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June 27, 2012

VIA ELECTRONIC FILING

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

Re: Ex Parte Notice – WT Dockets 12-4 and 12-175

Dear Ms. Dortch:

On behalf of T-Mobile USA, Inc. (“T-Mobile”), and pursuant to Section 1.1206 of the Commission’s Rules, 47 C.F.R. § 1.1206, this is to provide notice of an *ex parte* telephone conversation held on June 26, 2012, in which Thomas J. Sugrue, Senior Vice President, Government Affairs, and Kathleen O’Brien Ham, Vice President, Federal Regulatory Affairs, of T-Mobile, spoke with Louis Peraertz, Legal Advisor to Commissioner Clyburn.

During the call, Mr. Sugrue and Ms. Ham informed Mr. Peraertz of the matters set forth in the attached Press Release that was issued on June 25, 2012, in connection with a transaction between T-Mobile and Cellco Partnership, d/b/a Verizon Wireless (“TMUS Transaction”). They advised Mr. Peraertz that the spectrum assignments agreed to in the TMUS Transaction will be used to facilitate T-Mobile’s ongoing network modernization project. They will enable T-Mobile to deploy LTE services in a number of markets where such deployment would otherwise have been impossible and to enhance its LTE service in a number of markets where T-Mobile would have otherwise been limited to a 5x5 MHz LTE deployment. As such, the TMUS Transaction will empower T-Mobile to compete with Verizon Wireless’ and other carriers’ LTE services more effectively.

Mr. Sugrue and Ms. Ham also advised Mr. Peraertz that T-Mobile has requested permission to withdraw its Petition to Deny and subsequent filings in WT Docket No. 12-4. In its Petition, T-Mobile raised concerns about proposed aggregation of AWS spectrum by Verizon Wireless and the resulting competitive impact of the transaction. Mr. Sugrue and Ms. Ham noted that the TMUS Transaction is an effective and pro-competitive way to address the concerns about spectrum concentration that have been raised in the proceeding and that T-Mobile’s concerns in this regard have therefore been addressed. As a result, T-Mobile no longer opposes the grant of the applications being reviewed in the proceeding (“CableCo Applications”).

Finally, in light of the importance of the spectrum to T-Mobile’s network modernization project and therefore to the public interest in deployment of competitive LTE services, Mr. Sugrue and Ms. Ham urged prompt approval of the applications filed on June 25, 2012, in connection with TMUS Transaction and, because the TMUS Transaction in part covers

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spectrum being acquired by Verizon Wireless, prompt approval of the CableCo Applications.

Should any additional information be required with respect to this *ex parte* notice, please do not hesitate to contact me.

Very truly yours,

/s/ Jean L. Kiddoo

Jean L. Kiddoo
Counsel to T-Mobile USA, Inc.

Attachment

cc (by email): Louis Peraertz

A/74995268.2



T-Mobile Signs Spectrum Agreement With Verizon Wireless

*T-Mobile to Improve Portfolio of Nationwide Broadband Spectrum
Following Regulatory Approval
Net Gain of Spectrum Will Assist Rollout of LTE in 2013*

Bellevue, Wash. — June 25, 2012 — Today, T-Mobile USA, Inc. announced an agreement with Verizon Wireless for the purchase and exchange of certain Advanced Wireless Services (AWS) spectrum licenses in 218 markets across the U.S. The transaction will improve T-Mobile’s spectrum position in 15 of the top 25 markets in the U.S. by providing an opportunity for T-Mobile both to acquire additional AWS spectrum and to realign its existing spectrum holdings. Following regulatory approval, this spectrum can be promptly deployed to enhance the company’s 4G mobile broadband service, including the rollout of LTE service next year. Some of the spectrum T-Mobile is acquiring in this transaction include licenses that Verizon is purchasing from SpectrumCo, Cox and Leap, and the agreement is contingent on the closing of those transactions and is subject to regulatory approval by the Federal Communications Commission (FCC) and the Department of Justice.

“This agreement will provide T-Mobile with critical AWS spectrum, enhancing both network capacity and performance and allowing us to meet the growing consumer demand for 4G mobile broadband,” T-Mobile CEO and President Philipp Humm said. “This is good for T-Mobile and good for consumers because it will enable T-Mobile to compete even more vigorously with other wireless carriers. We anticipate FCC approval later this summer, in time for us to incorporate this new spectrum into our network modernization and the rollout of LTE services next year.”

T-Mobile will gain spectrum covering 60 million people — notably in Philadelphia; Washington, D.C.; Detroit; Minneapolis; Seattle; Cleveland; Columbus, Ohio; Milwaukee; Charlotte, N.C.; Raleigh-Durham, N.C.; Greensboro, N.C.; Memphis, Tenn.; and Rochester, N.Y. — in exchange for spectrum covering 22 million people and certain cash consideration. The agreement also includes exchanges in a number of markets in which the companies will swap licenses to create more contiguous blocks of spectrum and re-align spectrum in adjacent markets. These intra-market swaps will enhance T-Mobile’s network performance and data

throughput in key locations. This agreement is in addition to T-Mobile's previously announced \$4 billion 4G network evolution plan, which includes modernization of 37,000 cell sites, launching 4G HSPA+ services in the 1900 MHz band and deployment of LTE in 2013.

About T-Mobile USA:

Based in Bellevue, Wash., T-Mobile USA, Inc. is the U.S. wireless operation of Deutsche Telekom AG (OTCQX: DTEGY). By the end of the first quarter of 2012, approximately 129 million mobile customers were served by the mobile communication segments of the Deutsche Telekom group — 33.4 million by T-Mobile USA — all via a common technology platform based on GSM and UMTS and additionally HSPA+ 21/HSPA+ 42. T-Mobile USA's innovative wireless products and services help empower people to connect to those who matter most. Multiple independent research studies continue to rank T-Mobile USA among the highest in numerous regions throughout the U.S. in wireless customer care and call quality. For more information, please visit <http://www.T-Mobile.com>. T-Mobile is a federally registered trademark of Deutsche Telekom AG. For further information on Deutsche Telekom, please visit www.telekom.de/investor-relations.

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