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June 20, 2011

VIA ECFS

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street S.W.  
Washington, DC 20534

Ms. Kathy Harris  
Mobility Division  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12th Street S.W.  
Room 6329  
Washington, DC 20554

**Re: Reply of Cincinnati Bell Wireless LLC to Joint Opposition of AT&T Inc., Deutsche Telekom AG and T-Mobile USA, Inc. to Petitions to Deny and Reply to Comments WT Docket No. 11-65**

Dear Ms. Dortch and Ms. Harris:

Pursuant to the Protective Order issued in the above-referenced proceedings on April 27, 2011,<sup>1</sup> please find attached an unredacted version of the Reply of Cincinnati Bell Wireless LLC to Joint Opposition of AT&T Inc., Deutsche Telekom AG and T-Mobile USA, Inc. to Petitions to Deny and Reply to Comments (“Reply”) and Exhibits A, B and C which contain certain confidential and proprietary information related to Cincinnati Bell Wireless LLC (“CBW”). Specifically, to assist the Commission’s review of the above-referenced Applications, CBW provides certain confidential information about its current roaming agreement with AT&T Inc. and correspondence with AT&T Inc. regarding a proposed roaming agreement.

CBW seeks confidential treatment of the information provided in the Reply and Exhibits A, B and C under the Protective Order. Notwithstanding the Protective Order, the

<sup>1</sup> See Applications of AT&T Inc. and Deutsche Telekom AG For Consent To Assign or Transfer Control of Licenses and Authorizations, WT Docket No. 11-65, DA 11-753 (rel. Apr. 27, 2011) (“Protective Order”).

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information provided in the Reply and Exhibits A, B and C is entitled to confidential, non-public treatment under the Freedom of Information Act (FOIA) and related provisions of the Commission's rules. *See* 47 C.F.R. §§ 0.457 and 0.459; 5 U.S.C. § 552, *et seq.* The attached information contains CBW's business operation, roaming terms and other highly confidential information.

CBW treats this contractual and roaming agreement and roaming proposal information in the Reply and Exhibits A, B, and C as highly confidential and does not customarily release such information to the public. CBW also limits the internal circulation of this information to only those persons with a legitimate need for such information. Moreover, information in the possession of a public entity is considered to be "confidential" if disclosure is likely to substantially harm the competitive position of the person from whom the information was obtained.<sup>2</sup>

CBW is subject to actual and potential competition with respect to communications products and services. The information in the Reply and Exhibits A, B and C provides certain information concerning the company's roaming operations, costs and terms. The cumulative nature of this information is also such that competitors reviewing the data could gain access to CBW's confidential market strategies, revenue targeting, and other operational business plans. Release of the information contained in the Reply and Exhibits A, B and C will give CBW's competitors an unfair advantage by providing them a picture of CBW's business strategies. As a result, the information in the Reply and Exhibits A, B and C is sensitive and commercially valuable, and its disclosure would substantially harm CBW's competitive position.

In support of its request for confidential treatment of the Reply and Exhibits A, B and C, CBW submits the following more specific information pursuant to FCC Rule 0.459:

(1) Identification of Confidential Materials: CBW seeks confidential treatment for certain existing and proposed roaming agreement terms in the Reply and Exhibits A, B and C which contains confidential and proprietary information related to CBW's business operation, and other highly confidential information. Pursuant to the Protective Order, CBW has marked each page of the non-redacted version of this filing with the legend: "**CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION.**" Each page of the redacted version of this filing is marked with the legend "**REDACTED - FOR PUBLIC INSPECTION.**"

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<sup>2</sup> *See National Parks and Conservation Ass 'n v. Morton*, 498 F.2d 765, 770 (D.C. Cir. 1974); *Critical Mass Energy Project v. Nuclear Regulatory Commission*, 975 F.2d 871, 873 (D.C. Cir. 1992).

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CBW notes that the Declaration of William Hague, submitted by the Applicants in this proceeding, suggests that AT&T's current roaming rates with CBW are the same as its proposed roaming rates. Based on this information, it would be possible to deduce CBW's current roaming rates from the proposed roaming rates listed in this correspondence from AT&T and provided herein as Exhibit B and C. Therefore, the proposed roaming rates have been redacted from the confidential version of these exhibits.

(2) Circumstances Giving Rise to Submission of Information: See the above-referenced Commission docket. To provide relevant market information to the Commission in order to facilitate its review of the Applications, CBW hereby voluntarily provides the confidential information provided in the Reply and Exhibit A, B and C.

(3) Degree to Which Information is Commercial or Financial: The information in the Reply and Exhibits A, B and C include detailed information on existing and proposed roaming agreement with AT&T. This information is highly sensitive financial, trade and commercial information as it contains data and information concerning CBW's revenue and business operations. CBW treats this data as a confidential trade secret and would not submit the data to the Commission without assurances that the information will be kept confidential. It would be highly inappropriate for the data to be disclosed to the public or third parties absent the protection of a non-disclosure agreement.

(4) Degree to Which the Information Concerns a Service Subject to Competition: The Reply and Exhibits A, B and C contain confidential information on the level of CBW's roaming terms, business activities and operational plans. Such information is directly related to CBW's service offerings which are subject to substantial competition from numerous other communications service providers, including but not limited to wireless providers, CLECs and ILECs.

(5) How Disclosure Could Result in Substantial Harm: Disclosure of CBW's roaming information and related highly confidential information would enable CBW's competitors to determine sensitive information concerning the Company's business and operational status, trends, projections, and plans. Public disclosure could give competitors a significant competitive advantage.

(6) Measures Taken to Prevent Disclosure: CBW holds the information provided in this submission in strict confidentiality. CBW has limited the number of persons with access to this information in order to lessen the chance of inadvertent or unauthorized disclosure. The document has also been specifically labeled as described above to prevent inadvertent disclosure.

(7) Public Access to Information, Third Party Disclosure: CBW has not made this information publicly available through previous disclosures.

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(8) Justification of the Period During Which the Material Should Not be Publicly Available: CBW requests that the Commission hold this information out of public view for five years. Release of this information before that time would cause substantial harm to CBW as it would detail the Company's confidential financial information.

Based on the foregoing, CBW requests confidential treatment of the Reply and Exhibits A, B and C pursuant to FCC Rules 0.457 and 0.459 and the Protective Order. Pursuant to the Protective Order, CBW is delivering two copies of the confidential version of this filing, via courier, to Kathy Harris with the Mobility Division of the Commission's Wireless Telecommunications Bureau. One copy of the confidential version and two public, redacted versions of this filing are also being filed by courier with the Secretary's Office. One copy of the public version of this filing is being filed electronically through the Commission's Electronic Comment Filing System. Finally, one copy of the confidential version of this filing is being transmitted by courier to the Commission's Secretary's Office for time-stamp return by courier to CBW.

Should you have any questions, please contact the undersigned.

Sincerely,

                  /s/ Jean L. Kiddoo                    
Jean L. Kiddoo  
Patrick J. Whittle

*Counsel for Cincinnati Bell Wireless LLC*

Attachments