

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of	)	
	)	
Applications of AT&T Inc. and	)	WT Docket No. 11-65
Deutsche Telekom AG	)	DA 11-799
	)	ULS File No. 0004669383
For Consent to Assign or Transfer	)	
Control of Licenses and Authorizations	)	

**OPPOSITION OF SPRINT NEXTEL TO  
JOINT OBJECTION TO DISCLOSURE OF CONFIDENTIAL DOCUMENTS**

On May 23, 2011, AT&T, Inc., Deutsche Telekom AG, and T-Mobile USA, Inc. (“Applicants”) filed a Joint Objection, asking the Commission to preclude two outside consultants to Sprint Nextel Corporation (“Sprint”) – Kurt Schaubach and Steven Stravitz – from reviewing documents subject to the Protective Orders adopted in this docket.<sup>1</sup> The Applicants’ request should be promptly denied. As discussed below, and as established by their attached declarations, Mr. Schaubach and Mr. Stravitz are outside engineering consultants who advise clients on technology and spectrum issues and who have been retained by Sprint to help it evaluate and respond to certain technical claims made by Applicants in this proceeding. Neither

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<sup>1</sup> Letter from Peter J. Schildkraut, Counsel for AT&T, and Nancy J. Victory, Counsel for Deutsche Telekom and T-Mobile, to Marlene H. Dortch, FCC, WT Docket No. 11-65 (May 23, 2011) (“Joint Objection”). *See also* Letter from Emily J.H. Daniels, Counsel for Sprint, to Marlene H. Dortch, FCC, WT Docket No. 11-65 (May 18, 2011) (attaching Acknowledgments of Confidentiality signed by Steven Stravitz and Kurt Schaubach). Three protective orders have been adopted in this proceeding. *Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65, Protective Order, DA 11-674 (rel. Apr. 14, 2011) (“*Protective Order*”); *Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65, NRUF/LNP Protective Order, DA 11-711 (rel. Apr. 18, 2011) (“*NRUF/LNP Protective Order*”); *Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65, Second Protective Order, DA 11-753 (rel. Apr. 27, 2011) (“*Second Protective Order*”) (collectively, the “*Protective Orders*”).

Mr. Schaubach nor Mr. Stravitz is involved in “Competitive Decision-Making” as that term is defined in the Protective Orders. Under Commission and judicial precedent, Mr. Schaubach and Mr. Stravitz are eligible to review materials submitted under the Protective Orders, and the Commission therefore should deny the Joint Objection.

**I. APPLICANTS’ FOCUS ON WEB SNIPPETS IS INSUFFICIENT TO SHOW THAT AN OUTSIDE CONSULTANT IS ENGAGED IN COMPETITIVE DECISION-MAKING**

The Joint Objection selectively quotes snippets of promotional material posted on the Internet, in which Mr. Stravitz and the technology consulting firm he heads acknowledge prior experience in “strategic,” “marketing,” or “business” matters.<sup>2</sup> The Joint Objection also quotes similar snippets stating that Mr. Schaubach formerly helped the National Rural Telecommunications Cooperative (“NRTC”) develop “broadband strategy” and “strategies for spectrum holdings and spectrum management.”<sup>3</sup> Based on these out-of-context snippets, Applicants allege that Mr. Stravitz and Mr. Schaubach are engaged in “strategic consulting,” which they claim is synonymous with “Competitive Decision-Making” as that term is defined in the Protective Orders.<sup>4</sup> That claim cannot be justified.

As an initial matter, Applicants are wrong that a person must be disqualified from viewing confidential material if he (or his employer) has ever claimed to provide “strategic” or “business” advice to clients, or is engaged in providing “strategic consulting.” Such a standard would disqualify almost any experienced consultant or counsel, thereby undermining “the right

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<sup>2</sup> Joint Objection at 2. Mr. Stravitz is the Chief Executive Officer and Managing Partner of Spectrum Management Consulting, Inc. (“SMC”), a consulting firm that specializes in technology issues. Mr. Schaubach is an engineering consultant associated with SMC.

<sup>3</sup> Joint Objection at 2.

<sup>4</sup> *Id.* at 3.

of the public to participate in this proceeding in a meaningful way.”<sup>5</sup> If the mere mention of the words “strategic advice,” “business advice,” or “strategic consulting” on a website were equated with Competitive Decision-Making, virtually all of the Applicants’ own outside counsel and consultants would be disqualified from viewing confidential materials. For example, at least **seven of the firms providing outside counsel or outside consulting to Applicants have signed acknowledgments of confidentiality in this proceeding, even though their websites tout their experience in:**

- “act[ing] as business advisors who happen to be lawyers, not merely as legal technicians;”<sup>6</sup>
- “collaborating with our clients on the day to day running of their businesses” in order to “accomplish their business goals;”<sup>7</sup>
- using “‘in-house’ experience . . . to understand the practical business issues that drive business deals;”<sup>8</sup>
- offering “strategic advice” to wireless clients, and advising “telecommunications, media, and Internet clients . . . within the context of their strategic business objectives;”<sup>9</sup>
- “assist[ing] a broad range of clients in . . . developing business plans;”<sup>10</sup>

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<sup>5</sup> *Protective Order* ¶ 1; *NRUF/LNP Protective Order* ¶ 3; *Second Protective Order* ¶ 1.

<sup>6</sup> Web page of Sidley Austin (outside counsel to AT&T), *available at*: <<http://www.sidley.com/ourpractice/servicedetail.aspx?service=709&FullDescription=yes>> (last visited May 24, 2011).

<sup>7</sup> Web page of Crowell & Moring (outside counsel to AT&T), *available at*: <<http://www.crowell.com/practices/antitrust/antitrust-counseling-practice>> (last visited May 24, 2011).

<sup>8</sup> Web page of WilmerHale (outside counsel to AT&T), *available at*: <<http://www.wilmerhale.com/communications/deals/>> (last visited May 24, 2011).

<sup>9</sup> Web pages of Arnold & Porter (outside counsel to AT&T), *available at*: <[http://www.arnoldporter.com/practices.cfm?action=view\\_sub&id=509&parent\\_id=494](http://www.arnoldporter.com/practices.cfm?action=view_sub&id=509&parent_id=494)> (last visited May 24, 2011) and <[http://www.arnoldporter.com/practices.cfm?action=view\\_sub&id=503&parent\\_id=494](http://www.arnoldporter.com/practices.cfm?action=view_sub&id=503&parent_id=494)> (last visited May 24, 2011).

<sup>10</sup> Web page of Wiley Rein (outside counsel to Deutsche Telekom), *available at*: <<http://www.wileyrein.com/practices.cfm?sp=overview&id=11&pid=1>> (last visited May 24, 2011).

- “provid[ing] technical depth and institutional experience in areas of strategic importance,” and “offer[ing] clients a full spectrum of services related to complex competition issues;”<sup>11</sup>
- having “provided analysis and guidance in development of strategic plan” and “developed game theoretical framework to assist in investment... management decisions;”<sup>12</sup> and
- “providing critical insight in . . . strategic decisions” that “apply to virtually any question of economics, in virtually any context of the law or business.”<sup>13</sup>

The Applicants appear to believe that the “strategic” and “business” activities of their own outside counsels and consultants do not constitute Competitive Decision-Making for purposes of the Protective Orders in this proceeding.<sup>14</sup> Sprint respectfully submits that the same is true for Sprint’s outside experts and requires the Commission to expeditiously deny the Joint Objection. Promotional claims about an expert’s involvement in “strategy,” “business,” or similar matters are commonplace and, taken out of context, can be misinterpreted to mean that the expert is actively involved in formulating the competitive decisions of a client. On the contrary, such claims are typically a shorthand way of indicating that a person or firm has broad experience and therefore understands how a particular issue within his or her expertise (*e.g.*, law, economics, or engineering) can affect business or other strategic issues of the client. An

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<sup>11</sup> News Release of The Brattle Group (outside consultant to AT&T), regarding Robert Reynolds, *available at*: <<http://www.brattle.com/NewsEvents/NewsDetail.asp?RecordID=211>> (last visited May 24, 2011).

<sup>12</sup> CV of Mark A. Israel, Vice President of Compass Lexecon (outside consultant to AT&T), *available at*: <<http://www.compasslexecon.com/professionals/Documents/Mark%20Israel%20CV%2006.01.08.pdf>> (last visited May 24, 2011).

<sup>13</sup> Web page of Compass Lexecon (outside consultant to AT&T), *available at*: <[http://www.compasslexecon.com/about\\_us/Pages/default.aspx](http://www.compasslexecon.com/about_us/Pages/default.aspx)> (last visited May 24, 2011).

<sup>14</sup> The Applicants’ application of the Protective Orders as to their own outside counsels and consultants is irreconcilable with the unworkably narrow interpretation they advance in objecting to Sprint’s outside experts.

effective antitrust lawyer, for example, may take into account strategic business implications in advising a client on an antitrust issue (and in that sense engage in “strategic consulting”), but that does not mean the lawyer is involved in Competitive Decision-Making.<sup>15</sup>

Both the Protective Orders and precedent confirm that a consultant should not be deemed to be involved in Competitive Decision-Making merely because he or she has past experience in strategic business issues or provides advice on technical issues that may be of strategic importance to the client. The Protective Orders define “Competitive Decision-Making” to mean

that a person’s activities, association, or relationship with any of its clients involve advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of the client in competition with or a business relationship with the Submitting Party.<sup>16</sup>

Similarly, the courts have stated that the term “Competitive Decision-Making” is “shorthand for a counsel’s activities, association, and relationship with a client that are such as to involve counsel’s advice and participation in any or all of the client’s decisions (pricing, product design, etc.) made in light of similar or corresponding information about a competitor.”<sup>17</sup> A person is engaged in Competitive Decision-Making only if he or she is involved in the *relevant* business decisions of the client, *i.e.*, business decisions about a competitor using or taking into account confidential information about such competitor. Competitive Decision-Making, or advising

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<sup>15</sup> See Stravitz Decl. ¶ 6 (“Our clients hire us for our engineering acumen. As reflected in my LinkedIn profile, I gained useful strategic, business and marketing experience in positions I held prior to founding SMC, and this experience helps me understand the important interplay of these issues with technology. Our clients, however, retain us to address specific technology and network issues, not to provide advice about rate plan, marketing, sales, distribution, or general business strategies.”).

<sup>16</sup> Protective Order ¶ 2; Second Protective Order ¶ 2.

<sup>17</sup> *U.S. Steel Corp. v. United States*, 730 F.2d 1465, 1468 & n. 3 (Fed. Cir. 1984) (“*U.S. Steel*”).

Sprint on Competitive Decision-Making, is not within the scope of work that Mr. Stravitz and Mr. Schaubach were retained to provide.<sup>18</sup>

Sprint respectfully submits that applying this legal standard to a particular case turns not upon unsupported inferences drawn from web snippets, but upon the consultant's "actual activity and relationship with" clients.<sup>19</sup> That inquiry, which necessarily is fact-intensive,<sup>20</sup> establishes that Mr. Schaubach and Mr. Stravitz are acting as typical outside technical consultants with no role in the Competitive Decision-Making of Sprint or any other competitor of Applicants.

First, the activities and relationships of both consultants insulate them from the risk that a person will "inadvertently disclose" confidential information to executives responsible for formulating business decisions within a client.<sup>21</sup> Both Mr. Stravitz and Mr. Schaubach are independent contractors who have been retained by Sprint for a single, narrow task: to help it assess and respond to the Applicants' technical claims in the pending FCC and Department of

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<sup>18</sup> Stravitz Decl. ¶¶ 4-5; Schaubach Decl. ¶¶ 5-6.

<sup>19</sup> *U.S. Steel*, 730 F.2d at 1469. The definition of "Competitive Decision-Making" in the Protective Orders similarly focuses on a person's "activities, association, or relationship with any of its clients[.]" *Protective Order* ¶ 2; *Second Protective Order* ¶ 2; *NRUF/LNP Protective Order* ¶ 4.

<sup>20</sup> *See, e.g., U.S. Steel*, 730 F.2d at 1468 ("the factual circumstances surrounding each individual counsel's activities, association, and relationship with a party" must govern); *United States v. Sungard Data Systems, Inc.*, 173 F. Supp. 2d 20, 24 (D.D.C. 2001) (an "individualized, fact specific determination is to be preferred over generalizations . . . in determining access to confidential information").

<sup>21</sup> *See, e.g., GTE Corp., Transferor and Bell Atlantic Corp., Transferee; For Consent to Transfer of Control*, Order Ruling on Joint Objections, 14 FCC Rcd 3364, ¶ 2 (1999) ("*GTE Order*"); *In re Deutsche Bank Trust Co. Americas and Total Bank Solutions, LLC*, 605 F.3d 1373, 1378-81 (Fed. Cir. 2010) ("*Deutsche Bank*"); *U.S. Steel*, 730 F.2d at 1467-1468. The risk of inadvertent disclosure has also been described as the risk that reviewing parties will be unable to "create a wall in the middle of their minds, separating the confidential information they have reviewed from their daily contact with their employers." *Application of WorldCom, Inc. and MCI Communications Corp. for Transfer of Control of MCI Communications Corp. to WorldCom, Inc.*, Order Adopting Protective Order, 13 FCC Rcd 11166, ¶ 7 (1998) ("*WorldCom Order*") (internal quotation marks omitted); *see also Deutsche Bank*, 605 F.3d at 1378.

Justice proceedings concerning the Applicants' proposed transaction.<sup>22</sup> Neither individual has ever been an employee of Sprint, and the point of contact at Sprint for both consultants is Sprint's in-house counsel responsible for spectrum regulatory proceedings, not its executives involved in strategic business planning, pricing, marketing or any other functional business responsibility.<sup>23</sup> Neither consultant has relationships with Sprint or any other clients that compete with the Applicants that could give rise to Competitive Decision-Making for those clients.<sup>24</sup> In short, Mr. Stravitz and Mr. Schaubach each have an arms-length relationship with Sprint (and other clients) that avoids the risk of inadvertent disclosure. Their situation is thus quite different from that of certain counsel or senior executives who worked *in-house* for a client over a long period of time, and for whom the risk of inadvertent disclosure has been deemed too great to permit access to confidential material.<sup>25</sup>

Second, in their capacities as independent contractors providing technical and engineering advice, Mr. Stravitz and Mr. Staubach will not undertake any of the activities that courts and the FCC have deemed to constitute Competitive Decision-Making. For instance, Mr. Stravitz and Mr. Schaubach will not provide advice about rate plans, pricing, marketing, sales, distribution, or general business strategies.<sup>26</sup> As Mr. Stravitz says in his Declaration:

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<sup>22</sup> Stravitz Decl. ¶¶ 4-6; Schaubach Decl. ¶¶ 5-7.

<sup>23</sup> Stravitz Decl. ¶ 4; Schaubach Decl. ¶ 5.

<sup>24</sup> See Stravitz Decl. ¶¶ 4-7; Schaubach Decl. ¶¶ 5-7.

<sup>25</sup> See, e.g., *GTE Order* ¶ 2; *WorldCom Order* ¶ 5; see also *Brown Bag Software v. Symantec Corp.*, 960 F.2d 1465, 1471 (9<sup>th</sup> Cir. 1992) ("*Brown Bag*") (protective order struck a reasonable balance "by shielding [company's] in-house counsel from personal knowledge of a competitor's trade secrets, but allowing access to information through an independent consultant.").

<sup>26</sup> See, e.g., *Brown Bag*, 960 F.2d at 1471 (in-house counsel's knowledge of competitor's trade secrets would place counsel in untenable position of having to refuse his employer legal advice on a host of "contract, employment, and competitive marketing decisions"); *Matsushita Elec. Indus. Co. v. United States*, 929 F.2d 1577, 1579-80 (Fed.Cir. 1991) (determination by

Our clients . . . retain us to address specific technology and network issues, not to provide advice about rate plan, marketing, sales, distribution, or general business strategies. Indeed, we typically assist clients in addressing discrete technical or spectrum issues without knowing the broader context in which those issues arise from the perspective of the client's business. For example, we have advised clients regarding the spectrum inputs necessary for the client to meet certain data speeds as well as the development of metrics for measuring data reliability.<sup>27</sup>

Nor do Mr. Stravitz and Mr. Schaubach advise clients on strategies for competing with other wireless carriers, or on business decisions (or the analysis underlying such business decisions) that would be made in light of the confidential information the Applicants or the FCC have submitted in this proceeding.<sup>28</sup>

Finally, the fact that Mr. Schaubach has provided NRTC advice regarding broadband and spectrum "strategies" cannot reasonably be interpreted as evidence of Competitive Decision-Making. Mr. Schaubach resigned from NRTC in April of this year and is working on a discrete project for NRTC that will be completed by the end of June.<sup>29</sup> In any event, just because he handled issues related to "broadband strategy" and "spectrum management" hardly means he is involved in Competitive Decision-Making. Undoubtedly, many of Applicants' outside counsel and consultants help Applicants on a range of broadband and spectrum issues,<sup>30</sup> yet, as noted

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agency forbidding access was arbitrary when lawyer precluded from access testified that he was not involved in pricing, technical design, selection of vendors, purchasing and marketing strategies); *Volvo Penta of the Ams., Inc. v. Brunswick Corp.*, 187 F.R.D. 240, 242 (E.D. Va. 1999) (competitive decision-making involves decisions, for example, "that affect contracts, marketing, employment, pricing, [or] product design"); *Intervet, Inc. v. Merial Ltd.*, 241 F.R.D. 55, 57 (D.D.C. 2007) (competitive decision-making involves, for example, "pricing, marketing, or design issues").

<sup>27</sup> Stravitz Decl. ¶ 6.

<sup>28</sup> Stravitz Decl. ¶ 7; Schaubach Decl. ¶ 7.

<sup>29</sup> Schaubach Decl. ¶ 3.

<sup>30</sup> See, e.g., web page of Arnold & Porter (outside counsel to AT&T) ("[W]e have counseled clients on participation in FCC spectrum auctions . . . and represented clients on spectrum transactions, including transfers, leases, and management agreements. Whether our clients are seeking to reshape the laws and regulations in this area, to comply efficiently with

above, the Applicants do not view these activities as constituting Competitive Decision-Making when undertaken by their own consultants. Applicants have failed to show why the similar activities of Mr. Schaubach should be treated differently; they merely quote web snippets out of context and make an unwarranted and unsupported leap of logic to conclude that “strategic” advice of any sort (including technical advice regarding spectrum) violates the terms of the Protective Orders. On the contrary, the record herein establishes that Mr. Stravitz and Mr. Schaubach provide radio engineering and technology advice to clients, including in this case Sprint, and that they are not engaged in Competitive Decision-Making as that term is defined in the Protective Orders.

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those already on the books, or to find spectrum for a new service, our experience and skills enable us to complete simple projects efficiently and to devise creative solutions to more complex problems.”), *available at*: <[http://www.arnoldporter.com/practices.cfm?action=view\\_sub&id=509&parent\\_id=494](http://www.arnoldporter.com/practices.cfm?action=view_sub&id=509&parent_id=494)> (last visited May 24, 2011); web page of The Brattle Group (outside consultant to AT&T) (“We apply economic and financial tools to industry issues such as the valuation of spectrum...”), *available at*: <<http://www.brattle.com/AreasExpertise/IndustryPracticeAreas/Expertise.asp?ExpertiseID=54>> (last visited May 24, 2011).

**II. CONCLUSION**

For the reasons set forth above, and based upon the attached declarations of Mr. Stravitz and Mr. Schaubach, Sprint respectfully requests that the Commission deny the Joint Objection and rule that Mr. Stravitz and Mr. Schaubach are eligible to review materials submitted under the Protective Orders. Sprint requests that the Commission act expeditiously in denying the Joint Objection so that the two consultants can examine the confidential material prior to the completion of the pleading cycle in this proceeding.

Respectfully submitted,

**SPRINT NEXTEL CORPORATION**

/s/ Lawrence R. Krevor

Lawrence R. Krevor

Vice President, Legal and Government  
Affairs – Spectrum

Trey Hanbury

Director, Legal and Government Affairs –  
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May 24, 2011

Attachments

**ATTACHMENT A**

**Declaration of Steven Stravitz**

**May 24, 2011**

## DECLARATION OF STEVEN STRAVITZ

I, Steven Stravitz, hereby declare the following:

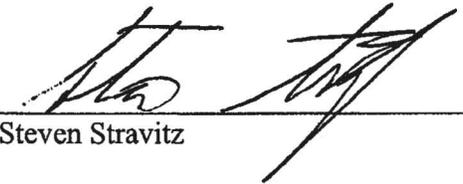
1. I am the Chief Executive Officer and Managing Partner of Spectrum Management Consulting, Inc. (SMC), a consulting firm that specializes in technology issues. I founded SMC in 2005.
2. SMC's business address is Suite 100, 3810 Sandalwood Court, Fairfax, Virginia, 22031.
3. I hold B.S. and M.S. degrees in electrical engineering from Rutgers University and an MBA from George Washington University.
4. Sprint Nextel Corporation (Sprint) has retained SMC as a technical expert to assess technical claims made by AT&T, Inc. (AT&T), Deutsche Telekom AG, and T-Mobile USA, Inc. (T-Mobile) (collectively referred to as Applicants) in their application to transfer control of T-Mobile to AT&T, and to assist Sprint in responding to these claims in the pending regulatory proceedings concerning the application. Sprint has not hired SMC or me to provide any other service. I am an independent contractor and have never been an employee of Sprint. SMC's point of contact at Sprint regarding this project is Trey Hanbury, Director, Legal and Government Affairs, Spectrum Proceedings.
5. I am not involved in "Competitive Decision-Making" as that term is defined in the FCC's protective orders issued in WT Docket No. 11-65. As described in paragraph 4 above, Sprint has retained SMC solely to help it assess and respond to the Applicants' technical claims in the pending proceedings concerning the Applicants' proposed transaction.

6. As the CEO of SMC, I provide subject-matter expertise on technology issues for our clients. Our clients hire us for our engineering acumen. As reflected in my LinkedIn profile, I gained useful strategic, business and marketing experience in positions I held prior to founding SMC, and this experience helps me understand the important interplay of these issues with technology. Our clients, however, retain us to address specific technology and network issues, not to provide advice about rate plan, marketing, sales, distribution, or general business strategies. Indeed, we typically assist clients in addressing discrete technical or spectrum issues without knowing the broader context in which those issues arise from the perspective of the client's business. For example, we have advised clients regarding the spectrum inputs necessary for the client to meet certain data speeds as well as the development of metrics for measuring data reliability.

7. SMC does not provide advice to clients regarding business strategies for competing with other wireless carriers. Nor is SMC involved in business decisions (or the analysis underlying such business decisions) by any of our clients that would be made in light of the confidential information the Applicants or the FCC have submitted in this proceeding (such as the "NRUF/LNP" data or the number of or identity of markets in which the Applicants claim to face capacity constraints or claim to need additional spectrum to deploy LTE service).

8. SMC will take all appropriate steps and precautions to preserve the confidentiality of information covered by the protected orders and to prevent disclosure of such information except as provided in the protective orders.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 24th day of May, 2011.

  
\_\_\_\_\_  
Steven Stravitz

**ATTACHMENT B**

**Declaration of Kurt Schaubach**

**May 24, 2011**

## DECLARATION OF KURT SCHAUBACH

I, Kurt Schaubach, hereby declare the following:

1. I am an engineering consultant associated with Spectrum Management Consulting, Inc. (SMC). I also provide engineering consulting services through Conexus Technology Advisors, which I own and operate.
2. SMC's business address is Suite 100, 3810 Sandalwood Court, Fairfax, Virginia, 22031.
3. I became associated with SMC after resigning my employment with the National Rural Telecommunications Cooperative (NRTC) in April of this year. I continue to work on a discrete project for NRTC related to satellite Internet access service and expect to complete my work on this project by June 30, 2011.
4. I hold B.S. and M.S. degrees in electrical engineering from Virginia Tech.
5. Sprint Nextel Corporation (Sprint) has retained SMC as a technical expert to assess technical claims made by AT&T, Inc. (AT&T), Deutsche Telekom AG, and T-Mobile USA, Inc. (T-Mobile) (collectively referred to as Applicants) in their application to transfer control of T-Mobile to AT&T, and to assist Sprint in responding to these claims in the pending regulatory proceedings regarding the application. Sprint has not hired SMC or me to provide any other service. I am an independent contractor, and have never been an employee of Sprint. SMC's point of contact at Sprint regarding this project is Trey Hanbury, Director, Legal and Government Affairs, Spectrum Proceedings.
6. I am not involved in "Competitive Decision-Making" as that term is defined in the FCC's protective orders issued in WT Docket No. 11-65. As described in paragraph 5 of this

declaration, Sprint has retained SMC solely to help it assess and respond to the Applicants' technical claims in the pending regulatory proceedings concerning the proposed transaction.

7. I advise and assist clients regarding technology, spectrum, and regulatory issues. I am typically retained by a client's in-house regulatory or technical personnel to provide assistance on discrete projects related to that client's technical or regulatory initiatives and plans. My consulting work focuses on helping the client address its own particular technical, spectrum, or regulatory projects rather than advising a client on competitive issues or how the client should respond to a competitor. I do not, for example, advise clients regarding general business strategy or the pricing or marketing of their services, and am not otherwise involved in business decisions (or the analysis underlying such business decisions) by a client that would be made in light of the confidential information the Applicants or the FCC have submitted in this proceeding (such as the "NRUF/LNP" data or the number of or identity of markets in which the Applicants claim to face capacity constraints or claim to need additional spectrum to deploy LTE service).

8. SMC will establish appropriate procedures to preserve the confidentiality of the materials covered by the protective order and to ensure compliance with the protective order. I will follow these procedures.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 24<sup>th</sup> day of May, 2011.

  
Kurt Schaubach

### Certificate of Service

I hereby certify that on this 24th day of May, 2011, I caused true and correct copies of the foregoing Opposition and attached declarations to be served as follows:

Via electronic mail to:

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/s/ Erica A. Carrales  
Erica A. Carrales