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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 Cops 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.

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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