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February 21, 2012

VIA HAND DELIVERY AND ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street S.W.
Washington, DC 20534

Ms. Sandra K. Danner
Broadband Division
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street S.W., Room 3A-266
Washington, DC 20554

**Re: Petition to Deny of T-Mobile, USA, Inc.
WT Docket No. 12-4**

Dear Ms. Dortch and Ms. Danner:

Pursuant to the Protective Order issued in the above-referenced proceedings on January 17, 2012,¹ please find attached an unredacted version of the Petition to Deny (“Petition”) the Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses and Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for Consent to Assign License (collectively, “Applications”), filed in the above-referenced docket, which contains certain confidential and proprietary information related to T-Mobile, USA, Inc. (“T-Mobile”).

T-Mobile seeks confidential treatment of certain information set forth Exhibit B to the Petition under the Protective Order. The information marked in Exhibit B is entitled to confidential, non-public treatment under the Freedom of Information Act (FOIA) and related provisions of the Commission’s rules. *See* 47 C.F.R. §§ 0.457 and 0.459; 5 U.S.C.

¹ *See Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses and Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for Consent to Assign License, WT Docket No. 12-4, DA 12-50 (rel. Jan. 17, 2012) (“Protective Order”).*

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§ 552, *et seq.* The marked information contains T-Mobile's network, business planning, and other confidential information.

T-Mobile treats the network information in Exhibit B as confidential and does not customarily release such information to the public. T-Mobile also limits the internal circulation of this information to only those persons with a legitimate need for such information. Moreover, information in the possession of a public entity is considered to be "confidential" if disclosure is likely to substantially harm the competitive position of the person from whom the information was obtained.²

T-Mobile is subject to actual and potential competition with respect to communications products and services. The information in Exhibit B provides certain information concerning the company's network design and business operations. As a result, the information in Exhibit B is sensitive and commercially valuable, and its disclosure would substantially harm T-Mobile's competitive position.

In support of its request for confidential treatment of Exhibit B, T-Mobile submits the following more specific information pursuant to FCC Rule 0.459:

(1) Identification of Confidential Materials: T-Mobile seeks confidential treatment for certain network information set forth in Exhibit B. Pursuant to the Protective Order, T-Mobile has marked each page of the non-redacted version of this filing with the legend: "**CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 12-4 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION.**" Each page of the redacted version of this filing is marked with the legend "**REDACTED - FOR PUBLIC INSPECTION.**"

(2) Circumstances Giving Rise to Submission of Information: See the above-referenced Commission docket. To provide relevant market information to the Commission in order to facilitate its review of the Applications, T-Mobile hereby voluntarily provides the confidential information provided in Exhibit B.

(3) Degree to Which Information is Commercial or Financial: The information in Exhibit B includes information on T-Mobile's network plans. This information is highly sensitive financial, trade and commercial information as it contains data and information concerning T-Mobile's business operations. T-Mobile treats this data as confidential and would not submit the data to the Commission without assurances that the information

² See *National Parks and Conservation Ass'n v. Morton*, 498 F.2d 765, 770 (D.C. Cir. 1974); *Critical Mass Energy Project v. Nuclear Regulatory Commission*, 975 F.2d 871, 873 (D.C. Cir. 1992).

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will be kept confidential. It would be highly inappropriate for the data to be disclosed to the public or third parties absent the protection of a non-disclosure agreement.

(4) Degree to Which the Information Concerns a Service Subject to Competition: Exhibit B contains information on T-Mobile's network plans. Such information is directly related to T-Mobile's service offerings which are subject to substantial competition from numerous other communications service providers, particularly wireless providers.

(5) How Disclosure Could Result in Substantial Harm: Disclosure of T-Mobile's network design information and related highly confidential information would enable T-Mobile's competitors to determine sensitive information concerning the Company's business plans. Public disclosure could give competitors a significant competitive advantage.

(6) Measures Taken to Prevent Disclosure: T-Mobile holds the information provided in this submission in strict confidentiality. T-Mobile has limited the number of persons with access to this information in order to lessen the chance of inadvertent or unauthorized disclosure.

(7) Public Access to Information, Third Party Disclosure: T-Mobile has not made this information publicly available through previous disclosures.

(8) Justification of the Period During Which the Material Should Not be Publicly Available: T-Mobile requests that the Commission hold this information out of public view for five years or until such earlier time as the information may otherwise be made public by T-Mobile. Release of this information before that time would cause substantial harm to T-Mobile as it would detail the Company's confidential business planning information.

Based on the foregoing, T-Mobile requests confidential treatment of designated portions of Exhibit B pursuant to FCC Rules 0.457 and 0.459 and the Protective Order.

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Pursuant to the Protective Order, T-Mobile is delivering two copies of the confidential version of this filing, via courier, to Ms. Sandra K. Danner with the Broadband Division of the Commission's Wireless Telecommunications Bureau. One copy of the confidential version and two public, redacted versions of this filing are also being filed by courier with the Secretary's Office. One copy of the public version of this filing is being filed electronically through the Commission's Electronic Comment Filing System. Finally, one copy of the confidential version of this filing is being transmitted by courier to the Commission's Secretary's Office for time-stamp return by courier to the undersigned counsel.

Should you have any questions, please contact the undersigned.

Sincerely,

 /s/ Jean L. Kiddoo

Andrew D. Lipman
Jean L. Kiddoo

Counsel for T-Mobile, USA, Inc.