



Federal Communications Commission
Washington, D.C. 20554

International Bureau

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March 19, 2007

Ref: 2007-11

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Re: SunCom Wireless Holding, Inc.

ITC-T/C-20070309-00102

ISP-PDR-20070309-00003

Dear Sir or Madam:

SunCom Wireless Holdings, Inc. (“SunCom”), the ultimate parent company of entities holding radio licenses and an international Section 214 authorization, entered into an Exchange Agreement dated as of January 31, 2007 (the Exchange Agreement) with certain holders of outstanding notes (the “Noteholders”) of SunCom Wireless, Inc. (“SunCom Wireless”), an indirect wholly-owned subsidiary of SunCom, under which the Noteholders would exchange their notes for common shares of SunCom in a multi-step transaction. Therefore, SunCom, the ultimate controlling party of the licensees, requests: a) a grant of the applications required for a transfer of control of the radio licenses and the Section 214 authorization held by indirect subsidiaries of SunCom; and b) a declaratory ruling that the indirect foreign investment in SunCom resulting from the transaction is consistent with the public interest standard under Section 310(b)(4) of the Communications Act of 1934, as amended (the “Act”). The resulting foreign equity ownership, is as follows: Foreign equity investment 49.79%; WTO member country equity investment 43.63%; Assumed Non-WTO country equity investment 6.15%.

SunCom holds indirectly 100% of the equity and voting interests in two companies that each hold Federal Communications Commission licenses.

The licensees are Triton PCS License Company, LLC (“Triton”) and AWS License Newco, LLC (“AWS”). Triton holds one cellular license under Part 22 of the FCC rules, 20 personal communications service (“PCS”) licenses under Part 24 of the FCC’s rules, and 21 common carrier point-to-point microwave licenses under Part 101 of the FCC’s rules. AWS holds seven PCS licenses under Part 24 of the FCC’s rules and 114 common

carrier point-to-point microwave licenses under Part 101 of the FCC's rules. Triton also holds an international Section 214 authorization.

Please review the attached application and advise us whether you have any national security, law enforcement, foreign policy or trade concerns by **C.O.B. April 2, 2007**. For further information please contact, David Krech, at (202) 418-7443 or David.Krech@fcc.gov.

For Information:

- A. On March 17, 2007, Carmel Overseas Group Ltd. withdrew its application, ITC-214-20060329-00174.
- B. The file number 00028888879 listed under Ref: 2007-10 should be corrected as 0002888879.

Sincerely,


George Li, Deputy Chief
Policy Division

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George Li

From: Veronica Garcia-Llloa
Sent: Monday, March 19, 2007 3:18 PM
To: 'robert.elmen@ic.fbi.gov'; 'paul.kozak@ic.fbi.gov'; 'Amy.Jablonek@usdoj.gov'; 'Dominic.Pastore@usdoj.gov'; 'dklein1@leo.gov'; 'edward.hand@usdoj.gov'; 'hiliary.Morgan@disa.mil'; 'jscarlett@ntia.doc.gov'; 'kschagrin@ustr.gov'; 'Louis.brenner@dhs.gov'; 'Kishiyama, Lonnie'; 'tina.gabriel@ic.fbi.gov'; 'Brian.williams@associates.dhs.gov'; 'joseph.springsteen@usdoj.gov'; 'vbarrish@askcalea.net'; 'maydc@state.gov'; 'letsw@state.gov'; 'Denise.pontacoloni@associates.HQ.DHS.GOV'; 'alane.kochems@associates.HQ.DHS.GOV'; 'sigal.mandelker@usdoj.gov'; 'jonathan.frenkel@dhs.gov'; 'Stephen.heifetz@dhs.gov'; 'jennifer.Underminer@usdoj.gov'; 'Christopher.Siefken@ic.fbi.gov'; 'jpifer@leo.gov'; 'albert.pinto@hq.dhs.gov'; 'DWells@ostp.eop.gov'

Cc: George Li; Susan OConnell; David Krech; Joann Ekblad; Mikelle Morra; James Ball; Veronica Garcia-Llloa; Erin McGrath; Janeese Parker

Subject: SunCom Wireless Holding, Inc.

Attachments: SunCom Wireless Holdings, Inc.:pdf; Ref: 2007-11.doc

Good Afternoon,

Attached is Cover Letter 2007-11 (Comments due by **C.O.B. April 2, 2007**).

Thank You,

Veronica Garcia-Llloa