BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

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Order Instituting Investigation on the Commission's Own Motion Into the Planned Purchase and Acquisition by AT&T Inc. of T Mobile USA, Inc., and its Effect on California Ratepayers and the California Economy.	Investigation No. 11-06-009

COMPLIANCE FILING OF NEW CINGULAR WIRELESS PCS, LLC (U-3060-C), ITS AFFILIATED WIRELESS ENTITIES, AND T-MOBILE WEST CORPORATION d/b/a T-MOBILE (U-3056-C) IN RESPONSE TO ORDER DIRECTING FILING OF RESPONSES TO COMMISSION DATA REQUEST SET 1 ISSUED MAY 6, 2011 (BATES NOS. ATTITMCA006397-ATTITMCA006635 FILED CONCURRENTLY HEREWITH)

PUBLIC VERSION

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July 28, 2011

Pursuant to the requirements of I.11-06-009, Ordering Paragraph 5, the Administrative Law Judge's Ruling Regarding Information Filed Under FCC Protective Orders, dated August 31, 2011, and in response to Communications Division Staff Data Request Set 1 issued May 6, 2011, New Cingular Wireless PCS, LLC, its Affiliated Wireless Entities, and T-Mobile West Corporation d/b/a T-Mobile hereby file as Attachment A hereto a public/redacted version of the Letter from Richard Rosen to Marlene Dortch, and attachments thereto, filed on July 26, 2011 at the Federal Communications Commission in WT Docket No. 11-65. Attachment A is a public version of the Highly Confidential July 28, 2011 submission of the aforesaid parties to the California Public Utilities Commission.

Dated: July 28, 2011.

Respectfully submitted,

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ATTACHMENT A

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July 26, 2011

REDACTED FOR PUBLIC INSPECTION

VIA ECFS

Marlene H. Dortch, Esq.
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Re: *Applications of AT&T Inc. & Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses & Authorizations*, WT Docket No. 11-65

Dear Ms. Dortch:

In previous material submitted to the Federal Communications Commission, AT&T and Deutsche Telekom described the significant network efficiencies that will be achieved as a result of the AT&T/T-Mobile USA transaction.[1] This submission provides additional information and technical analysis that confirms our initial assessment.

Two expert wireless network engineers, Professor Jeffrey Reed of Virginia Tech and Dr. Nishith Tripathi of Award Solutions, report on further engineering analyses that provide more precise information on the merger-specific network capacity gains associated with increased cell density, channel pooling, the elimination of redundant control channels, better network utilization, and the enhanced ability to shift spectrum from less to more spectrally efficient

[1] *See, e.g.*, *In re Applications of AT&T Inc. & Deutsche Telekom AG, for Consent to Assign or Transfer Control of Licenses & Authorizations*, WT Dkt No. 11-65, Public Interest Showing (Apr. 21, 2011); *id.*, Declaration of William Hogg, Senior Vice President of Network Planning and Engineering, AT&T Services, Inc. (Apr. 20, 2011); *id.*, Declaration of Dr. Kim Kyllesbech Larsen, Senior Vice President, Deutsche Telekom AG (Apr. 19, 2011); *id.*, Reply Declaration of William Hogg, Senior Vice President of Network Planning and Engineering, AT&T Services, Inc. (June 9, 2011); *id.*, Reply Declaration of Dr. Kim Kyllesbech Larsen, Senior Vice President, Deutsche Telekom AG (June 9, 2011).

network technologies. *See* Exhibit A ("Reed and Tripathi Paper"). The Reed and Tripathi Paper confirms that the network efficiencies resulting from the transaction will meet or exceed previous estimates and demonstrates how each of these network efficiencies will directly relieve capacity constraints on AT&T's Universal Mobile Telecommunications System ("UMTS") network.

The Reed and Tripathi Paper's cell density discussion is supported and expanded upon by the enclosed Site Integration Analysis for San Francisco and Los Angeles. *See* Exhibit B ("Site Integration Analysis"). The Site Integration Analysis presents a summary of the methodology and results of the detailed site-by-site network integration analyses that AT&T has completed for portions of San Francisco and Los Angeles. The Site Integration Analysis confirms that the AT&T and T-Mobile USA cell grids are highly complementary (indeed, more so than AT&T's initial engineering estimates indicated) and that the thousands of T-Mobile USA cell sites that can be productively assimilated into the existing AT&T cell grid will directly address UMTS capacity, performance, and coverage issues. The Site Integration Analysis also provides further explanation and documentation as to why AT&T can integrate the cell sites into the combined network far faster than AT&T could deploy new cell sites on its own.

Collectively, the Reed and Tripathi Paper and Site Integration Analysis provide strong support, with demonstrable examples based on real-world data and engineering, for the spectrum capacity gains that will be achieved once the transaction is consummated. In downtown San Francisco, for example, AT&T's Global System for Mobile ("GSM") network today uses **[Begin Highly Confidential Information] [End Highly Confidential Information]** MHz of spectrum, and T-Mobile USA's uses **[Begin Highly Confidential Information] [End Highly Confidential Information]** MHz, for a total of **[Begin Highly Confidential Information] [End Highly Confidential Information]** MHz. Due to the increase in spectrum capacity resulting from the efficiencies described in the Reed and Tripathi Paper, the combined network can serve the same total GSM customer base with **[Begin Highly Confidential Information] [End Highly Confidential Information]** MHz, freeing up **[Begin Highly Confidential Information] [End Highly Confidential Information]**. These substantial efficiencies will flow directly to the benefit of the combined company's UMTS subscribers, as the freed up spectrum can be repurposed for more efficient UMTS service.

This letter also identifies several core points discussed in these materials and elsewhere establishing the complementary nature of AT&T's and T-Mobile USA's network and the significant efficiencies that result from this transaction.

I. <u>Network Efficiencies</u>

- GSM network efficiency (elimination of the redundant control channel, channel pooling, and network utilization/load balancing) will ***free up spectrum that can be repurposed to alleviate UMTS capacity constraints***.

- In addition, the increased density of the combined cell site grid will add significant capacity to ***the UMTS network***.

- AT&T will be able to use T-Mobile USA's Advanced Wireless Service ("AWS") spectrum for LTE deployment in many markets without the need to migrate a single T-Mobile USA customer.
    - T-Mobile USA has AWS spectrum, but will not have deployed UMTS as of the end of 2011, in **[Begin Confidential Information]** **[End Confidential Information]** CMAs, covering **[Begin Confidential Information]** **[End Confidential Information]** people.
    - In **[Begin Highly Confidential Information]**

      [End Highly Confidential Information] throughout the CMA. More specifically:
        - In **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** CMAs, covering **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** people, T-Mobile USA has **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** throughout those CMAs.
            - CMAs include **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** and others.
        - In **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** CMAs, covering **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** people, T-Mobile USA has **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** throughout those CMAs.
            - CMAs include **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** and others.
- In locations where the capacity enhancement will flow from the migration of T-Mobile USA customers, it is important to remember that T-Mobile USA has a significant (and growing) number of customers that have dual-banded handsets that will work on AT&T's UMTS network and thus will not need to be replaced.
    - Today, **[Begin Confidential Information]**

      [End Confidential Information].

- By the second quarter of 2012, **[Begin Confidential Information]** **[End Confidential Information]**.

II. Site Integration Analysis

A. San Francisco and Los Angeles Site Integration Analysis

To confirm AT&T's initial estimate that it would integrate more than **[Begin Confidential Information]** **[End Confidential Information]** of T-Mobile USA's cell sites (more than **[Begin Confidential Information]** **[End Confidential Information]**), AT&T recently undertook a site-specific integration analysis in San Francisco and Los Angeles using the same types of engineering analyses AT&T applies during actual network integration. A description of AT&T's methodology is attached as Exhibit C.

The results of this analysis ***strongly confirm*** AT&T's initial estimates. Specifically, AT&T projects that:

- In downtown San Francisco, AT&T will be able to integrate **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of T-Mobile USA cell sites.
  - **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**
  - **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**
- In downtown Los Angeles and adjacent areas, AT&T identified **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of T-Mobile USA's cell sites that could be productively integrated.
  - **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**
  - **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**

B. Cell Site Integration Timeline

AT&T will begin work immediately after closing to integrate the existing T-Mobile USA cell sites, and anticipates that the benefits of an integrated cell grid will be available starting as early as nine months after closing in areas facing the greatest capacity constraints (including **[Begin Confidential Information]** **[End Confidential Information]**), with network integration planned to be completed within 24 months after closing throughout the country -- much more rapidly than AT&T could deploy a comparable number of new cell sites on its own. An examination of AT&T's San Francisco site acquisition process and preliminary T-Mobile USA network integration analysis soundly supports this point.

AT&T highlights eight San Francisco areas where AT&T currently has identified the need for a cell site, but has faced substantial delays in identifying suitable land or a rooftop, or obtaining zoning approval, for the construction of ***a new site*** (including collocations on third-party structures). In each of these areas, AT&T has identified **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** complementary, existing T-Mobile USA sites that could be quickly integrated into the combined network.

* * * * *

These materials provide further evidence of the significant network efficiencies that can be achieved immediately upon network integration, efficiencies that will address UMTS capacity constraints and that could not be achieved absent the transaction.

Pursuant to the Protective Order and Second Protective Order in this proceeding,[2] we are submitting an unredacted version of this package of materials to you by CD-ROM. In addition, we are submitting a redacted version this package of materials in ECFS. Finally, pursuant to the directions of the Staff, we are submitting two copies of the unredacted package of materials to Kathy Harris of the Wireless Telecommunications Bureau staff or her designee.

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[2] *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, Protective Order, DA 11-674 (WTB rel. Apr. 14, 2011) ("First 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 (Revised), DA 11-1100 (WTB rel. June 22, 2011), *modified*, DA 11-1214 (WTB rel. July 19, 2011) ("Second Protective Order").

Respectfully Submitted,

Richard L. Rosen (MRJ)

Richard L. Rosen
Counsel for AT&T Inc.

Enclosures

cc (via email): Best Copy and Printing, Inc. (Redacted Version)
Kathy Harris, Esq. (Unredacted and Redacted Versions)
Kate Matraves (Redacted Version)
Jim Bird, Esq. (Redacted Version)

AT&T/T-MOBILE: FURTHER ANALYSIS OF CAPACITY, SPECTRUM EFFICIENCY AND SERVICE QUALITY GAINS FROM NETWORK INTEGRATION

Jeffrey H. Reed and Nishith D. Tripathi

In a previous paper submitted to the FCC, we explained that very substantial gains in spectrum capacity, efficiency and network performance can be achieved by integrating the AT&T and T-Mobile USA networks. These gains arise from a variety of mechanisms: increased cell density, channel pooling, the elimination of redundant control channels, and better network utilization, each of which not only directly increases available capacity but also enhances the ability to shift spectrum from less to more spectrally efficient technologies, providing further capacity gains. As we explained, the *existence* of each of these types of integration-related efficiency gains is well-accepted and uncontroversial. As a matter of basic cellular engineering principles, (i) the combined company will have considerably greater spectrum capacity than the sum of the two companies' standalone capacities, (ii) spectrum will be used more efficiently, and (iii) both companies' customers will enjoy better service quality.

The purpose of this paper is to elaborate on some of the points we made previously and to provide more precise estimates of the projected gains based on more detailed engineering analyses that we and AT&T have performed on additional real-world data from the AT&T and T-Mobile USA networks. After examining market-specific data from the two existing networks, reviewing ongoing AT&T integration analyses that identify the specific T-Mobile USA cell sites that can be productively assimilated into the AT&T networks, and performing more detailed, sector-level calculations, we can confirm that the network integration benefits would be even more significant than we or AT&T previously predicted. The actual network integration analysis of San Francisco proper, for example, demonstrates that more than **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of the T-Mobile USA sites in that area can be productively integrated into the AT&T network, and that this cell splitting will, in fact, provide very substantial capacity and coverage improvements in high traffic areas where most needed. We have also performed more detailed channel pooling, control channel and utilization calculations that likewise confirm that the achievable gains from each of those efficiencies will meet or exceed the companies' previous estimates.

It bears emphasis at the outset that each of the efficiency gains we discuss here will directly relieve *UMTS* capacity constraints. This is most obvious with respect to the "cell splits" that will be accomplished through the initial integration efforts. At the thousands of T-Mobile USA cell sites that can productively be assimilated into the existing AT&T cell grid, the existing T-Mobile USA antenna will be replaced with a multi-band antenna that will operate at a variety of carrier frequencies (*e.g.*, 850 MHz, 1900 MHz, AWS and 700 MHz spectrum), and the site will be equipped with 3G radios that operate on AT&T's UMTS spectrum frequencies. The AT&T UMTS cell grid will thus become much more dense with the assimilation of the T-Mobile USA sites, and AT&T's UMTS network will, accordingly, have much more capacity. In other words, at each location where a T-Mobile USA site is assimilated, an AT&T UMTS cell split that creates substantial additional capacity automatically takes place.

The increase in capacity occurs because each cell site in a cellular network uses the full amount of spectrum that the carrier has operationalized in the area. Put most simply, replacing one larger UMTS cell with two smaller cells effectively doubles capacity in that area (because the same spectrum is now used twice, instead of once, in that area). In fact, as we explain further below, there will be additional capacity gains even beyond the capacity doubling impact of spectrum reuse: increasing cell density can also improve signal quality, thereby increasing achievable UMTS spectral efficiency (the amount of traffic/MHz of deployed spectrum that a cell can handle). The capacity of AT&T's UMTS network will automatically increase as AT&T integrates T-Mobile USA cell sites into its existing grid, a process that we understand will begin in the areas that are most capacity constrained. No spectrum must be added or "cleared" and no customer handsets must be replaced to create this automatic UMTS capacity increase, which will be immediately available to serve existing and new AT&T UMTS customers and (also T-Mobile USA UMTS customers with dual-band handsets). Moreover, the assimilated T-Mobile USA sites will, by definition, be in areas where AT&T needs UMTS cell splits, because the engineering analyses that AT&T is performing to determine which T-Mobile USA sites to assimilate *are UMTS engineering analyses* specifically designed to identify the T-Mobile USA sites that will best address UMTS capacity, performance and coverage issues.

The initial network integration will, of course, also increase UMTS capacity less directly (but quite substantially) by accelerating spectrum migration from GSM and thereby supplying large amounts of additional spectrum to the UMTS network. It is important to understand that there are no "2G only" network efficiencies; improving 2G network efficiency increases UMTS capacity by accelerating the repurposing of spectrum from 2G to more spectrally efficient UMTS networks. And because UMTS is much more spectrally efficient than 2G GSM technologies – the same block of spectrum can carry many more voice calls and megabytes of data when it is deployed on a UMTS network relative to its carrying capacity when deployed on a 2G GSM network. As a result, capacity gains that first materialize on the 2G network are greatly magnified as the spectrum those capacity gains free up is moved to UMTS.

Here, those gains – and the resulting UMTS capacity boost – extend beyond increased cell density; rather, all of the 2G customers and traffic will be consolidated on a single, more efficient 2G network. Several capacity-enhancing efficiencies necessarily follow, as a matter of basic cellular network engineering principles:

- *Channel Pooling*. When two carriers combine their GSM spectrum and customers, it is a mathematical fact that the combined company will not need as many transceivers and radio channels to serve those customers at the same call quality. Because transceivers consume spectrum resources, these efficiencies will immediately free up significant amounts of spectrum that can be repurposed for the UMTS network. This remains true even in areas where both networks are heavily loaded. We previously estimated that the combined company could expect 10-15 percent gains in spectrum capacity from channel pooling alone. For this paper, we have examined sector-level data from AT&T's and T-Mobile USA's nationwide networks, and we can now report that channel pooling gains are likely to be within – or in certain circumstances well above – this range.

- *Control Channels*. Today, both companies devote significant amounts of spectrum to control channels – *i.e.*, "overhead" channels that manage the transport of network-related information between the base station and user devices. When the two networks are merged, however, many of these control channels will become redundant and can be eliminated. As shown below, in many cities this efficiency alone could free up close to 10 MHz of spectrum for UMTS services.

- *Network Utilization/Load Balancing*. The combined GSM networks will also benefit from utilization or load balancing efficiencies. Demand on any cellular network is "lumpy" in the sense that some areas may experience very high demand relative to other areas. In areas where T-Mobile USA's (or AT&T's) network is relatively lightly loaded, combining the two customer bases on a single network will allow the combined company to repurpose more spectrum to target UMTS capacity constraints. In **[Begin Confidential Information]** **[End Confidential Information]**, for example, our review of sector-level data confirms that T-Mobile USA's GSM network **[Begin Confidential Information]** **[End Confidential Information]**. But even in a market where both networks are, *on average*, fairly heavily loaded, each network will, *within that market*, have a different "map" of traffic peaks and valleys, and combining the two customer bases on a single network thus smoothes out peaks and valleys and provides load balancing efficiencies that may enable additional repurposing of spectrum.

In addition, there will be still further capacity gains from increased cell density where AT&T equips the retained T-Mobile USA sites with compatible 2G radios. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. Each of these integration benefits is a UMTS efficiency, because it directly contributes spectrum to the UMTS networks that would otherwise have been necessary to serve the GSM customer bases. Each is a "1+1=3" capacity enhancement that ensures that the combined company will have more total capacity than the sum of the capacities of the two standalone companies. The cumulative gains from these efficiencies can be very substantial. Based upon the detailed network integration work AT&T has completed for the area of San Francisco it has studied, for example, we estimate that when all of the network efficiencies are factored in, the combined company will be able to transfer to UMTS **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of spectrum used by the standalone companies for GSM – even without altering the total number of GSM customers served.

Cell Splitting. AT&T's initial engineering analysis indicated that about **[Begin Confidential Information]** **[End Confidential Information]** of the T-Mobile USA cell sites (or approximately **[Begin Confidential Information]** **[End Confidential Information]** total sites) would be complementary to AT&T's existing cell grid and could be productively integrated to create a combined network with a much denser cell grid. AT&T based

its analysis on experience with other network integrations and conservative cell site spacing distance proxies.

Critics of the merger have complained that AT&T cannot know precisely which sites will be complementary – and can be productively integrated to address existing and projected capacity and coverage needs – until it conducts the detailed site-by-site engineering analyses that precede any network integration. AT&T's initial analysis based on its prior integration experience was designed to provide a conservative estimate of the *total* number of T-Mobile USA cell sites likely to be integrated into the combined network. As we have previously discussed, there are sound engineering reasons to believe that the actual site specific engineering work that precedes network integration will yield at least as many complementary sites that address real world capacity and coverage issues as the distance proxy (although not necessarily *every* site that matched the distance proxy will be kept and many that did not match the distance proxy will be kept).

Indeed, AT&T's initial distance-based analysis is likely to *understate* the number of T-Mobile USA cell sites that can be productively retained, because in areas that are particularly traffic-intensive, good engineering practice can support cell densities significantly higher than implied by the initial analysis (which, we understand, generally focused on T-Mobile USA sites more than **[Begin Confidential Information]** **[End Confidential Information]** from existing AT&T sites). In these high traffic areas where base stations are more likely to be close to one another, the initial approach eliminates many of the base stations that a more detailed engineering analysis would keep. These are exactly the types of base stations that will provide valuable extra capacity and that will be picked up in the ongoing, site-specific network design and optimization analyses. This is uncontroversial: we note, for example, that Sprint's wireless engineering report in the FCC merger proceeding states that cell radii much smaller than implied by **[Begin Confidential Information]** **[End Confidential Information]** spacing between sites may be beneficial in urban areas.

Nonetheless, to provide further confirmation of the magnitude of the cell-splitting opportunities, AT&T tasked its engineers with conducting, for large areas of several markets, the same types of engineering analyses that they conduct during actual network integration. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. AT&T has described this methodology, which reflects the UMTS design guidelines AT&T uses in the ordinary course of its business, in a separate paper that we have reviewed. We have also reviewed AT&T's completed integration work for large areas of the cities of San Francisco and Los Angeles, as well as sample outputs from ongoing engineering analyses for other cities. We are not surprised

that these more detailed analyses strongly confirm the conservatism of AT&T's initial estimates of the number of T-Mobile USA cell sites that can be productively assimilated.

In San Francisco, for example, the site-specific engineering analyses have concluded that over **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of the T-Mobile USA sites in the area studied can be productively integrated into the existing AT&T cell grid. In the large area of Los Angeles for which detailed engineering analyses have been completed, over **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of the T-Mobile USA sites can be productively integrated. As we anticipated, many of the useful T-Mobile USA sites in these dense urban areas are closer than **[Begin Confidential Information]** **[End Confidential Information]** from existing AT&T cell sites.

In this regard, we have reviewed some of the very granular maps that the AT&T engineers conducting the network integration analyses have prepared that show quite clearly, with visual representations of well-accepted cellular engineering metrics, how individual T-Mobile USA sites will both provide substantial additional capacity where it is needed and address existing quality or coverage holes. For example, more than **[Begin Highly Confidential Information]**

[End Highly Confidential Information].

Furthermore, AT&T's detailed engineering analyses confirm that, as we would expect, signal strength and performance will improve for both AT&T and T-Mobile USA customers. The detailed engineering analyses demonstrate that the increased cell density enhances capacity by increasing "reuse" of the spectrum deployed in AT&T's UMTS network (simply as a matter of network architecture, each new cell can reuse the full capacity of the deployed spectrum to handle additional traffic so more cells automatically implies more capacity). Furthermore, the increased cell density can also improve signal quality within key areas of the cells, thereby creating a "cleaner" radio environment; the combined company will then effectively experience greater UMTS spectral efficiency and thus be able to carry more traffic within each of those cells (existing and added cells).[1] We have reviewed AT&T's preliminary estimates (using the Atoll

[1] It is typically assumed for a homogeneous UMTS network that the cell capacity is the same regardless of the cell size because the signal-to-interference ratio (SIR) effectively remains the same. SIR, which directly influences cell capacity in CDMA-based systems such as UMTS, is the ratio of the received signal power to the received interference power. UMTS power control ensures that the amount of power being allocated to the user meets the SIR requirements to ensure good quality of service. The downlink transmit power allocated to the user relative to the

tool, which supports sophisticated Monte Carlo simulations), and agree that even this latter, less obvious, benefit can be quite significant.[2]

Finally, the results of the actual network integration engineering are likely to produce similar benefits throughout the country. There are sound engineering reasons to expect that a high proportion of T-Mobile USA sites are located in high traffic areas where the additional capacity associated with integration will be most beneficial. T-Mobile USA's cell sites tend to be concentrated in urban population centers. T-Mobile USA has advised us, for example, that

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total power at the cell (or sector) is one of the critical factors that dictates the cell capacity. Since the transmit power in a sector is limited, higher transmit power per user implies lower capacity, and lower transmit power per user implies higher capacity. If SIR can be improved through network integration, less transmit power is required per user, increasing the cell capacity. **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

[2] We worked with AT&T engineers on potential methods of separating pure cell-splitting gain from SIR improvement-related gain and performed this analysis on actual network data for the city of Chicago. The Atoll simulation results based upon the AT&T cell grid and the complementary T-Mobile USA cell sites identified by AT&T's engineering analyses in Chicago indicate that the overall capacity gain due to increased cell density is about **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** when the (call or service) rejection rate is about **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**. The pure cell splitting gain is approximately **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**, and the SIR-related gain is about **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**. The same quality of service (quantified in the form of rejection rate in Atoll Monte Carlo simulations) was enforced for the pre-merger AT&T network, pre-merger T-Mobile network, and combined network during the simulations. We note that optimization of the integrated network could lead to even higher SIR-related gains. The improved SIR distribution can be explained as follows. When more sites are added to an existing network, users are relatively closer to cell-sites compared to a pre-merger situation. Hence, signal power increases. Distribution of Ec (*i.e.*, received pilot power) in the simulations confirmed a significant increase in the signal power. Of course, the overall interference in the system also increases as cell density increases. The overall SIR distribution improves when the signal power increases much more rapidly than the interference power. The pre-merger network layout and post-merger network layout influence the change in the SIR distribution. Improvement in SIR compared to the pre-merger AT&T network was evident in the form of (i) improved distribution of (Ec/I0) (which is the ratio of the received pilot power to the received total power including thermal noise) and (ii) lower per-user power. The results from the AT&T analysis prove that enhanced SIR resulting from a denser cell grid in a non-homogenous network can yield significant capacity gains.

nearly **[Begin Confidential Information]** **[End Confidential Information]** of its mobile wireless subscribers and nearly **[Begin Confidential Information]** **[End Confidential Information]** of its cell sites are located in the **[Begin Confidential Information]** **[End Confidential Information]** CMAs. T-Mobile USA's cell grid is also built to support the PCS and AWS spectrum used in its 2G and UMTS networks and therefore is relatively dense. Also, T-Mobile USA can be expected to have designed its network to locate base stations, to the greatest extent possible, in traffic "hot spots" – and since T-Mobile USA deployed its UMTS network relatively recently compared to AT&T and others, its design decisions could take account of experience with wireless broadband usage patterns.

Channel Pooling. The efficiency gains from channel pooling are also specific to the network integration facilitated by the merger and, based upon the real-world sector level data that we have now analyzed for a number of CMAs, these gains will be quite substantial (*e.g.*, often more than 15%). The gains from channel pooling flow from a well-accepted mathematical fact that has been validated over three decades of commercial cellular networks: combining the spectrum and radio resources of the two companies in a given area will allow the combined company to serve a larger average number of customers at the same target call blocking probability than the two companies could independently.[3] Although the percentage gains from channel pooling diminish as the size of the pool increases, our analysis shows that the vast majority of sectors in the combined network here have characteristics that will permit large gains from channel pooling – within or above the 10-15% range we and AT&T previously estimated.

Channel pooling in effect creates additional spectrum capacity, because the combined company can support a higher average number of simultaneous calls during the busy hour than the two companies could as independent companies. Cellular network engineers design their radio networks to ensure that subscribers can access and use the network successfully in the target service area even during peak traffic times – a cellular network is designed to have a sufficient number of channels so that the maximum target call blocking probability can be achieved during the busiest hour of the day. And, as we explained previously, the channel

[3] As we have explained previously, channel pooling gains can be quantified through the "Erlang-B" formulation, which is the relationship among (i) the total number of trunked channels (which, for GSM, is a function of the number of transceivers or "TRXs," and the relative distribution of full-rate and half-rate voice users), (ii) the Erlang capacity (which is the number of simultaneously active voice users), and (iii) the call blocking probability. The Erlang-B formulation is defined as:

$$P_b = \frac{\left(\frac{E^N}{N!}\right)}{\left(\sum_{i=0}^{N} \frac{E^i}{i!}\right)},$$

where P_b is the call blocking probability, N is the number of trunked channels (sector capacity), and E is the Erlang capacity.

pooling capacity gains will be achieved during the busy hour, when there is the greatest need for capacity (regardless of whether the absolute amount of traffic being carried is low or high).

In our original paper, we provided estimates of achievable pooling efficiency gains for a range of TRX assumptions, recognizing that the number of TRXs varies from one geographic area to the next and from one operator to another operator. For this paper, we asked AT&T and T-Mobile USA to provide sector-specific data on the actual number of TRXs deployed in their networks to allow us to more precisely quantify achievable channel pooling gains that account for their present network configurations. This granular, sector-level data shows that in the vast majority of sectors, the combined company will be able to achieve gains from channel pooling that meet or exceed the 10-15% levels that we and AT&T previously estimated.

Table 1 specifies the distribution of TRXs per sector for AT&T and T-Mobile USA. Notably, the vast majority of sectors – about **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of the sectors – have **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** TRXs, which means that the vast majority of sectors have the characteristics in which gains from channel pooling will be relatively large.

Table 1. Distribution of TRXs Per Sector

[Begin Highly Confidential Information]

[End Highly Confidential Information]

Using actual data from the AT&T and T-Mobile USA networks, the following table summarizes the pooling efficiency gains expected for the current network configurations of AT&T and T-Mobile USA.

Table 2. Expected Pooling Efficiency Gains for the Combined Network[4]
[Begin Highly Confidential Information]

[End Highly Confidential Information]

As shown in Table 2, using actual data from the AT&T and T-Mobile USA networks, we have calculated the expected gain in Erlang capacity – *i.e.*, the gain in average number of

[4] We have used the average values of actual half-rate and full-rate voice distributions for thousands of sectors across the U.S. for AT&T and T-Mobile. AT&T has approximately **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. Since GSM operators and radio vendors choose a suitable rate based on capacity needs, it is apparent that AT&T's GSM network is more loaded than a T-Mobile network. Even after the merger, we have preserved pre-merger rate distributions of full-rate and half-rates for AT&T and T-Mobile for purposes of these pooling gain calculations, which significantly understates the total gains that will actually be achieved when all users and traffic are consolidated on the combined network at the AT&T **[Begin Highly Confidential Information]**

[End Highly Confidential Information] percentage.

subscribers that can be supported at the same call blocking probability – assuming different numbers of TRXs deployed in a given sector. For the **[Begin Highly Confidential Information] [End Highly Confidential Information]** of the sectors in which each operator has from **[Begin Highly Confidential Information] [End Highly Confidential Information]** TRXs, the additional gain in spectrum capacity from pooling ranges from **[Begin Highly Confidential Information] [End Highly Confidential Information]** more than the sum of the two networks' current capacities. In **[Begin Highly Confidential Information] [End Highly Confidential Information]** of the sectors, the number of TRXs per sector ranges from **[Begin Highly Confidential Information] [End Highly Confidential Information]**, and the efficiency gain in these sectors ranges from **[Begin Highly Confidential Information] [End Highly Confidential Information]**, with about **[Begin Highly Confidential Information] [End Highly Confidential Information]** of the total sectors experiencing a gain greater than **[Begin Highly Confidential Information] [End Highly Confidential Information]**. And **[Begin Highly Confidential Information] [End Highly Confidential Information]** of the sectors will experience gains from **[Begin Highly Confidential Information] [End Highly Confidential Information]**, which is *above* the range that we and AT&T previously estimated. The system-wide average pooling gain falls in the 10-15% range previously estimated.[5]

Furthermore, given AT&T's plan to retain in the combined network its own much higher (relative to T-Mobile USA) use of the "half-rate" speech codec for voice calls, the achievable capacity gains from integration are actually significantly higher.[6] Indeed, using actual AT&T and T-Mobile USA half rate/full rate data, we estimate that actual gains will significantly exceed our previous 10-15% estimate in **[Begin Highly Confidential Information] [End Highly Confidential Information]** sectors.

It is irrelevant that that the capacity gains from channel pooling are not needed at all times of the day – *e.g.*, at 2 a.m. What matters to the network engineer is the *peak* loads, because all cellular operators design their systems to have a sufficient number of radio resources during

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[5] The average gain across all sectors is estimated to be **[Begin Highly Confidential Information] [End Highly Confidential Information]**. Furthermore, we observed that the small number (**[Begin Highly Confidential Information] [End Highly Confidential Information]** percent) of sectors that currently have **[Begin Highly Confidential Information] [End Highly Confidential Information]** TRXs per operator are scattered among markets and are not concentrated in a specific geographic area. In other words, the small number of sectors where the channel pooling gains are the smallest are dispersed among different markets and do not change the fact that the combined company can achieve large, system-wide, merger-specific spectrum capacity gains from channel pooling.

[6] GSM full rate service allows eight voice callers to share each radio channel (because each radio has eight time slots, each of which can accommodate one voice call). GSM half rate service allows 16 voice callers to share each radio channel (because each time slot can accommodate two half rate calls).

the busiest hour of the (busiest) day. Peak load demand will, of course, vary in different geographic areas, but whether it is the busy hour in Oklahoma or the busy hour in New York City, the goal is to ensure that subscribers experience the same call blocking probability. There will always be some busy hour for any geographic area and the network must have adequate resources to support the amount of traffic generated by subscribers during such busy hour. The bottom line is that with the larger channel pool enabled by the network integration, the same peak number of users can be supported at the same call blocking probability with *fewer* TRXs and radio channels dedicated to the GSM network. The need for fewer radio channels means that more spectrum can be repurposed to UMTS (and ultimately LTE) sooner.

It is also important to understand that channel pooling gains can occur *only* through the integration of two networks. In the absence of the merger, any attempt to increase capacity by adding TRXs to the standalone network (at significant cost) would not free up any spectrum that could be used for other services.[7] The important point is that the merger will allow the two companies to serve their combined customer bases with *fewer* radios (*i.e.*, fewer TRXs and radio frequency channels) and thus less GSM spectrum at each base station than they could as stand-alone companies – which increases efficiency and will accelerate the process of repurposing GSM spectrum for more spectrally efficient technologies.

Control Channels. We have also obtained additional data that allow us more precisely to calculate the spectrum savings from consolidating control channels. To summarize, in a cellular network, some radio channels are used to exchange user traffic (called "hopping" traffic channels) and some radio channels are allocated to "overhead" (called "control") channels. In a GSM network, control channels called Broadcast Control Channels (BCCHs) are overhead channels and can consume a significant amount of spectrum. When two independent operators

[7] In commercial GSM networks, a TRX uses a set of "hopping" radio channels for user traffic. Based upon experience, the network engineers determine the necessary ratio of hopping channels (each of which consumes 200 KHz of spectrum) to TRXs to achieve the target quality levels (*i.e.*, acceptable error rate, voice quality, and call drops). Frequency hopping provides gains associated with frequency diversity and interference diversity. The radio environment is dynamic, and different radio channels experience signal fading at different times and frequencies. If a TRX used a single radio channel at all times the user would experience poor quality communications when that radio channel experienced fading. However, since a TRX keeps hopping from one radio channel to another every frame, the user is not held hostage to the propagation conditions of a single radio channel – the user quickly comes out of a potential signal fade due to frequency hopping. Furthermore, different sectors use different pseudo-random patterns of frequency hopping. For example, one sector's TRX may hop from radio channel f1 to radio channel f5, but another sector's TRX may hop from radio channel f2 to radio channel f6. Due to such random frequency hopping patterns in different sectors, overall interference becomes more random and lower. When an operator increases the number of TRXs, the number of radio channels in the hopping pool (and thus the amount of spectrum allocated to the GSM network) is therefore also increased to maintain acceptable frequency diversity and interference diversity gains.

are covering a given geographic area, each operator reserves its own set of BCCH carriers, but if the two operators merge and integrate their networks, the combined company does not need both sets of BCCHs, and duplicate control channels can be eliminated.

Network integration can yield very significant control channel benefits in terms of spectrum capacity lift, because BCCHs consume significant spectrum. Although each cell uses only one 200 KHz channel for the downlink and one 200 KHz channel for the uplink, the same channels cannot be used in adjacent and nearby cells due to interference issues. Thus, depending upon the "frequency reuse plan" in an area (essentially how many cells must be skipped over before the same frequency channel can be reused for a BCCH), anywhere from 4.8 to over 10 MHz must be allocated to control channels.[8]

In our previous paper, we analyzed the gains from eliminating redundant control channels using typical frequency reuse ranges provided by AT&T and T-Mobile USA, and we concluded that the gains would range from 4.8 MHz to 10 MHz, depending on the frequency reuse plan.

More recently, T-Mobile USA has provided us with more granular data on its actual frequency reuse plans in 15 markets. Based upon this more granular analysis of the opportunities for eliminating redundant control channels, we can now confirm that here, too, the gains that will actually be realized through network integration that meet or exceed our and AT&T's previous estimates in the markets we have studied.

Table 3: Opportunities for Elimination of BCCH Carriers

[Begin Highly Confidential Information]

[8] Because the BCCH is so important, less aggressive frequency reuse is typically applied to this channel than to a voice channel. Thus the BCCH channel can consume a disproportionate amount of spectrum compared to a voice channel.

[End Highly Confidential Information]

As shown in Table 3, in a number of cities the combined company can reclaim **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of spectrum that can be repurposed to more efficient UMTS/LTE technologies where it is needed. These are very significant gains in spectrum capacity that can occur only through full network integration.[9]

Utilization/Load Balancing. The merger will also allow the combined company to increase network utilization efficiency. In situations where one carrier's network is relatively

[9] Some critics of the merger note that control channels also carry some voice and data traffic, and complain that AT&T has not shown that this traffic can be accommodated in the combined network if the T-Mobile USA BCCHs are eliminated. We note that most of the non-signaling traffic carried in the BCCH frequency channel time slots is not real-time voice traffic. Furthermore, since GSM uses TDMA, eight time-slots are available and the probability that all eight slots are fully occupied at all times even during a busy hour is extremely low – **[Begin Confidential Information]**

[End Confidential Information].

lightly loaded in a particular area and the other's network is more heavily loaded in that area, combining the networks can yield large utilization or "load balancing" gains that can free up spectrum for more efficient use on UMTS (or LTE) technologies. **[Begin Confidential Information]** **[End Confidential Information]** is a good example of this efficiency; **[Begin Confidential Information]**

[End Confidential Information]

Some have suggested that network utilization improvements cannot occur if both networks are heavily loaded, and speculated that there probably will not be many markets in which one network is lightly loaded and the other is heavily loaded or where both have spare capacity. Substantial load rebalancing can occur even when both local networks are *as a general matter* heavily loaded. This is feasible because load rebalancing from the integration of the two networks can occur *within* geographic areas of markets, not just for the market as a whole.

There can be large traffic variations even within a city (or neighborhood), and often even on relatively heavily loaded networks there could be specific sites or areas in which one network or the other is lightly loaded. This can be due to many factors: the different operators may have customer bases with different demographics (*e.g.*, one operator may have higher proportion of younger customers or of members of a particular ethnic group that drives higher traffic loads in particular areas or at particular times of day); one operator may happen to have more customers in a particular neighborhood than the other; or one operator may have had particular difficulty obtaining good cell site locations in a particular area.[10] Furthermore, one operator's busy hour may occur in the evening, while another operator's busy hour may occur in the afternoon due to the usage patterns of different types of subscribers (*e.g.*, residential vs. business subscribers).[11]

Bringing it All Together – In-Depth Network Integration Studies of Specific Cities. Finally, as we have explained previously, each of the types of spectrum capacity gains we have identified – cell splitting, channel pooling, elimination of duplicate control channels, and network utilization benefits – is independent and cumulative. Although each one of these types of capacity gains can be quite significant alone, the full cumulative impact of all of these gains can be even more substantial. Since our earlier paper, AT&T engineers have performed a complete network integration study of the 49 square mile core area of San Francisco to estimate

[10] In fact, in Blacksburg, Virginia, Virginia Tech (where one of us teaches) will not allow AT&T to deploy cell sites on the campus!

[11] Imagine 3D maps for each standalone network for a particular city in which both networks are heavily loaded that shows the peak busy hour traffic loads at each cell site as "hills" of various heights. Each operator designs its network so that it will have enough spectrum and radio resources so that target performance levels can be achieved at the sites represented by the *tallest* hills at the busy hour. But if, for the reasons discussed above, the tallest hills for the two operators are not in the same locations, then the combined operator will need fewer radio resources (and less spectrum) than would be implied by simply summing the busy hour traffic at the each operators' tallest hills.

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the total GSM spectrum savings from integration. The results confirm our previous expectations: the combined company can operate its GSM network with much less spectrum than the two companies use today as independent operators, freeing up spectrum for redeployment to more spectrally efficient technologies.

The network integration study for San Francisco provides a good illustration of the range of spectrum capacity benefits the merger can provide. In San Francisco, AT&T has experienced rapid traffic growth on its UMTS network. AT&T has a limited amount of spectrum available for its UMTS network, and it is beginning to experience significant spectrum capacity constraints for those services. The merger can provide additional spectrum capacity to handle the rapidly increasing level of UMTS traffic, both by making the UMTS network more efficient (through increased cell density) and by making GSM network more efficient (thus allowing spectrum to be repurposed to UMTS).

We understand that the AT&T engineers performed the same type of in-depth network integration analysis that the combined company would actually perform post-merger. **[Begin Confidential Information]**

[End Confidential Information]

With respect to cell splitting, AT&T, as explained above, examined the specific cell site locations for both networks, using granular traffic and performance data, sophisticated computer models and other engineering tools to determined which T-Mobile USA sites could be productively integrated into the AT&T cell grid to address real world capacity, performance and coverage issues. As noted, in the core area of the city of San Francisco included in the study, this granular analysis led AT&T to conclude that the combined company could keep more than **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of T-Mobile USA's sites within the area at issue. (In Los Angeles, the same detailed integration analysis concluded that more than **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of the T-Mobile USA sites can be productively assimilated.) In performing this review, AT&T determined that in some instances, the integrated T-Mobile USA site would provide capacity, service quality *and* coverage gains to the combined company. In addition, the combined company may still decide to keep even more T-Mobile USA sites after the merger, because AT&T has not yet fully analyzed whether other existing T-Mobile USA cell sites have advantages over adjacent AT&T sites (and thus retaining the T-Mobile USA site in the integrated network and decommissioning the adjacent AT&T site could provide additional coverage, capacity and performance gains).

We and AT&T engineers also analyzed, on a granular basis, the expected GSM spectrum savings from the elimination of redundant control channels and from channel pooling and utilization efficiencies. These calculations were based on actual network data, including data on busy hour traffic loads, BCCH allocations, and the number of sectors before and after integration to determine how many channels (and thus how much spectrum) the combined company will need for GSM control channels and for the GSM hopping pool. We and AT&T performed these

calculations – and obtained consistent results – using different engineering approaches that reflect sound engineering methods.[12]

These detailed engineering analyses illustrate the impressive gains in GSM spectrum savings. Such savings can be repurposed for UMTS that can be expected from the merger in addition to the direct UMTS capacity gains from increased cell density. In the areas of San Francisco that were studied, we understand that AT&T's GSM network today uses **[Begin Highly Confidential Information] [End Highly Confidential Information]** of spectrum and T-Mobile USA's uses **[Begin Highly Confidential Information] [End Highly Confidential Information]**, for a total of **[Begin Highly Confidential Information] [End Highly Confidential Information]**. Analysis of the total, cumulative achievable spectrum capacity gains from GSM cell splitting, control channel redundancy, and channel pooling efficiencies shows that the combined network will be able to serve the same GSM customer base in that study area with about **[Begin Highly Confidential Information] [End Highly Confidential Information]** of spectrum,[13] while keeping the target peak load call blocking and other performance parameters the same.[14] This means, of course, that in the area studied, **[Begin Highly Confidential Information] [End Highly Confidential Information]** of spectrum – **[Begin Highly Confidential Information] [End Highly Confidential Information]** UMTS carriers – could be shifted to the UMTS network to address current and future capacity constraints.

These significant GSM efficiencies directly benefit the combined company's *UMTS* users, because these gains in spectrum efficiency will free up a large amount of spectrum resources currently used for GSM services to support both companies' customers that can be redeployed to UMTS. Moreover, these capacity gains are in addition to the very substantial UMTS capacity gains that arise directly from the assimilation of T-Mobile USA cell sites into the AT&T grid that substantially increases UMTS cell density and from intercarrier load balancing.

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[12] We describe these approaches and an overall methodology in Appendix A.

[13] *See* Appendix A for the range of gains.

[14] Quantifying the very real network utilization/load balancing efficiencies that can be expected will require even more complex engineering analyses. Our calculations here simply add the busy hour traffic loads of the two standalone networks to determine a combined network busy hour traffic load as if the busy hour peaks of the two networks were located in the same places (geographically and temporally), and they are therefore conservative.

Appendix A: Methodology for Estimation of GSM Spectrum Savings

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AT&T Acquisition of T-Mobile USA

Site Integration Analysis

7/26/11

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Overview

- Initial analysis
  - Integrate over of T-Mobile's approximately cell sites (%)
  - Reflects experience in prior integrations, conservatively focused on T-Mobile sites

- Real-world site-by-site network integration analysis strongly confirms initial estimates
  - Integrate significantly more than % in San Francisco and Los Angeles
  - Many sites can be productively assimilated into AT&T cell grid
  - Selected sites address capacity concerns; also improve service quality and coverage
- Further analysis shows selected sites in areas where AT&T has identified need, but difficulty in completing new site builds
- "Like for like" antenna swaps will enable quick integration of many selected sites

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Preliminary Network Integration Analysis

Downtown San Francisco

- Over % T-Mobile sites kept*
-

Downtown Los Angeles and Adjacent Areas

- Over % T-Mobile sites kept*
-

*Refers to sites initially identified that can be productively incorporated into the network. Upon consummation of the transaction, further network integration analysis will be completed to determine final list of T-Mobile USA sites that will be integrated.

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Criteria Used in Network Integration Analyses

- Identified T-Mobile sites using standard network design criteria to address:

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Network Integration Analysis 1: San Francisco

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Analysis #1: San Francisco

Area of Site Integration Analysis

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Analysis #1: San Francisco

Keep Sites:

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Analysis #1: San Francisco

T-Mobile Keep Sites Improve Quality

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Analysis #1: San Francisco

T-Mobile Keep Sites Address Capacity Issues

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Analysis #1: San Francisco

Dense Urban Sites Address Existing Issues

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Analysis #1: San Francisco

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Network Integration Analysis 2: Los Angeles

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Analysis #2: Los Angeles

Area of Site Integration Analysis

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Analysis #2: Los Angeles

Keep Sites:

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Analysis #2: Los Angeles

T-Mobile Keep Sites Improve Quality

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Analysis #2: Los Angeles

T-Mobile Keep Sites Address Capacity Issues

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Analysis #2: Los Angeles

T-Mobile Keep Sites Improve In-Building Coverage

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Cell Site Integration Timeline: The San Francisco Example

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Introduction

- Combined company can:
  - Quickly integrate existing T-Mobile cell sites in areas where AT&T has had difficulty finding cell sites locations or obtaining zoning or other regulatory approval for such sites.
  - Replace existing T-Mobile antennas with comparable multi-band antennas (700 MHz, 850 MHz, 1900 MHz and AWS) at many cell sites.

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Steps in Identifying and Securing Potential Cell Site Locations

- Potential new cell site locations that meet all suitability criteria are increasingly difficult to find in core urban areas where most needed
  - Use modeling tools, search rings, zoning maps, and other tools to identify potential locations
  - Review potential locations to determine if viable
    - *E.g.*, landlord interest, zoning issues, structural and architectural requirements, sufficient access to utilities, space for construction and maintenance
  - In dense areas, candidate movements for one site may cause it to overlap with other sites, creating interference concerns
- Even once suitable location is found, significant time spent on necessary zoning and other applicable regulatory approvals from local governments

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Examples of Difficult San Francisco Sites

- Eight example areas where AT&T has identified need, but facing challenges in new cell site builds.
- Numerous potential cell site locations have failed for various reasons.
- Transaction would permit AT&T to quickly utilize the existing T-Mobile cell sites identified in these areas.

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8 Example Areas

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

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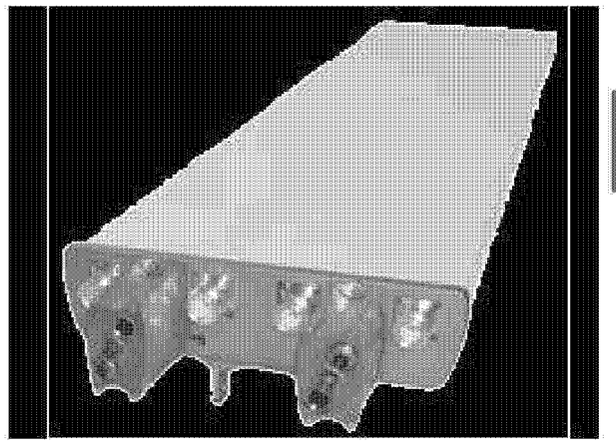
Examples of "Like-for-Like" Antennas

Existing T-Mobile Antenna

4' quad-pole 65-deg. antenna
RFS APX16DWV-16DWVS
(About % of T-Mobile's
San Francisco antennas)



- 1710-2200 MHz
- 65-deg HBW, quad-pole
- 55.9"x13.5"x3.15" (LxWxD)
- 40.7 lbs
- 18.4 dBi gain
- Wind loading: 125 mph

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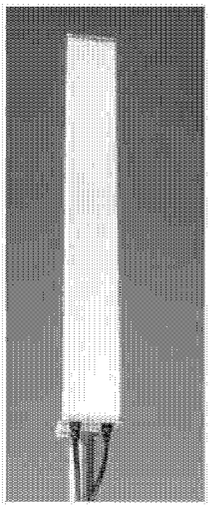
Examples of "Like-for-Like" Antennas (cont'd)

Existing T-Mobile Antenna

4' dual-pole 65-deg. Antenna
APXV18-206516S-C
(About % of existing T-Mobile San Francisco antennas)



- 1710-2200 MHz
- 65-deg HBW, dual-pole
- 59.8"x10.2"x7.8" (LxWxD)
- 18.7 lbs
- 18.4 dBi
- Wind loading: 125 mph

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Exhibit C: Network Integration Methodology

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[End Highly Confidential Information]

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July 26, 2011

BY ECFS

Marlene H. Dortch, Esq.
Secretary
Office of the Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 20554

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
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Dear Ms. Dortch:

AT&T Inc. and Deutsche Telekom AG (the "Applicants") are jointly filing herewith this letter in response to Sprint's recent *ex parte*, which argued that T-Mobile USA is a "close substitute" for AT&T for business customers, and that therefore the transaction would lessen competition for business customers.[1] In response to Sprint's arguments, this paper demonstrates that T-Mobile USA has not been a significant competitor for business customers – let alone a close competitor to

[1] *See* Ex Parte Notification of Sprint, *Application of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations,* WT Docket No. 11-65 (filed July 11, 2011).

AT&T – and that the proposed transaction will not lessen competition for business customers.

I. Introduction and Overview

There are several reasons why the acquisition will not cause competitive harm to business customers, including the following:

1. As analyst reports indicate, and T-Mobile USA's Chief Marketing Officer has confirmed,[2] T-Mobile USA has not been a significant competitor to AT&T for business customers, and is unlikely to become one in the foreseeable future.

2. Approximately **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of T-Mobile USA's corporate discount plans' sales to "business" are to individual employees who have multiple options for corporate discount plans and purchase locally through retail outlets; thus sales to these customers are virtually indistinguishable from the consumer business.

3. The part of T-Mobile USA's business that is truly corporate is small and declining. Isolated examples of T-Mobile USA competing with AT&T for business customers do not constitute proof that the transaction would result in anticompetitive effects in any well-defined market.

4. T-Mobile USA does not have the sophisticated solutions generally required by larger businesses, and in the small business segment there are several competitors including regional carriers.

5. A cross-section of business customers support this transaction, as evidenced by the positive letters provided to the Commission confirming there will be no material loss of competition resulting from the transaction and recognizing how the transaction will benefit business customers large and small with better network performance

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[2] June 9, 2011 Declaration of Cole Jones Brodman (Brodman Decl.). We also submit herewith a Supplemental Declaration of Mr. Brodman elaborating on several points made in this letter. *See* July 25, 2011 Supplemental Declaration of Cole Jones Brodman (Supp. Brodman Declaration) (Exhibit 1).

and expanded LTE.

A. Overview of the Business Segment

Business customers are exceedingly heterogeneous in their nature and in their needs for wireless service. To state the obvious, they range from the very largest multinationals to the smallest businesses.[3] Their needs range from basic voice and data service to customized mobile applications to integrated solutions specific to an industry or company.

There are two basic models in the business segment. One model is "corporate responsibility" users ("CRU"), meaning the company pays the bill for its employees' service. In the other model, called "individual responsibility" users ("IRU"), the company agrees with several wireless providers to offer service discounts to its employees. Thereafter, individual employees are free to choose which wireless provider to sign up with, frequently by walking into a local retail outlet to get the corporate discount. The employee compares the pricing and service (as well as pricing from other carriers), selects a provider, chooses its level of service, creates an account, and pays for service on the account. Some companies reimburse the employees for all or part of the cost of approved plans.[4]

The competitive dynamics are different for each model, although many companies use both models simultaneously (*e.g.*, corporate responsible for certain key employees and individual responsible for the rest). CRU business is typically handled through competitive bidding in response to the company's specification of its requirements, which may involve a bundle of telecom services. IRU business is essentially an extension of the consumer retail business, as it involves a pre-determined discount off of retail rates offered to individual employees through retail channels, generally with no exclusivity, volume commitment or obligation to purchase. Employees use these phones for personal use, and can sign up for IRU plans for themselves and for family members who have no affiliation with the

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[3] For a full description of the customer segments served by AT&T Business Solutions, *see* Exhibit 2.

[4] T-Mobile USA estimates that company reimbursement occurs for **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of its IRU subscribers. AT&T estimates that company reimbursement occurs for **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of its IRU subscribers.

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company.

B. Overview of ABS and T-Mobile USA Services to Business Customers

1. AT&T Business Solutions (ABS)

In recognition of the increasingly integrated nature of business communications services, AT&T reorganized in 2008 so that all wireline and wireless sales to enterprise customers are combined in the AT&T Business Solutions ("ABS") unit. In 2010, **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of the business customers who purchased wireless service through ABS also purchased wireline services from ABS. This reflects AT&T's focus on the more complex needs of sophisticated business customers.

The value of the integration lies in ABS' ability to draw upon the deep customer knowledge its sales people have from years of offering wireline, wireless, and application services across industry sectors. From architecture, engineering, construction, automotive, banking, consumer package goods, financial services, to healthcare, hospitality, insurance, and media, ABS designs, sells – and manages – integrated, customized mobile applications and systems. These include sophisticated billing services, pooled plans (all users in the company are pooled at the end of the month so those with extra minutes offset the overage of others), data and web hosting services, and the most sophisticated customized integrated machine-to-machine services and mobile applications. For example, ABS designed a custom mobile application for **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** to track deliveries and stores' inventory levels. ABS also developed a unique mobile application for **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. These are just a few examples of the complex, customized business solutions ABS offers to business customers.

2. T-Mobile USA's Business Offerings

In contrast, T-Mobile USA has prioritized its consumer strategy over business offerings. Its Chief Marketing Officer has explained that T-Mobile USA has "a relatively limited competitive presence in the business segment due to the

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company's strategic decision to focus on, and invest in, its core consumer segment."[5] As a result, T-Mobile USA has never developed the specialized suite of services and integrated product offerings that many business customers require.[6] T-Mobile USA's internal documents confirm that it does not have the "**[Begin Confidential Information]**

[End Confidential Information].[8] Certainly, T-Mobile USA has not **[Begin Highly Confidential Information]**

[End Highly Confidential Information].[9] Nor does it have the breadth and depth in its limited sales force to address specific industry needs.[10] And early this year, T-Mobile USA outsourced its M2M sales force to a third party aggregator.[11]

Indeed, leading industry analysts confirm that T-Mobile USA "has no

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[5] *See* Brodman Decl. at ¶5.

[6] *See* Brodman Decl. at ¶6 ("T-Mobile USA…is not readily in a position to offer a complete suite of full-service, integrated telecommunications solutions to large business customers.")

[7] *See, e.g.*, FCC00150054, at 40.

[8] *See, e.g.*, Exhibit 3, in September 2009 T-Mobile USA lost a bid for **[Begin Highly Confidential Information]**
[End Highly Confidential Information] and in March 2010, it lost a bid for **[Begin Highly Confidential Information]**

[End Highly Confidential Information]." Similarly, T-Mobile USA lost a bid to **[Begin Highly Confidential Information]**

[End Highly Confidential Information] *Id.*

[9] *See* Supp. Brodman Declaration at ¶6.

[10] Further, there are no joint service offering or sales approaches between T-Mobile USA and Deutsche Telekom.

[11] Brodman Decl. at ¶12. ("As of May 16, 2011, development of this business was outsourced to RACO Wireless, an aggregator and channel partner of T-Mobile USA.")

business solutions available other than voicemail, email, Internet access and messaging."[12] "Unlike competitors, T-Mobile has not organized to focus on enterprise accounts or at least offers little customization or vertical specialization."[13] More generally, analysts recognize T-Mobile USA's negligible presence for business customers. For example, Fierce Wireless notes that "[T-Mobile USA] is nowhere in enterprise."[14] And IDC states that "T-Mobile remains very focused on the consumer market, and – as noted in previous years – has the weakest play in the business space, having yet to demonstrate a sophisticated approach to SMB."[15]

As part of the plan to attempt to revitalize the T-Mobile USA business, the company's management contemplated increased emphasis on business sales. However, T-Mobile USA has acknowledged that it would need to dedicate considerable financial and human resources to become competitive for business customers.[16] Company documents highlight that **[Begin Highly Confidential Information]**

[End

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[12] Current Analysis, *T-Mobile USA- Business Services US*, (Dec. 6, 2010) at 3.

[13] *Id.* at 2.

[14] Mark Lowenstein, *Lowenstein's View: Sprint +T-Mobile+Clearwire Merger=Short-Term Pain, Long-Term Gain?*, FierceWireless: Europe (Mar. 16, 2011), at 2, http://www.fiercewireless.com/story/lowensteins-view-sprintt-mobileclearwire-mergershort-term-pain-long-term-ga/2011-03-16.

[15] IDC, Competitive Analysis U.S. Mobile Operator 2010 Vendor Analysis: Targeting Savvy and Unsophisticated SMBs Alike, at 7-8. Other analysts do not identify T-Mobile USA in the wireless business segment. *See, e.g.*, IDC, Competitive Analysis, MarketScape: Mobile Enterprise Services 2010 Vendor Analysis, at 2 (IDC identified AT&T, Sprint, and Verizon as the "key wireless operators providing business mobility solutions in the United States" because of "their broad reach and their comprehensive approach to enterprise, government, and SMB space.")

[16] Brodman Decl at. ¶13 ("T-Mobile USA faces significant challenges in attracting and/or retaining business and government customers in large part because of the considerable investment that is needed to compete for the enterprise segment of the market.").

Highly Confidential Information]"[17] More generally, T-Mobile USA documents acknowledge **[Begin Highly Confidential Information]**

[End Highly Confidential Information]"[18]

[Begin Highly Confidential Information]

[End Highly Confidential Information]

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[17] *See, e.g.*, FCC00150054, at 40.

[18] *Id.* at 57.

[19] Supp. Brodman Declaration at ¶8 ("Having **[Begin Highly Confidential Information]**

[End Highly Confidential Information.]")

[20] Supp. Brodman Declaration at ¶8. ("The results to date, however, have not been **[Begin Highly Confidential Information]**

[End Highly Confidential Information]. At the outset of this initiative, the executive team set aspirational targets. For small business customers, the original targets ranged from **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** new business customers for the year. But sales to date have lagged significantly below these expectations.")

[21] Supp. Brodman Declaration at ¶8, 9 ("Having **[Begin Highly Confidential Information]**

[End Highly Confidential Information]")

II. Analysis

A. Individual Responsible Users Are Indistinguishable from the Consumer Segment

Competition for IRU business occurs primarily at the individual, and not at the corporate, level. Companies seeking to establish such plans for their employees authorize multiple wireless carriers in virtually every case, precisely because they want their employees to have choices among providers. These plans are typically purchased for personal use. AT&T offers standard corporate discounts off of its retail plans for such situations, and sees the real competition for employees occurring at the retail level.

In that sense, IRU business is very much a part of the consumer business. In both IRU and consumer sales, individual consumers decide which carrier to choose, and those decisions are made locally, where each employee works or lives. The evidence confirms that IRU subscribers and consumers have similar characteristics.

- *First,* **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of AT&T's and T-Mobile USA's IRU lines are purchased in retail stores.[22]

- *Second,* **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of AT&T's IRU lines are on family plans. In contrast, **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of AT&T CRU lines are on pooled and customized plans.

- *Third,* **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of AT&T's IRU subscribers migrate from consumer plans.

- *Fourth,* **[Begin Confidential Information]** **[End Confidential Information]**. For example, in 2010: AT&T's CRU ARPU was **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**, AT&T's IRU ARPU was **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**, and AT&T's consumer ARPU was $62.88 (Q4

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[22] *See* Exhibit 4.

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2010). From January to June 2011, T-Mobile USA's CRU ARPU was **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**, T-Mobile USA's IRU ARPU was **[Begin Highly Confidential Information]** **[End Highly Confidential Information]**, and T-Mobile USA's consumer ARPU was $52 (Q1 2011).

- *Fifth,* employees who have access to IRU plans can and do forego the corporate discount in order to obtain service from another carrier that offers the devices, coverage, rate plans and other features desired by the employee.

For all these reasons, IRU sales do not represent a separate segment of "business customers," but are another dimension of the retail consumer business we have addressed.

B. T-Mobile USA's Competitive Presence in Corporate Responsible Accounts Is Negligible

CRU business generally involves larger companies in need of more integrated and sophisticated solutions, which T-Mobile USA does not offer. The vast majority of T-Mobile USA's business sales **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** – consists of IRU business.[23] **[Begin Highly Confidential Information]**

[End Highly Confidential Information].[24]

Further, T-Mobile USA generally focuses on smaller accounts. T-Mobile USA's Top 50 CRU customers use between **[Begin Confidential Information]** **[End Confidential Information]**, while AT&T' Top 50 CRU customers use from **[Begin Confidential Information]**

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[23] In 2010, approximately **[Begin Highly Confidential Information]** **[End Highly Confidential Information]** of ABS' wireless revenues consisted of IRU business. *See* Exhibit 5.

[24] TMUS estimates that its total CRU subscriber count decreased from **[Begin Highly Confidential Information]**
[End Highly Confidential Information].

[End Confidential Information].[25] In other words, the very top end of T-Mobile USA's CRU business overlaps only slightly with the bottom of AT&T's Top 50, as shown in the chart below:

[Begin Confidential Information]

[End Confidential Information]

For regional and small CRU business, the competition includes not only AT&T, Verizon and Sprint, but also MetroPCS, Leap, US Cellular, Cellular South, and Cincinnati Bell, all of whom advertise services to small business customers.[26] AT&T documents confirm competition for business customers with these and other smaller carriers.[27] ABS customers also report using these carriers for wireless

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[25] *See* Exhibit 6 (AT&T's Top 50 business customer lists) and 7 (T-Mobile USA's top 50 business customer lists).

[26] *See* Exhibit 8, *e.g.*, https://www.cellularsouth.com/cscommerce/business/index.jsp; http://www.uscellular.com/business; http://www.cincinnatibell.com/business/; http://www.metropcs.com/business/; Leap launched Cricket Multi-Value PlanTM, which allows customers to add up to three additional lines to their account and receive a discount of $10 per month for each line, while consolidating billing for all of those lines onto a single statement, making it "easier for households and *small business* to manage their wireless account." Press Release, *Leap Announces the Launch of Cricket Unlimited(TM) - The First-Ever Complete Package of Unlimited Anytime Local, U.S. Long Distance and Text Messaging Wireless Services* (Mar. 16, 2004), http://phx.corporate-ir.net/phoenix.zhtml?c=191722&p=irol-newsArticle&ID=721772&highlight=small business (emphasis added).

[27] *See, e.g.*, [Begin Highly Confidential Information]

(continued…)

services, at times to the exclusion of T-Mobile USA.[28]

C. No Anti-Competitive Effects

1. No Risk of Unilateral Effects

The evidence confirms that T-Mobile USA has not been a significant competitor to AT&T for business customers, let alone a particularly close competitor. There are relatively few examples of head-to-head competition, as T-Mobile USA does not offer the customized business solutions which ABS offers.

ABS has approximately **[Begin Confidential Information]** **[End Confidential Information]** CRU business accounts, and **[Begin Confidential Information]**

[End Confidential Information].[29]

2. No Risk of Coordinated Effects

Similarly, the competition for wireless business customers reflects none of the characteristics necessary to foster coordination.

First, competition for business customers lacks transparency. Bids are private and responses to bids consist of highly customized CRU offerings. And there is no transparency as to the cost of these complex services, which include integrated wireline/wireless offerings, customized mobile applications and services,

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(…continued)

[End Highly Confidential Information].

[28] *See, e.g.,* Statement of Asplundh Tree Expert Co. ("[In addition to AT&T, Verizon and Sprint, we] also receive wireless telecom services from approximately 15 other carriers [excluding T-Mobile USA]"), enclosed as one of several supporting statements in Exhibit 10.

[29] *See, e.g.,* Exhibit 9, at 3.

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and customized wireless plans (*e.g.*, pooled plans).

Second, the heterogeneity of products and services, and of customers (small vs. large) make coordination infeasible. This is also true as to customers who require basic wireless service, as they each receive basic services under different discounts based on their annual potential spend with each provider.

Third, there is no credible mechanism to monitor coordination, nor a mechanism to retaliate from coordination deviations, in the wireless industry.

Finally, and importantly, large business customers have buying power and would defeat any attempt at coordination. The international dimension of the demand for telecom services for large customers further highlights the stakes. Multinational customers increasingly bid their telecom demand globally, and are able to pool their global purchases to extract the best prices from wireless carriers and system integrators worldwide.

III. Business Customers Support the Transaction

A cross-section of business customers supports the transaction, ranging from small customers to the largest multinational corporation to the nation's leading high tech companies (*e.g.*, Microsoft, Oracle, Facebook).[30] As evidenced by the

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[30] *See* Exhibit 10, American Airlines statement, June 8, 2011; Asplundh Tree Expert Co. statement, June 8, 2011; Cameron International statement, June 4, 2011; L&T Infotech statement, June 9, 2011; Syrabex statement, May 26, 2011; Welch Allyn statement, July 1, 2011; Avis statement, July 1, 2011; June 15, 2011 Delta letter, June 15, 2011; Letter from Avaya, Brocade, Facebook, Microsoft, Oracle, Qualcomm, RIM and Yahoo!, June 6, 2011 (all of these companies are ABS wireless customers); *see also* supporting statements from Manhattan (NY) Chamber of Commerce (supporting merger and enhancement of mobile broadband coverage, citing benefits to New York business community of over 100,000 companies); Silicon Valley Leadership Group ("merger is a logical, viable solution to the looming spectrum shortages" and expansion of 4G LTE wireless service will offer "tremendous growth potential" for Silicon Valley companies and be significant for telehealth industry); Missouri Chamber of Commerce and Industry (urging approval of merger to support expansion of wireless broadband connectivity, "a critical component to ensure all Missouri businesses – large and small – are able to compete locally and globally"); New Jersey Chamber of Commerce ("It is important to the New Jersey Chamber of Commerce and thousands of businesses across the

(continued…)

customer statements and letters attached hereto, they believe the wireless market is extremely competitive, and generally do not view T-Mobile USA as a viable competitor for their businesses. For example:

- The Chief Information Officer of Avis notes: "I consider the domestic wireless market to be absolutely competitive, and I do not regard T-Mobile USA as a significant competitor of AT&T."

- The Chief Information Officer of Asplundh (a line clearance and vegetation management services company) concurs: "I do not consider [T-Mobile USA] to be a significant competitive alternative."

Further, these statements also highlight the benefits that this transaction will provide these companies' employees and customers by improving network performance and expanding AT&T's 4G LTE network. For example:

- The CEO of Syrabex (the Syracuse Builder Exchange) states that the transaction "would improve the quality of wireless service that AT&T offers, including having fewer dropped calls."

- The President of American Airlines explains why the transaction "is a positive step" to "increase capacity and help support next-generation mobile services."

- The CEO of Delta Airlines states that the transaction will "achieve technological and operational efficiencies...satisfying million of additional customers" and that "Delta looks forward to the innovation and service improvements that the merger of AT&T and T-Mobile promises."

IV. Conclusion

This transaction will not lessen competition for business customers, and business customers will benefit from the network efficiencies, improved service, increased output, and expanded 4G LTE coverage to over 97% of the United States population – all of which directly result from the transaction. These benefits are

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(...continued)

state that AT&T's 4G LTE service is upgraded and expanded, as the merger stands to do"); San Francisco Chamber of Commerce (citing benefits of "improving business performance" through expansion of 4G LTE service).

particularly significant in business-centric regions such as New York, Los Angeles, and San Francisco, as well as in rural areas that will now receive next-generation LTE mobile broadband service.

Pursuant to the Protective Order and Second Protective Order in this proceeding,[31] we are submitting this letter and its exhibits to you on a CD-ROM. In addition, we are submitting a redacted version of this letter and its exhibits in ECFS. Finally, we are submitting two copies of the unredacted version of this letter and its exhibits to Kathy Harris of the Wireless Telecommunications Bureau staff or her designee.

If you have any questions or require further information, please contact us at 202-942-5499 or Richard.Rosen@aporter.com, or 202-719-7344 or nvictory@wileyrein.com. Thank you for your assistance.

Sincerely,

/s/

Richard Rosen
Counsel for AT&T Inc.

/s/

Nancy Victory
Counsel for Deutsche Telekom AG

Enclosures

cc: Best Copy and Printing, Inc. (redacted version)
Kathy Harris, Esq (unredacted and redacted versions)
Ms. Kate Matraves (redacted version)
Jim Bird, Esq. (redacted version)

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[31] *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, Protective Order, DA 11-674 (WTB rel. Apr. 14, 2011) ("First 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 (Revised), DA 11-1100 (WTB rel. June 22, 2011), *modified*, DA 11-1214 (WTB rel. July 19, 2011) ("Second Protective Order").

REDACTED – FOR PUBLIC INSPECTION

EXHIBIT 1

REDACTED—FOR PUBLIC INSPECTION

SUPPLEMENTAL DECLARATION OF COLE BRODMAN

Executive Vice President and Chief Marketing Officer

T-Mobile USA, Inc.

I, Cole Brodman, hereby declare the following:

1. I am currently Executive Vice President and Chief Marketing Officer of T-Mobile USA. I have been with T-Mobile USA and its predecessor companies, VoiceStream Wireless and Western Wireless, since 1995.

2. In my current capacity I am responsible for T-Mobile USA's overall brand, customer segment management, marketing, and advertising for all plans, products, and services. Additionally, I have responsibility for ideation, development and operations of new products, services, mobile phones and devices. In previous positions, I have held executive leadership positions responsible for the development and operation of T-Mobile USA's network and technology base, product management, roaming, T-Mobile USA Hotspot, and business development activities.

3. Prior to joining T-Mobile USA/VoiceStream/Western Wireless, I was with Nortel Networks where I held positions in product management, product marketing, and development roles in the telecommunications and wireless product organizations for approximately six years.

4. I am a graduate of the University of Texas at Austin with a BS in Electrical Engineering and Southern Methodist University with a Masters in Business Administration.

I. INTRODUCTION AND SUMMARY

5. In my June 9, 2011 Declaration, I explained that T-Mobile USA has a relatively limited competitive presence in the business segment due to the company's strategic decision to

focus on its core consumer business. I also explained that T-Mobile USA would have to overcome significant structural challenges created by a lack of critical infrastructure within the "back office" of the B2B business in order to become a more significant competitive alternative for business customers. This Supplemental Declaration expands on both of these points and provides additional information regarding T-Mobile USA's recent unsuccessful attempt to expand into the business segment.

HISTORICALLY, T-MOBILE USA HAS OCCUPIED A LIMITED COMPETITIVE PRESENCE IN THE BUSINESS SEGMENT.

6. T-Mobile USA made a decision years ago to focus its resources on the consumer segment and not to invest the significant resources sufficient to enable it to compete in the business segment. The decision to focus on the consumer segment rather than the business segment was driven by tradeoffs that T-Mobile USA made with respect to its financial resources, the company's talent and expertise, and its network footprint, as well as its assessment of where it would have the best chance of succeeding competitively. T-Mobile USA believed that greater upside potential lay on the consumer, rather than the business, customer and that is where it chose to focus. As a result of T-Mobile USA's decision not to focus and invest significantly on the business segment, T-Mobile USA has not been able to offer a complete suite of full-service, integrated telecommunications solutions for businesses, especially those services demanded by larger customers in this segment. For example, to this day, T-Mobile USA still **[BEGIN CONFIDENTIAL INFORMATION]**

[END CONFIDENTIAL INFORMATION] for businesses. For another example, unlike some of its competitors, T-Mobile USA does not **[BEGIN CONFIDENTIAL INFORMATION]**

[END CONFIDENTIAL INFORMATION]

RECENT EFFORTS TO ENHANCE T-MOBILE USA'S COMPETITIVE PRESENCE IN THE BUSINESS SEGMENT HAVE PROVEN DIFFICULT.

7. In the last quarter of 2010, T-Mobile USA's executive team prepared a collaborative plan that laid out a series of broad, aspirational targets for T-Mobile's strategy in the business segment. The goal was to create a series of functional, enterprise-wide execution plans and targets for 2011 and beyond that would energize the company's leadership, sales organizations, and regional teams. Specifically, the plan set out a series of **[BEGIN CONFIDENTIAL INFORMATION]**

[END CONFIDENTIAL INFORMATION]. In its initial efforts in this regard, T-Mobile USA focused additionally on increasing its presence in the small business segment. Historically, T-Mobile USA had not served small business customers with customized plans. To address this, the company established a wider set of price plans, a simple set of selling tools, and collateral that sales representatives in T-Mobile USA's retail shops could use to target and sell to small businesses, and spent advertising dollars aimed at small business customers. T-Mobile USA hoped that these efforts would allow small businesses to grow seamlessly through a series of lines, so that T-Mobile USA could up-sell a customer new plans and new lines as the customer's business grew.

8. The results to date, however, have not been **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]** **[END HIGHLY CONFIDENTIAL INFORMATION]**. At the outset of this initiative, the executive team set aspirational targets. For small business customers, the original targets ranged from **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]** **[END HIGHLY CONFIDENTIAL INFORMATION]** new business customers for the year. But sales to date have lagged significantly below these expectations. From January 1, 2011 through June 11, 2011, **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]**

[END HIGHLY CONFIDENTIAL INFORMATION] Further, some of T-Mobile USA's stores have **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]** **[END HIGHLY CONFIDENTIAL INFORMATION]**. Having **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]**

[END HIGHLY CONFIDENTIAL INFORMATION]

9. In concert with its attempts to increase small business customers, T-Mobile USA also hoped to increase its large business customer subscribership. To do so, the company needed to enhance its back-office capabilities. The company planned to address these back-office issues

through a series of IT releases that would bolster the company's enterprise capabilities down through point of sale systems and billing and web systems. The original plan was to **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]**

[END HIGHLY CONFIDENTIAL INFORMATION]

V. CONCLUSION

10. In summary, T-Mobile USA faces significant challenges in attracting and/or retaining business customers in large part because of the considerable investment that is needed to compete for the enterprise segment. Further, following T-Mobile USA's unsuccessful attempt to refocus on the business segment in early 2011, T-Mobile USA recognizes that any reversal of our historical position and share in this segment would require a sustained and long-term effort, and that success is difficult and uncertain to predict.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 25, 2011.

Signed:

Cole Brodman
Executive Vice President and
Chief Marketing Officer
T-Mobile USA, Inc.

Dated: July 25, 2011

REDACTED – FOR PUBLIC INSPECTION

EXHIBIT 2

AT&T Business Solutions

AT&T sells wireless services to business customers through its AT&T Business Solutions (ABS) group. In October 2008, AT&T integrated both wireline and wireless business solutions under ABS to better serve its business customers. This allowed AT&T to functionally integrate its business sales and provide a single point of contact to business customers. The ABS group sells wireless services as one component of its integrated solutions for businesses large and small.[1] There is no separate business sales force within AT&T Mobility.[2]

ABS sells a range of integrated wireline and wireless business solutions and currently divides its sales coverage into three segments: (1) Global Enterprise Solutions (GES); (2) Wholesale and GEM Solution (WGS) and (3) Small Business and Alternate Channel (SBAC).

The Global Enterprise Solutions (GES) segment handles accounts that are either multinational or national in scope. There are three sub-segments within GES – Signature, Global, and Premier:

- The Signature Client Group is typically large multinational companies, which represent an annual potential AT&T spend of more than **[Begin Highly Confidential]** **[End Highly Confidential]**.
- The Global Client Group is organized into three tiers – Global Signature, Global Enterprise, and Global Regional. These are typically non-US headquartered national or regional accounts which represent an annual potential AT&T spend of **[Begin Highly Confidential]** **[End Highly Confidential]**, depending on the tier.
- The Premier Client Group is generally regional or smaller national businesses, with an annual potential AT&T spend of more than **[Begin Highly Confidential]** **[End Highly Confidential]**.

The Wholesale and Government Solutions (WGS) segment sells to a range of sales channels grouped in three sub-segments:

- Wholesale customers, including wireline carriers (*e.g.*, IXC, CLECS, ILECS), service providers (*e.g.*, ISPs, VoIP, teleconferencing), cable providers and system integrators;

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[1] These services are identified here: http://www.att.com/gen/landing-pages?pid=9214

[2] AT&T Mobility retail stores sell certain small business services, and services to employees of business customers pursuant to contracts negotiated and entered into by ABS. AT&T Mobility stores do not have a separate sales force dedicated to business customers.

- Federal government agencies and quasi-governmental agencies (*e.g.,* American Red Cross, World Bank), and embassies, missions and consulates; and
- State and local governments, higher and lower educational institutions and healthcare businesses (*e.g.,* hospitals, nursing care facilities).

The Small Business Solutions and Alternate Channels (SBAC) sells to national and regional business customers, as well as alternate channels (*e.g.*, value added resellers, independent dealers, virtual sales centers and telemarketers).

- National Business Markets customers typically have more than **[Begin Highly Confidential] [End Highly Confidential]** access lines, or **[Begin Highly Confidential] [End Highly Confidential]** or more locations, and an annual potential AT&T spend of **[Begin Highly Confidential] [End Highly Confidential]**;
- Regional and Local Business Markets customers typically have fewer than **[Begin Highly Confidential] [End Highly Confidential]** access lines, or fewer than **[Begin Highly Confidential] [End Highly Confidential]** locations, and an annual potential AT&T spend of less than **[Begin Highly Confidential] [End Highly Confidential]**.

Exhibits 3-7 Are Redacted in Their Entirety.

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U.S. Cellular

Business

Business Services

At U.S. Cellular®, we believe in the power of strong relationships. Like the relationships you've built with your customers and business partners. And of course, the relationship between you and your wireless provider. Yes, you'll find a variety of outstanding phones and flexible plans at U.S. Cellular. But you'll find something else, too: a company that actually recognizes and rewards you for your loyalty. We've noticed that isn't how it usually works in a wireless relationship. But we think it should be. And we're doing something about it. If you ever have a question, we encourage you to see a store Sales Associate or Business Account Executive, visit uscellular.com/business, or call 1-866-USC-4BIZ for additional details.

Dedicated Business Customer Service

Our focus on customer satisfaction ensures you get the answers you need while helping to boost your productivity. You'll enjoy the flexibility of getting help in our stores, calling our dedicated business customer service, or if you have more than 21 lines, having a convenient meeting at your office with a dedicated Business Account Executive. Our business-trained associates will do a complimentary needs analysis to make sure you have the phones and plans that help you achieve your business goals. They will also help your employees set up their new phones at your convenience.

We Offer Your Business

Belief Rewards

Earn Belief Points for being a customer, and redeem them for faster phone upgrades and more.

No Contract After the First One

Sign an initial two-year commitment and you won't have to sign another contract, ever again.

Earlier Phone Upgrades

Upgrade your phone at promotional prices every 18 months - or even earlier with Belief Points - without signing a new contract.

Phone Replacement

Take comfort if your phone is ever accidentally damaged, lost or stolen. Included at no additional cost on select business plans.

Belief Plans

Choose the national voice, messaging and data plan that's right for you.

Overage Protection and Forgiveness

Enjoy peace of mind with an automatic Text Message alert whenever your account approaches its monthly limit of plan minutes and/or Text Messages. Plus, with Overage Cap, you'll never pay more than $50 in voice overages per line. And if you want us to completely waive the charges, you can use Belief Points for Overage Forgiveness.

How To Buy

1 - 20 Lines:
Visit a local U.S. Cellular Store

21+ Lines:
1-866-USC-4BIZ
(1-866-872-4249)
8AM - 9PM (CST)
Monday - Friday

Customer Service

Dedicated For Our Business Customers:

Dial: **1-800-819-9373**

Online Auto Pay Discount

Get up to 5% off your monthly bill just for going paperless and signing up for Auto Payment.

Nationwide 3G

Stay productive and connected practically anywhere in the country your business takes you. Browse the Web, download files, and exchange e-mails 10 times faster than dial-up, and stay connected to clients and employees.

Battery Swap

Bring in your phone to participating locations and leave with a fully charged battery - free.

My Contacts Backup

Get My Contacts Backup for your business. Back up, share and update the company contact lists on all your business phones - free.

Business

BUSINESS SERVICES

- Business Services Home

Voice & Data Plans

Follow these easy steps for selecting a plan and services for your business:

1. Determine the number of lines your company needs
2. Choose a Belief Plan
3. Choose from our selection of phones and Smartphones
4. Find a local U.S. Cellular store or call 1-866-USC-4BIZ

Business

BUSINESS SERVICES

- Business Services Home

National Business Plans

A great wireless plan should be part of your Business Plan.

Your business has unique needs, and our powerful yet flexible Belief Plans are designed to meet them. Whether you need two lines, 50 lines, or anything in between, U.S. Cellular® has the plan to help your business thrive.

EVERY BELIEF PLAN INCLUDES VALUABLE BENEFITS LIKE:

- REWARDS POINTS
- FASTER PHONE UPGRADES
- ONE-AND-DONE CONTRACT
- ONLINE AUTO PAY DISCOUNT
- OVERAGE CAP
- OVERAGE PROTECTION
- OVERAGE FORGIVENESS
- MY CONTACTS BACKUP
- BATTERY SWAP

THE MONTHLY PLAN PRICES SHOWN BELOW INCLUDE 2 LINES.

	Shared Minutes	Voice Messaging: $0.25/msg Daily Data: $3/day per line	Voice & Messaging Unlimited Messaging Daily Data: $3/day per line	Voice, Messaging & Data Unlimited Messaging Data Plus	Max Lines
UP TO 15 LINES	1,000	$69.99 300 Belief Points	$99.99 400 Belief Points	$139.99 500 Belief Points	6
	1,500	$99.99 400 Belief Points	$129.99 500 Belief Points	$169.99 600 Belief Points	
	3,000	$169.99 600 Belief Points	$249.99 1,000 Belief Points	$289.99 1,100 Belief Points	15
UP TO 30 LINES	6,000	$249.99 1,000 Belief Points	$379.99 1,500 Belief Points	$424.99 1,600 Belief Points	20
	10,000	$499.99 1,900 Belief Points	$679.99 2,600 Belief Points	$729.99 2,900 Belief Points	25
	16,000	$799.99 3,100 Belief Points	$1,049.99 4,000 Belief Points	$1,149.99 4,400 Belief Points	30
UP TO 50 LINES	30,000	$1,609.99 6,100 Belief Points	$2,009.99 7,700 Belief Points	$2,109.99 8,100 Belief Points	50
	40,000	$1,999.99 7,600 Belief Points	$2,399.99 9,200 Belief Points	$2,499.99 9,500 Belief Points	
ADD A LINE	Shared Minute Plans	$10/line 40 Belief Points/line	$15/line 60 Belief Points/line	$40/line 150 Belief Points/line	Add a Line Pricing for lines 3+

UNLIMITED LINES	2 LINES REQUIRED			
	Shared Minutes	Voice Messaging: $0.25/msg Daily Data: $3/day	Voice & Messaging Unlimited Messaging Daily Data: $3/day	Voice, Messaging & Data Unlimited Messaging Data Plus
	Unlimited	$69.99/line 350 Belief Points/line	$79.99/line 500 Belief Points/line BEST VALUE	$99.99/line 675 Belief Points/line BEST VALUE

For more information or to buy service with U.S. Cellular, call 1-866-USC-4BIZ or visit a store near you.

Other Features & Services

Nationwide Long Distance

No long distance charges when calling anyone nationwide, including calls to Puerto Rico.

Free Incoming Calls, Texts and Pix

Nearly half the time you spend on your phone is free.

Free Mobile-to-Mobile Calls

Unlimited Calls to and from other U.S. Cellular customers nationwide.

Unlimited Nights and Weekends Starting at 7 p.m.

Unlimited calling Monday through Friday from 7 p.m. to 6:59 a.m. and all day Saturday and Sunday.

International Dialing

International Dialing gives you direct access to over 200 countries.

International Text Messaging

Text over 100 countries from your wireless phone. There is no extra fee for the text messages you send and incoming messages are still free.

Pooled Business Plans

For information on Pooled Business Plans, please contact a Business Account Executive at 1-866-USC-4BIZ.

Business

BUSINESS SERVICES

- Business Services Home

Data Solutions

Having ready access to the Internet and all kinds of company data on your phone can help you be as productive and connected out of the office as you are in it. We offer a range of data solutions. Select the ones that work best for you and your employees.

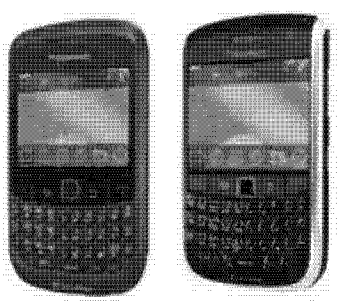
Smartphone Data Plans

By giving you easy access to e-mail, calendars, Microsoft® files and other important information when you're away from the office, Smartphones help you stay connected, organized, efficient and productive. We offer Data Plans for both BlackBerry® and Windows® phones.

BlackBerry® smartphones

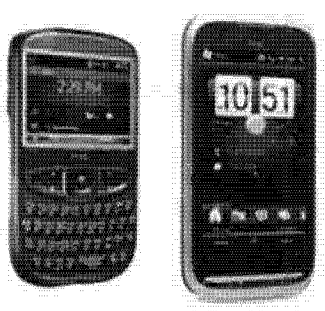
- Get wireless access to e-mail, Web and calendar
- View video files and listen to audio files with media player
- Push e-mail technology that allows you to get real-time e-mail anywhere in U.S. Cellular's Enhanced Network or while roaming on a partner network where coverage is available
- Access BlackBerry® Documents to Go
- Get directions from BlackBerry® Maps
- Get apps with BlackBerry® App World

Windows® Phone



Android™-Powered Phones

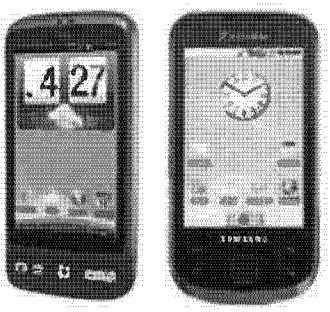
- Microsoft's Windows Mobile® operating system provides a familiar Windows® experience
- Get wireless access to e-mail, Web and calendar
- E-mail options for businesses with separate inboxes for greater manageability



- Microsoft® Office Mobile gives you access to all your files on the go for maximum productivity
- Windows Media® Player allows you to play videos or stream online media
- Get apps with Windows® phone Apps
- Ability to synchronize with your Outlook® e-mail and contacts
- Truly an open class of devices that are fully customizable
- Gain access to thousands of apps from Android Market™
- Web browsing with a full-featured browser
- Integration with popular Google™ services like Gmail™, Maps, YouTube™ and more

Additional Data Plans

easyedge℠ Data Plans can make your job easier while helping to improve your productivity. Follow voice turn-by-turn directions from Your Navigator, find the information you need with Mobile Browser, get up-to-date addresses and phone numbers with your411, check out weather forecasts and access other useful applications.



To browse our catalog of applications at no cost, just click on the U.S. Cellular icon ( ) from your phone's main screen. Charges begin only when you download an application or use an application that communicates with our network.

Wireless Modems

Wireless modems fit in a laptop and provide mobile Internet access. When enabled by your IT department, they also give you access to corporate applications 24/7 - in or away from the office. Easy to set up and requiring no learning curve, wireless modems provide a familiar online experience.

etrace®

An easy way to manage your mobile workforce, etrace lets you view the location information of each active phone via an online interface, keep track of time cards and transaction information - and benefit from turn-by-turn directions. Contact a Business Account Executive at 1-800-819-9373 for more information.

Business

BUSINESS SERVICES

- Business Services Home

Messaging Plans

If you and your employees use Text, Picture and Video Messaging to do your jobs, we have two options to meet your needs.

Pay-As-You-Go

It's only $0.25 per message to send, forward or reply. Plus all incoming messages are FREE and UNLIMITED. There's no set-up required, so you can send and receive text, picture, and video messages whenever you wish and per-message charges will appear on your bill.

Unlimited

Never worry about overages with plans that let you send as many text, picture, and video messages as you need.

International Text Messaging

Text over 100 countries from your Wireless Phone. There's no extra fee for the text messages you send, and incoming messages are still free. Ask a U.S. Cellular® representative by calling 1-800-819-9373 or view our international text messaging country list.

Business

BUSINESS SERVICES

- Business Services Home

Phones & Accessories

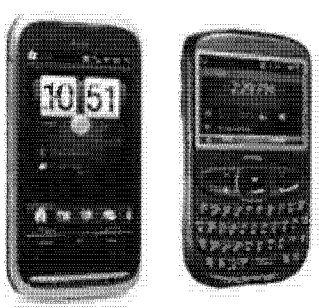
U.S. Cellular® offers a wide range of phones and accessories that can help you streamline your connections with employees and customers — and increase your overall productivity.

Smartphones

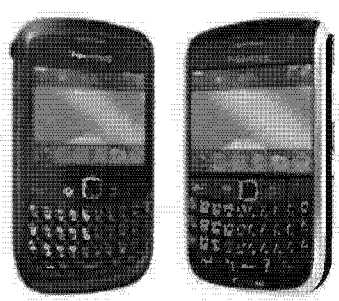
Powerful productivity tools, Smartphones enable you to conduct business efficiently whether you're in the office or away from it.

Windows phone

BlackBerry



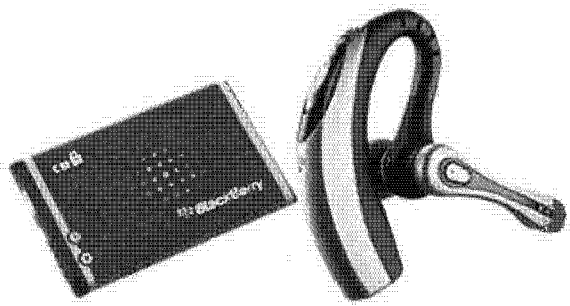
Accessories



Accessories such as vehicle chargers, Bluetooth® headsets and extended batteries can minimize downtime when you're working in the field while

accessories such as carrying cases can make it more convenient to travel with your Wireless Phone.

Save time by browsing for these and other accessories in our convenient Wireless Essentials Shop.



Business

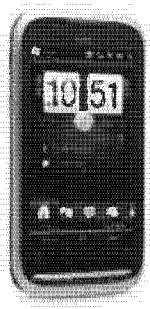
BUSINESS SERVICES

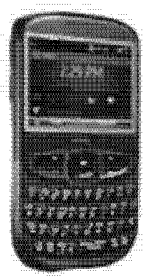
- Business Services Home

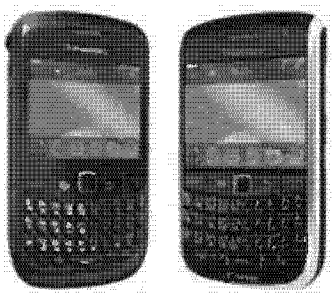
Smartphones For Business

Smartphones can help you be more productive by giving you easy access to e-mail, calendars and other business information 24/7 - whether you're in or away from the office.

U.S. Cellular® gives you two Smartphone solutions to choose from - Windows® and BlackBerry®. The chart below gives you key information on each.







Personal mail	For individuals: BlackBerry® Internet Service™
Corporate mail	For companies: BlackBerry® Enterprise Server™ or BlackBerry® Enterprise Server Express™
Familiar Microsoft® applications	BlackBerry® Documents to Go

See below for expanded descriptions of each service.

Windows® phone

Windows® provides you with mobile versions of select Microsoft® software such as Microsoft® Office and Outlook®. It's a great way to enjoy a familiar Windows® experience when you're on the move.

Personal E-mail

Windows® wireless e-mail, Web and media for business and personal use:

- Access multiple e-mail accounts through one messaging folder
- Send and receive e-mail anytime thanks to delivery options that fit your needs
- Supports popular e-mail services, including WindowsLive™, Yahoo!®, AOL®, Comcast and many other POP3 services

Corporate E-mail

Wireless e-mail solution for businesses using Microsoft® Exchange Server e-mail system:

- Secure, wireless e-mail with SSL encryption
- Simplified management for IT administrators

BlackBerry® smartphones

BlackBerry® "push" technology automatically sends e-mail to your BlackBerry® smartphone so you're connected while on the go.

For individuals: BlackBerry® Internet Service™

Wireless e-mail and Web solution for small business or personal use:

- Access to e-mail with no IT resources needed
- Suppports popular e-mail services, including WindowsLive™, Yahoo!®, AOL®, Comcast and many other POP3 services
- Browser provides you with wireless access to the Internet with your BlackBerry®

For companies: BlackBerry® Enterprise Server™

Solution for businesses using Microsoft® Exchange, Lotus® Domino® or Novell® GroupWise® e-mail systems:

- Secure enterprise-class wireless e-mail and Web with advanced encryption
- Simplified management for corporate IT departments

BlackBerry® Enterprise Server Express™

For businesses of any size that want to enjoy the benefits of BlackBerry® Enterprise Service™ without implementing the full program. BES Express works on Microsoft Exchange Servers only and is free to customers.

ATTITMCA006552

Business

BUSINESS SERVICES

- Business Services Home

Billing & Reporting

BillTracker℠ (Available for accounts with 10+ lines)

BillTracker℠ is a service that consolidates all your employees' wireless expenses on an easy-to-use Web-based server. This flexible service allows you to:

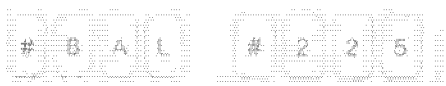
- Streamline the process for managing your company's monthly wireless expenses
- View your monthly billing data by department name, cost-center number or individual user
- Import your monthly billing data into your company's existing applications such as e-mail, Microsoft Excel®, Access® or Word® - or a comma-delimited format
- Have six levels of minute bundles to fit your company's needs
- Create management reports using seven predefined reports that you can customize with your specific search criteria

Detailed Billing (Available for all calling plans)

Detailed billing is a convenient way to track your monthly wireless spending. For example, you can see the calls your business has made and the charges for each call. By tracking your wireless expenses, you can identify business needs and wireless usage for expense reporting each month. And you get the benefits of Detailed Billing at no charge.

Check Minutes (Available for all calling plans)

To check the number of minutes you've used, just dial #BAL (#225) from your Wireless Phone.



Calls to #BAL are always free and you can call at any time of the day or night, seven days a week.

Check Payment Information (Available for all calling plans)

For payment questions, dial #PAY (#729) from your Wireless Phone. Calls to #PAY are always free. You can:

- Find out the amount due on your account
- Confirm the last payment received

- Make a payment via credit card or checking account debit

Business

BUSINESS SERVICES

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Sample Billing Reports

Call Detail

Review users' call detail in a variety of ways

Serving Market

Review wireless usage by region

Subscriber Charges

Review charges for individual or multiple phones

Roamer Detail

Review roaming expenses for all or selected users

Structure Charges

Review user charges within different departments

Charge Detail

View a breakout of detailed charges for a particular subscriber

Grand Total

Review the summary of charges for your entire organization

Business

BUSINESS SERVICES

- Business Services Home

Repairs, Loaners & Insurance

What to do if your phone isn't working

Knowing how important phones are to your business, we'll get those in need of service up and running again as soon as possible.

- Loaner phones are provided free of charge
- For accounts with 1 - 20 lines, bring your phone to an authorized service center. A service technician will try to fix the phone onsite. If it can't be fixed onsite, we'll send it to the national service center
- For accounts with 20+ lines, contact your Business Account Executive or visit an authorized service center for assistance

Fees for phone repairs

- If your phone malfunctions within the first 15 days of ownership, we'll provide you with a new one - at no charge
- Phones that are covered by a manufacturer's warranty policy will be repaired at no charge (for repair labor and service parts)
- Manufacturers may cover the cost of repairing a defective phone (parts and labor) that has been purchased within the last 12 months if it does not show evidence of customer damage (e.g., physical abuse, liquid damage, etc.). Refer to your owner's manual for specific warranty details

Device Insurance

Device insurance covers your U.S. Cellular® wireless phone or wireless modem in case of theft, loss, accidental damage or mechanical/electrical breakdown (after expiration of the manufacturer's warranty).

This is a smart option for on-the-go workers in the construction, transportation, health-care and public-service fields who operate in rugged environments.

Ready for a new phone? Browse our selection of the latest phones.

Business

BUSINESS SERVICES

- Business Services Home

Industry-Specific Solutions

Construction - Keep crews closely connected and projects on schedule and within budget, using:

- Mobile-to-Mobile service
- Voice turn-by-turn directions
- Bluetooth® headsets
- Free Incoming Calls

Manufacturing - Plant managers can control wireless costs with pooled-minute plans while they keep in touch, using:

- Mobile-to-Mobile service
- E-mail
- Bluetooth headsets

Professional Services - Lawyers and accountants can stay productive on the move with calendar and contact tools such as:

- Internet access
- Mobile Instant Messaging
- Text and Picture Messaging
- Voice turn-by-turn directions

To Purchase a U.S. Cellular® Business Plan

Call **1-866-USC-4BIZ (1-866-872-4249)**
8 AM - 9 PM (Central) Monday - Friday

Or visit a local store

Health Care - Doctors, nurses, technicians and other medical professionals can stay in touch and make their jobs easier with:

- Voice and Text Messaging
- Mobile Internet access
- Bluetooth headsets

Retail - Store personnel can keep communication lines open with suppliers and customers, using:

- E-mail
- Text Messaging
- Mobile Internet access

Finance - Financial professionals can keep pace with fast-changing market developments with advanced wireless products such as:

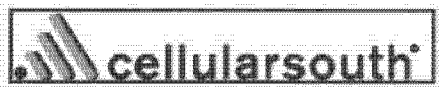
- E-mail
- Calendars they can manage
- Mobile Internet access

Real Estate - Agents can stay in touch with clients, send property photos and locate addresses, using:

- E-mail
- Picture Messaging
- Mobile Browser

Cellular South

We're here for you. Contact Us | Find a Store | Chat Online



Small Business

BlackBerry

- Print This Page
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The phrase "time is money" is never more true than when you own your own business or work for a small business. So, whether you're managing employees, meeting with clients or servicing customers, you've got to have access to the information you need when you need it. A BlackBerry® smartphone and data service from Cellular South make that possible.

For information on data service from Cellular South, please contact assistforbusiness@cellularsouth.com

The BlackBerry smartphone becomes your mobile office - making it possible for you to keep up with emails, access client records, manage projects, update billing records, track mileage expenses and much more.

Save on fuel with fleet management solution

With today's fuel prices at record highs, every hour your drivers spend driving (and idling) on the road ends up costing you cash.

On average, OnTrack customers have reported experiencing a 10-15% reduction of their annual fuel bill.

ONTRACK BY TELOGIS PROVIDES TOOLS THAT ENABLE YOU TO:

Reduce Excessive Idling

Did you know that every hour a diesel truck idles, it burns approximately one gallon of fuel?

OnTrack generates for you a detailed report that records each minute your trucks unnecessarily idle.

Reduce Speeding

According to the Department of Energy, aggressive driving wastes fuel.

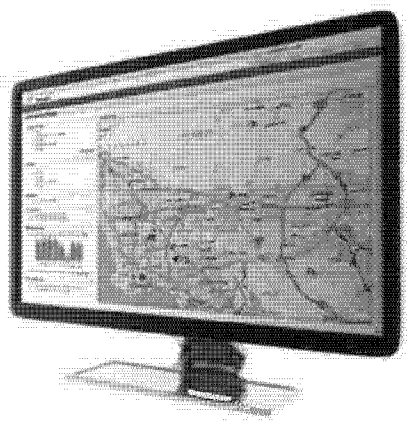
On the highway, every 5 mph driven over 65 mph represents a 7% decrease in fuel economy.

OnTrack shows you exactly how fast each of your drivers is driving to save you money through lowered fuel consumption and reduced risk.

Automated Alerts

With OnTrack, you set up the business rules and OnTrack generates and delivers automated alerts when your drivers are not in compliance.

Find out more



"With Telogis, Namasco fleet managers found that they were able to reduce their drivers' yearly mileage. With today's rising fuel cost, Telogis helped Namasco achieve a significant cost savings in the first year Telogis Fleet Management Software was deployed."
- Namasco, a Metal Distribution Company

Product information was supplied by application developers. Some applications listed may not work on all BlackBerry smartphones. Please visit each Web site for more information.

GET STARTED

Call Us Toll-Free
1-877-CSOUTH2
(1-877-276-8842)

Contact a Representative

BUSINESS CUSTOMER SUPPORT

Phone 1-877-276-8842
Email assistforbusiness@cellularsouth.com

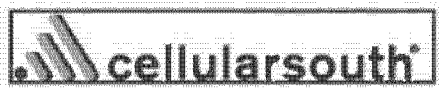
WHAT CAN ASSIST FOR BUSINESS DO FOR YOU?

- Answer questions about your bill
- Add or change features on your phone or PDA
- Make voice or data plan changes
- Change user name(s) on your account
- Conduct a free Rate Plan Analysis
- Manage and upgrade your existing equipment
- Purchase accessories
- Add new mobile numbers to your account
- Activate new service
- Assistance with all wireless account needs

Let us help you maximize the one thing that really matters - time.

assistforbusiness@cellularsouth.com

We're here for you. Contact Us | Find a Store | Chat Online



Medium & Large Businesses

BlackBerry

- Print This Page
- Email This Page

The flow of information is constant and it's easy to be left behind if you're out of touch for even an hour or two. Keeping up is a key to getting ahead, and a BlackBerry® smartphone and data service from Cellular South make that possible.

For information on data service from Cellular South, please contact assistforbusiness@cellularsouth.com

The BlackBerry smartphone becomes your mobile office - making it possible for you to keep up with emails, access client records, manage projects, update billing records, track mileage expenses and much more.

Save on fuel with fleet management solution

With today's fuel prices at record highs, every hour your drivers spend driving (and idling) on the road ends up costing you cash.

On average, OnTrack customers have reported experiencing a 10-15% reduction of their annual fuel bill.

ONTRACK BY TELOGIS PROVIDES TOOLS THAT ENABLE YOU TO:

Reduce Excessive Idling

Did you know that every hour a diesel truck idles, it burns approximately one gallon of fuel?

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Reduce Speeding

According to the Department of Energy, aggressive driving wastes fuel.

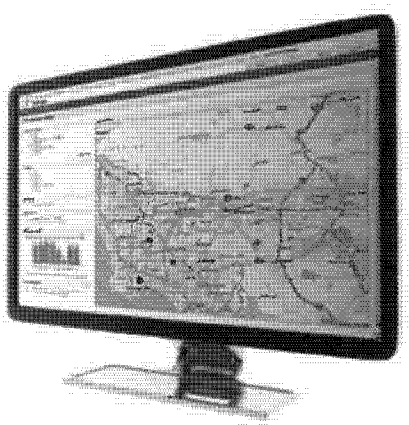
On the highway, every 5 mph driven over 65 mph represents a 7% decrease in fuel economy.

OnTrack shows you exactly how fast each of your drivers is driving to save you money through lowered fuel consumption and reduced risk.

Automated Alerts

With OnTrack, you set up the business rules and OnTrack generates and delivers automated alerts when your drivers are not in compliance.

Find out more



"With Telogis, Namasco fleet managers found that they were able to reduce their drivers' yearly mileage. With today's rising fuel cost, Telogis helped Namasco achieve a significant cost savings in the first year Telogis Fleet Management Software was deployed."
- Namasco, a Metal Distribution Company

Product information was supplied by application developers. Some applications listed may not work on all BlackBerry smartphones. Please visit each Web site for more information.

GET STARTED

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Phone 1-877-276-8842
Email assistforbusiness@cellularsouth.com

WHAT CAN ASSIST FOR BUSINESS DO FOR YOU?

- Answer questions about your bill
- Add or change features on your phone or PDA
- Make voice or data plan changes
- Change user name(s) on your account
- Conduct a free Rate Plan Analysis
- Manage and upgrade your existing equipment
- Purchase accessories
- Add new mobile numbers to your account
- Activate new service
- Assistance with all wireless account needs

Let us help you maximize the one thing that really matters - time.

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BlackBerry

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The ability to communicate is a critical part of your job. Whether you're in the office or the field, you must remain connected and informed. No matter where you are, the BlackBerry® smartphone becomes your mobile office - making it possible for you to keep up with emails, access client records, manage projects, update billing records, track mileage expenses and much more.

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Cellular South is a proud recipient of Wireless Priority Service provider designation from the Department of Homeland Security

Wireless Priority Service

Wireless Priority Service (WPS) was developed to provide priority for emergency calls made from mobile phones and PDAs/Smartphones. WPS addresses congestion in wireless networks and allows your calls to complete during emergency situations whenever you hear a fast busy, an "all circuits are busy" announcement, or otherwise cannot complete the call. It is available throughout Cellular South's network for qualifying individuals and entities. For more information or to see if you qualify to receive priority wireless service, visit wps.ncs.gov

---

Save on fuel with fleet management solution

With today's fuel prices at record highs, every hour your drivers spend driving (and idling) on the road ends up costing you cash.

On average, OnTrack customers have reported experiencing a 10-15% reduction of their annual fuel bill.

ONTRACK BY TELOGIS PROVIDES TOOLS THAT ENABLE YOU TO:

Reduce Excessive Idling

Did you know that every hour a diesel truck idles, it burns approximately one gallon of fuel?

OnTrack generates for you a detailed report that records each minute your trucks unnecessarily idle.

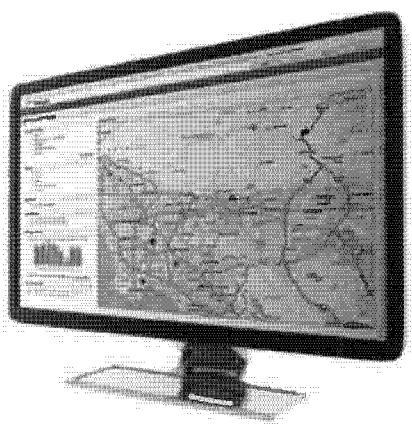
Reduce Speeding

According to the Department of Energy, aggressive driving wastes fuel.

On the highway, every 5 mph driven over 65 mph represents a 7% decrease in fuel economy.

OnTrack shows you exactly how fast each of your drivers is driving to save you money through lowered fuel consumption and reduced risk.

Automated Alerts



"With Telogis, Namasco fleet managers found that they were able to reduce their drivers' yearly mileage. With today's rising fuel cost, Telogis helped Namasco achieve a significant cost savings in the first year

With OnTrack, you set up the business rules and OnTrack generates and delivers automated alerts when your drivers are not in compliance.

Find out more

Telogis Fleet Management Software was deployed."
- Namasco, a Metal Distribution Company

Product information was supplied by application developers. Some applications listed may not work on all BlackBerry smartphones. Please visit each Web site for more information.

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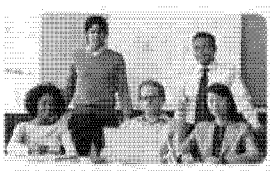
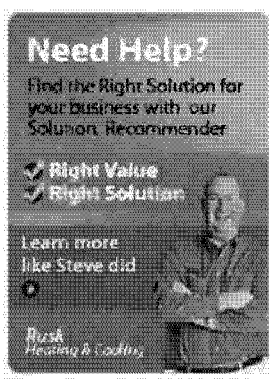
BUNDLES
One-stop communications. One-bill convenience.
Get all your services from Cincinnati Bell and save. It's your choice of phone, long distance, wireless & high-speed Internet for one low price.



INTERNET
ZoomTown® for Business
High-speed Internet is a must-have for small businesses. Blazing fast and always on, ZoomTown for Business speeds up the business you do online — without tying up your phone line.

WIRELESS
BlackBerry Bold 9780
BlackBerry® Bold is packed with 3G network connectivity, push delivery, a stunning high-resolution screen, enhanced audio playback, and a full QWERTY keyboard.



Build your business bundle online or call 513-566-5050 or visit a store near you.

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Learn how you can earn up to $625 by referring businesses to Cincinnati Bell

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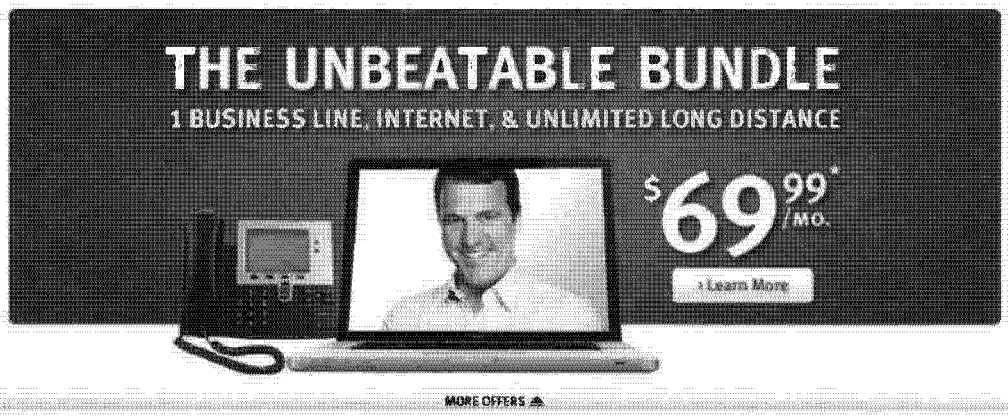

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Right Value
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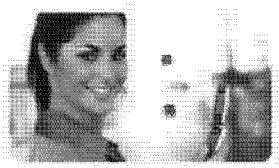

WIRELESS
Complete Connectivity
BlackBerry, Voice, Internet, Email, SMS — it's all part of the most up-to-date way to stay connected. Only Cincinnati Bell offers more unlimited wireless calling options.

EVENTS & SEMINARS
Help for your Business
Cincinnati Bell offers a wide range of events and seminars that help businesses keep pace with the ever-evolving technology landscape.

DATA & INTERNET
Improve Productivity
Count on Cincinnati Bell for data and Internet services that are both comprehensive and secure. We offer high-speed Internet service and affordable email & hosting solutions.

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- Centrex 2000
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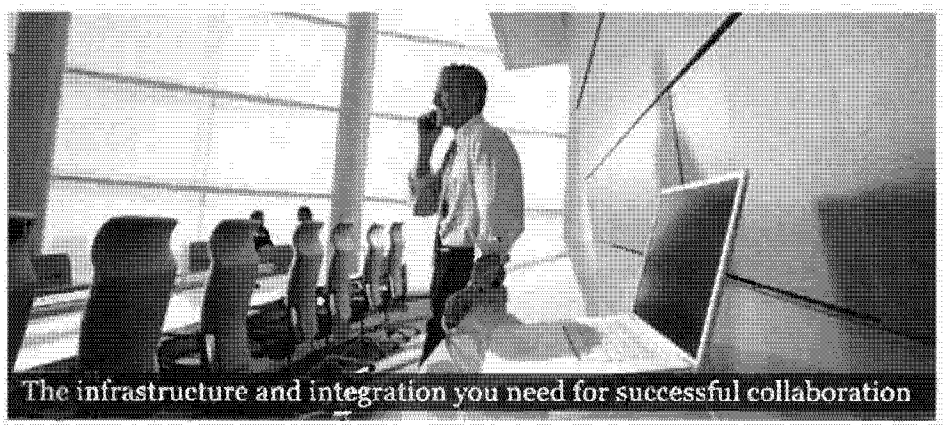
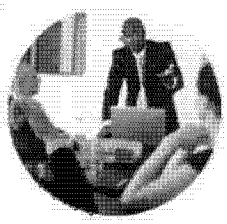


Cincinnati Bell delivers powerful, fully integrated, state-of-the-art networks supported locally by thousands of experts. We partner with you to develop robust solutions, ensuring consistent results across your corporation's most mission-critical communication assets.

Local Support and National Reach

We provide your business with a combination of advantages no other communications company can match.



- Dedicated local account teams
- Strategic customer service resources
- Partnerships with industry leaders like Avaya, Cisco, Nokia, Motorola, EMC, Citrix, Psion Teklogic, HP, Nortel, Sun Microsystems, and Microsoft

Quality, Strength, and Experience by the Numbers

There are other telecommunications providers, but none has spent more time or resources giving Cincinnati businesses the next-generation capabilities they require.

- Local SS7 signaling with dual switches
- 87 switch locations and 99.9997 availability
- 3,500 route miles of fiber in the Greater Cincinnati region
- 640+ SONET self-healing fiber optic rings
- 24/7 local NOC monitoring and technical support
- 90+ NOC specialists
- 500+ install/repair technicians
- 3,000 employees based in Cincinnati
- 135 years of experience

Featured Solutions

Ethernet Services

Designed to support your changing corporate network requirements, Private Ethernet Services deliver high-speed data transmission and LAN connectivity, economically.

Learn about Ethernet Services

Wireless Mobility Applications

Leading edge technology for workflow automation.

Wireless Mobility Applications provide the software, professional services and devices needed to mobilize workforces and automate your business workflow.

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MetroPCS Business Solutions

MetroPCS can save your business money without worrying about minutes.

For businesses to stay productive, team members need to keep the lines of communication open; in fact, the average wireless business user utilizes about 1,000 minutes per month. This usage exceeds the number of minutes offered by the typical business plan, and overage charges can be as high as 45¢ a minute.

With MetroPCS, your business can save money without worrying about minutes.

Would you like more information? Select a location to contact someone in your area.

Select Location

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Pay With Your Phone Sign up to receive promotional emails.

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Need an email address? Text "GetMail" to 5555 from your MetroPCS phones. Learn More
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Leap

Press Release

Leap Announces the Launch of Cricket Unlimited(TM) - The First-Ever Complete Package of Unlimited Anytime Local, U.S. Long Distance and Text Messaging Wireless Services

~ With Cricket Unlimited(TM) Consumers Can Quit Worrying About Counting Minutes; Plus Newly Launched Cricket Multi-Value Plan(TM) Brings Simplicity to

Customers with Streamlined and Discounted Wireless Services for the Whole Family or Small Business ~

SAN DIEGO, March 16 /PRNewswire-FirstCall/ -- Continuing to build on the success of its proven business model, Leap Wireless International, Inc., a leading provider of innovative and value-driven wireless communications services, today unveiled Cricket Unlimited(TM) in all of its 39 Cricket markets across the country. The new service, which will be delivered over wireless networks that independent third party analysis confirm are among the best in the nation, gives customers unlimited anytime local calling, unlimited U.S. long distance (except Alaska), unlimited text messaging services, and several other voice features for one, low fixed monthly rate. With Cricket Unlimited(TM), Leap's operating subsidiary Cricket Communications, Inc. becomes the first wireless carrier in each of its markets to offer a complete package of unlimited anytime local, long distance and text messaging services without requiring the customer to agree to a long-term service commitment with a costly early termination charge.

"With Cricket Unlimited, we have once again introduced an industry leading wireless product that continues our five-year tradition of bringing unique, high-quality and value-driven services to consumers across the country," said Harvey P. White, chairman and CEO of Leap. "There is no doubt that many consumers are frustrated by the continued unpredictability of their wireless service. Between keeping track of minutes and trying to understand peak and off-peak hours, it's no wonder that many people are shocked when they get wireless bills that are much higher then they expected. With Cricket Unlimited, we have once again stepped up to fill a void in the marketplace and alleviate consumers' doubts by offering them truly unlimited anytime local and long distance wireless and text messaging services at an affordable fixed rate."

By combining the attractive calling capabilities of landline service with the added benefit of mobility and low prices, Cricket Unlimited(TM) offer consumers a product that provides more value than the services provided by Cricket's landline and wireless counterparts. Cricket Unlimited(TM) does not require a long-term service commitment and includes: unlimited anytime local minutes, unlimited anytime U.S. long distance (except Alaska), unlimited text messaging, voice mail, caller ID, call waiting, and up to three directory assistance calls per month, all for only $49.99 per month plus taxes and fees when customers sign up for Automatic Bill Payment (ABP). Customers who do not sign up for ABP can take advantage of this competitive offer for just $54.99 per month plus taxes and fees.

Complementing its introduction of Cricket Unlimited(TM), Cricket also launched its Multi-Value Plan, designed for families and small businesses looking to streamline their wireless services while reducing monthly costs. The Cricket Multi-Value Plan(TM) lets customers with a qualified service plan add up to three additional lines to their account and receive a discount of $10 per month for each line, while consolidating billing for all of those lines onto a single statement. This single billing feature makes it easier for households and small business to manage their wireless account.

"For many people, wireless services means complex, unpredictable and expensive calling plans tied to confusing long-term contracts that cost a small fortune to exit," said Glenn Umetsu, Leap's executive vice president and COO. "Cricket Unlimited and the Cricket Multi-Value Plan are just two more examples of Cricket's continued focus on delivering simple, comfortable wireless -- an approach that remains revolutionary in the marketplace. We believe that the introduction of such high value, no -strings-attached offers further strengthens our position as the choice for smart consumers in Cricket markets across the U.S."

With value, predictability and simplicity as the cornerstone of its business, Cricket offers customers in each of its 39 markets in 20 states the following wireless services, all without the hassle of being tied to a long term commitment:

* Cricket(R) -- At only $29.99 per month plus taxes and fees, customers can make and receive unlimited anytime wireless calls from within their calling area.
* Cricket +1(TM) -- For $35.99 per month plus taxes and fees, Cricket +1 provides customers unlimited anytime calls within their calling area, voice mail, caller ID, call waiting, and three-way calling.
* Cricket +2(TM) -- Customers choosing Cricket +2(TM) have the benefit of unlimited anytime local minutes, 600 domestic long distance or 200 international long distance minutes, unlimited text messaging, voice mail, caller ID, call waiting, up to three directory assistance calls per month, and three-way calling all for only $44.99 per month

plus taxes and fees with ABP ($49.99 plus taxes and fees without ABP).

* Cricket Unlimited(TM) -- In addition to unlimited local calling and text messaging, customers selecting Cricket Unlimited(TM) also enjoy the added value of unlimited U.S. Long Distance (except Alaska) for just $49.99 per month with ABP ($54.99 plus taxes and fees without ABP). Caller ID, Call Waiting and Voicemail are also included.
* Cricket Multi-Value Plan(TM) -- Designed with families and small businesses in mind, customers of either Cricket +2(TM) or Cricket Unlimited(TM) can also take advantage of $10 off per month on up to 3 additional lines of service. The Cricket Multi-Value Plan(TM) consolidates the usage of these lines onto one master bill for easy management of wireless phone bills.

About Cricket Service

Cricket(R) service is an affordable wireless alternative to traditional landline service and appeals to everybody who wants the most affordable, predictable and best wireless value. With a commitment to value, predictability and simplicity as the foundation of its business, Cricket designs and markets wireless products to meet the needs of everyday people. Cricket(R) service is available in 39 markets in 20 states across the country stretching from New York to California. For more information, please visit www.mycricket.com.

Cricket is a registered trademark of Cricket Communications, Inc. Cricket +1, Cricket +2, Cricket Unlimited and Cricket Multi Value Plan are trademarks of Cricket Communications, Inc.

About Leap

Leap, headquartered in San Diego, Calif., is a customer-focused company providing innovative communications services for the mass market. Leap pioneered the Cricket Comfortable Wireless(R) service that lets customers make all of their local calls from within their local calling area and receive calls from anywhere for one low, flat rate. For more information, please visit www.leapwireless.com.

Leap and the Leap logo design are trademarks of Leap Wireless International, Inc.

Except for the historical information contained herein, this news release contains "forward-looking statements" reflecting management's current forecast of certain aspects of Leap's future. Some forward-looking statements can be identified by forward-looking words such as "believe," "think," "may," "could," "will," "estimate," "continue," "anticipate," "intend," "seek," "plan," "expect," "should," "would" and similar expressions. This news release is based on current information, which we have assessed but which by its nature is dynamic and subject to rapid and even abrupt changes. Our actual results could differ materially from those stated or implied by such forward- looking statements due to risks and uncertainties associated with our business. Factors that could cause actual results to differ include, but are not limited to:

* our ability to obtain approval from the Federal Communications Commission (FCC) for the change of control of wireless licenses that will occur upon our emergence from bankruptcy; and our ability to successfully implement our plan of reorganization which has been confirmed by the Bankruptcy Court;
* our ability to continue as a going concern;
* our ability to obtain Bankruptcy Court approval with respect to motions prosecuted by us in our Chapter 11 cases from time to time;
* risks associated with third parties seeking and obtaining Bankruptcy Court approval to convert the Chapter 11 cases of Leap, Cricket and substantially all of their subsidiaries to Chapter 7 cases if our plan of reorganization does not become effective in a timely fashion;
* our ability to maintain contracts that are critical to our operations;
* our ability to obtain and maintain normal terms with third-party vendors and service providers;
* the potential adverse impacts of the Chapter 11 cases on the liquidity or results of operations of Leap and Cricket;
* our ability to attract and retain customers in an extremely competitive marketplace;
* our ability to attract, motivate and/or retain an experienced workforce;
* our Chapter 11 filings, coupled with the highly competitive marketplace and the uncertainties surrounding the effects of number portability (which allows telecommunications customers to maintain their existing telephone number when switching to another telecommunications provider), which have adversely affected our ability to predict future customer growth and other key operating metrics;

* changes in economic conditions that could adversely affect the market for wireless services;
* the acceptance of our product offering by our prospective customers;
* the non-performance of third-party vendors and service providers who provide us with goods and services necessary for the operation of our business;
* the effects of actions beyond our control in our distribution network;
* rulings or actions by courts or the FCC adversely affecting our rights to own and/or operate certain wireless licenses, or changes in our ownership that could adversely affect our status as an "entrepreneur" under FCC rules and regulations;
* our ability to maintain our cost, market penetration and pricing structure in the face of competition;
* the failure of network systems to perform according to expectations;
* global political unrest, including the threat or occurrence of war or acts of terrorism; and,
* other factors detailed in the section entitled "Risk Factors" included in our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2003 and in our other SEC filings.

The forward-looking statements should be considered in the context of these risk factors. Investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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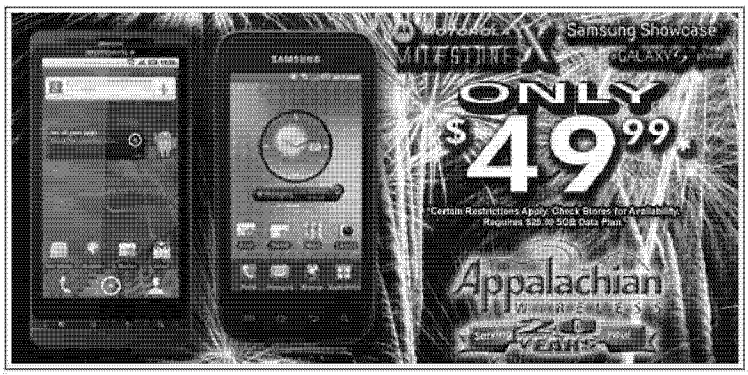
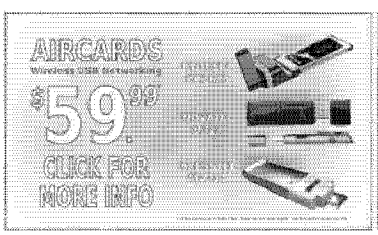
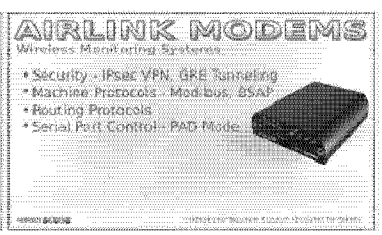
-- Andrew Carnegie







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BlackBerry 9650 Bold

Now Only
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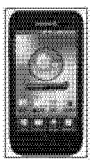

Samsung Galaxy Showcase

Put the power of the Galaxy in your hands with the Samsung Showcase.

Now Only
$49.99

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This follow-up to the Curve 8330 is lighter and thinner, while adding Wi-Fi and switching to an optical direction control. AVAILABLE IN RED AND BLACK!			
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Simple just got easier.			
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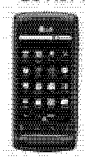
LG AS740 Axis (Android)  Buy Now -- Phone Info	With Purchase of 5 GB Data Package $0.01	$0.01	$399.99
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Rugged, military spec handset designed to take on your world.			
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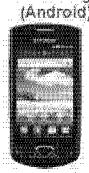
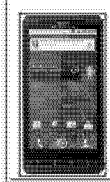
BlackBerry 9550 Storm2 Buy Now -- Phone Info	With Purchase of 5 GB BlackBerry Data Package $0.01	$499.99	$549.99
Feel the power of the Storm!			
Samsung i100 Max (Android)  Buy Now -- Phone Info	With Purchase of 5 GB Data Package OR Unlimited Text! $0.01	$199.99	$249.99
Powerful easy to use Android phone with social networking features at the forefront.			
Motorola Milestone X	24 Month *	12 Month *	No Contract

Featured Items

Motorola Milestone X

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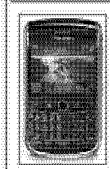
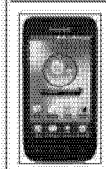
BlackBerry 9650 Bold

Now Only
$149.99

Samsung Galaxy Showcase

Put the power of the Galaxy in your hands with the Samsung Showcase.
Now Only
$49.99

Buy Now

-- Phone Info

With purchase of 5GB Data Package.

$49.99

$399.99

$449.99

BlackBerry 9670 Style

24 Month *

12 Month *

No Contract

Buy Now

-- Phone Info

With Purchase of 5 GB BlackBerry Data Package

$99.99

$379.99

$429.99

BleckBerry flip phone with full QWERTY keyboard.

HTC Desire (Android)

24 Month *

12 Month *

No Contract

Buy Now

-- Phone Info

With Purchase of 5 GB Data Package

$99.99

$0.01

$449.99

BlackBerry 9650 Bold

24 Month *

12 Month *

No Contract

Buy Now

-- Phone Info

With Purchase of 5 GB BlackBerry Data Package

$149.99

$479.99

$529.99

Samsung Galaxy Showcase

24 Month *

12 Month *

No Contract

Buy Now

-- Phone Info

With Purchase of 5 GB Data Package

$49.99

$399.99

$499.99

Put the power of the Galaxy in your hands with the Samsung Showcase.

* All phone prices determined by plan cost & contract length.
Click "More Info" or see store for details.

The Best Service Provider In The Region.

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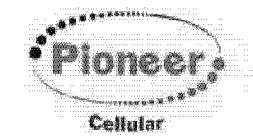
Appalachian

Pioneer



Plans

Nationwide Business Plans

Pioneer Cellular also has Business Plans to meet your company's needs. Please call 405.375.0424 or E-Mail: Business Sales for your personal consultation.

Nationwide Business Plans - Unlimited

Price: $75.95

1-5 Business Everything Plan

Nationwide Business Plans - Unlimited

Price: $69.95

1-5 Business Voice/Data Plan

Nationwide Business Plans - Unlimited

Price: $55.95

1-5 Business Voice/Text Plan

Nationwide Business Plans - Unlimited

Price: $49.95

1-5 Business Voice Plan

Nationwide Business Plans - Unlimited

Price: $73.95

6-10 Business Everything Plan

Nationwide Business Plans - Unlimited

Price: $67.95

6-10 Business Voice/Data Plan

Nationwide Business Plans - Unlimited

Price: $53.95

6-10 Business Voice/Text Plan

Nationwide Business Plans - Unlimited

Price: $47.95

6-10 Business Voice Plan

Nationwide Business Plans - Unlimited

Price: $71.95

11-25 Business Everything Plan

Nationwide Business Plans - Unlimited

Price: $65.95

11-25 Business Voice/Data Plan

Nationwide Business Plans - Unlimited

Price: $51.95

11-25 Business Voice/Text Plan

Nationwide Business Plans - Unlimited

Price: $45.95

11-25 Business Voice Plan

Nationwide Business Plans - Unlimited

Price: $69.95

26-49 Business Everything Plan

Nationwide Business Plans - Unlimited

Price: $63.95

26-49 Business Voice/Data Plan

Nationwide Business Plans - Unlimited

Price: $49.95

(26-49) BUSINESS VOICE/TEXT PLAN

Nationwide Business Plans - Unlimited

Price: $43.95

(26-49) BUSINESS VOICE PLAN

Nationwide Business Plans - Unlimited

Price: $66.95

(50-75) BUSINESS EVERYTHING PLAN

Nationwide Business Plans - Unlimited

Price: $60.95

(50-75) BUSINESS VOICE/DATA PLAN

Nationwide Business Plans - Unlimited

Price: $46.95

(50-75) BUSINESS VOICE/TEXT PLAN

Nationwide Business Plans - Unlimited

Price: $40.95

(50-75) BUSINESS VOICE PLAN

Nationwide Business Plans - Unlimited

Price: $64.95

(76-100) BUSINESS EVERYTHING PLAN

Nationwide Business Plans - Unlimited

Price: $58.95

(76-100) BUSINESS VOICE/DATA PLAN

Nationwide Business Plans - Unlimited

Price: $44.95

(76-100) BUSINESS VOICE/TEXT PLAN

Price: $38.95

(76-100) BUSINESS VOICE

Nationwide Business Plans - Unlimited

Price: $62.95

(101-200) BUSINESS EVERYTHING

Nationwide Business Plans - Unlimited

Price: $56.95

(101-200) BUSINESS VOICE/DATA PLAN

Nationwide Business Plans - Unlimited

Price: $42.95

(101-200) BUSINESS VOICE/TEXT PLAN

Nationwide Business Plans - Unlimited

Price: $36.95

(101-200) BUSINESS VOICE PLAN

*within plan area

Begin Here

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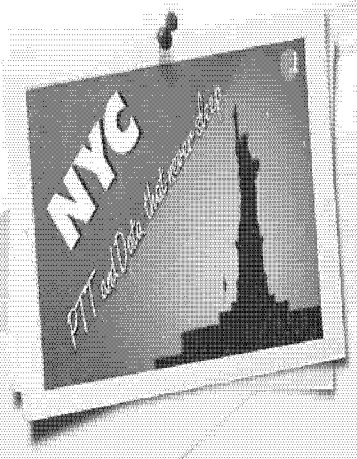

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PUSH TO TALK DATA
CELL MESSAGING
Get Connected from Coast to Coast with Nationwide Service!
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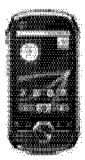
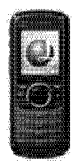
Service Plans
Apps & Downloads
Prepaid Plans
Payment Options
Benefits of Push To Talk
Coverage
Send a Text

EXPLORE OUR PHONES 1 2 3 4





NEW ONLINE BILLING!
View your bill online and eliminate paper statements.

Learn More

BUSINESS SERVICE PLANS

We provide reliable, digital, cellular service and Push To Talk on every phone, along with a variety of fleet management tools so you can keep in touch, ensuring your business is not just on the move, but moving forward.

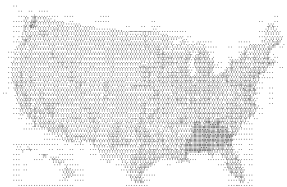
View Business Service Plans

ADD-ON PLANS

With additional options like text messaging and data plans to shared cellular packages, you can customize a plan to fit all your business communications needs.

Learn More

COVERAGE



View Coverage Area

SUCCESS STORIES

Read the Stories

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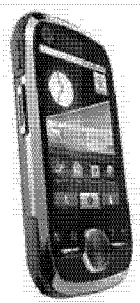
PHONES

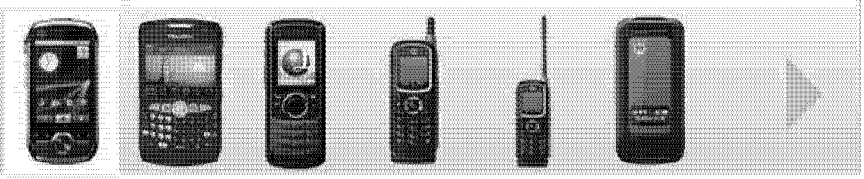


MOTOROLA i1

The Android™-powered MOTOROLA i1 combines military spec ruggedness with the latest in smartphone technology in a sleek touchscreen design.

Final Cost
$99.99 after mail-in debit card rebate. A 2-year customer agreement or contact extension and Android unlimited data required. Other terms apply.

DETAILS >

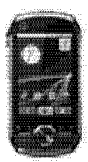


Upgrade your Phone

GET THE LATEST TECHNOLOGY IN YOUR HANDS

View the Upgrade Program >

OUR PHONES



MOTOROLA i1

Android™ Mobile Technology platform
Push To Talk
Touchscreen controls
Rugged design
5 MP camera
HAC Rated M3/T3

Final Cost
$99.99*

$377.00	Retail
$199.99	w/ 1-yr contract
$100.00	Rebate Savings*

*Final cost after mail-in debit card rebate. A 2-year customer agreement or 2-year contract extension and activation of a qualifying voice plan with Android unlimited data required. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

User Guide (pdf)

BlackBerry® Curve™ 8350i

Push To Talk 2-way radio
Texting and e-mail
Wi-Fi®
Full QWERTY keypad
2.0 MP camera
HAC Rated M3

Final Cost
$99.99†

$425.00	Retail
$199.99	w/ 1-yr contract
$100.00	Rebate Savings†

†Final cost after mail-in debit card rebate. A 2-year customer agreement or 2-year contract extension and activation of a qualifying voice plan with BlackBerry® unlimited data required. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

WiFi Setup
Comparison
SIM Card & Battery

Motorola i296

Final Cost
$0.00*

$142.00	Retail
$25.00	w/ 1-yr contract
$25.00	Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new

Motorola i365

Final Cost
$49.99*

$186.00	Retail
$99.99	w/ 1-yr contract
$50.00	Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new

PHONE REBATES

Great rebates available on our most popular phones.

Learn More

Wireless Protection Program
Protect your phone beyond the manufacturer's warranty.

User Guides & Product Videos
Whether you're a novice or an expert, you can learn more with our user guides and videos about how to use devices and services offered by SouthernLINC Wireless.

HAC Ratings
Get HAC ratings, FAQs and guidelines for SouthernLINC Wireless devices.

Slimmest, lightest, Mil-spec** iDEN phone ever
Push To Talk 2-way Radio
Threaded inbox for text and picture messaging
Vibracall, speakerphone, voice activated dialing
Web and email capable ‡

line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

User Guide (pdf)

Tough, rugged design
Push To Talk 2-way radio
Ultra-loud speaker phone and VibraCall
Web and e-mail capable ‡
HAC Rated M3

line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

User Guide (pdf)

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Motorola i365IS

Ultra-rugged design
Push To Talk 2-way radio
Advanced Feature Unit and Intrinsically Safe †
Extra loud front ported audio
Web and e-mail capable ‡

Final Cost
$279.99*

$401.00	Retail
$329.99	w/ 1-yr contract
$50.00	Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

User Guide (pdf)

Motorola i410

Thin, light, flip design
Push To Talk 2-way radio
Speakerphone and VibraCall
Web and e-mail capable ‡
HAC Rated M3

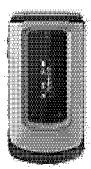
Final Cost
$0.00*

$143.00	Retail
$25.00	w/ 1-yr contract
$25.00	Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

User Guide (pdf)



MOTOROLA i420

Push To Talk
Full QWERTY keypad
FM radio
Camera
Web and e-mail capable ‡
HAC Rated M4/T4

Final Cost
$19.99*

$161.00	Retail
$69.99	w/ 1-yr contract
$50.00	Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

User Guide (pdf)

MOTOROLA i475

Push To Talk
Full QWERTY keypad
FM radio
Camera
Web and e-mail capable ‡
HAC Rated M3/T4

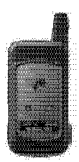
Final Cost
$19.99*

$161.00	Retail
$69.99	w/ 1-yr contract
$50.00	Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

User Guide (pdf)



Final Cost
$49.99*

$131.00	Retail
$99.99	w/ 1-yr contract

Final Cost
$149.99*

$272.00	Retail
$199.99	w/ 1-yr contract

Motorola i576s

$50.00 Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

Compact rugged flip design
Push To Talk 2-way radio
Web and e-mail capable ‡
HAC Rated M4/T4

Watch the Phone Video

DETAILS

User Guide (pdf)

Motorola i686

$50.00 Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

Weather-resistant, durable rubber grip
Push To Talk 2-way Radio
Camera with sealed SD slot and sealed battery
Noise Cancellation for clear communication

DETAILS

User Guide (pdf)

Final Cost
$850.00*

DETAILS

User Guide (pdf)

Motorola r765

1 watt total radiated transmit power
Push To Talk 2-way radio
Top mounted knobs that allow no look operation
1.5" color display

‡ Subscribed-to feature
** Certified to Military Standard 810F for dust, shock, vibration, temperature extremes, low pressure, solar radiation.
*** Water resistant and certified to Military Standard 810F for dust, shock, vibration, temperature extremes, low pressure, solar radiation, blowing rain, salt fog and humidity.
† Advanced features enable emergency group call, multi-simultaneous talk-group communication, status messaging and isolated site operation. Intrinsically safe is designed for use in hazardous areas such as those with flammable gases or fuels.

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SERVICE PLANS

Service Plans
So Easy Plans
Additional Options
Prepaid Plans
Coverage

ORDER NOW
Want More Service Plan Options? We can help.

Let our Wireless communications experts recommend a solution tailored specifically to your business needs.

ORDER ONLINE

Call 1-800-818-LINC (5462)
Contact a Business Specialist

OVERVIEW

SO EASY UNLIMITED* PLANS (3)

So Easy Unlimited Plans give you more ways to communicate with friends, family, or co-workers. Just choose the plan that suits your communication style.

VIEW PLANS

Service Limitations

SO EASY SHARE PLANS (3)

You'll appreciate the ability to share cellular minutes with other So Easy Share subscribers on your account and talk with Push To Talk 2-way radio whenever you want, across the Nationwide Calling Area.

VIEW PLANS

Service Limitations

SHARED CELLULAR PACKAGES

Enhance your So Easy Push To Talk or So Easy Share Plans by adding shared cellular packages.

VIEW PLANS

Service Limitations

ADDITIONAL OPTIONS

Make your service plan work harder with additional options available on most of our business plans.

VIEW ALL OPTIONS

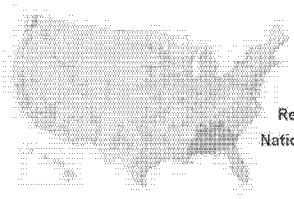
PREPAID PLANS (3)

Decide how much service you want and when you want it. Its easy and hassle free without the need for lengthy contracts.

VIEW PLANS

Service Limitations

COVERAGE MAPS



Regional Service Area
Nationwide Service Area

Nationwide Shared Cellular Minutes will be shared among subscribers on the So Easy 300, 450 and 750 plans.

*Unlimited services are subject to permissible usage allowances; visit southernlinc.com/promodetails.

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ADD-ON PACKAGES

- Add-on Packages
- Push To Talk Features
- Texting, Pictures, and Web
- Regional Data Packages
- Apps and Downloads
- Wireless Protection Program
- Voice Mail
- Fleet Management
- Dispatch Messenger

OVERVIEW

PUSH TO TALK FEATURES

You can do more than just talk with your Push To Talk (PTT) button on your SouthernLINC Wireless Phone! Take advantage of all the features!

LEARN MORE

TEXT MESSAGING, PICTURE MESSAGING & WEB BROWSING

Say it with a text message. Send it with a Picture. Post it to the web. We have all the tools you need to get it done.

LEARN MORE

REGIONAL DATA PACKAGES

Today's phones can do amazing things. Get the data package that's right for you to get the most of your mobile device at the right price.

LEARN MORE

BE MORE PRODUCTIVE WITH APPS

With a variety of applications to help you work, prioritize and organize your life, you can get more done right from the palm of your hand.

LEARN MORE

WIRELESS PROTECTION PROGRAM

Get peace of mind that your phone will be replaced if it is ever damaged, lost or stolen.

LEARN MORE

VOICE MAIL

No one can afford to miss a call. That's why we offer an enhanced Voice Mail option in addition to the standard Voice Mail, which is included in many of our service plans.

LEARN MORE

FLEET MANAGEMENT SOLUTIONS

Location-based software solutions leverage GPS and wireless technology to provide optimal oversight for businesses with a remote work force.

LEARN MORE

DISPATCH MESSENGER SERVICE

Use your computer to communicate messages system-wide with other SouthernLINC Wireless phones using our Push To Talk two-way radio feature.

LEARN MORE

DIRECTORY ASSISTANCE

You can dial 411 from you phone and receive telephone numbers, driving directions, sports scores, local movie times, weather reports and much more. It is even available in Spanish.

PERSONAL TOLL FREE NUMBER

Save your out-of-area customers money and hassles by getting a low-cost, toll-free number for your SouthernLINC Wireless phone. Caller ID is included with this option.

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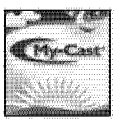
BUSINESS PRODUCTIVITY APPLICATIONS

- Add-on Packages
- Push To Talk Features
- Texting, Pictures, and Web
- Regional Data Packages
- Apps and Downloads
- Wireless Protection Program
- Voice Mail
- Fleet Management
- Dispatch Messenger

Turn your phone into a mobile information center with a variety of applications to help you work, prioritize and organize your life, you can get more done right from the palm of your hand.

OUR FAVORITES

Mobile e-mail from Skava
A feature-rich and easy to use mobile application for accessing your e-mail accounts from your phone. Just type your e-mail address and password, and you can read, send, reply and forward your e-mails! Works with POP and IMAP e-mail providers.



MyCast® Weather
Mobile My-Cast 5.0 provides real-time, location based, radar and satellite imagery along with current weather, temps, winds, hourly, 7-day forecast, lightning data, hurricane tracker and severe weather alerts.

MapTracker by Quik-Trac
The MapTracker Edition will now allow the user to view a current mapped satellite position on the phone or Web for not only their phone, but also the other phones in their group.

Find more than 100 other productivity applications

BLACKBERRY® APPS

BlackBerry® Curve™ 8350i Applications
Get all the latest applications to help you make the most of your smartphone today.

GET BLACKBERRY APPLICATIONS NOW

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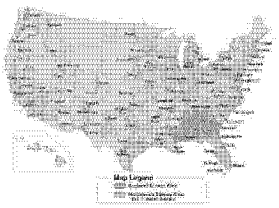
COMPREHENSIVE COVERAGE ACROSS THE SOUTHEAST AND MORE...

NATIONWIDE SERVICE AREA



Get connected from Coast to Coast with Push To Talk, Cellular, Data and Messaging across the U.S.

VIEW LARGER MAP

LEARN MORE ABOUT NATIONWIDE SERVICE

REGIONAL SERVICE AREA

LINC from Georgia to Alabama to Southeast Mississippi to Northwest Florida! Comprehensive coverage throughout the Southeast!

VIEW LARGER COVERAGE MAP

CHECK TO SEE IF YOUR ZIP CODE IS COVERED

Within a wireless coverage area, several factors may affect or interfere with your service, such as: network changes, traffic volume, service outages, obstructions, your equipment, weather and other conditions.

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SUCCESS STORIES

All Success Stories
Business
Construction
Education
Healthcare
Public Sector
Utility

BUSINESS

With reliable, digital cellular service and Push To Talk on every phone, along with a variety of fleet management tools, you can keep in touch, ensuring your business is not just on the move, but moving forward.

Harry McDonald Logging

Lakeshore Foundation

RJM Farms

TTL

CONSTRUCTION

Construction companies such as Saiia Construction have chosen SouthernLINC Wireless to help them communicate effectively. For construction managers and their crews, exchanging information in real-time is one of the most critical components in delivering projects on time and within budget.

North Georgia Bricks

Pensacola Ready Mix

Saiia Construction

EDUCATION

School systems like Jefferson County Schools rely on the virtually instant Push To Talk 2-way radio communication and digital cellular that SouthernLINC Wireless provides. With the push of a button, teachers can be in communication with others to facilitate classroom or individual needs. Reliability and durability are additional benefits of service and equipment.

Jefferson County Schools

Stone County Schools

HEALTHCARE

Our private, Push To Talk 2-way radio technology combined with the SouthernLINC Wireless digital cellular network keeps communications flowing and medical information private.

A1 Medical Transporters

American Medical Response (AMR) Ambulance

Birmingham Regional Emergency Medical Services System (BREMSS)

Sumter Regional Hospital

PUBLIC SECTOR

Government agencies rely on SouthernLINC Wireless for fast and private wireless communications. Our network technology was originally created by Motorola for the military, so scanners cannot intercept the private communications on it. The combination of Push To Talk 2-way radio, digital cellular, paging and Internet access gives agencies the tools they need to protect and serve communities.

City of Dothan

Prattville, AL First Responders

Tuscaloosa Sheriff's Office

UTILITY

The SouthernLINC Wireless network was designed to meet the cellular and private radio communication needs of Southern Company's electric utilities. This highly reliable, weather-grade communications system has proven to be reliable through hurricanes and other severe conditions. SouthernLINC Wireless also provides wireless broadband solutions to power companies to keep information available where it is needed.

Georgia Power

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HARRY MCDONALD LOGGING

Business

"We take pride in what we do and knowing that SouthernLINC Wireless has helped us become a more efficient and productive company, we've made SouthernLINC Wireless a part of the family that we're proud of,"

- Glenda McDonald, Bookkeeper

Overview

Using SouthernLINC Wireless Push To Talk service, the company's logging crew can communicate with each other quickly, reliably and privately with rugged handsets that stand up to even the toughest jobs. Read the full story.

Download and read the full story (pdf)

Benefits

SouthernLINC Wireless improved communications for Harry McDonald Logging Co. in the following ways:

- **Immediate communication:** "By using cellular and Push to Talk service on SouthernLINC Wireless rugged handset models, our crew can quickly reach out to each other if a truck or piece of equipment breaks down, or even if they just want to meet up for lunch."
- **Reliability:** "The crew is comfortable knowing communication won't be limited when they drive into a wooded area. They have reassurance knowing that no matter what the problem or location, they will always be able get in touch with someone to receive assistance as soon as they need it. This holds true for us even in the most severe weather conditions."
- **Durability:** "We've had these models for years and we wouldn't change them for anything. There has never been any problem with the rugged phones or the SouthernLINC Wireless service, which is certainly not the case for past wireless providers and handsets we've tried."

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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NORTH GEORGIA BRICKS

Construction

"In a construction company, the patience level is very low. We must have the ability to communicate vast amounts of information quickly and reliably in the field to make sure our projects are finished when we say they will be finished."

- Brad Simons, Dispatch Manager

Overview

SouthernLINC Wireless has proven to be a valuable partner for North Georgia Brick with its cellular and Push to Talk-enabled phones and iTRAK, a fleet management feature to keep dispatchers and drivers connected. Read the full story.

Download and read the full story (pdf)

Benefits

SouthernLINC Wireless has improved communications for North Georgia Brick in the following ways:

- **Efficiency:** Communications solutions from SouthernLINC Wireless help North Georgia Brick reduce delivery cycle times and increase the number of loads per shift.
- **Reliability:** Even when bad weather strikes, communication service from SouthernLINC Wireless keeps the North Georgia Brick team connected.
- **Immediate communications:** Push To Talk two-way radio from SouthernLINC Wireless provides an effective technology for dispatchers and drivers to instantly communicate when changes need to be made on the fly.

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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SUMTER REGIONAL HOSPITAL

Healthcare

"By using SouthernLINC Wireless' Push To Talk service, our emergency preparedness team could immediately and precisely receive and distribute crucial information to or from individuals or groups of people right away. SouthernLINC Wireless took care of us during this incredible crisis."

- Lynwood McClung, Emergency Preparedness Coordinator

Overview

The immediate access to employees, handset reliability and network privacy allowed Sumter Regional Hospital and its patients to coordinate efforts in the aftermath of a tornado that hit the hospital. Read the full story.

Download and read the full story (pdf)

Benefits

SouthernLINC Wireless improved communications for Sumter Regional Hospital in the following ways:

- **Immediate communication:** "Our emergency room staff consistently needs the quickest communications tools to solve medical emergencies, especially when there's an unexpected emergency. Push To Talk was the solution that we needed."
- **Reliability:** "SouthernLINC Wireless was the only wireless service provider that we could depend on after the tornado. SouthernLINC Wireless became a necessity to us that night and for the ongoing recovery of our hospital."
- **Network:** "When we use SouthernLINC Wireless, we know we can contact several people at once. This helps us address our emergencies more efficiently and keeps communications streamlined."

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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TUSCALOOSA SHERIFF'S OFFICE

Public Sector

"Tuscaloosa County is one of the largest counties in Alabama. Its sheriffs and deputies patrol the vast area in patrol cars, an OH-58 Jet Ranger helicopter, a boat, ATVs and more. The county needed to ensure that police could communicate effectively at all times.

Overview

Using Motorola's iDEN (Integrated Digital Enhanced Network) technology that offers fast and private communications, SouthernLINC Wireless effectively combines Push To Talk, cellular phone service, paging and wireless Internet and data access.

Download and read the full story (pdf)

Benefits

SouthernLINC Wireless improved communications for Tuscaloosa Sheriff's Department in the following ways:

- **Immediate communication:** Using wireless voice and data solutions from SouthernLINC Wireless, the deputies benefit from quick communication that helps them prevent crimes, perform rescue operations and enhance public safety for Tuscaloosa County citizens.
- **Connectivity:** The Sheriff's Office often uses SouthernLINC Wireless technology to manage a crime scene. With Push To Talk, officers can speak directly with one another – which enhances accountability for everyone.
- **Privacy:** Because the SouthernLINC Wireless network is entirely digital and inherently private, officers can rest assured that their conversations will remain confidential. According to Motorola, there is no known scanner that can intercept transmissions over the SouthernLINC Wireless network.

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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GEORGIA POWER

Utility

"When we're doing the switching, transferring or putting electricity down, we want everyone to be able to listen to our orders and then go," said Strickland. "If you can't talk to people to confirm that everyone knows what's going on, it becomes a very risky situation."

- Aaron Strickland, Storm Director

Overview

The SouthernLINC Wireless network was built to meet the needs of Southern Company's power companies, which require highly reliable communications during all kinds of weather. SouthernLINC Wireless has been able to resolve Georgia Power's weather-related communications challenges better than its previous solution, a 450 MHz radio system. Read the full story.

Download and read the full story (pdf)

Benefits

SouthernLINC Wireless improved communications for Georgia Power in the following ways:

- **Reliability:** Since SouthernLINC Wireless built its system with back-up batteries, generators and towers designed to withstand severe ice and winds, Strickland knows he can connect with all recovery teams even when storms strike numerous locales at the same time.
- **Interoperability:** With SouthernLINC Wireless, Strickland can speak with his teams at Georgia Power, as well as those from other Southern Company operating companies. Strickland confirmed that many vendors that support Georgia Power also are SouthernLINC Wireless customers, making it easy to connect and communicate with them.
- **Privacy:** Since the SouthernLINC Wireless network is digital and private, Strickland no longer worries about leaking sensitive information that may be disclosed during storm response calls.

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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Exhibit 9 Is Redacted in Its Entirety.

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EXHIBIT 10

STATEMENT OF THOMAS W. HORTON (AMERICAN AIRLINES)

1. I am the President of AMR Corporation ("American Airlines"). American Airlines purchases telecommunications services from several wireless carriers; the majority of our wireless business is handled by AT&T and Sprint. American also purchases wireline services from AT&T.

2. Through AT&T, American offers both Corporate Responsibility User ("CRU") plans, and Individual Responsibility User ("IRU") plans to its employees. Services provided by AT&T include wireless services and devices for employees' personal and business use, such as cell phones, blackberries, and laptop internet services.

3. Increasingly, American Airlines relies on mobile communications. We need our wireless service providers to continue investing in next-generation technology so that they can supply the services we require. It is generally recognized that the rising demand for wireless services requires more network capacity to deliver the next generation of services and innovation, and AT&T's acquisition of T-Mobile is a positive step in that direction. The integration of two highly complementary networks and spectrum holdings will increase capacity and help support next-generation mobile services while providing an efficient and certain solution to the impending spectrum exhaust issue facing the wireless industry today. We will benefit from increased network quality and performance and wider deployment by AT&T of 4G Long Term Evolution ("LTE") resulting from the acquisition.

4. I believe that AT&T's acquisition of T-Mobile USA would benefit U.S. customers, and should be approved. The acquisition will enable AT&T to provide improved service quality and more aggressive 4G LTE deployment, while the wireless market will remain very competitive.

Thomas W. Horton

STATEMENT OF GEORGE GUNTHER (ASPLUNDH TREE EXPERT CO.)

1. I am the Chief Information Officer at Asplundh Tree Expert Co. I am responsible for all information technology and communications for the corporation. Asplundh is a family-owned and operated corporation, founded in 1928, with 26 subsidiaries, approximately 28,500 employees, and 35,000 pieces of equipment across the United States and Canada. We provide efficient and innovative line clearance and other vegetation management services to the electric utility industry and other specialized markets such as departments of transportation, municipalities, pipelines and railroads. I joined Asplundh in August 2007 as its CIO and manager of its Information Technology (IT) Department in its headquarters office. I have 25 years of experience in the IT industry, specializing in software businesses and start-ups, and holding CIO and executive-level positions since 1995.

2. We currently use three primary carriers to meet our mobile, that is wireless, telecom needs: AT&T, Verizon and Sprint. We also receive wireless telecom services from approximately 15 other entities. AT&T is our primary provider of AVL (automatic vehicle location) devices used by our truckers, providing about 14,000 such devices. We also have about 500 Verizon AVL devices, which we use due to coverage issues with AT&T. In terms of other handheld devices, Verizon is our primary provider of non-AVL devices, with AT&T second and Sprint third. In total, I would estimate that Sprint provides about 20% of our wireless telecom services, Verizon about 15-20%; and AT&T about 40%, with other companies supplying the remainder. I estimate that our total spending on wireless telecom services is between $6-8 million annually, with our AT&T spending trending towards $3 million.

3. All phones used for corporate business, including for communicating to employees or customers, are owned by the corporation through corporate liability (CL) contracts. We also offer our employees discounts through individual liability (IL) agreements. The CL contracts are split equally between AT&T, Sprint, and Verizon. In general, we use an RFP process for big projects, like the AVL system and for our data and voice network. For smaller projects, we negotiate contracts directly with the carriers. In addition, we leverage wireline and wireless services when dealing with AT&T and Verizon. Such leveraging and consolidating services with our three primary carriers has enabled Asplundh to lower its annual telecom costs from approximately $12 million when I arrived in 2007 to $6 to $8 million currently.

4. I believe the market for telecom services is competitive. AT&T and Verizon are, in my view, the viable competitors for business contracts of a large or national scope because of the support they can offer, the national coverage, the variety of services they provide on mobile devices, and cost. I am not that familiar with Sprint's business plan and tend not to trust it. As for T-Mobile, I do not consider it to be a significant competitive alternative to AT&T or Verizon in the business services environment. T-Mobile is consumer-focused, and tends not to market to businesses. It does not offer a breadth of services. Although T-Mobile tries to buy business now and then with interesting cost proposals, it doesn't have the breadth of services or national footprint we need. We operate across the country and need to have nationwide service.

5. I support AT&T's proposed acquisition of T-Mobile. I believe the acquisition would be beneficial to Asplundh and other customers as it would result in better quality service such as fewer dropped calls and faster service. Performance and quality of service are highly important to us, as our employees are out in the field in constant communication with the clients and us, and we need to keep track of them. Currently, AT&T struggles with coverage and quality of service in some areas. In my opinion, AT&T can improve service quality either by buying towers or building them, and buying is less costly, more efficient and improves service faster, especially as both AT&T and T-Mobile use the same technology. Building takes too long. By AT&T buying towers, AT&T customers will have better service in a faster time. The acquisition will also speed up AT&T's implementation of 4G. The wireless telecom industry is changing every day, and such innovation needs to be permitted and encouraged through permitting acquisitions like this one. The proposed acquisition is a good thing, and I do not fear that it will lead to higher prices. I would go to a competitor were AT&T or other wireless telecom suppliers to raise their prices.

I declare under penalty of perjury the foregoing is true and correct to the best of my knowledge.

Date: 6 / 08 / 2011

George Gunther

EXHIBIT 10

STATEMENT OF ROBERT BLOCK (CAMERON)

1. I am the IT Manager in charge of Network and Telecoms groups at Cameron International. I have worked in the network/telecom field for approximately 20 years. In my role, I handle the purchase of cellular services, WiFi networks, and wired networks. Our cellular needs consist of cell phones, including smartphones such as the iPhone, Blackberry, and Droid, air cards, and WiFi hotspots. We also have a few pieces of equipment that have cellular modems in them for telemetry; the devices send information back to a central database repository. Cameron, which has about 18,000 employees in over 350 locations worldwide, has annual cellular spend in the United States of approximately $4-5 million.

2. We purchase cellular services from AT&T, Verizon, Sprint, and T-Mobile. We used to purchase services from ALLTEL; those accounts are now part of AT&T or Verizon. In purchasing services, we issue RFPs and decide which carrier to use based on coverage in a particular region. When determining which carrier to choose, we evaluate both the coverage they provide in our employees' place of employment as well as in their homes. AT&T and Verizon are our preferred providers and accordingly have a substantial part of our business because they have the best networks.

3. We expected that T-Mobile would provide an advantage because they were a global company based out of Germany. In dealing with them, however, we found that there was not much cohesiveness between the different operating units. They were never a serious contender because they were fragmented in the different geographic regions in which they offered service. We could not get one account manager that could handle everything for us. We shifted to AT&T because they had a dedicated business channel for business customers.

4. We last issued an RFP two or three years ago. In that RFP, we looked at AT&T, Verizon, and T-Mobile for international roaming. Prior to the RFP, Cameron used T-Mobile Blackberries, and we expected T-Mobile to provide the best rates. Contrary to our expectations, T-Mobile came in a distant third. Their rates were significantly higher than AT&T and Verizon. After that RFP, we analyzed all of our cellular expenses, and found that T-Mobile had a higher cost per line than the other carriers. Five months ago, we made the decision to eliminate all T-Mobile phones, and moved entirely to AT&T and Verizon.

5. I think that AT&T's acquisition of T-Mobile is about spectrum, and it is a sound business decision. We would be interested in benefitting from improved service quality and expanded 4G LTE coverage that may result from the acquisition. We already made the decision to eliminate T-Mobile from our equation, so we anticipate no impact.

Robert G. Block

EXHIBIT 10

STATEMENT OF PUNEET SINGAL (L&T INFOTECH)

on Proposed Merger of T-mobile with AT&T

To whomsoever it may concern

1. I am the Manager of Finance Accounts and Administration at L&T Infotech. L&T Infotech's parent company is Larsen & Toubro Ltd. L&T Infotech is a global IT service and solutions provider. It is one of the world's largest IT service providers and has clients worldwide. I am also responsible for managing the technological aspects of the company.

2. We purchase various wireless services that include data cards, wireless voice and data services, and mobile devices (including Black Berries) purchased primarily through a CL (corporate liable) account. We choose wireless providers by evaluating providers' contract terms, Services, Pricing, and overall value.

3. The bulk of our wireless data services are provided by T-Mobile, AT&T and, to a lesser extent, Verizon and Sprint.

4. In my view, the wireless market in the United States is competitive, and there are benefits possible through consolidation. The proposed transaction will likely result in fewer dropped calls and more overall reliability and better Coverage, which translates to more connectivity for my firm's critical business users.

5. I support the proposed transaction, because I am hopeful that the proposed transaction will provide an opportunity for AT&T to expand its spectrum and increase service quality. This would provide value to our firm as well as AT&T's other business customers.

Date: _06/04/2011_

Puneet Singal

STATEMENT OF EARL R. HALL (Syrabex, Inc.)

1. I am Earl R. Hall. I am the President and Chief Executive Officer of Syrabex, Inc. ("Syrabex"). Syrabex is wholly-owned by The Syracuse Builders Exchange, which is the oldest Builders Exchange in the United States and has been serving the construction industry in Central and Upstate New York since 1872. The Syracuse Builders Exchange has approximately 950 diverse members representing every sector of the commercial construction industry. Syrabex is an entity through which many construction industry firms that are members of the Exchange obtain individual services. I have worked first at the Exchange and then at Syrabex since graduating in 1992 from Syracuse University's School of Management. I have held my current position as President and CEO for approximately five years.

2. One of the most popular services that Syrabex provides is what it refers to as its AT&T Program. Through this program, construction companies and other construction industry firms obtain their wireless telephone service, including service for growing numbers of iPhones and other brands of smart phones, as well as service for Blackberries and other mobile communication devices. These member companies receive these wireless services at a group discount that, on average, has been 20% below average user rates. Currently the average user in this program has air and data discount rates combined that are as high as 40% below average user rates. Syrabex itself bills the companies in the AT&T Program for the services they use, and itself directly pays AT&T for these services. Syrabex has a full-time employee who manages the AT&T Program and provides administrative services and support to the construction industry firms who are in the AT&T Program. Approximately 200 construction industry companies are enrolled in Syrabex's AT&T Program, and many of these have multiple PDAs receiving wireless service through the Program.

3. Syrabex collects and passes on to AT&T approximately $1.4 million per year for the wireless services provided to construction firms who participate in Syrabex's AT&T Program and to Syrabex's own employees. Syrabex only uses one wireless provider – AT&T.

4. Originally, Syrabex and the Exchange received wireless services from Cellular One and then Cingular. AT&T inherited Syrabex and the Exchange as customers when AT&T acquired Cingular.

5. Approximately three years ago, however, Syrabex issued a request for proposals (the "RFP") with respect to providing discounted wireless services to construction companies. After considering our needs and the various wireless service providers, we determined to issue the RFP to three entities: Verizon, AT&T and Sprint/Nextel. We chose these three recipients of the RFP because they were the three largest players regionally and nationally.

6. After reviewing the RFP, however, Verizon would not work with us and was not willing to submit a proposal to provide discounted services through Syrabex similar to the AT&T Program that Syrabex had been offering to construction companies. Sprint/Nextel did submit a proposal in response to the RFP. While the pricing in Sprint/Nextel's proposal was about the same as that in AT&T's proposal, Syrabex concluded that Sprint/Nextel's coverage area for New York State was poor. Syrabex therefore signed a three-year contract with AT&T which expires

at the end of 2011, but contains a clause permitting a one-year extension. We have been pleased with the service that AT&T has provided to date under this three-year contract, and are considering extending it for one year.

7. Syrabex does not purchase any wireless services from T-Mobile, and did not include T-Mobile in the group of recipients of the RFP three years ago. I don't believe that T-Mobile has the network coverage or the regional staffing here in central New York State that Syrabex needs. We need our wireless provider to have employees present in central New York who can come and meet with us regarding service issues that arise with respect to the wireless services being provided to our construction firm members. AT&T has representatives in our region. T-Mobile also could not provide us with the pricing models we enjoy from AT&T. I just don't regard T-Mobile as a major player.

8. I support AT&T's proposed acquisition of T-Mobile. It would be good for AT&T and also good for the users of AT&T's services such as Syrabex and the construction firms who participate in Syrabex's AT&T Program. The proposed merger would improve the quality of wireless service that AT&T offers, including having fewer dropped calls. Quality of service and keeping the number of dropped calls low, even as more smart devises are used by customers, is a huge deal for Syrabex. Currently, construction firms enrolled in Syrabex's AT&T Program enjoy a dropped call rate that is lower than the standard or average rate. I believe that the standard or average rate is around 2% to 3% nationally, while the rate for users of Syrabex's AT&T Program is only 0.8%. This quality of service is a huge factor, and we want to continue to be able to have locally available representatives of our wireless service provider work with our staff to help our construction industry customers enjoy this high quality service. I believe that there is a lot of competition in pricing for wireless services, so what separates one wireless service provider from another, in my view, is the quality of service they can provide and the scope of coverage.

9. I also hope that the proposed merger will help AT&T get 4G LTE rolled out more quickly and enable AT&T to provide access to larger quantities of data . The construction firms that use Syrabex's AT&T Program continue to use more smart phones and iPads on construction cites, instead of carrying around rolled up paper blueprints. Also, Syrabex maintains an Electronic Planroom called our "E-Planroom" which maintains the requests for proposals, blueprints, and other data regarding some 5,000 construction projects ranging from Buffalo in the west to Syracuse and Albany in the east. Currently, the approximately 800 firms that use the E-Planroom log into it through computers in their offices and homes. But the next step, hopefully, will be to enable them to log into the E-Planroom through their smart phones and iPads while at construction sites. Another next step will be to provide our members with the ability to use tracking devices through the discounted communications program Syrabex runs. Based upon what I've gathered are the 4G LTE and other technological advantages that AT&T and its customers would receive from the proposed merger, the merger will bring these next steps closer to reality. I absolutely support the proposed transaction.

Dated: JUNE 9, 2011

Earl R. Hall
President & CEO, Syrabex, Inc.

STATEMENT OF ERIC HUNT (WELCH ALLYN)

1. I am the Chief Information Officer of Welch Allyn. Welch Allyn is a leading manufacturer of frontline medical diagnostic equipment and medical products for physicians, hospitals, emergency medical technicians and other healthcare providers. I am responsible for the entire technological breadth of the company, including, but not limited to local area networks, call centers, sales force automation, high-speed internet, fixed-line, mobility, telecom, and teleconferencing.

2. In terms of our mobility needs, we purchase wireless voice and data services and mobile devices (primarily Blackberries) through a CL (corporate liable) account for approximately 500 mobile users. Our spending on mobility with AT&T and Verizon is substantial. We have mobility business with other carriers, including Verizon and, to a much lesser extent, T-Mobile, but the majority of our business is with AT&T.

3. In my view, there are competitive domestic alternatives to AT&T, but I do not consider T-Mobile to be one of them. T-Mobile does not have nearly enough coverage for our company's strategic needs to be considered as a viable alternative to AT&T.

4. One major reason I am supportive of the proposed transaction between AT&T and T-Mobile USA is the likelihood of improved domestic network coverage. Supplementing AT&T's coverage with T-Mobile's network will be ideal. For us, having a single carrier that can accommodate all of our company's telecom needs including having a strong network with the capacity and coverage to efficiently move our data is paramount.

5. Another benefit of the proposed transaction will be the efficiencies of scale that will yield combined investment in infrastructure. The merger will make possible the investment in the next generation of technology which will result in better service and value for the customer.

I declare under penalty of perjury the foregoing is true and correct to the best of my knowledge.

Date: 5/26/2011

Eric Hunt

STATEMENT OF GERARD INSALL (AVIS BUDGET GROUP, INC.)

1. I have been involved in the information technology industry for 23 years, and I am currently the Chief Information Officer and Senior Vice President of Avis Budget Group, Inc. Avis Budget Group is a worldwide vehicle rental corporation.

2. I am responsible for all technological aspects of the company, including, but not limited to, IT strategy, networking, mobility and telecom. On behalf of my company, I facilitate the purchase of wireless voice and data services and mobile devices (GPS, air cards, Blackberries, iPhones and Droid devices) through both CL (corporate liable) and IL (individual liable) accounts.

3. Our company uses Tangoe, Inc., a telecom benchmark provider, to evaluate wireless service providers and select appropriate services. I estimate that we spend approximately $8,000,000 to $10,000,000 on wireless services and devices annually. Of that, I believe our annual amount spent with AT&T is over a third, and the balance is split evenly between Sprint and Verizon. These three providers are the only options when it comes to our company's wireless needs. I consider the domestic wireless market to be absolutely competitive, and I do not regard T-Mobile USA as a significant competitor of AT&T.

4. The largest potential benefit of the proposed transaction between AT&T and T-Mobile USA to us is the effect on the 4G and other next generation networks. My company's long term vision will require the roll out of 4G services to the approximately 1000 Avis and Budget non-airport retail locations where wireless broadband is, or is planned to be, utilized.

5. The proposed transaction will also likely yield improved coverage, increased efficiencies and better quality of performance.

Date: 7/1/11

Gerard Insall

DELTA

Richard H. Anderson
Chief Executive Officer

June 15, 2011

The Honorable Julius Genachowski
Chairman
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: WT Docket No. 11-65; In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations

Dear Chairman Genachowski:

I am writing to express Delta's support for the proposed merger of AT&T Inc. and Deutsche Telekom AG (T-Mobile) that is the subject of the pending application.

The airline industry has a long history of relying on innovations in telecommunications services to enhance our service to our customers and to reduce cost. Years ago, Delta and other airlines were early adopters of toll-free 800 calling to enable customers easily to reach our reservations agents to determine flight schedules and fares and to purchase tickets. Today, widespread broadband services allow our customers to access this same information, to purchase tickets, and to receive a wide array of other information and services, quickly and at low cost. At Delta, we are aggressively expanding our ability to provide new functionality to our customers using mobile devices. In short, the innovations we have seen in the telecommunications sector, including wireless services, reduce the cost of our services, improve the travel experience for our customers, and create new dimensions of competition in our industry.

Today's Delta is the product of a merger of Delta Air Lines and Northwest Airlines in 2008. We understand that strategic mergers lead to increased innovation, greater operational efficiencies, and improvements in the overall customer experience. I am confident that the merger of AT&T and T-Mobile will prove successful on all fronts, stimulating innovation in the wireless sector, achieving technological and operational efficiencies, and satisfying millions of additional customers. Delta looks forward to the innovation and service improvements that the merger of AT&T and T-Mobile promises. We are confident that the resulting wireless innovation will enhance airline

Delta Air Lines, Inc., Post Office Box 20706, Atlanta, GA 30320-6001, USA

customer experiences as travelers are better able to handle wirelessly every step from booking a flight to checking in to finding transportation to and from the airport.

Thank you for your time and careful consideration of my comments.

Sincerely,

cc: Commissioner Mignon Clyburn
Commissioner Michael Copps
Commissioner Robert McDowell

EXHIBIT 10

Julius Genachowski, Chairman
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

June 6, 2011

WT 11-65: ***In the Matter of applications of AT&T Inc. and Deutsche Telekom AG for consent to assign or Transfer Control of licenses and Authorizations***

Dear Mr. Chairman,

Today, consumers are increasingly using smart phones, tablets, laptops and other mobile devices to wirelessly connect to the Internet and to each other. We expect access to our content, information and services wherever we are. As a result, consumer demand for wireless broadband is dramatically increasing and our wireless networks are struggling to keep pace with the demand. Given the network capacity challenges, policymakers must give meaningful consideration to AT&T's acquisition of T-Mobile as a means of addressing their near term wireless broadband capacity needs.

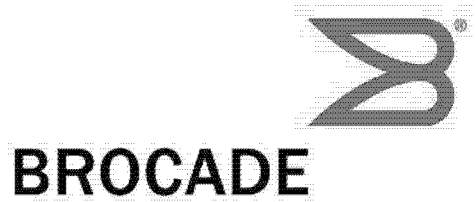
Despite the network challenges presented by the surging consumer demand, the United States must continue to lead in wireless broadband technologies. U.S. companies are at the forefront of driving innovations in devices, applications and services and an ever evolving wireless network is essential to realizing new and innovative offerings. An increasingly robust and efficient wireless network is part of a virtuous innovation cycle and a healthy wireless ecosystem is an important part of our global competitiveness.

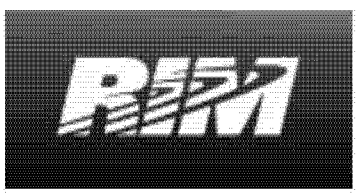
AT&T's acquisition of T-Mobile represents a near term means of addressing the rising consumer demand. For example, the merged company will be able to leverage a larger network of cell sites allowing greater reuse of spectrum and increasing the wireless broadband capacity of the network. Furthermore, AT&T has indicated that it will migrate the T-Mobile network to LTE technology and offer LTE-based wireless broadband to 97.3 percent of the U.S. population. AT&T has stated that its LTE deployment will bring significant benefits to residents of rural areas and smaller communities, where the benefits of real-time video and similar capabilities are most urgently needed to fill gaps in physical infrastructure for healthcare, education, and other social needs.

The challenge of keeping pace with consumer demand and continuing to lead globally in wireless broadband services and products requires that we tackle the issue on multiple fronts. Many policy related efforts will not be able to quickly address near term capacity needs. The

FCC must seriously weigh the benefits of this merger and approve it. Such action will help to meet the near term wireless broadband needs of consumers and ensure that we are globally competitive as the world increasingly embraces wireless broadband connectivity.

Sincerely,





CC:

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Commissioner Mignon Clyburn

Commissioner Michael Copps

Commissioner Robert McDowell

EXHIBIT 10

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Chairman Julius Genachowski
Federal Communications Commission
445 12th Street, SW
Washington, D.C.
20554

May 31, 2011

Re: WT Docket 11-65

Dear Chairman Genachowski:

With 10,000 members and subscribers, we represent the voice of over 100,000 companies in Manhattan and partner with over 300 diverse business organizations in the city. Our members are part of one of the largest constituencies in the country representing approximately 1.6 million U.S. employees and approximately 4.5 million employees globally. This large community relies on high-speed broadband access to compete in the ever-changing business world. We know that the AT&T-T-Mobile merger will supply our state with the connectivity we deserve.

Those who live, work and do business in Manhattan depend not just on high-speed broadband connectivity, but on mobile broadband connectivity, as well. Our members, their customers, and our residents have integrated their mobile devices into every part of their day-to-day lives.

We believe that the AT&T-T-Mobile merger will make our great city even stronger. Our existing mobile broadband coverage will only improve, making Manhattan an even more attractive place to live, work, start or grow a business, or raise a family.

The Manhattan Chamber of Commerce is meeting the challenges of the 21st century -- a time when technology is, again, changing the face of business. As relevant today as it was 84 years ago, the Chamber is at the forefront -- supporting entrepreneurs as they do business in this exciting time in New York. For this reason, we are a leading supporter of the AT&T-T-Mobile merger and urge you to support our cause.

Yours truly,

Nancy Ploeger
President

CC: Commissioner Michael Copps
Commissioner Robert McDowell
Commissioner Mignon Clyburn
Commissioner Meredith Attwell Baker

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WE MEAN BUSINESS

EXHIBIT 10

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Established in 1978 by DAVID PACKARD

May 27, 2011

TO: Members of the Federal Communications Commission

FROM: Carl Guardino, President & CEO
The Silicon Valley Leadership Group

Founded in 1978 by David Packard of Hewlett-Packard, the Silicon Valley Leadership Group represents more than 340 of Silicon Valley's most respected employers on issues that affect the economic health and quality of life in Silicon Valley. Our members collectively provide nearly one of every three private sector jobs in Silicon Valley.

On behalf of the Leadership Group, it is my pleasure to submit the following observations regarding the proposed AT&T-T-Mobile merger:

1. This merger is a logical, viable solution to the looming spectrum shortages our economy faces.
2. Equally important, the merger will accelerate the deployment of the fastest mobile technology available today to over 300 million Americans.

For reasons we describe below, these two issues are crucial to maintain the nation's leading position in many emerging industries vital to the Valley.

I. Wireless & Telehealth

To begin, federal officials must recognize that many promising Silicon Valley ventures require public access to high-speed Internet service; wireless access is an important part of this. The Leadership Group is a longtime supporter of wireless broadband deployment through continued investment in such programs as the California Advanced Services Fund and California Telehealth Network. The Commission should know that California is a leader in promoting telehealth options that offer the potential for:

- Fast, real-time diagnoses,
- Fewer visits to the doctor's office,
- Greater ability to live independently, and
- The potential for significant savings on healthcare costs.

In the San Joaquin Valley, where access to affordable healthcare is a major issue, these benefits are already improving lives through the Valley Telehealth Partnership. This program offers real-time video access to specialists, as well as remote consultations on dermatology, endocrinology, gastroenterology, and infectious diseases.

This is just the kind of efficient, cutting-edge healthcare effort America needs to improve access at a competitive price. Advanced broadband is crucial for the success of telehealth and in heavily rural areas, where broadband deployment costs can be

considerable, improved wireless access is the best and most cost-effective option to make this a reality.

II. Wireless & Clean Tech

Silicon Valley has a proud legacy of being the birthplace of many businesses and ideas that have changed the world. Many of our members are strongly committed to ensuring that the next wave of innovation transforms the Valley into an incubator for "Clean Tech," especially the clean energy aspect of clean tech.

Wireless technologies have been shown to offer cost-effective ways to control energy costs. One example of an innovative approach involves the growth of wireless gauge readers, which Silicon Valley companies are trying to perfect. These devices either replace or attach to existing old-style needle dial gauges. They record usage information and wirelessly communicate it to a central terminal.

This eliminates the need for technicians to collect the data manually. It also allows for inexpensive and remote monitoring of electrical usage, including thermostat settings, in ways that allow consumers to save energy and reduce costs. Our companies are also involved in developing web-based software applications for buildings that allow managers to control and manage the building's air temperature wirelessly by zones and occupancy. For example, a new thermostat recently developed by Silicon Valley company Cypress Envirosystems is equipped with wireless technology that offers the potential for a 10-15 percent reduction in yearly energy usage, with a very low switching cost. Additionally, these devices help reduce maintenance costs by allowing technicians to identify and pinpoint blockages, leaks and other problems.

Programs such as these are sustaining jobs and economic growth in California. Their continued growth depends on the accelerated deployment of high-speed, high-capacity wireless systems. This is the context through which we view the T-Mobile merger with AT&T. By expediting the roll-out of 4G-LTE wireless networks to 55 million additional Americans nationwide, the combined company offers tremendous growth potential for the Silicon Valley companies that are producing these cutting-edge technologies.

The Silicon Valley Leadership Group is dedicated to leading the country out of economic recession and building the industries of the future. We believe that federal policies can help create the environment that enables American businesses to flourish. Foremost among these involves spurring private companies to invest in the most advanced communications systems available, including 4G-LTE wireless networks. The merger of AT&T and T-Mobile offers the best option to expand these advanced networks nationwide.

Sincerely,

Carl Guardino
President & CEO
Silicon Valley Leadership Group

EXHIBIT 10

MISSOURI CHAMBER
OF COMMERCE AND INDUSTRY

May 18, 2011

Chairman Julius Genachowski
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: WT Docket 11-65

Dear Chairman Genachowski:

The Missouri Chamber of Commerce and Industry understands that the quality of life in our state depends on quality jobs for Missourians. To that end, we have one simple mission: to protect and advance Missouri business.

The expansion of mobile broadband throughout Missouri is a welcome sign to all Missourians and to businesses looking to locate or expand in our state. The economic vitality of rural Missouri is particularly impacted by access to the latest technology. That's why the proposed merger of AT&T and T-Mobile USA is so important. Expansion of wireless broadband connectivity is fast becoming a critical component to ensure all Missouri businesses – large and small – are able to compete locally and globally.

I ask that you support this merger and the economic benefits it will bring to Missouri business.

Sincerely,

Daniel P. Mehan
President and CEO

cc:
Commissioner Michael Copps
Commissioner Robert McDowell
Commissioner Mignon Clyburn
Commissioner Meredith Attwell Baker

428 East Capitol | P.O. Box 149 | Jefferson City, MO 65102-0149 | Phone: 573-634-3511 | Fax: 573-634-8855
www.mochamber.com

EXHIBIT 10

May 25, 2011

Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Dear Mr. Chairman and Fellow Commissioners,

Over the past few centuries there have been countless famous, unique and quintessentially American things to come out of New Jersey: the light bulb, Campbell's Soup, salt water taffy, M&Ms, world famous tomatoes, Bruce Springsteen, Bon Jovi, Frank Sinatra, Atlantic City and President Grover Cleveland, to name a few. In order to keep up with this impressive pace of production, however, New Jersey needs to remain in a constant state of innovation and growth.

Any advancement or competitive edge that can be unleashed upon the great state of New Jersey will have a strong impact on business production and overall economic innovation. That is why the New Jersey Chamber of Commerce strongly believes that the FCC should approve of the proposed unification of the AT&T and T-Mobile telecommunications companies. This action in itself will have a serious positive impact on businesses in New Jersey and throughout the country.

When Thomas Edison and other business leaders signed our charter one-hundred years ago, there is no way that they could have predicted how drastically the economic landscape would change by 2011. In this day and age, having a reliable and fast broadband connection is essential to operating a successful business. It is important to the New Jersey Chamber of Commerce and thousands of businesses across the state that AT&T's 4G LTE service is upgraded and expanded, as the merger stands to do. Using this new and improved AT&T mobile service, New Jersey businesses will have the world at their fingertips to reach distant communities of untapped markets that are available to produce or consume our goods.

Technological advances can go a long way in the struggle to get ahead. The New Jersey Chamber of Commerce is in a perfect position to take stock of the current needs and challenges of industries and businesses in our state. We need this merger and can only hope that it receives your eventual approval.

NEW JERSEY CHAMBER OF COMMERCE • 216 WEST STATE STREET • TRENTON, NJ 08608
PHONE: 609-989-7888 • FAX: 609-989-9696 • WWW.NJCHAMBER.COM

In conclusion, I ask that you keep the Garden State in mind when deciding whether or not to approve of this merger. We can only continue producing such quality American goods if this merger is permitted to take place.

Thank you,
Sincerely,

Thomas A. Bracken
President/CEO
New Jersey Chamber of Commerce

CC:
Chairman Julius Genachowski
Commissioner Michael Copps
Commissioner Robert McDowell
Commissioner Mignon Clyburn
Commissioner Meredith Attwell Baker

Steven B. Falk
President & CEO

May 23, 2011

Chairman Julius Genachowski
Federal Communications Commission
445 12th Street, SW
Washington, District of Columbia 20554

RE: The 11-65 proceeding, AT&T's application to merge with T-Mobile USA

Dear Chairman Genachowski:

The San Francisco Chamber of Commerce represents over 1,500 member businesses that employ over 250,000 Bay Area residents. They vary in size and industry and come from every neighborhood in the city. One thing they all have in common is their need for superior wireless communications technology to keep their businesses running smoothly. With the emergence of smartphones and tablets, many small business owners are able to remain connected to company operations and employees while still being able to operate outside the office. This increases productivity and efficiency, helping grow their business and our nation's economy.

Many people in San Francisco rely heavily on their cell phones and the demand for faster and more reliable connections is rapidly increasing. As carriers look for ways to meet these demands, AT&T will be able to expand their network capacity and provide the superior service we've all come to expect through their proposed merger with T-Mobile. Furthermore, if the merger is approved, AT&T will now be able to bring 4G LTE service to over 97 percent of the population, which will make staying connected, everywhere, easier than ever.

The economic vitality of our nation is directly connected to the growth of our businesses and their investment in our communities. By continuing their significant investment in our wireless services, AT&T will give a boost to the U.S. economy, creating jobs and improving business performance. In so many ways the merger will help our economy, and we hope you will not hinder the approval of this transaction, as it is vital to our nation's continued success.

Sincerely,

Steve Falk
President & CEO
San Francisco Chamber of Commerce

CC:
Commissioner Michael Copps
Commissioner Robert McDowell
Commissioner Mignon Clyburn
Commissioner Meredith Attwell Baker

235 Montgomery St., 12th Flr., San Francisco, CA 94104 • tel 415 392 4520 / fax 415 392 0485