Before the
Federal Communications Commission
Washington, D.C. 20554

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

OPPOSITION TO SPRINT NEXTEL CORPORATION OBJECTION TO DISCLOSURE OF CONFIDENTIAL DOCUMENTS

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July 19, 2011

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OPPOSITION TO SPRINT NEXTEL CORPORATION OBJECTION TO DISCLOSURE OF CONFIDENTIAL DOCUMENTS

Deutsche Telekom AG and T-Mobile USA, Inc. ("Deutsche Telekom" and "T-Mobile USA") hereby oppose Sprint Nextel Corporation's ("Sprint") Objection[1] submitted to the Federal Communications Commission ("Commission" or "FCC") in the above-referenced docket to the Acknowledgements of Confidentiality ("Acknowledgements") filed on behalf of: (i) Dr. Volker Stapper, Vice President of International Competition & Media Policy for Deutsche Telekom; (ii) Thomas Sugrue, Senior Vice President of Government Affairs for T-Mobile USA; and (iii) Kathleen O'Brien Ham, Vice President of Federal Regulatory Affairs for T-Mobile USA (collectively "the Applicants").[2]

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[1] *See* Objection of Sprint Nextel Corporation to Disclosure of Confidential Documents, WT Docket No. 11-65 (filed July 14, 2011) ("Objection" or "Sprint Objection"). Sprint previously filed a letter to the FCC in the above-referenced docket in support of the Objection of the Rural Cellular Association ("RCA") to the Applicants' Acknowledgements. *See* Letter from Regina M. Keeney, Counsel to Sprint Nextel Corp., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 11-65 (filed June 28, 2011) ("June 28 Sprint Request"); *see also* Objection of Rural Cellular Association to Disclosure of Confidential Documents, WT Docket No. 11-65 (filed May 27, 2011). On June 20, 2011, RCA withdrew its objection. *See* Letter from Steven K. Berry, President & CEO, RCA, to Marlene H. Dortch, FCC, WT Docket No. 11-65 (June 20, 2011).

[2] Letter from Eric W. DeSilva, Counsel for Deutsche Telekom and T-Mobile USA, to Marlene H. Dortch, Federal Communications Commission, WT Docket No. 11-65 (May 24,

I. INTRODUCTION AND SUMMARY.

As detailed below, Sprint's Objection is procedurally and substantively flawed and should be promptly dismissed by the Commission. Sprint filed its Objection *forty-eight days after the deadline* imposed by the Protective Order, and Sprint is therefore time-barred from opposing the Applicants' Acknowledgements. Permitting Sprint to object to the Applicants' Acknowledgements this late in the proceeding would run counter to critical public interest goals of agency-efficiency and finality. Sprint does not address or explain this procedural deficiency in its Objection. Instead, Sprint focuses exclusively on its position that the Applicants, as senior in-house executives, "*likely* are engaged in Competitive Decision-Making and will be unable to divide their minds in two and selectively suppress Sprint's Confidential Information once learned."[3] As detailed below—and as confirmed in the sworn declarations in Attachment A—Sprint's speculation is belied by the facts. With respect to T-Mobile USA, the Applicants' work consists of developing and implementing regulatory and policy strategies before relevant regulators and lawmakers. Consistent with FCC precedent, the Applicants should not be considered Competitive Decision-Makers. Given its procedural and substantive flaws, the Commission should promptly dismiss or deny Sprint's Objection.

2011) ("May 24, 2011 Acknowledgements"). The May 24, 2011 Acknowledgements certify that the signees will comply with the provisions of the Protective Order. *In re Applications of AT&T Inc. & Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65, Protective Order, DA 11-674 (WTB rel. Apr. 14, 2011) ("*Protective Order*").

[3] Sprint Objection at 1 (internal quotations omitted) (emphasis added).

II. SPRINT'S OBJECTION WAS FILED FORTY-EIGHT DAYS LATE AND IS THEREFORE TIME-BARRED BY THE PROTECTIVE ORDER.

Sprint's Objection is untimely. The Protective Order affords parties *three days* to file an objection after receiving an Acknowledgment, but it took Sprint *fifty-one days* to file.[4] Specifically, the Protective Order states that a party submitting confidential information may object to the disclosure of its stamped confidential documents or confidential information within three business days after receiving a copy of an Acknowledgement of Confidentiality.[5] Sprint's counsel was served with the signed Acknowledgements on May 24, 2011.[6] But Sprint did not file its Objection until July 14, 2011—over a month-and-a-half after Sprint received the Acknowledgments and after Sprint provided copies of its confidential filings to T-Mobile USA without limitation or protest.[7] Under the terms of the Protective Order, Sprint's Objection is untimely and should be promptly denied. Indeed, the public's interest in agency-efficiency and finality require that the Commission stand firm by its previously-articulated deadlines.

Sprint's failure to respond was not for lack of notice. As noted above, Sprint's counsel was served with the signed Acknowledgements on May 24, 2011. On May 25, Sprint's outside counsel emailed Deutsche Telekom's and T-Mobile USA's counsel posing "a number of

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4 Even if the FCC treated the June 28 Sprint Request as an Objection, Sprint's filing would still be 32 days late.

5 *Protective Order* at ¶ 5.

6 May 24, 2011 Acknowledgments at 38.

7 Sprint provided copies of confidential versions of its Petition to Deny and Reply Comments to representatives of Deutsche Telekom and T-Mobile USA shortly after they were filed with the Commission. At these times, Sprint had not filed its objection. Again, on June 23, 2011 and June 29, 2011, Sprint filed confidential information with the Commission in response to the Commission's Information Request. Sprint provided the same information to Deutsche Telekom and T-Mobile USA on July 8, 2011. It was not until July 14, 2011 that Sprint decided to file a formal objection.

questions and concerns on behalf of Sprint" with respect to the acknowledgements and requesting a response "by 6pm, Thursday May 26."[8] Deutsche Telekom and T-Mobile USA fully complied with this request. On May 26, at 1:41 PM, Deutsche Telekom's and T-Mobile USA's counsel responded to all of Sprint's questions and assured Sprint that the Applicants "[i]n their capacities as regulatory and government affairs counsel" "do not participate in business decisions—or analysis underlying business decisions—regarding competition with other carriers."[9] Silence followed: Sprint did not respond to counsel for Deutsche Telekom and T-Mobile USA, nor did it file a timely Objection with the Commission.[10]

Sprint's failure to adhere to the Protective Order's procedural requirements is particularly egregious considering that Sprint possesses a sophisticated understanding of the FCC merger process and is equally familiar with the FCC's confidentiality process.[11] Even in this proceeding, Sprint filed a timely objection to an acknowledgement of confidentiality—to that of Robert Quinn of AT&T.[12] At the end of the day, there is no excuse for Sprint's failure to file on time. Accordingly, the Commission should dismiss or deny Sprint's Objection.

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[8] Email from Steve Berman, Lawler Metzger, to Eric DeSilva, Wiley Rein LLP, 6:15 PM (May 25, 2011).

[9] Email from Eric DeSilva, Wiley Rein LLP, to Steve Berman, Lawler Metzger, 1:41 PM (May 26, 2011).

[10] As noted in footnote 1, *supra*, Sprint previously filed a letter supporting an RCA objection that was withdrawn. That Sprint filing, too, was untimely. An objection to the acknowledgements was due on May 27, 2011 but Sprint filed on June 28, 2011 – more than a month late. Indeed, Sprint's letter was filed eight days after the RCA objection was withdrawn.

[11] Sprint's merger with Nextel was one of the largest wireless mergers in history. *Applications of Nextel Communications, Inc. and Sprint Corporation*, Memorandum Opinion and Order, 20 FCC Rcd 13967, ¶ 20 (2005).

[12] *See* Objection of Sprint Nextel Corporation to Disclosure of Confidential Documents, WT Docket No. 11-65 (filed June 16, 2011).

III. THE APPLICANTS DO NOT ENGAGE IN "COMPETITIVE DECISION-MAKING," AND THEREFORE SPRINT'S OBJECTIONS ARE WITHOUT MERIT.

Sprint's Objection to the Applicants' Acknowledgements is substantively flawed. Sprint argues that the Applicants, as senior in-house executives, "*likely* are engaged in Competitive Decision-Making and will be unable to divide their minds in two and selectively suppress Sprint's Confidential Information once learned."[13] But, as detailed below, the facts clearly establish that the Applicants are not engaged in Competitive Decision-Making. The Applicants have provided properly-executed Acknowledgments of Confidentiality, as well as clear job descriptions and signed declarations that attest to the fact that the Applicants "are not involved in business decisions"[14] and "do not provide advice to their respective companies about rate plans, pricing, marketing, sales, distribution, or general business strategies."[15] As Mr. Sugrue and Ms. Ham attest, business and competitive decisions "are made in entirely separate business units within the company."[16] Dr. Stapper's "primary focus is on Deutsche Telekom's non-U.S. businesses" and he is "not involved in Competitive Decision-Making at T-Mobile USA."[17]

Sprint fails to rebut any of the above showings, and relies on speculation about what the Applicants' positions might involve.[18] In the absence of clear, contrary evidence, as shown below, the relevant case-law makes clear that the sworn declarations provided by the Applicants

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13 Sprint Objection at 1 (internal quotations omitted) (emphasis added).

14 Deutsche Telekom and T-Mobile USA, Opposition to Rural Cellular Association Objection to Disclosure of Confidential Documents, WT Docket No. 11-65, at 1 (filed June 1, 2011) ("June 1 Opposition").

15 *Id.* at 3.

16 *Id.*

17 Declaration of Dr. Volker Stapper (attached) at 1.

18 Sprint Objection at 5.

necessarily trump Sprint's unsupported inferences, and the Commission should permit the Applicants to examine the confidential documents and information at issue.

A. Applicants' Acknowledgments of Confidentiality and Job Descriptions Establish that They Are Not Involved in "Competitive Decision-Making."

Dr. Stapper, Mr. Sugrue, and Ms. Ham previously demonstrated their eligibility to review confidential documents filed under the Protective Order by executing the Acknowledgements. Each Acknowledgement certifies specifically that the signatory is "not involved in Competitive Decision-Making" and agrees to be "bound by the Protective Order and . . . not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order."[19] This is all that the Protective Order requires.[20] In any event, in response to another objection filed-and-then-withdrawn by the Rural Cellular Association,[21] Deutsche Telekom and T-Mobile USA submitted an Opposition that describes each Applicant's job functions and duties and explains that none of the Applicants participate in Competitive Decision-Making.[22] Specifically, the Opposition assures the Commission that "[t]he Applicants do not provide advice to their respective companies about rate plans, pricing, marketing, sales, distribution, or general business strategies," and that the Applicants' review of confidential documents poses no risk of inadvertent disclosure.[23]

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19 *Protective Order* at Appendix A.

20 Sprint seems to rely on the *WorldCom* case as supporting its assertion that further substantiation is necessary to show that the signatory is not involved in Competitive Decision-Making. Sprint Request at 2. However, that case is inapposite as the acknowledgement required in that case did not contain a certification that the signatory was not involved in Competitive Decision-Making; the Acknowledgements here contain such certification.

21 *See supra*, note 1.

22 June 1 Opposition at 2-3.

23 *Id*. at 3-4.

Despite Deutsche Telekom's and T-Mobile USA's complete adherence to the Protective Order, Sprint now demands—in an untimely filing—that Deutsche Telekom and T-Mobile USA further demonstrate that the Applicants are not engaged in Competitive Decision-Making. To address Sprint's concerns, Deutsche Telekom and T-Mobile USA have attached declarations to the instant pleading for all three of the Applicants. The declarations make clear that none of the Applicants participate in Competitive Decision-Making for T-Mobile USA.

B. Absent Any Contrary Evidence, the Commission Cannot Overlook Sworn Declarations Provided by the Applicants.

The signed Declarations attached to this pleading further demonstrate that the Applicants are not engaged in Competitive Decision-Making. Courts have long recognized that they cannot overlook unrebutted and sworn assertions that an individual has no role in a company's decision-making process.[24] In *Matsushita Elec. Indus. Co.*, for example, the court overturned the denial of access to confidential materials to an in-house attorney with the titles of General Counsel, Senior Vice President, and Secretary based on an affidavit averring that he did not participate in

[24] *See, e.g., Volvo Penta of the Ams., Inc. v. Brunswick Corp.,* 187 F.R.D. 240 (E.D. Va. 1999) (granting Ms. Behnia access to confidential documents because the Court "cannot overlook the unrebutted and sworn assertions that Ms. Behnia has no role whatsoever in Brunswick's competitive decisionmaking"); *Carpenter Tech. Corp. v. Armco, Inc.,* 132 F.R.D. 24, 27 (E.D. Pa. 1990) (in-house attorney could examine documents covered by protective order when he averred that "he had absolutely no involvement" in competitive decisionmaking); *Glaxo Inc. v. Genpharm Pharm.,* Inc., 796 F. Supp. 872, 874 (E.D.N.C. 1992) (in-house attorney could examine documents covered by protective order when he attested that he gave no advice to party on "competitive decisions such as pricing, scientific research, sales, or marketing"); *Matsushita Elec. Indus. Co. v. U.S.,* 929 F.2d 1577, 1579-80 (Fed. Cir. 1991) (U.S. Court of International Trade erred in denying party's in-house counsel access to proprietary information when in-house counsel had "regular contact" with corporate decisionmakers, but also submitted an unrebutted affidavit averring that he did not participate in competitive decisionmaking).

competitive decision-making.[25] According to the Court, assertions provided in an affidavit are to be believed, absent any contrary evidence.[26]

For the same reasons, the Commission cannot simply overlook the Applicants' unrebutted, signed declarations that they are not engaged in Competitive Decision-Making, especially when Sprint has failed to provide any contrary evidence. Indeed, the only rebuttal Sprint attempts is on the final page of its Objection. There, Sprint asserts that T-Mobile USA has already "conceded" that the Applicants engage in Competitive Decision-Making.[27] This is false—T-Mobile USA made no such concessions. In the Opposition cited by Sprint, Deutsche Telekom and T-Mobile USA expressly state that:

- "Mr. Sugrue does not participate in Competitive Decision-Making," but instead "supervises the principal government relations work for the company including all work before the Commission, the Congress, the state public utilities commissions, and state legislatures."[28]

- "Ms. Ham is not involved in Competitive Decision-Making" and that "those type of decisions are made in entirely separate business units within the company."[29]

- "[Dr. Stapper] advises Deutsche Telekom on international competition policy and advocacy issues."[30] Sprint grasps on to the word "competition" in the description of Dr. Stapper's "competition policy" duties to attempt to create an ambiguity where none

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25 929 F.2d at 1580.

26 *Matsushita Elec. Indus. Co.*, 929 F.2d at 1580-81 ("[E]ven the Court of International Trade stated that it has no reason to, and does not here, doubt [Applicant's] veracity"); ("These statements as to [Applicant's] job responsibilities are entirely unrebutted by any other evidence in the record, and the ITC's letter rejecting plaintiffs' objections stated: 'You have provided us with no basis for questioning the representations made by either counsel concerning their insulation from competitive decisionmaking'.").

27 Sprint Objection at 5.

28 June 1 Opposition at 3.

29 June 1 Opposition at 3.

30 *Id*. at 2.

exists.[31] For purposes of clarity, the attached declaration of Dr. Stapper avers that Dr. Stapper's primary focus is Deutsche Telkom's non-U.S. businesses and that, with respect to T-Mobile USA, he is not involved in Competitive Decision-Making.[32]

C. Access to Confidential Information Cannot Be Denied Solely Because of an Applicant's Title or "High Position."

Despite Sprint's argument to the contrary, involvement in Competitive Decision-Making may not be inferred simply because an individual holds a "high position" or a certain title.[33] Rather, the *actual relationship* between the individual and the company are dispositive. In *U.S. Steel Corp*., cited by Sprint in its own Objection, the Federal Circuit found that the lower court erred when it denied in-house counsel access to confidential information based solely on the attorney's "general position" within the corporation.[34] The court explained that:

> Whether an unacceptable opportunity for inadvertent disclosure exists … must be determined…by the facts on a counsel-by-counsel basis…[A]ccess should be denied or granted on the basis of each individual counsel's actual activity and relationship with the party represented….[35]

Matsushita Elec. Indus. Co. further confirms that a high position cannot by itself establish involvement in "competitive decision-making."[36] There, the Court held that "denial of access sought by in-house counsel on the sole ground of status as a corporate officer is error."[37] Here, Sprint bases its Objection on the titles of the Applicants. Specifically, Sprint objects to

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31 Sprint Objection at 5.

32 Declaration of Dr. Volker Stapper at 1.

33 *See U.S. Steel Corp. v. United States*, 730 F.2d 1465, 1468 (Fed. Cir. 1984); *Brown Bag Software v. Symantec Corp.*, 960 F.2d 1465, 1470 (9th Cir. 1992).

34 *U.S. Steel Corp.*, 730 F.2d at 1468-69.

35 *Id*.

36 *See* 929 F.2d at 1580.

37 *Id*.

providing access to its confidential documents because the Applicants, "in their capacity as senior in-house executives … likely are engaged in Competitive Decision-Making."[38] As the authorities make clear, such speculation based on the Applicants' titles is not adequate to prevent disclosure.

In support of its argument, Sprint cites to a prior case—*GTE Corp./Bell Atlantic Corp*—involving Sprint in which the Commission concluded that, given their high positions within the company, two in-house counsel at Sprint were likely involved in the formulation of Sprint's business decisions.[39] The facts of that case, however, are easily distinguishable from the case at hand. In *GTE*, the Acknowledgments of Confidentiality signed by Sprint's in-house counsel did not contain certifications that the signing parties were not involved in competitive decision-making.[40] Also in *GTE*, Sprint—in its Opposition to the Objection to Sprint's Acknowledgements of Confidentiality—did not supply signed affidavits or declarations to the Commission attesting to the fact that the in-house counsel were not involved in Competitive Decision-Making.[41] Here, however, the Applicants have signed acknowledgments that certify the Applicants' eligibility to examine confidential documents and also have provided declarations in which the Applicants swear that they are not involved in Competitive Decision-Making.

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38 Sprint Objection at 1.

39 *Id*. at 3.

40 *See GTE Corp., Transferor and Bell Atlantic Corp., Transferee; For Consent to Transfer Control,* Order Adopting Protective Order, CC Docket No. 98-184, at Appendix A (rel. Nov. 19, 1998).

41 *See GTE Corp., Transferor and Bell Atlantic Corp., Transferee; For Consent to Transfer Control,* Opposition of Sprint Communications Company L.P., CC Docket No. 98-184, (filed Jan. 29, 1999).

D. The Commission Cannot Assume that Applicants Will Inadvertently Disclose or Misuse Confidential Information.

Sprint also mistakenly focuses on the hypothetical risk of "inadvertent disclosure" to try to justify denying the Applicants the ability to examine confidential documents. Specifically, Sprint assumes that senior in-house executives will be "unable to 'divide their minds in two' and selectively suppress Sprint's Confidential Information once learned."[42] Again, Sprint's assertions fly in the face of clear precedent. In *Volvo Penta of the Ams., Inc. v. Brunswick Corp.,* the court indicated that because in-house attorneys, like any other retained attorney, must serve as "officers of the court" and must abide by the "same Code of Professional Responsibility" and ethics, a court "could not merely assume that in-house attorneys would allow confidential information to fall into the hands of their employer."[43] Indeed, the court in *U.S. Steel Corp.* notes that "in-house counsel provide the same services and are subject to the same types of pressures as retained counsel" and that the problem of "inadvertent disclosure is the same for both."[44]

Here, the Applicants are attorneys and thus subject to ethical obligations. They have a duty—which they have repeatedly agreed to abide by—not to disclose or use any confidential information gathered from Sprint for purposes of Competitive Decision-Making. Further, as Deutsche Telekom and T-Mobile USA have previously explained, decisions of the type that would make an applicant ineligible to view confidential information under the Protective Order

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42 Sprint Objection at 1.

43 187 F.R.D. 240, 243.

44 730 F.2d at 1468.

"are made in entirely separate business units within the company."[45] Indeed, the Applicants' involvement in T-Mobile USA is limited to purely legal, regulatory, and advocacy issues.[46]

E. Regular Contact with Corporate Policymakers Does Not Preclude Applicants from Examining Confidential Information.

Clear precedent establishes that "regular contact" with corporate policymakers is largely irrelevant to the "Competitive Decision-Making" standard at issue.[47] Despite this, Sprint asks the Commission to reject the Acknowledgements on grounds that "even if the [Applicants] are not directly involved in Competitive Decision–Making, it is reasonable to assume that [the Applicants] have close and frequent contacts with others who make those decisions."[48] But contact with executives making business decisions is not, and cannot be, the test for in-house counsel to be involved in Competitive Decision-Making. Concluding otherwise would suggest that all corporate officers or in-house counsel are automatically to be denied access to confidential information merely because they have regular "contact" with those who are involved

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45 June 1 Opposition at 3.

46 Even in the *GTE* case, the Commission recognized that this type of executive "falls precisely under the definition of in-house counsel qualified to view confidential documents under *Protective Order*." *GTE Corp., Transferor and Bell Atlantic Corp., Transferee; For Consent to Transfer Control,* Order Ruling on Joint Objections, 14 FCC Rcd. 3364, ¶ 3 (1999). Furthermore, the Applicants' situation is distinguishable from the *Brown Bag* case, where the court found that in-house counsel's knowledge of competitor's trade secrets would place counsel in the untenable position of having to refuse his employer legal advice on a host of "contract, employment, and competitive marketing decisions." In the present case, the Applicants' are involved only in regulatory, policy, and advocacy roles – Competitive Decision-Making is quite plainly not in the Applicants' purview. 960 F.2d at 1471.

47 *Matsushita Elec. Indus. Co. v. U.S.,* 929 F.2d at 1579.

48 Sprint Objection at 4.

in Competitive Decision-Making, a criterion which would disqualify almost all in-house counsel and thus effectively constitute the very per se rule the Court rejected in *U.S. Steel Corp*.[49]

F. Providing Advice on Legal, Regulatory, or Policy Matters Is Not Tantamount to Involvement in Competitive Decision-Making.

Sprint also fails in its attempt to equate advising a company on legal, regulatory, or policy matters as tantamount to involvement in Competitive Decision-Making.[50] Numerous courts have held that providing legal advice is not a sufficient basis for determining that in-house counsel was involved in "competitive decision-making."[51] In *Independent Service Organizations Antitrust Litigation*,[52] for example, the court held that an in-house attorney was not involved in "competitive decision-making" despite the fact that he had previously provided legal advice on a number of issues, including prices. The Court reasoned that "plaintiffs' interests can be adequately protected by the protective order…"[53] Accordingly, it is not appropriate to assume in-house counsel are involved in Competitive Decision-Making in this case, where Applicants have submitted sworn certifications and declarations expressly stating that they are not involved in issues like pricing.

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49 *U.S. Steel Corp.*, 730 F.2d at 1468-69; *see also Matsushita Elec. Indus. Co.*, 929 F.2d at 1579-80 (U.S. Court of International Trade erred in denying party's in-house counsel access to proprietary information when in-house counsel had "regular contact" with corporate decisionmakers, but also submitted an unrebutted affidavit averring that he did not participate in competitive decisionmaking).

50 *See* Sprint Objection at 5.

51 *See*, *e.g, Amgen Inc. v. Elanex Pharmaceuticals, Inc.,* 1994 WL 731623, at 4-5 (W.D. Wash. May 11, 1994); *Matsushita Elec. Indus. Co.,* 929 F.2d at 1580.

52 1995 U.S. Dist. LEXIS 4698 (D. Kan. Mar. 9, 1995).

53 *Id* at *7.

IV. CONCLUSION.

For the foregoing reasons, Deutsche Telekom and T-Mobile USA respectfully request that the Commission promptly dismiss or deny Sprint's Objection. The Objection is untimely, and Deutsche Telekom and T-Mobile USA have sufficiently demonstrated that the Applicants are eligible to access materials filed under the Protective Order.

Respectfully submitted,

/s/ Nancy J. Victory
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July 19, 2011

CERTIFICATE OF SERVICE

I hereby certify that on the 19th day of July, 2011, I caused a true copy of the foregoing Opposition to Sprint's Objection to Disclosure of Confidential Documents to be sent by electronic mail (*) and by first class United States mail, postage prepaid (+) on:

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Counsel for Sprint Nextel Corporation

/s/ Umair Javed

DECLARATION OF DR. VOLKER STAPPER

I, Dr. Volker Stapper, hereby declare the following:

1. I am the Vice President of International Competition & Media Policy for Deutsche Telekom AG ("Deutsche Telekom").

2. In this role, I advise Deutsche Telekom on international competition policy and advocacy issues. I also advise the company on its media policy. Given Deutsche Telekom's international reach, competition policy issues arise in a variety of fora and I ensure that Deutsche Telekom's positions are appropriately framed and advanced.

3. My primary focus is on Deutsche Telekom's non-U.S. businesses, and I have limited involvement in the activities of T-Mobile USA. I am not involved in Competitive Decision-Making at T-Mobile USA, as defined in the Protective Orders adopted by the Commission in WT Docket No. 11-65. I do not provide advice on, or the analysis underlying, business decisions of T-Mobile USA regarding business strategies for competing with other wireless carriers. Nor do I provide advice to T-Mobile USA about rate plans, pricing, marketing, sales, distribution, or general business strategies. Finally, I am not involved in formulating business decisions and strategy that would be made in light of the confidential information submitted in this proceeding.

4. Deutsche Telekom and T-Mobile USA have procedures in place to prevent the unauthorized disclosure of Stamped Confidential Documents and Confidential Information pursuant to the *Protective Order*. I 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 that the foregoing is true and correct. Executed this 19 day of July, 2011.

Signed: i.V. _____

Dr. Volker Stapper

DECLARATION OF THOMAS SUGRUE

I, Thomas Sugrue, hereby declare the following:

1. I am the Senior Vice President of Government Affairs for T-Mobile USA, Inc. ("T-Mobile USA").

2. I supervise the principal government relations work for T-Mobile USA, including all work before the Federal Communications Commission, Congress, state public utilities commissions, and state legislatures. My work involves purely policy and advocacy issues.

3. I do not participate in Competitive Decision-Making at T-Mobile USA, as defined in the Protective Orders adopted by the Commission in WT Docket No. 11-65. I do not provide advice on, or the analysis underlying, business decisions of T-Mobile USA regarding business strategies for competing with other wireless carriers. Nor do I provide advice to T-Mobile USA about rate plans, pricing, marketing, sales, distribution, or general business strategies. Moreover, I am not involved in formulating business decisions and strategy that would be made in light of the confidential information submitted in this proceeding. At T-Mobile USA, those type of decisions are made in entirely separate business units within the company. My role, if any, on such decisions is to provide input on whether there are any regulatory or other government policy issues involved.

4. T-Mobile USA has procedures in place to prevent the unauthorized disclosure of Stamped Confidential Documents and Confidential Information pursuant to the *Protective Order*. I 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 that the foregoing is true and correct. Executed this 18th day of July, 2011.

Signed: Thomas Sugrue

Thomas Sugrue

DECLARATION OF KATHLEEN O'BRIEN HAM

I, Kathleen O'Brien Ham, hereby declare the following:

1. I am the Vice President of Federal Regulatory Affairs for T-Mobile USA, Inc. ("T-Mobile USA").

2. In this role, I am responsible for managing all federal regulatory policy work of T-Mobile USA, including all advocacy and legal pleadings before the Federal Communications Commission. As such, my role at T-Mobile USA involves purely policy and advocacy work.

3. I do not participate in Competitive Decision-Making at T-Mobile USA, as defined in the Protective Orders adopted by the Commission in WT Docket No. 11-65. I do not provide advice on, or the analysis underlying, business decisions of T-Mobile USA regarding business strategies for competing with other wireless carriers. Nor do I provide advice to T-Mobile USA about rate plans, pricing, marketing, sales, distribution, or general business strategies. Moreover, I am not involved in formulating business decisions and strategy that would be made in light of the confidential information submitted in this proceeding. At T-Mobile USA, those type of decisions are made in entirely separate business units within the company. My regulatory teams and I are only involved when there are government policies or regulations that impact the business that require advocacy before the Commission.

4. T-Mobile USA has procedures in place to prevent the unauthorized disclosure of Stamped Confidential Documents and Confidential Information pursuant to the *Protective Order*. I 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 that the foregoing is true and correct. Executed this 18 day of July, 2011.

Signed: 

_____

Kathleen O'Brien Ham