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2138 RAYBURN HOUSE OFFICE BUILDING

WASHINGTON, DC 20515-6216

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August 1, 2011

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The Honorable Eric Holder
Attorney General of the United States
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

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

Dear Attorney General Holder and Chairman Genachowski:

I am writing with regard to your review of the proposed merger between AT&T and T-Mobile.

The House Judiciary Committee held an informative hearing on this matter on May 26, 2011. I believe that the hearing provided a public forum that usefully illuminated many of the arguments for and against the merger. Because of limitations on time, resources, and the number of witnesses, however, a congressional hearing does not provide an adequate forum for the extensive and detailed analysis that a merger of this magnitude warrants.

For that reason, Congress has passed laws requiring your agencies to investigate large mergers like this one to determine whether they pass legal muster. In conducting this review, your agencies have the expertise and the time to thoroughly study all of the evidence of the merger's likely effects—including non-public evidence unavailable to Congress—and determine whether the merger is consistent with the law.

Recently, you have heard from members of Congress who, based on the limited information provided in congressional hearings, urged you to conclude that this merger should be blocked. Unfortunately, they provided you with only one side of the story. I feel compelled to briefly point out the other side.

For example, we heard evidence at our hearing that, among other benefits, the merger

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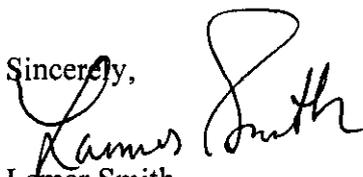
will allow AT&T to: (1) substantially improve the quality and capacity of its broadband network thereby creating jobs and spurring innovation; (2) use existing spectrum more efficiently to overcome the current spectrum shortage; (3) expand its LTE mobile broadband Internet service to 97% of America including much of rural America; and (4) provide better service to its customers thereby giving its competitors an incentive to improve their service.

These benefits of the merger, if they come to pass, could improve mobile service for my constituents and others throughout the nation. Any description of the evidence from the congressional hearings that omits evidence of these benefits paints an incomplete picture. There is at least as much evidence in the hearing record supporting the merger as opposing it.

Congress has a legitimate oversight role to play, and I hope you will appropriately consider our input. But ultimately, the law charges your agencies with gathering all of the relevant facts and deciding whether the transaction meets the relevant legal standards. As you continue your review, I urge you to carefully weigh all of the evidence, including the many benefits of this transaction, before coming to a conclusion. A fair and thorough process that considers both sides of the story will yield the greatest benefit for consumers, and I trust that you will conduct one.

Thank you for your consideration of my views.

Sincerely,



Lamar Smith
Chairman