

***Before the***  
**Federal Communications Commission**  
**Washington, D.C. 20554**

In the Matter of )  
 )  
Applications of AT&T Inc. and DIRECTV ) MB Docket No. 14-90  
for Consent To Assign or Transfer Control of )  
Licenses and Authorizations )

**SUPPLEMENTAL RESPONSE OF AT&T INC. TO  
INFORMATION AND DISCOVERY REQUESTS DATED SEPTEMBER 9, 2014**

**June 24, 2015**

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With this Supplemental Response, AT&T is providing further detail on its plans following closing of the DIRECTV merger with respect to fiber-to-the-premises (“FTTP”) deployment.

**61. REQUEST:**

**The Company states on page 41 of the Public Interest Statement that it will commit to funding FTTP investments to two million “more” customer locations if the Transaction is approved. The Stankey Declaration identifies a specific number of customer locations that the Company had already planned to expand FTTP to in the absence of the Transaction.**

- a. state whether (i) the Company is committing to expand FTTP to two million customer locations over and above the number of customer locations specified in the Stankey Declaration as those to which the Company planned to expand FTTP even in the absence of the Transaction; or (ii) if the Company is committing to expand FTTP only to two million more locations than it currently serves;**
- b. describe the specific post-Transaction commitment, if any, beyond the Company’s pre-Transaction plans.**

**RESPONSE:**

With approval of the transaction, AT&T will deploy FTTP so that its FTTP footprint will include a total of 11.7 million customer locations (the “Build Plan”). This Build Plan will be completed within four years after the merger’s closing. AT&T will implement this Build Plan as follows:

**Annual Deployments:** It is AT&T’s current expectation that its FTTP footprint will reach the following deployment milestones over the term of this Build Plan:

**REDACTED—FOR PUBLIC INSPECTION**

- An estimated [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION] [END AT&T HIGHLY CONFIDENTIAL INFORMATION] customer locations as of the end of 2015;
- An estimated [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION] [END AT&T HIGHLY CONFIDENTIAL INFORMATION] customer locations as of the end of 2016;
- An estimated [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION] [END AT&T HIGHLY CONFIDENTIAL INFORMATION] customer locations as of the end of 2017;
- An estimated [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION] [END AT&T HIGHLY CONFIDENTIAL INFORMATION] customer locations as of the end of 2018; and
- 11.7 million customer locations as of the fourth anniversary of the merger’s closing.

**Speed Capabilities:** Of the total 11.7 million FTTP customer locations, at least [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION] [END AT&T HIGHLY CONFIDENTIAL INFORMATION] of these customer locations will have access to AT&T’s “GigaPower” service, which delivers speeds up to 1 Gbps. Speed tiers of [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION] [END AT&T HIGHLY CONFIDENTIAL INFORMATION], depending on local conditions, will be available at the remaining FTTP customer locations covered by this Build Plan.

**Connect America Funds:** AT&T will not use Connect America Funds (“CAF”) to pay for the 11.7 million FTTP customer locations described in this Build Plan.

**Progress Reports:** For four years following the date of the merger’s closing, AT&T will submit to the Commission periodic progress reports on the status of its Build Plan. These reports will verify that locations built to fulfill AT&T’s Build Plan were not funded with CAF. AT&T

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will submit its first progress report within six months after the merger's closing. Thereafter, AT&T will submit a progress report 90 days after each anniversary of the merger's closing.

**Independent Auditor:** AT&T will, at its own expense, annually engage an independent auditor to conduct an examination engagement resulting in a positive opinion (with exceptions noted) regarding AT&T's compliance with the specifications described in this June 24, 2015 response to Information Request 61 ("Audited Specifications"). The engagement will be supervised by persons licensed to provide public accounting services and will be conducted in accordance with the relevant standards of the American Institute of Certified Public Accountants. The independent auditor will be acceptable to the Chief of the Wireline Competition Bureau. An independent auditor's report will be filed for each year (measured from the anniversary of the merger's closing) in which AT&T is subject to obligations under the Audited Specifications.