AT&T Acquisition of T-Mobile USA

Site Integration Analysis

7/26/11

Overview

- ## Initial analysis
  - Integrate over   of T-Mobile's approximately   cell sites (%)
  - Reflects experience in prior integrations, conservatively focused on T-Mobile sites

- ## Real-world site-by-site network integration analysis strongly confirms initial estimates
  - Integrate significantly more than   % in San Francisco and Los Angeles
  - Many sites   can be productively assimilated into AT&T cell grid
  - Selected sites address capacity concerns; also improve service quality and coverage

- ## Further analysis shows selected sites in areas where AT&T has identified need, but difficulty in completing new site builds

- ## "Like for like" antenna swaps will enable quick integration of many selected sites

Preliminary Network Integration Analysis

Downtown San Francisco

- Over ___% T-Mobile sites kept*
-

Downtown Los Angeles and Adjacent Areas

- Over ___% T-Mobile sites kept*
-

*Refers to sites initially identified that can be productively incorporated into the network. Upon consummation of the transaction, further network integration analysis will be completed to determine final list of T-Mobile USA sites that will be integrated.

Criteria Used in Network Integration Analyses

- Identified T-Mobile sites using standard network design criteria to address:

Network Integration Analysis 1: San Francisco

Analysis #1: San Francisco

Area of Site Integration Analysis

Analysis #1: San Francisco

Keep Sites:

Analysis #1: San Francisco

T-Mobile Keep Sites Improve Quality

Analysis #1: San Francisco

T-Mobile Keep Sites Address Capacity Issues

Analysis #1: San Francisco

Dense Urban Sites Address Existing Issues

Analysis #1: San Francisco

Network Integration Analysis 2: Los Angeles

Analysis #2: Los Angeles

Area of Site Integration Analysis

Analysis #2: Los Angeles

Keep Sites:

Analysis #2: Los Angeles

T-Mobile Keep Sites Improve Quality

Analysis #2: Los Angeles

T-Mobile Keep Sites Address Capacity Issues

Analysis #2: Los Angeles

T-Mobile Keep Sites Improve In-Building Coverage

Cell Site Integration Timeline: The San Francisco Example

Introduction

- Combined company can:
  - Quickly integrate existing T-Mobile cell sites in areas where AT&T has had difficulty finding cell sites locations or obtaining zoning or other regulatory approval for such sites.

  - Replace existing T-Mobile antennas with comparable multi-band antennas (700 MHz, 850 MHz, 1900 MHz and AWS) at many cell sites.

Steps in Identifying and Securing Potential Cell Site Locations

- Potential new cell site locations that meet all suitability criteria are increasingly difficult to find in core urban areas where most needed
  - Use modeling tools, search rings, zoning maps, and other tools to identify potential locations
  - Review potential locations to determine if viable
    - *E.g.,* landlord interest, zoning issues, structural and architectural requirements, sufficient access to utilities, space for construction and maintenance
  - In dense areas, candidate movements for one site may cause it to overlap with other sites, creating interference concerns
- Even once suitable location is found, significant time spent on necessary zoning and other applicable regulatory approvals from local governments

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Examples of Difficult San Francisco Sites

- Eight example areas where AT&T has identified need, but facing challenges in new cell site builds.

- Numerous potential cell site locations have failed for various reasons.

- Transaction would permit AT&T to quickly utilize the existing T-Mobile cell sites identified in these areas.

8 Example Areas

Examples of Difficult San Francisco Sites (cont'd)

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Examples of Difficult San Francisco Sites (cont'd)

Examples of "Like-for-Like" Antennas

Existing T-Mobile Antenna

4' quad-pole 65-deg. antenna
RFS APX16DWV-16DWVS
(About   % of T-Mobile's
San Francisco antennas)

- 1710-2200 MHz
- 65-deg HBW, quad-pole
- 55.9"x13.5"x3.15" (LxWxD)
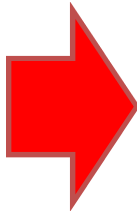- 40.7 lbs
- 18.4 dBi gain
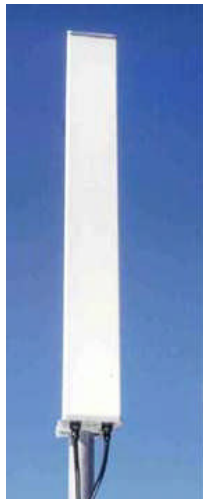- Wind loading: 125 mph

Examples of "Like-for-Like" Antennas (cont'd)

Existing T-Mobile Antenna

4' dual-pole 65-deg. Antenna
APXV18-206516S-C
(About   % of existing T-Mobile San Francisco antennas)

- 1710-2200 MHz
- 65-deg HBW, dual-pole
- 59.8"x10.2"x7.8" (LxWxD)
- 18.7 lbs
- 18.4 dBi
- Wind loading: 125 mph