



601 Pennsylvania Ave., NW
North Building - Suite 800
Washington, DC 20004
202-654-5900

June 25, 2012

VIA ELECTRONIC FILING

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

Re: WT Docket 12-4

Dear Ms. Dortch:

T-Mobile USA, Inc. (“T-Mobile”) hereby advises the Commission that it has reached an agreement with Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”) on a commercial transaction that results in a net transfer of spectrum to T-Mobile, as well as a significant increase in the contiguity of AWS spectrum that will enhance T-Mobile’s ability to most efficiently utilize that spectrum to achieve the greatest capacity benefits. Applications for approval of the spectrum transfers covered by the agreement are being filed concurrently herewith (the “T-Mobile Applications”).

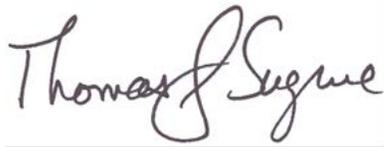
Specifically, the agreement has three aspects. First, in 125 CMAs, the agreement will result in a net transfer of AWS spectrum to T-Mobile. This additional AWS spectrum will be used to facilitate T-Mobile’s ongoing network modernization project and will thereby enable T-Mobile better to compete with Verizon Wireless’ and other carriers’ LTE services in more markets than it would have been otherwise able to do given its existing spectrum constraints. More specifically, such spectrum will enable T-Mobile to deploy LTE services in a number of markets where it otherwise would have been impossible and to enhance its LTE service in a number of markets where it would have been limited to a 5x5 MHz deployment. Second, the agreement provides for intra-market spectrum “swaps” of AWS spectrum held by the parties in 76 CMAs that will enable them to use their AWS spectrum more efficiently by operating on contiguous blocks of spectrum and aligning spectrum blocks in adjacent markets. Third, the agreement also provides for the transfer of AWS spectrum from T-Mobile to Verizon Wireless in 17 markets in the western half of the country where T-Mobile has more AWS spectrum than Verizon.

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
June 25, 2012
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By this letter, T-Mobile requests permission to withdraw its Petition to Deny and subsequent filings (together "Petition") in the above-referenced proceeding in which the Commission is addressing applications for approval of a proposed acquisition of spectrum by Verizon Wireless from SpectrumCo LLC and Cox TMI Wireless.¹ In its Petition, T-Mobile raised concerns about proposed aggregation of AWS spectrum by Verizon Wireless and the resulting competitive impact of the transaction. T-Mobile's concerns in this regard have been addressed by the commercial agreement described above. Therefore, T-Mobile no longer opposes the grant of the CableCo Applications and urges prompt approval of the T-Mobile Applications and the CableCo Applications. In accordance with 47 C.F.R. § 1.935(a), T-Mobile certifies that neither it nor any of its Affiliates has received any consideration of any kind in exchange for withdrawing its Petition, and a copy of an agreement between T-Mobile and Verizon Wireless related to this request is attached hereto.

Should any additional information be required with respect to this filing, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink that reads "Thomas J. Sugrue". The signature is written in a cursive style and is contained within a thin black rectangular border.

Thomas J. Sugrue
Senior Vice President, Government Affairs
T-Mobile USA, Inc.

Attachment

¹ 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 Licenses, WT Docket No. 12-4 ("CableCo Applications").



12920 S.E. 38th Street
Bellevue, WA 98006
425-383-4000

June 25, 2012

William B. Petersen, Esq.
General Counsel
Verizon Wireless
One Verizon Way
VC43E066
Basking Ridge, NJ 07920

Re: Agreement Regarding Certain FCC Filings

Dear Mr. Petersen:

This letter is to document and confirm certain understandings between T-Mobile USA, Inc. ("T-Mobile"), and Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless" and together with T-Mobile, the "Parties") pursuant to which the Parties mutually covenant and agree that (i) the attached letter will be filed by T-Mobile with the Federal Communications Commission ("FCC") concurrently with the assignment applications that will be jointly filed by the Parties to effectuate the License Exchange Agreement dated as of June 25, 2012, between the Parties; and (ii) Verizon Wireless will submit, within five (5) days thereafter, the certification required by Section 1.935(b) of the FCC's Rules, 47 C.F.R. §1.935(b).

Very truly yours,

T-MOBILE USA, INC.

By: David Miller
Executive Vice President and General Counsel

Attachment

Accepted and Agreed:

CELLCO PARTNERSHIP,
d/b/a VERIZON WIRELESS

By: William B. Petersen
Title: General Counsel
Date: June 25, 2012



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Very truly yours,

T-MOBILE USA, INC.

By: David Miller
Executive Vice President and General Counsel

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By: William B. Petersen
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Date: June 25, 2012