

included in the Production Database and are not included in the Document Production. The Applicant will provide supplemental materials addressing that time period as soon as possible.

37. *Except as provided in response to Request No. 36, provide all plans, analyses, and reports discussing: (a) past or current roaming or wholesale negotiations and agreements; (b) consideration of roaming or wholesale proposals or agreements; and (c) the cost of roaming or wholesale.*

Documents responsive to *Item 37* are in the Document Production.

38. *Identify any person (including mobile wireless service providers) to whom the Company provides, pursuant to a roaming agreement, wholesale agreement, or other agreement, each relevant service for use by that person's subscribers in a geographic area where that person does not offer mobile wireless services using its own network. For each person whose subscribers used the Company's relevant services, provide a list, in csv format, on a monthly basis and for each relevant area in which the relevant service is provided:*
- a. *the name of the person;*
 - b. *the total number of subscribers of the person using the Company's relevant services;*
 - c. *the total minutes or bytes, as relevant, of the Company's relevant service used by the person's subscribers;*
 - d. *the total amount the Company charged the person for the Company's relevant service used by that person's subscribers; and*
 - e. *the Company's total sales of roaming services, total sales of wholesale services, and total sales of other such services, in dollars, minutes of use, and in bytes of data used separately for GSM, EDGE, WCDMA, UMTS, HSPA, and HSPA+*

The data requested for *Item 38(a)* through *Item 38(d)* have been provided in the Data Production. The files in the Data Production include a “read_me.txt” file that contains the description and associations for all files, as well as relevant information regarding limitations, assumptions, and field definition variances.

The Applicant has also included in the Data Production, in response to *Item 38(e)*, two separate text files with comma separated values detailing sales of roaming services. The Applicant does not keep service-specific data on roaming charges. The Applicant has been able

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to divide roaming sales into 2G and 3G, but the ability to do that has existed only since November of 2010. Accordingly, the file “Item_38e_IB_Roaming_by_Technology.csv” contains a breakdown, by roaming partner, of inbound roaming minutes of use (“MOUs”) for voice services or megabytes (“MBs”) for data services by technology generation (*i.e.*, “2G” or “3G”) on a monthly basis beginning in November of 2010. The Applicant has also attached the file “Item_38e_IB_Roaming.csv”, which contains a breakdown, by roaming partner, of inbound roaming revenues, MOUs and MBs on a monthly basis back to January 1, 2009. The Applicant notes that there is approximately a 1.5% difference between usage figures for comparable months between the two tables. This small discrepancy arises from the fact that the Applicant is using the Location Area Code (“LAC”) to differentiate technology, and there are a limited number of call records that do not show a LAC, and therefore cannot be classified by generation.

39. *Provide all documents discussing how the Proposed Transaction might affect international roaming in the United States and U.S. customers roaming internationally.*

Documents responsive to *Item 39* are in the Document Production. However, *Item 39* refers to decisions relating to the operation of the Merged Company, and those decisions will be made by AT&T. Accordingly, the Document Production includes few, if any, responsive documents.

40. *Provide all plans, analyses, and reports discussing whether and how the Proposed Transaction might affect partnership possibilities for public safety broadband deployment (including partnerships for infrastructure, roaming/priority access, and facilities).*

Documents responsive to *Item 40* are in the Document Production. However, *Item 40* refers to decisions relating to the operation of the Merged Company, and those decisions will be made by AT&T. Accordingly, the Document Production includes few, if any, responsive documents.

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- 41. Provide all plans, analyses, and reports discussing whether and how the Proposed Transaction might affect network resiliency for infrastructure and facilities by decreasing the number of facilities based providers.**

Documents responsive to *Item 41* are in the Document Production. However, *Item 41* refers to decisions relating to the operation of the Merged Company, and those decisions will be made by AT&T. Accordingly, the Document Production includes few, if any, responsive documents.

- 42. To the extent not already provided, provide all documents cited in the Public Interest Statement and the attached declarations, and any data, documents or analyses provided to, reviewed by, or relied upon in preparing those declarations, grouped by declaration/Public Interest Statement.**

The Applicant understands that AT&T, pursuant to a similar Item, is providing to the FCC all documents cited in the Public Interest Statement and the declarations from AT&T employees (Messrs. Moore, Hogg, Donovan and Christopher) and outside consultants (Carlton). The Applicant has therefore reviewed only those declarations provided by Deutsche Telekom (Langheim and Larsen). There are no documents cited in those declarations other than other declarations already included in the record and Messrs. Langheim and Larsen did not rely on any other documents in the preparation of their declarations.

- 43. Provide an organization chart and personnel directory in effect since January 1, 2009, for the Company as a whole and for each of the Company's facilities or divisions involved in any activity relating to any relevant product or any relevant service.**

The Applicant does not produce periodic organization charts. The Applicant has included organizational charts for the periods available and a personnel directory in the Document Production.

- 44. Provide a list of all databases, or datasets used or maintained by the Company at any time after January 1, 2007, that constitute, record, or discuss: (a) discount requests or approvals; (b) sales personnel call reports; (c) meeting competition requests or approvals; (d) win/loss reports; (e) prices, quotes, estimates, or bids submitted to any customer; (f) the results of any bid or quote submitted to any customer or prospective customer; (g) customer relationship databases; (h) products and product codes; (i)**

facilities; (j) production; (k) sales; (l) prices; (m) margins; (n) costs, including production costs, development costs, distribution costs, standard costs, expected costs, and opportunity costs; (o) patents or other intellectual property; (p) research or development projects, including expenditures and significant accomplishments.

The Applicant provided Item 44 to the FCC in advance of the deadline at the request of the FCC staff.⁶

- 45. *Provide data for the Company's cell sites, network deployment, voice and data traffic, and backhaul, as specified in Attachment A.***

The data requested has been provided in the Data Production. The files in the Data Production include a “read_me.txt” file that contains the description and associations for all files, as well as relevant information regarding limitations, assumptions, and field definition variances.

- 46. *Provide the Company's billing data, including data on plans, subscribers, and additions, as specified in Attachment B.***

The data requested has been provided in the Data Production. The files in the Data Production include a “read_me.txt” file that contains the description and associations for all files, as well as relevant information regarding limitations, assumptions, and field definition variances.

- 47. *Provide data for the Company's spectrum holdings, responses to customers' requests for proposals (RFP's), number of subscribers, retail locations, handsets, and network quality, as specified in Attachment C.***

The data requested has been provided in the Data Production. The files in the Data Production include a “read_me.txt” file that contains the description and associations for all files, as well as relevant information regarding limitations, assumptions, and field definition variances.

⁶ See Letter from Eric W. DeSilva, Counsel to Deutsche Telekom AG, to Marlene H. Dortch, Secretary, Federal Communications Commission (dated June 8, 2011).

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Attachment 1: Transaction Timeline

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[End Confidential Information]

126 Pages Redacted