

December 20, 2012

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

Re: **Notice of Ex Parte**
Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS
Communications, Inc. for Consent to Assign Licenses, WT Docket No. 12-301.

Dear Ms. Dortch:

This letter memorializes an ex parte meeting that took place on December 19, 2012, between Debbie Goldman of the Communications Workers of America (“CWA”), Monica Desai, CWA’s counsel, and the following FCC staff: Jim Bird, Office of General Counsel; David Krech, International Bureau; and David Hu, Linda Ray, Simone D’Abreu, Joel Taubenblatt, Monica DeLong, Catherine Matraves, and Morasha Younger from the Wireless Telecommunications Bureau. The purpose of the meeting was to discuss the proposed Transaction between Deutsche Telekom AG, T-Mobile USA, Inc. and MetroPCS Communications, Inc. (“the Applicants”).¹

The Applicants have told the Commission that the proposed Transaction “will allow the [post-merger] company to grow, potentially increasing employment opportunities.”² CWA emphasized that the Commission should not take this assertion at face value, but must instead critically test this claim by asking probing questions regarding the proposed Transaction’s impact on employment and the Applicants’ post-merger plans with respect to jobs.³

¹ See *Deutsche Telekom AG, T-Mobile USA, Inc. and MetroPCS Communications, Inc. Seek FCC Consent to the Transfer of Control of PCS Licenses and AWS-1 Licenses and Leases, One 700 MHz License, and International 214 Authorizations Held by MetroPCS Communications, Inc. and by T-Mobile USA, Inc. to Deutsche Telekom AG*, Public Notice, WT Docket No. 12-301, DA 123-1730 (rel. Oct. 26, 2012).

² See *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 12-301, Description of Transaction, Public Interest Showing, and Related Demonstrations, 44 (filed Oct. 18, 2012) (emphasis added).

³ See CWA Reply Comments, WT Docket No. 12-301, 4 (Dec. 17, 2012).

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Specifically, Ms. Goldman and the undersigned requested that the Commission ask the Applicants the same questions that it asked AT&T, Inc. with respect to its proposed acquisition of T-Mobile.⁴ Based on this precedent, these questions should include the following:

1. Please provide all plans, analyses and reports discussing the creation or loss of jobs if the proposed transaction were to be consummated. Your response to this request should include, but not be limited to:
 - a. All analyses, reports, data or other documents in the Applicants' possession, custody or control that analyze the size and location of the Applicants' workforces both before and as anticipated after the merger. This would include, among all other responsive documents, (i) any documents enumerating the number of the Applicants' jobs that will be eliminated or added should the merger be approved, and the effect of the proposed transaction on employment both inside and outside the United States; and (ii) on an annual basis for the past five years and estimated for the next three years (without the merger), the number of the Applicants' wireless full-time-employees ("FTEs") and, separately, wireless call center FTEs within and outside the United States, broken down by employment location and type of employee (direct or outsourced).
2. Please provide all documents (including but not limited to plans, analyses and reports) created within the past five years that analyze or describe the Applicants' strategies or policies with respect to the location of call center jobs.
3. Please quantify the portion of the estimated cost synergies and efficiencies resulting from the proposed transaction that arises from payroll reductions or other job-related savings.

Ms. Goldman and the undersigned noted that the Commission, under the leadership of Chairman Genachowski, has stressed its commitment to understanding the impact of proposed transactions on U.S. jobs. Chairman Genachowski reiterated this commitment with respect to the Commission's review of the proposed AT&T/T-Mobile merger, stating: "The FCC is committed to ensuring a competitive mobile marketplace that drives innovation and investment, creates jobs, and benefits consumers."⁵ In furtherance of this commitment, the Commission should evaluate whether the proposed Transaction would result in job growth or job cuts.

⁴ Letter from Rick Kaplan, Chief, Wireless Telecommunications Bureau, Federal Communications Commission, to Richard L. Rosen, Counsel for AT&T, Inc., WT Docket No. 11-65 (Oct. 13, 2011).

⁵ Statement from FCC Chairman Julius Genachowski Regarding AT&T Inc.'s Abandonment of Its Proposed Acquisition of T-Mobile USA, Inc., available at <http://www.fcc.gov/document/genachowski-statement-atts-abandonment-t-mobile-acquisition> (rel. Dec. 19, 2011) (emphasis added).

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In connection with the meeting, Ms. Goldman provided staff with a copy of MetroPCS's SEC Form 10-K for the year ending Dec. 31, 2011, which reflects that MetroPCS already outsources some or all of its customer care, billing, payment processing and logistics operations, and that a portion of MetroPCS's outsourced call centers are located outside the U.S., including in Mexico, Antigua, Panama, and the Philippines.

Ms. Goldman also provided staff with a copy of the Department of Labor Employment and Training Administration's Certification Regarding Eligibility to Apply for Worker Adjustment Assistance, which reflects that T-Mobile offshored work previously performed by the 3,300 employees eliminated by T-Mobile in 2012 from call centers in Allentown, Pennsylvania; Fort Lauderdale, Florida; Frisco, Texas; Brownsville, Texas; Lenexa, Kansas; Thornton, Colorado; and Redmond, Oregon.

Copies of both documents provided to staff are attached hereto.

Respectfully submitted,



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Patton Boggs, LLP
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Washington, DC 20037
(202) 457-7535

Counsel to the Communications Workers of America

cc:

David Hu
Jim Bird
David Krech
Linda Ray
Simone D'Abreu
Joel Taubenblatt
Monica DeLong
Catherine Matraves
Morasha Younger

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission File Number 1-33409

METROPCS COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

20-0836269
(I.R.S. Employer Identification No.)

2250 Lakeside Boulevard
Richardson, Texas
(Address of principal executive offices)

75082-4304
(Zip Code)

Registrant's telephone number, including area code: (214) 570-5800

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.0001 per share	New York Stock Exchange
Rights to purchase Series A Junior Participating Preferred Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

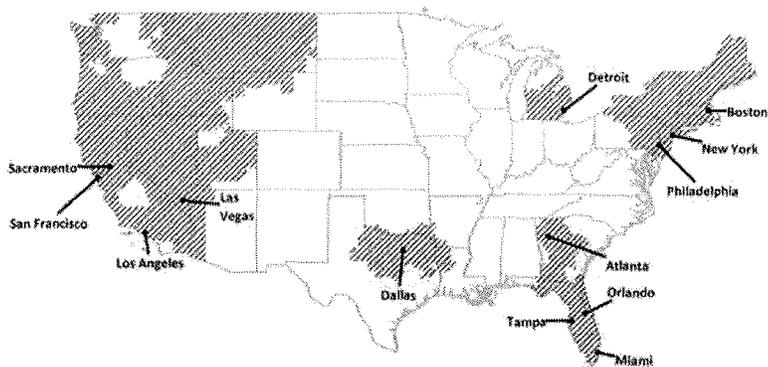
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2011, the aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant was approximately \$5,395,061,378 based on the closing price of MetroPCS Communications, Inc. common stock on the New York Stock Exchange on June 30, 2011, of \$17.21 per share.

362,504,956 shares of MetroPCS Communications, Inc. common stock were outstanding as of January 31, 2012.

Documents incorporated by reference: Portions of the definitive Proxy Statement relating to the 2012 Annual Meeting of Stockholders are



Distribution and Marketing

We offer our products and services to our customers under the MetroPCS® brand predominately through retail distribution. Our retail distribution includes independent retail outlets and Company operated retail stores. We also sell our services over the Internet using our own branded MetroPCS® website. Our independent retail outlets include a mixture of local, regional and national mass market dealers and retailers and specialty stores. Many of our dealers own and operate more than one retail sales location and may operate in more than one of our metropolitan areas. A substantial number of our retailers, dealers and corporate store locations, and certain other locations also accept payment for our services and many also perform other services for us. A significant portion of our gross customer additions have been added through our independent retail outlets. For the twelve months ended December 31, 2011, approximately 90% of our gross customer additions were through independent retail outlets.

Our marketing strategy is to create and provide products, services and communications that drive growth while optimizing our marketing return on investment and minimizing the cost to acquire customers. Our marketing campaigns emphasize that MetroPCS® offers simple, affordable, predictable and flexible service plans. MetroPCS builds consumer awareness and promotes the MetroPCS® brand by strategic local advertising to develop our brand and support our distribution channels. We advertise primarily through local radio, cable, television, outdoor and local print media. We also advertise through sponsorship arrangements with local, regional, and national sports teams, stadiums, and leagues. In addition, we believe we have benefited from a significant number of word-of-mouth customer referrals. Some of our independent retail locations also engage in their own advertising which we support.

Customer Care, Billing and Support Systems

We outsource some or all of our customer care, billing, payment processing and logistics to nationally recognized third-party providers.

Our outsourced call centers are staffed with professional and bilingual customer service personnel, who are available to assist our customers 24 hours a day, seven days a week, 365 days a year. Some of these outsourced call centers are located outside the United States, including in Mexico, Antigua, Panama, and the Philippines, which facilitates the efficient provision of customer support to our large and growing customer base, including Spanish speaking customers. We also provide automated voice response service to assist our customers with routine information requests. On certain of our handsets we also provide an application that allows the user to engage in certain routine customer care functions such as activation, billing inquiries and payment.

DEPARTMENT OF LABOR

Employment and Training Administration

TA-W-81,520
T-MOBILE USA, INC.
CALL CENTER
ALLENTOWN, PENNSYLVANIA

TA-W-81,520A
T-MOBILE USA, INC.
CALL CENTER
FORT LAUDERDALE, FLORIDA

TA-W-81,520B
T-MOBILE USA, INC.
CALL CENTER
FRISCO, TEXAS

TA-W-81,520C
T-MOBILE USA, INC.
CALL CENTER
BROWNSVILLE, TEXAS

TA-W-81,520D
T-MOBILE USA, INC.
CALL CENTER
LENEXA, KANSAS

TA-W-81,520E
T-MOBILE USA, INC.
CALL CENTER
THORNTON, COLORADO

TA-W-81,520F
T-MOBILE USA, INC.
CALL CENTER
REDMOND, OREGON

Certification Regarding Eligibility
To Apply for Worker Adjustment Assistance

In accordance with Section 223 of the Trade Act of 1974, as amended ("Act"), 19 U.S.C. § 2273, the Department of Labor herein presents the results of an investigation regarding

certification of eligibility to apply for worker adjustment assistance.

The group eligibility requirements for workers of a firm under Section 222(a) of the Act, 19 U.S.C. § 2272(a), are satisfied if the following criteria are met:

(1) a significant number or proportion of the workers in such workers' firm have become totally or partially separated, or are threatened to become totally or partially separated;

(2)(B)(i)(I) there has been a shift by the workers' firm to a foreign country in the production of articles or supply of services like or directly competitive with those produced/supplied by the workers' firm; OR

(II) there has been an acquisition from a foreign country by the workers' firm of articles/services that are like or directly competitive with those produced/supplied by the workers' firm; AND

(ii) the shift/acquisition must have contributed importantly to the workers' separation or threat of separation.

The investigation was initiated in response to a petition filed on April 19, 2012 by the Communications Workers of America on behalf of workers of T-Mobile USA, Inc., Call Center, Allentown, Pennsylvania (TA-W-81,520), Fort Lauderdale, Florida (TA-W-81,520A), Frisco, Texas (TA-W-81,520B), Brownsville, Texas (TA-W-81,520C), Lenexa, Kansas, TA-W-81,520D), Thornton, Colorado (TA-W-81,520E), and Redmond, Oregon (TA-W-81,520F). The workers' firm supplies telecommunications services. The worker group is engaged in activities related to the supply of call center services.

During the course of the investigation, information was collected from the petitioner and the workers' firm.

Section 222(a)(1) has been met because a significant number or proportion of the workers in such workers' firm have become totally or partially separated, or are threatened to become totally or partially separated.

Section 222(a)(2)(B) has been met because the workers' firm has acquired from a foreign country services like or directly competitive with services supplied by the workers which contributed importantly to worker group separations at T-Mobile USA.

Conclusion

After careful review of the facts obtained in the investigation, I determine that workers of T-Mobile USA, Inc., who are engaged in activities related to the supply of call center services, meet the worker group certification criteria under Section 222(a) of the Act, 19 U.S.C. § 2272(a). In accordance with Section 223 of the Act, 19 U.S.C. § 2273, I make the following certification:

"All workers of T-Mobile USA, Inc., Call Center, Allentown, Pennsylvania (TA-W-81,520), T-Mobile USA, Inc., Call Center, Fort Lauderdale, Florida (TA-W-81,520A), T-Mobile USA, Inc., Call Center, Frisco, Texas (TA-W-81,520B), T-Mobile USA, Inc., Call Center, Brownsville, Texas (TA-W-81,520C), T-Mobile USA, Inc., Call Center, Lenexa, Kansas, TA-W-81,520D), T-Mobile USA, Inc., Call Center, Thornton, Colorado (TA-W-81,520E), and T-Mobile USA, Inc., Call Center, Redmond, Oregon (TA-W-81,520F), who became totally or partially separated from employment on or after April 17, 2011 through two years from the date of certification, and all workers in the group threatened with total or partial separation from employment on the date of certification through two years from the date of certification, are eligible to apply for adjustment assistance under Chapter 2 of Title II of the Trade Act of 1974, as amended."

Signed in Washington, D.C., this 11th day of July, 2012.


MICHAEL W. JAFFE
Certifying Officer, Office of
Trade Adjustment Assistance