

Attachment A

Declaration of Heather Pelham

I, Heather Pelham, hereby declare the following:

1. I am the Senior Manager of Corporate Development for T-Mobile USA, Inc. ("T-Mobile"). Under the direction of the Vice President of Corporate Development, I am responsible for the negotiation of agreements with other carriers, including rural carriers, relating to spectrum leasing, spectrum swaps, and partitioning/disaggregation of spectrum for T-Mobile. I also am responsible for the negotiation of agreements relating to mergers, acquisitions, equity investments, and partnerships with carriers and other businesses.

2. I have worked in the wireless business since 2000. I have worked for T-Mobile from April 2004 to the present. I was the Manager of Mergers & Acquisitions for AT&T Wireless Services, Inc., from 2000 to 2004. I hold a Masters in Professional Accounting and Taxation degree from the University of Washington.

3. I am familiar with the Federal Communications Commission's ("Commission's") rules regarding spectrum leasing and secondary markets mechanisms. In this Declaration, I describe T-Mobile's policy and experience with respect to transactions under these rules.

4. As a matter of company policy, T-Mobile willingly enters into discussions with carriers, including rural carriers, that express a good faith interest in negotiating agreements permitted under the Commission's secondary markets rules adopted in WT Docket No. 00-230, as well as those that permit roaming. T-Mobile is willing to negotiate such agreements because, if they are successfully completed, they will benefit T-Mobile, the other carrier or carriers, and wireless consumers. T-Mobile views such agreements as an economically sound way to provide all customers, including those in rural markets, with increased coverage and features.

5. Since the Commission's current rules enabling spectrum leasing went into effect on January 24, 2004, T-Mobile has been very active in negotiating and completing secondary markets transactions. For example, T-Mobile has entered into four leases with rural carriers in the past year. T-Mobile is currently leasing spectrum in Colorado to a small carrier to expand coverage in one county. This increased coverage benefits all GSM customers traveling in the area. Another lease agreement signed with a different small carrier allows that carrier to build complementary coverage to T-Mobile's network in Iowa. The coverage will connect existing GSM networks and provide more seamless coverage in Iowa. T-Mobile is currently negotiating five more such leases. We are currently in negotiations with rural carriers to lease spectrum in Arizona, Oklahoma, Oregon, Pennsylvania, and Texas.

6. T-Mobile has partitioned and disaggregated spectrum in over 90 BTAs, covering more than 500 counties, with six different rural carriers. T-Mobile is currently negotiating several other partitioning/disaggregation agreements.

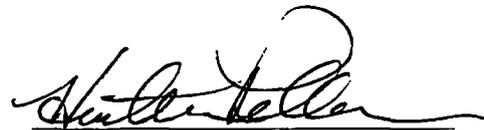
7. In addition, T-Mobile has entered into more than twenty-five roaming agreements with rural carriers, and is negotiating with several others as more rural GSM coverage on 1.9 GHz becomes available. T-Mobile makes substantial payments to rural carriers with which it has roaming agreements.

8. T-Mobile has entered into a spectrum swap with two small carriers. One carrier received spectrum in five BTAs, covering eleven counties and three cities and the other carrier received 10 MHz of spectrum in one BTA. The swap allowed these carriers to improve their coverage and service offerings in several lightly-populated markets. T-Mobile has also entered into an agreement with another carrier, to sell partitioned and disaggregated spectrum in a rural area in Alabama. The spectrum will allow the carrier to build a complementary GSM network

adjacent to the coverage that T-Mobile provides to the region. This will be new coverage to an area that is not currently covered by GSM.

9. T-Mobile has entered into these transactions in good faith. T-Mobile recognizes that such transactions can benefit carriers and consumers, including those living in lightly-populated areas. In several of these transactions, rural carriers have obtained spectrum in small, lightly-populated areas originally licensed to T-Mobile. T-Mobile recognizes that these secondary markets transactions provide smaller carriers with the flexibility to obtain spectrum based on their specific needs at the time.

I declare under penalty of perjury that the foregoing is true and correct.



Heather Pelham

Executed on February 14, 2005.