

REDACTED – FOR PUBLIC INSPECTION

**JENNER & BLOCK**

November 10, 2011

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VIA HAND DELIVERY AND ECFS

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street S.W.  
Washington, DC 20554

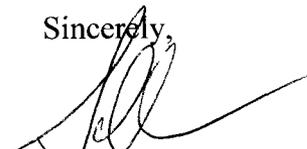
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Re: Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of License and Authorizations, WT Docket No. 11-65

Dear Ms. Dortch:

Please find enclosed two redacted copies of the Second Declaration of Joseph Varello on behalf of Cablevision Systems Corporation, which contains highly confidential information under paragraphs 5 and 16 of Appendix A of the Second Protective Order. Pursuant to the Second Protective Order, the highly confidential version is being filed under separate cover with the FCC Secretary's Office under seal, and two copies are being hand delivered to Kathy Harris of the Wireless Bureau.

Sincerely,



Samuel L. Feder

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**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 )  
)  
For Consent To Assign or Transfer Control of )  
Licenses and Authorizations )

**SECOND DECLARATION OF JOSEPH VARELLO**

I, Joseph Varello, hereby declare the following:

1. I am vice president of digital voice product management at Cablevision Systems Corporation (“Cablevision”), a position that I have held since 2004. In this capacity, I am responsible for overseeing Cablevision’s Optimum Voice services as well as the business market services, and coordinating our Optimum WiFi and Online services. I have also been responsible for the planning of Cablevision’s entry into the wireless broadband services marketplace.
2. I previously filed a declaration in this proceeding describing my background and the impact of the proposed transaction on Cablevision’s business *See Declaration of Joseph Varello, WT Docket No. 11-65 (filed May 31, 2011) (“First Varello Declaration”)*. I submit this second declaration to supplement my earlier filing.
3. Cablevision is committed to continuing to develop Optimum WiFi and to maximizing the use of public spectrum. To meet customer demand for mobility, and also develop new markets for our products and services, Cablevision has been exploring expanding our mobile WiFi service to incorporate traditional cellular broadband service as a canopy. Cablevision envisions

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offering a complete package of mobility services that would employ WiFi and cellular broadband interchangeably and seamlessly.

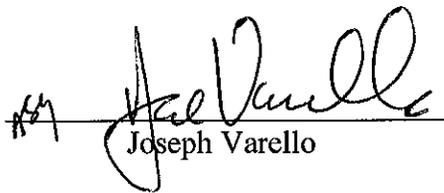
4. As I previously explained, due to barriers to entry, partnering with an existing cellular provider is the most viable means of near-term entry into the cellular broadband market. However, there are very few viable partners available.

5. Of the national carriers, only two – T-Mobile and Sprint – have shown any interest in providing access to their high-speed data networks to providers that might compete with them in the retail market. **[BEGIN HIGHLY CONFIDENTIAL]**

[END HIGHLY CONFIDENTIAL]

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on November 8, 2011 in Bethpage, New York.

  
Joseph Varello