

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY

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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
T-Mobile and SunCom Puerto Rico Transfer

1. Legal Name of Applicant

Name:	T-Mobile USA, Inc. f/k/a VoiceStream Wireless Corporation	Phone Number:	425-383-4000
DBA Name:		Fax Number:	425-383-7040
Street:	12920 SE 38th St.	E-Mail:	Dan.Menser@t-mobile.com
City:	Bellevue	State:	WA
Country:	USA	Zipcode:	98006
Attention:	Dan Menser		

2. Name of Contact Representative

Name: Cheryl A. Tritt **Phone Number:** 202-887-1510
Company: Morrison & Foerster LLP **Fax Number:** 202-887-0763
Street: 2000 Pennsylvania Avenue, NW **E-Mail:** CTritt@mof.com
Suite 5500
City: Washington **State:** DC
Country: USA **Zipcode:** 20006-
Attention: **Relationship:** Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. relevant to "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
C214200706260						
0246						

5. Name of Section 214 Authorization Holder

Name: SunCom Wireless Puerto Rico License Co., LLC **Phone Number:** 610-722-4441
DBA Name: **Fax Number:** 610-722-4288
Street: 1100 Cassatt Road **E-Mail:** jalexander@suncom.com
City: Berwyn **State:** PA
Country: USA **Zipcode:** 19312
Attention: Joan Alexander

6. Name of Assignor / Transferor

Name: SunCom Wireless Holdings, Inc. **Phone Number:** 610-722-4441
DBA Name: **Fax Number:** 610-722-4288
Street: 1100 Cassatt Road **E-Mail:** jalexander@suncom.com
City: Berwyn **State:** PA
Country: USA **Zipcode:** 19312
Attention: Joan Alexander

7. Name of Assignee / Transferee

Name: T-Mobile USA, Inc. f/k/a VoiceStream Wireless Corporation Phone Number: 425-383-4000
DBA Name: Fax Number: 425-383-7040
Street: 12920 SE 38th St. E-Mail: Dan.Menser@t-mobile.com
City: Bellevue State: WA
Country: USA Zipcode: 98006
Attention: Dan Menser

8a. Is a fee submitted with this application?

If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Transfer of control of Section 214 authority of SunCom Wireless Puerto Rico License Co., LLC from SunCom Wireless Holdings, Inc. to T-Mobile USA, Inc.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferrer and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
 - (2) The Section 214 holder controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.
- If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

Croatia, Germany, Hungary, Macedonia and Slovakia

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No
 Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p style="text-align: right;"> <input checked="" type="radio"/> Yes <input type="radio"/> No </p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p style="text-align: right;"> <input checked="" type="radio"/> Yes <input type="radio"/> No </p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor SunCom Wireless Holdings, Inc.</p>	<p>29. Printed Name of Assignee / Transferee T-Mobile USA, Inc.</p>
<p>27. Title (Office Held by Person Signing) Executive Vice President & Chief Financial Officer</p>	<p>30. Title (Office Held by Person Signing) Managing Director, Federal Regulatory Affairs</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Eric Haskell</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Kathleen O'Brien Ham</p>
<p style="text-align: center;"> WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). </p>	

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Application to Transfer Control of SunCom Wireless Puerto Rico License Co., LLC to T-Mobile USA, Inc.

This application ("Application") is one of a series of applications seeking Federal Communications Commission ("FCC" or "Commission") consent to transfer control of two wholly-owned indirect subsidiaries of SunCom Wireless Holdings, Inc. ("SunCom") to T-Mobile USA, Inc. ("T-Mobile"). The Application specifically seeks consent to transfer control of the international Section 214 authorization of SunCom Wireless Puerto Rico License Co., LLC ("SunCom PR") from SunCom to T-Mobile.¹ More detailed information regarding the transfer of control is set forth in the FCC Form 603 application that has been designated the lead application for the transaction, FCC File No. 0003178152 ("Lead Application").

Answer to Question 10

Transferor Contact Information

Joan Alexander
SunCom Wireless Holdings, Inc.
1100 Cassatt Rd.
Berwyn, PA 19312
(610) 722-4441

With a copy to:

Michele C. Farquhar
David L. Martin
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Transferee Contact Information

Thomas J. Sugrue
Kathleen O'Brien Ham
T-Mobile USA, Inc.
401 Ninth St., N.W., Suite 550
Washington, D.C. 20004
(202) 654-5900

With a copy to:

Cheryl A. Tritt
Jennifer L. Kostyu
Morrison & Foerster LLP
2000 Pennsylvania Ave., NW, Suite 5500
Washington, DC 20006
(202) 887-1500

¹ The parties are filing a concurrent application to transfer control of the international Section 214 authorization held by SunCom's other licensee subsidiary, SunCom Wireless License Company, LLC.

Prior International Section 214 Authorizations

SunCom itself holds no international Section 214 authorizations, but controls two international Section 214 authorizations that are held through its wholly-owned subsidiaries. SunCom PR holds the international Section 214 authorization that is the subject of this Application, File No. ITC-214-20070626-00246. SunCom PR is authorized to provide international global telecommunications service on a resale basis pursuant to Section 68.18(e)(2) of the Commission's rules. T-Mobile also holds global resale authority pursuant to Section 63.18(e)(2) of the Commission's rules pursuant to File No. ITC-214-19960930-00473.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities directly or indirectly holding a ten percent or greater interest in T-Mobile. The direct and indirect ownership of T-Mobile USA also is illustrated in the organizational chart attached as Exhibit A.

Direct Ownership

Name: T-Mobile Global Holding GmbH ("TMHG")
Address: Landgrabenweg 151
Bonn, Germany 53227
Citizenship: Germany
Principal Business: Telecommunications and information services
Percentage Held: TMHG directly holds 100 percent of the ownership interests in T-Mobile (consisting of 292,669,971 shares of T-Mobile common stock).

Indirect Ownership

Name: T-Mobile International AG ("TMIAG")
Address: Landgrabenweg 151
Bonn, Germany 53227
Citizenship: Germany
Principal Business: Telecommunications and information services
Percentage Held: TMIAG directly holds 100 percent of the ownership interests in TMHG.

Name: Deutsche Telekom AG ("DT")
Address: Friedrich-Ebert-Allee 140
Bonn, Germany 53113
Citizenship: Germany
Principal Business: Telecommunications and information services
Percentage Held: DT directly holds 100 percent of the ownership interests of TMIAG.

Name: Kreditanstalt für Wiederaufbau ("KfW")
Address: Palmengartenstrasse 5-9
 Frankfort, Germany 60325
Citizenship: Germany
Principal Business: Commercial banking
Percentage Held: KfW, a bank controlled by the German government and federal states, holds approximately 16.87 percent of the ownership interests of DT (consisting of 735.7 million shares of DT common stock).

Name: Federal Republic of Germany ("FRG")
Address: c/o Federal Ministry of Finance
 Wilhelmstr 97
 Berlin, 10117, Germany
Citizenship: Germany
Principal Business: Government entity
Percentage Held: FRG directly holds approximately 14.83 percent of the ownership interests of DT (consisting of 646.6 million shares of common stock). FRG also directly holds approximately 80 percent of the ownership interests in KfW which, as described above, holds approximately 16.87 percent of the ownership interests in DT. Thus, FRG is deemed to hold approximately 31.70 percent of DT.

No other entity or individual holds a sufficient interest in DT to constitute a 10 percent or greater interest in the Transferee.

Answer to Question 12

T-Mobile has the following interlocking directorates with foreign carriers:

T-Mobile Director	Foreign Carrier	Foreign Carrier Position
René Obermann Member, Board of Directors	Deutsche Telekom AG	Chairman, Board of Management
	T-Mobile International AG	Chairman, Supervisory Board
	T-Systems Business Services GmbH	Chairman, Supervisory Board
	T-Systems Enterprise Services GmbH	Chairman, Supervisory Board
Hamid Akhavan Member, Board of Directors	Deutsche Telekom AG	Member, Board of Management
	T-Mobile International AG	Chairman, Board of Management

Guido Kerkhoff Member, Board of Directors	T-Mobile International AG	Member, Supervisory Board
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Answer to Question 13

Description of Transaction and Public Interest Statement

T-Mobile and SunCom executed an Agreement and Plan of Merger dated as of September 16, 2007 ("Agreement"). Under the terms of the Agreement, T-Mobile will acquire control of SunCom and its subsidiaries, including their customers, network assets, and FCC licenses. To effectuate the Agreement, Tango Merger Sub, Inc., a newly formed, wholly-owned subsidiary of T-Mobile, will merge with and into SunCom. Upon merging, SunCom will continue as the surviving corporation. SunCom PR will remain an indirect, wholly-owned subsidiary of SunCom and will become an indirect, wholly-owned subsidiary of T-Mobile.

The transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. T-Mobile and SunCom together hold only a *de minimus* share of the U.S. international telecommunications market. Accordingly, post-transaction T-Mobile will have no ability to adversely affect competition.

Furthermore, the Commission previously concluded that the exercise of foreign market power in the United States "could harm U.S. consumers through increased prices, decreases in quality, or reductions in alternatives in end user markets.... This risk occurs when a U.S. carrier is affiliated with a foreign carrier that has sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market."² T-Mobile (then VoiceStream Wireless Corporation) became affiliated with certain foreign carriers, identified below, when it was acquired by DT.³ As described below, however, each of the foreign affiliates either is a non-dominant mobile wireless service provider in its respective home country, the applicants have agreed to accept dominant treatment for the route, or the applicants have relinquished authority to serve the route. Thus, there is no evidence that consumers and/or the international calling market will be harmed by this transaction.

Answer to Question 14

T-Mobile, through DT, is affiliated with certain foreign carriers. Upon consummation of the transfer of control, SunCom PR also will be affiliated with foreign carriers (the "Foreign Carrier Affiliates") in the following countries:

² *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, 23951-54 (1997).

³ *See VoiceStream Wireless Corporation, Powertel, Inc., and Deutsche Telekom AG*, 16 FCC Rcd 9779 (2001).

- **Austria:** DT indirectly holds a 100 percent ownership interest in the mobile service provider T-Mobile Austria GmbH, which has an approximate 30 percent share of the mobile communications market in Austria. T-Systems Austria GmbH ("T-Systems Austria"), which is 100 percent owned by T-Systems Enterprise Services GmbH ("TSE"), a wholly owned subsidiary of DT, provides fixed line voice and data services on a resale basis in Austria. T-Systems Austria has an approximate six percent market share.
- **Belgium:** T-Systems Belgium NV, an indirect wholly-owned subsidiary of DT, offers international fixed network telecommunications in Belgium. It has a market share of less than five percent.
- **Bosnia-Herzegovina:** DT is affiliated with Hrvatske Telekomunikacije d.d. ("HT"). HT, in turn, holds an approximate 30.29 percent ownership interest in Hrvatske telekomunikacije d.o.o., which has an approximate 15 percent share of the fixed line market in Bosnia-Herzegovina. In addition, T-Systems d.o.o., a wholly-owned subsidiary of TSE, is licensed to provide telecommunications in Bosnia-Herzegovina but has a market share of less than five percent.
- **Brazil:** TSE indirectly holds a 100 percent ownership interest in T-Systems Telecomunicacoes e Servicos Ltda, a licensed telecommunications carrier in Brazil. It has a market share of less than five percent.
- **Canada:** T-Systems Canada Inc. holds an international resale licence to provide telecommunications services in Canada. It is an indirect wholly-owned subsidiary of TSE and has a market share of less than five percent.
- **Croatia:** DT is affiliated with Hrvatske Telekomunikacije d.d. ("HT"), which holds a market share of approximately 82 percent of the fixed line market in Croatia. HT's wholly-owned subsidiary T-Mobile Hrvatska d.o.o., holds a market share of approximately 52 percent of the mobile services market in Croatia.
- **Czech Republic:** DT is affiliated with T-Mobile Czech Republic a.s., a mobile service provider that provides a variety of mobile services on a nationwide basis in the Czech Republic, including voice, data and enhanced services. Its share of the mobile service market in the Czech Republic is approximately 37 percent. In addition, T-Systems PragoNet, a.s., a provider of data and network services in the Czech Republic with an approximate market share of nine percent, is a wholly-owned subsidiary of TSE.
- **Denmark:** T-Systems Nordic TC Services A/S, a wholly-owned subsidiary of TSE, is authorized to provide telecommunications service in Denmark. It has a market share of less than five percent.
- **France:** T-Systems Telecommunication Services France SAS, is a wholly-owned subsidiary of TSE. It offers international fixed network telecommunications and has a market share of less than five percent.

- **Germany:** DT provides fixed line telecommunications services in Germany and has an *approximate market share of 71 percent*. T-Mobile Deutschland GmbH, which is a wholly-owned subsidiary of DT, provides mobile communications in Germany and has a market share of approximately 36 percent of the mobile market in Germany.
- **Greece:** T-Systems Information and Communication Technology E.P.E., which is majority owned by TSE, is licensed to provide telecommunications services in Greece. It has a market share of less than five percent.
- **Hong Kong, China:** T-Systems P.R. China Ltd., a wholly-owned subsidiary of TSE, is authorized to provide voice and data services in Hong Kong. It has a market share of less than five percent.
- **Hungary:** DT is affiliated with Magyar Telekom Rt. ("MTR"), which provides fixed line services in Hungary and holds a market share of approximately 75 percent. MTR's mobile affiliate T-Mobile Hungary has a market share of approximately 46 percent of the mobile services market in Hungary.
- **Italy:** T-Systems Italia, S.p.A., a wholly-owned subsidiary of TSE, offers international fixed network services in Italy. It has a market share of less than five percent.
- **Japan:** T-Systems Japan K.K., a wholly-owned subsidiary of TSE, is a reseller providing a variety of communications services including international leased line services, corporate network services, and international telecommunication services. It has a market share of less than five percent.
- **Luxemburg:** T-Systems Luxemburg S.A., a wholly-owned subsidiary of TSE, is authorized to provide telecommunications services in Luxemburg. It has a market share of less than five percent.
- **Macedonia:** Through MTR, DT is affiliated with Makedonski Telekomunikacii A.D. ("Maktel"), the sole fixed line operator in Macedonia. Maktel's wholly-owned subsidiary T-Mobile Macedonia holds an approximate 72 percent market share of the mobile market in Macedonia.
- **Montenegro:** Though MTR, DT is affiliated with Telekom Crne Gore A.D. ("TCG"), the sole fixed line operator in Montenegro. TCG's wholly-owned subsidiary Monet d.o.o. holds an approximate 42 percent market share of the mobile market in Montenegro.
- **Netherlands:** T-Mobile Netherlands B.V., a wholly-owned subsidiary of DT, provides mobile telecommunication services in the Netherlands. DT also recently acquired Orange Netherlands, which provides mobile telecommunications services in the Netherlands. T-Mobile Netherlands and Orange Netherlands together hold an approximate 26 percent market share of the mobile phone market in the Netherlands. In addition, T-Systems Nederland B.V., a wholly owned subsidiary of TSE, is authorized to provide public telecommunication services and networks in the Netherlands. It has a market share of less than five percent.

- **Poland:** DT is affiliated with Polska Telefonia Cyfrowa Sp.z.o.o ("PTC"), a mobile service provider in Poland. PTC provides various mobile telephony services in Poland on a nationwide basis using GSM900 and other technologies. It has a market share of approximately 32 percent of the mobile services market. In addition, T-Systems Polska Sp.z.o.o., a wholly-owned subsidiary of TSE, offers international fixed network telecommunications and holds the necessary licenses. It has a market share of less than five percent.
- **Russia:** T-Systems CIS, a wholly-owned subsidiary of TSE, is authorized to provide telecommunications services in Russia. It has a market share of less than five percent.
- **Serbia:** T-Systems d.o.o., a wholly-owned subsidiary of TSE, is authorized to provide telecommunications services in Serbia. It has a market share of less than five percent.
- **Singapore:** T-Systems Singapore Pte. Ltd, a wholly-owned subsidiary of TSE, is authorized to provide voice and data services in Singapore. It has a market share of less than five percent in the local access and international transport markets.
- **Slovakia:** DT is affiliated with Slovak Telecom, a.s., the incumbent wireline carrier in Slovakia. It has an approximate market share of 89 percent of the fixed line market in Slovakia. Its affiliate, T-Mobile Slovensko, a.s., holds an approximate market share of 40 percent of the mobile market in Slovakia.
- **Slovenia:** T-Systems informacijski sistemi, d.o.o., a wholly-owned subsidiary of TSE, is authorized to provide telecommunications services in Slovenia. It has a market share of less than five percent.
- **Spain:** T-Systems Eltec Seguridad, S.A., which is an indirect wholly-owned subsidiary of TSE, holds a type A1 licence in Spain for the provision of public telephony services. It has a market share of less than five percent.
- **South Africa:** TSE is affiliated with Infovan (Pty) Ltd., which is authorized to provide telecommunications services in South Africa. It has a market share of less than five percent.
- **Switzerland:** T-Systems Schweiz AG, a wholly-owned subsidiary of TSE, offers fixed network telecommunications services in Switzerland. It has a market share of less than five percent.
- **Turkey:** T-Systems Telekomunikasyon Ltd Sirketi, which is a wholly-owned subsidiary of TSE, is authorized to provide telecommunications services in Turkey. It has a market share of less than five percent.
- **Ukraine:** TOB T-Systems Ukraine, a wholly-owned subsidiary of TSE, is authorized to provide telecommunications services in the Ukraine. It has a market share of less than five percent.

- **United Kingdom:** *T-Mobile United Kingdom Ltd, a wholly-owned subsidiary of DT, provides mobile telecommunications services in the United Kingdom. It has a market share approximately 16 percent of the mobile services market. In addition, T-Systems Ltd., wholly-owned subsidiary of TSE, offers fixed network telecommunications services in the United Kingdom. It has a market share of less than five percent.*

Answer to Question 15

Upon consummation of the transaction, SunCom PR will be affiliated with the Foreign Carrier Affiliates that are identified in response to Question 14 above.

Answer to Question 16

Pursuant to Section 63.10 of the Commission's rules, T-Mobile and SunCom PR request "non-dominant" status upon consummation of the transaction on all routes between the United States and the countries listed in response to Question 14 above, with the exception of Croatia, Germany, Hungary, Macedonia, Montenegro, and Slovakia (the "Exception Countries"), where the Foreign Carrier Affiliates are dominant.⁴ Each of the countries listed in response to Question 14 other than the Exception Countries is a member of the World Trade Organization ("WTO"). None of the Foreign Carrier Affiliates (other than those operating in an Exception Country) is a monopoly provider of communications services, and each lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, T-Mobile and SunCom PR are presumptively classified as non-dominant on all of the U.S.-international routes identified above with the exception of the routes between the United States and the Exception Countries.

With respect to the Exception Countries, SunCom PR agrees to be classified as dominant on the U.S.-Croatia, U.S.-Germany, U.S.-Hungary, U.S.-Macedonia, and U.S.-Slovakia routes, without prejudice to its right to petition for reclassification at a later date, and agrees to comply with the dominant carrier safeguards set forth in Section 63.10 of the Commission's rules for these five routes. SunCom PR also does not seek authority, and relinquishes its existing authority, to serve the U.S.-Montenegro route upon consummation of the transaction.

⁴ The Commission was previously informed of T-Mobile's foreign carrier affiliates, and those affiliations remain substantially the same. The parties' request for non-dominant or dominant status on the U.S.-international routes identified herein is consistent with T-Mobile's existing classifications on these U.S.-international routes.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. SunCom PR qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules for the routes between the United States and all countries other than the Exception Countries identified above because its Foreign Carrier Affiliates in all countries except the Exception Countries lack 50 percent market share in the international transport and local access markets on the foreign end of their respective U.S.-international routes. In the case of Croatia, Germany, Hungary, Macedonia and Slovakia, although the named foreign affiliates are dominant, all five of these countries are WTO member countries, and SunCom PR agrees to be classified as dominant on these five routes, without prejudice to its right to petition for reclassification at a later date, and agrees to comply with the dominant carrier safeguards set forth in Section 63.10 of the Commission's rules for these five routes. Further, as noted above, SunCom PR does not seek authority, and relinquishes its existing authority upon consummation of the transaction, to serve the U.S.-Montenegro route. Thus, the Application qualifies for streamlined processing under the Commission's rules.

EXHIBIT A

Corporate Structure

