WiFi Offload* [Begin Highly Confidential Information]**

[End Highly

Confidential Information]

LTE Penetration Assumptions. [Begin Highly Confidential Information]

[End Highly Confidential Information]

Capital expenditure and capacity expansion data: [Begin Highly Confidential Information]

[End Highly

Confidential Information]

Models used for planning purposes: **[Begin Highly Confidential Information]**

[End Highly Confidential

Information]

Capacity planning metrics: **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

Attachments A through I and Exhibit 1 to the Engineering Annex have been redacted in their entirety.

Annex 2

Annex 2 has been redacted in its entirety.