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carlnorthrop@paulhastings.com

April 27, 2011

57739.00001

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: WT Docket No. 07-195 (AWS-3); WT Docket No. 04-356 (AWS-2); WT Docket No. 06-150 and PS Docket No. 06-229 (700 MHz D Block); WT Docket No. 05-265 (Data Roaming); ET Docket No. 10-142 (MSS Flexibility); WT Docket No. 07-293 (WCS); WT Docket No. 11-65 (AT&T/T-Mobile Transaction); GN Docket No. 09-191 and WC Docket No. 07-52 (Open Internet); WC Docket No. 10-90, GN Docket No. 09-51, WC Docket No. 07-135, WC Docket No. 05-337, CC Docket No. 01-92, CC Docket No. 96-45 and WC Docket No. 03-109 (Intercarrier Compensation); WC Docket No. 07-245 (Pole Attachments)
Oral *Ex Parte* Communication

Dear Ms. Dortch:

On April 26, 2011, Roger D. Linquist, President, Chief Executive Officer and Chairman of the Board of MetroPCS Communications, Inc. ("MetroPCS"), Mark A. Stachiw, Executive Vice President, General Counsel and Secretary of MetroPCS and Carl W. Northrop of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") met with Chairman Julius Genachowski and Edward Lazarus, Chief of Staff, Rick Kaplan, Chief Counsel and Senior Legal Advisor, and Zac Katz, Legal Advisor for Wireline Communications, International and Internet Issues for Chairman Genachowski.

Using the attached handout, Mr. Linquist provided an overview of the competition MetroPCS brings to the wireless marketplace. Mr. Linquist outlined the spectrum position of MetroPCS in comparison to the "Big-4" national wireless carriers, and urged the Commission to explore every available option to make additional unencumbered paired broadband wireless spectrum available as soon as possible, as the company has advocated in public comments in many of the above-referenced proceedings. MetroPCS also encouraged the Commission to complete the allocation and service rules for the H and J Blocks (AWS-2) and to auction the AWS-2 spectrum as soon as possible.

MetroPCS emphasized the importance of the Commission's recent actions on voice roaming, data roaming and pole attachments, and encouraged the Commission to proceed with comprehensive intercarrier compensation reform.

Marlene H. Dortch
April 27, 2011
Page 2

Mr. Linquist also urged the Commission to accord MetroPCS the flexibility it needs to implement innovative, differentiated service plans with a minimum of Government mandates

Kindly refer any questions in connection with this letter to the undersigned.

Respectfully submitted,



Carl W. Northrop
of PAUL, HASTINGS, JANOFSKY & WALKER LLP

cc: (via email) Chairman Julius Genachowski
Edward Lazarus
Rick Kaplan
Zac Katz

LEGAL_US_E # 92855660.3



May 3, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: United States Cellular Corporation
Docket No. GN 09-51
Docket No. WC 05-25
Docket No. RM 11592
Docket No. ET 10-236
Docket No. WT 11-65
Docket No. WC 05-337
Docket No. CC 96-45

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, we hereby provide you with notice of an oral ex parte presentation in connection with the above-captioned proceedings. On May 2, 2011, Mary Dillon, President and CEO of U.S. Cellular along with the undersigned, met with FCC Chairman Julius Genachowski; Chief of Staff Ed Lazarus; Chief Counsel and Senior Legal Advisor Rick Kaplan; OSPPA Chief Paul de Sa; and Senior Counselor Josh Gottheimer.

During the course of that discussion, U.S. Cellular:

- Discussed the findings of a recent consumer survey regarding incentive auctions for wireless spectrum. An outline of that discussion is enclosed.
- Discussed the fact that it intends to deploy 4G services in selected markets by the end of 2011 and as part of that discussion, urged the Commission to address issues of handset interoperability across the 700 MHz spectrum in order to facilitate the nationwide deployment of a cohesive 4G network.
- Raised issues regarding the pending acquisition of T-Mobile by AT&T including its potential impact on market consolidation, roaming, special access pricing, handset interoperability and availability, as well as spectrum

consolidation. U.S. Cellular urged the Commission, in conjunction with the Department of Justice, to conduct a thorough review of the proposed transaction.

- Stated its strong opposition to the adoption of reverse auctions as a mechanism for distributing high cost funds under the Universal Service Program. U.S. Cellular instead stated its support for the use of a forward looking cost model for the distribution of support under the proposed Connect America Fund. Such support would be targeted to specific geographic areas and would be portable amongst all ETCs serving the area. This would have the benefit of continuing competition among providers in the marketplace and would be consistent with the pro-competitive aspects of the 96 Act. U.S. Cellular expressed its opposition to the proposed five-year phasedown of existing CETC support and argued consistent with proposals in the National Broadband Plan for a 10 year phasedown or in the alternative for a more graduated and back-loaded phasedown over a 7 to 10 year period. U.S. Cellular also reiterated its position that, given the USF program's statutory grounding under Title II of the Communications Act, any carrier seeking to draw universal service support under the Connect America Fund or the Mobility Fund, must adhere to all applicable provisions of Title II.

Sincerely,

/S/

Grant B Spellmeyer, Esq.
Senior Director – Legislative & Regulatory Affairs

CCs to:

Hon. Julius Genachowski
Edward Lazarus, Esq.
Rick Kaplan, Esq.
Josh Gottheimer, Esq.
Paul de Sa, Esq.
Sharon Gillett, Esq.
Ruth Milkman, Esq.
Jim Schlichting, Esq.

May 6, 2011

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., and I met with Commissioner Copps and Margaret McCarthy, Legal Advisor to Commissioner Copps. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. McCarthy. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

Sincerely,



Debra McGuire Mercer

Attachment

cc: Hon. Michael J. Copps
Ms. Margaret McCarthy

May 6, 2011

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

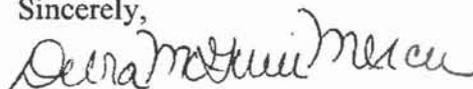
Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., Susan Nelson of Navigators Global, and I met with Commissioner Baker and Bradley Gillen, Legal Advisor to Commissioner Baker. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. Baker and Mr. Gillen. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

Sincerely,



Debra McGuire Mercer

Attachment

cc: Hon. Meredith Attwell Baker
Mr. Bradley Gillen

May 6, 2011

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., and I met with Christine Kurth, Legal Advisor to Commissioner McDowell. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. Kurth. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

Sincerely,



Debra McGuire Mercer

Attachment

cc: Ms. Christine Kurth



Public Knowledge

May 11, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St. SW
Washington, DC 20554

Re: Developing a Unified Intercarrier Compensation Regime, CC 01-92; Federal-State Joint Board for Universal Service, CC 96-45; High-Cost Universal Service Support, WC 05-337; Connect America Fund, WC 10-90; A National Broadband Plan for Our Future, GN 09-51; Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations, WT 11-65; Economic Impact of Low-Power FM Stations on Full-Service Commercial Fm Stations, MB 11-83.

Dear Ms. Dortch:

On May 11, various groups that are part of the Media and Democracy Coalition, a coalition of over two dozen local and national organizations committed to amplifying the public's voice in shaping media and telecommunications policy, met with FCC personnel. This notice of *ex parte* discloses the substance of two of those meetings.

The first meeting was between Joshua Cinelli, Media Advisor to Commissioner Copps, and John Bergmayer (Public Knowledge), Gavin Dahl (Common Frequency), Katie Ingersoll (Prometheus Radio Project), Edyael Casaperalta (Center for Rural Strategies), Amalia Deloney (Center for Media Justice), Maxie Jackson (National Federation of Community Broadcasters), Brandy Doyle (Prometheus Radio Project), and Cheryl Leanza (United Church of Christ).

The second was between Jenniffer Tatel, Legal Advisor; Charles Mathias, Senior Legal Advisor; and Brad Gillen, Legal Advisor from Commissioner Baker's office, and John Bergmayer (Public Knowledge), Cheryl Leanza (United Church of Christ), Katie Ingersoll (Prometheus Radio Project), Dee Davis (Center for Rural Strategies), Gavin Dahl (Common Frequency), DeAnne Cuellar (Media Justice League).

At the meetings, MADCo advocates presented their views on the Universal Service Fund (USF), Low Power FM (LPFM) radio service, and the proposed merger between AT&T and T-Mobile.¹

USF

Advocates summarized the recent comments on the Universal Service Fund's Lifeline and Linkup programs filed by various MADCo member groups. They stressed that the program should not be limited by outdated assumptions and arbitrary caps. They argued that the FCC should expand eligibility to ensure that all those who find that basic telecommunications services are not affordable qualify for the benefit, and to address the under-utilization of the program by qualified individuals. Advocates further observed that "one-per-address" limitations on the

¹ The United Church of Christ did not express views on the proposed merger at these meetings.

program (in addition to being inconsistent with the statute²) were designed for a wireline era when one phone line per household was the norm. By contrast, today, mobile telephones tend to be one per person. Both artificial “per address” limitations and unrealistic eligibility criteria keep the programs from fulfilling their potential.

Improving broadband adoption through digital literacy and other programs is a part of many universal service proposals. Advocates observed that the government has already embarked on a large-scale program to educate people about a technology change: the DTV transition. Some MADCo groups were involved in helping communities with that transition, and understand that a lot of hands-on work will be required. Nevertheless, they expressed their willingness to help with this work.

Advocates also discussed high-cost reform. Broadband is vital to the long-term economic health of rural communities—while the presence of affordable and available broadband does not ensure the success of any particular community, its *absence* can cause severe problems. To help ensure that broadband is available to all Americans, advocates argued that the definition for Eligible Telecommunications Carriers (ETCs) should be broadened so that municipalities, nonprofits, and community-based organizations could receive funding to provide service. They also reminded the Commission that, especially in some rural, tribal, and remote areas, USF-supported voice service should remain a priority. The expansion of the program to include broadband, while sorely needed, should not imperil voice service for these vulnerable communities.

The groups also discussed the need to engage low-income and rural communities at the FCC’s field meetings.

Proposed AT&T / T-Mobile Merger

Advocates stated their belief that neither the DoJ nor the FCC should not allow the merger to go through, and that no divestitures or conditions would be enough to ensure that the merger served the public interest. The immediate result of the merger would be a loss of jobs, higher prices for millions of Americans, fewer price plans and handset choices, and squelched innovation. They argued that the Commission should not allow the wireless market to become an effective duopoly where neither competition nor regulation protected consumers. Although AT&T has described ways in which the merger would help it improve its service, advocates noted that AT&T could achieve those ends in other ways that did not involve eliminating one of the remaining national wireless carriers. Further, to the extent that the US relies on inter-carrier competition rather than direct regulation to protect consumers, advocates predicted that an inevitable result of further consolidation in the wireless industry would be increased calls for regulation.

Advocates then described the overwhelming grassroots opposition to the proposed merger. They noted that T-Mobile is often the affordable option for some communities, and that AT&T does not have a strong history of offering affordable and accessible devices and plans. It was pointed out that many people use wireless phones as their sole means of communication, including for access to the Internet, and that the loss of a low-cost alternative would hit them particularly hard. Additionally, the advocates described how rural America would be left behind

² See <http://www.civilrights.org/advocacy/letters/2011/universal-service-lifeline-4-21-11.pdf> at 8.

after such a merger. While AT&T has enough spectrum to blanket rural America with coverage, they observed that its support for rural communities has been lacking. They concluded that the merger does not appear to be motivated by a desire to better serve underserved communities and does not serve the public interest.

LPFM

Many of the groups present at these meetings have been involved with LPFM for many years, and they offered their insight on both technical matters and the importance of LPFM in providing diverse, local content to groups that are overlooked and underserved by other media outlets.

Advocates said they look forward to the release of the FCC's NPRM implementing the Local Community Radio Act,³ but described how an improper resolution of the translator question could undermine the Act's goals. LPFM advocates believe that translators and LPFM can coexist, but that the Commission should bear in mind differences between urban and rural markets. In particular, they argued that the Commission should not adopt a policy, such as the "ten cap" rule, that would allow translators to claim most available urban spectrum, leaving little to none for LPFM.⁴

Advocates also encouraged the FCC to speedily resolve translator applications for areas with fewer spectrum constraints. They also pointed out that the urban communities that would be hurt by an ill-crafted resolution of the translator/LPFM issue are those that could benefit most from LPFM. LPFM has the potential to provide communities with the kinds of programming that are not provided by other outlets. For example, LPFM is an ideal medium for local affairs programming (including emergency and public safety information) as well as minority-interest, minority-owned, and religious programming.

Advocates noted an increase in interest in LPFM since the passage of the Act, and expressed hope that the FCC will be prepared to serve LPFM applicants with less experience in communications law and FCC procedures than larger, commercial applicants generally have.

On a related matter, Common Frequency expressed its view that broadcasters' public file requirement, while it could be reformed to be more streamlined, served the public interest.

Respectfully submitted,

/s John Bergmayer
Staff Attorney
Public Knowledge

³ Local Community Radio Act of 2010, Pub. L. No. 111-371, 124 Stat. 4072 (2011).

⁴ A summary of the Common Frequency data that shows the danger of the ten-cap proposal is available at <http://www.prometheusradio.org/sites/default/files/tencapinformation.pdf>.

May 12, 2011



Marlene Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: Notice of *Ex Parte* Presentation
MM Docket No. 99-25 (Creation of Low Power Radio Service)
WC Docket No. 11-42 (Lifeline/Link Up Reform & Modernization)
WT Docket No. 10-208 (Mobility Fund)
WC Docket No. 10-90 (Connect America Fund)
GN Docket No. 09-51 (A National Broadband Plan for Our Future)
WC Docket No. 03-109 (Lifeline and Link Up)
CC Docket No. 96-45 (Universal Service)
WT Docket No. 11-65 (AT&T and T-Mobile)

Dear Ms. Dortch:

On Wednesday, May 11, 2011, representatives from member organizations of the Media and Democracy Coalition (collectively, "Media and Democracy Advocates") met separately with Commissioners and staff from all five Commissioners' offices. This *ex parte* notification reports on three of those meetings.

One such meeting was attended by Commissioner Mignon Clyburn, as well Dave Grimaldi, her Chief of Staff and Media Legal Advisor; Angela Kronenberg, her Wireline Legal Advisor; and Louis Peraertz, her Legal Advisor for Wireless, International, and Public Safety matters. The second such meeting was with Rosemary C. Harold, Legal Advisor for Media issues to Commissioner Robert M. McDowell; and Christine D. Kurth, Commissioner McDowell's Policy Director & Wireline Counsel. The third meeting on which this notification reports was attended by Chairman Genachowski's advisors Zac Katz, Legal Advisor for Wireline Communications, International and Internet Issues; and Sherrese Smith, Legal Advisor for Media, Consumer and Enforcement Issues. Also in attendance for the meeting with the Chairman's staff was Peter Doyle, Chief of the Media Bureau's Audio Division.

The Media and Democracy Advocate attendees at each of these three meetings varied. Meeting with Commissioner Clyburn and her staff were Sean McLaughlin, Access Humboldt; Cecilia Garcia, Benton Foundation; Amalia Deloney, Center for Media Justice; Edyael Casaperalta, Center for Rural Strategies; Steven Renderos, Main Street Project; Traci Morris, Native Public Media; Michael Calabrese, New America Foundation; Brandy Doyle, Prometheus Radio Project; and Matt Wood, Media Access Project.

Attending the meeting with the Chairman's staff and Peter Doyle were Gavin Dahl, Common Frequency; and Qres Ephraim, Media and Democracy Coalition; accompanied by Sean McLaughlin, Amalia Deloney, Steven Renderos, Brandy Doyle, and Matt Wood.

Attending the meeting with Commissioner McDowell's staff were Katie Ingersoll, Prometheus Radio Project, accompanied by Sean McLaughlin, Cecilia Garcia, Steven Renderos, Traci Morris, Michael Calabrese, and Matt Wood.

Due to the number of attendees at each meeting and the number of topics covered, the presentations on the respective matters in the above-captioned dockets were, of necessity, quite brief. With the Chairman's staff and Commissioner McDowell's staff, the two matters discussed were Low Power FM ("LPFM") implementation and Universal Service Fund ("USF") reform. In the meeting with Commissioner Clyburn and staff, the Media and Democracy Advocates addressed these same two topics, but also discussed the proposed acquisition of T-Mobile by AT&T. It should be noted, however, that not all of the Media and Democracy Advocates' respective organizations have formulated a position at this time on that proposed acquisition.

During each meeting, the Media and Democracy Advocates presented their views on implementation of the Local Community Radio Act of 2010 ("LCRA"), which requires the Commission to ensure spectrum opportunities both for LPFM and FM translator applicants. The statute also directs the Commission to make such spectrum allocation and licensing decisions on the basis of the service needs of local communities. The advocates indicated that the LCRA requires meaningful spectrum availability and satisfactory channels for LPFM stations in every community, including the largest radio markets and urban centers. They also explained that the "ten-cap" solution for processing Auction No. 83 FM translator applications would have an impermissible preclusive impact on low power FM stations.

With respect to the Commission's broad-ranging USF reform proceedings, the Media and Democracy Advocates suggested that the Commission must reform and modernize the Low-Income program to (1) transition the fund to support broadband; (2) expand recipient eligibility, especially to account for individual recipients' increased need for mobile connectivity; (3) avoid imposing caps on the Lifeline program at a time when participation rates remain low; and (4) consider potential reallocation of high-cost funds to Lifeline and Link Up, including but not limited to the funding for broadband "pilot" program design and implementation. The advocates also called for exploration of expanded provider eligibility for USF support, so as to facilitate participation by community broadband providers such as municipal networks and non-profit cooperatives.

In the meeting with Commissioner Clyburn, the representatives from the Center for Media Justice, Main Street Project, New America Foundation, and Media Access Project voiced concerns about the proposed AT&T transaction to acquire T-Mobile. They explained that the transaction would harm competition, reduce choice, increase prices paid by consumers, stifle innovation in wireless services and devices, and result in a net loss of jobs. They also noted the fallacies underlying the transaction's supposed benefits, as advanced by the applicants. AT&T and T-Mobile have suggested, for example, that the deal could yield increased infrastructure investment, improved wireless broadband coverage, and reduced spectrum congestion. Yet, as

Marlene Dortch
May 12, 2011
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the above-listed organizations' representative discussed with Commissioner Clyburn and her staff, approval of this transaction either is not necessary to achieve those goals or would in fact be harmful to their achievement. Noting that there is no "spectrum crisis" in underserved rural areas, these organizations faulted AT&T's ongoing lack of investment when the company clearly has enough spectrum resources to deploy more advanced mobile broadband networks in its present rural service territories.

We submit this letter today pursuant to Section 1.1206(b) of the Commission's rules, 47 C.F.R. § 1.1206(b). Please contact me should you have any questions regarding this submission.

Respectfully submitted,

/s/ Matthew F. Wood

cc: Commissioner Mignon Clyburn
Dave Grimaldi
Angela Kronenberg
Louis Peraertz
Zac Katz
Sherrese Smith
Christine D. Kurth
Rosemary C. Harold
Peter Doyle

LAWLER, METZGER, KEENEY & LOGAN, LLC

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REGINA M. KEENEY
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May 16, 2011

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: *Applications of AT&T Inc. and Deutsche Telekom AG ("Applicants") for
Consent to Assign or Transfer Control of Licenses and Authorizations –
WT Docket No. 11-65*

Dear Ms. Dortch:

On May 12, 2011, A. Richard Metzger, Jr. and the undersigned, counsel to Sprint Nextel Corporation (Sprint), spoke by telephone with Jonathan Baker and Paul Lafontaine of the Office of Strategic Planning & Policy Analysis; Patrick DeGraba, Catherine Matraves, and Susan Singer of the Wireless Telecommunications Bureau; and Joel Rabinovitz and Neil Dellar of the Office of General Counsel.

In the course of the conversation, there was a discussion of the pending application of AT&T to acquire T-Mobile. Counsel to Sprint stressed the importance of evaluating whether the Applicants have substantiated with credible evidence claims such as the Applicants' assertions about the synergies and cost savings that the transaction purportedly will produce, the relevant geographic market for evaluating the competitive effects of the transaction, their claimed capacity constraints in rural and other areas and the integration of T-Mobile's base stations into AT&T's network to alleviate those alleged constraints, and the pre-transaction plans of AT&T and T-Mobile to deploy LTE service, including current construction schedules. Where necessary, the Commission should seek additional supporting information from the applicants, as it has in prior merger proceedings.

Ms. Marlene Dortch
May 16, 2011
Page 2

Pursuant to section 1.206(b)(2) of the Commission's rules, 47 C.F.R. § 1.1206(b)(2), this *ex parte* notification is being filed electronically for inclusion in the public record of the above referenced proceeding.

Respectfully submitted,

/s/ Regina M. Keeney
Regina M. Keeney

Cc:

Jonathan Baker	Neil Dellar
Paul Lafontaine	Kathy Harris
Patrick DeGraba	Jim Bird
Catherine Matraves	David Krech
Susan Singer	Best Copy and Printing, Inc.
Joel Rabinovitz	



Charles W. McKee
Vice President – Government Affairs
Federal and State Regulatory

Sprint Nextel
Suite 700
900 7th Street, NW
Washington, DC 20001

May 25, 2011

Via Electronic Submission

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W., Room TW-A325
Washington, D.C. 20554

Re: *Ex Parte Communication: In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations, WT Docket No. 11-65*

Dear Ms. Dortch:

This letter is to inform you that on May 24, 2011, Daniel Hesse, Vonya McCann and the undersigned, on behalf of Sprint Nextel Corporation (“Sprint”), met with Chairman Genachowski, Eddie Lazarus, Ruth Milkman, Paul De Sa, Rick Kaplan and Josh Gottheimer to discuss the harm to consumers, competition and innovation that AT&T’s proposed takeover of T-Mobile would cause.

Sprint emphasized that the takeover of T-Mobile would result in a duopoly of two vertically integrated regional Bell operating companies that would disrupt the competitive nature of the wireless industry. By controlling approximately 80% of the wireless market, AT&T and Verizon would have the ability and incentive to increase prices for consumers, undermine competition and suppress innovation.

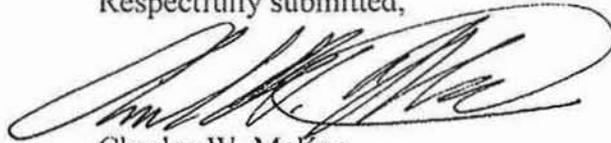
Sprint noted that Sprint and T-Mobile, the only independent nationwide wireless carriers, currently insert substantial innovation and competition into the market that spurs action by the slower moving, and substantially larger, AT&T and Verizon. T-Mobile launched the first android phone, and was one of the founding members, along with Sprint, of the Android handset alliance. T-Mobile launched HSPA + far more quickly and broadly than AT&T, forcing AT&T to speed its own deployment. Likewise, Sprint launched the first true 4-G network, causing Verizon to move up its schedule for launch of its LTE service. Eliminating T-Mobile and increasing the size of AT&T in a market that is dependent upon scale would marginalize the ability of Sprint and the remaining local and regional carriers to influence innovation and

Ms. Marlene H. Dortch, Secretary
May 25, 2011
Page 2

downward pricing and leave an effective duopoly in place. This, in turn, would result in less innovation, less competition, and higher prices for consumers.

Pursuant to Section 1.1206 of the Commission's rules, this letter is being electronically filed with your office. Please let me know if you have any questions regarding this filing.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Charles W. McKee', written over a faint circular stamp or watermark.

Charles W. McKee

cc: Eddie Lazarus
Ruth Milkman
Paul De Sa
Rick Kaplan
Josh Gottheimer



May 26, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St. SW
Washington, DC 20554

Re: WT 11-65, Applications of AT&T Inc. and Deutsche Telekom AG For Consent To Assign or Transfer Control of Licenses and Authorizations

Dear Ms. Dortch:

On May 25, Harold Feld and John Bergmayer of Public Knowledge (PK) met with members of the AT&T/T-Mobile transaction team. Members of the team attending the meeting were Jim Bird, Neil Dellar, Monica DeLong, Nese Guendelsberger, Kathy Harris, Virginia Metallo, Paul Murray, Paul de Sa, Peter Trachtenberg, and Melissa Tye.

Spectrum

Spectrum is a key theme of this merger. This is why PK and its PISC allies asked the Commission to consolidate consideration of this transaction with other of AT&T's proposed spectrum transfers, notably the Qualcomm licenses. Whether or not this merger is approved, those licenses should not be transferred to AT&T as they would give it too much power in the wireless industry. But if, contrary to the facts in the record, the Commission grants the Qualcomm transfer, this could undermine many of AT&T's claims about its need for more capacity. The best way to work through these different possibilities is in a combined proceeding.

Market Definition

However the Commission defines the relevant markets in this transaction, the merger should be denied. The merger poses anti-competitive harms in many markets, such as local, national, consumer, enterprise, voice, and data. But the effects on the national wireless market are arguably the most severe. In past mergers, the Commission has identified many discrete markets and noted the effects on each. It then concentrated its analysis on those markets most under threat—generally local wireless markets which, then as now, are generally uncompetitive and highly concentrated. But no past wireless mergers posed as grave a threat to the national market as this one. Indeed, this merger would turn the national wireless market into an effective duopoly. Historically, when the facts change the focus of the Commission's analysis changes with them. Therefore, following its precedents, the Commission should analyze the competitive harms to the national wireless market and deny the merger on that basis, while noting the harms this merger would cause in other markets, such as enterprise, data, and special access.

Public Interest Harms

Although it fails even on that basis, the Commission must not look at this merger only through the lens of antitrust. It must determine whether the merger is in the public interest—indeed, that it provides affirmative public interest benefits.

It plainly does not. Rather, several public interest goals of the Communications Act would be frustrated by the merger. For example, the Commission is charged with promoting a communications service at reasonable and affordable rates, preventing unjust and unreasonable

discrimination by carriers, promoting the competitive development of the Internet, and maximizing user control of content. All of these goals would be best served by blocking the merger, and leaving competition in place.

Respectfully submitted,

/s John Bergmayer
Staff Attorney
Public Knowledge

cc:

Jim Bird
Neil Dellar
Monica DeLong
Nese Guendelsberger
Kathy Harris
Virginia Metallo
Paul Murray
Paul de Sa
Peter Trachtenberg
Melissa Tye

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May 26, 2011

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street SW
Washington, DC 20554

RE: **WT Docket No. 11-65:** Applications of AT&T Inc.
and Deutsche Telekom AG for Consent to Assign or
Transfer Control of Licenses and Authorizations of
T-Mobile USA, Inc.

WT Docket No. 11-18: *In re* AT&T Mobility
Spectrum LLC and Qualcomm Incorporated
Notice of Ex Parte Communication

Dear Ms. Dortch:

On May 25, 2011, Ivan Schlager and I, counsel to Sprint Nextel Corporation ("Sprint"), met with Commissioner Michael Copps and his Chief of Staff, Mark Stone, to discuss Sprint's opposition to the proposed AT&T / T-Mobile merger.

Sprint believes that the Commission must examine the impact that the merger would have on the national market for wireless telecommunications services. Distribution rights for consumer wireless equipment, such as the iPhone, are acquired from manufacturers on a national basis and the devices are advertised nationally. The majority of consumer wireless pricing plans are developed on a national basis and made available uniformly to consumers across the nation. The merger would cause harm to consumers from the dramatic reduction in competition which would be experienced nationally.

Marlene H. Dortch, Secretary
May 26, 2011
Page 2

Mr. Schlager and I argued that the public interest will be served by consolidated consideration of the AT&T / T-Mobile merger along with AT&T's proposed acquisition of spectrum from Qualcomm. Consolidation of the two matters will enable the Commission to study the game-changing effect that these proposed transactions would have on consumers and on competition in the wireless marketplace.

Finally, we urged Commissioner Copps to advocate for prompt Commission action on these matters. Uncertainty during prolonged consideration of the proposed transactions will also contribute to consumer harm, contrary to the public interest.

Sincerely,

/s/ Antoinette Cook Bush

Antoinette Cook Bush
Counsel to Sprint Nextel Corporation

cc: Commissioner Copps
Mark Stone

Atlanta
Beijing
Brussels
Chicago
Frankfurt
Hong Kong
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Los Angeles
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April 27, 2011

57739.00001

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: WT Docket No. 07-195 (AWS-3); WT Docket No. 04-356 (AWS-2); WT Docket No. 06-150 and PS Docket No. 06-229 (700 MHz D Block); WT Docket No. 05-265 (Data Roaming); ET Docket No. 10-142 (MSS Flexibility); WT Docket No. 07-293 (WCS); WT Docket No. 11-65 (AT&T/T-Mobile Transaction); GN Docket No. 09-191 and WC Docket No. 07-52 (Open Internet); WC Docket No. 10-90, GN Docket No. 09-51, WC Docket No. 07-135, WC Docket No. 05-337, CC Docket No. 01-92, CC Docket No. 96-45 and WC Docket No. 03-109 (Intercarrier Compensation); WC Docket No. 07-245 (Pole Attachments)
Oral *Ex Parte* Communication

Dear Ms. Dortch:

On April 26, 2011, Roger D. Linquist, President, Chief Executive Officer and Chairman of the Board of MetroPCS Communications, Inc. ("MetroPCS"), Mark A. Stachiw, Executive Vice President, General Counsel and Secretary of MetroPCS and Carl W. Northrop of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") met with Chairman Julius Genachowski and Edward Lazarus, Chief of Staff, Rick Kaplan, Chief Counsel and Senior Legal Advisor, and Zac Katz, Legal Advisor for Wireline Communications, International and Internet Issues for Chairman Genachowski.

Using the attached handout, Mr. Linquist provided an overview of the competition MetroPCS brings to the wireless marketplace. Mr. Linquist outlined the spectrum position of MetroPCS in comparison to the "Big-4" national wireless carriers, and urged the Commission to explore every available option to make additional unencumbered paired broadband wireless spectrum available as soon as possible, as the company has advocated in public comments in many of the above-referenced proceedings. MetroPCS also encouraged the Commission to complete the allocation and service rules for the H and J Blocks (AWS-2) and to auction the AWS-2 spectrum as soon as possible.

MetroPCS emphasized the importance of the Commission's recent actions on voice roaming, data roaming and pole attachments, and encouraged the Commission to proceed with comprehensive intercarrier compensation reform.

Marlene H. Dortch
April 27, 2011
Page 2

Mr. Linquist also urged the Commission to accord MetroPCS the flexibility it needs to implement innovative, differentiated service plans with a minimum of Government mandates

Kindly refer any questions in connection with this letter to the undersigned.

Respectfully submitted,



Carl W. Northrop
of PAUL, HASTINGS, JANOFSKY & WALKER LLP

cc: (via email) Chairman Julius Genachowski
Edward Lazarus
Rick Kaplan
Zac Katz

LEGAL_US_E # 92855660.3



May 3, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: United States Cellular Corporation
Docket No. GN 09-51
Docket No. WC 05-25
Docket No. RM 11592
Docket No. ET 10-236
Docket No. WT 11-65
Docket No. WC 05-337
Docket No. CC 96-45

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, we hereby provide you with notice of an oral ex parte presentation in connection with the above-captioned proceedings. On May 2, 2011, Mary Dillon, President and CEO of U.S. Cellular along with the undersigned, met with FCC Chairman Julius Genachowski; Chief of Staff Ed Lazarus; Chief Counsel and Senior Legal Advisor Rick Kaplan; OSPPA Chief Paul de Sa; and Senior Counselor Josh Gottheimer.

During the course of that discussion, U.S. Cellular:

- Discussed the findings of a recent consumer survey regarding incentive auctions for wireless spectrum. An outline of that discussion is enclosed.
- Discussed the fact that it intends to deploy 4G services in selected markets by the end of 2011 and as part of that discussion, urged the Commission to address issues of handset interoperability across the 700 MHz spectrum in order to facilitate the nationwide deployment of a cohesive 4G network.
- Raised issues regarding the pending acquisition of T-Mobile by AT&T including its potential impact on market consolidation, roaming, special access pricing, handset interoperability and availability, as well as spectrum

consolidation. U.S. Cellular urged the Commission, in conjunction with the Department of Justice, to conduct a thorough review of the proposed transaction.

- Stated its strong opposition to the adoption of reverse auctions as a mechanism for distributing high cost funds under the Universal Service Program. U.S. Cellular instead stated its support for the use of a forward looking cost model for the distribution of support under the proposed Connect America Fund. Such support would be targeted to specific geographic areas and would be portable amongst all ETCs serving the area. This would have the benefit of continuing competition among providers in the marketplace and would be consistent with the pro-competitive aspects of the 96 Act. U.S. Cellular expressed its opposition to the proposed five-year phasedown of existing CETC support and argued consistent with proposals in the National Broadband Plan for a 10 year phasedown or in the alternative for a more graduated and back-loaded phasedown over a 7 to 10 year period. U.S. Cellular also reiterated its position that, given the USF program's statutory grounding under Title II of the Communications Act, any carrier seeking to draw universal service support under the Connect America Fund or the Mobility Fund, must adhere to all applicable provisions of Title II.

Sincerely,

/S/

Grant B Spellmeyer, Esq.
Senior Director – Legislative & Regulatory Affairs

CCs to:

Hon. Julius Genachowski
Edward Lazarus, Esq.
Rick Kaplan, Esq.
Josh Gottheimer, Esq.
Paul de Sa, Esq.
Sharon Gillett, Esq.
Ruth Milkman, Esq.
Jim Schlichting, Esq.

May 6, 2011

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., and I met with Commissioner Copps and Margaret McCarthy, Legal Advisor to Commissioner Copps. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. McCarthy. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

Sincerely,



Debra McGuire Mercer

Attachment

cc: Hon. Michael J. Copps
Ms. Margaret McCarthy

May 6, 2011

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

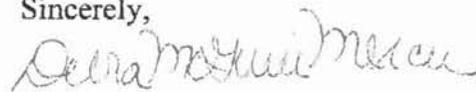
Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., Susan Nelson of Navigators Global, and I met with Commissioner Baker and Bradley Gillen, Legal Advisor to Commissioner Baker. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. Baker and Mr. Gillen. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

Sincerely,



Debra McGuire Mercer

Attachment

cc: Hon. Meredith Attwell Baker
Mr. Bradley Gillen

May 6, 2011

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

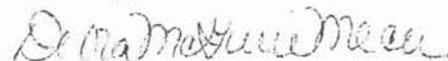
Re: WC Docket No. 11-42 Lifeline and Link Up Reform and Modernization
CC Docket No. 96-45 Federal-State Joint Board on Universal Service
WC Docket No. 03-109 Lifeline and Link Up
WT Docket No. 11-65 Applications of AT&T Inc. and Deutsche Telekom AG
NOTICE OF EX PARTE PRESENTATION

Dear Ms. Dortch:

On May 6, 2011, F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., Javier Rosado, Senior Vice President - Lifelines Service, TracFone Wireless, Inc., and I met with Christine Kurth, Legal Advisor to Commissioner McDowell. During the meeting, we discussed the Commission's pending Lifeline reform and modernization proceeding and specific proposed changes to the Lifeline program. The views presented during this meeting were consistent with TracFone's written comments. A written presentation was provided to Ms. Kurth. A copy of that presentation is attached to this letter. In addition, we generally discussed the potential impact on TracFone of the proposed transfer of control of T-Mobile USA, Inc. to AT&T Inc.

Pursuant to Section 1.1206(b) of the Commission's Rules, this letter is being filed electronically. If there are questions regarding this letter, please communicate directly with undersigned counsel for TracFone.

Sincerely,



Debra McGuire Mercer

Attachment

cc: Ms. Christine Kurth



May 11, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St. SW
Washington, DC 20554

Re: Developing a Unified Intercarrier Compensation Regime, CC 01-92; Federal-State Joint Board for Universal Service, CC 96-45; High-Cost Universal Service Support, WC 05-337; Connect America Fund, WC 10-90; A National Broadband Plan for Our Future, GN 09-51; Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations, WT 11-65; Economic Impact of Low-Power FM Stations on Full-Service Commercial Fm Stations, MB 11-83.

Dear Ms. Dortch:

On May 11, various groups that are part of the Media and Democracy Coalition, a coalition of over two dozen local and national organizations committed to amplifying the public's voice in shaping media and telecommunications policy, met with FCC personnel. This notice of *ex parte* discloses the substance of two of those meetings.

The first meeting was between Joshua Cinelli, Media Advisor to Commissioner Copps, and John Bergmayer (Public Knowledge), Gavin Dahl (Common Frequency), Katie Ingersoll (Prometheus Radio Project), Edyael Casaperalta (Center for Rural Strategies), Amalia Deloney (Center for Media Justice), Maxie Jackson (National Federation of Community Broadcasters), Brandy Doyle (Prometheus Radio Project), and Cheryl Leanza (United Church of Christ).

The second was between Jenniffer Tatel, Legal Advisor; Charles Mathias, Senior Legal Advisor; and Brad Gillen, Legal Advisor from Commissioner Baker's office, and John Bergmayer (Public Knowledge), Cheryl Leanza (United Church of Christ), Katie Ingersoll (Prometheus Radio Project), Dee Davis (Center for Rural Strategies), Gavin Dahl (Common Frequency), DeAnne Cuellar (Media Justice League).

At the meetings, MADCo advocates presented their views on the Universal Service Fund (USF), Low Power FM (LPFM) radio service, and the proposed merger between AT&T and T-Mobile.¹

USF

Advocates summarized the recent comments on the Universal Service Fund's Lifeline and Linkup programs filed by various MADCo member groups. They stressed that the program should not be limited by outdated assumptions and arbitrary caps. They argued that the FCC should expand eligibility to ensure that all those who find that basic telecommunications services are not affordable qualify for the benefit, and to address the under-utilization of the program by qualified individuals. Advocates further observed that "one-per-address" limitations on the

¹ The United Church of Christ did not express views on the proposed merger at these meetings.

program (in addition to being inconsistent with the statute²) were designed for a wireline era when one phone line per household was the norm. By contrast, today, mobile telephones tend to be one per person. Both artificial “per address” limitations and unrealistic eligibility criteria keep the programs from fulfilling their potential.

Improving broadband adoption through digital literacy and other programs is a part of many universal service proposals. Advocates observed that the government has already embarked on a large-scale program to educate people about a technology change: the DTV transition. Some MADCo groups were involved in helping communities with that transition, and understand that a lot of hands-on work will be required. Nevertheless, they expressed their willingness to help with this work.

Advocates also discussed high-cost reform. Broadband is vital to the long-term economic health of rural communities—while the presence of affordable and available broadband does not ensure the success of any particular community, its *absence* can cause severe problems. To help ensure that broadband is available to all Americans, advocates argued that the definition for Eligible Telecommunications Carriers (ETCs) should be broadened so that municipalities, nonprofits, and community-based organizations could receive funding to provide service. They also reminded the Commission that, especially in some rural, tribal, and remote areas, USF-supported voice service should remain a priority. The expansion of the program to include broadband, while sorely needed, should not imperil voice service for these vulnerable communities.

The groups also discussed the need to engage low-income and rural communities at the FCC’s field meetings.

Proposed AT&T / T-Mobile Merger

Advocates stated their belief that neither the DoJ nor the FCC should not allow the merger to go through, and that no divestitures or conditions would be enough to ensure that the merger served the public interest. The immediate result of the merger would be a loss of jobs, higher prices for millions of Americans, fewer price plans and handset choices, and squelched innovation. They argued that the Commission should not allow the wireless market to become an effective duopoly where neither competition nor regulation protected consumers. Although AT&T has described ways in which the merger would help it improve its service, advocates noted that AT&T could achieve those ends in other ways that did not involve eliminating one of the remaining national wireless carriers. Further, to the extent that the US relies on inter-carrier competition rather than direct regulation to protect consumers, advocates predicted that an inevitable result of further consolidation in the wireless industry would be increased calls for regulation.

Advocates then described the overwhelming grassroots opposition to the proposed merger. They noted that T-Mobile is often the affordable option for some communities, and that AT&T does not have a strong history of offering affordable and accessible devices and plans. It was pointed out that many people use wireless phones as their sole means of communication, including for access to the Internet, and that the loss of a low-cost alternative would hit them particularly hard. Additionally, the advocates described how rural America would be left behind

² See <http://www.civilrights.org/advocacy/letters/2011/universal-service-lifeline-4-21-11.pdf> at 8.

after such a merger. While AT&T has enough spectrum to blanket rural America with coverage, they observed that its support for rural communities has been lacking. They concluded that the merger does not appear to be motivated by a desire to better serve underserved communities and does not serve the public interest.

LPFM

Many of the groups present at these meetings have been involved with LPFM for many years, and they offered their insight on both technical matters and the importance of LPFM in providing diverse, local content to groups that are overlooked and underserved by other media outlets.

Advocates said they look forward to the release of the FCC's NPRM implementing the Local Community Radio Act,³ but described how an improper resolution of the translator question could undermine the Act's goals. LPFM advocates believe that translators and LPFM can coexist, but that the Commission should bear in mind differences between urban and rural markets. In particular, they argued that the Commission should not adopt a policy, such as the "ten cap" rule, that would allow translators to claim most available urban spectrum, leaving little to none for LPFM.⁴

Advocates also encouraged the FCC to speedily resolve translator applications for areas with fewer spectrum constraints. They also pointed out that the urban communities that would be hurt by an ill-crafted resolution of the translator/LPFM issue are those that could benefit most from LPFM. LPFM has the potential to provide communities with the kinds of programming that are not provided by other outlets. For example, LPFM is an ideal medium for local affairs programming (including emergency and public safety information) as well as minority-interest, minority-owned, and religious programming.

Advocates noted an increase in interest in LPFM since the passage of the Act, and expressed hope that the FCC will be prepared to serve LPFM applicants with less experience in communications law and FCC procedures than larger, commercial applicants generally have.

On a related matter, Common Frequency expressed its view that broadcasters' public file requirement, while it could be reformed to be more streamlined, served the public interest.

Respectfully submitted,

/s John Bergmayer
Staff Attorney
Public Knowledge

³ Local Community Radio Act of 2010, Pub. L. No. 111-371, 124 Stat. 4072 (2011).

⁴ A summary of the Common Frequency data that shows the danger of the ten-cap proposal is available at <http://www.prometheusradio.org/sites/default/files/tencapinformation.pdf>.

May 12, 2011

Marlene Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554



Re: Notice of *Ex Parte* Presentation
MM Docket No. 99-25 (Creation of Low Power Radio Service)
WC Docket No. 11-42 (Lifeline/Link Up Reform & Modernization)
WT Docket No. 10-208 (Mobility Fund)
WC Docket No. 10-90 (Connect America Fund)
GN Docket No. 09-51 (A National Broadband Plan for Our Future)
WC Docket No. 03-109 (Lifeline and Link Up)
CC Docket No. 96-45 (Universal Service)
WT Docket No. 11-65 (AT&T and T-Mobile)

Dear Ms. Dortch:

On Wednesday, May 11, 2011, representatives from member organizations of the Media and Democracy Coalition (collectively, "Media and Democracy Advocates") met separately with Commissioners and staff from all five Commissioners' offices. This *ex parte* notification reports on three of those meetings.

One such meeting was attended by Commissioner Mignon Clyburn, as well Dave Grimaldi, her Chief of Staff and Media Legal Advisor; Angela Kronenberg, her Wireline Legal Advisor; and Louis Peraertz, her Legal Advisor for Wireless, International, and Public Safety matters. The second such meeting was with Rosemary C. Harold, Legal Advisor for Media issues to Commissioner Robert M. McDowell; and Christine D. Kurth, Commissioner McDowell's Policy Director & Wireline Counsel. The third meeting on which this notification reports was attended by Chairman Genachowski's advisors Zac Katz, Legal Advisor for Wireline Communications, International and Internet Issues; and Sherrese Smith, Legal Advisor for Media, Consumer and Enforcement Issues. Also in attendance for the meeting with the Chairman's staff was Peter Doyle, Chief of the Media Bureau's Audio Division.

The Media and Democracy Advocate attendees at each of these three meetings varied. Meeting with Commissioner Clyburn and her staff were Sean McLaughlin, Access Humboldt; Cecilia Garcia, Benton Foundation; Amalia Deloney, Center for Media Justice; Edyael Casaperalta, Center for Rural Strategies; Steven Renderos, Main Street Project; Traci Morris, Native Public Media; Michael Calabrese, New America Foundation; Brandy Doyle, Prometheus Radio Project; and Matt Wood, Media Access Project.

Attending the meeting with the Chairman's staff and Peter Doyle were Gavin Dahl, Common Frequency; and Qres Ephraim, Media and Democracy Coalition; accompanied by Sean McLaughlin, Amalia Deloney, Steven Renderos, Brandy Doyle, and Matt Wood.

Attending the meeting with Commissioner McDowell's staff were Katie Ingersoll, Prometheus Radio Project, accompanied by Sean McLaughlin, Cecilia Garcia, Steven Renderos, Traci Morris, Michael Calabrese, and Matt Wood.

Due to the number of attendees at each meeting and the number of topics covered, the presentations on the respective matters in the above-captioned dockets were, of necessity, quite brief. With the Chairman's staff and Commissioner McDowell's staff, the two matters discussed were Low Power FM ("LPFM") implementation and Universal Service Fund ("USF") reform. In the meeting with Commissioner Clyburn and staff, the Media and Democracy Advocates addressed these same two topics, but also discussed the proposed acquisition of T-Mobile by AT&T. It should be noted, however, that not all of the Media and Democracy Advocates' respective organizations have formulated a position at this time on that proposed acquisition.

During each meeting, the Media and Democracy Advocates presented their views on implementation of the Local Community Radio Act of 2010 ("LCRA"), which requires the Commission to ensure spectrum opportunities both for LPFM and FM translator applicants. The statute also directs the Commission to make such spectrum allocation and licensing decisions on the basis of the service needs of local communities. The advocates indicated that the LCRA requires meaningful spectrum availability and satisfactory channels for LPFM stations in every community, including the largest radio markets and urban centers. They also explained that the "ten-cap" solution for processing Auction No. 83 FM translator applications would have an impermissible preclusive impact on low power FM stations.

With respect to the Commission's broad-ranging USF reform proceedings, the Media and Democracy Advocates suggested that the Commission must reform and modernize the Low-Income program to (1) transition the fund to support broadband; (2) expand recipient eligibility, especially to account for individual recipients' increased need for mobile connectivity; (3) avoid imposing caps on the Lifeline program at a time when participation rates remain low; and (4) consider potential reallocation of high-cost funds to Lifeline and Link Up, including but not limited to the funding for broadband "pilot" program design and implementation. The advocates also called for exploration of expanded provider eligibility for USF support, so as to facilitate participation by community broadband providers such as municipal networks and non-profit cooperatives.

In the meeting with Commissioner Clyburn, the representatives from the Center for Media Justice, Main Street Project, New America Foundation, and Media Access Project voiced concerns about the proposed AT&T transaction to acquire T-Mobile. They explained that the transaction would harm competition, reduce choice, increase prices paid by consumers, stifle innovation in wireless services and devices, and result in a net loss of jobs. They also noted the fallacies underlying the transaction's supposed benefits, as advanced by the applicants. AT&T and T-Mobile have suggested, for example, that the deal could yield increased infrastructure investment, improved wireless broadband coverage, and reduced spectrum congestion. Yet, as

Marlene Dortch
May 12, 2011
Page 3

the above-listed organizations' representative discussed with Commissioner Clyburn and her staff, approval of this transaction either is not necessary to achieve those goals or would in fact be harmful to their achievement. Noting that there is no "spectrum crisis" in underserved rural areas, these organizations faulted AT&T's ongoing lack of investment when the company clearly has enough spectrum resources to deploy more advanced mobile broadband networks in its present rural service territories.

We submit this letter today pursuant to Section 1.1206(b) of the Commission's rules, 47 C.F.R. § 1.1206(b). Please contact me should you have any questions regarding this submission.

Respectfully submitted,

/s/ Matthew F. Wood

cc: Commissioner Mignon Clyburn
Dave Grimaldi
Angela Kronenberg
Louis Peraertz
Zac Katz
Sherrese Smith
Christine D. Kurth
Rosemary C. Harold
Peter Doyle

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WASHINGTON, D.C. 20006

REGINA M. KEENEY
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May 16, 2011

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: *Applications of AT&T Inc. and Deutsche Telekom AG ("Applicants") for
Consent to Assign or Transfer Control of Licenses and Authorizations –
WT Docket No. 11-65*

Dear Ms. Dortch:

On May 12, 2011, A. Richard Metzger, Jr. and the undersigned, counsel to Sprint Nextel Corporation (Sprint), spoke by telephone with Jonathan Baker and Paul Lafontaine of the Office of Strategic Planning & Policy Analysis; Patrick DeGraba, Catherine Matraves, and Susan Singer of the Wireless Telecommunications Bureau; and Joel Rabinovitz and Neil Dellar of the Office of General Counsel.

In the course of the conversation, there was a discussion of the pending application of AT&T to acquire T-Mobile. Counsel to Sprint stressed the importance of evaluating whether the Applicants have substantiated with credible evidence claims such as the Applicants' assertions about the synergies and cost savings that the transaction purportedly will produce, the relevant geographic market for evaluating the competitive effects of the transaction, their claimed capacity constraints in rural and other areas and the integration of T-Mobile's base stations into AT&T's network to alleviate those alleged constraints, and the pre-transaction plans of AT&T and T-Mobile to deploy LTE service, including current construction schedules. Where necessary, the Commission should seek additional supporting information from the applicants, as it has in prior merger proceedings.

Ms. Marlene Dortch
May 16, 2011
Page 2

Pursuant to section 1.206(b)(2) of the Commission's rules, 47 C.F.R. § 1.1206(b)(2), this *ex parte* notification is being filed electronically for inclusion in the public record of the above referenced proceeding.

Respectfully submitted,

/s/ Regina M. Keeney
Regina M. Keeney

Cc:

Jonathan Baker	Neil Dellar
Paul Lafontaine	Kathy Harris
Patrick DeGraba	Jim Bird
Catherine Matraves	David Krech
Susan Singer	Best Copy and Printing, Inc.
Joel Rabinovitz	



Charles W. McKee
Vice President -- Government Affairs
Federal and State Regulatory

Sprint Nextel
Suite 700
900 7th Street, NW
Washington, DC 20001

May 25, 2011

Via Electronic Submission

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W., Room TW-A325
Washington, D.C. 20554

Re: *Ex Parte Communication: In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations.* WT Docket No. 11-65

Dear Ms. Dortch:

This letter is to inform you that on May 24, 2011, Daniel Hesse, Vonya McCann and the undersigned, on behalf of Sprint Nextel Corporation ("Sprint"), met with Chairman Genachowski, Eddie Lazarus, Ruth Milkman, Paul De Sa, Rick Kaplan and Josh Gottheimer to discuss the harm to consumers, competition and innovation that AT&T's proposed takeover of T-Mobile would cause.

Sprint emphasized that the takeover of T-Mobile would result in a duopoly of two vertically integrated regional Bell operating companies that would disrupt the competitive nature of the wireless industry. By controlling approximately 80% of the wireless market, AT&T and Verizon would have the ability and incentive to increase prices for consumers, undermine competition and suppress innovation.

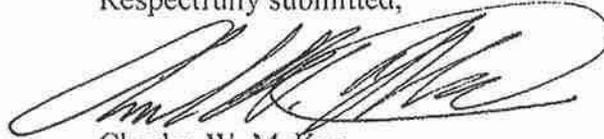
Sprint noted that Sprint and T-Mobile, the only independent nationwide wireless carriers, currently insert substantial innovation and competition into the market that spurs action by the slower moving, and substantially larger, AT&T and Verizon. T-Mobile launched the first android phone, and was one of the founding members, along with Sprint, of the Android handset alliance. T-Mobile launched HSPA+ far more quickly and broadly than AT&T, forcing AT&T to speed its own deployment. Likewise, Sprint launched the first true 4-G network, causing Verizon to move up its schedule for launch of its LTE service. Eliminating T-Mobile and increasing the size of AT&T in a market that is dependent upon scale would marginalize the ability of Sprint and the remaining local and regional carriers to influence innovation and

Ms. Marlene H. Dortch, Secretary
May 25, 2011
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downward pricing and leave an effective duopoly in place. This, in turn, would result in less innovation, less competition, and higher prices for consumers.

Pursuant to Section 1.1206 of the Commission's rules, this letter is being electronically filed with your office. Please let me know if you have any questions regarding this filing.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Charles W. McKee', written over a large, light-colored oval shape.

Charles W. McKee

cc: Eddie Lazarus
Ruth Milkman
Paul De Sa
Rick Kaplan
Josh Gottheimer



May 26, 2011

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St. SW
Washington, DC 20554

Re: WT 11-65, Applications of AT&T Inc. and Deutsche Telekom AG For Consent To Assign or Transfer Control of Licenses and Authorizations

Dear Ms. Dortch:

On May 25, Harold Feld and John Bergmayer of Public Knowledge (PK) met with members of the AT&T/T-Mobile transaction team. Members of the team attending the meeting were Jim Bird, Neil Dellar, Monica DeLong, Nese Guendelsberger, Kathy Harris, Virginia Metallo, Paul Murray, Paul de Sa, Peter Trachtenberg, and Melissa Tye.

Spectrum

Spectrum is a key theme of this merger. This is why PK and its PISC allies asked the Commission to consolidate consideration of this transaction with other of AT&T's proposed spectrum transfers, notably the Qualcomm licenses. Whether or not this merger is approved, those licenses should not be transferred to AT&T as they would give it too much power in the wireless industry. But if, contrary to the facts in the record, the Commission grants the Qualcomm transfer, this could undermine many of AT&T's claims about its need for more capacity. The best way to work through these different possibilities is in a combined proceeding.

Market Definition

However the Commission defines the relevant markets in this transaction, the merger should be denied. The merger poses anti-competitive harms in many markets, such as local, national, consumer, enterprise, voice, and data. But the effects on the national wireless market are arguably the most severe. In past mergers, the Commission has identified many discrete markets and noted the effects on each. It then concentrated its analysis on those markets most under threat—generally local wireless markets which, then as now, are generally uncompetitive and highly concentrated. But no past wireless mergers posed as grave a threat to the national market as this one. Indeed, this merger would turn the national wireless market into an effective duopoly. Historically, when the facts change the focus of the Commission's analysis changes with them. Therefore, following its precedents, the Commission should analyze the competitive harms to the national wireless market and deny the merger on that basis, while noting the harms this merger would cause in other markets, such as enterprise, data, and special access.

Public Interest Harms

Although it fails even on that basis, the Commission must not look at this merger only through the lens of antitrust. It must determine whether the merger is in the public interest—indeed, that it provides affirmative public interest benefits.

It plainly does not. Rather, several public interest goals of the Communications Act would be frustrated by the merger. For example, the Commission is charged with promoting a communications service at reasonable and affordable rates, preventing unjust and unreasonable

discrimination by carriers, promoting the competitive development of the Internet, and maximizing user control of content. All of these goals would be best served by blocking the merger, and leaving competition in place.

Respectfully submitted,

/s John Bergmayer
Staff Attorney
Public Knowledge

cc:

Jim Bird
Neil Dellar
Monica DeLong
Nese Guendelsberger
Kathy Harris
Virginia Metallo
Paul Murray
Paul de Sa
Peter Trachtenberg
Melissa Tye

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May 26, 2011

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street SW
Washington, DC 20554

RE: **WT Docket No. 11-65:** Applications of AT&T Inc.
and Deutsche Telekom AG for Consent to Assign or
Transfer Control of Licenses and Authorizations of
T-Mobile USA, Inc.
WT Docket No. 11-18: *In re* AT&T Mobility
Spectrum LLC and Qualcomm Incorporated
Notice of Ex Parte Communication

Dear Ms. Dortch:

On May 25, 2011, Ivan Schlager and I, counsel to Sprint Nextel Corporation ("Sprint"), met with Commissioner Michael Copps and his Chief of Staff, Mark Stone, to discuss Sprint's opposition to the proposed AT&T / T-Mobile merger.

Sprint believes that the Commission must examine the impact that the merger would have on the national market for wireless telecommunications services. Distribution rights for consumer wireless equipment, such as the iPhone, are acquired from manufacturers on a national basis and the devices are advertised nationally. The majority of consumer wireless pricing plans are developed on a national basis and made available uniformly to consumers across the nation. The merger would cause harm to consumers from the dramatic reduction in competition which would be experienced nationally.

Marlene H. Dortch, Secretary
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Page 2

Mr. Schlager and I argued that the public interest will be served by consolidated consideration of the AT&T / T-Mobile merger along with AT&T's proposed acquisition of spectrum from Qualcomm. Consolidation of the two matters will enable the Commission to study the game-changing effect that these proposed transactions would have on consumers and on competition in the wireless marketplace.

Finally, we urged Commissioner Copps to advocate for prompt Commission action on these matters. Uncertainty during prolonged consideration of the proposed transactions will also contribute to consumer harm, contrary to the public interest.

Sincerely,

/s/ Antoinette Cook Bush

Antoinette Cook Bush
Counsel to Sprint Nextel Corporation

cc: Commissioner Copps
Mark Stone

CERTIFICATE OF SERVICE

I, Russell Lukas, hereby certify that on this 31st day of May, 2011, copies of the foregoing PETITION TO DENY OF CELLULAR SOUTH, INC. were forwarded by e-mail, in pdf format, to the following:

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