

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Applications of AT&T Inc. and)	WT Docket No. 11-65
Deutsche Telekom AG)	
)	
For Consent to Assign or Transfer)	
Control of Licenses and Authorizations)	
)	
In the Matter of)	
)	
AT&T Mobility Spectrum LLC and)	WT Docket No. 11-18
Qualcomm Incorporated Seek FCC)	DA 11-252
Consent to the Assignment of)	ULS File No. 0004566825
Lower 700 MHz Band Licenses)	

JOINT MOTION TO CONSOLIDATE

Cincinnati Bell Wireless, LLC, MetroPCS Communications, Inc., NTELOS, the Rural Cellular Association, the Rural Telecommunications Group, and Sprint Nextel Corporation (“Joint Parties”) hereby jointly file this Motion to Consolidate the two above-captioned application proceedings.

On January 13, 2011, AT&T Mobility Spectrum LLC (“AT&T”) and Qualcomm Inc. (“Qualcomm”) submitted an application seeking the Commission’s approval for the assignment of Qualcomm’s Lower 700 MHz D and E Block licenses to AT&T (“AT&T-Qualcomm Application”). On March 11, 2011, numerous parties filed petitions to deny that application.¹

¹ See, e.g., Petition to Deny of Free Press, Public Knowledge, Media Access Project, Consumers Union, and the Open Technology Initiative of the New America Foundation (“Public Interest Coalition Petition”); Petition to Deny of Rural Cellular Association (“RCA Petition”); Petition to Deny of Rural Telecommunications Group (“RTG Petition”), filed on March 11, 2011, in WT Docket No. 11-18.

One day before having to respond to those petitions to deny, AT&T announced its proposed \$39 billion acquisition of T-Mobile USA, Inc. (“T-Mobile”), the nation’s fourth largest commercial wireless provider.² On April 21, 2011, AT&T and Deutsche Telekom AG submitted their application seeking Commission approval for the transfer control of T-Mobile’s licenses and authorizations to AT&T.³

The Joint Parties request that the Commission consolidate its review of both proposed transactions into a single proceeding. As part of its competitive analysis of both of these proposed transactions, the Commission must, of course, examine the competitive effects created by AT&T’s aggregation of spectrum in both proposed transactions and the impact such aggregation will have on the input market for spectrum available for the provision of mobile telephony/broadband services.⁴ Since both the Qualcomm and T-Mobile transactions involve the acquisition by AT&T of spectrum in overlapping markets, the Commission in its review would need to address the competitive effects of such acquisitions. In the proposed Qualcomm transaction, AT&T seeks to acquire Qualcomm’s six Lower 700 MHz D Block (6 MHz) licenses, which collectively have a nationwide footprint, and five Lower 700 MHz E Block (6 MHz) licenses in five large markets. The T-Mobile transaction includes the acquisition of an additional 50 MHz on average in the same geographic areas covered by the proposed Qualcomm

² See *AT&T to Acquire T-Mobile USA from Deutsche Telekom*, News Release (Mar. 20, 2011) available at: <<http://www.att.com/gen/press-room?pid=19358&cdvn=news&newsarticleid=31703&mapcode=corporate|financial>>; see also *Commission Opens Docket for Proposed Transfer of Control of T-Mobile USA, Inc. and Its Subsidiaries from Deutsche Telekom AG to AT&T Inc.*, WT Docket No. 11-65, Public Notice, DA 11-673 (rel. Apr. 14, 2011).

³ See *Applications of AT&T Inc., Deutsche Telekom AG, and T-Mobile USA, Inc., for Transfer of Control of Licenses and Authorizations*, WT Docket No. 11-65 (filed Apr. 21, 2011)

⁴ See *Applications of AT&T Inc. and Centennial Communications Corp.; For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, 24 FCC Rcd 13915, ¶ 34 (2009).

transaction. Obviously, with such an overlap, these two transactions should be examined together, rather than separately.

Accordingly, the Commission should not review the proposed Qualcomm and T-Mobile transactions in isolation.⁵ The two transactions raise interrelated issues regarding spectrum aggregation and competition in the wireless industry. The Commission has previously consolidated separate application proceedings where the issues raised by those proceedings were sufficiently related.⁶ Consistent with this precedent, the Commission should consolidate its review of the proposed AT&T/Qualcomm and AT&T/T-Mobile transactions so that it can conduct a comprehensive analysis of their cumulative impact on competition, consumer welfare, and the public interest.

Respectfully submitted,

CINCINNATI BELL WIRELESS, LLC

/s/ Michael S. Vanderwoude
Michael S. Vanderwoude
Vice President and General Manager
221 E. Fourth Street
Cincinnati, Ohio 45202
(513) 397-7685

METROPCS COMMUNICATIONS, INC.

/s/ Mark A. Stachiw
Mark A. Stachiw
Executive Vice President, General Counsel
& Secretary
MetroPCS Communications, Inc.
2250 Lakeside Boulevard
Richardson, Texas 75082
(214) 570-4877

⁵ In its March 21, 2011 opposition to petitions to deny the AT&T-Qualcomm application, AT&T did not address or even mention its proposed acquisition of T-Mobile, despite the fact that it had announced that transaction the previous day. See Joint Opposition of AT&T Mobility Spectrum LLC and Qualcomm Incorporated to Petitions to Deny or to Condition Consent and Reply to Comments, WT Docket No. 11-18 (Mar. 21, 2011).

⁶ See, e.g., *Shareholders of Tribune Company, Transferors and Sam Zell, et al., Transferees; For Consent to the Transfer of Control of The Tribune Company and Applications for the Renewal of License of KTLA(TV), Los Angeles, California, et al.*, Memorandum Opinion and Order, 22 FCC Rcd 21266, ¶ 2 (2007).

NTELOS

/s/ Mary McDermott

Mary McDermott
Senior Vice President – Legal and
Regulatory Affairs, NTELOS
401 Spring Lane
Waynesboro, VA 22980
(540) 946-8677

**RURAL TELECOMMUNICATIONS
GROUP**

/s/ Caressa D. Bennet

Caressa D. Bennet
Michael R. Bennet
Daryl A. Zakov
Bennet & Bennet, PLLC
4350 East West Highway, Suite 201
Bethesda, MD 20814
(202) 371-1500

RURAL CELLULAR ASSOCIATION

/s/ Matthew A. Brill

Matthew A. Brill
James H. Barker
Alexander Maltas
Latham & Watkins LLP
555 Eleventh St. NW, Suite 1000
Washington, DC 20004
(202) 637-2200

SPRINT NEXTEL CORPORATION

/s/ Lawrence R. Krevor

Lawrence R. Krevor
Vice President, Legal and Government
Affairs – Spectrum
Trey Hanbury
Director, Legal and Government Affairs –
Spectrum Proceedings
12502 Sunrise Valley Drive
Reston, VA 20196
(703) 433-4212

April 27, 2011

Certificate of Service

I hereby certify that on this 27th day of April, 2011, I caused true and correct copies of the foregoing Joint Motion to Consolidate to be mailed by first class U.S. mail to:

Peter J. Schildkraut
Arnold & Porter LLP
555 Twelfth Street NW
Washington, DC 20004
*Counsel for AT&T Inc. and
AT&T Mobility Spectrum LLC*

Nancy J. Victory
Wiley Rein LLP
1776 K Street NW
Washington, DC 20006
*Counsel to Deutsche Telekom AG and
T-Mobile USA, Inc.*

Paul Margie
Wiltshire & Grannis LLP
1200 18th Street NW
Washington, DC 20036
Counsel for QUALCOMM Incorporated

Additionally, I caused true and correct copies of the foregoing Joint Motion to Consolidate to be mailed by electronic mail to:

Kathy Harris
Mobility Division
Wireless Telecommunications Bureau
Federal Communications Commission
kathy.harris@fcc.gov

Kate Matraves
Spectrum and Competition Policy Division
Wireless Telecommunications Bureau
Federal Communications Commission
catherine.matraves@fcc.gov

Best Copy and Printing, Inc.
FCC@BCPIWEB.COM

Jim Bird
Office of General Counsel
Federal Communications Commission
jim.bird@fcc.gov

/s/ Ruth E. Holder
Ruth E. Holder