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9 UNITED STATES DISTRICT COURT FOR THE
 10 NORTHERN DISTRICT OF CALIFORNIA – SAN FRANCISCO DIVISION

12 HELIO LLC,

13 Plaintiff,

15 vs.

16 PALM INC.

18 Defendant.

Case No. _____

**DECLARATION OF JESSICA WEEKS IN
 SUPPORT OF PLAINTIFF HELIO LLC'S
 APPLICATION FOR TEMPORARY
 RESTRAINING ORDER AND FOR
 ORDER TO SHOW CAUSE WHY A
 PRELIMINARY INJUNCTION SHOULD
 NOT ISSUE**

Date Filed: December 19, 2006

1 I, Jessica Weeks, declare as follows:

2 1. I am the Senior Manager of Marketing/Advertising for Plaintiff Helio LLC
3 (hereafter "Helio"), a limited liability company. My business address is Helio House,
4 10960 Wilshire Boulevard, Suite 700, Los Angeles, California 90024. I have personal
5 knowledge of the facts stated in this declaration and, if called as a witness, could testify
6 competently to them.

7 2. Helio is a Mobile Virtual Network Operator ("MVNO") that provides wireless
8 communication products and network services to consumers. In part, Helio combines
9 wireless telephone, audio, video, data and Internet innovation with noteworthy service and
10 support designed to deliver a breakthrough mobile experience for consumers. As an
11 MVNO, Helio offers its wireless services under its own brand name but procures these
12 wireless services from large network providers such as Sprint Nextel and Verizon Wireless.

13 3. Helio was created in January 2005 as a joint venture between EarthLink,
14 Inc., one of the largest US internet service providers, and SK Telecom Co., Ltd., one of the
15 largest Korean telecommunications and mobile phone operators. Helio launched its
16 business to consumers on or about May 2, 2006 with two mobile handset models, the
17 HERO™ and the KICKFLIP™, and services that included multimedia and Internet
18 services, including, but not limited to, the ability to access most features of the social
19 networking service MySpace® from a mobile device.

20 4. Prior to my employment with Helio, I was employed by IPG/Deutsch LA,
21 a Los Angeles-based advertising agency, as an account supervisor for marketing of
22 certain consumer brands.

23 5. In the late summer of 2005, Helio decided to engage an advertising agency
24 to help plan and direct its debut into the telecommunications market place. Helio's
25 management gave a presentation to a number of advertising agencies, explaining Helio's
26 vision, focus, target market, demographics and mission. The August 2005, presentation
27 entitled "SK-Earthlink-Introduction," is attached hereto as Exhibit A.

28 6. By the beginning of October 2005, Helio had decided to engage the

1 advertising firm of IPG/Deutsch LA to design and develop a branding strategy for Helio that
2 would alert Helio's consumers to the multiple non-cellular phone functions that the Helio
3 devices offer. These non-cellular phone functions would include:

- 4 • GPS capabilities
- 5 • Video capabilities
- 6 • MySpace access
- 7 • Camera
- 8 • Peer to peer locator through satellite technology
- 9 • Music capabilities

10
11 7. At first, Helio had thought that the new branding campaign would focus
12 primarily on the HELIO brand. However IPG/Deutsch LA had an innovative campaign pitch
13 which focused not only on the HELIO brand but also on the concept that the Helio device
14 was much more than a phone; it was a multimedia device.

15 8. The IPG/Deutsch campaign was also clever in that it tapped directly into
16 Helio's core target market 18-32 year olds with \$40k+ household income. Helio has divided
17 this target market into three priority segments: 1. "FEED ME"- affluent, young adult lead
18 users in technology and cell phones; 2. "SPOIL ME" students with heavy entertainment and
19 communication needs, seeking "cool" image and features; and 3. "SEE ME"-trendsetting,
20 multi-ethnic urban dwellers willing to spend on technology.

21 9. On or about May 2006, Helio debuted the IPG/Deutsch-created branding
22 campaign: "DON'T CALL IT A PHONE" and "DON'T CALL US A PHONE COMPANY." The
23 message embodied in this initial advertising push was featured on the internet sites
24 MySpace.com and Yahoo.com. Later the campaign was broadened to include more
25 traditional media such as magazines, newspapers, radio and television. For example, ads
26 featuring the "DON'T CALL IT A PHONE" branding have appeared in:

- 27 • LUCKY magazine

- 1 • ROLLING STONE magazine
- 2 • SPIN magazine
- 3 • DETAILS magazine
- 4 • ENTERTAINMENT WEEKLY magazine
- 5 • GQ magazine
- 6 • BLENDER magazine
- 7 • BLACKBOOK magazine
- 8 • FILTER magazine
- 9 • SOMA magazine
- 10 • FLAUNT magazine
- 11 • MEAN magazine
- 12 • GIANT magazine
- 13 • THE FADER magazine
- 14 • OUT magazine
- 15 • SWINDLE magazine
- 16 • WIRED magazine

17 In every one of these magazines, the HELIO ad appears on page 1 through 4 or the back
18 cover. The "DON'T CALL IT A PHONE" brand is always used in each ad. Representative
19 examples of these ads are attached hereto as Exhibit B.

20 10. Additionally, the "DON'T CALL IT A PHONE" branding has been featured
21 online in campaigns on AOL, CNET, Google, IDG Entertainment, MSN.COM,
22 MTV.COM, MySpace, PLANETOUT and Yahoo!, among others.

23 11. National television has not been left out. Ads featuring the "DON'T CALL IT
24 A PHONE" branding have appeared on MTV, ADULT SWIM (Cartoon Network), Spike
25 TV, VH-1, Comedy Central, BET, E! and ESPN. The three national television ads for the
26 HELIO device all feature the "DON'T CALL IT A PHONE" brand and are reproduced on a
27 DVD which is included as Exhibit C.

28 12. Likewise local media outlets such as Live 105 Radio have been used to

1 spread the "DON'T CALL IT A PHONE" brand message, particularly in markets where
2 HELIO brand stores have opened. Such a store opened the week of December 11,
3 2006 in Palo Alto, California on University Avenue. Photos of the store are attached
4 hereto as Exhibit D. As can be seen, "DON'T CALL IT A PHONE" appears
5 throughout the store. Furthermore all store employees wear shirts with "DON'T CALL IT
6 A PHONE" emblazoned in bold type on the back of the shirt. Other stores are presently
7 open in Los Angeles and San Diego, with future openings planned for in Denver, New
8 York, Miami, Chicago, Boston, Dallas, Seattle and Atlanta. Helio branded devices and
9 service are also offered for sale at thousands of retail establishments throughout the
10 country.

11 13. Outdoor billboards and wild posting signage also deliver the "DON'T CALL
12 IT A PHONE" message. The outdoor advertising is featured in Los Angeles, New York
13 and San Francisco. Attached hereto as Exhibit E are examples of such signage.

14 14. All together, over 85% of Helio's HELIO brand advertising budget is
15 directly spent on the "DON'T CALL IT A PHONE" campaign. In 2006, Helio has spent
16 over \$30M in advertising dollars with respect to the HELIO brand to date. Most, if not
17 all, of Helio's HELIO brand consumer media advertising features the "DON'T CALL IT A
18 PHONE" brand positioning.

19 15. The "DON'T CALL IT A PHONE" branding campaign has also been
20 featured at HELIO sponsored parties and events.

21 16. From May to November 2006, twenty (20) cocktail parties were held at trendy
22 bars and clubs in Los Angeles, San Francisco, Dallas, Chicago, Boston, Philadelphia,
23 Washington DC, New York, Atlanta and Miami.

24 17. Over 9,000 trendsetters attended these parties. HELIO brand devices were
25 demonstrated and cards were distributed that featured the BLUE HELIO cocktail recipe on
26 one side and on the other side, the "DON'T CALL IT A PHONE" brand positioning.
27 Attached hereto as Exhibit F, is one of the cards.

28 18. One of the Helio events that was reported in the popular media, such as

1 EIONLINE, was the NYLON/MySpace Music Issue Launch event. Held at the celebrity bar
2 Element in Los Angeles, 400 attendees, such as Justin Timberlake and Cameron Diaz
3 received the BLUE HELIO cocktail recipe on the "DON'T CALL IT A PHONE" branded card.

4 19. Approximately five months into the brand campaign, Helio commissioned a
5 brand equity study of 1,900 individuals. These individuals were either sampled using an
6 internet survey (nationally) or interviewed in the Chicago, New York, Los Angeles or San
7 Francisco markets. Of those individuals surveyed, Sixty-One percent (61 %) correctly
8 attributed the "DON'T CALL IT A PHONE" branding to the HELIO brand. When asked to
9 state in their own words what the key message is for HELIO devices, the Helio target
10 market said "it's not just a phone." Forty-Four percent (44%) of the Helio target market
11 responded thus and Thirty-Seven percent (37%) of the 18-34 year old market also
12 responded in the same way.

13 20. There is also a page that Helio has created on the MySpace.com website. It
14 can be found at www.myspace.com/helio. There are over One Hundred Eighty Thousand
15 friends that can be found on the Helio web page. A number of HELIO friends have posted
16 comments on the page, which are easily retrieved. Here are some representative
17 comments from these friends:

- 18 • "What's up helio people. Helio the best. Dcn't (sic) call us a phone company,
19 don't call us a phone."
- 20 • "Don't call it a phone. Don't call us a phone company."
- 21 • "Wat up Helio.Love the commercials you guys have out, exspecially (sic)the
22 one with the Chinese man in. "It's not a phone." Don't call us a phone
23 company. Don't call us a phone. Lol

24 A representative sample of these MySpace posts are attached hereto as Exhibit G.

25 21. Since the development of its DON'T CALL IT A PHONE branding campaign
26 beginning in 2005 and first use in May 2006, Helio has consistently used the DON'T CALL
27 IT A PHONE marks in the marketing, advertising, sale and distribution of their mobile media
28 devices throughout the United States with respect to its Helio brand. As a result of Helio's

1 extensive use of its DON'T CALL IT A PHONE marks in its national media campaign, Helio
2 has built up valuable recognition among consumers that associate the DON'T CALL IT A
3 PHONE marks with Helio, and Helio owns the valuable consumer goodwill that is associated
4 with the DON'T CALL IT A PHONE marks.

5 22. I first became aware of Palm, Inc.'s ("Palm") use of the tagline NOT JUST A
6 CELL PHONE on or about December 12, 2006 when I read an article from that day's edition
7 of Brandweek.com entitled "Fresh Push Begins for Palm's Treo 680." The article states that
8 "[Palm's director of marketing communications Scott] Hancock acknowledged the similarity
9 to the positioning of rival Helio." A copy of that article is attached as Exhibit H.

10 23. I subsequently became aware of Palm's new holiday advertising blitz that has
11 begun to appear in the same marketing channels as Helio's DON'T CALL IT A PHONE
12 advertising, as well as the very same magazine edition or on billboards mere blocks apart.
13 For example, Palm has reportedly taken out advertising in the February 2007 issues of GQ
14 and Lucky magazines featuring its "Not Just a Cell Phone" advertisements where Helio has
15 placed its DON'T CALL IT A PHONE advertising.¹ Palm also placed advertising in the
16 December 15, 2006 edition of Entertainment weekly, just one week after Helio's DON'T
17 CALL IT A PHONE advertising appeared in the December 8, 2006 edition of the same
18 magazine.

19 24. Attached as Exhibit I is a copy of an advertisement for Palm's Treo device
20 from the December 14, 2006 issue of Rolling Stone.

21 25. Attached as Exhibit J is a copy of an advertisement for Palm's Treo device
22 from the December 15, 2006 issue of Entertainment Weekly.

23 26. Attached as Exhibit K is a copy of an article from the December 14, 2006 issue
24 of Media Post entitled "Palm Launches \$25 Million campaign for Treo."
25
26
27

28 ¹ The February 2007 issues of GQ and Lucky will be released in January of 2007.

1 27. I am informed and believe that the photograph of an advertisement for Palm's
2 Treo device attached as Exhibit L was taken on December 14, 2006 in New York, New
3 York.

4 28. I am informed and believe that the photograph of an advertisement for Palm's
5 Treo device attached as Exhibit M was taken on December 14, 2006 in New York, New
6 York.

7 29. I am informed and believe that the photograph attached as Exhibit N of an
8 advertisement for Palm's Treo device was taken on December 14, 2006 in New York, New
9 York.

10 30. I am informed and believe that the photograph attached as Exhibit O an
11 advertisement for Palm's Treo device was taken on December 14, 2006 in New York, New
12 York.

13 31. Attached as Exhibit P is a screen print of a website advertising Palm's Treo
14 device at www.ontreo.com.

15 32. Palm is a much larger company than Helio with far greater financial resources.
16 According to Palm, its fiscal 2006 revenues were \$1.6 billion dollars, with profits of \$336
17 million. Attached as Exhibit Q is a press release from Palm's website that sets forth its fiscal
18 year 2006 revenue and profits.

19 33. In contrast, Helio has not yet made a profit. For the nine months ending
20 September 30, 2006, Helio incurred a net loss of \$117,652,000 on revenues of
21 \$23,987,000.

22 34. The \$25 million that Palm plans to spend on this single six-month campaign is
23 represents an enormous portion of Helio's entire 2006 marketing budget for the Helio brand.

24 35. Up until August 2006, Helio sold Palm's Treo device. Helio still provides
25 customer support for those Treo device consumers. As of November 30, 2006, Palm Treo
26 devices represented approximately 10% of Helio's paid subscriber base.

27
28

1 36. Helio's main strategic partners include MySpace, Google and Yahoo!. Helio
2 provides access to content on Fandango, The Onion, FUELTV, IGN, Jimmy Kimmel,
3 POPSUGAR, SLATE, SURFLINE, among others.

4 37. Palm's "NOT JUST A CELL PHONE" campaign features Helio's partners such
5 as Google, The Onion, Fandango and Yahoo! They are running online ads on the Onion,
6 Fandango and Yahoo! Additionally, Palm's outdoor billboard ads feature some of these
7 same partners. Please see examples of Palm's outdoor billboard ads attached hereto as
8 Exhibit R.

9 38. Helio had an exclusive relationship with MySpace that recently expired.
10 Exhibit S is a Palm TREO advertisement that shows the "NOT JUST A CELL PHONE"
11 campaign. This ad is co-branded with Cingular Wireless, a large wireless network provider.
12 Attached as Exhibit T is a news release carried by CNN.com dated today which announces
13 that Cingular has made a deal with MySpace. The release also notes that MySpace already
14 has a deal with Helio.

15 39. I believe Palm intentionally adopted its tagline to confuse consumers into
16 believing that there is some relationship between the two companies.
17 This is due to the similarity between Helio's and Palm's taglines and Palm's emulation of our
18 marketing and partnership strategy.

19 40. Palm's use of the slogan NOT JUST A CELL PHONE will seriously undermine
20 Helio's brand equity in its marks. Given how important these marks are to Helio's brand
21 message, such a loss would likely be disastrous. Helio is a very young company competing
22 in a crowded, aggressive market. Consumer confusion and loss of brand awareness at this
23 stage of the company's life will be a serious setback in terms of wasted marketing resources
24 and lost sales.

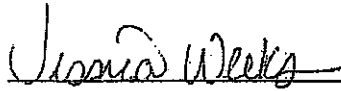
25 41. The timing of Palm's campaign is especially devastating because the holiday
26 season is the most important revenue-generating period in the year for consumer products
27 companies, specifically in the wireless industry.

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I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 18th day of December, 2006, in Los Angeles, California.



JESSICA WEEKS

Exhibit A



Introduction

August 2005

Partner briefing agenda

- SK-EarthLink introduction
- Target consumer overview
- Brand differentiation/positioning
 - Products; Services; Distribution
- Brand introduction
- Launch timing
- Assignment and deliverables



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The U.S. Wireless Market

- U.S. consumers are missing out on the most innovative wireless technology currently available in places like Asia
- Increasingly sophisticated, Internet-savvy consumers are underserved by existing voice-oriented wireless operators that are lacking in
 - Technological advances
 - True web integration
 - Marketing segmentation
 - Simplicity



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...Until Today!

SK-EarthLink

- A \$440 million joint venture between EarthLink and SK Telecom
- EarthLink brings 10 years of Internet innovation in narrowband, broadband and wireless
- SK Telecom, the largest mobile operator in Korea, is the world leader in wireless technology and services
 - World's most sophisticated back-office billing and content management systems
 - World's most advanced handsets
 - World leading market segmentation and execution
- SK-EarthLink combines
 - Advanced handsets and systems from SK Telecom...
 - on 3G and Wi-Fi networks in the U.S.
- Launching under an entirely new brand in Q1 2006



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Key executive team members (partial)

- **Sky Dayton, CEO**
 - Founder, founding CEO of EarthLink, largest independent ISP in the world
 - Founder, founding CEO of Boingo Wireless, leading Wi-Fi network aggregator
 - Co-founder or seed investor in several other companies, including JAMDAT Mobile
- **Dr. Wonhee Sull, COO**
 - Created Internet services platforms for SKT (Nate and June)
 - Created real-time billing and mediation environment
 - Integrated online and wireless experiences
- **Todd Tappin, CFO**
 - CFO from start to finish at Overture
 - SVP at Fox, key content relationships
- **Stuart Redsun, EVP Marketing**
 - Former head of worldwide brand marketing, Motorola
 - Worldwide launch of the RAZR product line; distributed "MOTO" campaign to worldwide audience
 - Former advertising and marketing executive at Nike for 11 years; launched Niketown and Nike Golf/Tiger
- **Ali Zanjani, EVP Sales & Distribution**
 - Former president of retail at a top-tier carrier
 - Created distribution programs that changed the industry
 - Architect of sales & distribution channels for two cellular carriers



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Key marketing team members (partial)

- **Jay Bok, Director of Consumer Segmentation**
 - SKT marketing strategies leader, focusing on customer segmentation and branded products
 - Created segmented products such as TTL and UTO with 5mil subscribers in Korea
 - Samsung group brand marketing manager for Gatorade, Cosmetics, Detergents
- **Julie Cordua, Senior Director of Corporate Communications**
 - Motorola: director, global public relations – made RAZR the world's most written about mobile phone; director, global marketing – established consumer-centric front-end planning process
 - Hill & Knowlton: five years of agency experience across multiple marketing clients including Motorola, E*TRADE and Balance Bar
 - Miramax Films: college buzz and viral marketing for films such as Good Will Hunting, Scream and Sliding Doors
- **Leesa Eichberger, Senior Director of Retail Marketing**
 - Former lead marketing executive overseeing national offers and promotions for Cingular Wireless
 - Launched LA market for Pacific Bell Wireless, and oversaw West coast marketing
 - Account executive with Ogilvy & Mather
- **Joe Spencer, Creative Director**
 - NEC: Creation and launch of NEC's Auraline Rich Media Mail Service
 - Disney: Environmental Design concept and creation for Disneyland's New Tomorrowland & Disney Paris
 - Earthlink: Package Design of Total Access: Earthlink's initial product launch



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Consumer Research

THE ONE PAGE BRAND PLAN

VISION:

- To be the premiere high-end mobile brand for young (and young at heart) tech-savvy consumers

MISSION:

- Enable a connected world by enriching the lives of our customers through indispensable wireless services (don't forget about delivering prosperity to our shareholders)

POSITIONING:

- Where lifestyle/fashion meet technology



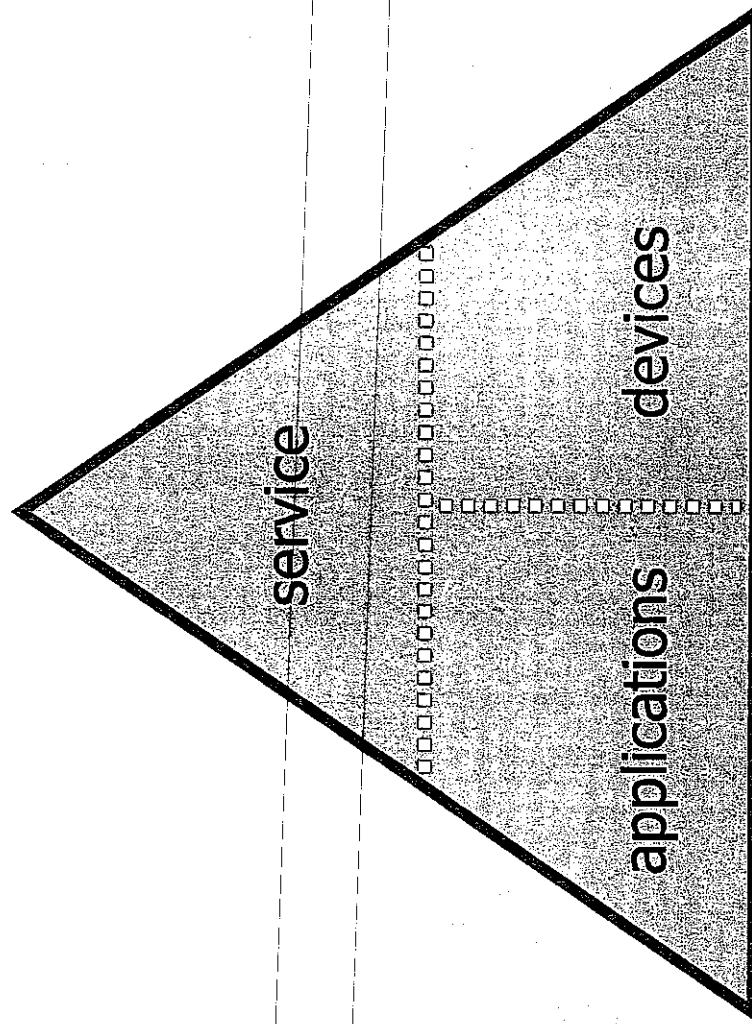
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Approach – what makes us different?

- **Focus!**
 - The first mobile operator brand exclusively targeting **young, tech-savvy consumers** – not soccer moms, businessmen and grandpas
- **Awesome service and support**, delivered as a peer to the customer
- **Simplicity and honesty** in pricing, language and attitude
- **Exclusive, cutting-edge, high-end devices** available nowhere else
 - Sleek ID, hi-res cameras, hi-res screens, USB, slick UI, oodles of memory...
- **No-compromise services built to maximize the 3G experience**
 - Music, video, games, search, LBS, OTA sync, IntroPad...
- **Targeted, exclusive, content** and sponsorships for our unique audience

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the high-end mobile brand



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service

- great support
- simple, easy to understand plans/pricing
- easy to understand bills
- easy trade-ups
- unique web page for every customer
- simple/limited rules
- money back guarantee



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applications & content

- wi-fi integrated with 3G
- content that's unique, cutting edge and relevant
- unique, dynamic media home screen
- mobile blogging
- easter eggs/hidden features
- social networking features
- location based services
- the ability to gift (games, music, video) or beg
- easiest to use ui in the industry
- Ability to swap and use multiple devices
- simple sms/mms applications
- pc sync and ota sync



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devices

- everything we do is "fully-loaded"
- 3G
- exclusive devices
- higher quality screens
- 2 megapixel cameras at an entry point
- expandable memory
- usb
- consistent ui
- easy to use, easier to operate



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brand attributes add up to support our positioning

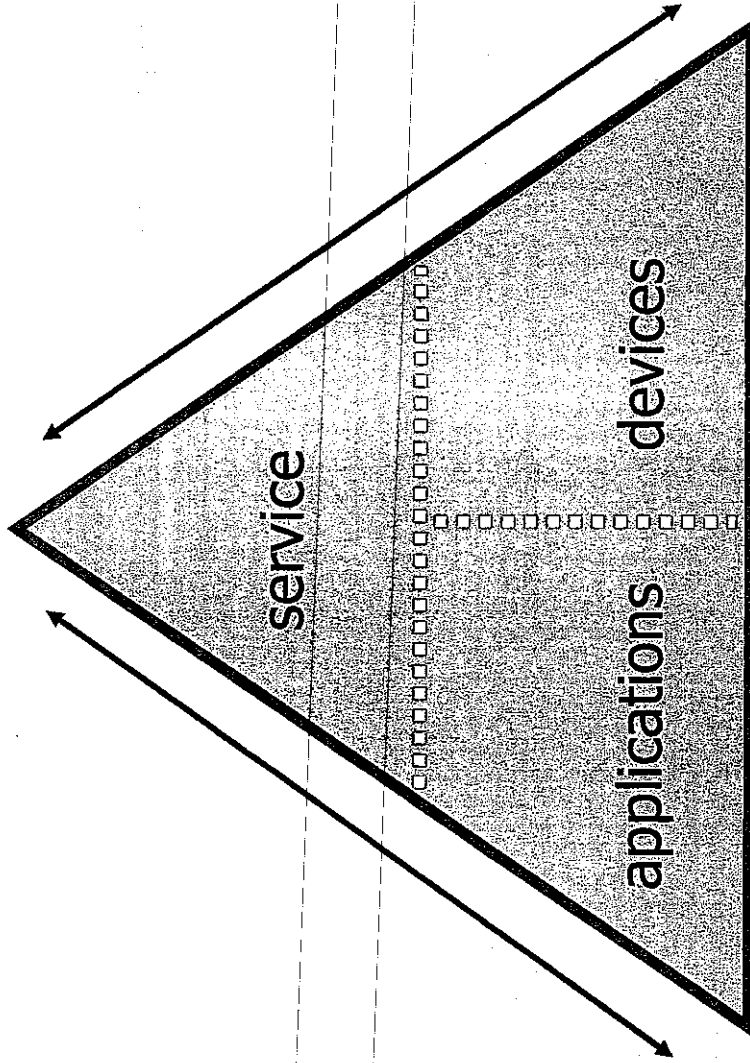
- **innovative/ingenious/surprising**
 - "...you have to see how cool this is"
- **passionate/consumer-centric**
 - "...these guys really take care of me"
- **irreverent edge/youthful spirit**
 - "...this company just gets it"



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the high-end mobile brand

passionate/consumer-centric



innovative/ingenious/surprising

irreverent edge/youthful spirit



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What we're not

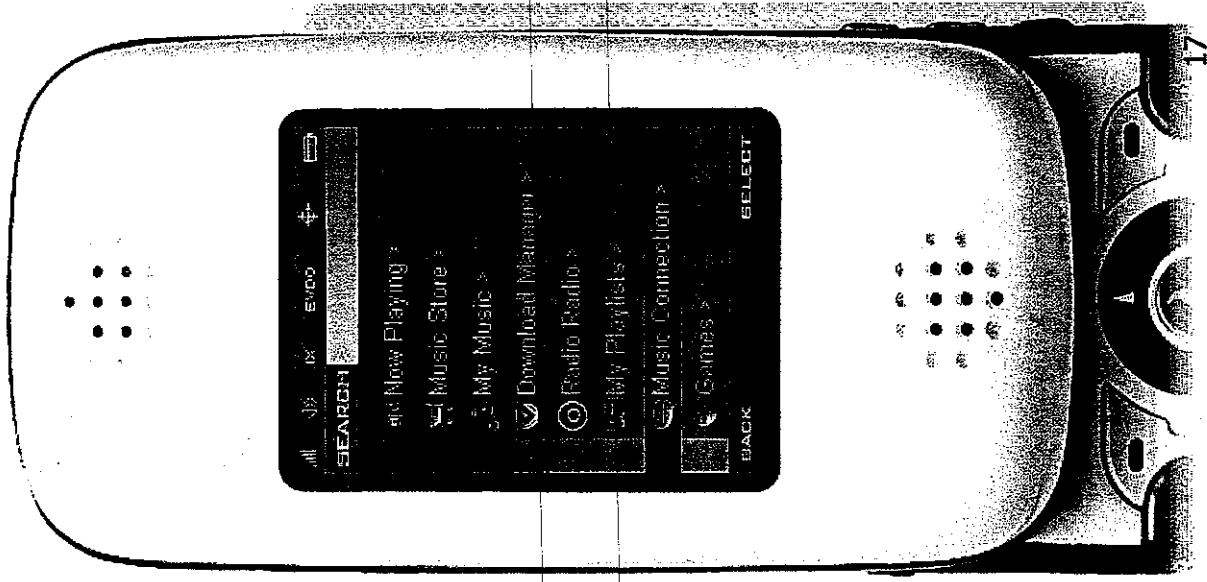
- A big, boring corporate entity. We're speaking to a target that's sick of the large players
- A fly-by-night hip-hop brand. Or a brand trying too hard to be cool
- A pre-paid phone. This is a high-performance brand with strong customer relationships
- A brand that appeals to everyone



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2006 Launch

- Under the new brand, advanced, exclusive handsets launch in Q1
 - High resolution screens
 - Expandable memory
 - USB
 - Stereo speakers
 - Sleek industrial design
- Custom branded UI across devices
- Dynamic content on idle screen
 - Home page elevated to main screen
- Music
- Video
- Games
- Search box on every screen



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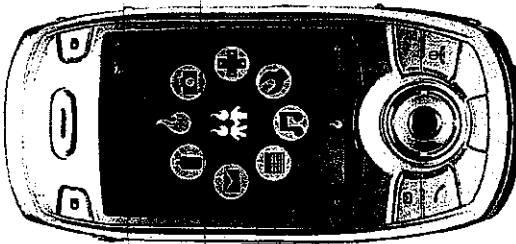
Exclusive launch handsets

- Two exclusive high-end handsets for New Brand in 1Q 2006

"Hero"

Multimedia Powerhouse

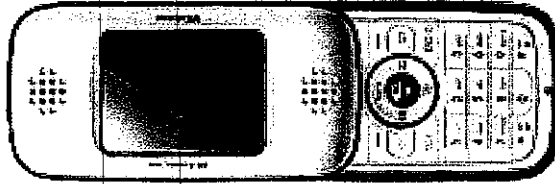
- Premium Entertainment Slider
 - Personal Multimedia Player & 3D Game phone
 - EV-DO
- H/W Features
 - 2M CMOS, Multimedia Processor, 2.2-inch QVGA
 - 5 hot keys for data access
 - Stereo with full duplex speakers
- S/W Features
 - MP3, MPEG 4/H.264 player, 3D Engine, VOD, MOD, MMS, Mobile Flash and Mobile Camcorder



"Y.T."

Sleek, Sophisticated Mini Plasma

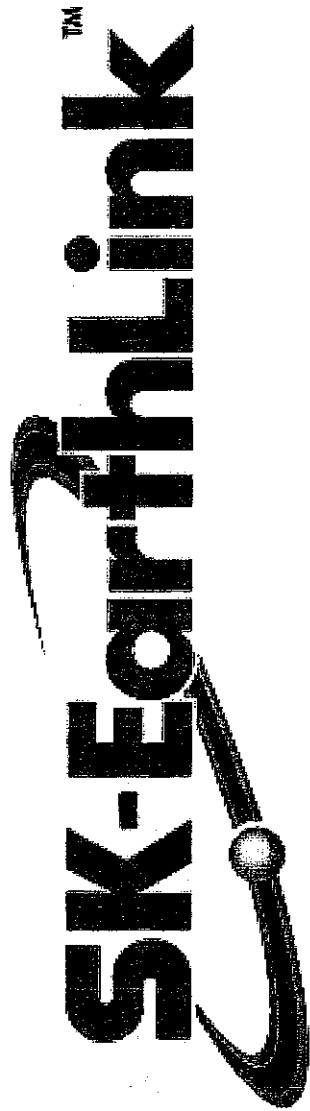
- Fashion Swivel
 - Unique form factor
 - EV-DO
- H/W Features
 - 2M CMOS-AF, 2.2-inch QVGA
 - Mini USB port, external memory slot
 - Full auto hinge & swivel both ways
- S/W Features
 - MP3, VOD, MOD, MMS, Mobile Flash and Mobile Camcorder



SK-EarthLink Proprietary – Subject to Non-Disclosure Agreement



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Services

4 major content drivers

Music

- OTA Music Store & Radio Station offering convenient access to a vast supply of music
- Online, offline, and wireless integration

Video

- Premium downloads and streaming video services to ALL SK-E handsets in all content categories
- Leveraging network convergence to win the economics of Mobile TV/unicasting-multicasting

Gaming

- Aggressive push in real 3D games, not quasi-3D
- Building the game ecosystem: tournament, reviews, professional game guilds

LBS

- Location Based Services for information, entertainment & safety



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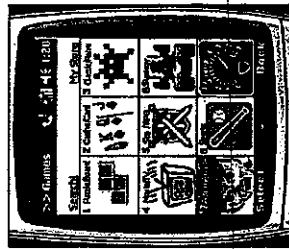
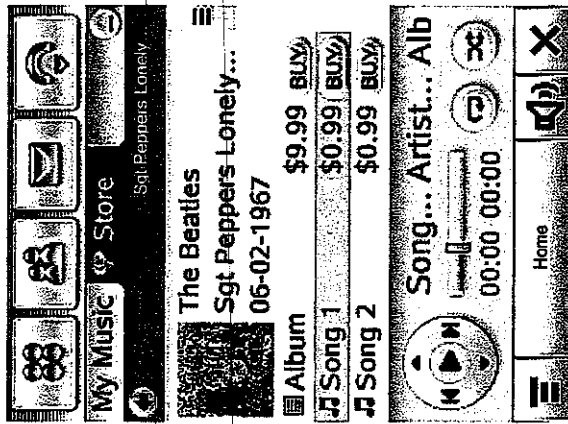
The difference between voice and data...it is not about rate plans



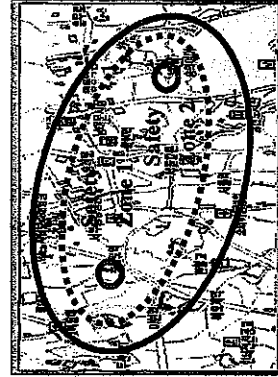
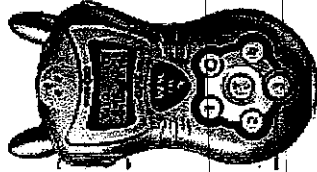
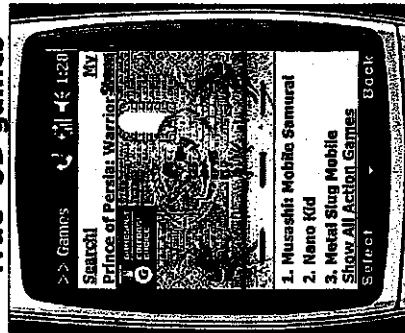
Mobile TV & Video



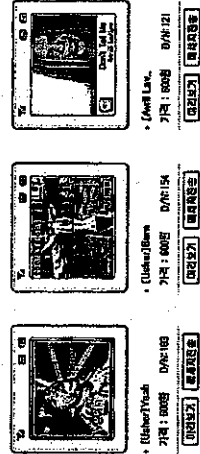
OTA Music Store Example



"True" 3D games



Music Video Web2Mobile Shop



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Music Service Scope for Launch

- Work with an established Branded partner to cooperatively develop a solution for the US market
- Enhanced mobile listening experience
 - Rich media player that supports: creation and editing of multiple playlists, music store link within the media player UI, ability to view content by metadata categories (song, artist, album, or genre)
- Enable users to purchase music directly from their handsets
 - Download hi-fidelity music over the wireless network
- Support "to go" subscription services
 - Listen and download an unlimited amount of songs from a collection of more than 1 million songs to your PC
 - Move your downloads to SKE handsets using a USB cable
- Streaming radio to your PC
 - Listen to 120+ ad-free radio stations, thousands of customized stations or create your own



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Why can't carriers create the same services?

- Carriers are "addressing" the mass market not "targeting" any specific segment
 - Carriers need to appeal to the mass market
 - Risk churn by targeting specific segments
- Carriers have legacy brands that have been focused exclusively on voice services
- US carriers are behind the rest of the world with wireless technology advances and integrated programs



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Pricing strategy

- Industry pricing is too complex
- Solution: **Simplicity**
- Moving towards flat rate with Wi-Fi



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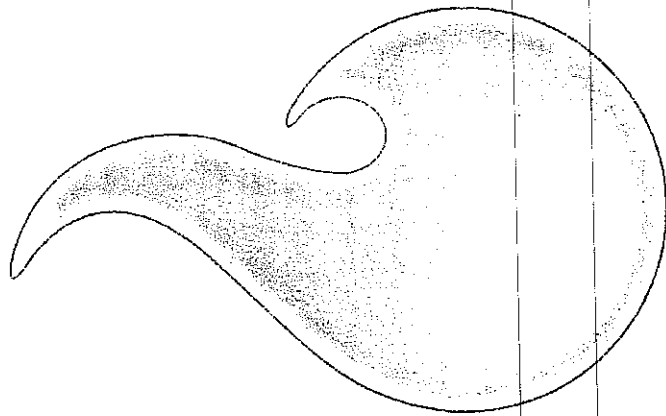
Sales and Distribution



The New Brand



What makes us different?



0173H

So, what is HELIO?



- Are you Heliocentric?



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What consumers said about HELIO:

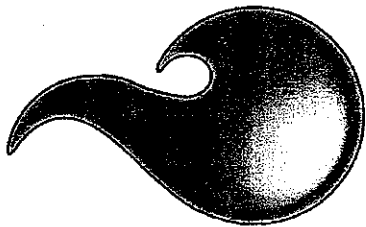
- Cool, unique name
- Sounds futuristic
- Reminds them of helium; something light
- The sun
- Friendly; looks like Hello
- Audio/video and advanced technology
- Feels high-end



HELIO

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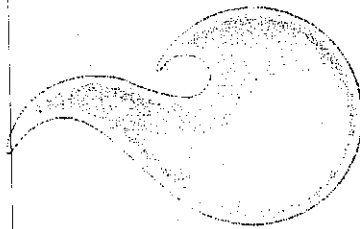
HELIO
DITHEH



HELIO
DITHEH



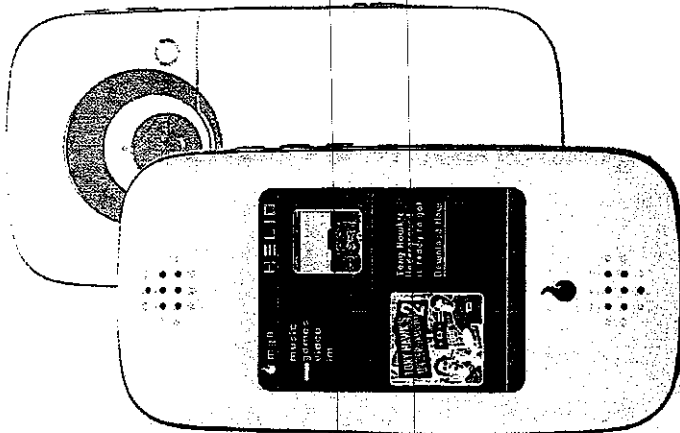
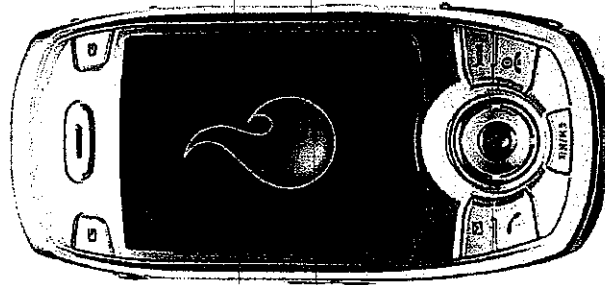
HELIO
DITHEH

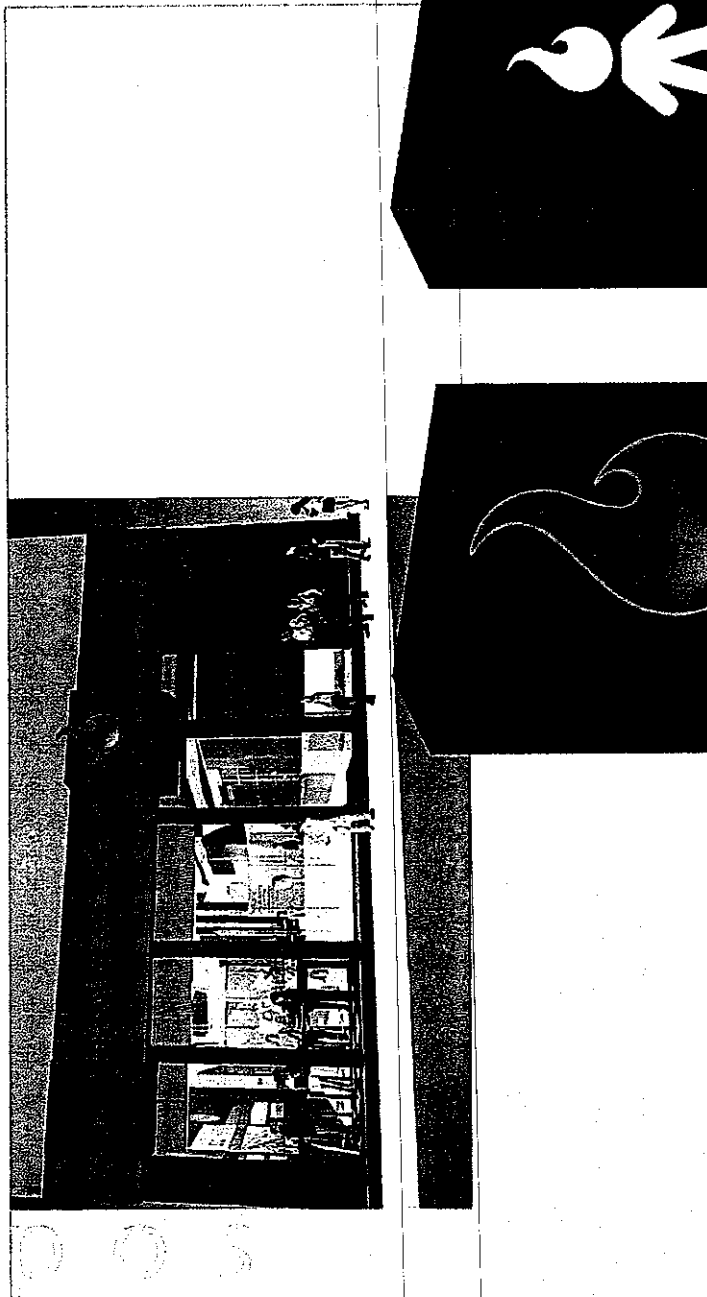
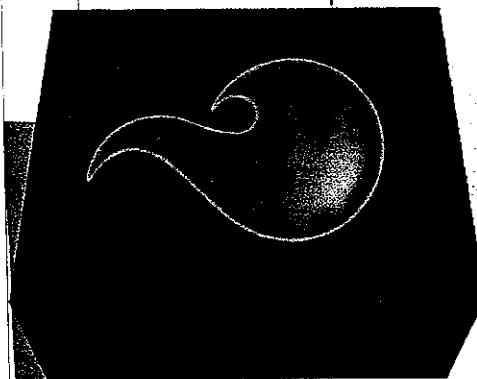


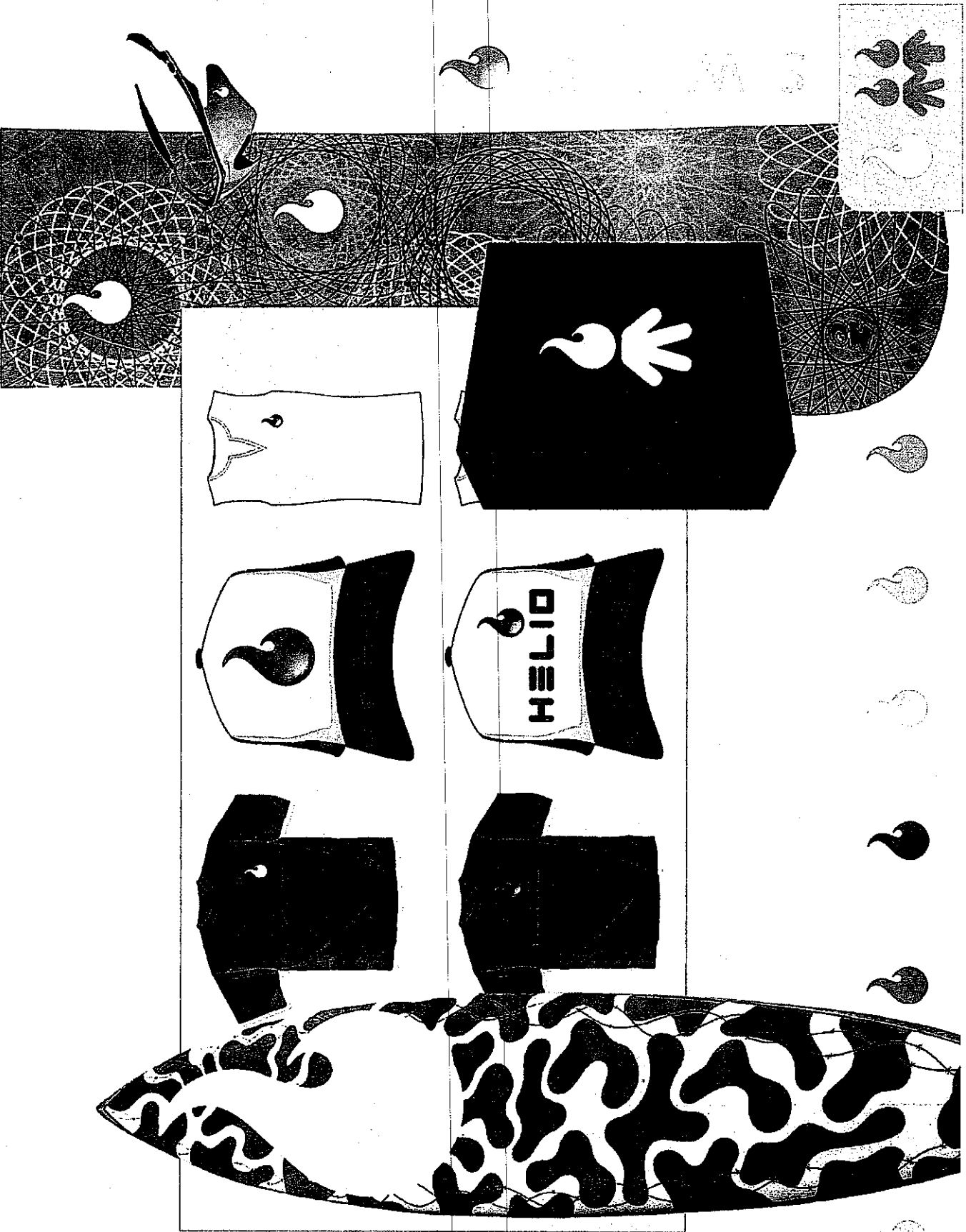
HELIO
DITHEH



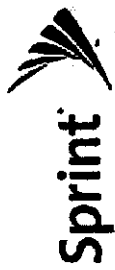
Product description







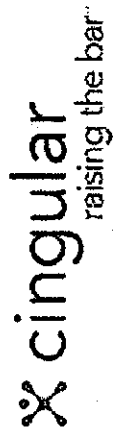
Competitive Positioning



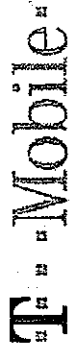
Minutes & Rates



Reliable Network



Rollover Minutes
Exclusive Handsets



Get More Minutes



Hip-Hop Lifestyle



Pay As You Go

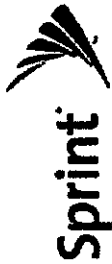


We've Got Porn



Sports

Competitive Positioning



Minutes & Rates



Rollover Minutes
Exclusive Handsets



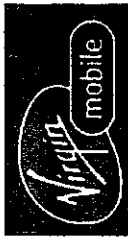
Reliable Network



Get More Minutes



Hip-Hop Lifestyle



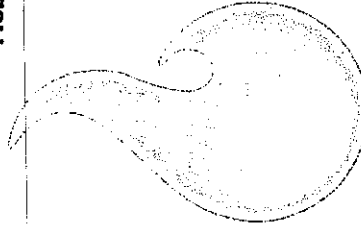
Pay As You Go



Mobile Entertainment
(Porn)



Sports



HELLO

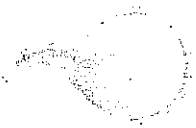
High - End High - Performance

Consumer Perception

Young/Consumer

Old/Corporate

HELIO

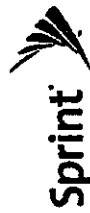


x cingular

raising the bar



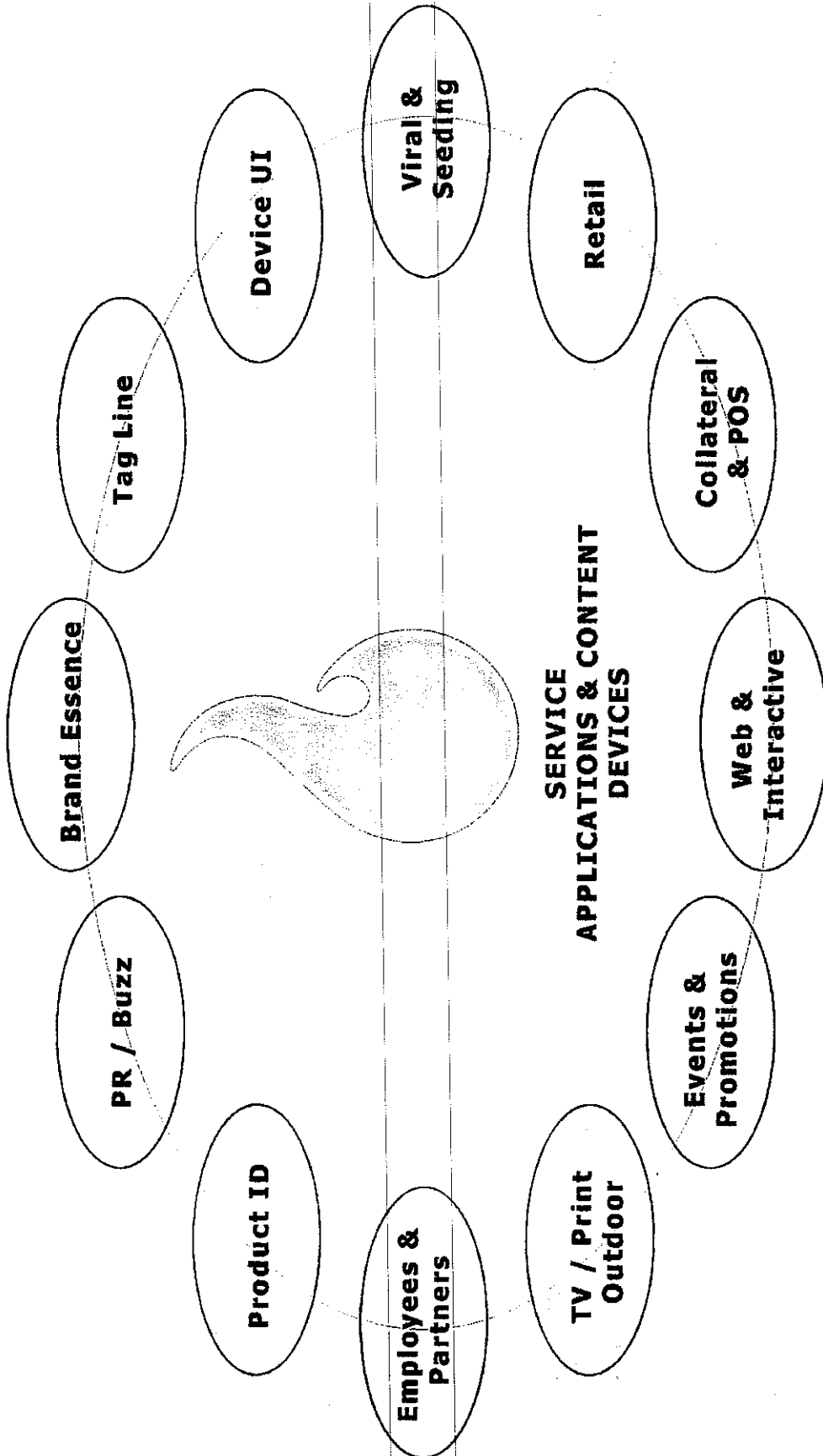
T-Mobile



Quality

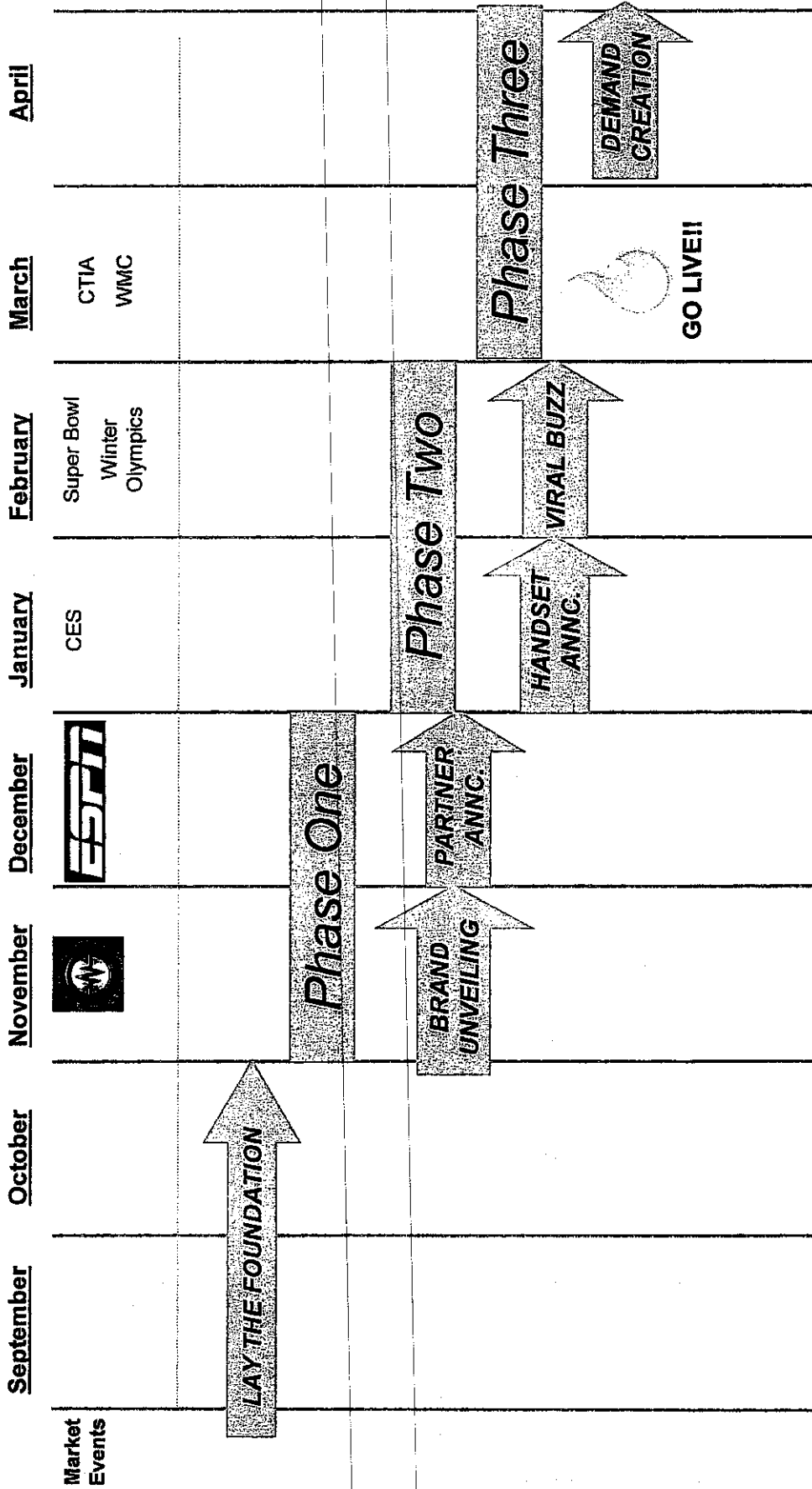


Launching HELIO in 2006



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Launch Plan: FANNING THE FLAME



THE ONE PAGE PLAN

VISION:

- To be the premiere high-end mobile brand for young (and young at heart) tech-savvy consumers

MISSION:

- Enable a connected world by enriching the lives of our customers through indispensable wireless services (don't forget about delivering prosperity to our shareholders)

POSITIONING:

- Where lifestyle/fashion meet technology



HELIO

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The assignment

- Pre-launch
 - The most talked-about MVNO (trades)
 - Fire up our partners
 - Build pent-up demand
 - Fire up our internal team
- Launch
 - Create awareness and consideration (especially without mobile or wireless in our name)
 - Drive early adopters to purchase; set the trend for the public
 - Fuel the buzz
- Post-launch
 - Continually build awareness, consideration...leading to purchase intent
 - Balance the brand but drive demand



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What we will be evaluating

- The big idea (brand development, brand essence, tagline)
- Creative (360° approach) and media supporting the 3 stages
 - \$50M
- Retail materials and ideas (from flagship stores to dealers)
 - Grand opening; seasonal events; promotions
- Loyalty/retention marketing materials
- Digital/web creative assistance
- Internal marketing materials
- Viral/buzz
- Partnerships/events/sponsorships
- Anything else that will excite the consumer
- Your compensation model

Next steps

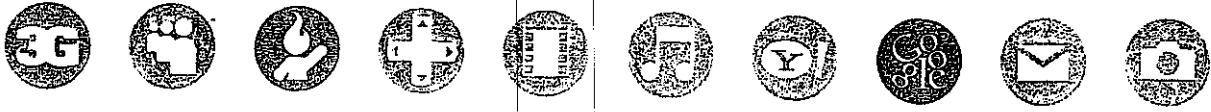
- Available for Q&A
- Midpoint meeting if needed
- Present to us September 21-23
- Confidentiality (...the NDA)



HELIO

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Exhibit B



HOMIE

Don't blame us for third-party content or services. Our super-advanced 3G service is available in select locations in the red states, the blue states and even the green states. Some of these features will depend on where you are. Buddy must be on Hello service to show location. Service is subject to Hello's Membership Terms. There are some restrictions, but not too many. See your Hello representative for the few that do. Hello, the Hello logo and "Don't Call It a Phone" are trademarks of Hello LLC and all other marks are the property of their respective owners. Yahoo!, Y! and the Yahoo! and Y! logos are registered trademarks of Yahoo! Inc. ©2006 Samsung Telecommunications America, L.P. Samsung is a registered trademark of Samsung Electronics America, Inc., and its related entities. Drift is a trademark of Hello LLC. Google and the Google logo are trademarks of Google Inc. in the United States and elsewhere. All rights reserved. For more information on Hello, visit www.hello.com. And congrats, you're the only person who's made it this far. ©2006 Hello LLC.

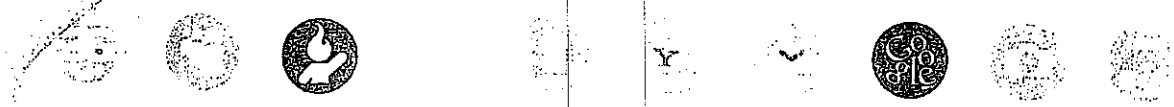
DEVICE

DON'T CALL IT A PHONE.

Drop yourself some knowledge with our exclusive new Drift.™ It's the place to get the latest in navigation technology, like GPS-enabled Google Maps and our one-of-a-kind Buddy Beacon.™ Just flip on the Beacon when you want your people to find you and the dance floor. Then turn it off when you slip away to the V.I.P.

www.helio.com





FRIENDAR

Don't blame us for third-party content or services. Our super-advanced 3G service is available in select locations in the red states, the blue states and even the green states. Some of these features will depend on where you are. Buddy must be on Helio Drift to show location. Service is subject to Helio's Membership Terms. Some restrictions apply, but not too many. See your Helio representative for the few that do. Helio, the Helio logo and "Don't Call It a Phone" are trademarks of Helio LLC and all other marks are the property of their respective owners. Yahoo!, Y! and the Yahoo! and Y! logos are registered trademarks of Yahoo! Inc. ©2006 Samsung Telecommunications America, L.P. Samsung is a registered trademark of Samsung Electronics America, Inc., and its related entities. Drift is a trademark of Helio LLC. Google and the Google logo are trademarks of Google Inc. in the United States and elsewhere. All rights reserved. For more information on Helio, visit www.helio.com. And congrats, you're the only person who's made it this far. ©2006 Helio LLC.



DON'T CALL IT A PHONE.™

Friend + radar = Friendar. That's what you'll have when you go with Helio and our new Drift.™ It's the place to get the latest in navigation technology, like GPS-enabled Google Maps and our one-of-a-kind Buddy Beacon.™ Just turn on the Beacon and you'll show up on your buddy's Helio. Turn it off and you'll be...wait, where did you go? Stop. Seriously, I can't see you.

www.helio.com



Exhibit C

The three national television ads for the HELIO device all feature the "DON'T CALL IT A PHONE" brand and are reproduced on a DVD attached as Exhibit C

Exhibit D

