



September 19, 2008

*Via Electronic Filing*

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

Re: **EX PARTE – WT Docket No. 08-95**  
Atlantis Holdings, LLC, Transferor, and Cellco Partnership d/b/a Verizon Wireless,  
Transferee, for Consent to the Transfer of Control of Commission Licenses and  
Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act

Dear Ms. Dortch:

By this letter, T-Mobile USA, Inc. (“T-Mobile”) supplements its Reply Comments of August 19, 2008 (“Reply Comments”)<sup>1</sup> submitted in the above-referenced proceeding addressing the proposed merger of Verizon Wireless and Alltel Corporation (“Alltel”).<sup>2</sup> In its Reply Comments, T-Mobile expressed concerns about Verizon Wireless’ intent to fully honor the roaming arrangements that T-Mobile had entered into with Alltel and, therefore, it urged the Commission to place several conditions on approval of the merger.<sup>3</sup>

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<sup>1</sup> See Reply Comments of T-Mobile USA, Inc., WT Docket No. 08-95 (Aug. 19, 2008) (“Reply Comments”).

<sup>2</sup> See Applications of Atlantis Holdings LLC and Cellco Partnership d/b/a Verizon Wireless for Consent to the Transfer of Control of Commission Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act, WT Docket No. 08-95, Lead File No. 0003463892, at Exhibit 1, p.17 (filed June 13, 2008).

<sup>3</sup> T-Mobile also asked that the Commission either eliminate or revise the “home market exclusion” to the Commission’s automatic roaming rule before acting on the proposed merger. See Reply Comments at 8-9. This supplement does not alter the importance of revising expeditiously the home market exclusion as T-Mobile previously proposed in WT Docket No. 05-265. See Petition for Partial Reconsideration of T-Mobile USA, Inc., WT Docket 05-265 (Oct. 1, 2007); Letter from Kathleen Ham, T-Mobile, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 05-265 (Aug. 18, 2008).

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Subsequent to T-Mobile's filing, Verizon Wireless and T-Mobile have mutually clarified certain terms and conditions of the T-Mobile/Alltel roaming arrangements that will apply post-merger. As a result, T-Mobile believes that the Application need not be conditioned as it proposed in its Reply Comments to ensure that T-Mobile has access to roaming on Alltel's GSM network post-merger, and T-Mobile does not oppose grant of the Application.

Pursuant to Section 1.1206(b) of the Commission's rules, an electronic copy of this letter is being filed with the office of the Secretary. If you have any questions regarding this filing, please contact the undersigned.

Very truly yours,

/s/ Thomas J. Sugrue

Thomas J. Sugrue  
Vice President Government Affairs