

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554**

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<b>In the Matter of</b> )	
)	
<b>Applications of AT&amp;T Inc. and Atlantic</b> )	<b>WT Docket No. 13-54</b>
<b>Tele-Network, Inc. for Consent to the</b> )	
<b>Transfer of Control of Licenses and</b> )	
<b>Authorizations Held by Atlantic Tele-Network,</b> )	
<b>Inc. and Its Subsidiaries</b> )	
)	
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**FIFTH SUPPLEMENTAL RESPONSE OF AT&T INC. TO  
INFORMATION AND DISCOVERY REQUEST DATED JUNE 5, 2013**

**September 18, 2013**

With this Fifth Supplemental Response, AT&T is providing additional narrative describing how Allied customers will benefit from AT&T's plans for network integration and the migration of Allied's postpaid, prepaid, and Lifeline customers.

**6. REQUEST:**

**The Applicants state that AT&T expects to overlay the Allied network with 4G technology, providing Allied customers with upgraded service compared to the 3G service they currently receive. (Public Interest Statement at 6.) Identify whether the network will be HSPA+ or LTE for each relevant area. Explain the network transition plan including plans and timeline to deploy a network and any "fallback" technology. If the planned network is HSPA+, explain whether AT&T has plans to upgrade the planned network to LTE. If so, describe the planned timeframes, investment, and financing for the upgrades. Provide all plans, analyses, and reports discussing: a) the Company's pre-transaction 4G deployment plans in each relevant area; and b) the Company's transition of Allied's network.**

**RESPONSE:**

**Network Integration**

AT&T anticipates that it will deploy HSPA+ and LTE services within each relevant area at both AT&T sites and Allied sites that will be included in the integrated AT&T network.

Based on the planned deployment schedule, AT&T estimates that 100% of the population covered in the Allied markets will have access to HSPA+ services on AT&T's network within 15 months of closing. AT&T further estimates that approximately 75% of the population covered in the Allied markets will have access to LTE services on AT&T's network within 18 months of closing and approximately 85% within 36 months of closing.

**9. REQUEST:**

**Describe in detail how the Company expects to migrate customers and provide all plans, analyses, and reports discussing the migration plan, including plans for customer transition to new pricing plans and devices, and the timeline for this transition.**

- a. **Explain the likely impact of the Proposed Transaction and the Company's migration plans on Allied customers' existing rates, service plans, and**

**devices, including, but not limited to, a discussion of device replacement plans, device comparability, and whether customers will be subsidized, in full or in part, for the costs of new devices. This explanation should also include, but not be limited to, a discussion of the Company's maintenance and transition of those Allied customers, detailed by plan, that have lower price rate plans to the extent that the Company does not provide comparably-priced plans for comparable services.**

- b. Explain whether the CDMA network will be maintained at the same level prior to transitioning customers off the network, and whether subscribers will be able to access the same services during this time period.**
- c. Explain whether AT&T will honor the terms and conditions of the Allied customers' existing contracts for the life of their contracts.**
- d. Provide all documents relied upon in preparing these responses.**

**RESPONSE:**

**Postpaid Customer Migration**

As Allied postpaid customers are migrated to AT&T's network, customers will be provided the option of retaining their current plans, except that AT&T reserves the right to terminate any plan that serves 150 customers or fewer and to offer those customers a comparable plan on migration.

**Prepaid Customer Migration**

At closing, Allied prepaid customers will continue to use their service at their current pricing plans. AT&T intends to stop selling new CDMA prepaid services as soon as practicable after closing. Alternative prepaid options will generally be available in the market. To the extent Allied prepaid customers remain active on the CDMA network near the end of the transition period for each market, it is AT&T's intent to make an attractive migration offer to incent those remaining customers to migrate to AT&T's HSPA+ or LTE network. The objective of these efforts is, that at the end of the transition period for each market, no more than 10% of the active Allied prepaid customers at the date of closing will still need to be migrated. AT&T

will include in its quarterly progress reports both the efforts undertaken to migrate prepaid customers and its progress in doing so.

### **Lifeline Customer Migration**

Allied Lifeline customers will initially be able to continue to use their phones as they do today. It is AT&T's intent to transfer these customers to a comparable postpaid plan, with a price substantially similar to their Allied Lifeline plan, while they are still supported by Allied's network. Once transferred, they will be treated as postpaid customers for purposes of the migration to AT&T's network: they will be migrated to a comparable AT&T postpaid plan, with a price substantially similar to the customer's original Lifeline plan, with a comparable device, preselected by AT&T, at no cost. Lifeline customers will also be permitted to terminate service at any time, before migration to AT&T's network, with no ETF so that they may consider alternative Lifeline service providers. AT&T will attempt, to the extent feasible, to provide customers with information about available Lifeline service providers in the market.