

Executed in C o l o g n e on August 26, 2009.

Before the Notary Public Dr. Ingrid D o y é,  
of Kattenbug 2, 50667 Cologne

appeared:

Mr. Manfred R e u s c h, attorney's assistant,  
Date of birth Oct. 15, 1964, residing in Dormagen,  
Place of work Kattenbug 2, 50667 Cologne

The present person, known personally to the Notary Public, declared:

It is planned that

1. "**Deutsche Telekom AG**" based in Bonn

and

2. "**T-Mobile Deutschland GmbH**" based in Bonn

will conclude a spin-off and take-over agreement.

The Annexes to this Instrument as listed below are documents that underlie the spin-off and take-over agreement yet to be concluded and are established here in advance:

Annex 3.1 (a)	Pro forma balance sheet of the spin-off assets and liabilities as at July 1, 2009
Annex 3.1 (e)	Contract numbers from the "Integrated Treasury System" (ITS) of agreements giving rise to liabilities of Deutsche Telekom AG which T-Mobile Deutschland GmbH undertakes to fulfill on the basis of an internal relationship with Deutsche Telekom AG as of the effective spin-off date
Annex 3.2 (b) (i)	Internally and externally developed network-specific software (listed by abbreviation and full name, for example),
Annex 3.2 (b) (iii) (X)	Further definition of the value-added network services
Annex 3.2 (b) (iii) (Y)	Internally and externally developed software that is specific to the production of value-added services (listed by abbreviation and full name, for example),
Annex 3.2 (e) (iv)	Software that is not network-specific and supports business processes (listed by abbreviation and full name, for example),
Annex 3.2 (e) (i)	Customers from business with domestic wireline products (listed by customer numbers from the Carrier Data Management ("CADAM") system),
Annex 3.2 (e) (ii)	Customers from business with domestic non-wireline products (listed by customer numbers from the Termin Erinnerungssystem ("TESY") system),

Annex 3.2 (e) (iv) (X) Customers from the Business Customers unit ("DT GK") (listed by customer numbers from the AutoKundePro system)

All Annexes to this written record – with the exception of Annexes 3.1 (a) and 3.2 (b) (iii) (X) – were presented to the person present for acknowledgement. The person present waived the option of having them read out to him. These Annexes are signed on each page by the person present (§ 14 Notarial Recording Act (BeurkG)).

This written record and Annexes 3.1 (a) and 3.2 (b) (iii) (X) were read out to the person present, whereupon the written record and the Annexes were approved by him and signed by his own hand: