

Joan Marsh Vice President – Federal Regulatory AT&T Services, Inc. 1120 20th Street, N.W. Suite 1000 Washington, D.C. 20036

202.457.3120 Phone 832.213.0172 Fax joanmariemarsh@att.com

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VIA ELECTRONIC FILING

Ruth Milkman Chief Wireless Telecommunications Bureau Federal Communications Commission 445 Twelfth Street, S.W. Washington, D.C. 20554

> Re: Applications of AT&T Inc. and Atlantic Tele-Network, Inc. for Consent To the Transfer of Control of Licenses and Authorizations Held by Atlantic Tele-Network, Inc. and Its Subsidiaries, WT Docket No. 13-54

Dear Ms. Milkman:

AT&T Inc. ("AT&T") and Atlantic Tele-Network, Inc. ("ATNI") have demonstrated that the transfer of control of the retail operations and associated assets of Allied Wireless Communications Corporation ("Allied") to AT&T will generate numerous significant public interest benefits without any harm to competition. Allied's wireless customers will enjoy the full range of capabilities available on AT&T's network, including a greater variety of rate plans, an expanded selection of handsets with advanced service capabilities, enhanced international roaming opportunities, and improved reception and signal quality. The transaction will foster the Administration's objective of promoting broadband deployment in the United States and will enable AT&T to provide Allied's customers advanced broadband services in areas that Allied has no plan currently to provide on its own.

These public interest benefits will be achieved without any harm to competition. In view of the absence of any competitive harm and the abundant public interest benefits that will flow from the transaction, prompt approval will unquestionably advance the public interest. Nevertheless, in order to expedite approval of this transaction, AT&T makes the commitments set forth in Attachment A hereto, which are conditioned on and would take effect upon the closing of the transaction.

In accordance with the Commission's rules, this letter is being filed electronically with the Secretary for inclusion in the public record.

Sincerely,

Joan Marsh

cc: James D. Schlichting Susan Singer Kathy Harris

Attachment A

Roaming: AT&T will offer CDMA voice and data roaming services, consistent with applicable Commission roaming rules, over Allied's 3G EV-DO network until at least June 17, 2015, except at Allied's nine sites in CMAs 381 and 384. AT&T commits to honor the prices, terms and conditions of the contracts that AT&T is assuming from Allied. Nothing in this commitment will require AT&T to modify the rates or other terms or conditions of any CDMA roaming agreement it assumes from Allied. This commitment does not apply to (a) any properties other than those that AT&T is acquiring through the Allied transaction, or (b) any properties that AT&T does not control. ²

Network Deployment:³

<u>HSPA+</u>: Within fifteen months of closing, AT&T will deploy 4G HSPA+ service at all current Allied sites that will be integrated into the AT&T network.

LTE: Within eighteen months of closing, AT&T will deploy 4G LTE service at all current Allied cell sites that will be integrated into the AT&T network and at which AT&T currently holds AWS or Lower 700 MHz B or C block spectrum where high-speed backhaul service is currently available to AT&T. AT&T preliminarily has identified a fiber Ethernet-to-the-Cell ("ETTC") backhaul solution at approximately 70% of Allied cell sites that will be integrated into the AT&T network. AT&T expects to deploy high-speed backhaul solutions at an additional 10% of the integrated Allied sites within 36 months of closing. AT&T shall use its best efforts to identify backhaul solutions for sites currently lacking fiber backhaul availability and shall report to the Commission, on a quarterly basis, on its progress in that regard in the Progress Reports provided for herein.

<u>Postpaid Customer Migration</u>: At the point that AT&T is ready to transition a postpaid Allied customer to AT&T's network, AT&T will offer the customer a handset comparable to his or her existing handset at no cost to the customer and without requiring

¹ Allied currently provides CDMA roaming services from these nine sites using leased spectrum because it otherwise does not hold spectrum in these two CMAs. AT&T is not assuming Allied's lease of this spectrum in the transaction. AT&T therefore will not be able to provide CDMA roaming services from these nine sites to any carrier.

² In CMA378, Allied branded service is provided through Georgia RSA #8 Partnership (the "Partnership") in which Allied holds a one-third interest, which will be transferred to AT&T in this transaction. If AT&T acquires *de facto* control of the Partnership, this commitment will apply to the Partnership.

³ AT&T's ability to meet these commitments is, to a certain extent, dependent on the actions of third parties. In the event, AT&T, despite its commercially reasonable efforts, is unable to deploy HSPA+ or LTE service at one or more cell sites because of its inability to obtain necessary: (a) regulatory approvals (e.g., zoning, rights-of-way, structural amendments, etc.); (b) cell site access; or (c) field strength agreements with adjacent licensees to resolve interference concerns; or for other good cause, AT&T reserves the right to seek a waiver of this commitment as to the affected cell sites. Any such waiver sought by AT&T shall be filed no later than 15 months after closing. Any such waiver shall be adjudicated pursuant to the waiver standards articulated in 47 C.F.R. §§ 1.3; 1.925.

a contract extension. AT&T will provide each customer with a list of comparable handsets from which they may choose at no cost, as well as the option to purchase a different handset. Each Allied customer that chooses a handset from the list provided will receive a new handset.

All handsets that AT&T offers Allied customers as comparable replacements for their CDMA devices will be 3G UMTS Terrestrial Radio Access handsets or better. This means that, even if an Allied customer has a 2G handset, the Allied customer will be offered a 3G or better handset at no cost to the customer.

Allied customers with CDMA iPhones as of the date of close will be offered the same or a more recent iPhone model that works on AT&T's network without an additional charge and without having to change their existing rate plans. In addition, as is the case for all Allied customers, customers with iPhones will have the option of upgrading their handset and adopting an AT&T rate plan that is compatible with the upgraded handset.

<u>Progress Reports</u>: AT&T shall file with the Commission a quarterly detailed report for three years following the date the transaction closes to report on the status of its implementation of these commitments and its customer migration plans. If the network deployment commitments are not met within the three-year time reporting period, this reporting requirement shall be extended, with respect to those deployment commitments, until such time that those deployment commitments are fully met or waived by the FCC.