

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

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)	
UNITED STATES OF AMERICA, et al.,)	
)	
<i>Plaintiffs,</i>)	Case No. 1:11-cv-01560-ESH
)	
v.)	Discovery Matter: Referred to
)	Special Master Levie
AT&T INC., et al.,)	
)	
<i>Defendants.</i>)	
)	
)	

DECLARATION OF TARA L. REINHART IN SUPPORT OF MOTION TO QUASH

I, Tara L. Reinhart declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am counsel with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, attorneys for nonparty Sprint Nextel Corporation (“Sprint”). I have personal knowledge of the matters set forth herein, unless otherwise noted.

2. I make this declaration in support of nonparty Sprint’s Motion to Quash the subpoena served by AT&T on September 26, 2011.

3. Attached hereto as Exhibit 1 is a true and correct copy of the nonparty subpoena issued under Rule 45 by AT&T Inc.

4. Attached hereto as Exhibit 2 is a true and correct copy of the Civil Investigative Demand (“CID”) issued by the United States Department of Justice (“DOJ”) to Sprint on April 25, 2011.

5. Attached hereto as Exhibit 3 is a chart I caused to be prepared comparing specifications in the DOJ CID to requests in the AT&T subpoena.

6. On September 27, the DOJ produced to AT&T more than 2.2 million pages of documents that Sprint had previously produced to the DOJ pursuant to the CID issued to Sprint in the course of the DOJ's investigation of the proposed AT&T/T-Mobile transaction.

7. The DOJ's production to AT&T included documents from Sprint that (a) responded to the specifications of the CID; and (b) had been gathered from the files of 15 of Sprint's executives, including its CEO. These custodians included senior management from across the company, including in the Marketing; Business Sales; Corporate Development & Strategy; Network; and Product & Device Development organizations.

8. After Sprint received the subpoena from AT&T, counsel for Sprint and AT&T met and conferred more than once but could not reach agreement on the preliminary issue of whose burden it is to determine whether the existing Sprint production satisfies AT&T's need for Sprint documents in the DOJ case.

9. AT&T's counsel extended the original October 7, 2011, subpoena return date to October 21, 2011, and Sprint served formal objections on October 21, the same day AT&T moved to compel.

10. On October 27, 2011, as requested by Special Master Levie, I conferred with counsel for AT&T. In good faith, I tried to resolve this dispute. I explained Sprint's objections to the AT&T requests. I described as well the basis for Sprint's belief that the more than 2.2 million pages of Sprint documents that already were in AT&T's possession constituted a response to AT&T's subpoena that was more than adequate. I suggested that AT&T already had obtained more discovery from this nonparty than it was entitled to under Rule 45.

11. As seen in Exhibit 3, attached, the topics contained in the DOJ's CID and the topics in AT&T's subpoena overlap significantly.

12. During the October 27 teleconference, AT&T asked Sprint to “refresh” the existing production by collecting, reviewing and producing documents created during the past six months that are responsive to almost every AT&T request. Counsel for AT&T further assigned priorities to some of the requested “refreshes” of many of the topics. AT&T identified the following requests as “high priorities” for a “refresh”: 3, 4, 6, 7, 8, 9, 10, 11, 13, 19, 20, 21, 22, 23, 29, 33, 34, 35, 41, 43, and 46. AT&T further identified the following requests as “medium priorities” for a “refresh”: 12, 24, 25, and 26.

13. I explained to AT&T’s counsel that conducting a “refresh” would be unduly burdensome on Sprint for two primary reasons: first, that a “refresh” across so many broad, diverse topics would involve and require a significant review; and, second, a refresh would implicate significant privilege issues, thereby adding more work to review and log privileged documents.

14. The basis for Sprint’s belief that a “refresh” would involve a significant review is as follows. The CID required Sprint to review documents created from January 1, 2009, through April 2011. The AT&T request for a refresh would cover documents created in the six months since the Sprint production to the DOJ (May-October 2011). Thus, the relevant time period associated with the proposed AT&T “refresh” is one-fifth the relevant time period specified in the CID, *i.e.*, six months. The “refresh” production, therefore, would be roughly 440,000 pages, one-fifth of the 2.2-million-page production to DOJ.

15. Documents created during the time period May-October 2011 likely will raise significant privilege issues. This is so because Sprint in-house and outside counsel were actively participating in the DOJ and FCC regulatory investigations. The subjects of the “refresh” and the subjects surrounding the investigations overlap. It is my expectation, therefore, that the

document review would necessarily include many documents containing communications between Sprint counsel and Sprint executives as well as attorney work product. Any “refresh” such as the one requested by AT&T would require an unusually significant privilege review and logging effort.

16. Counsel were unable to reach agreement on a scope of production during the October 27 teleconference.

17. I met and conferred with counsel for AT&T again on October 28, 2011, and reiterated Sprint’s position that AT&T’s requests would be burdensome. Counsel acknowledged we had reached an impasse, and I informed counsel for AT&T that Sprint would be filing the motion to quash that this declaration accompanies. AT&T objected to the motion.

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

EXECUTED this 28th day of October 2011.



Tara L. Reinhart

EXHIBIT 1

KELLOGG, HUBER, HANSEN, TODD, EVANS & FIGEL, P.L.L.C.

SUMNER SQUARE
1615 M STREET, N.W.
SUITE 400
WASHINGTON, D.C. 20036-3209

(202) 326-7900

FACSIMILE:
(202) 326-7999

September 26, 2011

VIA E-MAIL AND FEDERAL EXPRESS Hand Delivery

Steven C. Sunshine, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005

Re: Subpoena for the Production of Documents in *United States, et al. v. AT&T Inc., et al.*
Case No. 1:11-cv-1560-ESH (D.D.C.)

Dear Mr. Sunshine:

We have enclosed a courtesy copy of the subpoena served today on Sprint Nextel Corp. in the above-referenced litigation. We also have enclosed a copy of the protective order entered in the case.

As you know, the trial in this matter is set to begin on February 13, and fact discovery is set to close on January 10, 2012. Given this schedule, the subpoena requires Sprint to respond by October 7, 2011.

We are willing to work with you to prioritize the documents requested by the subpoena. Please contact me at your earliest convenience so that we may discuss this further.

We look forward to hearing from you.

Very truly yours,


Steven F. Benz

Enclosures

UNITED STATES DISTRICT COURT

for the District of KANSAS

UNITED STATES OF AMERICA, et al.

Plaintiff v.

AT&T INC., et al.

Defendant

Civil Action No. Misc.

(If the action is pending in another district, state where: District of Columbia, 1:11-cv-01560)

SUBPOENA TO PRODUCE DOCUMENTS, INFORMATION, OR OBJECTS OR TO PERMIT INSPECTION OF PREMISES IN A CIVIL ACTION

To: Sprint Nextel Corp., 6200 Sprint Parkway, Overland Park, KS 66251

[X] Production: YOU ARE COMMANDED to produce at the time, date, and place set forth below the following documents, electronically stored information, or objects, and permit their inspection, copying, testing, or sampling of the material: See Attachment A for documents requested (which includes Exhibit 1 specifying the production format for electronically stored information). See Attachment B for protective order.

Table with 2 columns: Place and Date and Time. Place: BDI Investigations, 5350 W. 94th Terrace, Overland Park, KS 66207. Date and Time: October 7, 2011 at 9:00 a.m.

[] Inspection of Premises: YOU ARE COMMANDED to permit entry onto the designated premises, land, or other property possessed or controlled by you at the time, date, and location set forth below, so that the requesting party may inspect, measure, survey, photograph, test, or sample the property or any designated object or operation on it.

Table with 2 columns: Place and Date and Time. Both fields are empty.

The provisions of Fed. R. Civ. P. 45(c), relating to your protection as a person subject to a subpoena, and Rule 45 (d) and (e), relating to your duty to respond to this subpoena and the potential consequences of not doing so, are attached.

Date: 9/26/2011

CLERK OF COURT

Signature of Clerk or Deputy Clerk

OR

Handwritten signature of Steven F. Benz and printed name Steven F. Benz. Attorney's signature label.

The name, address, e-mail, and telephone number of the attorney representing (name of party) Defendant AT&T Inc., who issues or requests this subpoena, are:

Steven F. Benz, Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C., 1615 M Street, NW, Suite 400, Washington, DC 20036, (202) 326-7900

Civil Action No. _____

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 45.)

This subpoena for *(name of individual and title, if any)* _____
was received by me on *(date)* _____.

I served the subpoena by delivering a copy to the named person as follows: _____

_____ on *(date)* _____; or

I returned the subpoena unexecuted because: _____
_____.

Unless the subpoena was issued on behalf of the United States, or one of its officers or agents, I have also
tendered to the witness fees for one day's attendance, and the mileage allowed by law, in the amount of
\$ _____.

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ _____.

I declare under penalty of perjury that this information is true.

Date: _____

Server's signature

Printed name and title

Server's address

Additional information regarding attempted service, etc:

Federal Rule of Civil Procedure 45 (c), (d), and (e) (Effective 12/1/07)

(c) Protecting a Person Subject to a Subpoena.

(1) Avoiding Undue Burden or Expense; Sanctions. A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The issuing court must enforce this duty and impose an appropriate sanction — which may include lost earnings and reasonable attorney’s fees — on a party or attorney who fails to comply.

(2) Command to Produce Materials or Permit Inspection.

(A) Appearance Not Required. A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.

(B) Objections. A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing or sampling any or all of the materials or to inspecting the premises — or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:

(i) At any time, on notice to the commanded person, the serving party may move the issuing court for an order compelling production or inspection.

(ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party’s officer from significant expense resulting from compliance.

(3) Quashing or Modifying a Subpoena.

(A) When Required. On timely motion, the issuing court must quash or modify a subpoena that:

- (i) fails to allow a reasonable time to comply;
- (ii) requires a person who is neither a party nor a party’s officer to travel more than 100 miles from where that person resides, is employed, or regularly transacts business in person — except that, subject to Rule 45(c)(3)(B)(iii), the person may be commanded to attend a trial by traveling from any such place within the state where the trial is held;
- (iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or
- (iv) subjects a person to undue burden.

(B) When Permitted. To protect a person subject to or affected by a subpoena, the issuing court may, on motion, quash or modify the subpoena if it requires:

- (i) disclosing a trade secret or other confidential research, development, or commercial information;
- (ii) disclosing an unretained expert’s opinion or information that does not describe specific occurrences in dispute and results from the expert’s study that was not requested by a party; or
- (iii) a person who is neither a party nor a party’s officer to incur substantial expense to travel more than 100 miles to attend trial.

(C) Specifying Conditions as an Alternative. In the circumstances described in Rule 45(c)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:

- (i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and
- (ii) ensures that the subpoenaed person will be reasonably compensated.

(d) Duties in Responding to a Subpoena.

(1) Producing Documents or Electronically Stored Information. These procedures apply to producing documents or electronically stored information:

(A) Documents. A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.

(B) Form for Producing Electronically Stored Information Not Specified. If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.

(C) Electronically Stored Information Produced in Only One Form. The person responding need not produce the same electronically stored information in more than one form.

(D) Inaccessible Electronically Stored Information. The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

(2) Claiming Privilege or Protection.

(A) Information Withheld. A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:

- (i) expressly make the claim; and
- (ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.

(B) Information Produced. If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information to the court under seal for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

(e) Contempt. The issuing court may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena. A nonparty’s failure to obey must be excused if the subpoena purports to require the nonparty to attend or produce at a place outside the limits of Rule 45(c)(3)(A)(ii).

ATTACHMENT A

ATTACHMENT A

RULE 45 REQUESTS FOR PRODUCTION TO SPRINT

GENERAL INSTRUCTIONS

A. These requests seek all responsive documents within your possession, custody, or control, whether prepared by you or a third party.

B. As used herein, the words “and” and “or” shall be construed both conjunctively and disjunctively, and each shall include the other wherever such dual construction will serve to bring within the scope of these requests any document which would otherwise not be brought within its scope.

C. As used herein, the singular forms shall include the plural and vice versa wherever such dual construction will serve to bring within the scope of these requests any document that would otherwise not be brought within its scope.

D. As used herein, the words “any,” “each,” and “every” shall be construed to mean individually and collectively wherever such dual construction will serve to bring within the scope of these requests any document that would otherwise not be brought within its scope.

E. Each request seeks production of all documents and things described, along with any addenda, attachments, drafts, and non-identical copies, as found or located in your files, together with a copy of the descriptive file folder or database category in its entirety.

F. Electronically-stored information must be produced according to the parameters set forth in the Electronically-Stored Information Protocol, attached hereto as Exhibit I, with the exception that any responsive ESI that has already been produced to United States Department of Justice or the Federal Communications Commission may be produced in the same format in which it was produced to these entities.

G. If documents are withheld under claim of privilege or work product, you are required to identify each such document and state the specific basis for the claim of privilege for each document withheld by providing the following information: (1) the title, heading, or caption of the document, if any; (2) the date appearing on the document, or, if no date appears thereon, the date or approximate date on which the document was prepared; (3) a description of the general nature of the document (e.g., whether it is a letter, memorandum, email, telephone log, etc.) and the number of pages it entails; (4) the identity of the person who signed the document, or, if it was not signed, the identity of the person who prepared it; (5) the identity of each person to whom the document was addressed and the identity of each person to whom a copy was sent; and (6) the identity of each person who has custody of a copy of each document.

H. If any request cannot be responded to completely, respond to it to the extent possible, specify the portion(s) that cannot be responded to, and explain why any such portion(s) cannot be responded to.

I. If you object to any request made herein as unduly broad, identify the categories of documents within the scope of the request that you believe are properly discoverable, produce all such documents, and state, with particularity, your reason for asserting that the remainder of the request seeks documents that are beyond the scope of permissible discovery.

J. Each request shall be construed independently and, therefore, no request shall be construed to limit any other request.

K. All documents produced should bear Bates labels.

L. If any document requested has been lost, discarded, or destroyed, such documents so lost, discarded, or destroyed shall be identified as completely as possible. Identification of such documents shall include, without limitation, the information required above regarding documents withheld under a claim of privilege, and date of disposal, manner of disposal, reason for disposal, person authorizing disposal, persons having knowledge of the disposal, and the persons disposing of the document.

M. These requests are continuing in nature. If further information, evidence, or documentation comes into your possession, custody, or control or is brought to the attention of you or your attorneys or agents at any time subsequent to the service of any responses or production of any documents, prompt and complete supplementation of the responses to these requests and the corresponding production is required pursuant to the Federal Rules of Civil Procedure.

N. Unless otherwise stated, the relevant time period for all requests is from September 1, 2009 to the present.

DEFINITIONS

A. "This action" means the action filed by the United States of America against AT&T, Inc., captioned *United States v. AT&T, Inc.*, Case Number 1:11-cv-01560, pending in the United States District Court for the District of Columbia.

B. "Communication" means the transmittal of information or request for information, including but not limited to any written contact between two or more people by such means as letters, memoranda, facsimile transmissions, and e-mails and oral contact between two or more people by such means as face-to-face meetings, telephone conversations, and voice mail.

C. "Company," "you," and "your" all mean Sprint Nextel Corporation and all persons or entities acting or that have acted on its behalf, including, but not limited to divisions, subsidiaries, holding companies, parents, successors, predecessors, and any other related entity as well as its officers, directors, trustees, present and former employees, agents, affiliates, joint ventures, partners, assigns, or any other representatives or other persons under their control, expressly including, but not limited to, Boost Mobile and Virgin Mobile.

D. "Complaint" means the Complaint filed in this action by the Plaintiffs.

E. "Documents" shall include all information producible under Rule 34, including, but not limited to, books, papers, records, letters, notes, schedules, tabulations, vouchers, accounts, statements, financial statements, balance sheets, income or revenue statements, debt summaries, profit-and-loss statements, spreadsheets, data bases, affidavits, memoranda, records, communications, electronic mail ("email"), voicemail, facsimiles, "text" or SMS/MMS messages, minutes, reports, abstracts, agreements, contracts, calendars, drafts, drawings, photographs, blueprints, slides, sketches, video recordings, audio recordings, charts, graphs and similar items, including originals, copies, or reproductions of any kind, and shall also include any kind of transcript, transaction, or recording of any audio or visual presentation or communication of any kind. The term "documents" shall further include other data compilations or electronically-stored information of any kind, including data or information that can be obtained or translated through detection devices or other means into any reasonably useable or readable format. All documents stored or maintained in an electronic form should be produced in the same electronic form in which they are stored or maintained in the regular course of business.

F. "Electronically-Stored Information" or "ESI" means all documents that are stored in any electronic medium from which information can be obtained.

G. "Person" means any person and includes natural persons, corporations, firms, partnerships, proprietorships, associations, joint ventures, firms and other enterprises or legal entities.

H. "Plaintiffs" means the Plaintiffs in this action: (a) the United States of America, (b) the State of New York, (c) the State of Washington, (d) the State of California, (e) the State of Illinois, (f) the Commonwealth of Massachusetts, (g) the State of Ohio, (h) the Commonwealth of Pennsylvania, and all of their respective divisions, officers, directors, present and former employees, agents and any other persons acting on their behalf.

I. "Relating to" and "relate to" mean concerning, constituting, regarding, referring to, describing, discussing, embodying, evidencing, memorializing, mentioning, recording, studying, analyzing, reflecting, pertaining to, supporting, refuting, or with respect to.

J. "AT&T" means AT&T, Inc. and all persons or entities acting or that have acted on its behalf, including but not limited to divisions, subsidiaries, holding companies, parents, successors, predecessors, and any other related entity as well as its officers, directors, trustees, present and former employees, agents, affiliates, joint ventures, partners, assigns, or any other representatives or other persons under their control.

K. "T-Mobile" means T-Mobile USA, Inc., and all persons or entities acting or that have acted on its behalf, including but not limited to divisions, subsidiaries, holding companies, parents, successors, predecessors, and any other related entity as well as its officers, directors, trustees, present and former employees, agents, affiliates, joint ventures, partners, assigns, or any other representatives or other persons under their control.

L. "Transaction" refers to the proposed merger between AT&T, Inc. and T-Mobile USA, Inc.

- M. "Cell Site" refers to a site where antennas and other electronic communications equipment are located to create a cell in a cellular network.
- N. "ARPU" means average revenue per user.
- O. "Brand Image" means customer perceptions, brand awareness, or "net promoter score" for any mobile wireless service provider.
- P. "Churn" or "Churn Rate" means any measure of mobile wireless customers who discontinue their use of a provider's mobile wireless services.
- Q. "CMA" means cellular marketing area.
- R. "CRU" means corporate responsibility user.
- S. "DAS" means distributed antenna system.
- T. "DMA" means Designated Market Area.
- U. "Device" means any mobile devices used to access mobile wireless services, including but not limited to cellular phones, smartphones, e-book readers, and tablet computers.
- V. "iDAS" means indoor distributed antenna system.
- W. "IRU" means individual responsibility user.
- X. "Mobile wireless service provider" or "provider" means any entity providing mobile wireless services, including entities offering any mobile wireless service as a reseller of such services.
- Y. "Mobile wireless services" or means mobile wireless voice, data, or text services.
- Z. "MSA" means metropolitan statistical area.
- AA. "Network for mobile wireless services" refers to the network on which mobile wireless voice, data, or text services are provided.
- BB. "Network Quality" refers to the measurement of voice accessibility, retainability, voice quality, or reliability of a wireless network.
- CC. "Network Speed" refers to the measurement of download speed or upload speed of a wireless network.
- DD. "oDAS" means outdoor distributed antenna system.
- EE. "Porting" means mobile wireless customers who discontinue their use of a provider's mobile wireless services and transfer their telephone number to another provider.
- FF. "RSA" means rural service area.

GG. "Smartphone" refers to any mobile device that combines the functionality of a mobile telephone with a handheld computer, including but not limited to devices utilizing RIM's BlackBerry OS, Apple's iOS, Google's Android, Microsoft's Windows Phone, or Nokia's Symbian.

HH. "Sub-national" refers to any area or region of the United States smaller than the entirety of the United States, including, but not limited to, CMAs, RSAs, MSAs, DMAs, counties, zip codes, and local, regional, state, or engineering markets.

REQUESTS FOR PRODUCTION TO SPRINT

1. All requests, whether formal or informal, for information relating to the Transaction, from: (a) the U.S. Department of Justice, (b) the Federal Communications Commission, (c) the Office of the State Attorney General of any state, (d) the public utilities commission of any state, or (e) any other federal, state or local government entity.
2. All documents the Company produced to and any correspondence or communication with: (a) the U.S. Department of Justice, (b) the Federal Communications Commission, (c) the Office of the State Attorney General of any state, (d) the public utilities commission of any state, or (e) any other federal, state or local government entity relating to the Transaction.
3. All documents analyzing the Transaction, including, but not limited to:
 - documents evaluating or analyzing the potential impact of the Transaction on the Company or on consumers, other mobile wireless service providers, or any other party;
 - financial, economic, engineering or technical models analyzing the effects of the Transaction on price, quality, capacity, supply or demand conditions, or any other economic variable, including any evaluations or analyses of the efficiencies generated by the Transaction;
 - documents evaluating or analyzing the impact of the Transaction on innovation in the mobile wireless business;
 - documents relating to the Company's plans to compete with AT&T and other mobile wireless service providers post-Transaction;
 - documents evaluating or analyzing any actions the Company might take in response to the Transaction;
 - documents relating to actions contemplated by the Company or any plans it has formulated or considered, including any business combination with T-Mobile, in the event the Transaction is not consummated.

4. All documents relating to the Company's consideration of any merger, acquisition, joint venture, or other business combination with T-Mobile, including, but not limited to:

- documents reflecting, referring or relating to the Company's reasons for seeking such a transaction with T-Mobile, and any benefit or efficiency contemplated from the transaction;
- communications, discussions, or negotiations between the Company and T-Mobile;
- documents that reflect financial, economic, engineering or technical models analyzing the effects of the proposed combination on price, quality, capacity, supply or demand conditions, or any other economic variable;
- documents discussing the reasons that the transaction did not take place; or
- documents evaluating or analyzing the potential impact of such a business combination on: (a) the Company, (b) its customers, subscribers or consumers, (c) its investors, (d) its network for mobile wireless services, (e) customers, subscribers or consumers of other mobile wireless service providers, (f) other mobile wireless service providers, or (g) competition and innovation in the mobile wireless ecosystem.

5. All documents relating to transactions entered into from January 1, 2004 through the present involving: (a) Nextel, (b) Virgin Mobile, (c) Clearwire, or (d) any other mobile wireless provider, that: (i) the Company submitted to the U.S. Department of Justice in response to Item 4(c) of the Notification and Report Form filed by the Company pursuant to the Hart-Scott-Rodino Antitrust Improvement Act, or (ii) reflect any analysis of anticipated or achieved efficiencies or synergies for such transaction.

6. All documents analyzing, discussing, or assessing T-Mobile's competitive position or significance.

7. All documents regarding the Company's efforts, through each of its Sprint, Boost Mobile or Virgin Mobile brands, to target or solicit T-Mobile customers, including documents analyzing the actual or potential impact of such activities.

8. All documents relating to any actual or proposed competitive response by the Company (as a whole or through its Sprint, Boost Mobile, or Virgin Mobile brands) to T-Mobile's rate plans, pricing, advertising, service offering, device offering, or network offering nationally or in any sub-national area.

9. All documents relating to any actual or proposed competitive response by the Company (as a whole or through its Sprint, Boost Mobile, or Virgin Mobile brands) to the rate

plan, pricing, advertising, service offering, device offering, or network offering of MetroPCS, Leap, US Cellular, Cellular South, or any other wireless provider nationally or in any sub-national area.

10. All business plans or other strategic plans relating to the Company's mobile wireless services (for the Company as a whole or through its Sprint, Boost Mobile, or Virgin Mobile brands) including, but not limited to, plans to enter or expand service into any geographic area, plans to improve or increase market share (in total or in any segment), research and development plans, marketing plans, plans to introduce new services, devices, or products, or plans to improve existing services, products, or network capacity or quality.

11. All documents relating to the Company's ability to compete (as a whole and separately for its Sprint, Boost Mobile, or Virgin Mobile brands) with AT&T, T-Mobile, Verizon, MetroPCS, Leap, or other mobile wireless service providers, including, but not limited to, any competitive assessment or other description, analysis, or comparison with respect to device offerings, network quality, features and functionality, pricing, churn, customer service, or other dimension of competition.

12. All studies, reports, or analyses that reflect the Company's, any other mobile wireless service provider's, or wireless industry: (a) forecasts of usage demand for mobile wireless services, (b) analyses or estimates of demand elasticities or other studies of such demand, or (c) the determinants of demand for mobile wireless services.

13. Documents sufficient to show any efforts by the Company to innovate or lead in the adoption of any devices, network technology, pricing plans, or any other innovation.

14. Documents sufficient to show all research and development activities in which the Company has engaged in the past two years or plans to engage in the next 18 months either independently or through joint ventures, partnerships, or other associations with other companies or entities, including, but not limited to: (a) any manufacturer of devices, (b) any developer of operating systems, (c) any developer of applications, or (d) any participant in the provision of any type of network technology.

15. Documents sufficient to identify the amount spent by the Company on: (a) national advertising, and (b) local advertising (in any sub-national area, provided separately by area) for any of the Company's mobile wireless services by month for the past three years.

16. Documents sufficient to show all promotional or other advertising materials created or used within the past two years that compare the Company's mobile wireless services (through any of its Sprint, Boost Mobile, or Virgin Mobile brands) with services offered by any other mobile wireless service provider on a national or sub-national level, including, but not limited to, comparisons based on price, network quality, device portfolio, or customer service.

17. All analyses, reports, studies or market research reports (including, but not limited to, demographic and psychographic surveys) of consumers, subscribers, or customers relating to: (a) consumer, subscriber or customer preferences or behavior in selecting mobile wireless service providers; (b) the Company's brand image (including the Sprint, Boost Mobile, and Virgin Mobile brands); (c) the mobile wireless services provided by the Company (including

through its Sprint, Boost Mobile, and Virgin Mobile brands), including, but not limited to, network speed or quality, voice or data coverage, or customer service or; (d) the services of any other mobile wireless service provider, including, but not limited to, network speed or quality, voice or data coverage, or customer service; or (e) the brand image of any other mobile wireless service provider.

18. Documents sufficient to show: (a) all rate plans the Company has offered (through each of its Sprint, Boost Mobile, and Virgin Mobile brands) at retail to consumers from January 1, 2008 to the present for any voice, text, and/or data service, including, but not limited to, the rate plan price, type of service, the terms and conditions applicable to the rate plan, the types of customers to whom the rate plan was available, geographic area in which the rate plan was available, and the time period during which the rate plan was available; (b) the reasons for and impact of any rate plan change by the Company, (c) the factors the Company uses to set its pricing, and (d) any competitive responses to such rate plan change by any other mobile wireless service provider.

19. Documents sufficient to show all bids the Company has submitted for mobile wireless services to business or government entities over the past three years, whether or not the bid was successful, including, but not limited to, documents sufficient to show for each such bid: (a) the name of the entity; (b) the date the Company submitted its bid; (c) the terms of the bid; (d) the total contract value; (e) the number of lines; (f) the geographic scope; (g) the scope of services requested; and (h) whether the Company was awarded the contract, and if not, the identity of the winning bidder, if known.

20. Documents sufficient to show for each of the Company's business and government subscribers, by year for the past three years, the total lines, total revenue, geographic locations, product or services purchased, price, and payment arrangements.

21. Documents sufficient to show: (a) the identity of your business and government customers; (b) the number of the Company's IRU and CRU subscribers, separately, by month for the past three years, (c) the Company's ARPU for IRU and CRU subscribers, separately, by month for the past three years, (d) the Company's churn rate for IRU and CRU customers, separately, on a national basis and any sub-national basis tracked by the Company by month for the past three years, and (e) the percentage of government or business contracts that include Push-To-Talk service.

22. All documents evidencing business or government wireless service RFPs or other opportunities in which T-Mobile bid for the business or was a factor the Company considered or responded to in its offering.

23. Documents sufficient to show by year for each of the past five years both nationally and in any sub-national area tracked by the Company: (a) the number of cell sites (i) in service on the Company's network today, (ii) deployed in the last five years, or (iii) located on third party structures and/or collocated with carriers or other third parties, (b) where the cell sites are deployed, (c) the length of time required to deploy the cell sites, (d) the number and location of proposed cell sites that the Company has sought to deploy but has abandoned or not yet

completed deployment and the reasons for any such abandonment or lack of completion, and (e) plans for deployment of cell sites in the next five years.

24. Documents sufficient to show by year for each of the past five years: (a) the number of DAS deployments (i) in service on the Company's network today, (ii) deployed in the last five years, (b) the location of the DAS deployments, (c) the length of time required for the DAS deployments, (d) the number and location of proposed DAS deployments that the Company has abandoned or not yet completed deployment and the reasons for any such abandonment or lack of completion, and (e) plans for DAS deployment in the next five years.

25. Documents sufficient to show by year for each of the past five years: (a) the number of Wi-Fi hotspots (i) in service on the Company's network today, (ii) deployed in the last five years, (b) where the Wi-Fi hotspots are deployed, (c) the length of time required to deploy the Wi-Fi hotspots, (d) the number and location of proposed Wi-Fi hotspots that the Company has sought to deploy but has abandoned or not yet completed deployment and the reasons for any such abandonment or lack of completion, and (e) plans for deployment of Wi-Fi hotspots in the next five years.

26. Documents sufficient to show by year for each of the past five years: (a) the number of femtocells (i) in service on the Company's network today, (ii) deployed in the last five years, (b) where the femtocells are deployed, (c) the length of time required to deploy the femtocells, (d) the number and location of proposed femtocells that the Company has sought to deploy but has abandoned or not yet completed deployment and the reasons for any such abandonment or lack of completion, and (e) plans for deployment of femtocells in the next five years.

27. All documents relating to the Company's requirements for leasing or acquiring cell sites, including, but not limited to, any analyses or plans to do so and the costs and timing involved.

28. All documents relating to the Company's analysis, use, or consideration of "heterogeneous networks" as that term is used on pages 99 and 105 of the Company's Petition to Deny the Transaction, filed with the FCC.

29. Documents sufficient to show all actual or proposed plans for future upgrades or expansions of the Company's mobile wireless voice or data network, including, but not limited to, any future deployment of 4G network technology (through LTE technology, WiMAX, or other 4G technology), allocation or acquisition of spectrum (directly or through affiliates, subsidiaries, or other related companies), alternative backhaul arrangements, network deployment cost projections, and network infrastructure build-out plans.

30. Documents sufficient to show the Company's efforts to migrate subscribers across network technology platforms (*e.g.*, from 2G to 3G; from 3G to 4G), including, but not limited to, any plans for such migration, any efforts undertaken to induce such a migration, any plans to sunset 2G services, and any analyses of the impact of such efforts.

31. All documents relating to any proposed or actual network capacity sharing or leasing arrangements by the Company, including, but not limited to, any analyses of spectrum

leasing options, roaming or network sharing arrangements, and the costs and feasibility of such options.

32. Documents sufficient to show the Company's forecast or other analysis of network capacity utilization at the national and sub-national level, including, but not limited to projections of "spectrum exhaust" or the point in time at which the capacity utilization becomes so high that the quality of service is significantly degraded.

33. Documents sufficient to show in detail the Company's relationship with Clearwire, including any governance rights or other legal rights with respect to Clearwire or Clearwire's spectrum assets, and any commercial arrangements between the Company and Clearwire including wholesale or resale agreements and spectrum leases.

34. All documents relating to the Company's plans with respect to Clearwire, including, but not limited to: (a) any plan or discussion of deploying or otherwise making use of Clearwire's spectrum assets in any geographic area, and the technology to be used in any such deployment; or (b) plans with respect to any 4G LTE network deployment, including any role of Clearwire or Clearwire's spectrum assets in any such plan.

35. All contracts, agreements, or documents reflecting negotiations with device manufacturers relating to exclusive or preferential rights for current or future device offerings, including, but not limited to, offerings of devices that are under development.

36. Documents sufficient to show smartphone sales and smartphone penetration, by year for the past three years, and projected sales and penetration in the next two years.

37. Organization charts sufficient to identify all employees of the Company: (a) with management-level responsibility for sales, marketing, pricing, network operations, (b) performing merger and acquisition strategic planning functions relating to the mobile wireless services offered by the Company, and (c) who are responsible for the negotiation of any agreements relating to the procurement of devices to be sold by the Company at retail.

38. Documents sufficient to show the Company's mobile wireless service demand forecasts for the next five years for the Company as a whole and for each of its Sprint, Boost Mobile, and Virgin Mobile brands, including forecasts of both subscriber growth and usage per subscriber growth (separately for voice, data, and text) by network generation (*e.g.*, 2G, 3G, 4G) and type of subscriber (post-paid vs. pre-paid) nationally and for any sub-national areas tracked by the Company.

39. Documents sufficient to show the value of a customer to the Company (as a whole and for each of its Sprint, Boost Mobile, and Virgin Mobile brands) over that customer's lifecycle including the costs associated with acquiring a customer initially, the lifetime costs of subscriber, and the lifetime revenue of a subscriber, separately by customer type (pre-paid, post-paid).

40. Documents sufficient to show the number of subscribers and share of subscribers, including the number of pre-paid, post-paid, wholesale and M2M/connected device subscribers,

for the Company and any other mobile wireless service providers, on a national basis and any sub-national basis tracked by the Company by month for the past three years.

41. Documents sufficient to show the number of gross additions, the number of net additions, share of gross additions, and share of net additions for the Company and any other mobile wireless service providers on a national basis and any sub-national basis tracked by the Company by month for the past three years.

42. Documents sufficient to show the Company's projections or forecasts for future market share, share of gross adds, share of net adds, or churn rate for the Company and any other mobile wireless service providers on a national basis and any sub-national basis tracked by the Company

43. Documents sufficient to show for the Company as a whole and separately for each of (a) the Sprint brand, (b) the Boost Mobile brand, and (c) the Virgin Mobile brand, ARPU, revenue per minute of use, revenue per bytes of data use, by category of plan and customer type (e.g., consumer, government or business, and pre-paid), on a national basis and any sub-national basis tracked by the Company by month for the past five years.

44. Documents sufficient to show the ARPU for new subscribers by month for their first two years of service for the Company as a whole and for each of its Sprint, Boost Mobile, and Virgin Mobile brands.

45. Documents sufficient to show the nature and amount of any discounts or promotions, including, but not limited to, device subsidies and termination fee waivers, offered by the Company on any mobile wireless service or device on a national basis and any sub-national basis by month for the past three years, and their effect on customer acquisition or retention for each of the Company's Sprint, Boost Mobile, and Virgin Mobile brands.

46. Documents sufficient to show the rate of churn, rate of porting, number of subscribers voluntarily terminating service (i.e. "disconnects"), and number of subscribers porting to any other mobile wireless service providers (including any "port-in" or "port-out" data) for the Company as a whole, and separately for the (a) Sprint brand, (b) the Boost Mobile brand, and (c) the Virgin Mobile brand, on a national basis and any sub-national basis tracked by the Company by month for the past three years.

47. All analyses of substitution, churn or switching among mobile wireless service providers for the Company, including, but not limited to: (a) analyses of the extent to which churn or switching is correlated with or due to pricing, network quality, customer service, or length of contract commitments, or the absence or availability of particular services or devices; or (b) analyses of the extent to which particular marketing or promotional efforts by the Company or any other mobile wireless service provider contributed to churn or subscribers switching to or from the Company.

EXHIBIT 1

Electronically-Stored Information Protocol

I. Definitions

- A. The definitions in Attachment A to the subpoena enclosed herewith are incorporated as if set forth fully herein.
- B. “Control number” means the unique number permanently affixed to each page of a document produced in TIFF-image format in litigation and means the unique number appearing as the file name of a document produced in litigation where the document is produced in native format.
- C. “Custodian” means a person who had custody of information or a document prior to collection for production.
- D. “Electronic document” shall mean any document existing in electronic form, including but not limited to word processing files (e.g., Microsoft Word), computer presentations (e.g., PowerPoint slides), databases or spreadsheets (e.g., Excel), together with the metadata associated with each such document.
- E. “Extracted text” is the equivalent of the typed content of a text-based electronic document.
- F. “Load File” means a file or files issued with each production providing a map to the images and metadata or objective coding contained within the production.
- G. “OCR” or “optical character recognition” refers to the result of the process by which a hard copy document or an electronic document containing an image of text is analyzed by a computer for the purpose of creating a plain text electronic document that contains the

textual content gleaned and recognized from the original hard copy document.

H. “Metadata” shall include, but is not limited to, structured fields or information stored with or associated with a given file. Non-limiting examples of specific fields of metadata are set forth in the table at the end of this Exhibit I.

I. “Native file” shall mean the default format of a data file created by its associated software program. For example, by default Microsoft Excel will produce ‘.xls’ files, which is a native format for Excel. Microsoft Word produces files with a ‘.doc’ extension, which is a native format of Word.

II. General Format of Production

A. **Document Images.** Documents that are produced, whether originally stored in paper or electronic form, shall be produced in electronic image form in the manner as described below. AT&T reserves the right to request that an alternative format or method of production be used for certain documents, if such document is not susceptible to production in the format or methods of production addressed herein. In that event, AT&T and the producing party shall meet and confer to discuss alternative production requirements, formats, or methods.

B. **Control Numbering.** Each production document shall consist of a unique production prefix identifying the producing party and an 8-digit sequential number or range of numbers, as appropriate. (Example: [Prefix]_00000001). Where a document is produced in image format, such control number and any confidentiality legend shall be “burned” onto each document’s image at a location that does not unreasonably obliterate or obscure any information from the source document. Where a document is produced in native format, such control number shall constitute the filename (along with the appropriate file extension).

C. **Production Volume.** Each production shall be named using the production

prefix and a 3-digit sequential number. (Example: [Prefix]_001).

1. The production volume should be the first directory volume on the root of the production media.

2. Production volume shall be defined by the production date, not the amount of media that is contained in the production.

3. The production volume description shall include the production volume and the production date. (Example: [Prefix]_001-20110101).

D. **Production Media**. The production media shall bear the production volume and the following information on the label:

1. Case caption
2. Volume
3. Media count of production
4. Media creation data
5. Control number range
6. Confidentiality designation

E. **Production Directory**. Each production directory should contain the following 4 sub-directories, which shall be saved on the root of each production media (CD/DVD or HD):

1. **Images Directory**
 - a. Shall contain single-page TYPE VI TIFF (Black and White) at 300 DPI or compressed .jpg format at 300 DPI (Color).
 - b. Each image shall have the control number endorsed in the lower right-hand corner of the document and any confidentiality designation endorsed on the lower left corner of the document.
 - c. Each image file name shall correspond to the page's control number on the image.
2. **FullText Directory**

- a. Shall contain document-level FullText files and/or OCR (for scanned images, documents that originated in hardcopy, or redacted files).
- b. Name each .txt file with the control number labeled on the first page of each corresponding document (Example: [Prefix]_000000001.txt).
- c. FullText is defined by the print setting and standard FullText extraction tools.
- d. FullText should be processed to contain page breaks that match the corresponding image files.

3. LoadFiles Directory

- a. Shall contain the image load files for IPRO (.LFP), OPTICON (.OPT or .LOG) and SUMMATION (.DII).
 - (1) 1 load file each per production volume.
 - (2) Modify the image load files to reflect the image location information that is on the root of the production media.
 - (3) Name the files the same as the production volume. (EXAMPLE: [Prefix]_001.DII, [Prefix]_001.OPT, [Prefix]_001.LFP).
- b. Shall contain an extracted text control list file for summation (.lst).
 - (1) Format: DOC-ID, File Path\DOC-ID.txt. (Example: [Prefix]_000000001, D:\Fulltext\[Prefix]000000001.txt)
- c. Shall contain a data file (.DAT) that contains metadata fields.
 - (1) Use the following delimiters (standard Concordance delimiters):
 - (a) Field Separator: ASCII value (020) or [¶].
 - (b) Text Qualifier: ASCII value (254) or [b].
 - (c) Linebreak: ASCII value (174) or [®].
 - (2) Shall contain the metadata fields in the table at the end of this Exhibit 1.

4. DocLink Directory

- a. Shall contain native files for spreadsheets and presentation files (Excel and Power Point documents).
- b. Each file should be named with the control number labeled on the first image of each corresponding document (Example: [Prefix]_000000001.XLS)
- c. In addition to producing native files for spreadsheets and presentation files, a native file should be produced where the producing party cannot convert the native file to a TIFF image for production.

METADATA FIELDS

FIELDNAME	DESCRIPTION
PRODBEG	Beginning control number
PRODEND	Ending control number
BEGATTACH	Beginning control number of family member
ENDATTACH	Ending control number of family member
CUSTODIAN	If applicable, provide custodian or source information for the document
PGCOUNT	Total page count per document
TYPE	Document file type
DOCEXT	File extension of original document
TITLE	Subject of e-mail or title of attachment or electronic loose file
DOCDATE	Document last modified date or document sent date
DOCTIME	Document last modified time or document sent time
FILESIZE	Document file size in bytes
FILENAME	Attachment or electronic loose filename
AUTHOR	Author of document
RECIPIENT	Recipient of document
CC	Copies
BCC	Blind copies

FOLDERPATH	Location of documents
FILELINK	Location of native file in volume, if provided
SHA1HASH	SHA1 HASH of Electronic loose file or attachments
MESSAGEID	Internet message identifier
VOLUME	Production volume name
VOLDESC	Production volume description

ATTACHMENT B

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FILED

SEP 15 2011

Clerk, U.S. District & Bankruptcy
Courts for the District of Columbia

UNITED STATES OF AMERICA,

Plaintiff,

v.

AT&T INC., T-MOBILE USA, INC., and
DEUTSCHE TELEKOM AG,

Defendants.

Civil No. 11-01560 (ESH)

STIPULATED PROTECTIVE ORDER CONCERNING CONFIDENTIALITY

In the interests of (i) promoting an efficient and prompt resolution of this Action ; (ii) facilitating discovery by the Parties litigating this Action; and (iii) protecting the Parties' and non-parties' Confidential Information from improper disclosure or use, Plaintiff, the United States, and Defendants, AT&T, Inc., T-Mobile USA, Inc., and Deutsche Telekom AG, have stipulated to the provisions set forth below. Upon good cause shown, the Court, pursuant to Fed.

R. Civ. P. 26(c)(1)(G), ORDERS as follows:

A. DEFINITIONS

1. As used in this Order:

(a) "Confidential Information" means the portions of any Investigation Materials, documents, transcripts, or other material that contain any trade secret or other

confidential research, development, or commercial information, as such terms are used in Fed. R. Civ. P. 26(c)(1)(G).

(b) "Defendants" means AT&T, Inc., Deutsche Telekom AG, and T-Mobile USA, Inc., their divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing.

(c) "Disclosed" means shown, divulged, revealed, produced, described, transmitted, or otherwise communicated, in whole or in part.

(d) "Document" means documents or electronically stored information as defined in Fed. R. Civ. P. 34(a).

(e) "Investigation" means the Department of Justice's pre-Complaint inquiries into the proposed acquisition of T-Mobile USA, Inc. by AT&T, Inc.

(f) "Investigation Materials" means documents or transcripts of testimony that (i) any non-party provided to any Party either voluntarily or under compulsory process during the Investigation, (ii) any Party sent to any non-party during the Investigation, or (iii) that Defendants have provided to Plaintiff during the Investigation.

(g) "Parties" means collectively the plaintiff and defendants to this Action.

(h) "Person" means any natural person, corporate entity, partnership, association, joint venture, governmental entity, or trust.

(i) "Plaintiff" means the United States of America, the Antitrust Division of the United States Department of Justice, and representatives of the Antitrust Division of the Department of Justice.

(j) "Protected Person" means any person (including a Party) that has provided Investigation Materials or that, voluntarily or under compulsory process, provides any documents or testimony in this Action.

(k) "This Action" means the above-captioned action pending in this Court, including any pretrial, trial, post-trial, or appellate proceedings.

B. DESIGNATION OF CONFIDENTIAL INFORMATION

2. Within five business days after the Court's entry of this Order, Plaintiff shall send by email, facsimile, or overnight delivery a copy of this Order to each non-party Protected Person (or, if represented by counsel, the Protected Person's counsel) that provided Investigation Materials to Plaintiff.

If a non-party Protected Person determines that this Order does not adequately protect its confidential Investigation Materials, it may, within ten days after receipt of a copy of this Order, seek additional relief from the Court. If a non-party Protected Person seeks additional relief from the Court, the Investigation Materials for which additional protection has been sought will not be produced until the Court has ruled. No non-party Investigation Materials shall be produced to Defendants by Plaintiff until 11 days after a non-party's receipt of a copy of this Order unless, before then, the non-party Protected Person that produced the Investigation Materials indicates that it is satisfied with the terms of this Order. In these circumstances, Plaintiff shall produce to Defendants that non-party Protected Person's Investigation Materials as soon as feasible.

3. A Protected Person may designate as "Confidential Information" any information that it provides to any Party during this Action, to the extent such information constitutes Confidential Information as defined in Paragraph 1(a) of this Order. Such designations constitute a representation to the Court that such Protected Person believes, in good faith, that the

information so designated constitutes Confidential Information. Any production of documents or testimony not designated as Confidential Information will not be deemed a waiver of any future claim of confidentiality concerning such information if it is later designated Confidential Information pursuant to Paragraph 6 of this Order. However, any such subsequent designation will not retroactively prohibit the disclosure of any information for which disclosure was proper when made.

4. All transcripts of depositions and documents that Defendants provided to Plaintiff during the Investigation will be treated as Confidential Information without the need for further designation. Defendants may withdraw these designations at any time.

5. Designation as Confidential Information of deposition transcripts and documents produced during this Action is governed as follows:

(a) Whenever discovery is sought by subpoena from a non-party in this Action after entry of this Order, a copy of this Order shall accompany the subpoena.

(b) All transcripts of depositions taken in this Action after entry of this Order will be treated as Confidential Information in their entirety for 10 days after the date a copy of the final transcript has been made available to the deponent for review. Within three days of receipt of the final transcript, the Party that noticed the deposition shall provide the final transcript to the deponent. At any time during the 10 days following receipt of the final transcript, the deponent may designate testimony as Confidential Information, in compliance with Paragraph 3 of this Order. Such designations (with reference to the page(s) and line(s) of the final transcript) must be provided in writing by the person making such designations to Plaintiff's and Defendants' counsel.

(c) A Protected Person that designates as Confidential Information any document produced in this Action after entry of this Order must stamp or label each confidential page of each document with the designation "CONFIDENTIAL." If the entire document is not Confidential Information, the Protected Person shall stamp or label only those pages that contain Confidential Information. Where Confidential Information is produced in electronic format on a disk or other medium that contains exclusively Confidential Information, the "CONFIDENTIAL" designation may be placed on the disk.

6. If a Party or Protected Person inadvertently fails to designate as Confidential Information any documents or testimony, it may later so designate by notifying the Parties in writing. After receiving such notice, the Parties shall thereafter treat the newly designated information as Confidential Information. No prior disclosure of newly designated Confidential Information shall violate this Order. However, in such circumstance, the disclosing Party will cooperate with the Protected Person to retrieve copies distributed beyond as permitted by this Order and otherwise take reasonable steps to mitigate the disclosure.

7. If a Party receives a confidentiality waiver to allow a deponent that is not related to the waiving Party to be questioned on information that would otherwise be Confidential Information, that waiver (including identification of the specific Confidential Information to which it pertains) must be disclosed to counsel for all other Parties as soon as practicable, but no later than two business days prior to the deposition of the witness in question, unless good cause for a later disclosure is shown.

8. Any Party that objects to the designation as Confidential Information of any documents or transcripts may notify the designating person in writing, copying all Parties. The designating person shall then have 10 days from receipt of the notification to file a motion

seeking a Court order upholding the designation. The burden of proving that the designation is proper under Rule 26(c)(1)(G) shall be upon the person seeking to uphold the designation. If a motion is filed, the Parties shall continue to treat the designated Confidential Information at issue as Confidential Information until the Court rules on the motion. If the designating person does not seek an order within 10 days of receiving notice, or if the Court determines the designation of Confidential Information to have been inappropriate, the challenged designation shall be rescinded.

C. SCOPE OF DISCLOSURE OF CONFIDENTIAL INFORMATION

9. Except as authorized by this Order, information designated as Confidential Information pursuant to this Order shall not be disclosed to any person other than the persons set forth below, and may be disclosed to and used by the persons set forth below only in this Action:

(a) the Court and all persons assisting the Court in this Action, including law clerks, court reporters, and stenographic or clerical personnel;

(b) United States Department of Justice attorneys and employees, and independent contractors retained by the United States Department of Justice to assist in the prosecution of this litigation or otherwise assist in its work;

(c) outside counsel acting for Defendants in this Action, that counsel's employees, and independent contractors assisting such outside counsel in the defense of this Action;

(d) authors, addressees, and recipients of particular information designated as Confidential Information solely to the extent that they have previously had lawful access to the particular information disclosed or to be disclosed;

(e) persons (and their counsel) Plaintiff or Defendants believes, in good faith, to have had prior access to the Confidential Information, or who have been participants in a communication that is the subject of the Confidential Information and from whom verification of or other information about that access or participation is sought, solely to the extent of disclosing such information to which they may have had access or that is the subject of the communication in which they may have participated; provided that, unless and until the persons or their counsel confirms that the persons had access or were participants, only as much of the information may be disclosed as may be necessary to confirm the persons' access or participation; and

(g) testifying or consulting experts retained by a Party to assist in the prosecution or defense of this Action, including employees of the firm with which the expert or consultant is associated or independent contractors to the extent necessary to assist the expert's work in this Action.

Defendants wish to designate up to ten (total) in-house lawyers to have access to Confidential Information. The Parties have not addressed this issue in this Order due to, among other issues, the need to allow non-parties to be heard on the issues surrounding the production of their confidential materials. Defendants reserve the right to move the Court to permit such access. Non-parties, whose confidential materials have been produced to outside counsel for the Defendants subject to the terms of this Order, do not waive the right to contest Defendants' motion to permit in-house counsel to access these materials.

10. Before any information designated as Confidential Information may be disclosed to any person described in Paragraph 9(g) of this Order, he or she must first read this Order or must have otherwise been instructed on his or her obligations under the Order by this Court or counsel for a Party, and shall have executed the agreement included as Appendix A hereto.

Counsel for the Party making the disclosure must retain the original of such executed agreement for a period of at least one year following the final resolution of this Action. Each individual described in Paragraph 9 of this Order to whom information designated as Confidential Information is disclosed must not disclose that Confidential Information to any other individual, except as provided in this Order.

11. Nothing in this Order:

(a) limits a person's use or disclosure of its own information designated as Confidential Information;

(b) prevents disclosure of Confidential Information by any Party to any current employee of the person that designated the information as Confidential Information;

(c) prevents disclosure of Confidential Information by any Party with the consent of the person that designated the Confidential Information; or

(d) prevents the Plaintiff, subject to taking appropriate steps to preserve the further confidentiality of such information, from disclosing information designated as Confidential Information (i) to duly authorized representatives of the Executive Branch of the United States Government; (ii) in the course of any other legal proceedings in which the Plaintiff is a party; (iii) to secure compliance with a Final Judgment that is entered in this Action; (iv) for law enforcement purposes; or (v) as may be required by law.

D. DISCLOSURE OF CONFIDENTIAL INFORMATION IN THIS ACTION

12. If any documents or testimony designated under this Order as Confidential Information is included in any pleading, motion, exhibit, or other paper to be filed with the Court, the Party seeking to file such material shall follow the procedures set forth in LCvR 5.1(j) of the Rules of the United States District Court for the District of Columbia. Nothing in this

Order shall restrict any person, including any member of the public, from challenging the filing of any Confidential Information material under seal.

13. Disclosure at trial of documents and testimony designated as Confidential Information is governed as follows:

(a) Absent a ruling by the Court to the contrary, documents or deposition testimony designated as Confidential Information by a Party or non-party that appear on an exhibit list or in deposition designations, that are admitted into evidence at trial, will be disclosed on the public record, and any examination relating to such information will likewise be disclosed on the public record, after compliance with the following process:

(i) Within seven days after the Parties file pretrial exhibit lists and within seven days after the Parties file deposition designations, each Party shall ensure that each non-party receives a written notice of any exhibits or designated deposition testimony listed by that Party that the non-party designated as Confidential Information, including the document-production page numbers and/or page and line numbers of deposition testimony. The Party will inform the non-party that, absent objection, that Confidential Information may be disclosed on the public record.

(ii) If a Party or non-party objects to potential public disclosure of all or part of the information identified in the written notice, within seven days of the date on which it received the notice, the Party or non-party shall identify to the notifying Party the information designated as Confidential Information for which it seeks protection from public disclosure. The Party or non-party objecting to public disclosure and the notifying Party shall attempt to resolve their differences by, for example, redacting irrelevant Confidential Information. If no resolution is reached and the Party or non-party continues to object to potential public disclosure of the

information at trial, the Party or non-party must, within fourteen days after receipt of written notice, file a motion for additional protection.

(b) Absent a ruling by the Court to the contrary, documents or deposition testimony designated as Confidential Information by a Party or non-party that do not appear on an exhibit list or in deposition designations, that are admitted into evidence at trial, will be disclosed on the public record, and any examination relating to such information will likewise be disclosed on the public record, after compliance with the following process:

(i) A Party must alert the Court before doing so that it intends to use Confidential Information of a Party or non-party and that that Party or non-party is not on notice.

(ii) At that time, the Court will determine whether to seal the courtroom while such Confidential Information is being discussed.

(iii) Within one day after the Party uses that Confidential Information, that Party shall ensure that a non-party that designated the material receives a written notice of same. The Party will inform the non-party that, absent objection, that Confidential Information will be disclosed on the public record.

(ii) If the Party or non-party continues to object to public disclosure of the information at trial, the Party or non-party must, within seven days after receipt of written notice, file a motion for additional protection

13. All materials produced or exchanged in connection with this Action, including but not limited to Confidential Information, produced by a Party or non-party as part of this proceeding shall be used solely for purposes of the conduct of this Action and shall not be used for any business, commercial, competitive, personal, or other purpose.

14. Nothing in this Order shall prevent any person, including members of the public, from petitioning the Court for reconsideration of a determination that any trial proceedings shall not be on the public record.

E. PROCEDURES UPON TERMINATION OF THIS ACTION

15. Within 90 days after receiving notice of the entry of an order, judgment, or decree terminating this Action, all persons having received information designated as Confidential Information must either make a good-faith effort to return such material and all copies thereof to the person that produced it, or destroy all such Confidential Information and certify that fact in writing to that person. Counsel for the Parties will be entitled to retain court papers, deposition and trial transcripts and exhibits, and work product, provided that Plaintiff's employees and Defendant's counsel and such counsel's employees do not disclose the portions of court papers, deposition transcripts, exhibits, or work product containing information designated as Confidential Information to any person except pursuant to Court order or agreement with the person that produced the information designated as Confidential Information. All Confidential Information returned to the Parties or their counsel by the Court likewise must be disposed of in accordance with this Paragraph. Nothing in this Paragraph restricts the rights of the Plaintiff, under Paragraph 11 of this Order, to retain and use documents, information or other material designated as Confidential Information for law enforcement purposes or as otherwise required by law.

F. RIGHT TO SEEK MODIFICATION

16. Nothing in this Order prevents any person, including members of the public, from seeking modification of this Order, upon motion made pursuant to the rules of this Court.

SO ORDERED:

this 15 day of September, 2011.

BY THE COURT:



Ellen S. Huvelle
Ellen S. Huvelle
U.S. District Judge

EXHIBIT 2

United States Department of Justice

Antitrust Division
Washington, DC 20530

To: Sprint Nextel Corporation
6200 Sprint Parkway
Overland, Kansas 66251

Civil Investigative
Demand Number: -26488

This civil investigative demand is issued pursuant to the Antitrust Civil Process Act, 15 U.S.C. §§ 1311-1314, in the course of an antitrust investigation to determine whether there is, has been, or may be a violation of Section 1 of the Sherman Act, 15 U.S.C. § 1 or Section 7 of the Clayton Act, 15 U.S.C. § 18 by conduct, activities, or proposed action of the following nature: AT&T Inc.'s acquisition of T-Mobile USA, Inc.

You are required by this demand to produce all documentary material described in the attached schedule that is in your possession, custody, or control, and to make it available at your address indicated above for inspection and copying or reproduction by a custodian named below. You are also required to answer the interrogatories on the attached schedule. Each interrogatory must be answered separately and fully in writing, unless it is objected to, in which event the reasons for the objection must be stated in lieu of an answer. Such production of documents and answers to interrogatories shall occur on the 25th day of May, 2011 at 5:00 p.m.

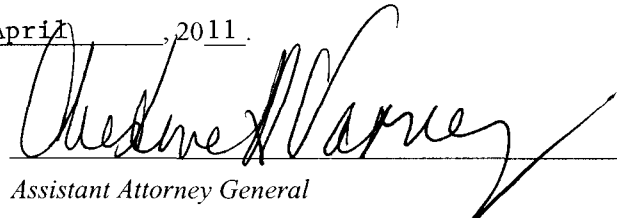
The production of documentary material and the interrogatory answers in response to this demand must be made under a sworn certificate, in the form printed on the reverse side of this demand, by the person to whom this demand is directed or, if not a natural person, by a person or persons having knowledge of the facts and circumstances relating to such production and/or responsible for answering each interrogatory.

For the purposes of this investigation, the following are designated as the custodian and deputy custodian(s) to whom the documentary material shall be made available and the interrogatory answers shall be submitted: Laury Bobbish (custodian) and Hillary Burchuk (deputy custodian), U.S. Dept. of Justice, Antitrust Division, Telecommunications and Media Enforcement Section, 450 Fifth Street NW, Suite 7000, Washington, DC 20530.

Inquiries concerning compliance should be directed to Claude F. Scott at 202-353-0378, Kathleen S. O'Neill at 202-307-2931, or Matthew C. Hammond at 202-305-8541.

Your attention is directed to 18 U.S.C. § 1505, printed in full on the reverse side of this demand, which makes obstruction of this investigation a criminal offense.

Issued in Washington, D.C., this 25th day of April, 2011.


Assistant Attorney General

18 U.S.C. § 1505. Obstruction of proceedings before departments, agencies, and committees

Whoever, with intent to avoid, evade, prevent, or obstruct compliance, in whole or in part, with any civil investigative demand duly and properly made under the Antitrust Civil Process Act, willfully withholds, misrepresents, removes from any place, conceals, covers up, destroys, mutilates, alters, or by other means falsifies any documentary material, answers to written interrogatories, or oral testimony, which is the subject of such demand; or attempts to do so or solicits another to do so; or

Whoever corruptly, or by threats or force, or by any threatening letter or communication influences, obstructs, or impedes or endeavors to influence, obstruct, or impede the due and proper administration of the law under which any pending proceeding is being had before any department or agency of the United States, or the due and proper exercise of the power of inquiry under which any inquiry or investigation is being had by either House, or any committee of either House or any joint committee of the Congress -

Shall be fined under this title or imprisoned not more than five years, or both.

Form of Certificate of Compliance*

I/We have read the provisions of 18 U.S.C. § 1505 and have knowledge of the facts and circumstances relating to the production of the documentary material and have responsibility for answering the interrogatories propounded in Civil Investigative Demand No. _____. I/We do hereby certify that all documentary material and all information required by Civil Investigative Demand No. _____ which is in the possession, custody, control, or knowledge of the person to whom the demand is directed has been submitted to a custodian named therein.

If any documentary material otherwise responsive to this demand has been withheld or any interrogatory in the demand has not been fully answered, the objection to such demand and the reasons for the objection have been stated in lieu of production or an answer.

Signature _____

Title _____

Sworn to before me this _____ day of _____, 20____.

Notary Public

*In the event that more than one person is responsible for producing the documents and answering the interrogatories, the certificate shall identify the documents and interrogatories for which each certifying individual was responsible. In place of a sworn statement, the above certificate of compliance may be supported by an unsworn declaration as provided by 28 U.S.C. § 1746.

CIVIL INVESTIGATIVE DEMAND SCHEDULE

Unless modified by agreement with the staff of the Department of Justice, each specification of this Demand requires a complete search of “the company” as defined in Paragraph “A” of the Definitions and Instructions which appear after the following specifications. If the company believes that the required search or any other part of the Demand can be narrowed in any way that is consistent with the Department’s need for documents and information, you are encouraged to discuss such questions and possible modifications with the Department representatives identified on the front page of this Demand. All modifications to this Demand must be agreed to in writing by those representatives. Please provide the response to Specification 1 of this Demand promptly, especially in relation to the company’s electronic data systems, to facilitate discussions about limiting the required search with the Department’s representatives before you begin your search.

SPECIFICATIONS

1. Submit:
 - (a) one copy of each organization chart and personnel directory in effect since January 1, 2009 for the company as a whole and for each of the company’s facilities or divisions involved in any activity relating to any relevant product or service;
 - (b) a list of all agents and representatives of the company, such as attorneys, consultants, investment bankers, product distributors, and sales agents, retained by the company in any capacity relating to the company’s interest in and efforts to acquire T-Mobile or to the development, production, marketing, or sales of any relevant product or service (excluding those agents and representatives retained solely in connection with environmental, tax, human resources, pensions, benefits, ERISA, or OSHA issues);
 - (c) a list of employees or agents most knowledgeable about the company’s electronic data systems and policies or practices regarding retention, storage, deletion, and archiving of electronic data, including e-mail. In the case of multiple systems with different capabilities or limitations, provide names of employees or agents knowledgeable about each system; and
 - (d) a list of any persons with management responsibility for any relevant product or service in any relevant area who has left the employment of the company within the last two years, and state each person’s: (1) former title; (2) former management responsibilities; and (3) last known business and e-mail addresses and telephone numbers.

2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state:

- (a) the company's total sales to all subscribers (including business subscribers, retail post-paid consumers, retail pre-paid subscribers, wholesale customers, computer and internet modem customers, telematics customers, mobile hotspot customers and any other mobile wireless device customers), in dollars, in minutes of use, in bytes of data use, in number of mobile wireless text services messages, average total revenue per user, average voice revenue per user, average mobile wireless text services revenue per user, average data revenue per user, average minutes of use, average mobile wireless text services per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;
- (b) the company's total sales to all business subscribers, in dollars, in minutes of use, in bytes of data use, in number of mobile wireless text services messages, average total revenue per user, average voice revenue per user, average mobile wireless text services revenue per user, average data revenue per user, average minutes of use, average mobile wireless text services per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;
- (c) the company's total sales to all retail post-paid subscribers (*i.e.*, non-business subscribers), in dollars, in minutes of use, in bytes of data use, in number of mobile wireless text services messages, average total revenue per user, average voice revenue per user, average mobile wireless text services revenue per user, average data revenue per user, average minutes of use, average mobile wireless text services per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;
- (d) the company's total sales to all retail pre-paid subscribers (*i.e.*, non-business subscribers), in dollars, in minutes of use, in bytes of data use, in number of mobile wireless text services messages, average total revenue per user, average voice revenue per user, average mobile wireless text services revenue per user, average data revenue per user, average minutes of use, average mobile wireless text services per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;
- (e) the company's total sales to all wholesale customers, in dollars, in minutes of use, in bytes of data use, in number of mobile wireless text services

messages, average total revenue per user, average voice revenue per user, average mobile wireless text services revenue per user, average data revenue per user, average minutes of use, average mobile wireless text services per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;

- (f) the company's total sales to all computer and wireless modem subscribers, both in dollars and in bytes of data use, average total revenue per user, average data revenue per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;
- (g) the company's total sales to all telematics subscribers, in dollars, in minutes of use, in bytes of data use, in number of mobile wireless text services messages, average total revenue per user, average voice revenue per user, average mobile wireless text services revenue per user, average data revenue per user, average minutes of use, average mobile wireless text services per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;
- (h) the company's total sales to all mobile hotspot subscribers, both in dollars and in bytes of data use, average total revenue per user, average data revenue per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;
- (i) the company's total sales to all other connected device subscribers, both in dollars and in bytes of data use, in number of mobile wireless text services messages, average total revenue per user, average data revenue per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers;
- (j) the company's total capacity to provide such service, in units customarily used by the company; and
- (k) the company's average operating costs, stated separately by fixed and variable costs, average costs of acquiring a customer, average costs of serving a customer, average costs of serving a customer who uses a relevant service in a geographic area where the company does not offer mobile wireless services using the company's network, average cost per line, and average cost per minute of use.

The customer's or subscriber's billing zip code shall be used when determining the geographic area in which the customer or subscriber resides.

3. Identify each relevant product offered or sold by the company, and for each such relevant product, for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, and for each month since January 2007, state the company's sales to all customers, stated separately, in units and dollars, and for mobile wireless applications state the company's sales to all customers, stated separately, in dollars and downloads.

4. Provide a list by each county within each state, the District of Columbia, and each municipality within Puerto Rico, in electronic form, of each CMRS license that the company:

- (a) owns, manages, has contracted to acquire, or plans to sell;
- (b) owns a minority interest in or with which it is affiliated;
- (c) uses to provide wireless services to its customers or under which it provides services to customers under the company's brand via a joint venture or other business arrangement; or
- (d) leases to or from another person or entity.

The above holdings should be identified by market name, state, and county (and the District of Columbia and each municipality in the case of Puerto Rico), license number, market number (e.g., CMA, MTA, and/or BTA), spectrum type, block and amount, and the wireless technology format (e.g., CDMA, 1xRTT, EV-DO Rev. 0, EV-DO Rev. A, and WiMAX) employed in the provision of mobile wireless services to subscribers and the company's ownership share. Also, indicate whether the CMRS spectrum license has been sufficiently constructed so as to satisfy FCC build-out requirements, allow the company to offer service to the company's existing subscribers, or allow the company to actively solicit or market to new subscribers.

5. For each relevant service, relevant product, or mobile wireless application submit (a) one copy of all current selling aids and promotional materials and (b) all documents constituting or discussing advertising plans and strategies used for, or including information relating to, any relevant service or product in any relevant area.

6. Submit all documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application, including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; expansion or retrenchment plans; research and development efforts; plans to reduce costs, improve services or products, improve service quality, improve capacity to transmit mobile wireless services, introduce new services or products, including, but not limited to Long Term Evolution ("LTE"), introduce new services or products, or otherwise become more competitive; and presentations to management committees, executive committees, and boards of

directors. For regularly prepared budgets and financial projections, the company need only submit one copy of final year-end documents for 2009 and 2010 and cumulative year-to-date documents for 2011.

7. Submit all documents relating to competition in the provision of any relevant service, relevant product, or mobile wireless application in any relevant area, including, but not limited to, market studies, analyses, forecasts and surveys, and all other documents relating to:

- (a) the sales, market share or competitive position of the company or any of its actual or potential competitors, however measured;
- (b) the relative strength or weakness of companies providing or planning to provide such service or product, including, but not limited to, any description or analysis of offerings, advertising and marketing efforts, network quality (e.g., drive-tests and other reports), studies discussing the benefits of handset exclusivity, the impact of an exclusive agreement to distribute a wireless device, subscriber counts, market shares, gross additions, gross deactivations, net additions, or churn (including, but not limited to, any Current Analysis and Nielsen reports or National Service Assurance Reports);
- (c) supply and demand conditions;
- (d) numbers of customers, revenue, average revenue per user, and revenue per minute of use, revenue per bytes of data use, by category of plan and customer type (e.g., consumer, business, and prepaid), aggregated nationally, regionally, or locally;
- (e) loss of customers to other mobile wireless services providers and any attempts to win customers from other mobile wireless services providers or stem losses of customers to other persons, including, but not limited to:
 - (i) churn data and any analyses or report thereof, including, but not limited to, analyses on the correlation of churn with quality, length of contract commitments, and price or other factors;
 - (ii) data or studies indicating that a customer left or switched to the company because of pricing, network quality, customer service, or the absence or availability of particular services or devices (including, but not limited to, figures on subscribers lost or gained); and
 - (iii) documents relating to the company's experience or success in obtaining customers through marketing or promotions targeted at particular mobile wireless services providers, particular geographic

areas, particular wireless devices or types of customers (including, but not limited to, the offers made and the amount spent on the marketing effort, the number of new subscribers gained, average churn rates for such subscribers and revenue realized by the company);

- (f) sales negotiations or promotional offerings involving attempts to meet competition;
- (g) how consumer or business customers or competitors view or perceive wireless services or devices offered by the company (including, but not limited to, customer service, network quality, offering services at a particular rate, the impact of not offering particular wireless services or devices, the impact of pricing on decisions to take any relevant service or any relevant product, variation in subscribers' usage patterns across different pricing plans and devices, and roaming);
- (h) allegations by any person that any company that sells or provides any relevant service or product is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits, and federal and state investigations;
- (i) the role of innovation in competition or any actual or potential competition between or among any persons relating to improvements or innovations in mobile wireless services, their features, functions, ease of operation, performance, cost, or other advantages to users of the services;
- (j) the role of reliability and reputation in competition or any actual or potential competition between or among any persons relating to any relevant service or product;
- (k) any actual or potential effect on the supply, demand, cost or price of any relevant service or product as a result of competition from any new entrant or other service (including, but not limited to, Wi-Fi, WiMAX, VoIP, LTE, local telephone service, long distance telephone service, and internet access service) regarded by customers as a potential substitute;
- (l) the company's analysis of, or response to, actual or potential competition or entry in each relevant service or product within any relevant area, including, but not limited to, documents relating to the company's policies and strategies before government entities; and
- (m) the Proposed Transaction.

8. Submit all documents created or received by the company, with respect to the provision of any relevant service or product within any relevant area, relating to:

- (a) price lists, pricing plans, pricing policies, pricing forecasts, pricing strategies, pricing analyses, and pricing decisions;
- (b) any discussion of the company's prices and their relationship to actual or forecasted prices of potential competitors;
- (c) promotions, discounts, or other incentive programs to attract or retain customers and any discussion of their effect on customer acquisition or retention; and
- (d) analyses of possible benefits or costs associated with the offering of terms of sale targeted at an area or group of areas smaller than the United States as a whole compared to offering a common pricing structure for a larger group of areas, such as the United States as a whole.

In relation to pricing plans in sub-part (a), submit all pricing plans offered by the company from January 1, 2006 to the present, and state the dates that each price or price plan was introduced and terminated, the number of subscribers on each price plan, and the geographic area in which each price or price plan was available.

9. With respect to each relevant service, relevant product or mobile wireless application in any relevant area, submit one copy – in electronic form if available, otherwise in hard copy – of each document, database, or data set used or maintained by the company at any time after January 1, 2007, without regard to custodian, that constitutes, records, or discusses: (a) discount requests or approvals; (b) sales personnel call reports; (c) meeting competition requests or approvals; (d) win/loss reports; (e) prices, quotes, estimates, or bids submitted to any customer; (f) the results of any bid or quote submitted to any customer or prospective customer; and (g) customer relationship databases. For each database or data set submitted in response to this specification, submit any accompanying data dictionary, and any software product or platform required to access the database or data set. All documents, databases, or data sets that contain information relating to any relevant area should be produced, even if they contain information relating to other areas.

10. With respect to each relevant service, relevant product or mobile wireless application in any relevant area, identify each electronic or other database or data set used or maintained by the company at any time after January 1, 2007, without regard to custodian, that contains information concerning the company's (a) products and product codes; (b) network facilities, including quality metrics and buildout of cell sites, towers, and other parts of the network; (c) sales; (d) average revenue per user; (e) subscriber acquisition costs; (f) prices; (g) margins; (h) costs, including but not limited to production costs, distribution costs, standard costs, expected costs, and opportunity costs; (i) patents or other intellectual property; (j) research or development projects; or (k) customers, including churn, subscriber acquisition cost, and

billing/subscriber information (*e.g.*, recurring and non-recurring charges, billing and service location, service plan, add-ons, devices, and usage) to the extent such customer information is not provided in response to Specification 9. For each such database, identify (i) the database type, *i.e.*, flat, relational, or enterprise; (ii) the size in both number of records and bytes of information; (iii) the fields, query forms, and reports available or maintained; and (iv) any software product or platform required to access the database. All databases or data sets that contain information relating to any relevant area should be identified, even if they contain information relating to other areas.

11. Submit a useable copy of each database or data set identified in response to Specification 10, any accompanying data dictionary, and any software product or platform required to access the database or data set. For each database or data set identified in response to Specification 10 that contains cost or margin information, submit one copy of each regularly produced (no more frequently than in four-week periods) report generated using that database since January 1, 2009, and any documentation that defines, describes or explains the calculation in any terms, measures, or aggregations appearing on the materials provided.

12. Submit all documents (except engineering and architectural plans and blueprints) discussing any plans of the company or any other person for the construction of new mobile wireless services network facilities in each relevant area, or improvements to the company's current wireless services network, including, but not limited to, coverage expansions, capacity enhancements, ways to improve spectral efficiency, new cell sites, cell site upgrades, sectorization, antenna modifications, tower maintenance and improvements, transport upgrades, and switching upgrades.

13. Submit all documents (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues) relating to the company's interest in, plans to and efforts to acquire T-Mobile and provide:

- (a) a description of (including the rationale for, and identification of all documents directly or indirectly used to prepare the company's response to this sub-part) all plans for changes in the company's and T-Mobile's operations, structure, policies, strategies, corporate goals, financing, and business, network loads and signaling, employees or any other area of corporate activity if the company had acquired T-Mobile; and
- (b) a description of, and all documents relating to, each efficiency (including cost savings, improved network quality, new product or service introductions, improved spectral efficiency, reductions in call center and customer care costs, and service or product improvements) that the company anticipates would have resulted if the company had acquired T-Mobile relating to any relevant service or product or which is inextricably linked to any relevant service or product, including in the description: (i) the steps that the company anticipated taking to achieve the efficiency, the risks involved in achieving the efficiency, and the time and costs required

to achieve it; (ii) a quantification of the efficiency and an explanation of how the quantification was calculated; (iii) an explanation of how the acquisition of T-Mobile would have allowed the company to achieve the efficiency; (iv) each alternative to the company's acquisition of T-Mobile by which the company could have achieved the efficiency and each reason why the company could not achieve the efficiency without the acquisition of T-Mobile; and (v) the identity of each person (including the person's title and business address) employed or retained by the company with any responsibility for achieving, analyzing, or quantifying the efficiency described. For efficiencies that involve cost savings, state separately the one-time fixed cost savings, recurring fixed cost savings, and variable cost savings (in dollars per unit and dollars per year).

14. For each relevant service and each relevant product, provide:
 - (a) a description of each promotion, discount, or other incentive program advertised or offered by the company in the United States as a whole and in any geographic area smaller than the United States; and
 - (b) a list of each price plan for each relevant service and each relevant product as of January 1, 2007, January 1, 2008, January 1, 2009, January 1, 2010, January 1, 2011, and the date of this Demand, including the dates that each price or price plan was introduced and terminated, the number of subscribers on each price plan, and the geographic area in which each price or price plan was available.

15. For each relevant service in each relevant area:
 - (a) provide a list of the percentage of population that the company's mobile wireless services network covers ("Covered Pops") in each county within each state (alphabetically by state, then county) and each municipality within Puerto Rico, and whether the company is soliciting new subscribers in each county within each state (or municipality within Puerto Rico);
 - (b) provide a list of the percentage of the square miles and the percentage of the geographic area in each county within each state (alphabetically by state, then county) and each municipality within Puerto Rico, that the company's mobile wireless services network covers ("Covered Geographic Area"); and
 - (c) by month beginning January 1, 2009 to the present, state the company's churn rate, by both customer and device, including the number of customers and mobile telephone numbers lost or gained, and to or from which competitor the customers were lost or gained.

16. Provide documents sufficient to show, for each relevant area, the amount and type of spectrum required by the company to provide: (a) analog and digital mobile wireless voice services to the company's retail subscribers; (b) mobile wireless data services to the company's retail subscribers, identifying each relevant area where the company believes it lacks sufficient spectrum to provide mobile wireless data services to the company's retail subscribers; and (c) mobile wireless services to retail subscribers of other companies to whom you provide services pursuant to roaming contracts.

17. For each tower and other locations used for transmission of signals used to provide any relevant service owned by the company, state in the form of lists and network maps of sufficiently precise detail, a description of these tower and other locations, including, by state and county (and the District of Columbia and each municipality within Puerto Rico), the tower or location number, height and elevation, the locations, street addresses and longitude and latitude coordinates of each such location, the number of colocators and the number of spaces available for other mobile wireless service providers to place the equipment necessary for transmission of signals used to provide any relevant service.

18. Submit all agreements, formal or informal, between the company and any manufacturer of any relevant product or wireless operating system or platform, and all documents relating to these agreements and negotiation thereof.

19. Provide one unredacted copy of each submission made by the company related to the Proposed Transaction to the Federal Communications Commission ("FCC").

20. Submit documents sufficient to show the company's planned roll-out of LTE or WiMAX service, and identify by each relevant area and by state and county (and the District of Columbia and each municipality within Puerto Rico): (a) the planned relevant service coverage in terms of Covered Pops and Covered Geographic Area; and (b) the date or dates that the coverage described in your response to (a) is to be achieved.

21. For each relevant area, provide a list of each competitive RFP issued by a business or enterprise for mobile wireless services for which the company has submitted a bid, or considered submitting a bid, from January 1, 2007, to the present, and for each: (a) the name, address and telephone number of the company issuing the RFP; (b) the name and telephone number of the contact person or persons at the company issuing the RFP; (c) the value of the contract opportunity; (d) a description of the project; (e) the identity of any competitor who is believed to have submitted a response to the proposal; (f) the anticipated term of the contract (and, if known, the actual length); (g) whether the contract opportunity was winner-take-all (*i.e.*, single source) or multi-source; (h) whether the company submitted a bid; (i) whether the company won or lost the bid; (j) the reason the company lost, if applicable; and (k) the identity of the winning bidder (or bidders, if multi-source).

22. Provide all plans, studies, discussions, analyses, strategies, or policies, whether internally created or created by a third party, which relate to or discuss problems or difficulties providing any relevant service in any relevant areas, including, but not limited to:

- (a) spectrum utilization and efficiency;
- (b) any spectrum capacity constraints the company is currently facing or the company is projected to face in the future;
- (c) the amount and band of spectrum needed for the company to provide mobile wireless service based on LTE technology; and
- (d) the minimum viable scale, minimum viable spectrum control, the minimum and optimum network size, capacity utilization rate, requirements for multi-plant, multi-network, or vertically integrated operations, or other factors required to attain any available cost savings or other efficiencies necessary to compete profitably in the sale or provision of any relevant service.

23. For each relevant area and for each interest listed in response to Specification 4(b)-(d), submit all agreements, and any attachments or amendments thereto, between the company and any other provider of mobile wireless services in which the company has an equity interest, with which the company holds a franchise or resale agreement, for which the company manages any operations to provide mobile wireless services, from which the company has leased spectrum to provide mobile wireless services, or with which the company has entered into a joint venture, infrastructure sharing agreement, or similar arrangement to provide mobile wireless services in any way to your customers.

24. For each relevant area where the company provides mobile wireless services, provide maps where available (consult Department representatives to ensure it is provided in a form the Department can access), of the company's geographic coverage, and for each relevant service, distinguish between technological format (*e.g.*, CDMA, EDGE, EV-DO Rev. 0, EV-DO Rev. A, LTE, GSM, HSPA, HSPA+, and WiMAX) and relevant services offered.

25. Identify each of the company's marketing or advertising efforts relating to any relevant service or relevant product, for each year from 2009 to the present, and state separately for each:

- (a) the amounts spent on (1) local and (2) national advertising; and
- (b) for national advertising,
 - (i) the media vehicle utilized, including, but not limited to, television, newspaper, magazine, or internet;
 - (ii) the price paid stated separately for each media vehicle; and

- (c) the purpose for the campaign (*e.g.*, pricing plan, handsets, coverage, brand), and whether any specific provider or providers of mobile wireless services, any relevant product or any price plan was targeted by the campaign.

26. Submit documents sufficient to show and, to the extent not reflected in such documents, describe in detail the company's policies and practices relating to the retention and destruction of documents, and all policies or practices relating to the retention, storage, deletion, and archiving of electronic data, including e-mail.

27. Identify the person(s) responsible for preparing the response to this Demand and submit a copy of all instructions prepared by the company relating to the steps taken to respond to this Demand. Where oral instructions were given, identify the person who gave the instructions and describe the content of the instructions and the person(s) to whom the instructions were given. For each specification, identify the individual(s) who assisted in the preparation of the response, with a listing of the persons (identified by name and corporate title or job description) whose files were searched by each.

DEFINITIONS AND INSTRUCTIONS

For the purposes of this Demand, the following definitions and instructions apply:

A. The terms “you,” “the company,” means Sprint Nextel Corporation, its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (25 percent or more) or total ownership or control between the company and any other person.

B. The term “T-Mobile” means T-Mobile USA, Inc., its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (25 percent or more) or total ownership or control between T-Mobile and any other person.

C. The terms “and” and “or” have both conjunctive and disjunctive meanings.

D. The term “CMRS” and “commercial mobile radio service” means a radio service in which licensees provide mobile telecommunications services that are interconnected with the public-switched telephone network on a commercial basis as defined in Part 20 of the Federal Communication Commission rules.

E. The term “discussing” when used to refer to documents means analyzing, constituting, summarizing, reporting on, considering, recommending, setting forth, or describing a subject. Documents that contain reports, studies, forecasts, analyses, plans, proposals, evaluations, recommendations, directives, procedures, policies, or guidelines regarding a subject should be treated as documents that discuss the subject. However, documents that merely mention or refer to a subject without further elaboration should not be treated as documents that discuss that subject.

F. The term “documents” means all written, recorded, and graphic materials and all electronic data of every kind in the possession, custody, or control of the company. The term “documents” includes electronic correspondence, drafts of documents, metadata, embedded, hidden and other bibliographic or historical data describing or relating to documents created, revised, or distributed on computer systems, and all duplicates of documents (whether or not identical) in the files of or in the files maintained on behalf of all directors, officers, managers, or other supervisory employees, duplicates of documents in all other files that are not identical duplicates of the originals, and duplicates of documents the originals of which are not in the possession, custody, or control of the company. The term “documents” includes spreadsheets, as well as underlying cell formulae and other codes. The term “documents” also includes electronic mail messages and other documents and data stored in, or accessible through, computer or other information retrieval systems, such as personal computers, portable computers, workstations, minicomputers, personal data assistants, archival voice storage systems, group and collaborative

tools, electronic messaging devices, portable or removable storage media, mainframes, servers, backup disks and tapes, archive disks and tapes, and other forms of online or offline storage, whether on or off company premises. Unless otherwise specified, the term “documents” excludes bills of lading, invoices in non-electronic form, purchase orders, customs declarations, and other similar documents of a purely transactional nature and also excludes architectural plans and engineering blueprints.

G. The term “mobile wireless application,” also referred to as “application software” or “app,” means a computer program that enables one or more functions on a mobile wireless device running a mobile operating system (*e.g.*, Android, iOS).

H. The term “mobile telephone number” means the 10-digit telephone number assigned to an end-user used to access mobile wireless services.

I. The term “mobile wireless data services” means any telecommunications service using radio transmission between mobile or fixed stations and a network providing communication of packet data information, including, but not limited to, media message service, remote file access, status reporting, facsimile, and internet/intranet access. Provide information separately for prepaid, post-paid, wholesale, and all mobile wireless data services.

J. The term “mobile wireless services” includes mobile wireless voice services, mobile wireless text services, and mobile wireless data services.

K. The term “mobile wireless text services” means any telecommunications service using radio transmission between mobile or fixed stations and a network providing communication of numeric or alphanumeric messages, including, but not limited to, wireless messaging, short message service, or instant message service. Provide information separately for prepaid, post-paid, wholesale, and all mobile wireless text services.

L. The term “mobile wireless voice services” means mobile voice telecommunications services provided using radio transmission between mobile or fixed stations on a wireless basis to customers, other than fixed wireless services. Provide information separately for prepaid, post-paid, wholesale, and all mobile wireless voice services.

M. The term “person” includes the company and means any natural person, corporate entity, partnership, association, joint venture, government entity, or trust.

N. The term “plans” means tentative and preliminary proposals, recommendations, or considerations, whether or not finalized or authorized, as well as those that have been adopted.

O. The term “Proposed Transaction” means the proposed acquisition of T-Mobile USA, Inc. by AT&T Inc. which was announced on March 20, 2011.

P. The term “relating to” means in whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying, or stating.

Q. The term “relevant area” means, and information shall be provided separately for, each Basic Trading Area and the United States as a whole (including Puerto Rico).

R. The term “relevant product” means, and information shall be provided separately for, mobile wireless devices, within each of the categories (1) CDMA or 1xRTT networks (2G); (2) EV-DO Rev. 0 or EV-DO Rev. A networks (3G); and (3) LTE networks (4G), including:

- (1) mobile telephones: portable handset devices that support voice services only, provided over 2G networks;
- (2) feature mobile telephones: portable handset devices that support voice services as well as application features including, but not limited, to short message (“SMS”) and multimedia messaging (“MMS”) services, provided over 2G and 3G networks;
- (3) smartphones: portable handset devices, with advanced computing capability and connectivity sufficient to run complete operating system software (*e.g.*, Android, Blackberry, Windows phone) to support broadband data and video applications as well as voice, photographic, cinematic, and audio-visual media player services (including books, periodicals, movies, music, games), provided over 3G and 4G networks, as well as Wi-Fi access;
- (4) tablet PCs: portable devices (other than iPads) with a touchscreen input with a typical display size of 7" to 10", and advanced computing capability and connectivity sufficient to run complete operating system software (*e.g.*, Android, Windows) to support broadband data and video applications as well as photographic, cinematic, and audio-visual media player services (including books, periodicals, movies, music, games), provided over 3G and 4G networks, as well as Wi-Fi access;
- (5) netbook PCs: portable devices with a QWERTY keyboard input and typical display size of 6" to 12", and advanced computing capability and connectivity sufficient to run complete operating system software (*e.g.*, Android, Windows) to support broadband data and video applications as well as photographic, cinematic, and audio-visual media player services (including books, periodicals, movies, music, games), provided over 3G and 4G networks, as well as Wi-Fi access;
- (6) e-readers: portable personal computing devices with display sizes of 6" to 10" typically, with advanced computing capability and connectivity sufficient to enable users to shop for, purchase, download (including over 3G networks and Wi-Fi access), and display text, designed primarily for the purpose of reading books, newspapers, and periodicals;

- (7) “aircards” (also referred to as “laptop cards”): portable wireless modems that enable personal computing devices to connect to a mobile wireless network (typically 3G or 4G) in order to support and deliver voice, data, and video services;
- (8) mobile hotspots: network routing devices that enable portable, Wi-Fi-enabled handset and personal computing devices to connect to a mobile wireless network (typically 3G or 4G), in order to support and deliver voice, data, and video services; and
- (9) other mobile wireless devices not listed above. Describe the other devices included in this category.

S. The term “relevant service” as used herein means, and information shall be provided separately for,

- (1) mobile wireless services;
- (2) mobile wireless data services provided via, and information shall be provided separately for, the following technology formats:
 - a. CDMA;
 - b. 1xRTT;
 - c. EV-DO Rev. 0;
 - d. EV-DO Rev. A;
 - e. WiMAX; and
 - f. LTE;
- (3) mobile wireless voice services; and
- (4) mobile wireless text services.

T. The term “sales” means net sales in units or dollars, *i.e.*, total sales after deducting discounts, returns, allowances, and excise taxes. “Sales” includes sales of the relevant service or product whether provided or manufactured by the company itself or purchased from sources outside the company and resold by the company in the same form as purchased.

U. All references to year refer to calendar year. Unless otherwise specified, each specification that calls for documents requires the company to submit all responsive documents

that were created or received by the company, or in effect, after January 1, 2009. Where information, rather than documents, is requested, provide it separately for each year. Where yearly data is not yet available, provide data for the calendar year to date. If calendar year information is not available, supply the company's fiscal year data indicating the twelve-month period covered, and provide the company's best estimate of calendar year data.

V. Unless otherwise specified, this Demand requires the production of all responsive documents and data in the possession, custody, or control of the company on the date that this Demand was issued.

W. The response to this Demand shall be submitted in the following manner:

- (1) Documents produced shall be complete and, unless privileged, unredacted, submitted as found in the company's files (*e.g.*, documents that in their original condition were stapled, clipped, or otherwise fastened together, or maintained in separate file folders, shall be produced in such form). Documents submitted shall be produced in the order in which they appear in the company's files and shall not be shuffled or otherwise rearranged.
- (2) The company may submit photocopies (with color photocopies where necessary to interpret the document) in lieu of original hard-copy documents, provided that such copies are accompanied by an affidavit of an officer of the company stating that the copies are true, correct, and complete copies of the original documents.
- (3) Unless otherwise requested by a Department representative, electronic documents (*e.g.*, e-mail) and data shall be produced in electronic form only. Electronic documents and data shall be produced in a format that allows the Department to access and use them, together with instructions and all other materials necessary to use or interpret the data, including record layouts and data dictionaries. For data submitted electronically, submit a description of the data's source. For documents and data submitted electronically, each electronic media device must be labeled so as to identify the contents of that media device. For electronic media containing electronic documents, the label must state which custodian's documents are contained on the device and the document control numbers of those documents.
- (4) Mark each page of each document submitted – whether in hard-copy or electronic format – with corporate identification and consecutive document control numbers. Place all documents produced in hard-copy format in file folders. Mark each file folder with the company's corporate identification, the name of the person whose documents are in the folder and how the original file was labeled. If the company submits hard copies of electronic documents that have been printed from a common electronic

source, such as a central e-mail or document server or a backup disk, such documents must be submitted in file folders that are marked with (a) a description of the enclosed documents' electronic source (*e.g.*, "Documents from Backup Tape No. 3 for E-mail Server XYZ, 3/1/06 - 3/31/06"); and (b) the name of each natural person whose electronic documents are contained in that file folder.

- (5) In lieu of searching backup tapes or other media that are not reasonably accessible, but that may contain information responsive to this Demand, the company may elect to identify and preserve for the duration of the Department's investigation a select subset of such backup and other media, such subset to be approved in writing by Department representatives. In the event that Department representatives determine in their sole discretion that a search of the select subset of backup tapes is necessary, they shall so inform the company, which will be required to conduct a review of the subset and produce any responsive information contained therein.
- (6) Hard-copy documents shall be submitted in sturdy boxes not larger than 1.5 cubic feet. Number each box and mark each box with corporate identification and the name(s) of the person(s) whose files are contained in that box.
- (7) Provide any index of documents prepared by any person in connection with your response to this Demand. If the index is available in electronic form, provide it in that form.
- (8) If you intend to utilize any de-duplication software or services when collecting or reviewing information that is stored in the company's computer systems or electronic storage media in response to this Demand, or if the company's computer systems contain or utilize such software, you must contact the attorneys for the government to determine, with the assistance of the appropriate government technical staff, whether and in what manner the company may use such software or services.

X. Before you prepare documents or information for production in electronic form (*e.g.*, before you attempt to copy, for your response to this Demand, documents or information from an electronically stored source onto a disk or other electronic storage medium), you must contact a Department representative to arrange a meeting or conference call with the company's personnel who are familiar with the electronic files in which the documents or information are stored, to explain to Department representatives the manner in which the documents or information are stored, and the types of information that are available on the electronic source. Department representatives must approve the format and production method for electronic data in advance of the submission by the company of its response to this Demand.

Y. If search terms were used to conduct all or any part of the search, provide a list of search terms used, along with a glossary of industry and company terminology. In addition, describe the search methodologies and the applications used to execute the search.

Z. Any documents that are withheld in whole or in part from production based on a claim of privilege shall be assigned document control numbers (with unique consecutive numbers for each page of each document); for purposes of this instruction, each attachment to a document shall be treated as a separate document and separately logged, if withheld, and cross referenced, if produced. The company shall also provide a statement of the claim of privilege and all facts relied upon in support of the decision to withhold each document, in the form of a log that conforms with the requirements set forth below. The company is encouraged to propose categorical limitations to exclude certain classes of privileged documents from its log.

- (1) For each document identified on the company's privilege log, state:
 - a. the document's control numbers;
 - b. all authors of the document;
 - c. all addressees of the document;
 - d. all recipients of the document or of any copies of the document, to the extent not included among the document's addressees;
 - e. the date of the document;
 - f. a description of the subject matter of the document;
 - g. the nature or type of the privilege that the company is asserting for the document (*e.g.*, "attorney-client privilege");
 - h. the specification(s) of this Demand to which the document is responsive;
 - i. the document control number(s) of any attachments to the document, regardless of whether any privilege is being asserted for such attachment(s); and
 - j. whether the document has been produced in redacted form.
- (2) The company's privilege log shall also conform with all of the following requirements:

- a. Provide a separate legend containing the full name, title(s), and employer or company affiliation of each author, addressee, and recipient identified on the company's privilege log.
- b. All attorneys acting in a legal capacity with respect to the withheld document or communication, and only such attorneys, shall be identified on the privilege log with an asterisk.
- c. The description of the subject matter of each document shall describe the nature of the document in a manner that, though not revealing information that is itself privileged, provides sufficiently detailed information to enable the Department to assess the applicability of the privilege claimed.
- d. For each document withheld under a claim that it constitutes or contains attorney work product, also state whether the company asserts that the document was prepared in anticipation of litigation or for trial and, if so, identify the anticipated litigation or trial upon which the assertion is based.
- e. Produce all nonprivileged portions of any responsive document (including nonprivileged or redactable attachments) for which a claim of privilege is asserted, except where the only nonprivileged information in the document has already been produced. Note where any redactions in the document have been made.
- f. The privilege log shall be produced in both hard-copy and electronic form, the electronic form of which shall be both searchable and sortable.
- g. Documents sent solely between counsel for the company, including in-house counsel acting solely in a legal capacity, and documents authored by the company's outside counsel that were not directly or indirectly furnished to any third party, such as internal law firm memoranda, may be omitted from the privilege log. However, any attachments to such documents must be included on the privilege log (if a privilege is applicable to such materials), unless such attachments are addressed and sent solely to counsel.

AA. If the company is unable to answer any question fully, supply such information as is available. Explain why such answer is incomplete, the efforts made by the company to obtain the information, and the source from which the complete answer may be obtained. If books and records that provide accurate answers are not available, enter best estimates and describe how the estimates were derived, including the sources or bases of such estimates. Estimated data should

be followed by the notation "est." If there is no reasonable way for the company to make an estimate, provide an explanation.

BB. If documents responsive to a particular specification no longer exist for reasons other than the ordinary course of business or the implementation of the company's document retention policy, state the circumstances under which they were lost or destroyed, describe the documents to the fullest extent possible, state the specification(s) to which they are responsive, and identify persons having knowledge of the content of such documents.

CC. In order for the company's response to this Demand to be complete, the certification on the reverse of the Civil Investigative Demand form must be executed by the official supervising compliance with this Demand, notarized, and submitted along with the responsive materials.

Any questions you have relating to the scope or meaning of anything in this Demand or suggestions for possible modifications thereto should be directed to person identified on the front of the Demand. The response to the Demand shall be addressed to the attention of that person and delivered between 8:30 a.m. and 5:00 p.m. on any business day to 450 Fifth Street, N.W., Suite 7000, Washington, D.C. 20001. If you wish to submit your response by United States mail, please call one of the staff listed above for mailing instructions.

EXHIBIT 3

**Comparison of DOJ Civil Investigative Demand with
AT&T Subpoena issued to Sprint Nextel Corporation**

AT&T Subpoena Request	DOJ CID Request
<p>1. All requests, whether formal or informal, for information relating to the Transaction, from: (a) the U.S. Department of Justice, (b) the Federal Communications Commission, (c) the Office of the State Attorney General of any state, (d) the public utilities commission of any state, or (e) any other federal, state or local government entity.</p>	<p>N/A</p>
<p>2. All documents the Company produced to and any correspondence or communication with: (a) the U.S. Department of Justice, (b) the Federal Communications Commission, (c) the Office of the State Attorney General of any state, (d) the public utilities commission of any state, or (e) any other federal, state or local government entity relating to the Transaction.</p>	<p>N/A</p>

AT&T Subpoena Request	DOJ CID Request
<p>3. All documents analyzing the Transaction</p>	<p>6. Submit all documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application, including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; expansion or retrenchment plans; research and development efforts; plans to reduce costs, improve services or products, improve service quality, improve capacity to transmit mobile wireless services, introduce new services or products, including, but not limited to Long Term Evolution ("LTE"), introduce new services or products, or otherwise become more competitive; and presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, the company need only submit one copy of final year-end documents for 2009 and 2010 and cumulative year-to-date documents for 2011.</p> <p>7. Submit all documents relating to competition in the provision of any relevant service, relevant product, or mobile wireless application in any relevant area, including, but not limited to, market studies, analyses, forecasts and surveys, and all other documents relating to: . . .</p> <p>(m) the Proposed Transaction.</p>
<p>4. All documents relating to the Company's consideration of any merger, acquisition, joint venture, or other business combination with T-Mobile</p>	<p>13. Submit all documents . . . relating to the company's interest in, plans to and efforts to acquire T-Mobile</p>

AT&T Subpoena Request	DOJ CID Request
<p>5. All documents relating to transactions entered into from January 1, 2004 through the present involving: (a) Nextel, (b) Virgin Mobile, (c) Clearwire, or (d) any other mobile wireless provider, that: (i) the Company submitted to the U.S. Department of Justice in response to Item 4(c) of the Notification and Report Form filed by the Company pursuant to the Hart-Scott-Rodino Antitrust Improvement Act, or (ii) reflect any analysis of anticipated or achieved efficiencies or synergies for such transaction.</p>	<p>6. Submit all documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application, including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; expansion or retrenchment plans; research and development efforts; plans to reduce costs, improve services or products, improve service quality, improve capacity to transmit mobile wireless services, introduce new services or products, including, but not limited to Long Term Evolution ("LTE"), introduce new services or products, or otherwise become more competitive; and presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, the company need only submit one copy of final year-end documents for 2009 and 2010 and cumulative year-to-date documents for 2011.</p>
<p>6. All documents analyzing, discussing, or assessing T-Mobile's competitive position or significance.</p>	<p>7. Submit . . . all other documents relating to: . . .</p> <p>(a) the sales, market share or competitive position of the company or any of its actual or potential competitors, however measured;</p> <p>(b) the relative strength or weakness of companies providing or planning to provide such service or product</p>
<p>7. All documents regarding the Company's efforts, through each of its Sprint, Boost Mobile or Virgin Mobile brands, to target or solicit T-Mobile customers, including documents analyzing the actual or potential impact of such activities.</p>	<p>7. Submit . . . all other documents relating to: . . .</p> <p>(e) loss of customers to other mobile wireless services providers and any attempts to win customers from other mobile wireless services providers or stem losses of customers to other persons</p>

AT&T Subpoena Request	DOJ CID Request
<p>8. All documents relating to any actual or proposed competitive response by the Company (as a whole or through its Sprint, Boost Mobile, or Virgin Mobile brands) to T-Mobile's rate plans, pricing, advertising, service offering, device offering, or network offering nationally or in any sub-national area.</p>	<p>7. Submit . . . all other documents relating to: . . .</p> <ul style="list-style-type: none"> (f) sales negotiations or promotional offerings involving attempts to meet competition . . . (l) the company's analysis of, or response to, actual or potential competition or entry
<p>9. All documents relating to any actual or proposed competitive response by the Company (as a whole or through its Sprint, Boost Mobile, or Virgin Mobile brands) to the rate plan, pricing, advertising, service offering, device offering, or network offering of MetroPCS, Leap, US Cellular, Cellular South, or any other wireless provider nationally or in any sub-national area.</p>	<p>7. Submit . . . all other documents relating to: . . .</p> <ul style="list-style-type: none"> (f) sales negotiations or promotional offerings involving attempts to meet competition . . . (l) the company's analysis of, or response to, actual or potential competition or entry
<p>10. All business plans or other strategic plans relating to the Company's mobile wireless services (for the Company as a whole or through its Sprint, Boost Mobile, or Virgin Mobile brands)</p>	<p>6. Submit all documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p>

AT&T Subpoena Request	DOJ CID Request
<p>11. All documents relating to the Company's ability to compete (as a whole and separately for its Sprint, Boost Mobile, or Virgin Mobile brands) with AT&T, T-Mobile, Verizon, MetroPCS, Leap, or other mobile wireless service providers</p>	<p>7. Submit . . . all other documents relating to: . . .</p> <ul style="list-style-type: none"> (a) the sales, market share or competitive position of the company or any of its actual or potential competitors, however measured; (b) the relative strength or weakness of companies providing or planning to provide such service or product; . . . (e) loss of customers to other mobile wireless services providers and any attempts to win customers from other mobile wireless services providers or stem losses of customers to other persons; . . . (g) how consumer or business customers or competitors view or perceive wireless services or devices offered by the company (including, but not limited to, customer service, network quality, offering services at a particular rate, the impact of not offering particular wireless services or devices, the impact of pricing on decisions to take any relevant service or any relevant product, variation in subscribers' usage patterns across different pricing plans and devices, and roaming) <p>22. Provide all plans, studies, discussions, analyses, strategies, or policies . . . which relate to or discuss problems or difficulties providing any relevant service in any relevant areas . . . : (a) spectrum utilization and efficiency; (b) any spectrum capacity constraints the company is currently facing or the company is projected to face in the future; (c) the amount and band of spectrum needed for the company to provide mobile wireless service based on LTE technology; and (d) the minimum viable scale, minimum viable spectrum control, the minimum and optimum network size, capacity utilization rate, requirements for multi-plant, multi-network, or vertically integrated operations, or other factors required to attain any available cost savings or other efficiencies necessary to compete profitably in the sale or provision of any relevant service.</p>

AT&T Subpoena Request	DOJ CID Request
<p>12. All studies, reports, or analyses that reflect the Company's, any other mobile wireless service provider's, or wireless industry: (a) forecasts of usage demand for mobile wireless services, (b) analyses or estimates of demand elasticities or other studies of such demand, or (c) the determinants of demand for mobile wireless services.</p>	<p>7. Submit all documents relating to competition in the provision of any relevant service, relevant product, or mobile wireless application in any relevant area, including, but not limited to, market studies, analyses, forecasts and surveys, and all other documents relating to: . . .</p> <p>(c) supply and demand conditions</p>
<p>13. Documents sufficient to show any efforts by the Company to innovate or lead in the adoption of any devices, network technology, pricing plans, or any other innovation.</p>	<p>7. Submit . . . all other documents relating to: . . .</p> <p>(i) the role of innovation in competition or any actual or potential competition between or among any persons relating to improvements or innovations in mobile wireless services, their features, functions, ease of operation, performance, cost, or other advantages to users of the services</p> <p>8. Submit all documents created or received by the company relating to: (a) price lists, pricing plans, pricing policies, pricing forecasts, pricing strategies, pricing analyses, and pricing decisions; (b) any discussion of the company's prices and their relationship to actual or forecasted prices of potential competitors</p>
<p>14. Documents sufficient to show all research and development activities in which the Company has engaged in the past two years or plans to engage in the next 18 months either independently or through joint ventures, partnerships, or other associations with other companies or entities</p>	<p>6. All documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application, including but not limited to, . . . research and development efforts</p> <p>7. Submit . . . all other documents relating to: . . .</p> <p>(i) the role of innovation in competition or any actual or potential competition between or among any persons relating to improvements or innovations in mobile wireless services, their features, functions, ease of operation, performance, cost, or other advantages to users of the services</p>

AT&T Subpoena Request	DOJ CID Request
<p>15. Documents sufficient to identify the amount spent by the Company on: (a) national advertising, and (b) local advertising (in any sub-national area, provided separately by area) for any of the Company's mobile wireless services by month for the past three years.</p>	<p>6. Submit all documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p> <p>20. Submit documents sufficient to show the company's planned roll-out of LTE or WiMAX service, and identify by each relevant area and by state and county (and the District of Columbia and each municipality within Puerto Rico): (a) the planned relevant service coverage in terms of Covered Pops and Covered Geographic Area; and (b) the date or dates that the coverage described in your response to (a) is to be achieved.</p>
<p>16. Documents sufficient to show all promotional or other advertising materials created or used within the past two years that compare the Company's mobile wireless services (through any of its Sprint, Boost Mobile, or Virgin Mobile brands) with services offered by any other mobile wireless service provider on a national or sub-national level, including, but not limited to, comparisons based on price, network quality, device portfolio, or customer service.</p>	<p>5. All documents constituting or discussing advertising plans and strategies used for, or including information relating to, any relevant service or product in any relevant area.</p> <p>7. Submit . . . all other documents relating to:</p> <p>(b) the relative strength or weakness of companies providing or planning to provide such service or product, including, but not limited to, any description or analysis of offerings, advertising and marketing efforts</p>

AT&T Subpoena Request	DOJ CID Request
<p>17. All analyses, reports, studies or market research reports (including, but not limited to, demographic and psychographic surveys) of consumers, subscribers, or customers relating to: (a) consumer, subscriber or customer preferences or behavior in selecting mobile wireless service providers; (b) the Company's brand image (including the Sprint, Boost Mobile, and Virgin Mobile brands); (c) the mobile wireless services provided by the Company (including through its Sprint, Boost Mobile, and Virgin Mobile brands), including, but not limited to, network speed or quality, voice or data coverage, or customer service or; (d) the services of any other mobile wireless service provider, including, but not limited to, network speed or quality, voice or data coverage, or customer service; or (e) the brand image of any other mobile wireless service provider.</p>	<p>7. Submit . . . all other documents relating to: . . . (g) how consumer or business customers or competitors view or perceive wireless services or devices offered by the company (including, but not limited to, customer service, network quality, offering services at a particular rate, the impact of not offering particular wireless services or devices, the impact of pricing on decisions to take any relevant service or any relevant product, variation in subscribers' usage patterns across different pricing plans and devices, and roaming)</p>

AT&T Subpoena Request	DOJ CID Request
<p>18. Documents sufficient to show: (a) all rate plans the Company has offered (through each of its Sprint, Boost Mobile, and Virgin Mobile brands) at retail to consumers from January 1, 2008 to the present for any voice, text, and/or data service, including, but not limited to, the rate plan price, type of service, the terms and conditions applicable to the rate plan, the types of customers to whom the rate plan was available, geographic area in which the rate plan was available, and the time period during which the rate plan was available; (b) the reasons for and impact of any rate plan change by the Company, (c) the factors the Company uses to set its pricing, and (d) any competitive responses to such rate plan change by any other mobile wireless service provider.</p>	<p>8. Submit all documents created or received by the company, . . . relating to: (a) price lists, pricing plans, pricing policies, pricing forecasts, pricing strategies, pricing analyses, and pricing decisions; (b) any discussion of the company's prices and their relationship to actual or forecasted prices of potential competitors; (c) promotions, discounts, or other incentive programs to attract or retain customers and any discussion of their effect on customer acquisition or retention; and (d) analyses of possible benefits or costs associated with the offering of terms of sale targeted at an area or group of areas smaller than the United States as a whole compared to offering a common pricing structure for a larger group of areas, such as the United States as a whole.</p> <p>In relation to pricing plans in sub-part (a), submit all pricing plans offered by the company from January 1, 2006 to the present, and state the dates that each price or price plan was introduced and terminated, the number of subscribers on each price plan, and the geographic area in which each price or price plan was available.</p>
<p>19. Documents sufficient to show all bids the Company has submitted for mobile wireless services to business or government entities over the past three years, whether or not the bid was successful, including, but not limited to, documents sufficient to show for each such bid: (a) the name of the entity; (b) the date the Company submitted its bid; (c) the terms of the bid; (d) the total contract value; (e) the number of lines; (f) the geographic scope; (g) the scope of services requested; and (h) whether the Company was awarded the contract, and if not, the identity of the winning bidder, if known.</p>	<p>21. For each relevant area, provide a list of each competitive RFP issued by a business or enterprise for mobile wireless services for which the company has submitted a bid, or considered submitting a bid, from January 1, 2007, to the present, and for each: (a) the name, address and telephone number of the company issuing the RFP; (b) the name and telephone number of the contact person or persons at the company issuing the RFP; (c) the value of the contract opportunity; (d) a description of the project; (e) the identity of any competitor who is believed to have submitted a response to the proposal; (f) the anticipated term of the contract (and, if known, the actual length); (g) whether the contract opportunity was winner-take-all (<i>i.e.</i>, single source) or multi-source; (h) whether the company submitted a bid; (i) whether the company won or lost the bid; (j) the reason the company lost, if applicable; and (k) the identity of the winning bidder (or bidders, if multi-source).</p>

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<p>20. Documents sufficient to show for each of the Company's business and government subscribers, by year for the past three years, the total lines, total revenue, geographic locations, product or services purchased, price, and payment arrangements.</p>	<p>2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state: . . .</p> <p>(a)-(i) [asking for total sales in dollars and usage, average revenue per user, average usage per user, total number of subscribers, total gross additions and losses, number of telephone numbers for various types of subscribers, including postpaid, prepaid, business customers, hotspot users, connected devices]</p>

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<p>21. Documents sufficient to show: (a) the identity of your business and government customers; (b) the number of the Company's IRU and CRU subscribers, separately, by month for the past three years, (c) the Company's ARPU for IRU and CRU subscribers, separately, by month for the past three years, (d) the Company's churn rate for IRU and CRU customers, separately, on a national basis and any sub-national basis tracked by the Company by month for the past three years, and (e) the percentage of government or business contracts that include Push-To-Talk service.</p>	<p>2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state: . . .</p> <p>(b) the company's total sales to all business subscribers . . . , in dollars, in minutes of use, in bytes of data use, in number of mobile wireless text services messages, average total revenue per user, average voice revenue per user, average mobile wireless text services revenue per user, average data revenue per user, average minutes of use, average mobile wireless text services per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers</p> <p>21. For each relevant area, provide a list of each competitive RFP issued by a business or enterprise for mobile wireless services for which the company has submitted a bid, or considered submitting a bid, from January 1, 2007, to the present, and for each: (a) the name, address and telephone number of the company issuing the RFP; (b) the name and telephone number of the contact person or persons at the company issuing the RFP; (c) the value of the contract opportunity; (d) a description of the project; (e) the identity of any competitor who is believed to have submitted a response to the proposal; (f) the anticipated term of the contract (and, if known, the actual length); (g) whether the contract opportunity was winner-take-all (<i>i.e.</i>, single source) or multi-source; (h) whether the company submitted a bid; (i) whether the company won or lost the bid; (j) the reason the company lost, if applicable; and (k) the identity of the winning bidder (or bidders, if multi-source).</p>

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<p>22. All documents evidencing business or government wireless service RFPs or other opportunities in which T-Mobile bid for the business or was a factor the Company considered or responded to in its offering.</p>	<p>21. For each relevant area, provide a list of each competitive RFP issued by a business or enterprise for mobile wireless services for which the company has submitted a bid, or considered submitting a bid, from January 1, 2007, to the present, and for each: (a) the name, address and telephone number of the company issuing the RFP; (b) the name and telephone number of the contact person or persons at the company issuing the RFP; (c) the value of the contract opportunity; (d) a description of the project; (e) the identity of any competitor who is believed to have submitted a response to the proposal; (f) the anticipated term of the contract (and, if known, the actual length); (g) whether the contract opportunity was winner-take-all (<i>i.e.</i>, single source) or multi-source; (h) whether the company submitted a bid; (i) whether the company won or lost the bid; (j) the reason the company lost, if applicable; and (k) the identity of the winning bidder (or bidders, if multi-source).</p>
<p>23. Documents sufficient to show by year for each of the past five years both nationally and in any sub-national area tracked by the Company: (a) the number of cell sites (i) in service on the Company's network today, (ii) deployed in the last five years, or (iii) located on third party structures and/or collocated with carriers or other third parties, (b) where the cell sites are deployed, (c) the length of time required to deploy the cell sites, (d) the number and location of proposed cell sites that the Company has sought to deploy but has abandoned or not yet completed deployment and the reasons for any such abandonment or lack of completion, and (e) plans for deployment of cell sites in the next five years.</p>	<p>12. Submit all documents (except engineering and architectural plans and blueprints) discussing any plans of the company or any other person for the construction of new mobile wireless services network facilities in each relevant area, or improvements to the company's current wireless services network, including, but not limited to, coverage expansions, capacity enhancements, ways to improve spectral efficiency, new cell sites, cell site upgrades, sectorization, antenna modifications, tower maintenance and improvements, transport upgrades, and switching upgrades.</p> <p>17. For each tower and other locations used for transmission of signals used to provide any relevant service owned by the company, state in the form of lists and network maps of sufficiently precise detail, a description of these tower and other locations, including, by state and county (and the District of Columbia and each municipality within Puerto Rico), the tower or location number, height and elevation, the locations, street addresses and longitude and latitude coordinates of each such location, the number of co-locators and the number of spaces available for other mobile wireless service providers to place the equipment necessary for transmission of signals used to provide any relevant service.</p>

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<p>24. Documents sufficient to show by year for each of the past five years: (a) the number of DAS deployments (i) in service on the Company's network today, (ii) deployed in the last five years, (b) the location of the DAS deployments, (c) the length of time required for the DAS deployments, (d) the number and location of proposed DAS deployments that the Company has abandoned or not yet completed deployment and the reasons for any such abandonment or lack of completion, and (e) plans for DAS deployment in the next five years.</p>	<p>6. Submit all documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p> <p>20. Submit documents sufficient to show the company's planned roll-out of LTE or WiMAX service, and identify by each relevant area and by state and county (and the District of Columbia and each municipality within Puerto Rico): (a) the planned relevant service coverage in terms of Covered Pops and Covered Geographic Area; and (b) the date or dates that the coverage described in your response to (a) is to be achieved.</p>
<p>25. Documents sufficient to show by year for each of the past five years: (a) the number of Wi-Fi hotspots (i) in service on the Company's network today, (ii) deployed in the last five years, (b) where the Wi-Fi hotspots are deployed, (c) the length of time required to deploy the Wi-Fi hotspots, (d) the number and location of proposed Wi-Fi hotspots that the Company has sought to deploy but has abandoned or not yet completed deployment and the reasons for any such abandonment or lack of completion, and (e) plans for deployment of Wi-Fi hotspots in the next five years.</p>	<p>2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state:</p> <p>(h) the company's total sales to all mobile hotspot subscribers, both in dollars and in bytes of data use, average total revenue per user, average data revenue per user, average data bytes per user, number of total subscribers, total gross subscriber additions, total gross subscriber losses, and number of mobile telephone numbers</p> <p>Definition R. The term "relevant product" means, and information shall be provided separately for, mobile wireless devices, . . . including: . . .</p> <p>(8) mobile hotspots: network routing devices that enable portable, Wi-Fi-enabled handset and personal computing devices to connect to a mobile wireless network (typically 3G or 4G), in order to support and deliver voice, data, and video services</p>

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<p>26. Documents sufficient to show by year for each of the past five years: (a) the number of femtocells (i) in service on the Company's network today, (ii) deployed in the last five years, (b) where the femtocells are deployed, (c) the length of time required to deploy the femtocells, (d) the number and location of proposed femtocells that the Company has sought to deploy but has abandoned or not yet completed deployment and the reasons for any such abandonment or lack of completion, and (e) plans for deployment of femtocells in the next five years.</p>	<p>12. Submit all documents (except engineering and architectural plans and blueprints) discussing any plans of the company or any other person for the construction of new mobile wireless services network facilities in each relevant area, or improvements to the company's current wireless services network, including, but not limited to, coverage expansions, capacity enhancements, ways to improve spectral efficiency, new cell sites, cell site upgrades, sectorization, antenna modifications, tower maintenance and improvements, transport upgrades, and switching upgrades.</p>
<p>27. All documents relating to the Company's requirements for leasing or acquiring cell sites, including, but not limited to, any analyses or plans to do so and the costs and timing involved.</p>	<p>12. Submit all documents (except engineering and architectural plans and blueprints) discussing any plans of the company or any other person for the construction of new mobile wireless services network facilities in each relevant area, or improvements to the company's current wireless services network, including, but not limited to, coverage expansions, capacity enhancements, ways to improve spectral efficiency, new cell sites, cell site upgrades, sectorization, antenna modifications, tower maintenance and improvements, transport upgrades, and switching upgrades.</p>

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<p>28. All documents relating to the Company's analysis, use, or consideration of "heterogeneous networks" as that term is used on pages 99 and 105 of the Company's Petition to Deny the Transaction, filed with the FCC.</p>	<p>12. Submit all documents (except engineering and architectural plans and blueprints) discussing any plans of the company or any other person for the construction of new mobile wireless services network facilities in each relevant area, or improvements to the company's current wireless services network, including, but not limited to, coverage expansions, capacity enhancements, ways to improve spectral efficiency, new cell sites, cell site upgrades, sectorization, antenna modifications, tower maintenance and improvements, transport upgrades, and switching upgrades.</p> <p>22. Provide all plans, studies, discussions, analyses, strategies, or policies which relate to or discuss problems or difficulties providing any relevant service in any relevant areas . . . : (a) spectrum utilization and efficiency; (b) any spectrum capacity constraints the company is currently facing or the company is projected to face in the future; (c) the amount and band of spectrum needed for the company to provide mobile wireless service based on LTE technology; and (d) the minimum viable scale, minimum viable spectrum control, the minimum and optimum network size, capacity utilization rate, requirements for multi-plant, multi-network, or vertically integrated operations, or other factors required to attain any available cost savings or other efficiencies necessary to compete profitably in the sale or provision of any relevant service.</p>

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<p>29. Documents sufficient to show all actual or proposed plans for future upgrades or expansions of the Company's mobile wireless voice or data network, including, but not limited to, any future deployment of 4G network technology (through LTE technology, WiMAX, or other 4G technology), allocation or acquisition of spectrum (directly or through affiliates, subsidiaries, or other related companies), alternative backhaul arrangements, network deployment cost projections, and network infrastructure build-out plans.</p>	<p>12. Submit all documents (except engineering and architectural plans and blueprints) discussing any plans of the company or any other person for the construction of new mobile wireless services network facilities in each relevant area, or improvements to the company's current wireless services network, including, but not limited to, coverage expansions, capacity enhancements, ways to improve spectral efficiency, new cell sites, cell site upgrades, sectorization, antenna modifications, tower maintenance and improvements, transport upgrades, and switching upgrades.</p> <p>20. Submit documents sufficient to show the company's planned roll-out of LTE or WiMAX service, and identify by each relevant area and by state and county (and the District of Columbia and each municipality within Puerto Rico): (a) the planned relevant service coverage in terms of Covered Pops and Covered Geographic Area; and (b) the date or dates that the coverage described in your response to (a) is to be achieved.</p>
<p>30. Documents sufficient to show the Company's efforts to migrate subscribers across network technology platforms (<i>e.g.</i>, from 2G to 3G; from 3G to 4G), including, but not limited to, any plans for such migration, any efforts undertaken to induce such a migration, any plans to sunset 2G services, and any analyses of the impact of such efforts.</p>	<p>22. Provide all plans, studies, discussions, analyses, strategies, or policies . . . which relate to or discuss problems or difficulties providing any relevant service in any relevant areas . . . : (a) spectrum utilization and efficiency; (b) any spectrum capacity constraints the company is currently facing or the company is projected to face in the future; (c) the amount and band of spectrum needed for the company to provide mobile wireless service based on LTE technology; and (d) the minimum viable scale, minimum viable spectrum control, the minimum and optimum network size, capacity utilization rate, requirements for multi-plant, multi-network, or vertically integrated operations, or other factors required to attain any available cost savings or other efficiencies necessary to compete profitably in the sale or provision of any relevant service.</p>

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<p>31. All documents relating to any proposed or actual network capacity sharing or leasing arrangements by the Company, including, but not limited to, any analyses of spectrum leasing options, roaming or network sharing arrangements, and the costs and feasibility of such options.</p>	<p>22. Provide all plans, studies, discussions, analyses, strategies, or policies . . . which relate to or discuss problems or difficulties providing any relevant service in any relevant areas . . . : (a) spectrum utilization and efficiency; (b) any spectrum capacity constraints the company is currently facing or the company is projected to face in the future; (c) the amount and band of spectrum needed for the company to provide mobile wireless service based on LTE technology; and (d) the minimum viable scale, minimum viable spectrum control, the minimum and optimum network size, capacity utilization rate, requirements for multi-plant, multi-network, or vertically integrated operations, or other factors required to attain any available cost savings or other efficiencies necessary to compete profitably in the sale or provision of any relevant service.</p>

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<p>32. Documents sufficient to show the Company's forecast or other analysis of network capacity utilization at the national and sub-national level, including, but not limited to projections of "spectrum exhaust" or the point in time at which the capacity utilization becomes so high that the quality of service is significantly degraded.</p>	<p>16. Provide documents sufficient to show the amount and type of spectrum required by the company to provide: (a) analog and digital mobile wireless voice services to the company's retail subscribers; (b) mobile wireless data services to the company's retail subscribers, identifying each relevant area where the company believes it lacks sufficient spectrum to provide mobile wireless data services to the company's retail subscribers; and (c) mobile wireless services to retail subscribers of other companies to whom you provide services pursuant to roaming contracts.</p> <p>22. Provide all plans, studies, discussions, analyses, strategies, or policies . . . which relate to or discuss problems or difficulties providing any relevant service in any relevant areas . . . : (a) spectrum utilization and efficiency; (b) any spectrum capacity constraints the company is currently facing or the company is projected to face in the future; (c) the amount and band of spectrum needed for the company to provide mobile wireless service based on LTE technology; and (d) the minimum viable scale, minimum viable spectrum control, the minimum and optimum network size, capacity utilization rate, requirements for multi-plant, multi-network, or vertically integrated operations, or other factors required to attain any available cost savings or other efficiencies necessary to compete profitably in the sale or provision of any relevant service.</p>
<p>33. Documents sufficient to show in detail the Company's relationship with Clearwire, including any governance rights or other legal rights with respect to Clearwire or Clearwire's spectrum assets, and any commercial arrangements between the Company and Clearwire including wholesale or resale agreements and spectrum leases.</p>	<p>23. For each relevant area and for each interest listed in response to Specification 4(b)-(d), submit all agreements, and any attachments or amendments thereto, between the company and any other provider of mobile wireless services in which the company has an equity interest, with which the company holds a franchise or resale agreement, for which the company manages any operations to provide mobile wireless services, from which the company has leased spectrum to provide mobile wireless services, or with which the company has entered into a joint venture, infrastructure sharing agreement, or similar arrangement to provide mobile wireless services in any way to your customers.</p>

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<p>34. All documents relating to the Company's plans with respect to Clearwire, including, but not limited to: (a) any plan or discussion of deploying or otherwise making use of Clearwire's spectrum assets in any geographic area, and the technology to be used in any such deployment; or (b) plans with respect to any 4G LTE network deployment, including any role of Clearwire or Clearwire's spectrum assets in any such plan.</p>	<p>20. Submit documents sufficient to show the company's planned roll-out of LTE or WiMAX service, and identify by each relevant area and by state and county (and the District of Columbia and each municipality within Puerto Rico): (a) the planned relevant service coverage in terms of Covered Pops and Covered Geographic Area; and (b) the date or dates that the coverage described in your response to (a) is to be achieved.</p> <p>23. For each relevant area and for each interest listed in response to Specification 4(b)-(d), submit all agreements, and any attachments or amendments thereto, between the company and any other provider of mobile wireless services in which the company has an equity interest, with which the company holds a franchise or resale agreement, for which the company manages any operations to provide mobile wireless services, from which the company has leased spectrum to provide mobile wireless services, or with which the company has entered into a joint venture, infrastructure sharing agreement, or similar arrangement to provide mobile wireless services in any way to your customers.</p>
<p>35. All contracts, agreements, or documents reflecting negotiations with device manufacturers relating to exclusive or preferential rights for current or future device offerings, including, but not limited to, offerings of devices that are under development.</p>	<p>18. Submit all agreements, formal or informal, between the company and any manufacturer of any relevant product or wireless operating system or platform, and all documents relating to these agreements and negotiation thereof.</p>
<p>36. Documents sufficient to show smartphone sales and smartphone penetration, by year for the past three years, and projected sales and penetration in the next two years.</p>	<p>6. Submit all documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p> <p>Definition R: The term "relevant product" [includes] . . .</p> <p>(3) smartphones: portable handset devices, with advanced computing capability and connectivity sufficient to run complete operating system software</p>

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<p>37. Organization charts sufficient to identify all employees of the Company: (a) with management-level responsibility for sales, marketing, pricing, network operations, (b) performing merger and acquisition strategic planning functions relating to the mobile wireless services offered by the Company, and (c) who are responsible for the negotiation of any agreements relating to the procurement of devices to be sold by the Company at retail.</p>	<p>1. Submit:</p> <p>(a) one copy of each organization chart and personnel directory in effect since January 1, 2009 for the company as a whole and for each of the company's facilities or divisions involved in any activity relating to any relevant product or service</p>
<p>38. Documents sufficient to show the Company's mobile wireless service demand forecasts for the next five years for the Company as a whole and for each of its Sprint, Boost Mobile, and Virgin Mobile brands, including forecasts of both subscriber growth and usage per subscriber growth (separately for voice, data, and text) by network generation (e.g., 2G, 3G, 4G) and type of subscriber (post-paid vs. pre-paid) nationally and for any sub-national areas tracked by the Company.</p>	<p>7. Submit all documents relating to competition in the provision of any relevant service, relevant product, or mobile wireless application in any relevant area, including, but not limited to, market studies, analyses, forecasts and surveys, and all other documents relating to:</p> <p>(c) supply and demand conditions;</p> <p>(d) numbers of customers, revenue, average revenue per user, and revenue per minute of use, revenue per bytes of data use, by category of plan and customer type (e.g., consumer, business, and prepaid), aggregated nationally, regionally, or locally</p>

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<p>39. Documents sufficient to show the value of a customer to the Company (as a whole and for each of its Sprint, Boost Mobile, and Virgin Mobile brands) over that customer's lifecycle including the costs associated with acquiring a customer initially, the lifetime costs of subscriber, and the lifetime revenue of a subscriber, separately by customer type (pre-paid, post-paid).</p>	<p>2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state:</p> <p>(a)-(i) [asking for total sales in dollars and usage, ARPU, average usage, total number of subscribers, total gross additions and losses, number of telephone numbers for various types of subscribers including postpaid, prepaid, business customers, hotspot users, connected devices, and “all subscribers”]</p> <p>(k) the company's average operating costs, stated separately by fixed and variable costs, average costs of acquiring a customer, average costs of serving a customer, average costs of serving a customer who uses a relevant service in a geographic area where the company does not offer mobile wireless services using the company's network, average cost per line, and average cost per minute of use.</p> <p>6. All documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p>
<p>40. Documents sufficient to show the number of subscribers and share of subscribers, including the number of pre-paid, post-paid, wholesale and M2M/connected device subscribers, for the Company and any other mobile wireless service providers, on a national basis and any sub-national basis tracked by the Company by month for the past three years.</p>	<p>2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state:</p> <p>(a)-(i) [asking for total sales in dollars and usage, average revenue per user, average usage per user, total number of subscribers, total gross additions and losses, number of telephone numbers for various types of subscribers, including postpaid, prepaid, business customers, hotspot users, connected devices, and “all subscribers”]</p> <p>6. All documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p>

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<p>41. Documents sufficient to show the number of gross additions, the number of net additions, share of gross additions, and share of net additions for the Company and any other mobile wireless service providers on a national basis and any sub-national basis tracked by the Company by month for the past three years.</p>	<p>2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state:</p> <p>(a)-(i) [asking for total sales in dollars and usage, average revenue per user, average usage per user, total number of subscribers, total gross additions and losses, number of telephone numbers for various types of subscribers, including postpaid, prepaid, business customers, hotspot users, connected devices, and “all subscribers”]</p> <p>6. All documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p>
<p>42. Documents sufficient to show the Company's projections or forecasts for future market share, share of gross adds, share of net adds, or churn rate for the Company and any other mobile wireless service providers on a national basis and any sub-national basis tracked by the Company</p>	<p>7. Submit all documents relating to competition in the provision of any relevant service, relevant product, or mobile wireless application in any relevant area, including, but not limited to, market studies, analyses, forecasts and surveys, and all other documents relating to: . . .</p> <p>(a) the sales, market share or competitive position of the company or any of its actual or potential competitors, however measured;</p> <p>(b) the relative strength or weakness of companies providing or planning to provide such service or product . . . ;</p> <p>(d) numbers of customers, revenue, average revenue per user, and revenue per minute of use, revenue per bytes of data use, by category of plan and customer type (<i>e.g.</i>, consumer, business, and prepaid), aggregated nationally, regionally, or locally;</p> <p>(e) loss of customers to other mobile wireless services providers and any attempts to win customers from other mobile wireless services providers or stem losses of customers to other persons, including, but not limited to:</p>

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	<p>(i) churn data and any analyses or report thereof, including, but not limited to, analyses on the correlation of churn with quality, length of contract commitments, and price or other factors;</p> <p>(ii) data or studies indicating that a customer left or switched to the company because of pricing, network quality, customer service, or the absence or availability of particular services or devices (including, but not limited to, figures on subscribers lost or gained); and</p> <p>(iii) documents relating to the company's experience or success in obtaining customers through marketing or promotions targeted at particular mobile wireless services providers, particular geographic areas, particular wireless devices or types of customers (including, but not limited to, the offers made and the amount spent on the marketing effort, the number of new subscribers gained, average churn rates for such subscribers and revenue realized by the company)</p> <p>22. Provide all plans, studies, discussions, analyses, strategies, or policies . . . which relate to or discuss problems or difficulties providing any relevant service in any relevant areas . . . : (a) spectrum utilization and efficiency; (b) any spectrum capacity constraints the company is currently facing or the company is projected to face in the future; (c) the amount and band of spectrum needed for the company to provide mobile wireless service based on LTE technology; and (d) the minimum viable scale, minimum viable spectrum control, the minimum and optimum network size, capacity utilization rate, requirements for multi-plant, multi-network, or vertically integrated operations, or other factors required to attain any available cost savings or other efficiencies necessary to compete profitably in the sale or provision of any relevant service.</p>

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<p>43. Documents sufficient to show for the Company as a whole and separately for each of (a) the Sprint brand, (b) the Boost Mobile brand, and (c) the Virgin Mobile brand, ARPU, revenue per minute of use, revenue per bytes of data use, by category of plan and customer type (e.g., consumer, government or business, and pre-paid), on a national basis and any sub-national basis tracked by the Company by month for the past five years.</p>	<p>2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state:</p> <p>(a)-(i) [asking for total sales in dollars and usage, average revenue per user, average usage per user, total number of subscribers, total gross additions and losses, number of telephone numbers for various types of subscribers, including postpaid, prepaid, business customers, hotspot users, connected devices, and “all subscribers”]</p> <p>6. All documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p>
<p>44. Documents sufficient to show the ARPU for new subscribers by month for their first two years of service for the Company as a whole and for each of its Sprint, Boost Mobile, and Virgin Mobile brands.</p>	<p>2. Identify each relevant service offered or sold by the company, and for each relevant area, each county within each state, the District of Columbia, and each municipality within Puerto Rico, each relevant service, and for each month since January 2007, state:</p> <p>(a)-(i) [asking for total sales in dollars and usage, average revenue per user, average usage per user, total number of subscribers, total gross additions and losses, number of telephone numbers for various types of subscribers, including postpaid, prepaid, business customers, hotspot users, connected devices, and “all subscribers”]</p> <p>6. All documents discussing the company's or any other person's plans relating to any relevant service, relevant product, or mobile wireless application</p>

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<p>45. Documents sufficient to show the nature and amount of any discounts or promotions, including, but not limited to, device subsidies and termination fee waivers, offered by the Company on any mobile wireless service or device on a national basis and any sub-national basis by month for the past three years, and their effect on customer acquisition or retention for each of the Company's Sprint, Boost Mobile, and Virgin Mobile brands.</p>	<p>8. Submit all documents created or received by the company relating to: (a) price lists, pricing plans, pricing policies, pricing forecasts, pricing strategies, pricing analyses, and pricing decisions; (b) any discussion of the company's prices and their relationship to actual or forecasted prices of potential competitors; (c) promotions, discounts, or other incentive programs to attract or retain customers and any discussion of their effect on customer acquisition or retention; and (d) analyses of possible benefits or costs associated with the offering of terms of sale targeted at an area or group of areas smaller than the United States as a whole compared to offering a common pricing structure for a larger group of areas, such as the United States as a whole.</p> <p>In relation to pricing plans in sub-part (a), submit all pricing plans offered by the company from January 1, 2006 to the present, and state the dates that each price or price plan was introduced and terminated, the number of subscribers on each price plan, and the geographic area in which each price or price plan was available.</p>

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<p>46. Documents sufficient to show the rate of churn, rate of porting, number of subscribers voluntarily terminating service (i.e., "disconnects"), and number of subscribers porting to any other mobile wireless service providers (including any "port-in" or "port-out" data) for the Company as a whole, and separately for the (a) Sprint brand, (b) the Boost Mobile brand, and (c) the Virgin Mobile brand, on a national basis and any sub-national basis tracked by the Company by month for the past three years.</p>	<p>7. Submit . . . all other documents relating to: . . .</p> <ul style="list-style-type: none"> (e) loss of customers to other mobile wireless services providers and any attempts to win customers from other mobile wireless services providers or stem losses of customers to other persons, including, but not limited to: <ul style="list-style-type: none"> (i) churn data and any analyses or report thereof, including, but not limited to, analyses on the correlation of churn with quality, length of contract commitments, and price or other factors; (ii) data or studies indicating that a customer left or switched to the company because of pricing, network quality, customer service, or the absence or availability of particular services or devices (including, but not limited to, figures on subscribers lost or gained); and (iii) documents relating to the company's experience or success in obtaining customers through marketing or promotions targeted at particular mobile wireless services providers, particular geographic areas, particular wireless devices or types of customers (including, but not limited to, the offers made and the amount spent on the marketing effort, the number of new subscribers gained, average churn rates for such subscribers and revenue realized by the company)

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<p>47. All analyses of substitution, churn or switching among mobile wireless service providers for the Company...</p>	<p>7. Submit . . . all other documents relating to: ...</p> <p>(e) loss of customers to other mobile wireless services providers and any attempts to win customers from other mobile wireless services providers or stem losses of customers to other persons, including, but not limited to:</p> <ul style="list-style-type: none"> (i) churn data and any analyses or report thereof, including, but not limited to, analyses on the correlation of churn with quality, length of contract commitments, and price or other factors; (ii) data or studies indicating that a customer left or switched to the company because of pricing, network quality, customer service, or the absence or availability of particular services or devices (including, but not limited to, figures on subscribers lost or gained); and (iii) documents relating to the company's experience or success in obtaining customers through marketing or promotions targeted at particular mobile wireless services providers, particular geographic areas, particular wireless devices or types of customers (including, but not limited to, the offers made and the amount spent on the marketing effort, the number of new subscribers gained, average churn rates for such subscribers and revenue realized by the company)