

ATTACHMENT 1

Notification of the Pro Forma Transfer of Control of the International Section 214 Authorizations of T-Mobile USA, Inc.

T-Mobile USA, Inc. (“T-Mobile”) notifies the Commission of an internal corporate reorganization that resulted in the *pro forma* transfer of control of T-Mobile’s international Section 214 authorizations. Specifically, the reorganization resulted in the insertion of an intermediate-tier holding company between T-Mobile and its parent company Deutsche Telekom AG (“DT”). Because the restructuring did not result in a change in ultimate control of T-Mobile or its international Section 214 authorizations, the transfer of control is *pro forma* in nature.

Answer to Question 10

Contact Information For All Parties To This Notification

With a copy to:

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Prior International Section 214 Authorizations

T-Mobile holds global resale authority pursuant to Section 63.18(e)(2) of the Commission’s rules pursuant to File No. ITC-214-19960930-00473 on all U.S.-international routes except Macedonia, Montenegro and Uzbekistan. T-Mobile holds global resale authority on the U.S.-Macedonia and U.S.-Uzbekistan international routes pursuant to File No. ITC-214-20061004-00452.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission’s rules, the entities directly or indirectly holding a ten percent or greater interest in T-Mobile are listed below. The direct and indirect ownership of T-Mobile also is illustrated in the organizational chart attached as Exhibit A.

Direct Ownership

Name: T-Mobile Global Holding GmbH (“TMHG”)
Address: Landgrabenweg 151
Bonn, Germany 53227
Citizenship: Germany
Principal Business: Telecommunications and information services
Percentage Held: TMHG directly holds 100 percent of the ownership interests in T-Mobile.

Indirect Ownership

Name: T-Mobile Global Zwischenholding GmbH (“TGZ”)
Address: Friedrich-Ebert-Allee 140
Bonn, Germany 53113
Citizenship: Germany
Principal Business: Telecommunications and information services
Percentage Held: TGZ directly holds 100 percent of the ownership interests in TMHG.

Name: Deutsche Telekom AG (“DT”)
Address: Friedrich-Ebert-Allee 140
Bonn, Germany 53113
Citizenship: Germany
Principal Business: Telecommunications and information services
Percentage Held: DT directly holds 100 percent of the ownership interests of TGZ.

Name: Kreditanstalt für Wiederaufbau (“KfW”)
Address: Palmengartenstrasse 5-9
Frankfort, Germany 60325
Citizenship: Germany
Principal Business: Commercial banking
Percentage Held: KfW, a bank controlled by the German government and federal states, holds approximately 16.87 percent of the ownership interests of DT.

Name: Federal Republic of Germany (“FRG”)
Address: c/o Federal Ministry of Finance
Wilhelmstr 97
Berlin, 10117, Germany
Citizenship: Germany
Principal Business: Government entity
Percentage Held: FRG directly holds approximately 14.83 percent of the ownership interests of DT. FRG also directly holds approximately 80 percent of the ownership interests in KfW which, as described above, holds

approximately 16.87 percent of the ownership interests in DT. Thus, FRG is deemed to hold approximately 31.70 percent of DT.

No other entity or individual holds a sufficient interest in DT to constitute a 10 percent or greater interest in T-Mobile.

Answer to Question 12

T-Mobile has the following interlocking directorates with foreign carriers:

T-Mobile Director	Foreign Carrier	Foreign Carrier Position
René Obermann Member, Board of Directors	Deutsche Telekom AG	Chairman, Board of Management
	T-Systems Business Services GmbH	Chairman, Supervisory Board
	T-Systems Enterprise Services GmbH	Chairman, Supervisory Board
Hamid Akhavan Member, Board of Directors	Deutsche Telekom AG	Member, Board of Management

Answer to Question 13

Description of Transaction

On July 6, 2009, T-Mobile effectuated an internal corporate reorganization that resulted in the dissolution of an intermediate-tier holding company – T-Mobile International AG (“TMIAG”) – between T-Mobile and its parent company DT. T-Mobile notified the Commission of the dissolution of TMIAG on August 4, 2009.¹ T-Mobile recently discovered, however, that the internal corporate reorganization also resulted in the insertion of a new intermediate-tier holding company – T-Mobile Global Zwischenholding GmbH (“TGZ”) – in the place of TMIAG.² Thus, TGZ now is a direct wholly-owned subsidiary of DT and holds 100

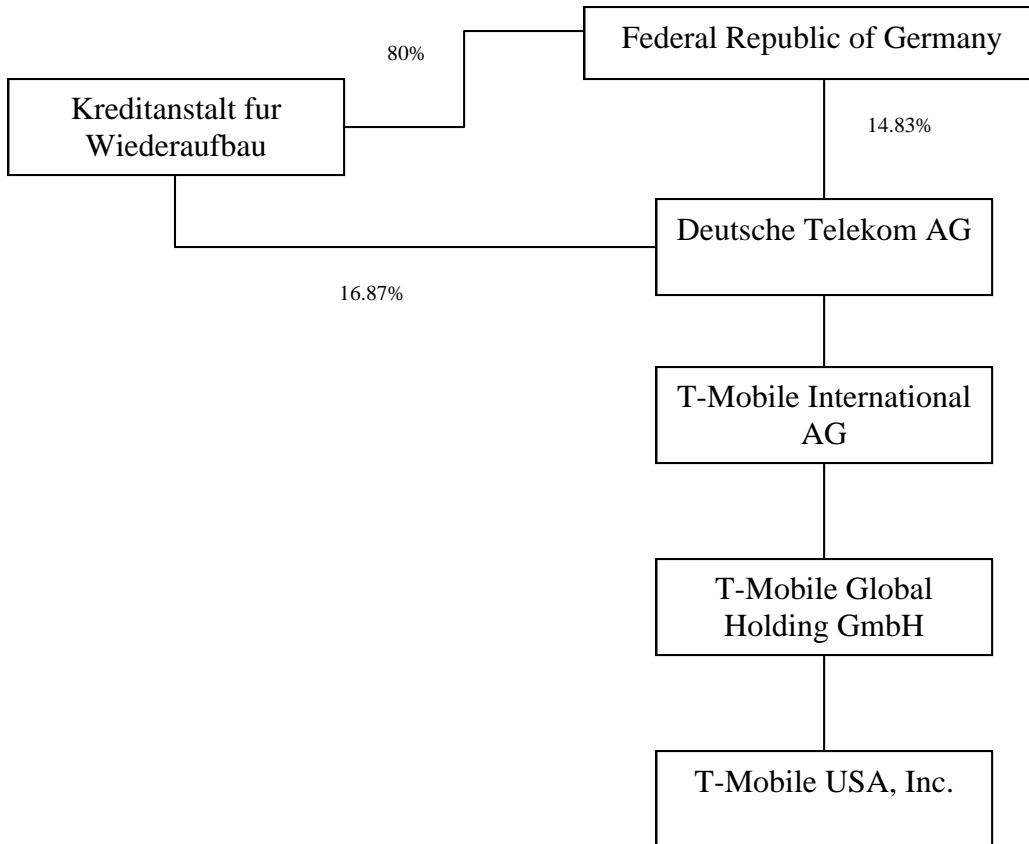
¹ See Notification of the Pro Forma Transfer of Control of the International Section 214 Authorizations of T-Mobile USA, Inc., File No. ITC-T/C-20090804-00367 (Aug. 4, 2009).

² T-Mobile requests a waiver of Section 63.24(f)(2) of the Commission’s rules, 47 C.F.R. § 63.24(f)(2), which requires that the Commission be notified of *pro forma* transfers of control within 30 days after the transaction is completed. As explained above, the failure to disclose the insertion of TGZ, a new intermediate-tier holding company, into T-Mobile’s corporate ownership structure was inadvertent and due to an internal administrative error. Grant of this waiver request serves the public interest by ensuring that the Commission’s records are complete and up to date. Furthermore, grant of this waiver request will not disadvantage consumers or any other party.

percent of the ownership interests in T-Mobile Global Holding GmbH (“TMHG”). TMHG remains the 100 percent owner of T-Mobile. Exhibit A illustrates T-Mobile’s correct ownership structure before and after the reorganization.

EXHIBIT A

**T-Mobile USA, Inc.
Pre-Reorganization**



**T-Mobile USA, Inc.
Post-Reorganization**

