

**UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA**

SPRINT NEXTEL CORPORATION,)	
)	
Plaintiff,)	
)	
v.)	Case No. 1:11-cv-01600-ESH
)	
AT&T INC., et al.,)	
)	
Defendants.)	

DEFENDANTS’ ANSWER

Defendants AT&T Inc. (“AT&T”), AT&T Mobility LLC (“AT&T Mobility”), T-Mobile USA, Inc. (“T-Mobile”), and Deutsche Telekom AG (“DT”) (jointly “Defendants”) respond to the allegations of the Complaint as set forth below. For convenience, unless otherwise stated, references to AT&T include AT&T Inc. and AT&T Mobility and references to T-Mobile include T-Mobile and DT. Any allegation not expressly and explicitly admitted is denied.

RESPONSE TO PLAINTIFF’S ALLEGATIONS

1. **Response to Paragraph 1:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

2. **Response to Paragraph 2:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

3. **Response to Paragraph 3:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

4. **Response to Paragraph 4:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

5. **Response to Paragraph 5:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

6. **Response to Paragraph 6:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

7. **Response to Paragraph 7:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

8. **Response to Paragraph 8:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

9. **Response to Paragraph 9:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

10. **Response to Paragraph 10:** Defendants deny the allegations in this paragraph.

11. **Response to Paragraph 11:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

12. **Response to Paragraph 12:** Defendants admit that the DOJ has filed a complaint challenging the proposed transaction; further answering, Defendants state that they vigorously dispute the DOJ's claims. Defendants deny the remaining allegations in this paragraph.

13. **Response to Paragraph 13:** Admitted.

14. **Response to Paragraph 14:** Admitted.

15. **Response to Paragraph 15:** Defendants admit the first and third sentences. Defendants admit that AT&T Mobility LLC is a Delaware limited liability company whose principal place of business is 1025 Lenox Park Blvd, Atlanta, Georgia 30319. Defendants deny the remaining allegations in this paragraph.

16. **Response to Paragraph 16:** Admitted.

17. **Response to Paragraph 17:** Admitted.

18. **Response to Paragraph 18:** Defendants admit that Plaintiff has filed its Complaint pursuant to Section 16 of the Clayton Act and that Plaintiff purportedly seeks to prevent and restrain Defendants from violating Section 7 of the Clayton Act. Defendants deny the remaining allegations in this paragraph.

19. **Response to Paragraph 19:** Defendants admit the first and third sentences. Defendants deny the remaining allegations in this paragraph.

20. **Response to Paragraph 20:** Admitted.

21. **Response to Paragraph 21:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

22. **Response to Paragraph 22:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

23. **Response to Paragraph 23:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

24. **Response to Paragraph 24:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

25. **Response to Paragraph 25:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

26. **Response to Paragraph 26:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

27. **Response to Paragraph 27:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

28. **Response to Paragraph 28:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants lack the knowledge to admit or deny the remaining allegations in this paragraph as pled and therefore deny the allegations.

29. **Response to Paragraph 29:** Admitted.

30. **Response to Paragraph 30:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants admit that AT&T has acquired several wireless carriers and spectrum holdings as listed above. Defendants admit that T-Mobile acquired Suncom Wireless Holdings, Inc. Defendants deny the remaining allegations in this paragraph.

31. **Response to Paragraph 31:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

32. **Response to Paragraph 32:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

33. **Response to Paragraph 33:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants admit that entering into roaming agreements with other carriers can enable a carrier to provide service in areas where it lacks network coverage. Defendants deny the remaining allegations in this paragraph.

34. **Response to Paragraph 34:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

35. **Response to Paragraph 35:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

36. **Response to Paragraph 36:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

37. **Response to Paragraph 37:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For

purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

38. **Response to Paragraph 38:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

39. **Response to Paragraph 39:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

40. **Response to Paragraph 40:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

41. **Response to Paragraph 41:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

42. **Response to Paragraph 42:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

43. **Response to Paragraph 43:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

44. **Response to Paragraph 44:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

45. **Response to Paragraph 45:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

46. **Response to Paragraph 46:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

47. **Response to Paragraph 47:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

48. **Response to Paragraph 48:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

49. **Response to Paragraph 49:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

50. **Response to Paragraph 50:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

51. **Response to Paragraph 51:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

52. **Response to Paragraph 52:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

53. **Response to Paragraph 53:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

54. **Response to Paragraph 54:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

55. **Response to Paragraph 55:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

56. **Response to Paragraph 56:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

57. **Response to Paragraph 57:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

58. **Response to Paragraph 58:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

59. **Response to Paragraph 59:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

60. **Response to Paragraph 60:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

61. **Response to Paragraph 61:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

62. **Response to Paragraph 62:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

63. **Response to Paragraph 63:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

64. **Response to Paragraph 64:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

65. **Response to Paragraph 65:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

66. **Response to Paragraph 66:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

67. **Response to Paragraph 67:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

68. **Response to Paragraph 68:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

69. **Response to Paragraph 69:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

70. **Response to Paragraph 70:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

71. **Response to Paragraph 71:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

72. **Response to Paragraph 72:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

73. **Response to Paragraph 73:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

74. **Response to Paragraph 74:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

75. **Response to Paragraph 75:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

76. **Response to Paragraph 76:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For

purposes of this pleading, then, such allegations are denied. Defendants admit that devices can be one of several factors business customers evaluate in purchasing wireless services and that business applications are important to business customers, who want to maximize their employees' efficiency.

77. **Response to Paragraph 77:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

78. **Response to Paragraph 78:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

79. **Response to Paragraph 79:** Defendants admit that handset selection is a factor, among many factors, that some customers may consider and that, for a certain period of time beginning in 2007, AT&T offered Apple's iPhone in the United States on an exclusive basis. Defendants deny the remaining allegations in this paragraph.

80. **Response to Paragraph 80:** Defendants admit that many smartphones utilize operating software that enables the device to perform certain functions. Defendants admit that smartphones offer a variety of features that many consumers find attractive, including internet access. Defendants admit that the Apple iPhone, HTC Evo, Samsung Droid Charge, and HTC Sensation may be considered smartphones. Defendants lack the knowledge necessary to admit or deny the remaining allegations in this paragraph as pled and therefore deny those allegations.

81. **Response to Paragraph 81:** Defendants admit the first and third sentences. Defendants also admit that smartphones and tablets are useful when users can access a large

selection of desirable apps for the devices. Defendants deny the remaining allegations in this paragraph.

82. **Response to Paragraph 82:** Defendants admit the first and third sentences. Defendants deny the remaining allegations in this paragraph.

83. **Response to Paragraph 83:** Defendants admit the second sentence in this paragraph. Defendants lack the knowledge necessary to admit or deny the remaining allegations in this paragraph as pled and therefore deny those allegations.

84. **Response to Paragraph 84:** Defendants lack the knowledge necessary to admit or deny the allegations in this paragraph as pled and therefore deny the allegations.

85. **Response to Paragraph 85:** Defendants respond that Plaintiff's selective quotations, without context, are misleading and therefore deny the last two sentences. Defendants otherwise lack the knowledge necessary to admit or deny the allegations in this paragraph as pled and therefore deny the allegations.

86. **Response to Paragraph 86:** Defendants admit that, beginning in 2007, AT&T offered Apple's iPhone in the United States on an exclusive basis for a certain period of time. Defendants further admit that, beginning in 2011, Verizon began selling the iPhone to its customers. Defendants further respond that Apple's iPhone is currently available to consumers through several wireless carriers, including Sprint and Cellular South Inc., and that, according to published reports, Apple has offered to sell the iPhone to additional carriers, large and small. Defendants deny the remaining allegations in this paragraph.

87. **Response to Paragraph 87:** Defendants lack the knowledge necessary to admit or deny the allegations in this paragraph as pled and therefore deny the allegations.

88. **Response to Paragraph 88:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

89. **Response to Paragraph 89:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

90. **Response to Paragraph 90:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

91. **Response to Paragraph 91:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

92. **Response to Paragraph 92:** Defendants lack the knowledge necessary to admit or deny the allegations in this paragraph as pled and therefore deny the allegations.

93. **Response to Paragraph 93:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

94. **Response to Paragraph 94:** Defendants admit that, as of June 30, 2011, AT&T served approximately 98.6 million wireless subscribers (including customers of resellers of services on AT&T's network). Defendants further admit that AT&T's corporate history has included several mergers and acquisitions, including the mergers and acquisitions identified in this paragraph. Defendants lack the knowledge necessary to admit

or deny the remaining allegations in this paragraph as pled and therefore deny the allegations.

95. **Response to Paragraph 95:** Defendants lack the knowledge necessary to admit or deny the allegations in this paragraph as pled and therefore deny the allegations.

96. **Response to Paragraph 96:** Defendants lack the knowledge necessary to admit or deny the allegations in this paragraph as pled and therefore deny the allegations.

97. **Response to Paragraph 97:** Defendants admit that, for the period ending June 30, 2011, T-Mobile had approximately 33.6 million wireless subscribers (including customers of resellers of services on T-Mobile's network). Defendants lack the knowledge necessary to admit or deny the remaining allegations in this paragraph as pled and therefore deny the allegations.

98. **Response to Paragraph 98:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

99. **Response to Paragraph 99:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

100. **Response to Paragraph 100:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

101. **Response to Paragraph 101:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

102. **Response to Paragraph 102:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

103. **Response to Paragraph 103:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

104. **Response to Paragraph 104:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

105. **Response to Paragraph 105:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

106. **Response to Paragraph 106:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

107. **Response to Paragraph 107:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

108. **Response to Paragraph 108:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

109. **Response to Paragraph 109:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

110. **Response to Paragraph 110:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

111. **Response to Paragraph 111:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

112. **Response to Paragraph 112:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

113. **Response to Paragraph 113:** Defendants deny the allegations in this paragraph.

114. **Response to Paragraph 114:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

115. **Response to Paragraph 115:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

116. **Response to Paragraph 116:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

117. **Response to Paragraph 117:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

118. **Response to Paragraph 118:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

119. **Response to Paragraph 119:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

120. **Response to Paragraph 120:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

121. **Response to Paragraph 121:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

122. **Response to Paragraph 122:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

123. **Response to Paragraph 123:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

124. **Response to Paragraph 124:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

125. **Response to Paragraph 125:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

126. **Response to Paragraph 126:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

127. **Response to Paragraph 127:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

128. **Response to Paragraph 128:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

129. **Response to Paragraph 129:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

130. **Response to Paragraph 130:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

131. **Response to Paragraph 131:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

132. **Response to Paragraph 132:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

133. **Response to Paragraph 133:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

134. **Response to Paragraph 134:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

135. **Response to Paragraph 135:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

136. **Response to Paragraph 136:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

137. **Response to Paragraph 137:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

138. **Response to Paragraph 138:** Defendants deny the first sentence. The FCC has recently found in its Fifteenth Report¹ on the state of competition in the mobile services marketplace, more than 90% of U.S. consumers have at least five wireless providers to choose from. Defendants lack the knowledge necessary to admit or deny the remaining allegations in this paragraph as pled and therefore deny those allegations.

139. **Response to Paragraph 139:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

140. **Response to Paragraph 140:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

¹ Fifteenth Report, *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993, Annual Report and Analysis of Competitive Market Conditions with Respect to Mobile Wireless, Including Commercial Mobile Services*, FCC 11-103, WT Docket No. 10-133 (June 27, 2011).

141. **Response to Paragraph 141:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

142. **Response to Paragraph 142:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

143. **Response to Paragraph 143:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

144. **Response to Paragraph 144:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

145. **Response to Paragraph 145:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

146. **Response to Paragraph 146:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

147. **Response to Paragraph 147:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

148. **Response to Paragraph 148:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

149. **Response to Paragraph 149:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

150. **Response to Paragraph 150:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

151. **Response to Paragraph 151:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

152. **Response to Paragraph 152:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

153. **Response to Paragraph 153:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

154. **Response to Paragraph 154:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

155. **Response to Paragraph 155:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

156. **Response to Paragraph 156:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

157. **Response to Paragraph 157:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

158. **Response to Paragraph 158:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

159. **Response to Paragraph 159:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a

response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

160. **Response to Paragraph 160:** Defendants deny the allegations in this paragraph.

161. **Response to Paragraph 161:** Defendants deny the allegations in this paragraph.

162. **Response to Paragraph 162:** Defendants deny the allegations in this paragraph.

163. **Response to Paragraph 163:** Defendants deny the allegations in this paragraph.

164. **Response to Paragraph 164:** Defendants deny the allegations in this paragraph.

165. **Response to Paragraph 165:** Defendants deny the allegations in this paragraph.

166. **Response to Paragraph 166:** Defendants deny the allegations in this paragraph.

167. **Response to Paragraph 167:** Defendants deny the allegations in this paragraph.

168. **Response to Paragraph 168:** Defendants deny the allegations in this paragraph.

169. **Response to Paragraph 169:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

170. **Response to Paragraph 170:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

171. **Response to Paragraph 171:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

172. **Response to Paragraph 172:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

173. **Response to Paragraph 173:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

174. **Response to Paragraph 174:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

175. **Response to Paragraph 175:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

176. **Response to Paragraph 176:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

177. **Response to Paragraph 177:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

178. **Response to Paragraph 178:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

179. **Response to Paragraph 179:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

180. **Response to Paragraph 180:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

181. **Response to Paragraph 181:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

182. **Response to Paragraph 182:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

183. **Response to Paragraph 183:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

184. **Response to Paragraph 184:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

185. **Response to Paragraph 185:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

186. **Response to Paragraph 186:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

187. **Response to Paragraph 187:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

188. **Response to Paragraph 188:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

189. **Response to Paragraph 189:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

190. **Response to Paragraph 190:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

191. **Response to Paragraph 191:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

192. **Response to Paragraph 192:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

193. **Response to Paragraph 193:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

194. **Response to Paragraph 194:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

195. **Response to Paragraph 195:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

196. **Response to Paragraph 196:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

197. **Response to Paragraph 197:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a

response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

198. **Response to Paragraph 198:** A number of the allegations in this paragraph pertain to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, such allegations are denied. Defendants also deny the remaining allegations in this paragraph.

199. **Response to Paragraph 199:** Defendants deny the first sentence but admit that AT&T has publicly stated that the merger will create significant network efficiencies with respect to spectrum, cell sites, and rural buildout, and that these benefits, along with many others, including the tremendous consumer benefits that result, justify the transaction. Defendants deny the remaining allegations in this paragraph.

200. **Response to Paragraph 200:** Defendants admit the first sentence. Defendants deny the remaining allegations in this paragraph.

201. **Response to Paragraph 201:** Defendants deny the allegations in this paragraph.

202. **Response to Paragraph 202:** AT&T admits that it suffers from near term spectrum and capacity exhaust in certain markets today, which has caused network performance issues and that the additional spectrum AT&T will acquire from T-Mobile, along with the tremendous network efficiencies that will result in integrating the AT&T and T-Mobile networks, will result in improved network performance. Defendants deny the remaining allegations in this paragraph.

203. **Response to Paragraph 203:** Defendants deny the allegations in this paragraph.

204. **Response to Paragraph 204:** Defendants deny the allegations in this paragraph.

205. **Response to Paragraph 205:** Defendants deny the allegations in this paragraph.

206. **Response to Paragraph 206:** Defendants deny the allegations in this paragraph.

207. **Response to Paragraph 207:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

208. **Response to Paragraph 208:** Defendants deny the allegations in this paragraph.

209. **Response to Paragraph 209:** Defendants deny the allegations in this paragraph.

210. **Response to Paragraph 210:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

211. **Response to Paragraph 211:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

212. **Response to Paragraph 212:** Defendants deny the allegations in this paragraph.

213. **Response to Paragraph 213:** Defendants deny the allegations in this paragraph.

214. **Response to Paragraph 214:** Defendants deny the allegations in this paragraph.

215. **Response to Paragraph 215:** Defendants deny that the transaction is illegal and deny all the remaining allegations in this paragraph.

216. **Response to Paragraph 216:** Defendants deny the allegations in this paragraph.

217. **Response to Paragraph 217:** Defendants deny the allegations in this paragraph.

218. **Response to Paragraph 218:** Defendants repeat their responses to the allegations of Paragraphs 1-217 as though stated herein.

219. **Response to Paragraph 219:** Admitted.

220. **Response to Paragraph 220:** Defendants deny the allegations in this paragraph.

221. **Response to Paragraph 221:** Defendants deny the allegations in this paragraph.

222. **Response to Paragraph 222:** Defendants deny the allegations in this paragraph.

223. **Response to Paragraph 223:** Defendants deny the allegations in this paragraph.

224. **Response to Paragraph 224:** Defendants deny the allegations in this paragraph.

225. **Response to Paragraph 225:** Defendants deny the allegations in this paragraph.

226. **Response to Paragraph 226:** Defendants deny the allegations in this paragraph.

227. **Response to Paragraph 227:** Defendants deny the allegations in this paragraph.

228. **Response to Paragraph 228:** Defendants deny the allegations in this paragraph.

229. **Response to Paragraph 229:** Defendants repeat their responses to the allegations of Paragraphs 1-228 as though stated herein.

230. **Response to Paragraph 230:** Admitted.

231. **Response to Paragraph 231:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

232. **Response to Paragraph 232:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

233. **Response to Paragraph 233:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

234. **Response to Paragraph 234:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

235. **Response to Paragraph 235:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

236. **Response to Paragraph 236:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

237. **Response to Paragraph 237:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

238. **Response to Paragraph 238:** The allegations in this paragraph pertain solely to claims that the Court has dismissed and thus do not require a response. For purposes of this pleading, then, the allegations are denied.

239. **Response to Paragraph 239:** Defendants deny the allegations in this paragraph.

240. **Response to Unnumbered Paragraph in Prayer for Relief:** Defendants deny that Plaintiff is entitled to any of the relief requested, and request that Defendants be awarded the costs incurred in defending this action, and any and all other relief as the Court may deem just and proper.

DEFENDANTS' AFFIRMATIVE DEFENSES

Defendants assert the following defenses, without assuming the burden of proof on such defenses that would otherwise rest with Plaintiff:

1. Granting the relief sought is contrary to the public interest.

2. Without prejudice to Defendants' responses above, the expansion of capacity and other overwhelming efficiencies that will result from this transaction will benefit consumers, such that the transaction is in the public interest.

Dated: November 16, 2011

By: /s/ James R. Wade
James R. Wade (No. 412538)
Richard A. Ripley (No. 412959)
HAYNES AND BOONE, LLP
1615 L Street, N.W.
Suite 800
Washington, D.C. 20036
Telephone: (202) 654-4500
Facsimile: (202) 654-4501
jim.wade@haynesboone.com
richard.ripley@haynesboone.com

A. Michael Warnecke
(*pro hac vice*)
HAYNES AND BOONE, LLP
2323 Victory Avenue
Suite 700
Dallas, Texas 75219
Telephone: (214) 651-5659
Facsimile: (214) 200-0689
michael.warnecke@haynesboone.com

Mark C. Hansen (No. 425930)
Michael K. Kellogg, (No. 372049)
Brendan J. Crimmins (No. 497273)
KELLOGG, HUBER, HANSEN, TODD,
EVANS & FIGEL, P.L.L.C.
1615 M Street, NW, Suite 400
Washington, DC 20036
Telephone: (202) 326-7900
Facsimile: (202) 326-7999
mhansen@khhte.com
mkellogg@khhte.com
bcrimmins@khhte.com

Counsel for AT&T Inc. and AT&T Mobility LLC

George S. Cary (No. 285411)
Mark W. Nelson (No. 442461)
CLEARY GOTTLIEB STEEN & HAMILTON LLP
2000 Pennsylvania Avenue, NW
Washington, DC 20006
Telephone: (202) 974-1500
Facsimile: (202) 974-1999
GCary@cgsh.com
MNelson@cgsh.com

Richard G. Parker (No. 327544)
O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, DC 20006
Telephone: (202) 383-5300
Facsimile: (202) 383-5414
RParker@omm.com

M. Evan Corcoran (No. 440027)
John B. Wyss (No. 199335)
WILEY REIN LLP
1776 K Street, N.W.
Washington, D.C. 20006
Telephone: (202) 719-7000
Facsimile: (202) 719-7049
ecorcoran@wileyrein.com
jwyss@wileyrein.com

*Counsel for T-Mobile USA, Inc. and
Deutsche Telekom AG*

CERTIFICATE OF SERVICE

I hereby certify that on November 16, 2011, I caused the foregoing document to be filed with the Clerk of the Court using the CM/ECF system, which will send e-mail notification of such filings to counsel of record. This document is available for viewing and downloading on the CM/ECF system.

/s/ James R. Wade
James R. Wade