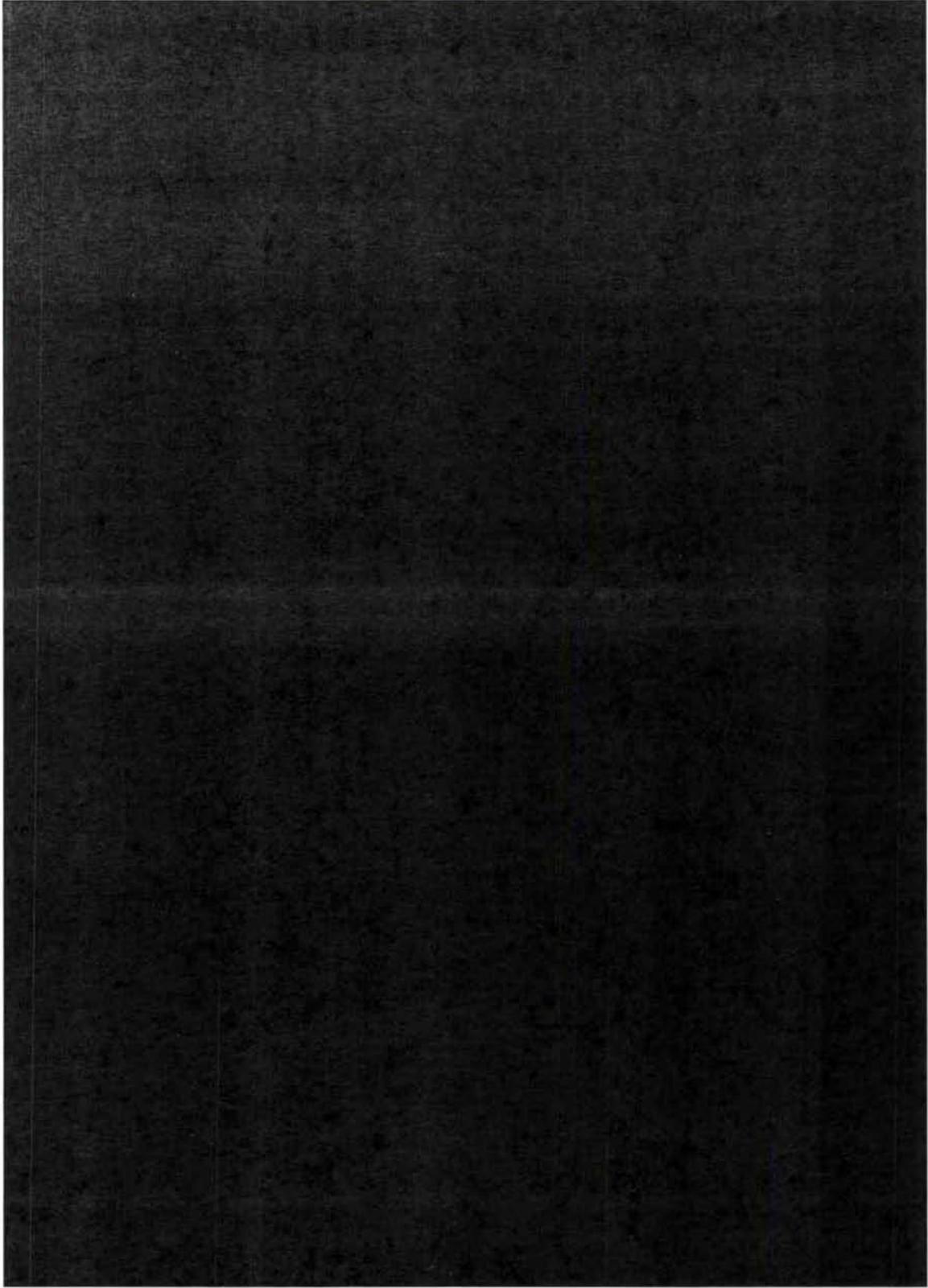
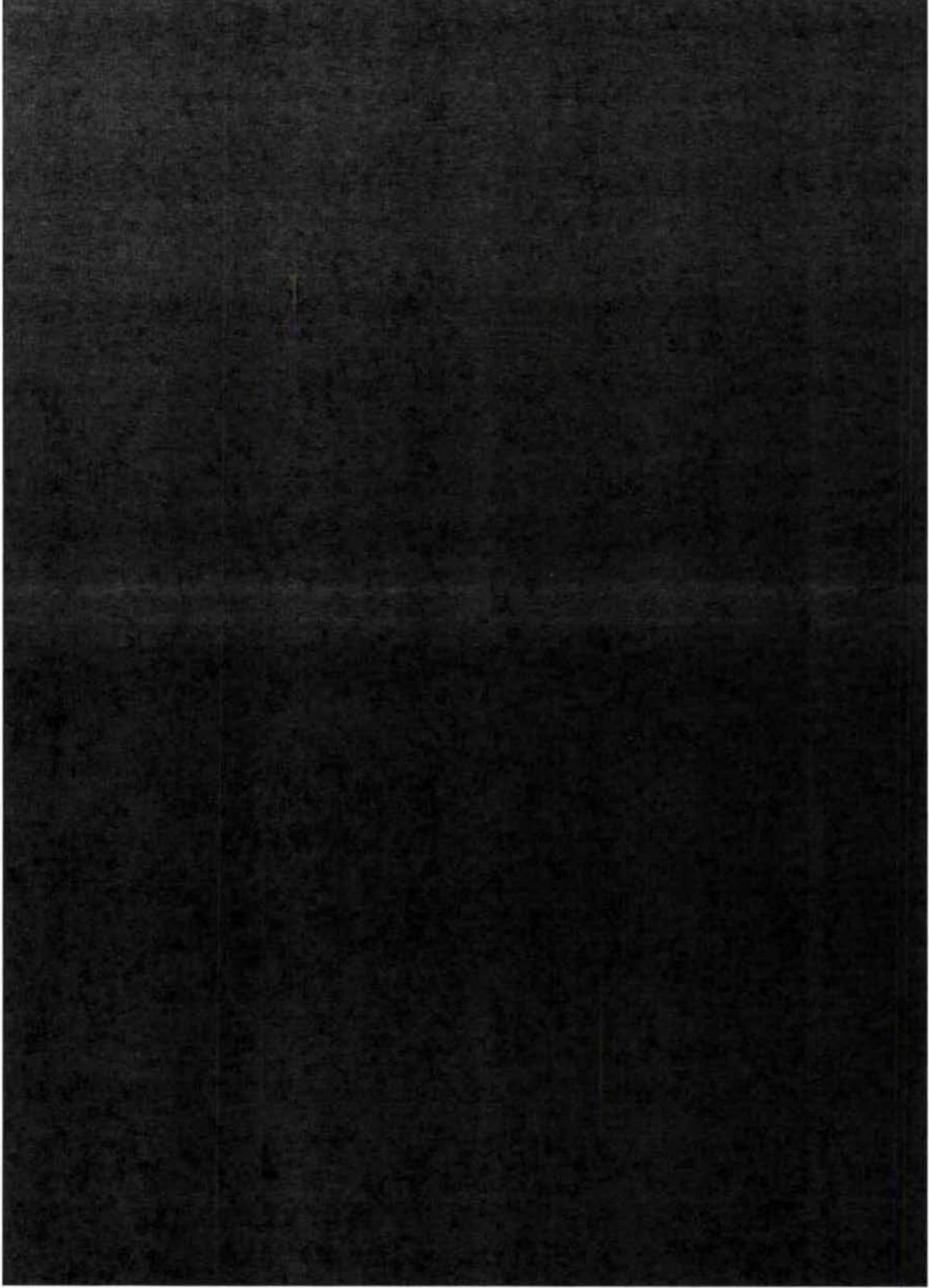


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[end NRUF/LNP confidential information]

**Table 6: Book Value of Spectrum License Holdings By Carrier - 2010**

	Book Value <sup>1</sup>		Spectrum License Holdings
	\$ in Billions	Share	
Verizon Wireless	73	39%	700MHz, Cellular, PCS, AWS
AT&T <sup>2</sup>	52	28%	700MHz, Cellular, PCS, AWS
Sprint Nextel	20	11%	SMR, PCS
T-Mobile	15	8%	PCS, AWS
MetroPCS	3	1%	700MHz, PCS, AWS
US Cellular	1	1%	700MHz, Cellular, PCS, AWS
Leap	2	1%	PCS, AWS
Clearwire	4	2%	BRS, EBS
LightSquared <sup>3</sup>	4	2%	MSS
Other <sup>4</sup>	14	8%	All except MSS
	189	100%	
<b>HHI</b>		2,454	
<b>Delta HHI</b>		449	
<b>Post-Merger HHI</b>		2,902	

Notes:

<sup>1</sup> As reported in company annual reports and press releases.

<sup>2</sup> AT&T's reported spectrum holdings account for the AT&T's agreement to purchase nearly \$2 billion of spectrum from Qualcomm that was announced in December 2010.

<sup>3</sup> The spectrum value reported for LightSquared was estimated based on valuations reported in the trade press.

<sup>4</sup> The spectrum value reported for Other was estimated by multiplying the relevant MHz-Pop for Other (based on data reported in the FCC's 14th Report) by average Dollars Per MHz-Pop for the non-national carriers.

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Sources:

Verizon Wireless, Annual Report, 2010, pages 34 and 43.

AT&T Wireless, Annual Report, 2010, pages 46 and 60.

Sprint Nextel, Annual Report, 2010, pages F-16 and 41.

Press Release, "T-Mobile USA Reports Third Quarter 2010 Results," November 4, 2010, page 11.

MetroPCS, Annual Report, 2010, pages F-2 and F-10.

LEAP Annual Report, 2010, pages 88 and 108-109.

Cleanwire, Annual Report, 2010, pages 3, 50, and 54.

US Cellular, Annual Report, 2010, page 22.

Deutsche Telekom, Annual Report, 2010, page 143.

"LightSquared Accelerates Access to L-Band Satellite Spectrum," The Deal Advisor, February 4, 2011.

"Nokia Siemens Networks Wins \$7B Contract to Build Harbinger's LTE Network," [gigaom.com](http://gigaom.com), July 20, 2010.

*Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions With Respect to Mobile Wireless, Including Commercial Mobile Services*, Fourteenth Report, 25 FCC Rcd 11407 (2010), Table 26.

"AT&T Agrees to Acquire Wireless Spectrum from Qualcomm," Qualcomm Press Release, December 20, 2010.

"LightSquared: Can it live up to its wholesale aspirations?" Fierce Broadband Wireless, July 28, 2010.

Table 7: GUPPI and CMCR Results Using Proportional Diversion – All Wireless Market

	Margin = 70%			Margin = 40.7%		
	60%	80%	100%	60%	80%	100%
<b>Recapture Rate</b>						
<b>Diversion Ratios</b>						
From AT&T to T-Mobile	9.8%	13.0%	16.3%	9.8%	13.0%	16.3%
From T-Mobile to AT&T	20.8%	27.7%	34.6%	20.8%	27.7%	34.6%
<b>Single-Price GUPPIs</b>						
AT&T	6.3%	8.5%	10.6%	3.7%	4.9%	6.1%
T-Mobile	15.7%	20.9%	26.2%	9.1%	12.2%	15.2%
<b>Simultaneous GUPPIs</b>						
AT&T	7.8%	11.2%	15.1%	4.5%	6.5%	8.8%
T-Mobile	17.6%	24.6%	32.3%	10.2%	14.3%	18.8%
<b>CMCRs</b>						
AT&T	26.4%	38.0%	51.3%	7.8%	11.2%	15.1%
T-Mobile	58.3%	81.1%	106.4%	17.1%	23.9%	31.3%

Notes:

GUPPI = Gross Upward Pricing Pressure Index.

CMCR = Compensating Marginal Cost Reduction.

The following all wireless market inputs were used for the above analysis:

Carrier	ARPU	Subscriber Share
AT&T	\$ 49.68	30.7%
T-Mobile	\$ 46.00	11.3%

Sources:

Wireless carrier SEC 10-K filings, annual reports, press releases, and investor presentations.

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

Executed on May 28, 2011

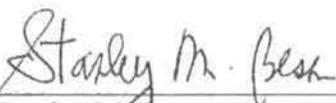
A handwritten signature in black ink, appearing to read 'Salop', written over a horizontal line.

Steven C. Salop  
Professor of Economics and Law  
Georgetown University Law Center

REDACTED - FOR PUBLIC INSPECTION

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

Executed on May 30, 2011

Handwritten signature of Stanley M. Besen in cursive script.

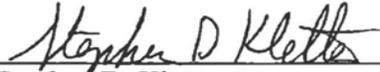
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Stanley M. Besen  
Senior Consultant  
Charles River Associates

REDACTED – FOR PUBLIC INSPECTION

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

Executed on May 25, 2011



\_\_\_\_\_  
Stephen D. Kletter

Principal

Charles River Associates

REDACTED - FOR PUBLIC INSPECTION

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

Executed on May 30, 2011



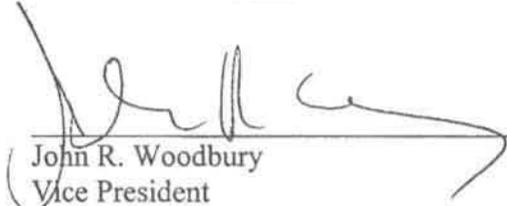
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Serge X. Moresi  
Vice President  
Charles River Associates

REDACTED – FOR PUBLIC INSPECTION

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

Executed on May 30, 2011

A handwritten signature in black ink, appearing to read "John R. Woodbury", written over a horizontal line.

John R. Woodbury  
Vice President  
Charles River Associates

**REDACTED – FOR PUBLIC INSPECTION**

**ATTACHMENT B**

**DECLARATION OF WILLIAM SOUDER**

**VICE PRESIDENT OF PRICING, PROFITABILITY AND OPERATIONS**

**SPRINT NEXTEL CORPORATION**

**DECLARATION OF WILLIAM SOUDER**

I, Will Souder, declare as follows:

1. My name is Will Souder. I am Vice President of Pricing, Profitability and Operations for Sprint Nextel (“Sprint”). My organization creates pricing and pricing structures and makes decisions and recommendations for pricing and offers for service plans and devices, for Consumer and Business customers. Additionally, I am responsible for profitable growth and the go-to-market process.

2. I make this declaration in support of Sprint's Petition to Deny the Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations.

**National Pricing For Retail Wireless Services**

3. In 2007, Sprint made a decision to eliminate regional and local pricing and discounting. Sprint now sets prices and terms for its plans nationwide, without regard to conditions in local markets, and each Sprint plan has a uniform retail price throughout the country. Thus, the same plans can be purchased in New York, NY, Atlanta, GA, and Los Angeles, CA. As of April 2011, over [begin confidential information] [redacted] [end confidential information] percent of new Sprint post-paid subscribers are on a nationwide plan. Similarly, Sprint offers the same portfolio of handsets to customers throughout the country at the same prices in each sales channel.

4. Sprint will occasionally test market a different plan in select markets rather than nationwide. For example, when Sprint began offering unlimited voice, messaging, and data plans, it test-marketed the plan in San Francisco, CA, before rolling it out nationwide. However,

where these plans are offered by Sprint, they are not offered in response to local competitive conditions. Instead, they are typically offered to test a plan on a smaller scale with the expectation that the plan will be implemented nationwide if successful. On occasion, Sprint will also offer plans in limited markets before offering the plans nationwide due to a staggered, or rolling, introduction of a new or emerging technology. In these instances, the technology is not available throughout the nation upon initial launch, therefore the plan availability tracks the staggered technology launch, without regard to local competitive conditions.

5. Sprint offers its plans and handsets through a number of distribution channels, including national retailers (Radio Shack, Best Buy, and Walmart), through telephone sales and the Internet, and through Sprint retail stores. The national distribution platforms are becoming increasingly important distribution platforms. In 2011, Sprint sold more plans through national retailers than through its own retail stores, and its telesales and internet sales increased about **[begin confidential information]** **[end confidential information]** percent from the first quarter of 2009 through the first quarter of 2011.

6. In setting and adjusting the pricing for its service plans, Sprint closely monitors the rates offered by the other three national carriers, AT&T, Verizon, and T-Mobile. Sprint regularly tracks the service plans and pricing of the three other national wireless carriers. When changes are made by these carriers, Sprint will evaluate its own position to determine how to respond. For example, in response to AT&T's and Verizon's unlimited in-network calling plans, Sprint introduced its "Any Mobile, Anytime" plan in September 2009 as a way to stay competitive with the larger networks of AT&T and Verizon. While Sprint is aware of post-paid pricing offered by regional carriers, it does not currently use this information in the evaluation of pricing for its Sprint brand.

7. Similarly, the other national carriers monitor and react to price changes in post-paid plans by Sprint and each other. For example, in anticipation of Sprint's "Simply Everything Plan", both AT&T and Verizon launched their own unlimited voice plans for \$99 per month in February 2008.

**Pre-Paid Wireless Services**

8. Sprint also provides pre-paid wireless services, which it offers through its Boost Mobile, Virgin Mobile, and Assurance Wireless brands. Pre-paid wireless services differ from post-paid services in several key respects.

9. The hallmark of pre-paid service is that customers do not have to sign a long-term contract. Pre-paid services are provided either on a pay-as-you-go basis, where subscribers purchase minutes to be used later, or through month-to-month billing arrangements, where subscribers pay a fixed fee at the beginning of the month. Post-paid services, by contrast, are offered pursuant to long-term contracts, typically two years in length.

10. Pre-paid subscribers tend to be younger and have lower incomes than post-paid subscribers. Because pre-paid services are offered without a long-term contract and the customers pay for service upfront, pre-paid carriers do not have to run credit checks on their potential subscribers.

11. Pre-paid plans also do not come with the same range of handsets as the post-paid plans offered by the four national carriers. One reason for this is that pre-paid services are sold without a long-term contract, making it economically unfeasible for pre-paid carriers to subsidize handsets to the same extent as post-paid carriers. While pre-paid providers do offer some

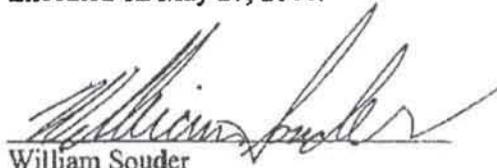
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discounts on handsets, these discounts are usually significantly smaller than the discounts offered on post-paid plans.

12. Finally, pre-paid service is less profitable for Sprint than post-paid service. For Q1 2011, the average revenue per user ("ARPU") for pre-paid service was [begin confidential information] [redacted] [end confidential information] whereas the post-paid ARPU was [begin confidential information] [redacted] [end confidential information].

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

Executed on May 27, 2011.



William Souder  
Vice President of Pricing, Profitability and Operations  
Sprint Nextel Corporation

**REDACTED – FOR PUBLIC INSPECTION**

**ATTACHMENT C**

**DECLARATION OF JOHN DUPREE  
SENIOR VICE PRESIDENT OF BUSINESS SALES**

**SPRINT NEXTEL CORPORATION**

**DECLARATION OF JOHN DUPREE**

I, John Dupree, declare as follows:

1. I am John Dupree. I am the Senior Vice President of Business Sales for the Business Markets Group for Sprint Nextel Corporation ("Sprint"). In this capacity, I am responsible for mobile wireless communications sales to all of Sprint's business and government customers.

2. I make this declaration in support of Sprint's Petition to Deny the Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations.

**Business Markets Group Overview**

3. Sprint separates its corporate and government accounts into four segments: (1) "Enterprise;" (2) "General Business;" (3) "Federal Government;" and (4) "Public Sector." "Enterprise" accounts consist of the 1,000 largest accounts (essentially Fortune 1,000 companies) plus 300 other large companies whose accounts Sprint believes have the potential to become a top 1,000 account. "General Business" captures all other private corporate accounts. "Federal Government" accounts consist of accounts with the various branches, agencies, and departments of the federal government. "Public Sector" accounts consist of accounts with state and local governments, as well as quasi-governmental organizations.

4. A Sprint corporate account can consist of both corporate-labile, where the account-holder company pays for the service, or individual-labile, where the employees get company-negotiated rates, but are responsible for paying for the service themselves.

5. Sprint's Business Markets Group has about [begin confidential information] [end confidential information] employees, with [begin confidential information] [end confidential information] employees dedicated to its Federal Government segment. Business Markets Group employees have various responsibilities within our organization from “client executives” who are responsible for the entire account relationship for very large accounts; to “account managers” who call on the account in its entirety on a national basis; to “transaction representatives” (also called account executives or remote account managers) who call on specific entities within the larger national account and sell the national contract to these local facilities; to sales people who perform outbound sales calls on smaller businesses.

6. For Enterprise accounts, Sprint uses a team-based sales approach comprised of one or more account executives to oversee the client relationship and a local representative support team to provide day-to-day support. The General Business and Mid-Market accounts usually have one account manager to handle sales, negotiations, and support for the account.

#### **Product and Service Offering**

7. In most circumstances, business customers demand nationwide service or a combination of nationwide and international service. Nationwide footprints are essential for business customers for several reasons. First, employees have to travel outside their local home base and require a dependable, reliable network that will provide coverage regardless of where they travel. Second, many businesses are national or multi-regional in scope and have multiple locations throughout the country. While there may be some exceptions for very small local businesses, such as a local sheriff's office or a small landscaping company, these accounts constitute a small percentage of corporate business.

8. Pricing is uniform across a specific customer's account. Any given business customer is offered a set of national rate plans for all of its locations, and every line of service sold to that customer is subject to the same rate plans. For ease of convenience, business customers also require the availability of national billing.

9. Business customers also demand the newest and most innovative handsets and mobile applications. As smartphone usage grows, new applications that enhance mobile productivity are becoming increasingly important to business customers, who want to maximize their employees' efficiency. Furthermore, nationwide availability of handsets is critical, so business customers can offer a uniform selection of handsets company-wide.

**Pricing**

10. Sprint uses three tiers of pricing for corporate and government accounts: (1) "rack" or list rates (essentially business rate plans that are only available to tax-ID carrying businesses of any size); (2) "sales-empowered" discounts; and (3) "special pricing." Rack rates are standard, non-discounted rates that are available to business customers and are available with terms & conditions specific to business customers. Rack rates are primarily used for small accounts (accounts with less than 25 lines) and for accounts where the customer does not request any discounts. Sales-empowered pricing refers to a set list of pre-approved discounts that account managers can offer business and government customers. **[begin confidential information]** [REDACTED] **[end confidential information]** are offered discounts from the sales-empowered rates. Sales-empowered discounts range from **[begin confidential information]** [REDACTED] **[end confidential information]** percent off of rack rates and require sales manager approvals.

11. Special pricing is a customized offer that Sprint may make [begin confidential information] [REDACTED] [end confidential information] Special pricing is very common, particularly for Enterprise accounts. The pricing assessment takes into account various factors, including the plans and prices of other bidders (if known) and the potential volume of sales. Special pricing often consists of an entirely different pricing methodology for the particular customer's needs and offers discounts ranging from [begin confidential information] [REDACTED] [end confidential information] percent off of rack rates, although some special pricing plans are [begin confidential information] [REDACTED] [REDACTED] [end confidential information].

#### **Request for Proposal Process**

12. A substantial portion of Sprint's corporate account business comes through a formal Request for Proposal ("RFP") process or a similar competitive bidding process where a business or government agency will solicit offers for providing wireless service. This is particularly true for Enterprise accounts and Federal government accounts.

13. A competitive bidding process can be formal or not and can take the form of a full-fledged formal RFP; or it can take the place of a competitive threat/response; or it can take the form of an unsolicited bid on behalf of Sprint. The larger the account, the more customary it is to obtain mobile communications services, or to renew a mobile communications contract, through a formal RFP. Most business customers require RFPs periodically; large corporate accounts in particular, like Sprint's Enterprise accounts, tend to renegotiate their wireless services as often as every one to three years. Depending on the complexity of the requested

services and the formality of the bidding process, an RFP process can take anywhere from one month to over a year.

14. Incumbent service providers can have an advantage in retaining a corporate or government account, but customers constantly invite competing bids to ensure their existing providers maintain competitive rates.

### **Competition**

15. AT&T, Verizon, Sprint, and T-Mobile are by far the most important competitors for corporate and federal accounts. Sprint sees each of the other three national carriers competing at many accounts. While it is possible that a smaller carrier such as U.S. Cellular or MetroPCS will compete for an account, this is a very rare occurrence.

16. T-Mobile is usually an aggressive price leader and often forms the low-price benchmark for Sprint, AT&T and Verizon. Even where Sprint wins the account, it may need to offer a lower price to win that business as a result of competition from T-Mobile for that account.

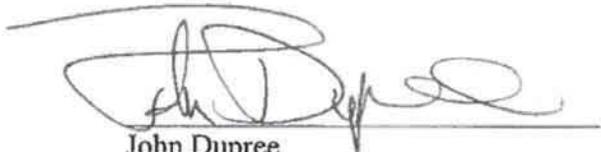
17. T-Mobile and AT&T are the only two national wireless providers with networks using the Global System for Mobile Communication ("GSM") standard, which gives them a distinct advantage when competing for business customers with international service needs. Therefore, T-Mobile is a particularly close competitor of AT&T for such accounts.

18. In the last year, T-Mobile has been aggressively pursuing additional business from federal accounts. T-Mobile has bid for accounts that it previously did not bid for, and has recruited employees from Sprint to expand its position in this market segment.

**REDACTED – FOR PUBLIC INSPECTION**

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

Executed on May 25, 2011

A handwritten signature in black ink, appearing to read "John Dupree", written over a horizontal line.

John Dupree  
Senior Vice President of Business Sales  
Sprint Nextel Corporation

REDACTED – FOR PUBLIC INSPECTION

**ATTACHMENT D**

**DECLARATION OF PAUL W. SCHIEBER, JR.**

**SENIOR VICE PRESIDENT OF ROAMING AND ACCESS PLANNING**

**SPRINT NEXTEL CORPORATION**

**DECLARATION OF PAUL SCHIEBER**

I, Paul Schieber, declare as follows:

1. I am Paul Schieber, Vice President of Roaming and Access Planning for Sprint Nextel Corporation ("Sprint").

2. I have responsibility for all of Sprint's domestic switched and special access and roaming relationships. In addition, I have responsibility for Sprint's domestic and international roaming relationships. In these roles, my team determines which providers of access and roaming service we will use at Sprint, negotiate pricing and terms associated with that service, and verify and pay the related bills.

3. I make this declaration in support of Sprint's Petition to Deny the Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations.

**Network Input Costs**

4. Sprint incurs substantial costs for roaming, special access services, and switched access in order to provide service to its customers. Sprint negotiates roaming agreements with other carriers that allow Sprint's wireless subscribers to use the networks of another carrier in areas that the Sprint network does not reach, ensuring that Sprint customers have broad and continuous coverage. Special access services involve the "last mile" connections and local transport links that connect two defined points on a network. For wireless carriers, special access fees result from the leasing of dedicated lines for backhaul to connect cell sites to a carrier's network switches. For 2010, Sprint's domestic roaming and special access costs totaled **[begin confidential information] [REDACTED] [end confidential information]** In 2010, Sprint

also incurred [begin confidential information] [REDACTED] [end confidential information] of switched access costs, which are regulated fees for access to the wireline network of another carrier. Because of their large network footprints and legacy as wireline telephone companies, Verizon and AT&T have substantial cost-structure advantages for these inputs and derive large revenues from providing roaming, special access, and switched access.

### Roaming Costs

5. Verizon and AT&T have large wireless network footprints and maintain legacy landline incumbent local exchange carrier footprints. Because of their large networks, Verizon and AT&T have a higher percentage of in-network calls than other carriers and have less need for roaming on other carriers' networks. This gives AT&T and Verizon a substantial roaming-cost advantage over Sprint, T-Mobile, and other carriers. At the same time, these large footprints provide AT&T and Verizon the opportunity to realize revenue from other carriers who require roaming services over their networks.

6. Sprint incurs substantial roaming expenses annually to ensure that its customers have service in areas where Sprint's network does not reach. In 2010, Sprint's total domestic carrier-to-carrier payments for roaming were [begin confidential information] [REDACTED] [end confidential information]. In 2010, Sprint's per subscriber domestic roaming cost for its 27 million CDMA post-paid subscribers was [begin confidential information] [REDACTED] [end confidential information] per month, representing [begin confidential information] [REDACTED] [end confidential information] in monthly ARPU for these subscribers. Out of its total 2010 roaming costs, Sprint paid over [begin confidential information] [REDACTED] [end confidential information] to Verizon.