

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

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Alltel Corporation and )  
Atlantis Holdings LLC )  
Application for Consent to Transfer )  
Control of Licenses and Authorizations )

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WT Docket No. 07-128

**COMMENTS OF T-MOBILE USA, INC.**

T-Mobile USA, Inc. respectfully submits these comments on the proposed transfer of control of licenses and authorizations held by Alltel Corporation.<sup>1</sup>

**BACKGROUND**

As Atlantis Holdings LLC (“Atlantis”) indicates in its Application, Alltel operates a Global System for Mobile Communications (“GSM”) network to provide automatic roaming services to GSM carriers within its service area.<sup>2</sup> Although Alltel’s principal network employs Code Division Multiple Access (“CDMA”) technology, this GSM network plays a crucial role in providing roaming coverage to other carriers and to countless wireless end users who rely on GSM-based services.<sup>3</sup>

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<sup>1</sup> Public Notice, *Alltel Corp. and Atlantis Holdings LLC Seek Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 07-128, DA 07-2794 (rel. June 25, 2007).

<sup>2</sup> See Application for Assignments of Authorization and Transfers of Control, FCC Form 603, WT Docket No. 07-128, Exhibit 1, at 2.

<sup>3</sup> The GSM standard “used by T-Mobile and others in the United States is designed to provide efficient and seamless automatic roaming capability among GSM providers.” Comments of T-Mobile USA, Inc. in Docket No. 05-265, *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, at 3 (Nov. 28, 2005) (“T-Mobile Roaming Comments”). Alltel’s GSM network is employed by carriers nationwide, including T-Mobile, AT&T, and many small or rural wireless carriers. See, e.g., Memorandum Opinion and Order, *Applications of Western Wireless Corp. and Alltel Corp.*, 20 FCC Rcd 13053, 13091 ¶ 103 (2005) (“*Alltel-WWC Order*”).

Alltel's GSM network provides roaming coverage for over 300,000 square miles of territory in the western United States. The covered area contains a number of destinations that draw travelers from across the United States and around the world, including numerous national parks and thousands of miles of highways. T-Mobile and other U.S. and international GSM carriers rely on Alltel's GSM overlay network to provide their customers seamless and affordable roaming coverage in this large swath of territory.

As the Commission has recognized, voluntary roaming arrangements of this sort play an important role in providing wireless customers with uninterrupted coverage on a daily basis and, critically, in the event of emergencies.<sup>4</sup> In the wake of the AT&T Wireless-Cingular Wireless merger, the Commission noted that “[e]ven the ‘nationwide’ carriers still have holes in their licensed service areas” and therefore must “enter into roaming agreements with other carriers in order to fill in coverage gaps, compete on the basis of coverage, and thereby meet growing consumer demand for nationwide single-rate calling plans.”<sup>5</sup> Roaming agreements, like the one T-Mobile has with respect to Alltel's GSM network today, permit carriers to provide their customers with essential communications capabilities at a reasonable price no matter where they are in the country. Indeed, such agreements are particularly important to T-Mobile, as the smallest of the national wireless carriers: T-Mobile relies on roaming arrangements to ensure that it can serve its customers throughout the nation, especially in rural areas. Accordingly,

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<sup>4</sup> See, e.g., Memorandum Opinion and Order and Notice of Proposed Rulemaking, *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, 20 FCC Rcd 15047 (2005) (“*Roaming Order*”); Memorandum Opinion and Order, *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control*, 19 FCC Rcd 21522, 21588 ¶ 172 (2004) (“*AT&T-Cingular Merger Order*”) (evaluating the impact of the proposed merger on roaming services by focusing on “the potential harm to consumers of mobile telephony services”).

<sup>5</sup> *AT&T-Cingular Merger Order* at 21589 ¶ 176.

effective roaming arrangements “are essential to T-Mobile’s competitive strategies for retaining existing subscribers and attracting new ones.”<sup>6</sup>

The Commission has wisely adopted pro-competitive policies for the wireless industry, allowing carriers to negotiate their own roaming terms based on the marketplace. Nevertheless, in prior proceedings, the Commission has recognized that it is appropriate to ensure that wireless carriers honor roaming agreements in the wake of wireless mergers. Such oversight and inquiry are appropriate here, given the significance of Alltel’s GSM network to the welfare of millions of GSM end users.

## DISCUSSION

Roaming occurs when a wireless customer travels beyond the service area of her service provider and utilizes the facilities of another service provider to place an outgoing call, to receive an incoming call, or to continue an in-progress call.<sup>7</sup> Voluntary roaming arrangements have become an integral part of the CMRS marketplace, and have supported the growth of significant competition as carriers expand their service areas to meet consumer demand.<sup>8</sup> The widespread availability of roaming arrangements with little Commission intervention is one of the great achievements of the Commission’s pro-competitive, deregulatory policies in the wireless sector.<sup>9</sup>

Nevertheless, experience suggests that wireless mergers can significantly disrupt wireless roaming arrangements. In the past, carriers have experienced losses in roaming coverage when merger transactions have been deemed to affect (or terminate) pre-existing carrier-to-carrier

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<sup>6</sup> Reply Comments of T-Mobile USA, Inc. in Docket No. 05-265, *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, at 2 (Jan. 26, 2006).

<sup>7</sup> See *AT&T-Cingular Merger Order* at 21586 ¶ 166.

<sup>8</sup> See T-Mobile Roaming Comments at i.

<sup>9</sup> “As Congress and the Commission have long envisioned, the success and resiliency of the mobile marketplace has been due to pro-competitive, deregulatory policies. These policies have resulted in the continued development and availability of innovative wireless services and technologies, ubiquitous coverage areas, and low retail rates.” *Id.*

roaming agreements or have cast into doubt the continuing support for certain network facilities necessary to continue roaming arrangements.<sup>10</sup> The Commission has recognized that these potential disruptions warrant Commission attention.<sup>11</sup> Such oversight is warranted here to guarantee the continued smooth functioning of roaming agreements within the competitive wireless market.

As discussed above, continued roaming on Alltel's GSM network is critical for millions of GSM users and is essential to preserving competition among the many carriers, including T-Mobile, that rely on that network. Indeed, when the Commission considered the previous Alltel merger with Western Wireless in 2005, Alltel described as one of the pro-competitive benefits of the merger the fact that it would likely "increase the automatic roaming services that [Alltel] offer[ed] to customers."<sup>12</sup> In particular, Alltel pointed to the fact that the merger would allow it to use Western Wireless's GSM experience to support roaming not just for CDMA users, but also for GSM users.<sup>13</sup> That pro-competitive benefit did come to pass and remains an important feature of the wireless marketplace in the western United States today.

As it considers this proposed merger, the Commission should ensure that Alltel under its new ownership will *remain* committed to continuing these pro-consumer policies and that the current acquisition will not undo the public interest benefits of the prior one. Accordingly, the Commission should inquire about Atlantis's intentions regarding the continued operation of Alltel's GSM network, an asset that is crucial to GSM wireless customers across the nation and

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<sup>10</sup> In its *Roaming Order*, the Commission addressed concerns from a number of wireless carriers that mergers like the Alltel-Western Wireless merger and the Sprint-Nextel merger might impede the proper working of roaming arrangements. The Commission responded to these concerns by noting that it has at its disposal a number of avenues for ensuring carrier compliance with voluntary roaming agreements, and it signaled its commitment to making sure that wireless customers enjoy a seamless roaming experience. *See Roaming Order* at 15052-54 ¶¶ 13-16.

<sup>11</sup> *Id.*

<sup>12</sup> *Alltel-WWC Order* at 13091 ¶ 103.

<sup>13</sup> *Id.* *See also Alltel-WWC Order* at 13108, 13109-10 ¶¶ 149, 154 ("WWC has deployed a GSM overlay solely for the purpose of serving roamers. The Applicants note that WWC's GSM overlay has been an important part of its business as it has increased WWC's revenue stream.")

around the world. The Commission should seek assurances from Atlantis that it will continue to provide a seamless roaming experience for U.S. and international wireless customers on Alltel's GSM network. In particular, the Commission should require that Atlantis commit to maintaining Alltel's existing GSM 850 and GSM 1900 band network coverage and honoring the roaming agreements that Alltel has entered with other wireless carriers.

This approach is necessary to ensure that the merger will serve, rather than undermine, the public interest. In the wake of this transaction, wireless GSM customers should continue to enjoy the seamless roaming experience and pro-competitive benefits that resulted from the prior Alltel/Western Wireless merger.

### CONCLUSION

For these reasons, the Commission should make the inquiry outlined above in connection with its review of Atlantis's proposed acquisition of Alltel.

Respectfully submitted,

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