

EXHIBIT B: FOREIGN OWNERSHIP

Pursuant to Attachment D of the *Public Notice* announcing the close of Auction No. 66,¹ T-Mobile License LLC (the “Applicant”) provides the following information regarding its foreign ownership interests. As discussed further below, the Applicant has separately filed a Petition for Clarification or, in the Alternative, Declaratory Ruling under Section 310(b)(4) of the Communications Act of 1934, as Amended, and Request for Streamlined Processing (the “Petition”). The Petition requests the Commission to clarify that Applicant’s prior foreign ownership rulings authorizing its current level of attributable, indirect foreign ownership in excess of the statutory benchmark permit the Applicant to acquire Advanced Wireless Services (“AWS”) licenses (or, in the alternative, should the Commission find that the prior rulings do not apply to AWS licenses, the Petition requests a new declaratory ruling to permit the Applicant’s acquisition of AWS licenses).

1. Percentage of Foreign Ownership Interest

The Applicant, a single-member Delaware limited liability company, is a wholly-owned direct subsidiary of T-Mobile USA, Inc. (“T-Mobile”), a Delaware corporation. In turn, the following foreign entities hold an indirect or direct ownership interest in T-Mobile, and thus an indirect ownership interest in the Applicant. These direct and indirect ownership interests also are illustrated in the attached organizational chart.

- *Federal Republic of Germany (“FRG”)*: FRG directly holds approximately 14.83 percent of the ownership interests of Deutsche Telekom AG (“DT”) (consisting of 646.6 million shares of common stock). FRG also directly holds approximately 80 percent of the ownership interests in Kreditanstalt für Wiederaufbau, which, as described below, holds approximately 16.87 percent of the ownership interests in DT. Thus, FRG is deemed to hold approximately 31.70 percent of DT.
- *Kreditanstalt für Wiederaufbau (“KfW”)*: KfW is a bank controlled by the German government and federal states. KfW directly holds approximately 16.87 percent of the ownership interests of DT (consisting of 735.7 million shares of DT common stock).
- *Deutsche Telekom AG (“DT”)*: DT is a corporation organized under the laws of the Federal Republic of Germany. DT directly holds 100 percent of the ownership interests of T-Mobile International Holding GmbH.
- *T-Mobile International Holding GmbH (“TMIHG”)*: TMIHG is a limited liability company organized under the laws of the Federal Republic of Germany. TMIHG directly holds greater than a 99 percent limited partnership interest in T-Mobile International AG & Co.

¹ See FCC Public Notice, *Auction of Advanced Wireless Services Licenses Closes*, DA-06-1882 (Sept. 20, 2006).

KG. TMIHG also directly holds a 100 percent interest in T-Mobile International AG, which, as described below, holds less than a 1 percent general partnership interest in T-Mobile International AG & Co. KG.

- *T-Mobile International AG (“TMIAG”)*: TMIAG is a corporation organized under the laws of the Federal Republic of Germany. TMIAG directly holds less than a 1 percent general partnership interest in T-Mobile International AG & Co. KG.
- *T-Mobile International AG & Co. KG (“TMIAG&C”)*: TMIAG&C is a limited partnership organized under the laws of the Federal Republic of Germany. TMIAG&C directly holds 100 percent of the ownership interests in T-Mobile Global Holding GmbH.
- *T-Mobile Global Holding GmbH (“TMHG”)*: TMHG is a limited liability company organized under the laws of the Federal Republic of Germany. TMHG directly holds 100 percent of the ownership interests in T-Mobile USA, Inc. (consisting of 269,738,185 shares of T-Mobile USA, Inc. common stock and 3,906,250 shares of T-Mobile USA, Inc. preferred).

2. Country of Origin and Address

The country of origin and address for each of the foreign ownership interest holders listed above are:

Name (Country of Origin)	Address
Federal Republic of Germany (Germany)	c/o Federal Ministry of Finance Wilhelmstr. 97 Berlin, Germany 10117
Kreditanstalt fur Wiederaufbau (Germany)	Palmengartenstrasse 5-9 Frankfurt, Germany 60325
Deutsche Telekom AG (Germany)	Friedrich-Ebert-Allee 140 Bonn, Germany 53113
T-Mobile International Holding GmbH (Germany)	Landgrabenweg 151 Bonn, Germany 53227
T-Mobile International AG (Germany)	Landgrabenweg 151 Bonn, Germany 53227
T-Mobile International AG & Co. KG (Germany)	Landgrabenweg 151 Bonn, Germany 53227

Name (Country of Origin)	Address
T-Mobile Global Holding GmbH (Germany)	Landgrabenweg 151 Bonn, Germany 53227

3. Public Interest Statement

Allowing the Applicant to hold the AWS licenses for which it was the high bidder in Auction No. 66 serves the public interest. The Commission has previously determined that the 100 percent foreign ownership of T-Mobile and its licensee subsidiaries by interest holders from Germany, a World Trade Organization (“WTO”) member, was entirely consistent with the public interest. The Commission concluded when DT acquired T-Mobile that “foreign investment can promote competition in U.S. markets and that the public interest is served by permitting more open investment in U.S. common carrier radio licenses by entities from WTO member countries.”² The Commission adopted a rebuttable presumption that no competitive concerns are raised by the indirect foreign investment in licensees by entities from WTO member countries.³ In the context of Personal Communications Services and other licenses, there was no evidence of competitive concerns to rebut this presumption in the case of T-Mobile.⁴ T-Mobile should be entitled to the same presumption that no competitive concerns are raised and that the public interest would be served in this case. As further discussed below, the current foreign investment in T-Mobile serves to bolster the resources available to T-Mobile for the development and operation of its wireless network, including operation of AWS licenses acquired in Auction No. 66.

T-Mobile’s operations in the United States have benefited American consumers and wireless competition by introducing competitive rates, expanding coverage into new markets, and developing new and innovative services. Especially in a time of some consolidation in the wireless marketplace, T-Mobile’s presence is important to maintain competition in the industry. Indeed, T-Mobile had fewer than six million customers and 8,200 employees in the United States in 2001. Today, T-Mobile is one of the fastest growing nationwide wireless service providers with over 23 million customers and over 30,000 employees in the U.S. The growth the company has experienced is a testament to its success in the U.S. market. T-Mobile also has distinguished itself as the most consumer-friendly wireless carrier in the United States, as determined by J.D. Power and Associates.

² *VoiceStream Wireless Corp., Powertel, Inc., and Deutsche Telekom AG*, 16 FCC Rcd 9779, 9790 (2001) (“*VoiceStream-DT Order*”) (citing *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, 23940 (1997)).

³ *See id.*

⁴ *See id.* at 9827-34.

T-Mobile can only improve and expand its existing service with new AWS spectrum acquired in Auction No. 66, which will benefit competition and innovation in the marketplace. Permitting the Applicant, with the current levels of previously-approved indirect foreign ownership, to acquire the licenses for which was the high bidder in Auction No. 66 will serve the public interest by facilitating T-Mobile's development of a more efficient and competitive wireless network that offers consumers a compelling choice from among a variety of advanced mobile services. Additionally, users of other carriers' networks also will enjoy the lower prices and innovative service offerings that will naturally flow from increased competition.

4. Petition for Declaratory Ruling

In 2001 the Commission consented to DT's acquisition of T-Mobile (then known as VoiceStream Wireless Corporation) and its PCS, point-to-point microwave, and other wireless licenses. The Commission concluded at that time that the 100 percent foreign ownership of T-Mobile and its wholly-owned licensee subsidiaries was consistent with the public interest under Section 310(b)(4) of the Communications Act of 1934, as amended.⁵ The current foreign ownership of T-Mobile and its wholly-owned licensee subsidiaries remains within the parameters previously approved by the Commission. The level of the Federal Republic of Germany's ownership interest in DT or, indirectly, in T-Mobile has decreased from 45.7 percent to 31.70 percent since the consummation of the DT/VoiceStream merger.

T-Mobile believes that the Commission's prior ruling approving the 100 percent foreign ownership of T-Mobile and its wholly-owned licensee subsidiaries under Section 310(b)(4) clearly covers the acquisition of AWS licenses. Nonetheless, T-Mobile filed on May 10, 2006, and amended on June 19, 2006, a petition requesting that the Commission confirm that its prior foreign ownership rulings permit the acquisition of AWS licenses. In the alternative, should the Commission conclude that the prior rulings do not apply to AWS licenses, out of an abundance of caution, T-Mobile also petitioned for a new declaratory ruling to permit the Applicant to acquire AWS licenses. A date-stamped copy of the petition, as amended, is attached.

⁵ *See id.* at 9846.