

REDACTED - FOR PUBLIC INSPECTION

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June 20, 2011

VIA ECFS

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

Ms. Kathy Harris
Mobility Division
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street S.W., Room 6329
Washington, DC 20554

**Re: Reply of MetroPCS Communications, Inc. and NTELOS, Inc. to
Joint Opposition of AT&T Inc., Deutsche Telekom AG and T-
Mobile USA, Inc. to Petitions to Deny and Reply to Comments
WT Docket No. 11-65**

Dear Ms. Dortch and Ms. Harris:

On behalf of MetroPCS Communications, Inc. (“MetroPCS”) and NTELOS, Inc., a redacted, public version of their Reply to Joint Opposition of AT&T Inc., Deutsche Telekom AG and T-Mobile USA, Inc. to Petitions to Deny and Reply to Comments (“Reply”) is hereby filed via ECFS. This filing has been redacted to remove confidential information subject to the Protective Order, DA 11-674 issued in WT Docket No. 11-65 before the Federal Communications Commission (“Commission”). A copy of MetroPCS’s request for confidential treatment is attached hereto, and an unredacted copy of the Reply will be filed with the Commission pursuant to the instructions set forth in the Protective Order.

Sincerely,

/s/ Jean L. Kiddoo

Jean L. Kiddoo
Patrick J. Whittle

*Counsel for MetroPCS Communications, Inc.
and NTELOS Inc.*

Attachments

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WT Docket No. 11-65**

Dear Ms. Dortch and Ms. Harris:

Pursuant to the Protective Order issued in the above-referenced proceedings on April 27, 2011,¹ please find attached an unredacted version of the Reply of MetroPCS Communications, Inc. and NTELOS, Inc. to Joint Opposition of AT&T Inc., Deutsche Telekom AG and T-Mobile USA, Inc. to Petition to Condition Consent or Deny Application (“Reply”), which contains certain confidential and proprietary information related to MetroPCS Communications, Inc. (“MetroPCS”). Specifically, to assist the Commission’s review of the above-referenced Application, MetroPCS provides certain confidential information about its network design including use of cell sites and base stations.

MetroPCS seeks confidential treatment of the information provided the Reply under the Protective Order. Notwithstanding the Protective Order, the information provided in the

¹ See Applications of AT&T Inc. and Deutsche Telekom AG For Consent To Assign or Transfer Control of Licenses and Authorizations, WT Docket No. 11-65, DA 11-753 (rel. Apr. 27, 2011) (“Protective Order”).

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Reply 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. § 552, *et seq.* The attached information contains MetroPCS's network design, business operation, and other highly confidential information.

Metro PCS treats the network design information in the Reply as confidential and does not customarily release such information to the public. MetroPCS 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

MetroPCS is subject to actual and potential competition with respect to communications products and services. The information in the Reply provides a roadmap detailing certain information concerning the company's network design and business operations. The cumulative nature of this information is also such that competitors reviewing the data could gain access to MetroPCS's confidential market strategies, revenue targeting, and other operational business plans. Release of the information contained in the Reply will give MetroPCS's competitors an unfair advantage by providing them a picture of MetroPCS's network design and business strategies. As a result, the information in the Reply is sensitive and commercially valuable, and its disclosure would substantially harm MetroPCS's competitive position.

In support of its request for confidential treatment of the Reply, MetroPCS submits the following more specific information pursuant to FCC Rule 0.459:

(1) Identification of Confidential Materials: MetroPCS seeks confidential treatment for certain network design information including cell sites and base station details set forth in the Reply. Pursuant to the Protective Order, MetroPCS 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. 11-65 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, MetroPCS hereby voluntarily provides the confidential information provided in the Reply.

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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(3) Degree to Which Information is Commercial or Financial: The information in the Reply includes detailed information on MetroPCS's network design including cell sites and base stations. This information is highly sensitive financial, trade and commercial information as it contains data and information concerning MetroPCS's business operations. MetroPCS treats this data as a confidential trade secret and would not submit the data to the Commission without assurances that the information 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: The Reply contains information on MetroPCS's network design including cell sites and base stations. Such information is directly related to MetroPCS's service offerings which are subject to substantial competition from numerous other communications service providers, including but not limited to wireless providers, CLECs and ILECs.

(5) How Disclosure Could Result in Substantial Harm: Disclosure of MetroPCS's network design information and related highly confidential information would enable MetroPCS's competitors to determine sensitive information concerning the Company's business and operational status, trends, projections, and plans. Public disclosure could give competitors a significant competitive advantage.

(6) Measures Taken to Prevent Disclosure: MetroPCS holds the information provided in this submission in strict confidentiality. MetroPCS has limited the number of persons with access to this information in order to lessen the chance of inadvertent or unauthorized disclosure. The document has also been specifically labeled as described above to prevent inadvertent disclosure.

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

(8) Justification of the Period During Which the Material Should Not be Publicly Available: MetroPCS requests that the Commission hold this information out of public view for five years. Release of this information before that time would cause substantial harm to MetroPCS as it would detail the Company's confidential financial information.

Based on the foregoing, MetroPCS requests confidential treatment of Exhibits A, B and C pursuant to FCC Rules 0.457 and 0.459 and the Protective Order. Pursuant to the Protective Order, MetroPCS is delivering two copies of the confidential version of this filing, via courier, to Kathy Harris with the Mobility 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

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confidential version of this filing is being transmitted by courier to the Commissions Secretary's Office for time-stamp return by courier to MetroPCS.

Should you have any questions, please contact the undersigned.

Sincerely,

/s/ Jean L. Kiddoo

Jean L. Kiddoo
Patrick J. Whittle

*Counsel for MetroPCS Communications, Inc.
and NTELOS Inc.*

Attachments