

AMENDMENT

T-MOBILE USA, INC. ("T-Mobile"), SUNCOM WIRELESS HOLDINGS, INC. ("SunCom") and DEUTSCHE TELEKOM AG ("Deutsche Telekom"), on the one hand, and THE U.S. DEPARTMENT OF JUSTICE ("DOJ"), THE FEDERAL BUREAU OF INVESTIGATION ("FBI"), and THE U.S. DEPARTMENT OF HOMELAND SECURITY ("DHS" and, together with DOJ and FBI, the "USG Parties"), on the other (referred to individually as a "Party" and collectively as the "Parties"), hereby agree as follows:

Recitals

Whereas, Deutsche Telekom, VoiceStream Wireless Corporation, and VoiceStream Wireless Holding Corporation ("VoiceStream Holdings"), on the one hand, and the FBI and DOJ, on the other, entered into an Agreement dated as of January 12, 2001, with respect to the acquisition of VoiceStream Holdings by a wholly-owned subsidiary of Deutsche Telekom ("the Agreement"); and

Whereas, T-Mobile is the successor in interest to VoiceStream Holdings under the Agreement referenced above; and

Whereas, T-Mobile remains a 100% indirect subsidiary of Deutsche Telekom; and

Whereas, T-Mobile plans to purchase a 100% interest in SunCom and to make SunCom a wholly-owned subsidiary of T-Mobile, subject to approval by the Federal Communications Commission ("FCC") and the DOJ and the Federal Trade Commission, as well as shareholder approval; and

Whereas, T-Mobile and SunCom have filed applications with the FCC seeking approval for the transfer of control of SunCom to, and merger with, T-Mobile (WT Docket No. 07-237, ULS File Nos. 0003178512 and 0003178835, IBFS File Nos. ITC-T/C-20071001-00404, ITC-T/C-20071001-00405 and ISP-PDR-20071001-00013) ("the Applications"); and

Whereas, in accordance with Section 7.2 of the Agreement, T-Mobile and SunCom have requested the FCC to condition the grant of the Applications on compliance with the terms of the Agreement;

Now therefore, T-Mobile, Deutsche Telekom, SunCom and the USG Parties hereby agree that the Agreement referenced above shall be amended as follows:

Agreement

1. The first paragraph of the Agreement shall hereby be amended by replacing "THE FEDERAL BUREAU OF INVESTIGATION ("FBI") and THE U.S. DEPARTMENT OF JUSTICE ("DOJ")" with "THE FEDERAL BUREAU OF INVESTIGATION ("FBI"), THE U.S. DEPARTMENT OF JUSTICE ("DOJ"), and THE U.S. DEPARTMENT OF HOMELAND SECURITY ("DHS")."

2. The Recitals of the Agreement shall hereby be amended by deleting "and" at the end of the fourteenth recital, adding "and" at the end of the fifteenth recital, and adding as the sixteenth recital: "WHEREAS, the Parties acknowledge that the provisions of this Agreement will apply to SunCom Wireless Holdings, Inc. following its acquisition by T-Mobile USA, Inc., successor in interest to VoiceStream Holdings and an indirect, wholly owned subsidiary of Deutsche Telekom AG, and that SunCom Wireless Holding, Inc. will be a 'U.S. Subsidiary' pursuant to Section 1.21 of this Agreement;"

3. Section 5.12 of the Agreement shall hereby be amended to add the following notice/contact information for DHS as the fifth paragraph thereof, immediately prior to the paragraph beginning "Deutsche Telekom AG":

U.S. Department of Homeland Security
Assistant Secretary for Policy
3801 Nebraska Ave., N.W.
Washington, D.C. 20528

4. Sections 1, 2 and 3 of this Amendment shall become effective concurrently with the closing of T-Mobile's acquisition of SunCom. In the event that such closing does not occur, Sections 1, 2 and 3 of this Amendment shall be void and of no force or effect.

5. Upon the execution of this Amendment by all the Parties, the USG Parties shall promptly notify the FCC that, provided the FCC adopts a condition substantially the same as set forth in Section 7.2 of the Agreement, the USG Parties have no objection to the FCC's grant of the pending Applications described in the Recitals to this Agreement.

This Amendment is executed on behalf of the Parties:

UNITED STATES DEPARTMENT OF JUSTICE

By: Kenneth L. Weinstein *by C. Steele, Chief of Staff* Date: 12-17-07

Kenneth L. Weinstein
Assistant Attorney General for National Security
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

U.S. DEPARTMENT OF HOMELAND SECURITY

By:  Date: Jan 4, 2007

Stewart A. Baker
Assistant Secretary of Policy
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

FEDERAL BUREAU OF INVESTIGATION

By: _____ Date: _____
Ms. Elaine N. Lammert
Deputy General Counsel
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

DEUTSCHE TELEKOM AG

By: U. Zwach Date: 7 Dec 2007
Dr. Ulrich Zwach, LL.M.
Vice President Regulatory and Public Law
Group Legal Affairs
Friedrich-Ebert-Allee 140
53113 Bonn, Germany

T-MOBILE USA, INC.

By: _____ Date: _____
Brian Kirkpatrick
Executive Vice President and Chief Financial Officer
12920 SE 38th Street
Bellevue, WA 98006

SUNCOM WIRELESS HOLDINGS, INC.

By: _____ Date: _____
Eric Haskell
Executive Vice President and Chief Financial Officer
1100 Cassatt Road
Berwyn, PA 19312


FEDERAL BUREAU OF INVESTIGATION

By: _____ Date: _____
Ms. Elaine N. Lammert
Deputy General Counsel
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

DEUTSCHE TELEKOM AG

By: _____ Date: _____
Dr. Ulrich Zwach, L.L.M.
Vice President Regulatory and Public Law
Group Legal Affairs
Friedrich-Ebert-Allee 140
53113 Bonn, Germany

T-MOBILE USA, INC.

By:  _____ Date: 12/7/2007
Brian Kirkpatrick
Executive Vice President and Chief Financial Officer
12920 SE 38th Street
Bellevue, WA 98006

SUNCOM WIRELESS HOLDINGS, INC.

By: _____ Date: _____
Eric Haskell
Executive Vice President and Chief Financial Officer
1100 Cassatt Road
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FEDERAL BUREAU OF INVESTIGATION

By: _____ Date: _____
Ms. Elaine N. Lammert
Deputy General Counsel
935 Pennsylvania Avenue, N.W.
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DEUTSCHE TELEKOM AG

By: _____ Date: _____
Dr. Ulrich Zwach, L.L.M.
Vice President Regulatory and Public Law
Group Legal Affairs
Friedrich-Ebert-Allee 140
53113 Bonn, Germany

T-MOBILE USA, INC.

By: _____ Date: _____
Brian Kirkpatrick
Executive Vice President and Chief Financial Officer
12920 SE 38th Street
Bellevue, WA 98006

SUNCOM WIRELESS HOLDINGS, INC.

By: Eric Haskell Date: 12/17/07
Eric Haskell
Executive Vice President and Chief Financial Officer
1100 Cassatt Road
Berwyn, PA 19312