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June 30, 2011

VIA HAND DELIVERY AND ECFS

Ms. Marlene Dortch
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: Request for Information Concerning Applications of AT&T Inc. and Deutsche Telekom AG for Consent To Transfer Control of the Licenses and Authorizations Held by T-Mobile USA, Inc. and Its Subsidiaries, WT Docket No. 11-65

ATTACHMENT CONTAINS HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDERS IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATION COMMISSION

Dear Ms. Dortch:

United States Cellular Corporation ("U.S. Cellular") hereby submits an explanation of its network capacity constraints in response to Request No. 5 in the FCC's June 6, 2011 "Request For Information" addressed to U.S. Cellular in the above referenced docket. The explanation (Attachment A) is attached hereto.

U.S. Cellular seeks "Highly Confidential" treatment for this submission in accordance with the guidelines set forth in the first and second protective orders in this proceeding.¹

¹ 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, Protective Order DA 11-674 (WTB released April 14, 2011), Application of AT&T, Inc. and Deutsche Telekom AG For Consent to Assign Or Transfer Control of Licenses and Authorization, WT Docket No. 11-65, Second Protective Order (WTB, released April 27, 2011); see also 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, Letter DA-1037(WTB, released June 9, 2011)(providing a revised Appendix A to the Second Protective Order).

Ms. Marlene Dortch Request No.5

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Pursuant to Paragraph 12 of Revised Appendix A to the Second Protective Order, the attached discussion of U.S. Cellular's spectrum constraints and how it proposes to acquire additional spectrum and modify its network to overcome those constraints is clearly entitled to "highly confidential" treatment.

If there are any questions concerning this matter, please contact the undersigned.

Very truly yours,



Peter M. Connolly
Counsel for U.S. Cellular

cc: Katherine Harris (Katherine.Harris@fcc.gov)
Kate Matraves (Catherine.Matraves@fcc.gov)
Jim Bird (Jim.Bird@fcc.gov)

Attachment A

Attachment A Redacted