

General Information Request
Regarding the AT&T/Verizon Wireless/Grain Transaction
Questions for Verizon Wireless
WT Docket No. 13-56
June 13, 2013

1. On page 1 of the Public Interest Statement, the Applicants assert that the spectrum transfers that would occur if the Proposed Transaction were approved would achieve “public interest benefits by putting spectrum to use to benefit consumers and help AT&T and Verizon Wireless provide high-quality, high-speed wireless broadband.” For each relevant market, provide:
 - a. A detailed description of how the Company would use the spectrum that it would acquire under the Proposed Transaction to provide high-quality, high-speed wireless broadband to consumers, on a standalone basis and in conjunction with any other of the Company’s spectrum holdings.
 - b. The Company’s timeline for deploying the spectrum that it would acquire in the Proposed Transaction and for any AWS-1 spectrum it currently holds, including any timing differences resulting from non-contiguous versus contiguous spectrum holdings.
 - c. A detailed description of the Company’s current and planned deployment of LTE and strategy for spectrum rationalization.
 - d. A discussion of the Company’s plans to provide high-quality, high-speed wireless broadband services prior to the Proposed Transaction. Provide any supporting material used to prepare the response.
 - e. All plans, analyses, and reports discussing, both prior to and after the consummation of the Proposed Transaction, (i.) the Company’s plans to deploy its AWS-1 and Lower 700 MHz B block spectrum and (ii.) the efforts of other AWS-1 and Lower 700 MHz B Block licensees in deploying their spectrum.

2. On page 2 of the Public Interest Statement, the Applicants contend that “[t]he assignments will allow AT&T and Verizon Wireless each to further rationalize their spectrum holdings and obtain contiguous spectrum in many markets, enabling more spectrally efficient deployments.” Explain and describe in detail, including the period of time envisioned, how the Proposed Transaction would allow Verizon Wireless to rationalize its spectrum holdings and deploy them more efficiently than it would without the Proposed Transaction. In addition, provide the following information:
 - a. Identify each relevant market where, as a result of the Proposed Transaction, the Company would acquire spectrum contiguous to its existing AWS-1 spectrum holdings.
 - b. Explain and describe in detail how contiguous spectrum enables more spectrally efficient deployments, including but not limited to, any analyses comparing the spectral efficiency, user performance, and capacity characteristics of a 10+10 megahertz LTE deployment with a 20+20 megahertz LTE deployment. Provide any supporting engineering data and documents relied on in preparing the response.

3. Provide a list, in csv format, as of the date of this Request, in each relevant market, for each county within each state of each spectrum license that can be used in the provision of mobile wireless services that the Company holds, has a joint venture or other business arrangement with regard to, leases from another person, has another interest in, manages, has contracted to acquire, or is in negotiations to acquire. For each license, identify the: (a) FIPS Code; (b) county; (c) state; (d) market name; (e) market number (in the case of CMA, MSA, MTA, or BTA); (f) spectrum type; (g) spectrum block; (h) amount of spectrum; (i) the wireless technology format deployed or planned (*e.g.*, GSM, EDGE, CDMA, EVDO, EVDO Rev. A, UMTS, HSPA, HSPA+, LTE); and (j) whether the Company: (i) holds; (ii) has a joint venture or other business arrangement with regard to; (iii) leases to or from another person; (iv) has an interest in; (v) manages; (vi) has contracted to acquire; (vii) is in negotiations to acquire; or (viii) plans to sell.

Definitions

In this Information and Document Request, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

1. The term “Company” or “Verizon Wireless” means Cellco Partnership d/b/a Verizon Wireless, its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms “parents,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (10 percent or more) or total ownership or control between the company and any other person.
2. The term “AT&T” means AT&T, Inc., its parents, predecessors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (10 percent or more) or total ownership or control between the company and any other person.
3. The term “Grain” means Grain Spectrum, LLC (“Grain I”) and Grain Spectrum II, LLC (“Grain II”) the parents, predecessors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (10 percent or more) or total ownership or control between the company and any other person.
4. The terms “and” and “or” have both conjunctive and disjunctive meanings.
5. The word “any” shall be construed to include the word “all,” and the word “all” shall be construed to include the word “any.” The word “each” shall be construed to include the word “every,” and the word “every” shall be construed to include the word “each.” All words used in the singular should be construed to include the plural, and all words used in the plural should be construed to include the singular.
6. The term “Applicants” means AT&T, Verizon Wireless, and Grain collectively.
7. The term “Application” means the applications submitted by AT&T, Verizon Wireless, and Grain on February 6, 2013, with the lead file number for the wireless radio services listed as 0005627587.
8. The term “BTA” means Basic Trading Area.
9. The term “CDMA” means Code Division Multiple Access technology.
10. The term “CMA” means Cellular Market Area.
11. The term “discussing” when used to refer to documents means analyzing, constituting, summarizing, reporting on, considering, recommending, setting forth, or describing a subject. Documents that contain reports, studies, forecasts, analyses, plans, proposals, evaluations, recommendations, directives, procedures, policies, or guidelines regarding a subject should be treated as documents that discuss the subject. However, documents that merely mention or refer to a subject without further elaboration should not be treated as documents that discuss that subject.
12. The term “documents” means all computer files and written, recorded, and graphic materials of every kind in the possession, custody, or control of the Company. The term “documents” includes

without limitation drafts of documents, copies of documents that are not identical duplicates of the originals, and copies of documents the originals of which are not in the possession, custody, or control of the Company. The term “documents” includes, without limitation, materials of every kind in the possession, custody, or control of the Company whether created internally or externally. In addition, the term “documents” includes without limitation any amendments, side letters, appendices, or attachments. The term “computer files” includes without limitation information stored in, or accessible through, computer or other information retrieval systems. Thus, the Company should produce documents that exist in machine-readable form, including documents stored in personal computers, portable computers, workstations, minicomputers, mainframes, servers, backup disks and tapes and archive disks and tapes, and other forms of offline storage, whether on or off the Company’s premises. Electronic mail messages should also be provided, even if only available on backup or archive tapes or disks. Computer files shall be printed and produced in hard copy or produced in machine-readable form (provided that Commission staff determine prior to submission that it would be in a format that allows the Commission to use the computer files), together with instruction and all other materials necessary to use or interpret the data. Unless otherwise specified, the term “documents” excludes bills of lading, invoices, purchase orders, customs declarations, and other similar documents of a purely transactional nature and also excludes architectural plans and engineering blueprints. Where more than one identical copy of a requested document exists, the Company shall only submit one representative copy.

13. The term “EDGE” means Enhanced Data rates for GSM Evolution technology.
14. The term “EVDO” or “EVDO Rev. A” means Evolution-Data Optimized or Evolution–Data Optimized Revolution A. technology.
15. The term “GSM” means Global System for Mobile Communications technology.
16. The term “HSPA” or “HSPA+” means High Speed Packet Access or High Speed Packet Access + technology.
17. The word “each” shall be construed to include the word “every,” and the word “every” shall be construed to include the word “each.” All words used in the singular should be construed to include the plural, and all words used in the plural should be construed to include the singular.
18. The term “FIPS Code” means Federal Information Processing Standard code.
19. The term “including” shall be construed as including, but not limited to, and indicates examples for the Applicants to address. The term should not be construed as to limit the response to only those examples listed.
20. The term “LTE” means Long Term Evolution technology.
21. The term “MSA” means Metropolitan Statistical Area.
22. The term “MTA” means Major Trading Area.
23. The term “plans” means tentative and preliminary proposals, recommendations, or considerations, whether or not finalized or authorized, as well as those that have been adopted.
24. The term “plans, analyses, and reports” means business plans, strategic plans, written policies, budgets, analyses, reports, presentations (including quantitative presentations), and similar

documents, including all appendixes and attachments thereto, prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof. The term "plans, analyses and reports" includes without limitation copies of plans, analyses and reports that are not identical duplicates of the originals, and copies of plans, analyses and reports, the originals of which are not in the possession, custody, or control of the Company, but does not include drafts of plans, analyses and reports, but only the final version or the latest draft if the final version does not exist or is not in the possession, custody, or control of the Company.

25. The term "Proposed Transaction" means the proposed assignment and leasing of licenses held by AT&T and Verizon Wireless as set forth in the Application filed by the Applicants on February 6, 2013, with the lead application file number for the wireless radio services listed as 0005627587.
26. The term "Public Interest Statement" refers to the document filed by the Applicants on February 6, 2013, with the lead application file number for the wireless radio services listed as 0005627587, entitled "Description of the Transaction and Public Interest Statement."
27. The term "relevant market" means, and information must be provided separately for, each Cellular Market Area.
28. The term "UMTS" means Universal Mobile Telecommunications System.

Instructions

1. Unless otherwise specified, all the Information and Document Requests cover the period January 1, 2012 through February 5, 2013.
2. Corporations and other entities, including affiliated or subsidiary entities, shall be identified by the Central Index Key (“CIK”) assigned by the Securities and Exchange Commission (“SEC”). A unique identifier should be used for each entity that has not been assigned a CIK by the SEC.
3. Submit responses to the Information Requests in electronic form. Consult with staff regarding the submission of responses prior to the submission to ensure that electronic records are submitted in a form acceptable to staff.
4. The Company should provide a separate response for interrogatory, data, and documents (*i.e.*, please do not submit the Company’s interrogatory and data responses on the same discs).
5. Where information is sought for a relevant market, that information must be provided separately for each relevant market at the CMA level.
6. Each requested document shall be submitted in its entirety, even if only a portion of that document is responsive to a request made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these requests shall also be submitted. Provide final versions of each document; however, if a final version does not exist, provide one copy of the latest draft of the document.
7. Those documents written in a language other than English must be translated into English; automated or machine translations are not permitted. Submit the foreign language document, with the English translation attached thereto.
8. Data provided in response to this Request should include a list of all parameters/assumptions on which the data are based.
9. Unless otherwise agreed to by the Commission, requests for the production of documents (and any particular type of document) require the production of all responsive documents in the possession, custody, or control of the Company.
10. Each document submitted pursuant to this Request should be marked with a corporate identification and consecutive document control number. For each document or statement submitted in response to the requests, indicate, by number and subsection, the request to which it is responsive and, for documents, identify the Person(s) from whose files the document was retrieved (*i.e.*, custodian). Group submitted materials according to the request number to which they are responsive and then, within each of those request-number groupings, by the appropriate custodian. If a document is responsive to more than one request, submit the document in response to the first request to which it is responsive, and indicate the other request numbers to which it is responsive.
11. If search terms were used to conduct all or any part of a search conducted in response to this Information Request, provide a list of search terms used, along with a glossary of industry and company terminology. In addition, describe the search methodologies and the applications used to execute the search.

12. The specific requests made herein are continuing in nature. The Company is required to produce in the future any and all documents and information that are responsive to the requests made herein but not initially produced at the time, date, and place specified herein. In this regard, the Company must supplement its responses (a) if the Company learns that, in some material respect, the documents and information initially disclosed were incomplete or incorrect or (b) if additional responsive documents or information are acquired by or become known to the Company after the initial production.
13. Any documents that are withheld in whole or in part from production based on a claim of privilege shall be assigned document control numbers (with unique consecutive numbers for each page of each document). For any page of any Document that the Company has designated to be withheld as entirely privileged, the Company shall submit a substitute, placeholder page that lists only the Document ID of the page that was withheld in entirety as privileged and a statement indicating that the page has been withheld in entirety as privileged. For any document withheld as entirely privileged, it is sufficient to supply one substitute, placeholder page for that document so long as the range of Document IDs for the entire document is listed on the placeholder page.
14. For each Document identified on the Company privilege log:
 - A) Provide the document control number(s);
 - B) Identify all authors of the document;
 - C) Identify all addressees of the document;
 - D) Identify all recipients of the document or of any copies of the document, to the extent not included among the document's addressees;
 - E) Provide the date of the document;
 - F) Provide a description of the subject matter of the document;
 - G) State the nature or type of the privilege that the Company is asserting for the document (*e.g.*, "attorney-client privilege");
 - H) Provide the number(s) of the Request to which the document is responsive;
 - I) Provide the document control number(s) of any attachments to the document, regardless of whether any privilege is being asserted for such attachment(s); and
 - J) State whether the document has been produced in redacted form, and include the range of Document ID labels for those produced documents.
15. The Company's privilege log shall also conform with all of the following requirements:
 - A) Provide a separate legend identifying each author, addressee, and recipient identified on the Company's privilege log.
 - B) Identify on the privilege log, and denote with an asterisk, all attorneys acting in a legal capacity with respect to the withheld document or communication.
 - C) The description of the subject matter of each document shall describe the nature of the document in a manner that, though not revealing information that is itself privileged, provides sufficiently detailed information to enable the Commission to assess the applicability of the privilege claimed.
 - D) For each document withheld under a claim that it constitutes or contains attorney work product, also state whether the Company asserts that the document was prepared in anticipation of litigation or for trial and, if so, specify the anticipated litigation or trial upon which the assertion is based.
 - E) Produce all nonprivileged portions of any responsive document (including nonprivileged or redactable attachments) for which a claim of privilege is asserted, except where the only

nonprivileged information in the document has already been produced. Note where any redactions in the document have been made.

- F) The privilege log shall be produced in both hardcopy and electronic form, the electronic form of which shall be both searchable and sortable.
- G) Documents sent solely between counsel, including in-house counsel acting solely in a legal capacity, and documents authored by the Company's outside counsel that were not directly or indirectly furnished to any third party, such as internal law firm memoranda, may be omitted from the privilege log. However, any attachments to such documents must be included on the privilege log (if a privilege is applicable to such materials), unless such attachments are addressed and sent solely to counsel.