



1250 I St., N.W., Suite 901
Washington, D.C. 20005

Sept. 15, 2011

Via Electronic Filing

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Notice of Oral *Ex Parte* Communication

RE: *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*

Dear Ms. Dortch:

On Sept. 13, 2011, on behalf of Clearwire Corporation, Erik Prusch, Chief Executive Officer, Dr. John Saw, Chief Technology Officer, John Stanton, Chairman of Clearwire's Board of Directors, Cathy Massey, VP Regulatory & Public Policy and David Turetsky of Dewey & LeBoeuf LLP met with Renata Hesse, Senior Counsel to the Chairman for Transactions, Jim Bird, Senior Counsel of the Office of General Counsel (OGC), Jim Schlichting, Senior Deputy Bureau Chief of the Wireless Telecommunications Bureau (WTB), Greg Rosston, Senior Economist for Transactions of the Office of Strategic Planning & Policy Analysis (OSP), Patrick DeGraba, Chief Economist of WTB, Paul de Sa, Chief of OSP, and Austin Schlick, General Counsel of OGC.

During the meeting, the participants generally discussed Clearwire's successful rollout of its 4G WiMAX network in major markets across the country and its publicly announced plans for deploying a TDD LTE overlay network, pending available funding. The Clearwire representatives explained that Clearwire is in a critical phase of its business as it positions itself primarily as a wholesale carrier capable of meeting the needs of other service providers striving to meet the escalating capacity demands of mobile wireless customers. They explained that as a wholesale provider, Clearwire's presence in the market promotes a more robust retail market and efficient use of spectrum by providing network capacity for large and small carriers, both national and regional. In addition, as a new entrant deploying the country's first greenfield 4G mobile broadband network, the Clearwire representatives described how the company brought innovation and change to the marketplace. For example, instead of relying on a traditional fiber-based backhaul network, Clearwire has deployed an advanced microwave backhaul network that results in tremendous operating expense savings when compared to legacy networks. Similarly, Clearwire deployed multicarrier radios that permit the company to add capacity efficiently without the delay and expense of additional hardware or tower climbs. One Clearwire representative noted that "innovation follows necessity" and that these advances in network deployment and design stem from Clearwire's status as a new entrant.

The Clearwire representatives stated that the ramifications to the wholesale and device markets of the merger of T-Mobile with AT&T must be carefully considered and properly mitigated before the transaction is approved. They stated that the removal of T-Mobile, one of the largest prospective wholesale customers, may have wide ranging implications for the wholesale and device markets, the

companies participating in those markets, innovation and customers. As discussed in its Comments and Reply, Clearwire believes that the Commission should ensure that these concerns are fully addressed in its consideration of the transaction, including with any appropriate conditions.

Pursuant to Section 1.1206(b)(2) of the Commission's Rules, notice of this *ex parte* communication is being filed electronically. If you have any questions regarding this matter, please do not hesitate to contact the undersigned at 202-351-5033.

Sincerely,

Cathleen A. Massey

cc: Meeting participants