

April 20, 2011

VIA FEDEX

Federal Communications Commission
Wireless Telecommunications Bureau
1280 Fairfield Road
Gettysburg, PA 17325

Re: *Applications of AT&T Inc. & Deutsche Telekom for Consent to Assign or Transfer Control of Licenses and Authorizations, WT Dkt No. 11-65*

Dear Sir or Madam:

Enclosed please find an original and one copy of a Form 608 and attachments comprising an application for approval of the transfer of control of long-term spectrum manager leases (Lease ID Nos. L000008117, *et al.*) held by T-Mobile License LLC from Deutsche Telekom AG to AT&T Inc. There are no application fees associated with the enclosed application. Also enclosed are a copy of this letter and a self-addressed FedEx envelope with instructions for FedEx to bill shipment to Arnold & Porter LLP's account. Please date stamp the copy of this letter and return it to me in the FedEx envelope.

The application contains a request for a waiver of the electronic filing requirements set forth in Sections 1.913(b) of the Commission's rules.¹ I am advising Kathy Harris, Deputy Chief of the Mobility Division of the Wireless Telecommunications Bureau, that this application has been filed manually.

¹ 47 C.F.R. §§ 1.913(b).

ARNOLD & PORTER LLP

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If you have any questions regarding the application and related waiver request, please contact me at 202-942-5634 or at Peter_Schildkraut@aporter.com. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter J. Schildkraut", with a long horizontal line extending to the right.

Peter J. Schildkraut
Counsel for AT&T Inc.

Enclosures

**FCC Form 608 FCC Application or Notification for Spectrum Leasing Arrangement/
Main Form Notification of a Private Commons Arrangement
Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau**

Approved by OMB
3060-1058
See 608 Main Form Instructions
For public burden estimate

General Information

Application/Notification Purpose

| | |
|---|---|
| 1a) Purpose of Filing (Select only one): | |
| <input type="checkbox"/> LN – New | <input type="checkbox"/> LM – Modification |
| <input checked="" type="checkbox"/> LT – Transfer of Control | <input type="checkbox"/> LE – Extend the Term |
| <input type="checkbox"/> AM – Amendment | <input type="checkbox"/> WD – Withdraw |
| <input type="checkbox"/> LU – Administrative Update | <input type="checkbox"/> LC – Cancel |
| 1b) If this filing is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending Application/Notification currently on file with the FCC. | File Number: _____ |

Classification of Filing

For Leases/Subleases Only

| | |
|---|--|
| 2a) Classification of Filing (Select only one): | 2b) Type of Filing |
| <input checked="" type="checkbox"/> ML – Spectrum Manager | <input checked="" type="checkbox"/> L – Lease |
| <input type="checkbox"/> TL – <i>De Facto</i> Transfer | <input type="checkbox"/> S – Sublease (Must be filed Manually) |

For Private Commons Arrangements Only (Must be filed Manually)

| | |
|---|---|
| 2c) This filing will be a Private Commons Arrangement of a (Select only one): | 2d) If a Private Commons Arrangement of a Lease or Sublease, choose the legal type (Select only one): |
| <input type="checkbox"/> N – License | <input type="checkbox"/> M – Spectrum Manager |
| <input type="checkbox"/> L – Lease | <input type="checkbox"/> T – <i>De Facto</i> Transfer |
| <input type="checkbox"/> S – Sublease | |

Term of Lease/Sublease (Only for Transfer of Control of a Lessee or Sublessee, or a Revision to Extend the Term of a Lease or Sublease)

| | | | |
|---|---|----|-------------------------------------|
| 3) Indicate whether the existing Lease/Sublease is: | <input checked="" type="checkbox"/> Long-Term | or | <input type="checkbox"/> Short-Term |
|---|---|----|-------------------------------------|

Other Wireless Licenses

| | |
|--|---|
| 4a) Is this filing part of a series of related filings involving other wireless license(s) or lease(s) held by the Applicant, affiliates of the Applicant (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this filing and for which Commission approval or notification is required? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| 4b) If the answer to 4a is 'Y', is this filing the lead Application/Notification? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 4c) If the answer to 4a is 'Y' and the answer to 4b is 'N', provide the File Number of the lead Application/Notification. | File Number: 0004669383 |

Attachments

| | |
|--|---|
| 5) Are attachments (other than associated schedules) being filed with this Application/Notification? | (<input checked="" type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u> |
|--|---|

Fees and Waivers**Exemption from Application Fees**

| | |
|--|---|
| 6) Is the applicant exempt from FCC application fees? If the answer to 6 is 'Y', attach an exhibit demonstrating how the applicant is exempt from FCC application fees. | (<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u> |
|--|---|

Waiver/Deferral of Fees

| | |
|---|---|
| 7) Is a waiver/deferral of the FCC application fees being requested? If the answer to 7 is 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees. | (<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u> |
|---|---|

Waiver of Commission Rules

| | |
|---|---|
| 8a) Does this filing include a request for waiver of the Commission's Rules (other than a request for application fee waivers)? If the answer to 8a is 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request. | (<input checked="" type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u> |
| 8b) If the answer to 8a is 'Y', enter the number of rule sections involved. | Number of Rule Sections: <u>1</u> |

Regulatory Status and Offerings (To be completed only for Modification of a Lease or Modification of a Sublease)**Radio Service Offerings**

| |
|---|
| 9) The Applicant will provide the following type(s) of radio service offerings (select all that apply): (<input type="checkbox"/>) Common Carrier (<input type="checkbox"/>) Non-common Carrier (<input type="checkbox"/>) Private, internal communications (<input type="checkbox"/>) Broadcast Services |
|---|

Radio Service

| | |
|--|---|
| 10) The Applicant will provide the following type(s) of radio service (select all that apply): (<input type="checkbox"/>) Fixed (<input type="checkbox"/>) Mobile (<input type="checkbox"/>) Radiolocation (<input type="checkbox"/>) Satellite (sound) (<input type="checkbox"/>) Broadcast Services | |
| 11) Does the Applicant propose to provide service interconnected to the public telephone network? | (<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u> |

Designated Entity Information (If the answer to 12a, 12b or 12c is 'Y', Schedule A must be completed.)**Bidding Credits**

| | |
|---|---|
| 12a) Does this filing involve any spectrum associated with any licenses that were originally awarded with bidding credits within the last five years? | (<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u> |
|---|---|

Installment Payment Plan

| | |
|--|---|
| 12b) Does this filing involve any spectrum associated with any licenses that were originally subject to the Commission's installment payment plan? | (<input checked="" type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u> |
|--|---|

Closed Bidding

| | |
|---|---|
| 12c) Does this filing involve any spectrum associated with any licenses that were originally granted pursuant to closed bidding within the last five years? | (<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u> |
|---|---|

Competition Related Information

| | |
|--|--|
| 13) Does this filing involve a license authorization or Spectrum Lease/Sublease that may be used to provide interconnected mobile voice and/or data services that would, create a geographic overlap with another license authorization(s) or Spectrum Leasing Arrangement(s) in which the Applicant already holds direct or indirect interests (of 10 percent or more), either as a licensee or Spectrum Lessee/Sublessee, and that could also be used to provide interconnected mobile voice and/or data services? | (<input checked="" type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 14a) Does the Applicant (Lessee/Sublessee) hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of Cellular, Broadband PCS, or Specialized Mobile Radio (SMR) spectrum through license(s) or spectrum lease/subleases in the same geographic area? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 14b) Would/Does this Spectrum Leasing Arrangement reduce the number of entities providing service (using spectrum in any of the three services above) in the affected market(s)? | (<input checked="" type="checkbox"/>) <u>Yes</u> <u>No</u> |

Broadband Radio Service and Educational Broadband Service Information

Broadband Radio Service (BRS) and Educational Broadband Service (EBS) – Cable Cross-Ownership

| | |
|--|---|
| 15a) Will the requested facilities be used to provide multichannel video programming service? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| <p>15b) If the answer to 15a is 'Y', does the Applicant operate, control or have an attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic service area of the requested facilities?</p> <p>If 'Y', provide an exhibit explaining how the Applicant (Lessee/Sublessee) complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 8a must be answered 'Y'.</p> | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |

Educational Broadband Service (EBS) – Part 27 Programming Requirements

| | |
|---|---|
| <p>16) Does the Applicant comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?</p> <p>If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 8a must be answered 'Y'.</p> | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
|---|---|

Part 90 Public Safety Services

Eligibility

| | |
|---|---|
| 17) Is the Applicant a public safety entity or otherwise an entity that will use the leased spectrum to provide communications in support of public safety operations pursuant to Section 90.523 of the Commission's Rules? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
|---|---|

Licensee Information

FRN

18) FCC Registration Number: 0018360941

Entity

19) Licensee is a(n) (Select One):

- Individual Unincorporated Association Trust Government Entity Corporation Limited Liability Company
- General Partnership Limited Partnership Limited Liability Partnership Consortium
- Other: _____

Licensee Name

20) Licensee Name (if entity):

21) Licensee Name (if individual): First: MI: Last: Suffix:

22) Attention To:

Address

| | | |
|-----------------------|-----------------|---------------------|
| 23) P.O. Box: | And /Or | 24) Street Address: |
| 25) City: | 26) State: | 27) Zip Code: |
| 28) Telephone Number: | 29) FAX Number: | |
| 30) E-Mail Address: | | |

31) Demographics (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Licensee Contact Information

Contact Name (if other than Licensee)

Check here if same as Licensee Information

| | | | | |
|-------------------|--------|-----|-------|---------|
| 32) Name: | First: | MI: | Last: | Suffix: |
| 33) Company Name: | | | | |
| 34) Attention To: | | | | |

Address

| | | |
|-----------------------|-----------------|---------------------|
| 35) P.O. Box: | And /Or | 36) Street Address: |
| 37) City: | 38) State: | 39) Zip Code: |
| 40) Telephone Number: | 41) FAX Number: | |
| 42) E-Mail Address: | | |

Lessee Information

FRN

| | |
|------------------------------|------------|
| 43) FCC Registration Number: | 0001565449 |
|------------------------------|------------|

Entity

| |
|---|
| 44) Lessee is a(n) (Select One): <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____ |
|---|

Lessee Name

| | | | | |
|---|-------------------|-----|-------|---------|
| 45) If the Licensee name is being updated, is the update a result from the sale (or transfer of control) of the license(s) to another party and for which proper Commission approval has not been received or proper notification not provided? | () Yes <u>No</u> | | | |
| 46) Lessee Name (if entity): T-MOBILE LICENSE LLC | | | | |
| 47) Lessee Name (if individual): | First: | MI: | Last: | Suffix: |
| 48) Attention To: Dan Menser | | | | |

Name of Real Party in Interest

| | |
|-------------------------------------|---------------------|
| 49) Name of Real Party in Interest: | Deutsche Telekom AG |
| 50) FCC Registration Number (FRN): | 0006184170 |

Address

| | | |
|---|--------------------------------|--|
| 51) P.O. Box: | And /Or | 52) Street Address: 12920 SE 38TH STREET |
| 53) City: BELLEVUE | 54) State: WA | 55) Zip Code: 98006 |
| 56) Telephone Number: (425) 383-4000 | 57) FAX Number: (425) 383-4840 | |
| 58) E-Mail Address: dan.menser@t-mobile.com | | |

59) Demographics (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Lessee Contact Information

Contact Name (if other than Lessee)

Check here if same as Lessee Information

| | | | | |
|------------------------------------|--------|-----|-------|---------|
| 60) Name: | First: | MI: | Last: | Suffix: |
| 61) Company Name: Wiley Rein LLP | | | | |
| 62) Attention To: Nancy J. Victory | | | | |

Address

| | | |
|--|--------------------------------|---------------------------------------|
| 63) P.O. Box: | And /Or | 64) Street Address: 1776 K Street, NW |
| 65) City: Washington | 66) State: DC | 67) Zip Code: 20006 |
| 68) Telephone Number: (202) 719-7344 | 69) FAX Number: (202) 719-7049 | |
| 70) E-Mail Address: nvictory@wileyrein.com | | |

Sublessee Information

FRN

| |
|------------------------------|
| 71) FCC Registration Number: |
|------------------------------|

Entity

| |
|---|
| 72) Sublessee is a(n) (Select One): <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____ |
|---|

Sublessee Name

| | | | | |
|---|--|-----|-------|---------|
| 73) If the Licensee name is being updated, is the update a result from the sale (or transfer of control) of the license(s) to another party and for which proper Commission approval has not been received or proper notification not provided? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| 74) Sublessee Name (if entity): | | | | |
| 75) Sublessee Name (if individual): | First: | MI: | Last: | Suffix: |
| 76) Attention To: | | | | |

Name of Real Party in Interest

| |
|-------------------------------------|
| 77) Name of Real Party in Interest: |
| 78) FCC Registration Number (FRN): |

Address

| | | |
|-----------------------|-----------------|---------------------|
| 79) P.O. Box: | And /Or | 80) Street Address: |
| 81) City: | 82) State: | 83) Zip Code: |
| 84) Telephone Number: | 85) FAX Number: | |
| 86) E-Mail Address: | | |

87) Demographics (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Sublessee Contact Information

Contact Name (if other than Sublessee)

Check here if same as Sublessee Information

| | | | | |
|-------------------|--------|-----|-------|---------|
| 88) Name: | First: | MI: | Last: | Suffix: |
| 89) Company Name: | | | | |
| 90) Attention To: | | | | |

Address

| | | |
|-----------------------|-----------------|---------------------|
| 91) P.O. Box: | And /Or | 92) Street Address: |
| 93) City: | 94) State: | 95) Zip Code: |
| 96) Telephone Number: | 97) FAX Number: | |
| 98) E-Mail Address: | | |

Transferee Information

FRN

| | |
|------------------------------|------------|
| 99) FCC Registration Number: | 0005193701 |
|------------------------------|------------|

Entity

| | |
|---|--------------------------------|
| 100) Transferee is a(n) (Select One): | |
| () Individual | () Unincorporated Association |
| () Trust | () Government Entity |
| (<input checked="" type="checkbox"/>) Corporation | () Limited Liability Company |
| () General Partnership | () Limited Partnership |
| () Limited Liability Partnership | () Consortium |
| () Other: _____ | |

Transferee Name

| | | | | |
|---|--------|-----|-------|---------|
| 101) Transferee Name (if entity): AT&T Inc. | | | | |
| 102) Transferee Name (if individual): | First: | MI: | Last: | Suffix: |
| 103) Attention To: William R. Drexel | | | | |

Name of Real Party in Interest

| | |
|--------------------------------------|------------|
| 104) Name of Real Party in Interest: | AT&T Inc. |
| 105) FCC Registration Number (FRN): | 0005193701 |

Address

| | | | | |
|---|----------------|--|----------------------|--|
| 106) P.O. Box: | And /Or | 107) Street Address: 208 South Akard Street, Room 3305 | | |
| 108) City: Dallas | | 109) State: TX | 110) Zip Code: 75202 | |
| 111) Telephone Number: (214) 757-3350 | | 112) FAX Number: (214) 746-2152 | | |
| 113) E-Mail Address: william.drexel@att.com | | | | |

114) Demographics (Optional):

| | | |
|---|----------------------------|----------------|
| Race: | Ethnicity: | Gender: |
| () American Indian or Alaska Native | () Hispanic or Latino | () Male |
| () Asian | () Not Hispanic or Latino | () Female |
| () Black or African-American | | |
| () Native Hawaiian or Other Pacific Islander | | |
| () White | | |

Transferee Contact Information

Contact Name (if other than Transferee)

() **Check here if same as Transferee Information**

| | | | | |
|--------------------|--------|-----|-------|---------|
| 115) Name: | First: | MI: | Last: | Suffix: |
| 116) Company Name: | | | | |
| 117) Attention To: | | | | |

Address

| | | | | |
|------------------------|----------------|----------------------|----------------|--|
| 118) P.O. Box: | And /Or | 119) Street Address: | | |
| 120) City: | | 121) State: | 122) Zip Code: | |
| 123) Telephone Number: | | 124) FAX Number: | | |
| 125) E-Mail Address: | | | | |

Transferor Information

FRN

126) FCC Registration Number: 0006184170

Entity

127) Transferor is a(n) (Select One):

() Individual () Unincorporated Association () Trust () Government Entity () Corporation () Limited Liability Company
() General Partnership () Limited Partnership () Limited Liability Partnership () Consortium
() Other: _____

Transferor Name

128) Transferor Name (if entity): Deutsche Telekom AG

129) Transferor Name (if individual): First: MI: Last: Suffix:

130) Attention To: Dan Menser

Address

131) P.O. Box: And /Or 132) Street Address: 12920 SE 38th Street

133) City: Bellevue 134) State: WA 135) Zip Code: 98006

136) Telephone Number: (425) 383-4000 137) FAX Number: (425) 383-4840

138) E-Mail Address: dan.menser@t-mobile.com

139) Demographics (Optional):

| Race: | Ethnicity: | Gender: |
|---|----------------------------|------------|
| () American Indian or Alaska Native | () Hispanic or Latino | () Male |
| () Asian | () Not Hispanic or Latino | () Female |
| () Black or African-American | | |
| () Native Hawaiian or Other Pacific Islander | | |
| () White | | |

Transferor Contact Information

Contact Name (if other than Transferor)

() Check here if same as Transferor Information

140) Name: First: MI: Last: Suffix:

141) Company Name: Wiley Rein LLP

142) Attention To: Nancy J. Victory

Address

143) P.O. Box: And /Or 144) Street Address: 1776 K Street, NW

145) City: Washington 146) State: DC 147) Zip Code: 20006

148) Telephone Number: (202) 719-7344 149) FAX Number: (202) 719-7049

150) E-Mail Address: nvictory@wileyrein.com

Ownership Disclosure Information

FCC Form 602

| | |
|--|--|
| 151a) Is the Applicant required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services? | (<input checked="" type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 151b) If the answer to 151a is 'Y', provide the File Number of FCC Form 602 that has been filed in conjunction with this FCC Form 608 filing or that is already on file with the FCC and remains accurate. | File Number: <u>0004697294</u> |

Alien Ownership Questions

Alien Ownership (If any answer is 'YES', provide an attachment explaining the circumstances)

| | |
|--|---|
| 152) Is the Applicant a foreign government or the representative of any foreign government? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 153) Is the Applicant an alien or the representative of an alien? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 154) Is the Applicant a corporation organized under the laws of a foreign government? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 155) Is the Applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 156a) Is the Applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 156b) If the answer to 156a is 'Y', has the Applicant received a ruling(s) under Section 310(b) (4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this filing? If the answer to 156b is 'Y', provide in an exhibit the citation(s) of the declaratory ruling(s) received by the Applicant (i.e., DA or FCC Number, FCC Record citation when available, and release date). If the answer to 156b is 'N', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act. | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |

Basic Qualification Information

Basic Qualification Questions (If any answer is 'YES', provide an attachment explaining the circumstances)

| | |
|--|---|
| 157) Has the Applicant or any party to this application had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license or construction permit denied by the Commission? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 158) Has the Applicant or any party to this filing, or any party directly or indirectly controlling the Applicant or any party to this filing ever been convicted of a felony by any state or federal court? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |
| 159) Has any court finally adjudged the Applicant or any party directly or indirectly controlling Applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? | (<input type="checkbox"/>) <u>Yes</u> <u>No</u> |

Licensee Certification Statements

| | |
|--|---|
| 1) | The Licensee agrees that the Lease is not a sale or transfer of the license itself. |
| 2) | The Licensee certifies that it will not consent to assignment of the Lease except to the extent such assignment complies with the Commission's rules and regulations. |
| 3) | The Licensee certifies that it holds exclusive use rights to use the licensed spectrum. |
| 4) | The Licensee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |
| The Licensee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith. | |

Type or Printed Name of Party Authorized to Sign

| | | | |
|---|-----|------------|---------|
| 160) First Name: | MI: | Last Name: | Suffix: |
| 161) Title: | | | |
| 162) Signature: | | 163) Date: | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Lessee Certification Statements

| | |
|---|---|
| 1) | The Lessee agrees that the Lease is not a sale or transfer of the license itself. |
| 2) | The Lessee acknowledges that it is required to comply with the Commission's Rules and regulations and other applicable law at all times, and if the Lessee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the licensee or the Commission. |
| 3) | The Lessee certifies that neither it nor any other party to the Application/Notification 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.) |
| 4) | The Lessee hereby accepts Commission oversight and enforcement consistent with the license authorization. The Lessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies. |
| 5) | The Lessee acknowledges that in the event an authorization held by a Licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Lessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission. |
| 6) | The Lessee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's rules and regulations. |
| 7) | The Lessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise. |
| 8) | The Lessee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |
| The Lessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith. | |

Type or Printed Name of Party Authorized to Sign

| | | | |
|--|-----|------------|---------|
| 164) First Name: | MI: | Last Name: | Suffix: |
| 165) Title: | | | |
| 166) Signature: | | 167) Date: | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Sublessee Certification Statements

| | |
|---|---|
| 1) | The Sublessee agrees that the Lease is not a, sale or transfer of the license itself. |
| 2) | The Sublessee acknowledges that it is required to comply with the Commission's rules and regulations and other applicable law at all times, and if the Sublessee fails to so comply, the Lease may be revoked, cancelled, or terminated by either the licensee or the Commission. |
| 3) | The Sublessee certifies that neither it nor any other party to the Application/Notification 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.) |
| 4) | The Sublessee hereby accepts Commission oversight and enforcement consistent with the license authorization. The Sublessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies. |
| 5) | The Sublessee acknowledges that in the event an authorization held by a Licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Sublessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission. |
| 6) | The Sublessee agrees the Lease/Sublease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's rules and regulations. |
| 7) | The Sublessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise. |
| 8) | The Sublessee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |
| The Sublessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith. | |

Type or Printed Name of Party Authorized to Sign

| | | | |
|---|-----|------------|---------|
| 168) First Name: | MI: | Last Name: | Suffix: |
| 169) Title: | | | |
| 170) Signature: | | 171) Date: | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Transferee Certification Statements

| | |
|---|---|
| 1) | The Transferee agrees that the Lease/Sublease is not a sale or transfer of the license itself. |
| 2) | The Transferee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Transferee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the licensee or the Commission. |
| 3) | The Transferee certifies that neither it nor any other party to the Application/Notification 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.) |
| 4) | The Transferee hereby accepts Commission oversight and enforcement consistent with the license authorization. The Transferee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies. |
| 5) | The Transferee acknowledges that in the event an authorization held by a Licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Transferee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission. |
| 6) | The Transferee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's rules and regulations. |
| 7) | The Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise. |
| 8) | The Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |
| The Transferee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith. | |

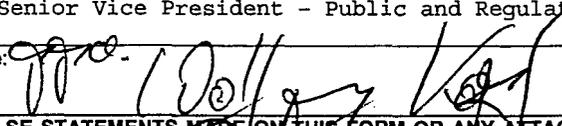
Type or Printed Name of Party Authorized to Sign

| | | | | | | | |
|--|---|-----|---|------------|---------|---------|--|
| 172) First Name: | William | MI: | R | Last Name: | Drexel | Suffix: | |
| 173) Title: | Sr. VP & Assistant General Counsel | | | | | | |
| 174) Signature: |  | | | 175) Date: | 4/20/11 | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | | | | | |

Transferor Certification Statements

| | |
|---|---|
| 1) | The Transferor certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for <i>pro forma</i> transfers of control. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998). |
| 2) | The Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |
| The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith. | |

Type or Printed Name of Party Authorized to Sign

| | | | | | | | |
|--|---|-----|--|------------|------------|-----------|--|
| 176) First Name: | Wolfgang | MI: | | Last Name: | Kopf | Suffix: | |
| 177) Title: | Senior Vice President - Public and Regulatory Affairs | | | | | | |
| 178) Signature: |  | | | | 179) Date: | 4/20/2011 | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | | | | | |

Private Commons Manager Certification Statements

| | |
|---|--|
| 1) | The Licensee/Lessee/Sublessee manager of the Private Commons certifies that it will retain <i>de facto</i> control of the use of the spectrum under the Private Commons arrangement, including that it will maintain reasonable oversight over the users' use of the spectrum under the arrangement so as to ensure that the use of the spectrum, and communications equipment employed, comply with all technical and service rules applicable under the license authorization. |
| 2) | The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that it will maintain the ability to ensure that users under the arrangement comply with all the technical and service rules applicable under the license authorization. |
| <p>The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that all of its statements made in this Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Notification, and are true, complete, correct, and made in good faith.</p> | |

Type or Printed Name of Party Authorized to Sign

| | | | |
|--|-----|------------|---------|
| 180) First Name: | MI: | Last Name: | Suffix: |
| 181) Title: | | | |
| 182) Signature: | | 183) Date: | |
| <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p> | | | |

**Schedule for Licensees that Received Bidding Credits or
Participate in the Installment Payment Plan, or
Involving Licenses Won in Closed Bidding**

Designated Entity Information

Bidding Credits

| | |
|--|--------------------------|
| 1) Has the full amount of the bidding credits awarded with regard to each of the subject license(s) been paid as part of unjust enrichment payment(s) in previous transaction(s)? If the response to Item 1 is 'Y', Items 2 and 3 are not required to be completed. | () <u>Yes</u> <u>No</u> |
|--|--------------------------|

Bidding Credits - (Spectrum Manager Only)

| | |
|---|--------------------------|
| 2a) Does the Applicant have a general partnership interest or have a direct or indirect ownership interests in excess of ten percent in the Licensee? | () <u>Yes</u> <u>No</u> |
| 2b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee? | () <u>Yes</u> <u>No</u> |
| 2c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased/subleased? | () <u>Yes</u> <u>No</u> |
| 2d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to retain bidding credit(s)? | () <u>Yes</u> <u>No</u> |

Bidding Credits - (Long-Term De Facto Transfer Only)

Eligibility Status

| |
|--|
| 3) With respect to each of the subject licenses, the Applicant: () a) qualifies for the same designated entity status as the current Licensee () b) qualifies for a different designated entity status than the current Licensee () c) does not qualify for any designated entity status |
|--|

Installment Payment Plan

| | |
|---|----------------------------|
| 4) Have all the installment payment obligations for each of the subject licenses been paid in full? If the response to Item 4 is 'Y', Items 5, 6 and 7 are not required to be completed.. | (Y) <u>Yes</u> <u>No</u> |
| 5a) Have both the Licensee and the Applicant executed the Commission-approved financing documents required in order to enter into a Spectrum Leasing Arrangement? If 'Y', provide the dates of execution of the financing documents: | () <u>Yes</u> <u>No</u> |
| 5b) Modification of Security Agreement Date: (MM/DD/YYYY) | ____/____/____ |
| 5c) Lien Acknowledgment Date: (MM/DD/YYYY) | ____/____/____ |

Installment Payment Plan - (Spectrum Manager Leases/Subleases Only)

| | |
|--|--------------------------|
| 6a) Does the Applicant have a general partnership interest or have a direct or indirect ownership interest in excess of ten percent in the Licensee? | () <u>Yes</u> <u>No</u> |
| 6b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee? | () <u>Yes</u> <u>No</u> |
| 6c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased? | () <u>Yes</u> <u>No</u> |
| 6d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to participate in the FCC's installment payment plan? | () <u>Yes</u> <u>No</u> |

**Installment Payment Plan – (Long-Term De Facto Transfer Only)
Eligibility Status**

| | |
|---|--|
| 7) With respect to each of the subject licenses, the Applicant: | |
| <input type="checkbox"/> | a) qualifies for the same eligibility status for the installment payment plan as the current Licensee |
| <input type="checkbox"/> | b) qualifies for a different eligibility status for the installment payment plan than the current Licensee |
| <input type="checkbox"/> | c) does not qualify for the installment payment plan |

Closed Bidding Licenses

| | |
|---|---|
| 8) Have construction notifications been submitted as required by the Commission's Rules for each of the subject licenses? | <input type="checkbox"/> <u>Yes</u> <u>No</u> |
| If the response to Item 8 is 'Y', items 9 and 10 are not required to be completed. | |

Closed Bidding Licenses – (Spectrum Manager Only)

| | |
|--|---|
| 9a) Does the Applicant have a general partnership interest or have a direct or indirect ownership interest in excess of ten percent in the Licensee? | <input type="checkbox"/> <u>Yes</u> <u>No</u> |
| 9b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee? | <input type="checkbox"/> <u>Yes</u> <u>No</u> |
| 9c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased? | <input type="checkbox"/> <u>Yes</u> <u>No</u> |
| 9d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to retain closed bidding licenses? | <input type="checkbox"/> <u>Yes</u> <u>No</u> |

**Closed Bidding Licenses – (Long-Term De Facto Transfer Only)
Eligibility Status**

| | |
|--|--|
| 10) With respect to each of the subject licenses, the Applicant: | |
| <input type="checkbox"/> | a) qualifies for closed bidding |
| <input type="checkbox"/> | b) does not qualify for closed bidding |

11) Revenue and Asset Information for the Applicant

Purpose (Check **Modify** if filing an Amendment application and changing the Revenue and Asset Information from what was provided on the original filing)

| |
|--|
| <input type="checkbox"/> Modify |
|--|

Gross Revenue Disclosure Most Recent Reportable Year

| | |
|--|--------------------------|
| 12a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () Yes No |
| If 'Y', provide the following information. | |
| 12b) Gross Revenues \$ _____ (Format: 99,999.99) | |
| 12c) Year End Date: _____ (Date Format: MM/DD/YYYY) | |

One Year Prior to Most Recent Reportable Year

| | |
|--|--------------------------|
| 13a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () Yes No |
| If 'Y', provide the following information. | |
| 13b) Gross Revenues \$ _____ (Format: 99,999.99) | |
| 13c) Year End Date: _____ (Date Format: MM/DD/YYYY) | |

Two Years Prior to Most Recent Reportable Year

| | |
|--|--------------------------|
| 14a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () Yes No |
| If 'Y', provide the following information. | |
| 14b) Gross Revenues \$ _____ (Format: 99,999.99) | |
| 14c) Year End Date: _____ (Date Format: MM/DD/YYYY) | |

Average Gross Revenue

| |
|---|
| 15) Average Gross Revenue of Reported Years: \$ _____ (Format: 99,999.99) |
|---|

Asset Disclosure

| |
|--|
| 16) Total Assets as of Application Filing Date: \$ _____ |
|--|

Financial Statements

| |
|--|
| 17) Audited or Unaudited (Check One) |
| <input type="checkbox"/> The Applicant used audited financial statements. |
| <input type="checkbox"/> The Applicant used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent. |

**18) Revenue and Asset Information for the Disclosable Interest Holder (DIH)
Purpose (Select One)**

| | | |
|------------------------------|---------------------------------|---------------------------------|
| <input type="checkbox"/> Add | <input type="checkbox"/> Modify | <input type="checkbox"/> Delete |
|------------------------------|---------------------------------|---------------------------------|

19) Disclosable Interest Holder

| | | | | |
|---|----|------|--------------------------------|--------------------------------|
| <input type="checkbox"/> Entity Name: | | | FCC Registration Number (FRN): | |
| <input type="checkbox"/> Individual Name: First | MI | Last | Suffix | FCC Registration Number (FRN): |

Gross Revenue Disclosure Most Recent Reportable Year

| | |
|--|---------------------------------|
| 20a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () Yes No |
| If 'Y', provide the following information. | |
| 20b) Gross Revenues | \$ _____ (Format: 99,999.99) |
| 20c) Year End Date: | _____ (Date Format: MM/DD/YYYY) |

One Year Prior to Most Recent Reportable Year

| | |
|--|---------------------------------|
| 21a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () Yes No |
| If 'Y', provide the following information. | |
| 21b) Gross Revenues | \$ _____ (Format: 99,999.99) |
| 21c) Year End Date: | _____ (Date Format: MM/DD/YYYY) |

Two Years Prior to Most Recent Reportable Year

| | |
|--|---------------------------------|
| 22a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () Yes No |
| If 'Y', provide the following information. | |
| 22b) Gross Revenues | \$ _____ (Format: 99,999.99) |
| 22c) Year End Date: | _____ (Date Format: MM/DD/YYYY) |

Average Gross Revenue

| |
|--|
| 23) Average Gross Revenue for Reported Years: \$ _____ (Format: 99,999.99) |
|--|

Asset Disclosure

| |
|--|
| 24) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99) |
|--|

Financial Statements

| |
|--|
| 25) Audited or Unaudited (Check One) |
| <input type="checkbox"/> The DIH used audited financial statements. |
| <input type="checkbox"/> The DIH used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent. |

26) Revenue and Asset Information for the Affiliate Purpose (Select One)

| | | |
|------------------------------|---------------------------------|---------------------------------|
| <input type="checkbox"/> Add | <input type="checkbox"/> Modify | <input type="checkbox"/> Delete |
|------------------------------|---------------------------------|---------------------------------|

27) Affiliate

| | | | | |
|---|----|------|--------|--------------------------------|
| <input type="checkbox"/> Entity Name: | | | | FCC Registration Number (FRN): |
| <input type="checkbox"/> Individual Name: First | MI | Last | Suffix | FCC Registration Number (FRN): |

Gross Revenue Disclosure Most Recent Reportable Year

| | |
|---|---------------------------------|
| 28a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () <u>Yes</u> <u>No</u> |
| If 'Y', provide the following information. | |
| 28b) Gross Revenues | \$ _____ (Format: 99,999.99) |
| 28c) Year End Date: | _____ (Date Format: MM/DD/YYYY) |

One Year Prior to Most Recent Reportable Year

| | |
|---|---------------------------------|
| 29a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () <u>Yes</u> <u>No</u> |
| If 'Y', provide the following information. | |
| 29b) Gross Revenues | \$ _____ (Format: 99,999.99) |
| 29c) Year End Date: | _____ (Date Format: MM/DD/YYYY) |

Two Years Prior to Most Recent Reportable Year

| | |
|---|---------------------------------|
| 30a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'N', explain why in an attachment. | () <u>Yes</u> <u>No</u> |
| If 'Y', provide the following information. | |
| 30b) Gross Revenues | \$ _____ (Format: 99,999.99) |
| 30c) Year End Date: | _____ (Date Format: MM/DD/YYYY) |

Average Gross Revenue

| |
|--|
| 31) Average Gross Revenue for Reported Years: \$ _____ (Format: 99,999.99) |
|--|

Asset Disclosure

| |
|--|
| 32) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99) |
|--|

Financial Statements

| |
|--|
| 33) Audited or Unaudited (Check One) |
| <input type="checkbox"/> The Affiliate used audited financial statements. |
| <input type="checkbox"/> The Affiliate used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent. |

Closed Bidding/Designated Entity Eligibility

Total Gross Revenues for Most Recent Reportable Year

| | | |
|---------------------|----------|---------------------------|
| 34a) Gross Revenues | \$ _____ | (Format: 99,999.99) |
| 34b) Year End Date: | _____ | (Date Format: MM/DD/YYYY) |

Total Gross Revenues for One Year Prior to Most Recent Reportable Year

| | | |
|----------------------|----------|---------------------------|
| 35a) Gross Revenues: | \$ _____ | (Format: 99,999.99) |
| 35b) Year End Date: | _____ | (Date Format: MM/DD/YYYY) |

Total Gross Revenues for Two Years Prior to Most Recent Reportable Year

| | | |
|----------------------|----------|---------------------------|
| 36a) Gross Revenues: | \$ _____ | (Format: 99,999.99) |
| 36b) Year End Date: | _____ | (Date Format: MM/DD/YYYY) |

Total Aggregate Average Gross Revenues for Designated Entity

| | | |
|--------------------------------------|----------|---------------------|
| 37) Aggregate Average Gross Revenue: | \$ _____ | (Format: 99,999.99) |
|--------------------------------------|----------|---------------------|

Total Aggregate Average Gross Revenues for Closed Bidding

| | | |
|--------------------------------------|----------|---------------------|
| 38) Aggregate Average Gross Revenue: | \$ _____ | (Format: 99,999.99) |
|--------------------------------------|----------|---------------------|

Total Assets Disclosure for Closed Bidding

| | | |
|-------------------|----------|---------------------|
| 39) Total Assets: | \$ _____ | (Format: 99,999.99) |
|-------------------|----------|---------------------|

Schedule for Transfer of Control of a Lessee or a Sublessee

Transaction Information

Transaction Occurrence

| | |
|--|---|
| 1a) Has this Transfer of Control already occurred? | (<input type="radio"/>) Yes <input checked="" type="radio"/> No |
| 1b) If the response to Item 1a is 'Y', provide the date the transaction occurred (MM/DD/YYYY): | ____/____/____ |

Voluntary or Involuntary (Select Only One)

| | |
|--------------------------------|---|
| 2) The Transfer of Control is: | (<input checked="" type="radio"/>) Voluntary (<input type="radio"/>) Involuntary |
|--------------------------------|---|

Pro Forma

| | |
|--|---|
| 3) Is this application a <i>pro forma</i> Transfer of Control? | (<input type="radio"/>) Yes <input checked="" type="radio"/> No |
|--|---|

Forbearance Notification

| | |
|--|---|
| 4) If <i>pro forma</i> , is this a post-consummation notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules? | (<input type="radio"/>) Yes <input checked="" type="radio"/> No |
|--|---|

Type of Transfer

| |
|---|
| 5) How will/has the Transfer of Control be/been accomplished? (<input type="radio"/>) Sale or other assignment of assets (<input type="radio"/>) Court Order (<input type="radio"/>) Reorganization or Liquidation (<input checked="" type="radio"/>) Transfer of Stock or Other Ownership Interests (<input type="radio"/>) Other (Voting Trust Agreement, Management Contract, etc.) _____ |
|---|

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of all the licenses and authorizations held by T-Mobile USA, Inc. and its subsidiaries from Deutsche Telekom AG to AT&T Inc. The Applicants have designated the application being filed concurrently to transfer control of T-Mobile License LLC from Deutsche Telekom AG to AT&T Inc. (File No. 0004669383) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

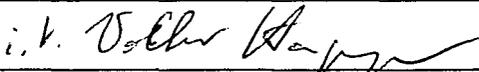
Second Signature of Transferor

The internal governance policies of transferor, Deutsche Telekom AG (“DT”), require the signatures of two legal representatives of DT to legally bind the company. Wolfgang Kopf, Senior Vice President – Public and Regulatory Affairs, is signing this FCC application form on behalf of DT. Because the form provides for only one transferor signature, the Applicants have attached this exhibit so as to include a second “Transferor Certification Statements” page containing the certification and signature of Volker Stapper, Vice President International Competition and Media Policy.

Transferor Certification Statements

| | |
|---|---|
| 1) | The Transferor certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for <i>pro forma</i> transfers of control. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998). |
| 2) | The Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |
| The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith. | |

Type or Printed Name of Party Authorized to Sign

| | | | |
|--|-----|-------------------------|---------|
| 176) First Name: Volker | MI: | Last Name: Stapper | Suffix: |
| 177) Title: Vice President International Competition and Media Policy | | | |
| 178) Signature:  | | 179) Date: 4/20/2011 | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Request for Waiver of Electronic Filing Rules

The Applicants request a waiver of the Commission's electronic filing requirements contained in Section 1.913(b) the Commission's rules, which requires that applications to transfer control of Wireless Radio Services licenses and leases be filed electronically.¹ The Applicants submit that a waiver of the FCC's electronic filing requirements is in the public interest.

This application is one of a group of applications being filed in connection with the proposed transfer of control of all the licenses and authorizations held by T-Mobile USA, Inc. and its subsidiaries from Deutsche Telekom AG ("DT") to AT&T Inc. ("AT&T"). T-Mobile License LLC, a subsidiary of T-Mobile USA, Inc., is the lessee on several spectrum manager leases that must be transferred in connection with this transaction.

The Commission's Universal Licensing System is set up such that only the licensee/lessor on a spectrum manager lease may initiate, complete, and file an application to transfer control of a spectrum manager lessee. Neither the transferor, nor the transferee, nor the lessee is able to initiate, complete, or file the form in ULS. In this case, Bellevue Wireless, LLC – which is not a party to the proposed transaction between DT and AT&T – was unwilling or unable to complete the relevant FCC forms in the timeframe required by DT and AT&T. As such, the Applicants are submitting this application manually so that all applications required in connection with the above transaction can be submitted simultaneously.

Among the underlying purposes of the electronic filing requirements is to make the Commission's processing of applications more efficient. Applying these requirements strictly in this instance would frustrate this purpose by precluding the Commission from processing the application at all.² Moreover, as it is not possible for the Applicants to file these applications in the manner required by the rules, it "would be inequitable [and] unduly burdensome" to insist on total adherence.³ Accordingly, grant of this requested waiver would be in the public interest.⁴

¹ 47 C.F.R. § 1.913(b). *See also* 47 C.F.R. § 1.9020(e), (j).

² *See id.* § 1.925(b)(3)(i) (permitting rule waivers where the underlying purpose of the rule would be frustrated and grant of the waiver is in the public interest).

³ *See id.* § 1.925(b)(3)(ii).

⁴ *See id.* §§ 1.3 (providing that the Commission may waive any rule if good cause is shown), 1.925(b)(3).