

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

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In the Matter of Applications of AT&T	)	WT Docket No. 07-153
Inc. and Dobson Communications	)	DA No. 07-3404
Corporation for Consent to Transfer	)	
Control of Licenses and Authorizations	)	
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**REPLY COMMENTS OF T-MOBILE USA, INC.**

T-Mobile USA, Inc. (“T-Mobile”)<sup>1</sup> replies to the Joint Opposition of AT&T Inc. (“AT&T”) and Dobson Communications Corporation (“Dobson,” and together with AT&T, the “Applicants”)<sup>2</sup> to reiterate its concern that the Applicants’ proposed merger raises broad public interest issues regarding AT&T’s roaming arrangements with other wireless carriers that warrant close review by the Commission.

As T-Mobile previously noted in this proceeding, it and other wireless carriers with Global System of Mobile Communications (“GSM”) networks rely heavily on AT&T and Dobson in multiple markets for automatic roaming.<sup>3</sup> Because the merger will materially change the automatic roaming marketplace, the Commission should make sure that the transaction will not harm consumers by ensuring that AT&T: (1) will honor Dobson’s existing roaming agreements with its roaming partners, including T-Mobile; and (2) cannot use its market position

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<sup>1</sup> T-Mobile is one of the major national wireless carriers in the United States, serving over 26 million customers with a network reaching over 280 million people (including roaming and other agreements).

<sup>2</sup> See Joint Opposition of AT&T Inc. and Dobson Communications Corporation to Petitions to Deny and Reply to Comments, WT Docket No. 07-153 (filed Sept. 6, 2007) (“Joint Opposition”).

<sup>3</sup> See Comments of T-Mobile USA, Inc., WT Docket No. 07-153 (filed Aug. 27, 2007) (“T-Mobile Comments”).

to engage in anticompetitive conduct against carriers that have, or may later request, roaming agreements with AT&T. The Joint Opposition fails to alleviate these concerns.

T-Mobile is encouraged by the Applicants' acknowledgement that T-Mobile and Dobson negotiated an arm's-length automatic roaming agreement under which T-Mobile has certain private contractual rights that it is entitled to enforce, and that Dobson and its successors and assigns have certain contractual obligations that they are required to honor.<sup>4</sup> T-Mobile certainly hopes and trusts that the Applicants will honor those obligations, and acknowledges that there may be other forums or procedural options by which T-Mobile may enforce its contractual rights. The mere fact that there may be other means by which T-Mobile may enforce its contractual rights, however, does not lessen the importance of the public interest issues raised in the T-Mobile Comments.<sup>5</sup> If the Commission approves this transaction, consumers – including the customers of T-Mobile and other carriers – should continue to enjoy the same seamless roaming experiences as they have had to date.

Moreover, this issue is not solely a private matter between T-Mobile and the Applicants. It raises important public policy considerations in the context of a merger that warrants Commission review. The Petition to Deny of Mid-Tex Cellular Ltd. ("Mid-Tex") also raises significant concerns regarding AT&T's market position and other carriers' ability to secure

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<sup>4</sup> See Joint Opposition at 10.

<sup>5</sup> This proceeding is the appropriate forum to consider the public interest aspects of the roaming concerns raised by T-Mobile and Mid-Tex Cellular Ltd. See Joint Petition at 8-10. Although the Commission recently adopted automatic roaming requirements that apply to wireless carriers generally, that rulemaking did not address the issues specific to AT&T and Dobson that are raised by the proposed transaction. See *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, Report and Order and Further Notice of Proposed Rulemaking, WT Docket No. 05-265, FCC 07-143, (rel. Aug. 16, 2007).

competitive roaming agreements post-transaction.<sup>6</sup> Contrary to the Applicants' assertions, the ability of other GSM carriers to continue to obtain automatic roaming agreements with just and reasonable rates, terms and conditions is precisely the type of issue that should shape the Commission's public interest determination regarding the proposed transaction.<sup>7</sup>

AT&T already occupies a unique position as the largest GSM carrier in the United States, and its influence in the roaming marketplace will increase after acquiring Dobson. As T-Mobile previously explained, although it has supported the Commission's "light touch" approach to roaming arrangements, the proposed merger raises new concerns about AT&T's role in the roaming marketplace.<sup>8</sup> Because the transaction will remove from the marketplace a significant roaming partner for GSM carriers, T-Mobile and other GSM carriers will become even more dependent on AT&T to carry their roaming traffic. Moreover, the Commission's recently adopted "home market exclusion" to the new automatic roaming rule, which potentially could limit the ability of carriers to bring complaints against AT&T for unreasonable roaming practices, will enhance AT&T's ability to exert undue leverage over its roaming partners. The conditions requested by T-Mobile will help address these important transaction-specific public interest concerns.

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<sup>6</sup> See Petition to Deny of Mid-Tex Cellular Ltd., WT Docket No. 07-153, at 8-9 (filed Aug. 27, 2007).

<sup>7</sup> See 47 U.S.C. § 310(d) ("No... station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any manner... except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.")

<sup>8</sup> See T-Mobile Comments at 4-6.

## CONCLUSION

For the foregoing reasons and those set forth in the T-Mobile Comments, T-Mobile urges the Commission to scrutinize the AT&T-Dobson transaction for any adverse effects it may have on the automatic roaming marketplace and condition its grant of the transaction accordingly.

Respectfully submitted,

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