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March 8, 2013

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BY HAND DELIVERY AND ECFS

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

REDACTED – FOR PUBLIC INSPECTION

Re: Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer Control of Licenses and Authorizations, WT Docket No. 12-301

Dear Ms. Dortch:

Please find attached a redacted version of an *ex parte* letter filed today by T-Mobile USA, Inc.. The filing redacts information that is "Highly Confidential" pursuant to the Second Protective Order¹ filed in WT Docket No. 12-301. Accordingly, pursuant to the procedures set forth in the Second Protective Order, one copy of the filing containing Highly Confidential Information (the "Highly Confidential Filing") and, under separate cover, two copies of the filing in redacted form (the "Redacted Filing") are being provided to the Secretary's Office.² The Redacted Filing is also being filed electronically through the Commission's Electronic Comment Filing System. In addition, copies of the Highly Confidential Filing are also being delivered to Scott Patrick, Mobility Division, Wireless Telecommunications Bureau.

Should any questions arise regarding this filing, please contact the undersigned counsel for T-Mobile USA.

¹ In the Matter of Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations, Second Protective Order, WT Docket No. 12-301, DA 12-1665 (Oct. 17, 2012) ("Second Protective Order").

² Second Protective Order at ¶ 12.



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Best regards,

/s/ Nancy J. Victory

Nancy J. Victory

cc: Best Copy and Printing

David Hu Kathy Harris Kate Matraves David Krech Jim Bird



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REDACTED - FOR PUBLIC INSPECTION

Re: Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer Control of Licenses and Authorizations, WT Docket No. 12-301

Dear Ms. Dortch:

T-Mobile USA, Inc. ("T-Mobile USA") submits this *ex parte* letter to supplement the record and respond to questions posed by Commission staff regarding the proposed transaction in the above-captioned proceeding.

Further Detail on Estimates Regarding Position Reductions

Commission staff has requested further detail regarding the synergies model's assumption regarding the [BEGIN TMUS HIGHLY CONFIDENTIAL]

TMUS HIGHLY CONFIDENTIAL] In the Applicants' March 7, 2013 ex parte letter, the Applicants estimated that this will affect [BEGIN TMUS HIGHLY CONFIDENTIAL]

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¹ Letter from Nancy J. Victory, Counsel to Deutsche Telekom AG and T-Mobile USA, and Carl Northrup, Counsel to MetroPCS, to Marlene Dortch, Secretary, Federal Communications Commission, WT Docket No. 12-301, at 5 (March 7, 2013).

² See [BEGIN TMUS HIGHLY CONFIDENTIAL]



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[END TMUS HIGHLY

CONFIDENTIAL]

A presentation related to the synergies model (and cited by CWA in its March 4, 2013 *ex parte*³) represents that the Applicants will realize an estimated [**BEGIN TMUS HIGHLY CONFIDENTIAL**]

⁴ [END

TMUS HIGHLY CONFIDENTIAL] These figures are consistent with those in the paragraph above, but were derived by rounding [BEGIN TMUS HIGHLY CONFIDENTIAL] [END TMUS HIGHLY CONFIDENTIAL] Specifically, these estimates were derived by rounding [BEGIN TMUS HIGHLY CONFIDENTIAL]

[END TMUS HIGHLY CONFIDENTIAL]

(Continued .)	

[END TMUS HIGHLY CONFIDENTIAL]

- ³ Letter from Monica Desai, Counsel for Communications Workers of America, to Marlene Dortch, Secretary, Federal Communications Commission, WT Docket No. 12-301, at 4 n.4 (filed March 4, 2013) ("CWA *Ex Parte*").
 - See [BEGIN TMUS HIGHLY CONFIDENTIAL] [END TMUS HIGHLY

CONFIDENTIAL]



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The Department of Labor Investigation on T-Mobile Call Centers Is Not Relevant to the Proposed Transaction

In a footnote to its March 4, 2013, letter from outside counsel, CWA suggests that the Commission examine the Department of Labor's investigation last year into the closure of seven T-Mobile USA call centers in the U.S.⁵ CWA recognizes that the Department of Labor investigation was unrelated to the proposed transaction, but raises the issue solely to suggest that the Commission "[can]not take the Applicants' assurances at face value." For purposes of clarification and in an effort to provide a full, detailed response, T-Mobile USA is providing the Commission with the facts surrounding the investigation.

In March 2012, T-Mobile USA announced that it would close seven call centers due to substantially decreased call volumes and consolidate the work in the 17 remaining U.S. call centers. Accordingly, T-Mobile USA notified affected employees that they could transfer to any of the 17 other U.S. call centers that would remain open and where the company intended to increase staffing by an aggregate 1400 positions. Over 500 employees took advantage of the offer. A petition was filed with the Department of Labor for benefits under the Trade Adjustment Assistance ("TAA") Act and the Department of Labor initiated an investigation. Although it was not a party to the benefits proceeding, T-Mobile USA responded forthrightly to the Department of Labor's inquiries.

Ultimately, the Department of Labor concluded that displaced employees in all of the closed call centers were eligible for TAA benefits, a finding with which T-Mobile USA did not agree for a number of reasons. First, it was T-Mobile USA's position that the call center closings were not the result of a plan to send the work off-shore. Instead, they were prompted by substantially decreased call volume, overcapacity in call centers and the need to achieve efficiencies amidst shrinking revenues. Second, as T-Mobile USA informed the Department, the company did not know if the closures would cause more off-shore work in the short-term because, when T-Mobile USA decided to close the centers, it did not know how

⁵ CWA Ex Parte at 2 n.6.

d.



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many employees would stay or whether additional work would be sent off shore. Third, the plan was that if more calls were routed off-shore, such a shift would be temporary until T-Mobile USA was able to hire enough new employees in the U.S. to fill positions in the remaining call centers. While it disagreed with the Department of Labor's conclusion, T-Mobile USA was not a party to the proceeding and did not consider an appeal. Importantly, the Department made no finding that the T-Mobile USA's statements on these issues were not true.

Please direct any further questions to the undersigned counsel for T-Mobile USA.

Respectfully submitted,

/s/ Nancy J. Victory

Nancy J. Victory

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David Krech
Jim Bird