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May 18, 2011

Mr. Philipp Humm
Chief Executive Officer
T-Mobile USA, Inc.
12920 SE 38th St.
Bellevue, WA 98006

Dear Mr. Humm:

I am writing to you to express my concerns over the proposed consolidation of T-Mobile and AT&T. As you know, at present, four companies - Verizon, AT&T, Sprint and T-Mobile - control nearly 90 percent of our nation's wireless communication. The proposed acquisition of T-Mobile by AT&T would further consolidate an already highly concentrated market.

I expect the Department of Justice and the Federal Communications Commission to conduct a detailed and precise analysis of this acquisition and its impact on competition. I fully expect, and as Member of Congress will urge, that this analysis include the impact the proposed transaction will have on consumer prices, choices for cell phones and wireless data plans, and, most importantly, whether the acquisition of T-Mobile by AT&T will stifle or promote innovation in wireless communications. The basic rules of economics and common sense suggest that more cell phone providers lead to lower prices, better quality of service and more innovation; so four wireless competitors are better than three. I believe it is completely incumbent upon AT&T and T-Mobile to convince the Administration and the Congress that this merger is good for consumers.

To that end, I believe that it is critical that T-Mobile resolve lingering concerns over the company's alleged anti-competitive practices with regard to the Mobile Virtual Network Operator market (MVNO). For example, I understand that in 2006 Leap Wireless filed a lawsuit against T-Mobile alleging interference with Leap's launch of its Cricket brand. Specifically, Leap accused T-Mobile of intimidating dealers doing or considering doing any business with Leap; including cancelling dealer codes, halting commission payments and physically pulling

equipment out of the stores of independent dealers who sold cricket phones and services. Similarly, I understand that in 2009 T-Mobile became embroiled in a dispute with IDT Corporation over IDT's Tuyo brand of prepaid wireless products, alleging that IDT breached a 2005 agreement to purchase at least $75 million in wireless services. However, I understand that T-Mobile almost immediately began to undermine the Tuyo brand by threatening to pull products and codes from any dealer selling Tuyo services. While the situation was a win-win for T-Mobile - either Tuyo survived and IDT paid T-Mobile $75 Million or Tuyo failed and opened the door for T-Mobile to sue IDT for damages and interest - it was a disaster for the underserved Hispanic population Tuyo was intended to serve.

Currently MVNO's operate in some 40 countries around the world and they have proven to increase competition and increase access to critically needed telecommunications services for unserved and underserved communities. As the Department of Justice, Federal Communications Commission and Congress become more involved in the proposed acquisition of T-Mobile by AT&T it would be very helpful to me if T-Mobile could respond to the following allegations:

1) Address the allegation that T-Mobile interfered with Leap's launch of its Cricket brand;
2) Address the allegation that T-Mobile stifled market access of IDT's Tuyo brand;
3) Explain how the T-Mobile/AT&T merger will facility MVNO and other competitive providers access to the merger network at reasonable prices; and
4) Explain how the T-Mobile/AT&T merger will increase innovation in the wireless sector.

I respectfully request the courtesy of a response by close of business on Friday June 3, 2011.

The AT&T and T-Mobile merger is not an everyday run-of-the-mill merger; it is a watershed moment for the American telecommunications sector. I greatly appreciate your cooperation in my efforts to fully understand the complexities and consequences of this deal.

Sincerely,

Dan Burton
Member of Congress

CC: Randall Stephenson, CEO AT&T