

July 19, 2011

FILED/ACCEPTED

Via Hand Delivery

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

JUL 19 2011
Federal Communications Commission
Office of the Secretary

Re: *In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Transfer Control of Licenses and Authorizations Held by T-Mobile USA, Inc. and Its Subsidiaries* (WT Dkt No. 11-65)

REDACTED FOR PUBLIC INSPECTION

Dear Ms. Dortch:

On behalf of AT&T Inc., and pursuant to the Protective Order and the Second Protective Order adopted in the above-referenced proceeding,¹ the instructions set forth in the Information and Discovery Request dated May 27, 2011 (“Request”), and the Supplemental Request for Information dated June 27, 2011 (“Supplemental Request”), enclosed please find two public copies of the Second Supplemental Response providing further information sought by the Commission with respect to Requests 45 and 48.

We are providing under separate cover the Highly Confidential version of this Second Supplemental Response and Highly Confidential Exhibits 45-1.2, 48-1.2 through 48-1.5, and 48-2.2 thereto.

Copies of the enclosed are also being hand delivered to Kathy Harris of the Wireless Telecommunications Bureau.

¹ In re Applications of AT&T Inc. and Deutsche Telekom AG Inc. for Consent to Transfer Control of the Licenses and Authorizations, WT Dkt No. 11-65, Protective Order, DA 11-674 (WTB rel. Apr. 14, 2011) (“Protective Order”); In re Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations, WT Dkt No. 11-65, Second Protective Order, DA 11-753 (WTB rel. Apr. 27, 2011), as revised June 9, 2011 (“Second Protective Order”).

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Please contact me if you have any questions. Thank you for your assistance.

Sincerely,

David R. McAtee II /mms

David R. McAtee II
Counsel for AT&T Inc.

Enclosures

cc: Nicholas Even (Firm)
Peter J. Schildkraut, Arnold & Porter, LLP
Kathy Harris (by email) (by hand, with enclosures)
Kate Matraves (by email)
Jim Bird (by email)

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

In the Matter of)

Applications of AT&T Inc. and)
Deutsche Telekom AG Inc. for)
Consent to Transfer Control of the Licenses and)
Authorizations held by T-Mobile USA, Inc. and)
Its Subsidiaries)

WT Docket No. 11-65

FILED/ACCEPTED

JUL 19 2011

Federal Communications Commission
Office of the Secretary

**SECOND SUPPLEMENTAL RESPONSE OF AT&T INC.
TO INFORMATION AND DISCOVERY REQUEST DATED MAY 27, 2011
AND TO SUPPLEMENTAL REQUEST FOR INFORMATION DATED JUNE 27, 2011**

July 19, 2011

**SECOND SUPPLEMENTAL RESPONSE OF AT&T INC.
TO INFORMATION AND DISCOVERY REQUEST DATED MAY 27, 2011
AND TO SUPPLEMENTAL REQUEST FOR INFORMATION DATED JUNE 27, 2011**

July 19, 2011

Introduction

AT&T Inc. (“AT&T”) provides this second supplemental response (the “Second Supplemental Response”) to the letter dated May 27, 2011, from Ruth Milkman, then Chief of the Wireless Telecommunications Bureau of the Federal Communications Commission (the “FCC” or the “Commission”), and the attached Information and Discovery Request for AT&T, Inc. (collectively, the “Request”), and to the Supplemental Request for Information dated June 27, 2011, from Rick Kaplan, current Chief of the Wireless Telecommunications Bureau of the FCC (the “Supplemental Request”).

AT&T (sometimes referred to in the Request as the “Company” as defined therein) incorporates by reference additional information from its June 10, 2011 Response (“Response”), and July 7, 2011 Supplemental Response (“Supplemental Response”), including the defined terms, information and qualifications included therein.

Where a request seeks charts, spreadsheets or similar graphic or tabular information, or specific documents, responsive information is provided in exhibits to the Second Supplemental Response, numbered with reference to the specific request (*e.g.*, Exhibit 48-1.2 provides supplemental information responsive to Request No. 48). A Second Supplemental Index of Exhibits is appended as Exhibit B.2.

The Request and Supplemental Request call for AT&T to submit certain information and documents that are extremely sensitive from a commercial, competitive, and financial perspective, and that AT&T would not reveal in the ordinary course of business to the public or its

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competitors. AT&T is submitting information and documents on a confidential and highly confidential basis pursuant to the Protective Order issued on April 14, 2011, and the Second Protective Order, issued on April 27, 2011, and amended on June 9, 2011, in place in WT Docket No. 11-65. The inadvertent inclusion of any material that is subject to an assertion of the attorney-client, attorney work-product or other applicable privilege is not intended as a waiver of such privilege.

AT&T has redacted confidential information in the Second Supplemental Response (as reflected where marked “[Begin Confidential Information] [] [End Confidential Information]”) and highly confidential information in, and exhibits to, the Second Supplemental Response (as reflected where marked “[Begin Highly Confidential Information] [] [End Highly Confidential Information]”). The redacted Second Supplemental Response is marked, “**REDACTED – FOR PUBLIC INSPECTION,**” and is being filed electronically in the Commission’s Electronic Comment Filing System (“ECFS”). The highly confidential, unredacted Second Supplemental Response is marked, “**HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION – ADDITIONAL COPYING PROHIBITED,**” and is being delivered to the Secretary. Additional copies of the unredacted Second Supplemental Response are being delivered as instructed in the original Request.

In accordance with the Request, the Supplemental Request, the Protective Order, and the Second Protective Order, as amended, unredacted copies of highly confidential documents are marked “**HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION – ADDITIONAL COPYING PROHIBITED**”;

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unredacted copies of confidential documents are marked “**CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION**”; and redacted copies of highly confidential and confidential documents are marked “**REDACTED – FOR PUBLIC INSPECTION.**” Pursuant to the Request and Supplemental Request, both the redacted and unredacted versions of confidential and highly confidential documents are being delivered to Kathy Harris of the Wireless Telecommunications Bureau.

RESPONSES

45. REQUEST:

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.

RESPONSE:

Documents responsive to this request were included in Exhibit 45-1 to the Response. The FCC asked that this request be applied to declarations submitted in connection with the Joint Opposition of AT&T Inc., Deutsche Telekom AG, and T-Mobile USA, Inc. to Petitions to Deny and Reply to Comments, filed June 10, 2011. Documents responsive to this supplemental request were included in Exhibit 45-1.1 to the Supplemental Response.

On July 15, 2011, the Commission asked AT&T to provide in native format any .xml files underlying documents submitted with the Response and the Supplemental Response. AT&T has identified two such files, which correspond to documents previously submitted as part of Exhibit 45-1.1. These documents are included in native format in Exhibit 45-1.2, submitted with this Second Supplemental Response.

48. REQUEST:

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

RESPONSE:

On July 5, 2011, the Commission asked whether the "USID" value for each cell site listed in the Exhibits provided in response to Request No. 48 is a unique identifier, and whether the USID value is the proper identifier for matching cell sites that appear in Exhibit 48-9 (the "Deployed Carrier Exhibit") and the cell sites that appear in Exhibit 48-1 (the "Cell Site Exhibit"). The Commission also noted that when it used USIDs to match cell sites in these two Exhibits, **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

The USID is a unique identifier for cell sites in AT&T's systems, and it is the appropriate identifier for matching cell sites that appear in the Exhibits AT&T submitted in response to Request No. 48. The Commission is correct that **[Begin Highly Confidential Information]**

¹ Except where stated otherwise, the supplemental Exhibits provided with this submission contain the same columns as were described in AT&T's original Response relating to Exhibits 48-1 and 48-2.

² **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

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³ [Begin Highly Confidential Information]

[End Highly Confidential Information]

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[End Highly Confidential

Information]