REDACTED - FOR PUBLIC INSPECTION

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In re Applications of	)	
	)	
In the Matter of	)	
	)	
Applications of AT&T Inc. and	)	
Deutsche Telekom AG	)	WT Docket No. 11-65
	)	
for Consent to the Transfer of Control of	)	
Commission Licenses and Authorizations	)	
Pursuant to Sections 214 and 310(d) of the	)	
Communications Act	)	

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

Christopher J. Wilson
Vice President & General Counsel
CINCINNATI BELL INC.
221 East Fourth Street
Cincinnati, OH 45202

Jean L. Kiddoo
Patrick J. Whittle
Kimberly A. Lacey
BINGHAM MCCUTCHEN LLP
2020 K Street, N.W.
Washington, DC 20006-1806
Tel: (202) 373-6000
Fax: (202) 373-6001

Counsel for Cincinnati Bell Wireless LLC

Dated: June 20, 2011

SUMMARY

In its Petition to Condition Consent or Deny Applications ("Petition") filed in this proceeding, CBW demonstrated that approval of the proposed transaction would severely harm competition unless specific conditions were imposed to prevent this harm. Specifically, CBW showed that the Commission must impose at least three conditions to protect access by regional carriers to three critical resources that are essential to compete:

- Regional carriers must have access to **roaming**, and this access must be assured in a manner that allows them to offer competitive nationwide service to their customers including just and reasonable rates and access to all voice and data services.

- Regional carriers must have access to sufficient amounts and types of **spectrum** to allow them to compete effectively. AT&T must be required to swap, divest and/or lease spectrum as appropriate to make this happen; and

- Regional carriers must have access to cutting-edge, innovative **handsets** and AT&T must no longer be permitted to tie up these handsets through exclusive deals with manufacturers, or to use its buying power to cause manufacturers to focus their development on products that will serve only AT&T and not regional carrier networks.

CBW was not the only competitor to raise these and similar concerns. Other regional, smaller, and rural carriers also expressed serious concerns about the impact of the proposed merger upon their ability to compete and serve their customers.

In their Joint Opposition, the Applicants chose to either ignore these arguments or, where they did provide a direct response, relied upon mischaracterizations, misleading suppositions, and outright falsehoods in an attempt to persuade the Commission that the combination of the second and fourth largest national wireless carriers is actually in the public interest.

First, the Applicants misstate and make misleading statements about the nature of AT&T's existing roaming agreements, including not only false but *contradictory* statements about the reciprocal nature of those agreements. Then, AT&T goes further and accuses CBW of making false statements -- but in fact it is AT&T that has misrepresented to the Commission the

roaming proposals it made to CBW. The Applicants also suggest that the Commission's existing complaint process and roaming regulations are sufficient to address any concerns, ignoring the fact that any complaint process would at best involve retroactive resolution of harms that have already occurred and that the data roaming order is under appellate legal review.

Second, Applicants continue to ignore technological facts and innovations in order to claim that AT&T must acquire additional spectrum to solve its looming spectrum crunch. They fail to adequately address showings by merger opponents that AT&T could improve its spectrum efficiency without the need to obtain additional spectrum and do not justify their warehousing of spectrum that currently sits idle and unused. This proposed transaction is nothing more than a spectrum grab that will harm competition and reward inefficiency, which necessitates that the Commission take steps to protect the public interest.

Third, while arguing on the one hand that the relevant market for the Commission's analysis is local, the Applicants turn around and argue that the relevant market for handsets is global and that, as a result, AT&T cannot have dominance in the market for buying handsets. But the handsets in use in the U.S. are developed, manufactured and marketed mostly for and to the national market within the U.S. The Commission must see through this subterfuge and recognize the Applicants' argument for what it is: an attempt to protect AT&T's ability to continue to control the handset market through exclusive and *de facto* exclusive arrangements.

The Commission must dismiss the Applicants' misleading and incorrect claims and find that, unless adequately conditioned, the proposed merger will not be in the public interest and will severely harm competition. Furthermore, based on these findings, the Commission should either deny the applications or impose conditions sufficient to protect competitors' access to roaming, spectrum and handsets.

TABLE OF CONTENTS

REDACTED - FOR PUBLIC INSPECTION

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In re Applications of	)	
	)	
In the Matter of	)	
	)	
Applications of AT&T Inc. and	)	
Deutsche Telekom AG	)	WT Docket No. 11-65
	)	
for Consent to the Transfer of Control of	)	
Commission Licenses and Authorizations	)	
Pursuant to Sections 214 and 310(d) of the	)	
Communications Act	)	

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

Cincinnati Bell Wireless LLC ("CBW"), by its undersigned counsel, pursuant to the Federal Communications Commission's ("Commission") Public Notice in the above-captioned proceeding,[1] hereby replies to the Joint Opposition of AT&T Inc. ("AT&T"), Deutsche Telekom AG ("DT") and T-Mobile USA, Inc. ("T-Mobile") (collectively, the "Applicants"), filed in this proceeding on June 10, 2011 ("Joint Opposition").

I. INTRODUCTION

In its Petition to Condition Consent or Deny Applications ("Petition") filed in this proceeding, CBW demonstrated that the approval of the proposed transaction would severely harm competition unless specific conditions were imposed to prevent this harm. Specifically, CBW showed that the Commission must impose conditions to protect access by regional carriers to three critical resources that are essential to compete:

[1] *AT&T Inc. and Deutsche Telekom AG Seek FCC Consent to the Transfer of Control of the Licenses and Authorizations Held by T-Mobile USA, Inc. and its Subsidiaries to AT&T Inc.,* Public Notice, DA 11-766 (rel. April 28, 2011).

- Regional carriers must have access to **roaming**, and this access must be assured in a manner that allows them to offer competitive nationwide service to their customers including just and reasonable rates and access to all voice and data services.

- Regional carriers must have access to sufficient amounts and types of **spectrum** to allow them to compete effectively. AT&T must be required to swap, divest and/or lease spectrum as appropriate to make this happen; and

- Regional carriers must have access to cutting-edge, innovative **handsets** and AT&T must no longer be permitted to tie up these handsets through exclusive deals with manufacturers, or to use its buying power to cause manufacturers to focus their development on products that will serve only AT&T and not regional carrier networks.

CBW was not the only competitor to raise these and similar concerns. Other regional, smaller, and rural carriers also expressed serious concerns about the impact of the proposed merger upon their ability to compete and serve their customers. Most interestingly, of the smaller providers on whom the Applicants rest their argument that there is sufficient competition in the market, those who filed a petition or comments *universally* agreed that the proposed transaction raises serious concerns about consolidation in the wireless market and will negatively impact competition.[2]

In their Joint Opposition, the Applicants chose to either ignore these arguments or, where they did provide a direct response, relied upon mischaracterizations, misleading suppositions,

[2] In its Public Interest Statement, AT&T states that Verizon Wireless, Sprint, MetroPCS, Leap, U.S. Cellular, Cellular South, Allied Wireless, Cincinnati Bell, Cox Communications, Clearwire, and LightSquared provide competition to its wireless services. *See* Applications of AT&T Inc., Deutsche Telekom AG and T-Mobile, WT Docket No. 11-65, Description of Transaction, Public Interest Showing and Related Demonstrations, at 78-93 (filed April 21, 2011) ("Public Interest Statement"). Of the competitors named by AT&T who filed either a petition or comments, all requested denial of the Applications, expressed concern about the merger or requested conditions upon the grant of the merger to protect competition. *See e.g.*, Comments of Clearwire, WT Docket No. 11-65 (filed May 31, 2011) ("Clearwire Comments"); Petition to Deny of Sprint Nextel Corp., WT Docket No. 11-65 (filed May 31, 2011) ("Sprint Petition"); Petition of MetroPCS Communications, Inc. and NTELOS Inc. to Condition Consent or Deny Application, WT Docket No. 11-65 (filed May 31, 2011) ("MetroPCS Petition"); Petition of Cincinnati Bell Wireless LLC to Condition Consent or Deny Applications, WT Docket No. 11-65 (May 31, 2011) ("Petition"); Petition to Deny of Leap Wireless International, Inc. and Cricket Communications, Inc., WT Docket No. 11-64 (filed May 31, 2011) ("Leap Petition"); Comments of U.S. Cellular Corp., WT Docket No. 11-65 (filed May 31, 2011); Petition to Deny of Cellular South, Inc., WT Docket No. 11-65 (filed May 31, 2011) (seeking denial on procedural grounds); and Petition of Cox Communications, Inc. to Condition Consent, WT Docket No. 11-65 (filed May 31, 2011) ("Cox Petition").

and outright falsehoods in order to persuade the Commission that the combination of the second and fourth largest national wireless carriers is actually in the public interest.

First, the Applicants misstate and make misleading statements about the nature of AT&T's existing roaming agreements, including *contradictory* statements about the reciprocal nature of those agreements. They also completely fail to account for the specific impact of the merger on CBW's (and other GSM-based carriers') ability to roam on both AT&T and T-Mobile's GSM-based network, and instead simply dismiss such concerns with a wave of the hand as if to suggest that the impact to this subset of carriers is insignificant and not worthy of consideration. Then, AT&T goes further and accuses CBW of making false statements -- but in fact it is AT&T that has made false statements about the roaming proposals it made to CBW. Next, the Applicants suggest that the Commission's existing complaint process and roaming regulations are sufficient to address any concerns, ignoring the fact that any complaint process would at best involve retroactive resolution of harms that have already occurred and that the data roaming order is under appellate legal review.

Second, Applicants continue to ignore technological facts and innovations in order to claim that AT&T must acquire additional spectrum to solve its looming spectrum crunch. They fail to adequately address suggestions by merger opponents that AT&T could improve its spectrum efficiency without the need to obtain additional spectrum and do not justify their warehousing of spectrum that currently sits idle and unused. This proposed transaction is nothing more than a spectrum grab that will harm competition and reward inefficiency, which necessitates that the Commission impose conditions to protect the public interest.

Third, while arguing on the one hand that the relevant market for the Commission's analysis is local, the Applicants turn around and argue that the relevant market for handsets is

global and that, as a result, AT&T cannot have dominance in the market for buying handsets. But the handsets in use in the U.S. are developed, manufactured and marketed mostly for and to the national market within the U.S. The Commission must see through this subterfuge and recognize the Applicants' argument for what it is: an attempt to protect AT&T's ability to continue to control the handset market through exclusive and *de facto* exclusive arrangements.

The Applicants' Public Interest Statement and response to the petitions to deny is nothing less than an attempt to create a smoke screen to hide the detrimental effects of the proposed transaction behind the illusion of better service to customers and expansion of broadband services. The Applicants successfully play the part of the Wizard of Oz as they shout at the Commission and merger opponents to "*pay no attention to the man behind the curtain*." However, the Commission must rip down the curtain and recognize the proposed transaction for what it is: nothing more than a single entity trying to control and dominate the wireless market to the detriment of the public interest and any remaining competitors.

II. THE APPLICANTS RELY ON FALSE AND MISLEADING STATEMENTS ABOUT ROAMING AND FAIL TO ALLEVIATE PUBLIC INTEREST CONCERNS ABOUT ROAMING ACCESS AND TERMS IN A POST-TRANSACTION ENVIRONMENT

A. AT&T's claims about existing bilateral and reciprocal roaming agreements are misleading and disingenuous.

AT&T argues that the merger will not harm competition because regional carriers like CBW will provide a competitive check on the merged entity's behavior. As CBW showed in its Petition, however, roaming access is essential to CBW's ability to compete against nationwide carriers.[3] The acquisition by AT&T of T-Mobile, which is the only national roaming alternative to AT&T for GSM-based services, will result in AT&T's complete domination of the GSM-

[3] Petition at 9.

based roaming market and allow it to control that market to the detriment of CBW and other GSM-based carriers as well as their customers.[4] AT&T dismisses these concerns by suggesting that, because it purportedly has "bilateral" and reciprocal agreements with smaller carriers and is a net purchaser of roaming, it has an incentive to keep roaming rates low even after it controls the entire market. Applicants state flatly that "*every* domestic roaming agreement is a bilateral agreement between two carriers, typically with a single reciprocal rate" and that "[e]ven where one carrier is substantially larger, in absolute terms, than the other, the real-world experience is that the roaming rates are *generally reciprocal*."[5] But this is false: CBW, which is a smaller carrier that AT&T repeatedly holds up as an important competitor,[6] does not have a bilateral or reciprocal agreement with AT&T.

CBW's contract with AT&T is unilateral, not bilateral, and under its terms CBW roams on AT&T's network but *not* vice versa.[7] Accordingly, even if AT&T were correct about its incentives in truly bilateral agreements, such incentives do not apply to CBW, from whom AT&T has both the incentive and ability to extract exorbitant rates and onerous conditions. But even if other carriers' agreements may be "bilateral" in form, they are hardly reciprocal in effect. Due to its already formidable market power, AT&T does not need to engage in arms-length negotiations with smaller carriers to hash out and draft mutually equitable terms and conditions or rates for roaming. Instead, AT&T simply sets forth the terms, conditions and rates that it finds acceptable, and the smaller carrier must either accept those terms or risk losing access to

---

[4] *See e.g.*, Sprint Petition at iii and Leap Petition at 21.

[5] Joint Opposition of AT&T Inc., Deutsche Telekom AG, and T-Mobile USA, Inc. to Petition to Deny and Reply to Comments, WT Docket No. 11-65 at 157 (filed on June 10, 2011) (emphasis added) ("Joint Opposition").

[6] Public Interest Statement at 91 (stating that CBW is a "significant competitor in southwestern Ohio") and Joint Opposition at 108 (listing CBW as one of many "formidable rivals in markets where they compete").

[7] This is because AT&T's footprint overlaps virtually the entirety CBW's.

AT&T's network for roaming. These heavy-handed tactics are clearly demonstrated by the proposal made to CBW by AT&T and further described in Confidential Exhibits B and C, which contain emails from AT&T setting forth the terms for a possible data roaming agreement. As discussed further in Section II.D, the proposed data roaming agreement terms are not commercially reasonable and demonstrate AT&T's ability to dictate the terms of these agreements. With the take-over of T-Mobile, the GSM-based marketplace will lose the only plausible roaming alternative to AT&T, and AT&T will be freed of the last competitive constraint on its behavior.

[*BEGIN CONFIDENTIAL***]** [8] [9] [10] [redacted]

[redacted] **[***END CONFIDENTIAL***]**

[8] *See* Confidential Exhibit A.

[9] *See* Confidential Exhibit B. In his declaration, Mr. Hague suggested that AT&T's current roaming rates with CBW were 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. Therefore, the proposed roaming rates have been redacted from the confidential version of these exhibits.

[10] *See* Confidential Exhibit C. *See supra* n.9.

CBW strongly objects to AT&T's attempt to rely upon the existence of supposed reciprocal agreements with other carriers to undercut concerns about its proposed monopoly control of the only nationwide GSM-based network, especially when AT&T does not have and refuses to enter into a reciprocal agreement with CBW. Even if AT&T has reciprocal agreements with *some* carriers, it cannot rely on those agreements to act as a check and balance on any attempt to increase roaming rates in its unilateral agreement with CBW and similar carriers which were not formed through a bilateral negotiation or do not contain any reciprocal terms or rates.

In addition, AT&T's reliance upon the existence of reciprocal agreements as a control on its roaming rates reveals an inherent contradiction in AT&T's position. On the one hand, if CBW is the only, or one of the only, regional carriers with a one-way roaming agreement with AT&T, then the terms of that agreement are neither "customary" nor "commercially reasonable" and may even be discriminatory in violation of the Commission's regulations. On the other hand, if AT&T has numerous unilateral agreements with smaller carriers, AT&T's reliance on reciprocal agreements is misplaced from the start and such terms are not as fair or common as AT&T's statements suggest. Either way, AT&T's assertion that the existence of reciprocal agreements will provide a check and balance on post-transaction roaming rates is erroneous, and AT&T has failed to provide adequate assurances that it will not act as a monopolist in the GSM-based roaming market.

AT&T also relies upon the assertion that, in the aggregate, it is a net purchaser of roaming services in the U.S. to support the conclusion that it has no incentive to raise roaming rates.[11] AT&T appears to argue that since most of its agreements contain reciprocal roaming

[11] Joint Opposition at 157.

rates and since it is a net purchaser of roaming services, it will necessarily seek to keep roaming rates low. This argument fails for several reasons. First, even if AT&T is a net purchaser on a national scale at this time, the Applicants present no evidence that the merged entity would remain a net purchaser for roaming after the closing of the proposed transaction. Moreover, smaller carriers that today roam on T-Mobile will be counted on the revenue side of AT&T's roaming ledger following the merger. Second, in its supporting declaration from William W. Hague ("Hague Declaration"), AT&T goes so far as to state that "[i]ncreased roaming rates would result in increases in AT&T's payments to its domestic roaming partners."[12] However, AT&T pays *zero* roaming revenue to CBW. Therefore, any reliance on the fact that AT&T is a net purchaser of roaming on a national scale is irrelevant as to whether it can and will increase roaming rates where it pays no reciprocal roaming revenue. The roaming rates that CBW pays to AT&T have no contractual bearing on the roaming rates AT&T pays to other carriers, and vice versa.

Thus, AT&T faces no disincentive to increasing its unilateral roaming rates as much as possible, especially after AT&T will have eliminated its only national GSM-based roaming competitor by means of the merger. In short, AT&T can raise its roaming rates with CBW without fear of facing corresponding increases to the roaming rates that AT&T pays. However, if AT&T genuinely believes that it has no incentive to raise rates and its net purchaser status provides an incentive to keep rates low, CBW hereby publicly offers to enter into a reciprocal agreement for roaming with AT&T at the rates set forth in the Petition.[13]

---

[12] *See* Declaration of William H. Hague to Joint Opposition at ¶ 10 ("Hague Declaration").

[13] *See* Petition at 24 (recommending that the Commission cap voice roaming rates at $0.02 per minute and data roaming rates at $0.03 per MB).

B. The elimination of T-Mobile as a GSM-based roaming partner is a merger-specific harm that will directly impact CBW.

AT&T argues that, because of handset interoperability limitations, it is already the only choice for many GSM-based carriers' roaming, and that merger opponents' concerns that its acquisition of T-Mobile will create a GSM monopoly and increase roaming rates are unfounded.[14] First, amazingly, AT&T relies upon the fact that, since it already enjoys *de facto* monopoly control of most 3G GSM-based roaming for many carriers, it is justified in its acquisition of complete monopoly control over all of them. Second, AT&T casually ignores the fact that GSM carriers rely upon both AT&T and T-Mobile for 2G voice and data roaming by stating that 3G data roaming services are the primary concern of merger opponents.[15] In fact, there are no handset interoperability or compatibility issues between the 2G networks of the GSM providers, and today CBW and other small and regional carriers rely on both T-Mobile and AT&T for voice and 2G data roaming. Removing T-Mobile as a roaming partner will leave AT&T as the sole nationwide GSM option for 2G voice and data roaming, thus ensuring its monopoly control of the entire wholesale GSM market.

AT&T also completely fails to address CBW's concerns about its announced plans to shut down T-Mobile's 3G network if the proposed transaction is approved. As discussed in its Petition, CBW is faced with the certain prospect that the acquiring company plans to shut down an essential service that is provided to CBW and others by the acquired company and which will

---

[14] *See* Joint Opposition at 158 ("[M]ost GSM providers *today* do not have an effective choice of roaming partners for the 3G data roaming services that are the primary concern of merger opponents.") (italics in original); Hague Declaration, at ¶ 9 ("The principal focus of these claims is 3G roaming, but today, each GSM carrier already has only one real choice of a national 3G roaming partner…. [A]s a practical matter, GSM 3G carriers in the U.S. - of which there are now few other than AT&T, T-Mobile and Cincinnati Bell - have had only one choice of national roaming partner.").

[15] *Id.*

result in extreme competitive detriment to competitors.[16] For CBW and other GSM-based carriers, and for their customers, this shutdown will be catastrophic unless AT&T provides a "clear path" to allow these parties to roam on the AT&T network at reasonable and just terms and rates. While AT&T acknowledges that handset interoperability limitations already restrict many carriers' choice for GSM roaming, it conveniently ignores the harsh reality facing CBW and similarly situated carriers that use the same 3G and 4G frequency bands as T-Mobile. The shutdown of the T-Mobile network will directly harm these carriers and their customers. The handsets that are currently available for use on CBW's and T-Mobile's 3G networks are not compatible with AT&T's 3G network, and AT&T's tight control over the handset market and North American 3G and 4G frequency bands make it difficult for CBW to obtain an adequate supply of handsets capable of roaming on AT&T's 3G network. With the removal of T-Mobile as the only significant source of demand for dual-band handsets, it will become impossible for CBW to obtain handsets that are capable of roaming on both CBW's and AT&T's 3G network, as manufacturers will not make these handsets in the small quantities needed by CBW and the handful of other small GSM carriers that use the same 3G frequency bands as T-Mobile uses today. The Commission must address these concerns through either a denial of the applications or the imposition of adequate conditions to preserve nationwide roaming by CBW's and other similarly situated carriers' customers.[17]

---

[16] Petition at 6; *see also* Iowa Wireless Services LLC's Petition to Deny, WT Docket No. 11-65 (filed May 31, 2011) ("Iowa Wireless Petition") at 5-7 (discussing the effect of the shut down of T-Mobile's network on Iowa Wireless and its rural partners).

[17] Iowa Wireless Petition at 9 (asking the Commission to condition consent to the Applications on AT&T's agreement to work with manufacturers to make handsets compatible with both Iowa Wireless and AT&T's network in light of AT&T's plan to shut down T-Mobile's GSM network).

C. AT&T mischaracterizes its own prohibition on CBW's service to enterprise customers.

AT&T has precluded CBW from providing services to enterprise customers based in its Cincinnati and Dayton markets by prohibiting CBW from using AT&T's roaming service to provide wireless service to these enterprise customers' locations and users in other states.[18] In response, AT&T asserts that CBW should simply obtain MVNO status so that it may "provide retail service to individuals who live in San Francisco and work in offices of enterprise customers that also have locations in Cincinnati."[19] This response completely mischaracterizes the issue. CBW seeks to provide centrally managed service to enterprise customers with headquarters or a substantial presence in its home markets of Greater Cincinnati and Dayton. Through this service, CBW would provide enterprise customers and their employees with handsets and phone numbers with Ohio or Kentucky area codes. As with CBW's other retail customers, this would allow employees to use the CBW service, for example, when traveling or when located at a regional office outside of CBW's home market. CBW does not, as AT&T suggests, want to sell a handset and service in San Francisco to an individual who happens to work for a company located in Cincinnati.[20] Instead, CBW wants the commercially reasonable ability to provide comprehensive services to Ohio and Kentucky-based companies, but it is foreclosed from such business opportunities through unreasonable terms in its roaming agreement with AT&T and AT&T's aggressive enforcement of those terms.

The Applicants go to great lengths to explain that the merger will not adversely impact competition in the business market because T-Mobile is currently not a competitive force in the

---

[18] *Id*. at 17-18.

[19] Hague Declaration at ¶ 18.

[20] CBW seriously doubts that AT&T would refuse to provide service, or provide it only on an MVNO basis, to an out-of-office employee of one of *its* enterprise customers.

business market, particularly for large businesses that desire complex integrated solutions.[21] Although it may be true that T-Mobile does not directly compete for these enterprise customers, that does not mean that the merger will not impact competition in this segment of the market. As explained in the Declaration of Kevin Peters, AT&T Business Solutions provides integrated telecommunications services to businesses. Unlike T-Mobile however, Cincinnati Bell is also an integrated provider, offering packages to business customers that address wireless, landline, Internet, long distance, VoIP, data storage, and network security needs. Thus, by removing CBW's primary source of wholesale roaming, the merger would threaten CBW's (and similar carriers') ability to offer the wireless component of the bundle.

If CBW is truly going to provide the type of competition that AT&T relies upon in its Public Interest Statement and Joint Opposition to support the merger, including the ability to act as a substitute for T-Mobile or a competitor in the wireless market,[22] CBW must be allowed to provide roaming to *all* users associated with enterprise customers based in Greater Cincinnati or Dayton. AT&T's continued insistence on the unreasonable condition in its roaming agreement limiting the ability of CBW's enterprise customers to roam on AT&T's network, coupled with the elimination of T-Mobile as an alternative roaming partner, will directly lessen competition in the enterprise market. AT&T's failure to directly respond to this competitive concern demonstrates why an appropriate condition is necessary to protect competition in this part of the market.

---

[21] *See* Declaration of Kevin Peters to Joint Opposition at ¶ 4.

[22] Joint Opposition at 131 (stating that "Sprint, MetroPCS, and Leap are rapidly gaining customers while T-Mobile USA is losing customers, especially contract customers. Those providers - along with U.S. Cellular, Cellular South and a host of others - can rapidly fill any competitive gap T-Mobile USA leaves upon the completion of this transaction.").

D. AT&T's statements about its data roaming proposal to CBW are false.

In its Petition, which was supported by a declaration made under penalty of perjury, CBW described AT&T's proposal for a data roaming agreement and its proposed condition that would "require CBW to modify CBW's own 3G network in its home market right now to make it technically compatible with AT&T's network and handsets just in case AT&T should ever want to roam on it at some future time."[23] Faced with this, AT&T simply denies everything. In its own declaration made under penalty of perjury, AT&T states that "At no time did AT&T request that Cincinnati Bell modify its network, and AT&T has offered to enter into an agreement for 3G roaming at 2G rates with Cincinnati Bell, regardless of the spectrum or technology that it uses to provide 3G services."[24]

However, it is not CBW, but AT&T who has made incorrect statements and misrepresented facts to the Commission. **[***BEGIN CONFIDENTIAL***]** [redacted] **[***END CONFIDENTIAL***]** *See* Confidential Exhibit C. As further explained in the Petition, this condition for obtaining 3G data roaming access on AT&T's network would require CBW to provide 3G service on 1900 MHz Band II spectrum, which it does not currently provide, and which would require CBW to incur significant downtime and expense to incorporate into its network.[25]

---

[23] Petition at 19.
[24] Hague Declaration at ¶ 19.
[25] Petition at 19, n.36.

AT&T also misrepresents the rate it proposed for voice roaming that would apply under a new data roaming agreement. As CBW stated in its Petition, AT&T's offer of 3G data roaming requires CBW to accept voice roaming rates structured in such a way as to materially increase CBW's cost for voice roaming.[26] AT&T disputes this statement and claims it is incorrect.[27] But it is AT&T who is again incorrect. AT&T proposed a combined air/toll rate for the voice roaming in a new data roaming agreement that will result in higher rates than those currently paid by CBW under its existing roaming agreement with AT&T, which provides for separate air and toll charges.

E. The Commission's complaint process and roaming regulations are inadequate for addressing concerns about roaming agreements.

AT&T attempts to mitigate concerns about unreasonable roaming rates and terms by suggesting that carriers can simply file a complaint if they believe that AT&T's roaming agreements violate the Commission's regulations.[28] While CBW agrees that the Commission's complaint process is an available avenue for recourse, it presents its own set of costs and difficulties that would encourage AT&T to game the system. First, the Commission's complaint process is time consuming and expensive for the complainant. Such proceedings consume a significant amount of employee time and can generate large amounts of legal expenses. Second, the process is also backward-looking in nature and can correct unreasonable rates and terms only *after* they have been imposed upon the smaller carrier throughout the pendency of the complaint. The carrier must continue to comply with unreasonable terms and pay inflated rates while the complaint is pending without any assurance of a positive resolution. In addition, by gaming the system, AT&T can rapidly place its counter-party in a serious financial bind. Fortunately,

---

[26] *Id*. at 18.
[27] Hague Declaration at ¶ 20.
[28] Joint Opposition at 160, n.283.

complaint proceedings are not the sole remedy available to the Commission, which has frequently exercised its authority to protect the public interest in merger proceedings by placing conditions upon acquiring companies that will help ensure that the combined entity cannot harm competition after the merger.[29] In this proceeding, where it is clear that the merged entity will have monopoly control of the wholesale GSM roaming market, the Commission has the ability, and in fact the responsibility, to ensure that the transaction is in the public interest and will not harm competition by imposing reasonable conditions to ensure that AT&T does not abuse its monopoly power after the closing of the transaction.

AT&T's alterative argument that the Commission's roaming orders and regulations will protect smaller carriers from unreasonable rates and terms is a smoke screen. First, the automatic and data roaming orders were issued prior to the proposed consolidation of the second and fourth largest wireless carriers (and first and second largest GSM-based carriers), and thus were based upon an analysis of the market that will no longer exist after this transaction. Second, the data roaming order is currently under appeal by Verizon and its future enforceability therefore is not guaranteed. Third, the sole standard under the roaming rules is that the providing carriers must charge a "commercially reasonable" rate -- but because the proposed transaction will create a duopoly of national carriers, and a monopoly of GSM-based national carriers, there will be no effective market in place by which to measure what a "commercially reasonable" term or rate is. As Leap explained in its petition, "Short of terms that are so oppressive that they are 'tantamount to a refusal to offer a data roaming agreement,' AT&T could, and would, introduce a number of restrictive terms, and raise roaming rates to extravagant levels, and would argue that

[29] *See e.g., Verizon Wireless and Atlantis Holdings LLC (Transfer of Control)*, Memorandum Opinion and Order, 23 FCC Rcd 1744 (2008) (imposing divesture requirements and conditions on roaming, USF, and E911); *AT&T Inc. and Centennial Communications Corp. (Applications for Consent to Transfer Control of Licenses)*, Memorandum Opinion and Order, 24 FCC Rcd 13915 (2009) (imposing various condition including roaming requirements).

such terms are 'commercially reasonable,' as Verizon's similar leverage would prevent carriers from pointing to a more reasonable benchmark."[30]

In response, AT&T attempts to reassure merger opponents and the Commission that "the terms on which *AT&T itself*, as net purchaser, buys roaming from other providers can serve as a benchmark in any FCC complaint proceeding."[31] However, such reliance is misguided and misplaced for a number of reasons. First, rates in roaming agreements are confidential and AT&T is the only party in a position to know the terms and roaming rates contained in all of its agreements. Therefore, there is no way for a competitor to obtain information about those agreements in order to form the basis of a complaint that its rates with AT&T are unreasonable. Second, it is disingenuous for AT&T to argue that its roaming rates are commercially reasonable simply because they are similar to the rates and terms in other AT&T agreements. Third, whether AT&T is a net payer nationally is irrelevant to a scenario where it has a one-directional roaming arrangement with a carrier like CBW. In that instance, absent any alternative supplier, AT&T can essentially charge whatever it likes because it is not paying any offsetting amounts at that rate to the competitor. It is therefore impossible to determine a reasonable "benchmark" based on existing agreements and AT&T's effort to use its rates to other carriers with more balanced roaming arrangements does not justify its rate to carriers like CBW.[32] Any argument that AT&T has no incentive to impose high roaming rates and unreasonable terms upon its competitors is completely undermined by the fact that it already has done so and will have even more ability to do so post-merger. The only reasonable roaming rate "benchmark" is cost.

---

[30] Leap Petition at 22-23; *see also* Petition to Deny by COMPTEL, WT Docket No. 11-65, at 2 (filed May 31, 2011) ("It is not possible to negotiate 'commercially reasonable' terms and conditions in a monopoly environment because there is no basis for comparison.").

[31] Joint Opposition at 159 (italics in original).

[32] *See also* Petition at 22 (describing unreasonable rates previously proposed to CBW by AT&T).

F. The Commission must impose cost-based rate regulation conditions on AT&T roaming agreements if it approves the merger.

As CBW explained in its Petition, it will be economically unable to compete without access to voice and data roaming at competitive and reasonable rates and, after this transaction, CBW will be able to obtain nationwide roaming only from AT&T.[33] The Commission must ensure that CBW can continue to offer the type of competition that AT&T claims it does and upon which AT&T relies to justify this merger. Therefore, if it approves this merger, the Commission must impose a direct and unequivocal obligation upon AT&T to provide voice and data roaming at reasonable and nondiscriminatory prices. Specifically, AT&T must be required to provide voice and data roaming at cost-based rates given that there will be no other benchmark available for determining "commercially reasonable" rates in the absence of T-Mobile.

If AT&T's position in the Joint Opposition is to be believed, then such an obligation will have no adverse effect upon AT&T. AT&T repeatedly touts that it is a net purchaser of roaming revenue and has many reciprocal agreements which provide an incentive to keep rates low; if this is so, the lower the rates, the better for AT&T. In addition, the declaration of the Applicants' own economists states that, because GSM-based carriers are "relatively small in size … [t]he benefits to AT&T … of seeking better roaming terms and conditions are quite small because any resulting effect on retail prices would have to be exceeding small."[34] Therefore, imposing a cost-based roaming rate upon AT&T can have no discernable impact on its financial bottom-line. However, when viewed from the other side, cost-based roaming is absolutely essential to ensuring the survival of competition from the regional carriers that AT&T relies upon to justify this merger. It will allow regional providers such as CBW to remain on par and continue to

---

[33] Petition at Section II.

[34] Reply Declaration of Robert D. Willig, Jonathan M. Orszag and Jay Ezrielev to Joint Opposition at ¶ 71.

operate as a competitor to AT&T without resulting in any corresponding harm to AT&T. Therefore, conditioning the merger on this provision of cost-based roaming rates by AT&T is in the public interest and will provide an important check upon the reasonableness of AT&T's roaming rates.

III. AT&T FAILS TO DEMONSTRATE THAT ITS CURRENT SPECTRUM USE IS EFFICIENT AND THAT THE PROPOSED ACQUISITION OF SPECTRUM IS IN THE PUBLIC INTEREST

In the Joint Opposition, AT&T repeatedly claims that it is suffering from a spectrum capacity crunch that can be solved only through the acquisition of additional spectrum. It disagrees with merger opponents who suggest AT&T can alleviate this "crunch" without the merger by deploying a variety of technologies to obtain greater efficiencies, using its currently idle spectrum, and moving customers from outdated technology to new and more efficient devices and services. However, AT&T is wrong and the merger opponents are right.

First, AT&T asserts that it has already "pursued all reasonable measures at its disposal to address its spectrum and capacity constraints"[35] and its only alternative is to acquire more spectrum. Specifically, it argues that techniques such as cell splitting and heterogeneous network technologies will not resolve its capacity problems.[36] However, this argument is directly refuted by decades of technology development and the historic growth of wireless network capacity. This capacity growth was noted even by an early pioneer of cellular telephony, Martin Cooper, who observed that, "'wireless capacity has doubled every 30 months over a period of 104 years."[37] An analysis of these gains translates them into approximately a million-fold increase since 1957 and shows that they developed from a combination of factors

---

[35] Joint Opposition at 63.

[36] *Id*. at 63-72

[37] Vikram Chandrasekhar and Jeffrey G. Andrews, *Femtocell Networks: A Survey*, IEEE Communications Magazine, at 59, September 2008.

including "a 25x improvement from wider spectrum, a 5x improvement by dividing the spectrum into smaller slices, a 5x improvement by designing better modulation schemes, and a **whopping 1600x gain** through reduced cell sizes and transmit distances."[38] AT&T has made no showing that it has exhausted these measures before making a land-grab for more spectrum. Instead, AT&T asserts that its ability to add additional cell sites is limited by the lack of available space and huge financial cost. However, AT&T could supplement its network with the greater use of femtocells, which are an inexpensive alterative to traditional tower cell sites and serve to reduce cell size while providing better indoor coverage and data service.[39] At an approximate cost of $200 per year for each femtocell,[40] the $39 billion AT&T wants to pay for T-Mobile could achieve an enormous amount of additional capacity without resulting in a reduction in competition.[41] And the use of femtocells is just one example of the types of spectrum efficiency measures at AT&T's disposal. Clearly, AT&T has alternative methods to increase capacity other than the acquisition of additional spectrum.

Second, AT&T currently has significant AWS spectrum in the Cincinnati market and elsewhere that is dormant and not being used by AT&T.[42] This type of warehousing is inefficient and wasteful. AT&T argues that it cannot use its current AWS and 700 MHZ spectrum to increase capacity because it is reserved for the development of future 4G

---

[38] *Id.* (emphasis added).

[39] *Id.*

[40] *Id.* at 61 ("Femtocell deployments will reduce the operating and capital expenditure costs for operators. A typical urban macrocell costs upwards of $1000/month in site lease, and additional costs for electricity and backhaul. The macrocell network will be stressed by the operating expenses, especially when subscriber growth does not match the increased demand for data traffic. The deployment of femtocells will reduce the need for adding macro-BS towers. A recent study shows that the operating expenses scale from $60,000/year/macrocell to just $200/year/femtocell.") (citations omitted).

[41] Even one percent of this price ($390 million) would, by straight-forward mathematics, cover the yearly cost of nearly 2 million femtocells.

[42] Petition at 28.

technologies.[43] AT&T then asserts that it cannot immediately start transitioning customers to 4G because it must continue to support older and less efficient technologies still used by those customers. AT&T is clearly facing a crisis of its own making. It continues to support outdated services, was late in its deployment of LTE as compared to other carriers,[44] and yet continues to leave spectrum sitting idle and unused. The solution to AT&T's self-styled spectrum crunch is simple: AT&T should use its vast financial resources, including the extra $39 billion it has available to spend, to provide incentives, give-a-ways, and other programs to migrate customers from 2G services, which is a less efficient use of spectrum, to improved 3G and 4G services. When combined with the use of more efficient spectrum technology (such as femtocells), AT&T's spectrum crunch will simply disappear. There is no need to allow it to hoard even more spectrum.

Finally, other carriers have been able to develop and deploy 4G technology without holding huge sections of spectrum in reserve and have done so with significantly less spectrum than AT&T currently holds.[45] These carriers, including CBW, face the same growth in data usage that AT&T claims justifies its need for more spectrum and face the same financial and logistical challenges with resources far smaller than AT&T's. It is clearly disingenuous for AT&T to argue that it needs to obtain a significantly larger portion of spectrum in order to provide better service while simultaneously asserting that regional and smaller carriers provide robust competition with their limited spectrum holdings and nearly no access to additional spectrum.[46] Either AT&T is managing its spectrum resources poorly as compared to its

---

[43] Joint Opposition at 7.

[44] *See* Sprint Petition at 128 (discussing Verizon's deployment of LTE).

[45] *See e.g.* MetroPCS Petition at 10.

[46] AT&T argues that the Sprint/Clearwire spectrum holdings should be included in spectrum calculations, but fails to acknowledge the inferiority of this spectrum. The Clearwire spectrum is a much higher frequency band that provides poor coverage and the spectrum is not allocated in paired blocks to support FDD

competitors and, therefore has the ability to improve its efficiency dramatically, or AT&T must acknowledge that the regional and smaller carriers do not provide the type and extent of competition it relies upon throughout its applications.

As detailed in its Petition, in order for CBW to maintain its services and provide the type of competition that AT&T claims that it does, the Commission must require AT&T to swap, divest and/or lease spectrum as appropriate to assure that its competitors have sufficient spectrum in both quantity and quality to provide advanced services that can compete with AT&T.

IV. AT&T'S MARKET POWER IN THE U.S. WILL CONTINUE TO HARM COMPETITORS' ACCESS TO HANDSETS AND OTHER DEVICES

A. The availability of state-of-the-art handsets is essential to the ability of regional carriers to compete.

Based on its experience gathered over 13 years of providing wireless service, CBW can definitively state that the choice of available handsets is a critical factor in a potential customer's selection of a wireless provider. Other carriers have also found that the breadth of handset selection plays a key role in consumer choice of carriers.[47] However, AT&T has already taken measures to cut off CBW's access to many devices, and, unless stopped, will no doubt escalate these efforts post-merger. The dearth of available handsets for purchase and use by CBW has already impacted its ability to compete. While the Applicants point to CBW's strength as a regional provider to support its public interest argument, CBW is in fact losing customers due to

---

technology. This spectrum is not usable for the majority of wireless services as almost all existing technologies require FDD spectrum. Moreover, AT&T itself argues elsewhere (Joint Opposition at 30) that the Qualcomm spectrum it is acquiring is unpaired and for this reason it is not suitable for resolving its capacity problems and should not be considered in evaluating AT&T spectrum holdings. Using AT&T's own criteria, the Commission accordingly should discount the unpaired Clearwire spectrum.

[47] Leap Petition at 25 ("Consumers and carriers alike understand that device selection is a critical component of the decision to purchase wireless services."); Cox Petition at 9 ("Consumers demand the latest devices and their choice of wireless provider is increasingly based on the availability of such devices.").

its lack of access -- caused by AT&T -- to the latest technology and most desirable handsets for its subscribers.[48] Clearly, the Commission must take steps to enhance the ability of CBW and similar wireless providers to compete with the merged entity by ensuring them access to the most advanced types of handsets.

As detailed in its Petition, CBW has already been harmed by exclusive agreements between national carriers, including AT&T, and handset manufacturers.[49] Other petitioners have also expressed deep concern with AT&T's continued ability to limit the availability of handsets after the closing of the proposed transaction. Leap asserted that "[t]he proposed acquisition would make an already problematic situation dramatically worse. AT&T's dominant position after this acquisition would greatly enhance its ability to exclude competitors from obtaining the most sought-after devices."[50] The Rural Telecommunications Group, Inc. ("RTG") also found that "AT&T, with its overwhelmingly large market share, has used its dominance to continually engage in these anticompetitive agreements to the direct financial harm of T-Mobile and RTG's members."[51]

AT&T's reliance on Sprint's ability to obtain handsets, and Verizon's development of the Android handset in the face of AT&T's exclusive agreements, is not relevant.[52] Both Sprint and Verizon are Tier 1 carriers and by virtue of their much larger customer base have much greater leverage to work with manufacturers on the development of handsets than do regional carriers

---

[48] CBW had 533,100 subscribers as of December 31, 2009, but only 509,000 subscribers as of December 31, 2010. *See* Cincinnati Bell Inc., SEC Form 10-K, at p. 5 (filed Feb. 26 2010), as compared to Cincinnati Bell Inc., SEC Form 10-K, at p. 5 (filed on Feb. 28, 2011).

[49] Petition at 29.

[50] Leap Petition at 26.

[51] RTG Petition at 20-21 (citations omitted).

[52] Joint Opposition at 145-46.

such as CBW, who have a tiny percentage of subscribers by comparison.[53] In addition, while some regional carriers may have successfully worked with manufacturers to develop and obtain handsets,[54] many or all of them are CDMA carriers, which, because they have more customers in the aggregate, have larger opportunities to acquire handsets than GSM-based carriers.

Furthermore, even where AT&T does not hold an exclusive agreement for a handset device, it has used exclusionary tactics to prevent access to handsets by smaller carriers in two ways. First, on our information and belief, in procuring devices for its own uses, AT&T has frequently required that new devices provided to it be incompatible with other carriers' networks. CBW also has reason to believe AT&T has also pressured manufacturers to avoid doing *any* business with CBW. CBW has repeatedly dealt with handset manufacturers who simply refuse to work with it on the development and sale of handsets because they do not want to harm their relationship with AT&T. Unfortunately, CBW's experience with these exclusionary tactics is not unique in the industry. Leap has found that both AT&T and Verizon have "demanded devices that are not compatible with other networks in order to limit their availability to other carriers and increase their leverage in roaming negotiations."[55] RTG also asserted that "AT&T has aggressively pursued a policy that prevents small, rural and regional operators, and even T-Mobile, from being able to access devices that permit interoperability within the 700 MHz Band."[56]

Without Commission-imposed conditions, there is nothing to stop AT&T from continuing to engage in this anti-competitive behavior after the merger. The resulting growth in market control will provide AT&T with even more power to enter exclusive agreements or

---

[53] The combined AT&T/T-Mobile entity will have more than 250 times the number of subscribers of CBW. *See* Petition at 33.

[54] Joint Opposition at 146.

[55] Leap Petition at 26.

[56] RTG Petition at 22-23.

engage in *de facto* exclusive arrangements with manufacturers. The simple fact of the matter is that with 97 million subscribers, AT&T will have no problem persuading vendors to make devices that operate only on their network.[57]

B. AT&T's reliance upon a global handset market to protect access to devices is erroneous and misleading.

In an attempt to defend its domination of the handset development market, AT&T makes the preposterous argument that the market for handsets is *global*.[58] First, the mere fact that manufacturers also develop and sell handsets for China, Europe or Asia is irrelevant. Many of the handsets developed and made for international carriers are not compatible with U.S. carriers' software, network configuration, spectrum bands, and branding and thus do not constitute acceptable substitutes for U.S. customers. Second, many of the handset manufacturers on whose presence AT&T relies are second or third-tier manufacturers without name recognition, branding or marketing in the U.S. The availability of these devices does little to help regional carriers sell their service -- and use of these devices actually harms their ability to compete against carriers who control the iPhone, Android and Blackberry devices.

In addition, these assertions of a "global" market are yet another self-serving contradiction made by AT&T to defend its power grab. On the one hand, it vigorously argues that the only relevant market for review of its proposed merger is *local*[59] and that the effects of this transaction should be reviewed on the narrowest scale possible. AT&T goes on to make every attempt to stop the Commission from analyzing the proposed transaction on the national

---

[57] *See* Clearwire Comments at 9 ("Combined, the new AT&T/T-Mobile entity and Verizon would control nearly 80% of the [handset] market. As a result, handset manufacturers would be less able or willing to partner with anyone other than these duopolists as access to these two providers' consumer bases will be at once essential and sufficient.").

[58] Joint Opposition at 145.

[59] *Id* at 105-06.

market level,[60] which is the appropriate market for review because AT&T knows that any such review will result in a finding that it is a dominant national carrier. On the other hand, in order to convince the Commission that its exclusive agreements and exclusionary tactics are acceptable and not harmful to competition, AT&T argues that not merely the nation but the *entire world* is the relevant market for handset development manufacturing, and thus there should be no concerns about how AT&T acts within the U.S. This analysis is absurd, self-serving, and should be immediately rejected by the Commission.

V. CONCLUSION

For the above-stated reasons, Applicants' Joint Opposition utterly fails to refute the showing by CBW that the merger, if granted, will cause direct and substantial harm to the public interest unless specific conditions are imposed. According, the relief requested by CBW must be granted or the applications denied.

Respectfully submitted,

/s/ Jean L. Kiddoo

Christopher J. Wilson
Vice President & General Counsel
CINCINNATI BELL INC.
221 East Fourth Street
Cincinnati, OH 45202

Jean L. Kiddoo
Patrick J. Whittle
Kimberly A. Lacey
BINGHAM MCCUTCHEN LLP
2020 K Street, N.W.
Washington, DC 20006-1806
Tel: (202) 373-6000
Fax: (202) 373-6001

Counsel for Cincinnati Bell Wireless LLC

Dated: June 20, 2011

[60] *Id*. at 105-14 (asserting that the merger opponents' focus on the national market is "misplaced").

REDACTED - FOR PUBLIC INSPECTION

EXHIBIT A

REDACTED - FOR PUBLIC INSPECTION
SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65
BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

REDACTED - FOR PUBLIC INSPECTION

EXHIBIT B

REDACTED - FOR PUBLIC INSPECTION
SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65
BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

REDACTED - FOR PUBLIC INSPECTION

EXHIBIT C

REDACTED - FOR PUBLIC INSPECTION
SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65
BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

VERIFICATION

I, Michael S. Vanderwoude, declare that I am Vice President and General Manager of Cincinnati Bell Wireless LLC and that the facts set forth in 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, are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 20, 2011

REDACTED - FOR PUBLIC INSPECTION

SERVICE LIST

I, Kimberly A. Lacey, hereby certify that on this 20th day of June 2011, I have caused a copy of the foregoing 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, to be served, as specified, upon the parties listed below:

Peter J. Schildkraut Kate Dumouchel Arnold & Porter LLP 555 Twelfth Street NW Washington, DC 20004 peter.schildkraut@aporter.com kate.dumouchel@aporter.com *Outside Counsel to AT&T Inc* **(Via Electronic Mail - Redacted Version)**	Nancy J. Victory Wiley Rein LLP 1776 K Street NW Washington, DC 20006 nvictory@wileyrein.com *Outside Counsel to Deutsche Telekom AG and T-Mobile USA, Inc.* **(Via Electronic Mail - Redacted Version)**
Kathy Harris, Mobility Division Wireless Telecommunications Bureau Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 kathy.harris@fcc.gov **(Via Hand Delivery - Confidential Version)** **(Via Electronic Mail - Redacted Version)**	Kate Matraves Spectrum and Competition Policy Division Wireless Telecommunications Bureau Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 catherine.matraves@fcc.gov **(Via Electronic Mail - Redacted Version)**
David Krech, Policy Division International Bureau Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 david.krech@fcc.gov **(Via Electronic Mail - Redacted Version)**	Jim Bird, Office of General Counsel Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 jim.bird@fcc.gov **(Via Electronic Mail - Redacted Version)**
Best Copy and Printing, Inc. 445 12th St., S.W. Washington, D.C. 20554 FCC@BCPIWEB.COM **(Via Electronic Mail - Redacted Version)**	

/s/ Kimberly A. Lacey
Kimberly A. Lacey