

RULE 45 REQUESTS FOR PRODUCTION TO SPRINT**AT&T's Current Position**

<u>Request</u>	<u>AT&T's Position</u>
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.	Withdrawn as satisfied ¹
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.	Withdrawn as satisfied pending Sprint's promised production of an interrogatory provided to MN. AT&T considers this request satisfied based on Sprint's representation that everything that it provided to the FCC is included in the DOJ production. If that is not accurate, AT&T requests a full production of everything that Sprint provided to the FCC.
3. All documents analyzing the Transaction, including, but not limited to: <ul style="list-style-type: none"> • 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; 	Update production to the present

¹ In the interest of compromise and focusing its requests, AT&T is withdrawing certain requests as satisfied although the DOJ production does not appear to fully respond to the request.

<ul style="list-style-type: none"> • 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. 	
<p>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:</p> <ul style="list-style-type: none"> • 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. 	<p>Update production to the present</p>

<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>Supplement the DOJ production to include responsive documents regarding Nextel, and any additional responsive documents regarding Virgin and Clearwire</p> <p>[These documents were not squarely called for by DOJ's CID.]</p>
<p>6. All documents analyzing, discussing, or assessing T-Mobile's competitive position or significance.</p>	<p>Supplement the DOJ production with key custodians from the Boost, Virgin and Business segments, and update entire production to the present</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>Supplement the DOJ production with key custodians from the Boost, Virgin and Business segments, and update entire production to the present</p>
<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>Supplement the DOJ production with key custodians from the Boost, Virgin and Business segments, and update entire production to the present</p>
<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>Supplement the DOJ production with key custodians from the Boost, Virgin and Business segments, and update entire production to the present</p>
<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) including, but not limited to, plans to enter or expand service into any geographic area, plans to improve or increase</p>	<p>Supplement the DOJ production with key custodians from the Boost, Virgin and Business segments and research and development plans, and update entire production to the present</p>

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.	Supplement the DOJ production with key custodians from the Boost, Virgin and Business segments, and update entire production to the present
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.	Update production to the present
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.	Withdrawn as satisfied
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.	Supplement the DOJ production to fully address request and update production to the present [All of these documents were not called for by DOJ's CID as modified.]
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	Withdrawn as satisfied

<p>of the Company's mobile wireless services by month for the past three years.</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>Update production to the present</p>
<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>Withdrawn as satisfied</p>
<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</p>	<p>Supplement the DOJ production to include information from May 2009 to April 2010.</p>

<p>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>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>Update production to the present</p>
<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>Supplement the DOJ production to include information from May 2009 to April 2010.</p>
<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>Supplement the DOJ production to include information from May 2009 to April 2010.</p>
<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>Supplement the DOJ production with key custodians from the Business segment to include documents discussing the opportunities and how they were won or lost</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>Update production to the present</p>
<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>Withdrawn as satisfied</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>Withdrawn as compromise</p>
<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,</p>	<p>Withdrawn as compromise</p>

<p>(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>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>Withdrawn as compromise</p>
<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>Withdrawn as compromise</p>
<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>Update production to the present</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>Withdrawn as satisfied</p>
<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>Supplement the DOJ production to fully respond to the request and update production to the present</p> <p>[These documents were not called for by DOJ’s CID as modified.]</p>

<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>Withdrawn as satisfied</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>Supplement the DOJ production to fully respond to the request and update production to the present</p> <p>[These documents were not called for by DOJ’s CID as modified.]</p>
<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>Supplement the DOJ production to reasonably respond to the request and update the production to the present.</p> <p>[These documents were not called for by DOJ’s CID as modified.]</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>Fully respond to the request and update the production to the present</p> <p>[These documents were not called for by DOJ’s CID as modified.]</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>Withdrawn as satisfied</p>
<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>Withdrawn as compromise</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 (<i>e.g.</i>, 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>Update production to the present</p>
<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>Withdrawn as satisfied</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>Supplement the DOJ production to include information from May 2009 to April 2010 and update production to the present.</p>
<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>Supplement the DOJ production to include information from May 2009 to April 2010 and update production to the present.</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>Update production to the present</p>
<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</p>	<p>Supplement the DOJ production to include information from May 2009 to April 2010 and update production to the present.</p>

minute of use, revenue per bytes of data use, by category of plan and customer type (<i>e.g.</i> , 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.	Withdrawn as satisfied
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.	Update production to the present
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.	Update production to the present
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.	Withdrawn as satisfied