

ORIGINAL APPLICATION



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BEFORE THE ARIZONA CORPORATION COMMISSION

2011 APR 21 P 4:08

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COMMISSIONERS

- GARY PIERCE, Chairman
- BOB STUMP
- SANDRA D. KENNEDY
- PAUL NEWMAN
- BRENDA BURNS

AZ CORP COMMISSION  
DOCKET CONTROL

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T-02428A-11-0170

IN THE MATTER OF THE VERIFIED APPLICATION OF AT&T INC. ON BEHALF OF ITSELF, ITS ARIZONA OPERATING SUBSIDIARIES AND T-MOBILE USA, INC. FOR A LIMITED WAIVER OF THE COMMISSION'S AFFILIATED INTERESTS RULES PURSUANT TO A.A.C. R14-2-806 OR, ALTERNATIVELY, THE NOTICE OF INTENT PURSUANT TO A.A.C. R14-2-803

Docket Nos. T-02428A-11-\_\_\_\_\_  
 T-03346A-11-\_\_\_\_\_  
 T-03016A-11-\_\_\_\_\_

**VERIFIED WAIVER APPLICATION / NOTICE OF INTENT**

GALLAGHER & KENNEDY, P.A.  
 2575 E. CAMELBACK ROAD  
 PHOENIX, ARIZONA 85016-9225  
 (602) 530-8000

Pursuant to A.A.C. R14-2-801, *et seq.* (the "Affiliated Interests Rules"), AT&T Inc. ("AT&T") and T-Mobile USA, Inc. ("T-Mobile") seek a Limited Waiver or, alternatively, submit this Notice of Intent in relation to AT&T's acquisition of T-Mobile.

Pursuant to A.A.C. R14-2-806, the limited waiver should be granted because the acquisition will benefit Arizona wireless customers, conserve the parties' and Commission resources and presents no risks for, nor impacts on, AT&T's Arizona Operating Subsidiaries. Alternatively, the parties seek the Commission's expedited review and approval of the acquisition without hearing within 60 days pursuant to A.A.C. R14-2-803.B.

**BACKGROUND**

On March 20, 2011, AT&T and Deutsche Telecom AG ("DT") announced they had entered into an agreement under which AT&T will acquire T-Mobile from DT in a cash-and-stock transaction (the "Transaction"). AT&T is the holding company parent of subsidiaries

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1 The Chairman of the Federal Communications Commission (“FCC”) recently  
2 summarized the consequences of the spectrum crunch this way:

3 If we do nothing in the face of the looming spectrum crunch, many  
4 consumers will face higher prices—as the market is forced to  
5 respond to supply and demand—and frustrating service—  
6 connections that drop, apps that run unreliably or too slowly. The  
7 result will be downward pressure on consumer use of wireless  
8 service, and a slowing down of innovation and investment in the  
9 space. Emerging markets like mobile medicine, mobile payments,  
10 social-network-based services, and machine-to-machine  
11 connectivity will see their growth stunted. This would hurt our  
12 economy broadly. It would also have a disproportionate impact on  
13 minority and low-income groups who are more likely than the  
14 average American to access the Internet through a mobile device.<sup>1</sup>

15 In addition to the specific benefits to Arizona customers described below, this  
16 Transaction provides a fast and efficient solution to the spectrum crunch. T-Mobile’s spectrum  
17 and network are complementary to AT&T’s. AT&T can, thus, make immediate use of  
18 T-Mobile’s spectrum and network resources, which will not only produce substantial consumer  
19 benefits in the short term, but will also provide a platform to build on them over the longer term.

### 20 **THE PARTIES AND THEIR EXISTING BUSINESSES**

21 1. **AT&T:** AT&T is a Delaware corporation with headquarters at 208 S. Akard  
22 Street, Dallas, Texas 75202. Through its subsidiaries, AT&T provides telecommunication  
23 services to businesses worldwide and provides local service, long distance voice and data  
24 networking services to businesses and individuals throughout the United States. In addition,  
AT&T subsidiaries provide wireless services through AT&T Mobility f/k/a Cingular Wireless  
throughout the United States and, in Arizona, through New Cingular Wireless PCS, LLC  
(collectively “AT&T Mobility”). Detailed information concerning AT&T’s financial status,

<sup>1</sup> Statement of Chairman Genachowski at CTIA WIRELESS 2011 (Mar. 22, 2011), available at  
[http://www.fcc.gov/Daily\\_Releases/Daily\\_Business/2011/db0322/DOC-305309A1.pdf](http://www.fcc.gov/Daily_Releases/Daily_Business/2011/db0322/DOC-305309A1.pdf).

1 operations, management and services is set forth in AT&T's most recent annual report which can  
2 be accessed online at [http://www.att.com/Investor/ATT\\_Annual](http://www.att.com/Investor/ATT_Annual).

3       **2. ARIZONA OPERATING SUBSIDIARIES:** As relevant to the Affiliate  
4 Interests Rules, AT&T is the holding company parent, through intermediate subsidiaries, of SBC  
5 Long Distance, LLC d/b/a AT&T Long Distance/SBC Long Distance ("SBC LD") [Docket  
6 No. T-03346A], which is authorized to provide intrastate ATM and Frame Relay Services as  
7 well as intrastate and interstate long distance services in Arizona.<sup>2</sup> AT&T also is the holding  
8 company parent, through its 100 percent ownership of AT&T Corp., of AT&T Communications  
9 of the Mountain States, Inc. ("AT&T Mountain States") [Docket No. T-02428A] and TCG  
10 Phoenix [Docket No. T-03016A]. AT&T Mountain States and TCG Phoenix are authorized to  
11 provide competitive local exchange (facility-based and resale), intraLATA toll, interexchange  
12 and intraLATA services within Arizona. The acquisition of T-Mobile will not change the  
13 ownership or operation of any of the Arizona Operating Subsidiaries. Their positions in the  
14 AT&T corporate structure will be unaffected by the Transaction and it will have no impact on  
15 their Arizona rates and tariffs, their ability to provide service or the terms and conditions upon  
16 which their service is offered.

17       **3. T-MOBILE:** T-Mobile, which is owned by DT through intermediate  
18 subsidiaries, is incorporated under the laws of the State of Delaware and is based in Bellevue,  
19 Washington. T-Mobile branded service is provided in the United States by operating entities of  
20 T-Mobile. Through these operating subsidiaries, it is a national provider of wireless voice,  
21 messaging and data services. By the fourth quarter of 2010, approximately 33.7 million mobile

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22 <sup>2</sup> SBC LD no longer has any data customers in Arizona and, as of the last quarter of 2010, its annual revenue stream  
23 dropped below that level sufficient to maintain Class A status. An application to discontinue all competitive local  
24 exchange service under that SBC LD CC&N will be filed shortly. AT&T is also the holding company parent of  
SNET America, Inc. and BellSouth Long Distance, but neither are Class A utilities.

1 customers were served nationally by T-Mobile. T-Mobile's operating subsidiary in Arizona is  
2 T-Mobile West Corporation, a Delaware Corporation.

### 3 **DESCRIPTION OF THE TRANSACTION**

4 4. AT&T has agreed to acquire all of the T-Mobile stock from DT on a debt-free  
5 basis for total consideration of \$39 billion. For additional details regarding the Transaction,  
6 please *see* AT&T's March 20, 2011 press release at  
7 <http://www.mobilizeeverything.com/home.php>, and AT&T's March 21, 2011 Form 8K filing  
8 with the SEC at [http://phx.corporate-ir.net/phoenix.zhtml?c=113088&p=IROL-  
9 secToc&TOC=aHR0cDovL2lyLmludC53ZXN0bGF3YnVzaW5lc3MuY29tL2RvY3VtZW50L3  
10 YxLzAwMDExOTMxMjUtMTEtMDcxODU1L3RvYy9wYWdl&ListAll=1the](http://phx.corporate-ir.net/phoenix.zhtml?c=113088&p=IROL-secToc&TOC=aHR0cDovL2lyLmludC53ZXN0bGF3YnVzaW5lc3MuY29tL2RvY3VtZW50L3YxLzAwMDExOTMxMjUtMTEtMDcxODU1L3RvYy9wYWdl&ListAll=1the).

### 11 **ARIZONA EFFECTS**

12 5. There will be no change in the assets or ownership of the AT&T Arizona  
13 Operating Subsidiaries as a result of the Transaction. It will be transparent and seamless for the  
14 current and future customers of the Arizona Operating Subsidiaries. It will effect no change in  
15 the current rates, terms and conditions of service of the Arizona Operating Subsidiaries. The  
16 Transaction also will not impact their ability to raise, or the cost of, necessary capital. The  
17 Transaction will have no affect on the Commission's current regulatory authority over the  
18 Arizona Operating Subsidiaries.

### 19 **ARIZONA BENEFITS**

20 6. A.A.C. R14-2-806 authorizes the Commission to waive compliance with the  
21 Affiliated Interests Rules upon a finding that such a waiver is in the public interest. Staff has  
22 recently articulated its position that "a benefit [of the reorganization] is necessary in order for a  
23  
24

1 waiver to be in the public interest.”<sup>3</sup> This Transaction has multiple benefits and clearly meets  
2 and exceeds this standard.

3         7.         The primary benefit of AT&T’s acquisition of T-Mobile will be the significant  
4 expansion of higher quality voice and broadband capabilities throughout Arizona. As discussed,  
5 the Transaction will create immense network and spectrum synergies that will alleviate the  
6 impending spectrum crises that AT&T and T-Mobile would otherwise be left to address, less  
7 efficiently and effectively, on their own. It will thereby increase output, enhance efficiency in  
8 the use of scarce spectrum resources, and lead to significant improvements in the quality of  
9 service for both AT&T and T-Mobile customers. The Transaction will give the combined  
10 company the scale, resources and spectrum it needs to increase its LTE deployment from  
11 AT&T’s current plans of 80 percent of Americans to more than 97 percent. In Arizona, the  
12 Transaction will expand new service capabilities and improve service to the interstate highways  
13 and Arizona’s currently un-served or under-served rural population. The maps attached as  
14 Exhibits A and B depict AT&T’s Arizona 4G LTE future coverage area with and without the  
15 acquisition of T-Mobile’s network and spectrum and graphically illustrate this Transaction  
16 benefit.

17         8.         An additional benefit of the Transaction is that AT&T concurs with the extension  
18 of the residential wireless arbitration program to T-Mobile Arizona customers. The Commission  
19 has, in numerous prior orders, found this program to be in the public interest. *See*, for example,  
20 Decision Nos. 68269 and 68865.

21         9.         Upon close of the Transaction, current T-Mobile customers, nationwide and in  
22 Arizona, will not have to acquire new handsets. These customers will also be given the option of

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23 <sup>3</sup> Docket No. W-02113A-10-0309, Direct Testimony of Darron W. Carlson, dated November 10, 2010, at 4  
24 (emphasis supplied).

1 keeping their T-Mobile pricing plans for existing services or of taking advantage of AT&T's  
2 broad selection of rate plans and leading devices.

3 10. Also, the Transaction is supported by labor organizations such as  
4 Communications Workers of America and AFL-CIO for the positive impacts it will have on  
5 employees. *See* CWA and AFL-CIO press releases attached as Exhibit C. Workers in Arizona  
6 and across the country will benefit from the knowledge and experience of the companies'  
7 combined workforce as well as AT&T's employment practices which include neutrality toward  
8 union membership and leading wages, benefits, training and development programs. Finally, the  
9 expansion of AT&T's LTE services is anticipated to spur additional broadband investment and  
10 competition which, in turn, can be expected to create jobs and fuel economic growth in all  
11 corners of the State.

12 11. Additional benefits from the Transaction are described in the Public Interest  
13 Statement included as part of AT&T's filing with the FCC, which can be found at  
14 [www.mobilizeeverything.com](http://www.mobilizeeverything.com)<<http://www.mobilizeeverything.com>>. <sup>4</sup>

#### 15 **R14-2-806 WAIVER INFORMATION**

16 12. In addition to these benefits, waiver of the Affiliated Interests Rules is in the  
17 public interest for several additional reasons. First, the primary reason for adoption of the Rules  
18 by the Commission was to prevent ill-advised diversification efforts by monopoly utilities into  
19 non-utility endeavors—a concern which simply does not apply here. As wireline providers, the  
20 Arizona Operating Subsidiaries function in a highly competitive telecommunications market. As  
21 previously stated, the operations and ownership of the Arizona Operating Subsidiaries and the

22 \_\_\_\_\_  
23 <sup>4</sup> This link will lead to a page with Cautionary Language Concerning Forward-Looking Statements. Clicking on  
24 "Proceed" will lead to the "Home" page which, in the top right-hand corner, will include a link entitled "NEW: FCC  
Filing 21st April 2011."

1 regulation by this Commission of those competitive subsidiaries are unaffected by the  
2 Transaction.

3 13. Further, the acquisition of T-Mobile positively augments the wireless operations  
4 already conducted in Arizona by AT&T Mobility. It is not a diversification into new endeavors,  
5 but rather will serve to optimize the existing AT&T Mobility assets. There also is no risk that  
6 the merger would result in unduly high or above-market prices for regulated services, which  
7 could be used to subsidize unregulated, affiliated interests. As noted, the Arizona Operating  
8 Subsidiaries function in a very competitive market; unduly high or above-market prices will  
9 simply direct customers to other providers. Finally, the grant of this waiver will conserve the  
10 Commission, Staff and the parties' time and resources.

11 14. For these reasons, waiver of the Affiliated Interests Rules is appropriate and  
12 should be granted. Pursuant to R14-2-806.C, if the Commission fails to take action on this  
13 Application, waiver shall become effective upon the 31<sup>st</sup> day following the date of this filing.

14 **R14-2-803 INFORMATION**

15 15. In the alternative, and without waiver of the parties' request pursuant to Rule 806,  
16 the following information is supplied in support of the Notice of Intent in compliance with  
17 R14-2-803.A.1-11:

18 a. Names and Addresses of Proposed Officers and Directors: Attached as  
19 Exhibit D is information concerning AT&T's directors and officers. AT&T's business address is  
20 208 S. Akard Street, Dallas, Texas 75202.

21 b. The Business Purposes for the Reorganization: The business purposes for  
22 the Transaction have been described previously in this Application.

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1 c. The Proposed Method of Financing the Holding Company and the  
2 Resultant Capital Structure: No holding company is being created or financed as a result of the  
3 Transaction.

4 d. Effect on the Capital Structure of the Arizona Utilities: The current  
5 capital structure of AT&T's Arizona Operating Subsidiaries will be unaffected by the  
6 Transaction.

7 e. Organization Chart: Pre- and post-Transaction organization charts for  
8 AT&T are attached as Exhibit E.

9 f. Allocation of Taxes: Federal and State income tax allocations among  
10 AT&T and its subsidiaries are consistent with the provisions of Treasury Regulation  
11 Sections 1.1552-1(a)(3)(ii) and 1.1502-33(d)(2). The Transaction will not effect any change in  
12 AT&T's current and historic method of income tax allocation among it and its Arizona  
13 Operating Subsidiaries.

14 g. Changes in Cost of Service/Cost of Capital: The Transaction will have no  
15 impact on the cost of service or the cost of capital of AT&T's Arizona Operating Subsidiaries.

16 h. Diversification Plans of Affiliates: AT&T has no current plans for its  
17 Arizona Operating Subsidiaries to diversify beyond the businesses in which they are currently  
18 engaged.

19 i. Documents and Filings: An approval filing is being submitted to the FCC  
20 contemporaneously with this Application, a copy of which can be found using the link  
21 referenced in Paragraph 11, above. In addition, AT&T filed with the Department of Justice and  
22 will make filings in West Virginia, California and Hawaii.

23

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1 **Original and 17 copies** filed this  
21<sup>st</sup> day of April, 2011, with:

2 Docket Control  
3 Arizona Corporation Commission  
1200 West Washington Street  
4 Phoenix, Arizona 85007

5 **Copies** of the foregoing delivered  
this 21<sup>st</sup> day of April, 2011, to:

6 Commissioner Gary Pierce, Chairman  
7 Arizona Corporation Commission  
1200 West Washington Street  
8 Phoenix, Arizona 85007

9 Commissioner Bob Stump  
Arizona Corporation Commission  
10 1200 West Washington Street  
Phoenix, Arizona 85007

11 Commissioner Paul Newman  
12 Arizona Corporation Commission  
1200 West Washington Street  
13 Phoenix, Arizona 85007

14 Commissioner Sandra D. Kennedy  
Arizona Corporation Commission  
15 1200 West Washington Street  
Phoenix, Arizona 85007

16 Commissioner Brenda Burns  
17 Arizona Corporation Commission  
1200 West Washington Street  
18 Phoenix, Arizona 85007

19 Janice Alward  
Chief Counsel, Legal Division  
20 Arizona Corporation Commission  
1200 West Washington Street  
21 Phoenix, Arizona 85007

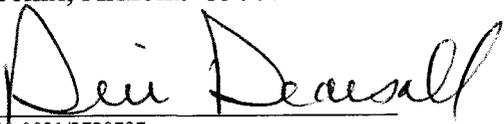
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1 Steven M. Olea  
Director, Utilities Division  
2 Arizona Corporation Commission  
1200 West Washington Street  
3 Phoenix, Arizona 85007

4 Elijah Abinah  
Utilities Division  
5 Arizona Corporation Commission  
1200 West Washington Street  
6 Phoenix, Arizona 85007

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VERIFICATION

I, Jose Menchaca, declare the following:

I am a Managing Director-Corporate Development of AT&T Management Services, L.P., a subsidiary of Applicant in this matter, and am authorized to make this verification. I have personal knowledge of the facts stated in AT&T's Verified Waiver Application / Notice Of Intent and, to the best of my knowledge, information and belief, such facts are true.

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

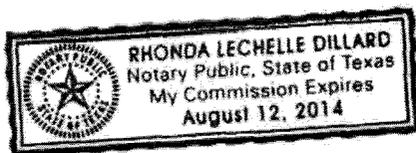
Executed this 21 day of April, 2011.

AT&T Inc.

By: AT&T Management Services, L.P.

By: *Jose Menchaca*  
Jose Menchaca

SUBSCRIBED AND SWORN TO before me this 21 day of April, 2011.



*Rhonda L Dillard*  
Notary Public

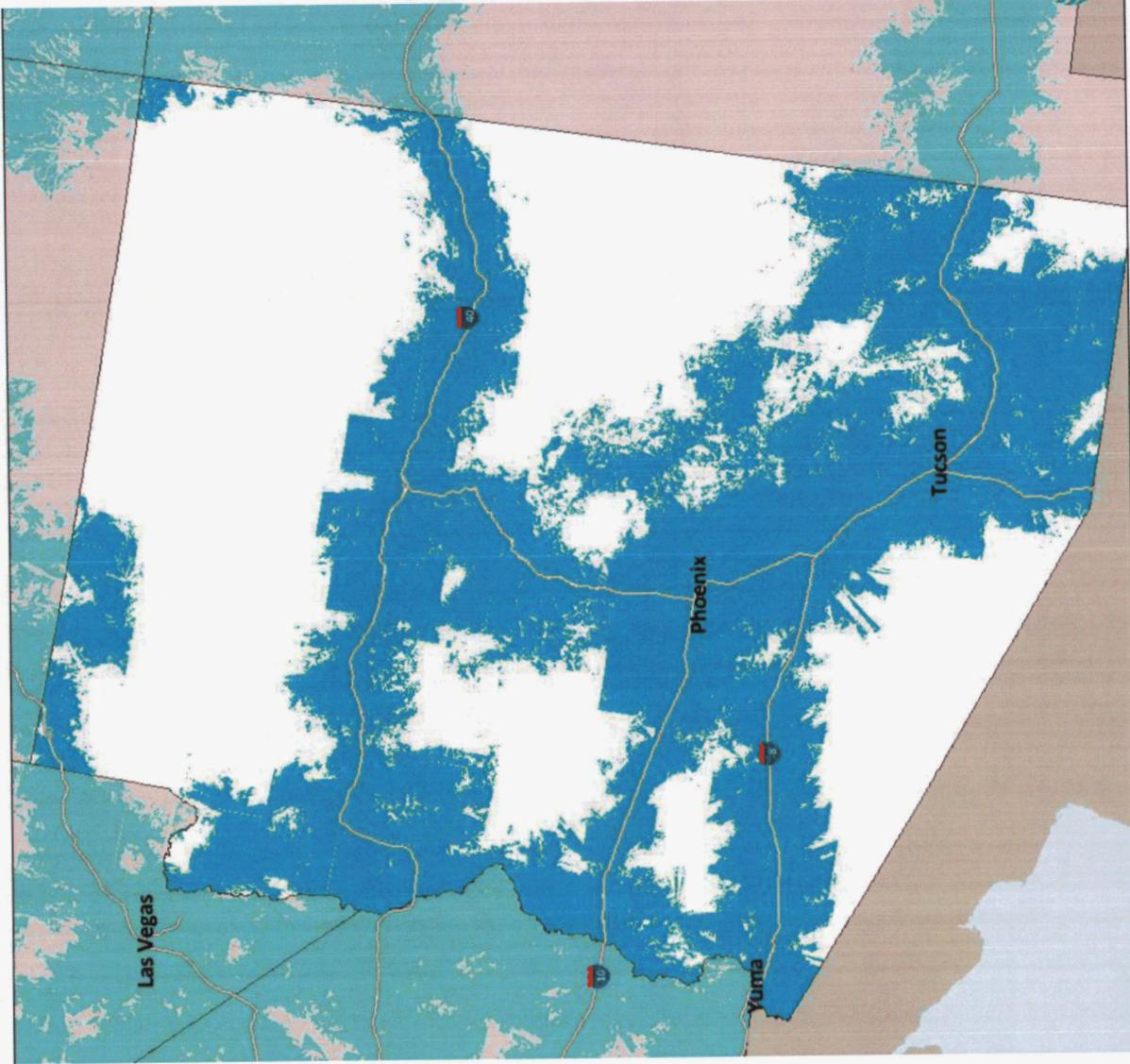
My Commission Expires:

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**EXHIBIT A**

# EXHIBIT A

## ARIZONA



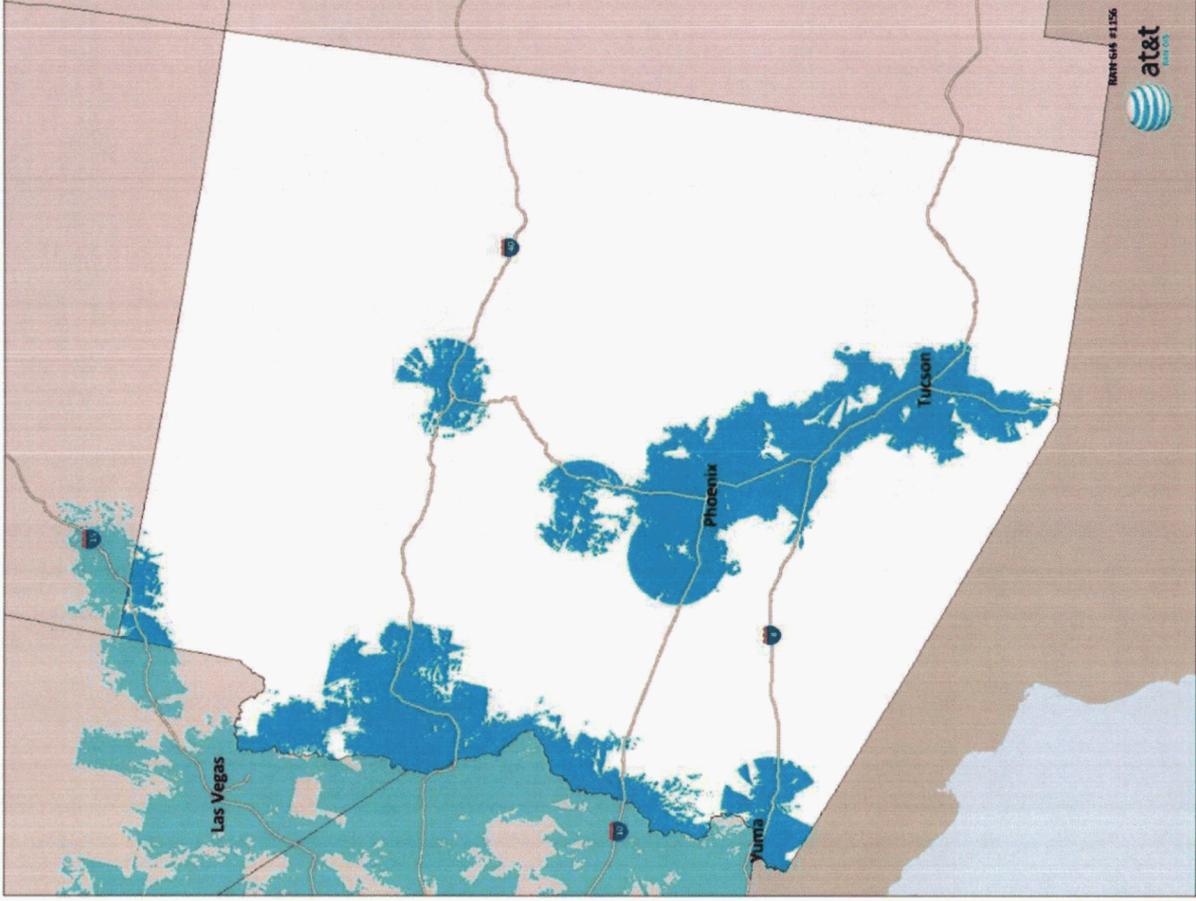
Coverage is modeled on planning assumptions. Map depicts an approximation of outdoor coverage. Actual coverage area may differ due to environmental factors.



**EXHIBIT B**

# EXHIBIT B

# ARIZONA



Coverage is modeled on planning assumptions. Map depicts an approximation of outdoor coverage. Actual coverage area may differ due to environmental factors.

**EXHIBIT C**

# CWA

## The Union for the Information Age

***Communications Workers of America***

For release 2:30 p.m., Sunday, March 20, 2011

Contact: Candice Johnson, CWA Communications, [cjohnson@cwa-union.org](mailto:cjohnson@cwa-union.org), 202-415-6566

**Following is a statement by CWA President Larry Cohen on the planned acquisition of T-Mobile USA by AT&T:**

### **T Mobile USA and AT&T Merger Means Faster and More Widespread Broadband**

Washington, D.C. -- For more than a decade, the United States has continued to drop behind nearly every other developed economy on broadband speed and build out. The Federal Communications Commission sounded the alarm more than a year ago with its broadband report, and President Obama in his State of the Union address called for increased efforts to bring the U.S. back to global parity as a key stimulus for economic development.

Today's announcement of the acquisition of T-Mobile USA by AT&T is a victory for broadband proponents in both the U.S. and Germany. For the U.S., it means that T-Mobile customers will get quick access to the AT&T network, soon to include LTE or data speeds of at least 10 megabits down stream. More important, as part of the deal, AT&T is committing to build out to nearly every part of the U.S. within six years. Both AT&T and T-Mobile use GSM technology so there will be the immediate benefit of shared spectrum. Other reported deals involving T-Mobile would have joined incompatible networks; not only would that have forced a rebuild but would have required new phones for T-Mobile customers.

In Germany, the cash deal will provide investment in parent Deutsche Telekom's own fiber network, particularly important for DT's principal owner, the German government.

CWA and ver.di, the largest union in Germany, have partnered to support T-Mobile workers in the U.S., and the global union movement has been a strong supporter of this effort. CWA and ver.di formed a joint union – TU – that represents T-Mobile workers on both sides of the Atlantic. Hundreds of TU members in the U.S. will welcome this news since of all the possible partners, AT&T will mean better employment security and a management record of full neutrality toward union membership and a bargaining voice. For T-Mobile USA workers who want a voice in their workplace, this acquisition can provide a fresh start with T-Mobile management. Some 42,000 ATT mobility employees are union represented.

As with any merger or acquisition involving large entities, oversight issues will be raised. We ask all those involved to balance the inquiry with adequate weight for broadband speed and build out, and employment and workers rights.

###

# Statement by AFL-CIO President Richard Trumka on Announced Acquisition of T-Mobile USA by AT&T

03.22.11

Posted By: Speed Matters Blog Team

*The following press release is re-posted from the [AFL-CIO Media Center](#)*

Yesterday's announcement of the acquisition of T-Mobile USA by AT&T has important, positive implications for consumers in the U.S. and Germany, for the U.S. telecom workforce and for our country's economic future.

The acquisition ensures AT&T a strong telecom workforce well-positioned to compete globally, while offering tens of thousands of T-Mobile USA employees the opportunity to make their jobs good jobs by benefitting from the pro-worker policies of AT&T, one of the only unionized U.S. wireless companies. AT&T partners with its employees so they have a voice on the job, good living standards, and training and development opportunities to help the company succeed. About 42,000 AT&T mobility employees are represented by the Communications Workers of America (CWA).

For T-Mobile USA workers who want a voice in their workplace, this acquisition can provide a fresh start with T-Mobile management. CWA and ver.di, the largest union in Germany, have partnered to support T-Mobile USA workers in their efforts to come together. The AFL-CIO will continue to work with CWA, ver.di and the global trade union movement to ensure that T-Mobile USA workers transitioning to AT&T will enjoy better employment security and a management record of full neutrality towards union membership and collective bargaining.

The acquisition also promises sorely needed increased broadband speed and build-out in the U.S., particularly rural communities, areas that have been highlighted by President Obama and the Federal Communications Commission as important to bring the U.S. to global parity. In Germany, the deal will allow for greater investment in parent Deutsche Telekom's own fiber network.

**EXHIBIT D**

## AT&T Inc. Board of Directors

### Randall L. Stephenson, 50 <sup>(4)</sup>



Chairman of the Board,  
Chief Executive Officer and President  
AT&T Inc.  
Dallas, Texas

Director since 2005

Background: Telecommunications

### Jon C. Madonna, 67 <sup>(1,2,4)</sup>



**Lead Director**  
Retired Chairman and  
Chief Executive Officer  
KPMG

Director since 2005

AT&T Corp. Director 2002–2005

Background: Public accounting

### Gilbert F. Amelio, Ph.D., 68 <sup>(4,6,7)</sup>



Senior Partner  
Sienna Ventures  
Director since 2001  
Advisory Director 1997–2001

Pacific Telesis Director 1995–1997

Background: Technology, electronics engineering

### Reuben V. Anderson, 68 <sup>(4,5,7)</sup>



Senior Partner  
Phelps Dunbar, LLP  
Director since 2006  
BellSouth Corporation

Director 1994–2006

Background: Law

### James H. Blanchard, 69 <sup>(2,4,6)</sup>



Retired Chairman of the Board  
and Chief Executive Officer  
Synovus Financial Corp.  
Director since 2006

BellSouth Corporation Director 1994–2006

BellSouth Telecommunications

Director 1988–1994

Background: Financial services

### Jaime Chico Pardo, 61 <sup>(1,2)</sup>



President and Chief Executive Officer  
ENESA  
Director since 2008

Background: Telecommunications,  
banking

### James P. Kelly, 67 <sup>(1,3)</sup>



Retired Chairman of the Board  
and Chief Executive Officer  
United Parcel Service, Inc.  
Director since 2006

BellSouth Corporation Director 2000–2006

Background: Air delivery and freight services

### Lynn M. Martin, 71 <sup>(3,4,5)</sup>



President  
The Martin Hall Group, LLC  
Director since 1999  
Ameritech Director 1993–1999

Background: Consulting, former

Congresswoman and Secretary of Labor

### John B. McCoy, 67 <sup>(3,4,5,6)</sup>



Retired Chairman and  
Chief Executive Officer  
Bank One Corporation  
Director since 1999

Ameritech Director 1991–1999

Background: Banking

### Joyce M. Roché, 63 <sup>(3,7)</sup>



Retired President and  
Chief Executive Officer  
Girls Incorporated  
Director since 1998

Southern New England Telecommunications

Director 1997–1998

Background: Marketing

### Matthew K. Rose, 51 <sup>(6)</sup>



Chairman and Chief Executive Officer  
Burlington Northern Santa Fe, LLC  
Director since 2010

Background: Freight transport

### Laura D'Andrea Tyson, Ph.D., 63 <sup>(1,2,5)</sup>



S. K. and Angela Chan Professor of  
Global Management  
Walter A. Haas School of Business  
University of California at Berkeley

Director since 1999

Ameritech Director 1997–1999

Background: Economics, education

### Patricia P. Upton,\* 72 <sup>(6,7)</sup>



President and Chief Executive Officer  
Aromatique, Inc.  
Director since 1993

Background: Manufacturing and  
marketing of decorative fragrances

### Committees of the Board:

- (1) Audit
- (2) Corporate Development
- (3) Corporate Governance and Nominating
- (4) Executive
- (5) Finance/Pension
- (6) Human Resources
- (7) Public Policy

(Information is provided  
as of March 10, 2011.)

\*Retiring April 29, 2011.

## Senior Officers of AT&T Inc. and its Affiliates

---

**Randall Stephenson, 50**

Chairman, Chief Executive Officer  
and President

**Cathy Coughlin, 53**

Senior Executive Vice President  
and Global Marketing Officer

**Forrest Miller, 58**

Group President-Corporate  
Strategy and Development

**Wayne Watts, 57**

Senior Executive Vice President  
and General Counsel

**Bill Blase Jr., 55**

Senior Executive Vice President-  
Human Resources

**Ralph de la Vega, 59**

President and Chief Executive Officer  
AT&T Mobility and Consumer Markets

**Ron Spears, 62**

Senior Executive Vice President-  
Executive Operations

**Ray Wilkins Jr., 59**

Chief Executive Officer-  
AT&T Diversified Businesses

**Jim Cicconi, 58**

Senior Executive Vice President-  
External and Legislative Affairs  
AT&T Services, Inc.

**Rick Lindner, 56**

Senior Executive Vice President  
and Chief Financial Officer

**John Stankey, 48**

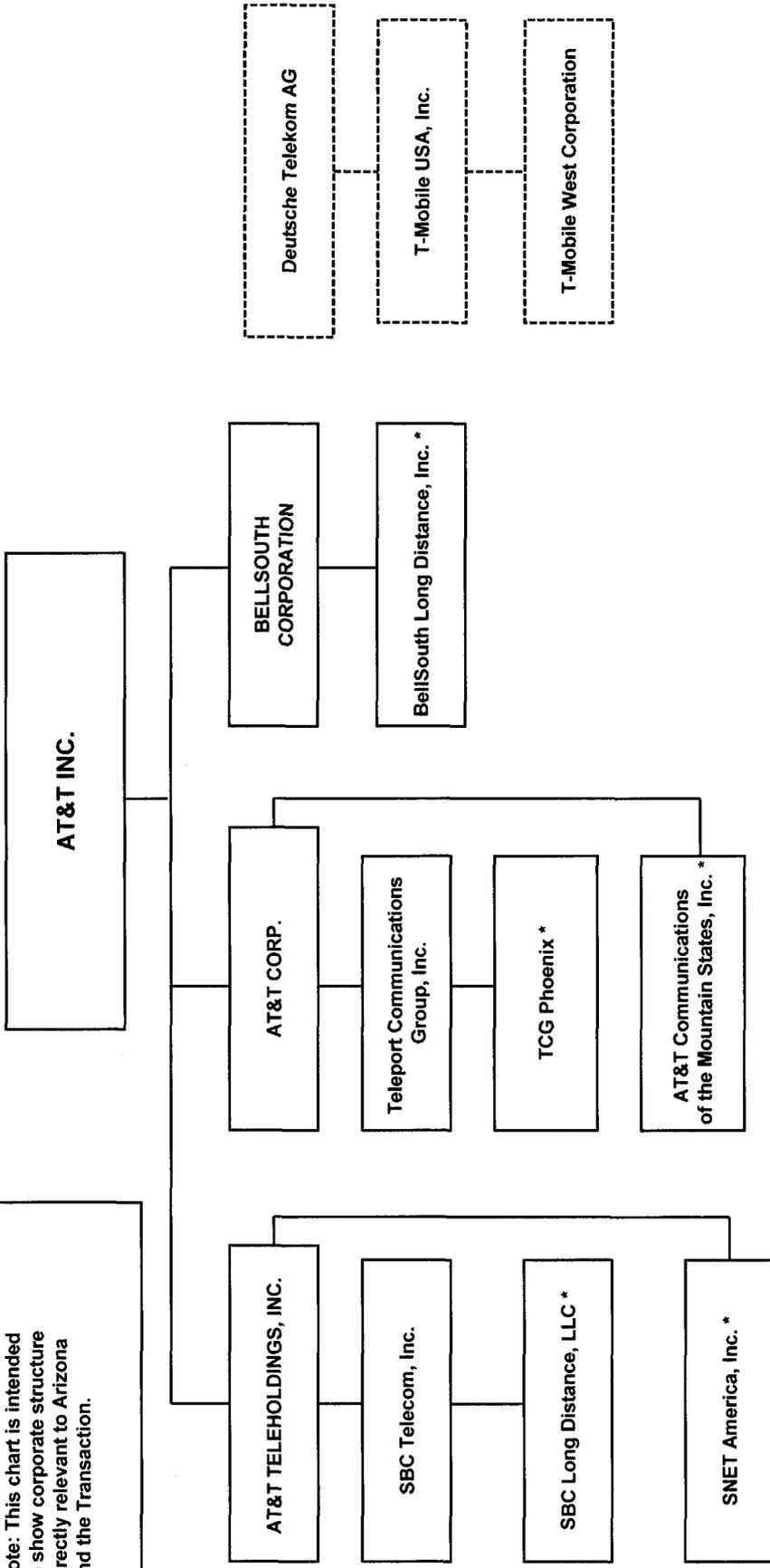
President and Chief Executive Officer  
AT&T Business Solutions

(Information is provided  
as of February 28, 2011.)

**EXHIBIT E**

# AT&T Inc.

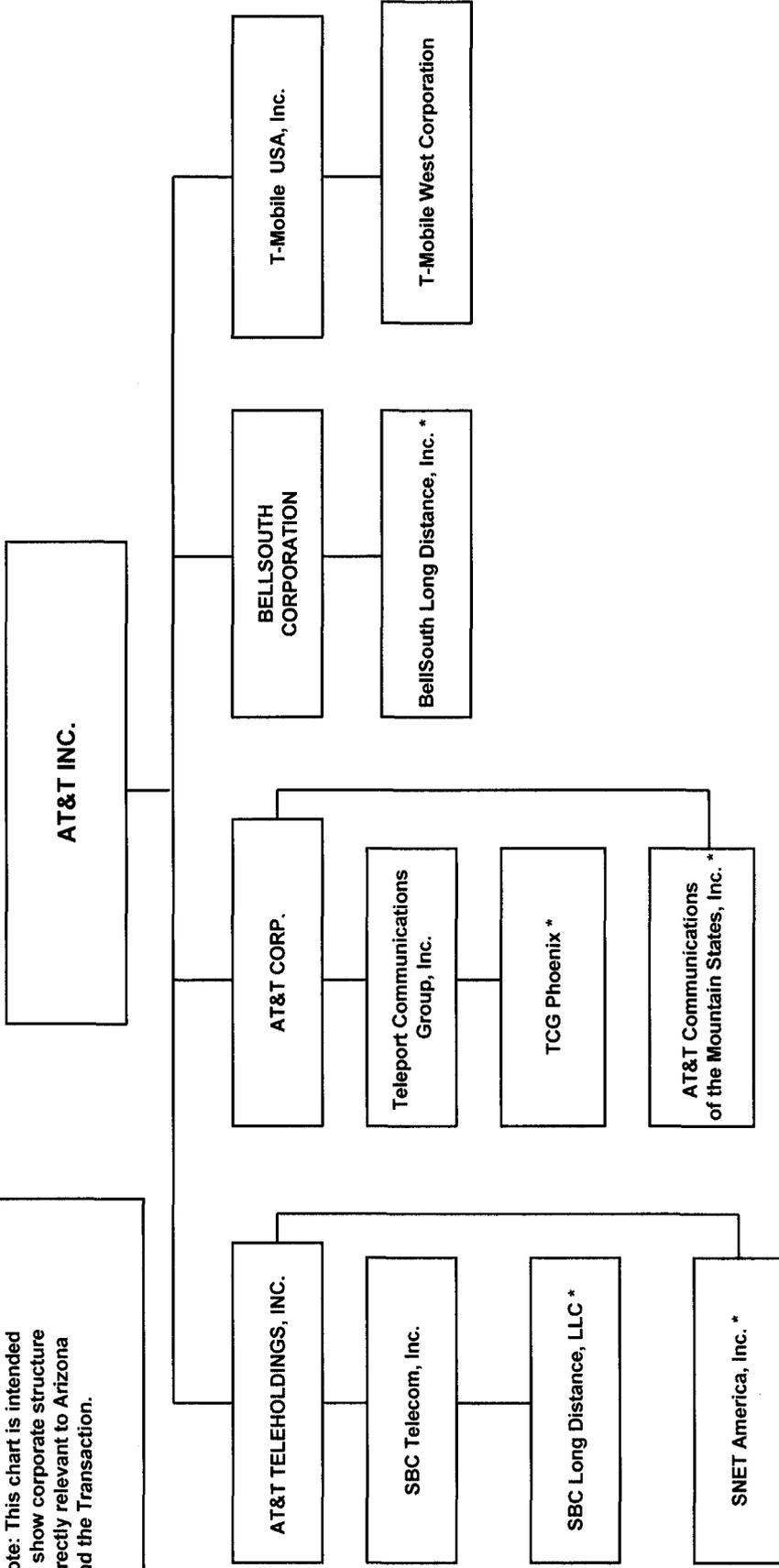
Pre-Merger - AT&T / T-Mobile  
 Note: This chart is intended to show corporate structure directly relevant to Arizona and the Transaction.



\* These entities hold certificates in Arizona.

# AT&T Inc.

Post-Merger - AT&T / T-Mobile  
 Note: This chart is intended to show corporate structure directly relevant to Arizona and the Transaction.



\* These entities hold certificates in Arizona.