

03-Oct-2012

Deutsche Telekom AG (DTE.DE)

T-Mobile USA and MetroPCS Communications, Inc Merger Call

CORPORATE PARTICIPANTS

René Obermann

CEO & Chairman-Executive Board, Deutsche Telekom AG

Roger D. Linquist

Chairman & Chief Executive Officer, MetroPCS Wireless, Inc.

John J. Legere

Chief Executive Officer, T-Mobile USA, Inc.

J. Braxton Carter

Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

Neville Ray

Chief Technology Officer, T-Mobile USA, Inc.

OTHER PARTICIPANTS

John C. Hodulik

Analyst, UBS Securities LLC

Simon Flannery

Analyst, Morgan Stanley & Co. LLC

Michael I. Rollins

Analyst, Citigroup Global Markets (United States)

Ric Prentiss

Analyst, Raymond James & Associates

David W. Barden

Analyst, Merrill Lynch, Pierce, Fenner & Smith, Inc.

James Maxwell Ratcliffe

Analyst, Barclays Capital, Inc.

MANAGEMENT DISCUSSION SECTION

Operator: Good morning and welcome to the Conference Call to Discuss the Combination of T-Mobile and MetroPCS.

This presentation includes forward-looking statements which are not of historical fact. All forward-looking statements involves significant risk and uncertainties that could cause actual results to differ materially from those made in the forward-looking statements, many of which are generally outside of the control of MetroPCS, Deutsche Telekom and T-Mobile are difficult to predict. The forward-looking statements speak only as to the date made, regardless of the date reviewed, read or replayed and are based on current assumptions and expectations, many of which are beyond our ability to control or ability to predict.

Today's presentation will follow the slides that are available online on the Deutsche Telekom and MetroPCS Investor websites at <http://www.telekom.com/investor-relations> and <http://investor.metropcs.com>. You are encouraged to review the slides during this conference call and call your attention to the safe harbor statement on slide two in full. A replay of this call will be available later today on the same website. At this time, all participants are in a listen-only mode. After the company's prepared remarks, we will open the call for your questions.

I will now turn the call over to René Obermann, Chief Executive Officer of Deutsche Telekom. Please go ahead, sir.

René Obermann

CEO & Chairman-Executive Board, Deutsche Telekom AG

Thank you. Good morning to everybody in the U.S. and good afternoon to our listeners in Europe. We have invited you to this call this morning, because we want to inform you about the exciting creation of the value leader in wireless by the combination of T-Mobile USA and MetroPCS.

I will come to the specifics of today's deal announcement in a second but let me very briefly recap of what happened in the last nine months up to the AT&T merger collapse. The spectrum was received from the breakup, the network modernization as a second step was tackled with a \$4 billion LTE investment including site upgrades and spectrum re-farming. We acquired further spectrum through the Verizon spectrum swap, now to have a more efficient network and deeper LTE rollout. We, last week, only announced the tower transaction and that gave us attractive financial structure, while maintaining operational flexibility and this is now the fifth step to strengthen our U.S. operations.

So, let me briefly summarize what we think is the appeal of this combination to all our stakeholders. While this combination, as said – with this combination, we formed the leading value carrier in the U.S. wireless market. The combined company will also have a strengthened spectrum position in order to rollout a 4G LTE network.

The combination will yield projected \$6 billion to \$7 billion of cost synergies from enhanced scale and scope. And the combined company will represent an attractive growth opportunity with healthy growth rate including a projected 7% to 10% EBITDA CAGR over the next five years.

Turn on the page, please. How does the transaction work in detail? You see it on this page. Technically, the combination is a reverse acquisition of T-Mobile by MetroPCS with T-Mobile receiving 74% ownership of the new company and MetroPCS 26%. On the MetroPCS side, there will be a recapitalization with a 2 for 1 stock split. Furthermore, the MetroPCS shareholders receive a \$1.5 billion cash payment. The existing \$15 billion T-Mobile intercompany loan will be rolled over into notes in NewCo and the combined business will remain a U.S.-listed company, i.e., have its own capital access – its own access to capital markets.

Let me also share with you some remarks on the corporate governance of the combined company. Consistent with its share ownership, Deutsche Telekom will also nominate members of the Board. And there are rules in place regarding select consent rights for Deutsche Telekom or limitations with respect to the increase or decrease of the Deutsche Telekom ownership.

With respect to the expected timeline and conditions for the transaction, the following points: A, the necessary MetroPCS shareholder vote is expected late 2012 or early 2013. The transaction of course requires the customary regulatory approvals. We expect the deal to close in the first half of 2013.

Let me go into a bit of detail on the main merits. This transformational transaction will have to the MetroPCS, T-Mobile and Deutsche Telekom stakeholders. Please turn to the next page, therefore.

First point, value leadership. The new company will be excellently positioned to capture the growth in the industry's fast growing, no-contract services and will offer customers greater value and choice.

Second, scale. Scale benefits are big, the strengthened spectrum position, the enhanced network capacity and the coverage will enable a deeper LTE network deployment with a clear path towards at least 20x20 megahertz. Furthermore, the combined entity will benefit from an improved marketing and purchasing scale.

Third, synergies. As stated before, the combination yields significant cost synergies with a projected net present value of between \$6 billion and \$7 billion. This has not only lead to a clear-cut technology path towards one

common LTE network, but it also permits a straightforward integration with a clear migration path for the MetroPCS customers onto T-Mobile's network.

And fourth, strengthened financials. We think that the combined company will represent an attractive growth proposition with projected CAGRs, compound annual growth rates, of 3% to 5% for revenues, 7% to 10% for EBITDA and 15% to 20% for free cash flow over the next five years. Furthermore, the transaction increases the financial flexibility and it gives a direct access to capital markets for the combined company.

Let's talk a little bit about the strategic rationale for Deutsche Telekom on the next page, 7. I'm going to share with you why this transaction is an attractive one for Deutsche Telekom and for our shareholders. First of all, this is another step to strengthen our strategic position in the attractive U.S. mobile market and it follows recent steps like the network modernization plan or the spectrum swap from Verizon and so forth.

The appointment of our new CEO, John Legere, and just last week the announcement of the tower transactions are two more milestones. With this transaction, we formed the leading player in the fast-growing area of no-contract services and thereby enhance our platform for a credible challenger position in the attractive U.S. wireless market. The increased scale and scope positions the combined company for growth and for value creation.

Secondly, this transaction represents a compelling value opportunity for Deutsche Telekom shareholders with these projected cost synergies NPV of \$6 billion to \$7 billion. It also enhances our asset value compared to the average sum of the parts valuations in the market without deploying more capital.

And thirdly, the transaction increases our financial flexibility as the combined company will be publicly-listed. This is equivalent for T-Mobile US to an accelerated IPO with synergies. It also creates a path towards a self-funding platform in the U.S. – we talked about that for quite some time – with direct access to the capital markets very much in line with what we always have said. The transaction has no impact on our fiscal year 2012 guidance and on our existing 2010 to 2012 shareholder remuneration policy.

With that, I'd like to turn over to Roger.

Roger D. Linquist

Chairman & Chief Executive Officer, MetroPCS Wireless, Inc.

Thank you, René, and good morning. I'd like to echo René's enthusiasm about this exciting transaction to create the leading value carrier in the U.S. wireless market. This transaction creates tremendous value for stockholders of both companies and offers compelling future value prospects. And it comes at the right time. As you know, we are always looking for ways to best position MetroPCS for the future, while continuing to optimize stockholder returns.

As we have mentioned over the past few years, we have been working on securing spectrum that would allow us to expand our network capacity and continue offering our unlimited pay-in-advance services for voice and data. Over that period of time, our Board has reviewed a range of strategic options, partnerships and alternatives to address the growing demand on our network. We are very well aware of the opportunities in our industry and the landscape that MetroPCS and our peers are facing from the increasing need for spectrum and capacity on a national scale. Because of this need, when Deutsche Telekom approached us, we engaged in negotiations and ultimately determined there was a compelling rationale for this business combination.

Together with T-Mobile, we will have national scale, spectrum depth, and financial resource to compete more effectively with other national U.S. wireless carriers. This transaction offers MetroPCS stockholders an immediate cash payment and significant upside in the future of our company. MetroPCS stockholders will receive a 1 for 2 reverse stock split of new company common stock for each share of company common that they own. MetroPCS stockholders will also receive at closing a onetime payment of \$4.09 per share prior to the stock split. With 26% pro forma ownership stake in the combined company, MetroPCS stockholders will benefit meaningfully from the significant synergies we expect to generate through this combination.

Today, we will have a strong balance sheet with the financial and operational flexibility that drive continued growth. There are many strategic and financial benefits of this transaction. We will be able to address our need for spectrum, with an increase in the spectrum depth from an average of 22 megahertz to 83 megahertz in MetroPCS markets. We will have greater network density and more LTE network broadband service capacity to broaden our service offerings from the spectrum deep 4G LTE network.

Particularly exciting for customers, we will be able to offer at least a full 20x20 megahertz LTE channel in major areas for true broadband connection. MetroPCS will realize the benefits of increased network scale and coverage. We will draw upon our complementary networks and compatible AWS and PCS spectrum to create a nationwide network footprint, with a greater value for our customers.

With a truly national scale and new postpaid offerings, MetroPCS can offer and compete with new customers on existing networks while expanding in the geographies that provide a new platform for growth. Importantly, we can do all of this efficiently together than MetroPCS could do on its own. As one company, we will minimize cost, time, risk associated with acquiring new spectrum while increasing our financial and operating flexibility to pursue future opportunities.

T-Mobile is the right partner for MetroPCS and together we will drive innovation and enhance value of our service offerings by maximizing the efficiencies of our combined spectrum resources, expanding our local as well as national distribution, and supporting more advanced devices and data services even in more cities.

Together MetroPCS and T-Mobile can shape the future of the wireless industry through a continued investment in innovation and increased scale and deployment of some of the most skilled and experienced talent in the industry.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

Great. Thank you, Roger. And Roger, thank you on behalf of all of us for the great leadership that you've provided and thank you in advance for the tremendous advice and counsel that you've agreed and I've agreed will be a critical part for me in running this NewCo.

If you turn to page nine, I'm going to start by talking about the NewCo leadership team. And René and Roger, I appreciate your introductory comments. To those on the call, I'm John Legere, the CEO of T-Mobile. And in my 33 years of business experience, I'd have to say, today is by far one of the most exciting possible days for me. And so for about 20 minutes, I'll try to use my New York speed and speak a little quicker and give you back some time.

I'm going to talk to you about NewCo, and there's some very, very important components in this discussion that I'd like to go through. However, before I do that, I want to introduce the NewCo management team, because it's important that this NewCo management team is ready immediately to work as a single day, the day after the transaction closes. And I can already tell you, they comes from the same customer focus, the same cost focus, the

same excitement and enthusiasm. And so, in getting to know these players, I can tell you that this team really will gel immediately.

I've introduced myself. Secondly, you'll hear from Braxton Carter, who has been the CFO and Vice Chairman for MetroPCS and he will be the CFO of NewCo; Jim Alling, who has been with T-Mobile for three years as the Chief Operating Officer and was acting CEO before I arrived, he will serve as the COO of the T-Mobile customer unit; and Tom Keys, importantly as well, who's been with MetroPCS as President and Chief Operating Officer, will serve as the COO of the MetroPCS customer unit. So you can see we'll be ready to drive without a single moment lost.

If you turn to page 10, which is headed, NewCo: the premier challenger in the U.S. wireless market, on that first line is something that I think sums up a great deal about what we're going to be talking about; simplicity, unlimited data and no surprises for both contract and no-contract customers, and I think that's a tremendous start to discussing this. And as René mentioned, the transaction brings together two great companies into the new company that will be focused on being this premier challenger in the U.S. wireless market, the best value for contract and no-contract service offerings. Now a few points, the combination creates a company with a unique market positions, able to deliver the best value to a broad range of customers. Next, the company's combined spectrum resources, which we'll talk a lot about, will enable rollout of a very deep superfast LTE services including 20x20 megahertz or better of LTE in major market areas.

This will be importantly a growth company that delivers, as Braxton will outline, substantial EBITDA growth and accelerating growth in free cash flow. And finally, we're very excited about the opportunity to be able to draw on both T-Mobile and MetroPCS to build the very best management team.

Page 11 entitled, increasing our momentum. Before I further describe NewCo, it's important to remember T-Mobile has been very busy over the last 10 months and René covered some of these. But number one, in December, we received 7 megahertz of AWS spectrum from AT&T. Number two, in February, we announced the \$4 billion network modernization plan, a very important fast moving component of why T-Mobile was going to be successful even before this transaction and key to why we're able to do it. Three, in July, we announced our spectrum swap and acquisition with Verizon, which happened to close last week. Four, last week we announced the tower transaction. And five, this transaction is a very, very significant next step in our accelerating momentum to position T-Mobile for growth in the U.S.

Page 12, enhanced spectrum position. This page, if you look at it, tells a story all by itself. It shows the impact of this year's spectrum deal and this transaction together on our spectrum position. Very hard to argue with this point. The graph shows the net spectrum addition, which you may not have caught up with, which is why we are covering it today as well, we already had the addition of almost 20% of T-Mobile spectrum portfolio in the top 100 markets. So update your view there. And then with this transaction, the total will have grown by almost 40%.

Page 13, NewCo, an enhanced competitor. Now, NewCo will greatly strengthen its market position, significantly closing the gap between us and Sprint, moving from 33 million to 42 million subscribers. NewCo's total spectrum portfolio will increase a further an additional 20% in the top markets over the T-Mobile total. And this company, based on estimates, will be almost \$25 billion and EBITDA well over \$6 billion, average EBITDA margin on service revenue will be 28%.

Page 14, and this is important that this accelerates the Challenger Strategy. Now, as the new CEO of T-Mobile, I am extremely proud of what we have been doing in the Challenger Strategy before. So, I've got the opportunity today to do two things. I want to remind you of what T-mobile is already doing to be a successful company and I believe that T-Mobile is well on the way to delivering on its promises with the Challenger Strategy. But then I want

to show you how MetroPCS in this transaction is not only complementary, it's an accelerant to that Challenger Strategy. And I'll try to do both of those rather quickly.

Now, we made great strides so far on the Challenger Strategy on multiple funds. Importantly, our network modernization program, which is very critical to all aspects, is ramping up rapidly from a standing start just seven months ago. Our re-farming of HSPA+ to 1,900 is proceeding rapidly and the Las Vegas market is up and running with blazing speed. So we've got to test as to what it will be and we plan to cover over 200 million POPs with LTE by the end of 2013.

We continue in the value leadership component of our strategy with the launch of unlimited nationwide 4G data and it's been tremendously received. We're leaning into the market with a much more aggressive brand positioning, informing customers about T-Mobile new and expanding great network.

We also are continuing to expand our business with a rapidly growing B2B capability. Now we have about 5% share in this market. We're adding about 1,000 people into this segment. It's a tremendous upside opportunity for us, and I'll explain in a minute how this transaction will also help that piece. We've had demonstrated success with our monthly 4G offering and we're growing revenues by 70% year-over-year with monthly no-contract products.

Finally, we are very focused at T-Mobile and ensuring our cost position matches our market position, and I know that's a strategy that MetroPCS shares extremely well. Now importantly, this transaction accelerates this already effective Challenger Strategy in a number of key ways. First and foremost, the complementary spectrum position and unique MetroPCS assets in urban areas will improve coverage and deepen our LTE rollout.

Second, MetroPCS unique offers will expand customer choice, especially as we have the opportunity now to introduce MetroPCS to new areas on a common nationwide network. Also, this transaction signals T-Mobile's commitment to competing in the U.S. and removes any doubts about whether we are here to stay and that's a big customer message. NewCo by the way will have nearly 70,000 points of distribution and that's a big way to touch many customers and the combination as René outlined yields terrific synergies, which can be used to reinvest in growth opportunities.

Page 15, the \$4 billion network modernization, which is key, is well underway. It's – we plan to upgrade 37,000 sites over the next two plus years with the vast majority occurring in the next 12 months. Already, our pace of upgrades is moving towards 1,000 sites per week. Now by moving to the latest version of electronics and moving the radios to the tower tops, we're gaining significant improvements in coverage and propagation where many customers previously had one bar, they will have three and where they had three, many will have five. And, so, this network component is going to drive a huge part of customer choice for T-Mobile and a big statement that will be part of our brand repositioning.

Page 16 shows how MetroPCS enables a much deeper LTE spectrum in top areas. Now, I'd like to first describe how the MetroPCS transaction accelerates our plans to deliver amazing 4G services. This transaction only improves on this program. The chart that you have in front of you shows that in each key overlap area, the available spectrum for LTE will increase significantly. In fact, we will have contiguous spectrum for LTE by an average – will increase contiguous spectrum for LTE by an average of 40% by the end of next year in the areas shown. Importantly, the MetroPCS spectrum additions are concentrated in many of our largest and densest markets where spectrum resources are otherwise amongst the most constrained.

Page 17, which talks about the delivery of greater scale. Now it's important – very important to understand that our strategy is to converge to a common LTE-based network and I'm going to talk a bit more about that next chart. The target network will comprise about 60,000 cell sites and distributed antenna system or DAS nodes, an

increase of 15% over the T-Mobile network. The combination of T-Mobile and MetroPCS will result in a denser, higher capacity network, which will clearly benefit our combined customer base. By combining two customer bases on a single network, our asset utilization that should be measured by the number of subscribers per cell site will also increase by 20%. In terms of total spectrum, this transaction meaningfully improves NewCo's spectrum position enabling the company to continue to drive distinctive, totally unlimited offers.

Page 18 and I really want to point this out as a very, very important chart as I've heard a number of people speculating on this transaction and one of the questions that they rose that I want to start with this and then our CTO, Neville Ray, who is here will sing eloquently about this when we get to Q&A, and this is actually a very good news part of the story.

Now, number one as the headline says the T-Mobile network is ready to accommodate MetroPCS subscribers. So, I think it's important we address the concerns that MetroPCS is a CDMA carrier and T-Mobile is a GSM-based carrier. Then people think that the integration will be difficult. Very clearly, I want to point out. No, that is not what this is about. This is not a replay of a debacle that people have seen in the past and I want to debate this because it is actually a major strong suit about why we're doing this.

Our strategy is to transition the MetroPCS customers to the NewCo network and then re-farm as was already our strategy for us the MetroPCS spectrum and listen closely we will not smash together two networks with differing technologies, and I'll say that many times. And if that's anybody is concern about this deal, then this should be completely off your plate because it is a major strength the more we talk about it. The migration to a common LTE standard and the rapid turnover of handsets in the MetroPCS space makes this possible. And importantly, at the time of closing, we expect LTE handsets already in the MetroPCS space to be able to immediately register on the T-Mobile network helping to rapidly offload data.

Now the T-Mobile network will have adequate capacity, thus the \$4 billion network modernization plan we've been running hard at for seven months. So as you can see, when we say this is key in a part of things that we've been doing, it makes total sense. Now not only will the network have capacity, but supplemented by certain retained and reequipped MetroPCS assets to begin the customer migration. If this capacity to begin the migration that enables faster, lower risk re-farming of the MetroPCS spectrum to higher efficiency LTE. This is how the transaction creates capacity relative to MetroPCS and T-Mobile on a standalone basis.

MetroPCS customers will see dramatically improved coverage and performance as they transition to the NewCo network and I'll point out in a minute, we expect minimal customer losses in the transition because our focus will be on those customers not on the transition. And we do expect as, I'll outline, to be able to complete this process by the end of 2015 at which point we will be able to shut down the MetroPCS Network and release those operating expenses.

So, let's go to page 19 and I hope I made some of those clear. On page 19, I now will point out a straightforward spectrum migration strategy. If you look at this chart, this chart provides a brilliant illustration of the migration strategy using Dallas as an example. We expect to retain GSM as the base player for sometime but to re-farm MetroPCS's CDMA spectrum to LTE. Over time the portion of spectrum devoted to LTE grows and eventually NewCo will begin migrating HSPA+ spectrum to LTE as well. Importantly, we have already a spectrum migration plan tailored for every single market but in all cases we expect to finish the migration by the end of 2015.

Page 20, the combination creates a value leader in wireless. NewCo will operate as one company with two brands, each focused on distinct customer needs. The T-Mobile brand will continue to offer a broad product set for a wide range of channels with contract offers at the lead. NewCo will offer two brands no contract offers. The MetroPCS brand will continue to be offered in the focused MetroPCS channels, T-Mobile will retain a branded no contract

offer for customers in branded T-Mobile distribution and NewCo will continue to evaluate opportunities to cross sell brands on a channel by channel basis. Both contract and no contract offers will reside on a common network.

Page 21, about the customer experience. NewCo will yield significant customer benefits. One, better network performance for customers for both companies. Now MetroPCS customers specifically will gain a much larger footprint in the option of international roaming. Second, we will have a great 4G network either LTE or HSPA plus allowing existing CDMA customers great opportunities for fast services.

The combination will position us to deliver the most compelling line up of devices, be they phones, tablets, hotspots or other future network devices and MetroPCS customers who move out of the footprint will no longer need to change carriers.

Page 22, this transaction enables NewCo to win fast growing monthly no contract products. Now if you look, what this shows is the no contract market is growing more than three times the pace of the contract market. This is a very fast growing business. In terms of revenue, we will be the leading provider of no contract services. This will be a great spot to be in and we'll be one of the ingredients of fuelling NewCo's growth. We see this as a great opportunity to play an even bigger role for customers looking for great value, great technology as well as spend control.

On page 23 and this will be a very important part of expanding the MetroPCS footprint. Now today, very effectively MetroPCS serves about one-third of the U.S. with a great presence in many of the country's top metros. By lighting them up on our nationwide 4G network, we can expand this very successful MetroPCS brand and business system to new markets, bringing new value and choice to many, many more consumers. We see this has a significant upside opportunity for the NewCo and it's important when outline the synergies for this deal, we don't speak about this. It is just an opportunity to serve more customers and expand our business and grow in the future, and we believe by the way there are many sizeable metro areas where customers can be much better served by distribution closer to where they live, work and play and specifically by MetroPCS' great products. I think it's very good for consumers around the United States.

Page 24, finally, this transaction is not just about network and no-contract products. We believe there are significant benefits for NewCo's contract business. I've already outlined the significant things that we were doing already in the Challenger Strategy, but in addition what I think this does is, number one, it's a powerful signal to the market and to our customers that NewCo is here to stay and that's an overhang to customers. Business customers and consumers want to know that T-Mobile and NewCo are here to stay. This is a very powerful statement about that. The network improvements will meaningfully drive improved churn and as we said before, churn is something that company has been focused on. A lot of it has been focused at network. This is significantly going to impact that and it's very much going to impact customer satisfaction and the additional spectrum will allow NewCo to drive unlimited as the key differentiator which is something we share in common.

With that, I'd like to hand over to Braxton Carter, who it's been my pleasure to meet and I'm very excited will be the CFO of NewCo. Braxton?

J. Braxton Carter
Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

Thank you, John. I appreciated that. Slide 27, we're poised for significant growth. As you've heard, this transaction provides significant upside potential and compelling growth prospects for both companies shareholders by creating a financially solid company with a clear path for growth and value creation. We've already touched on many of the key drivers about plan, but it bears repeating.

Through this combination, we will expand the MetroPCS brand into new metro areas. We're confident that we will achieve our projected cost synergies with an annual run rate of \$1.2 billion to \$1.5 billion. We will be able to reduce CapEx by focusing on a common single network and enhanced LTE experience with a convergence of technology to 4G LTE, we are in an optimal time to execute the elimination of duplicate network assets. In addition, with approximately 60% of MetroPCS's subscriber base upgrading every year, we believe we can rapidly execute our plan and we will capture the benefits of our increased scale.

All this translates into strong growth. On a five-year CAGR we expect revenue to grow 3% to 5%, EBITDA to grow 7% to 10% and free cash flow to grow 15% to 20%. Perhaps most compelling, we expect EBITDA margin to expand to 34% to 36% within five years. This is an extremely compelling combination that will create a sustainable and financially viable national competitor in the U.S. market.

Slide 27, as René and John discussed earlier, the rapid transition to a single network as well as the technology integration is critical to this highly attractive combination and is expected to deliver \$5 billion to \$6 billion in network net present value synergies. Our highly complementary spectrum provides the combined company with greater LTE bandwidth and significant additional capacity. As a result, MetroPCS customers will be able to easily transition to T-Mobile's network thereby creating a single network and allowing us to decommission redundant sites. We are confident in our ability to make this transition seamless.

The combined company will also be able to leverage its scale to capture efficiencies and support functions, as well as with handset and other partners, which we expect to deliver an additional \$1 billion in net present value synergies. Strong dealer community created by this combination will increase distribution density and customer convenience to both new and existing markets.

Slide 28, driven mainly by the rapid transition to a single network, we expect to generate \$6 billion to \$7 billion net present value in total synergies. These savings will deliver value to stockholders and allow the combined entity to compete more effectively against other national U.S. wireless carriers.

We believe that the single LTE-based network creates the opportunity to achieve savings of approximately \$600 million to \$700 million and annual run rate savings over time resulting from a reduction in the OpEx related to towers, backhaul and roaming. We also expect to achieve \$200 million to \$300 million in annual run rate savings from decreased customer acquisition and retention as well as G&A expenses.

From a CapEx perspective, we believe the combined network will eliminate \$3.3 billion in expansion CapEx due to decommissioning and equipment removal in our network integration. As is typical with any merger, there will be one-time costs associated with site upgrades and customer transitions. The timing of these costs varies, but we expect to have recorded these costs within four years with approximately \$850 million in year four following the close.

Slide 29, a truly compelling aspect of this combination, the strength of the combined company's financial profile. Based on 2012 equity research estimates, on a pro forma basis, the combined company has revenue of \$24.8 billion and EBITDA margins of 28.6%. In addition, the combined company has approximately \$4.2 billion in CapEx and \$2.1 billion in free cash flow on a pro forma basis. It is important to keep in mind that as OpEx and CapEx synergies are realized, we expect free cash flow to increase up to 20% on a five-year CAGR.

Next page, we'll also have a solid balance sheet to provide the financial flexibility to continue growing the business and driving value for stockholders. Under the terms of the agreement, Deutsche Telekom will provide \$15 billion in rollover notes to create a strong financing structure that will support the combined company's business needs.

In total, the combined company will have approximately \$20.4 billion in debt before capital leases and total leverage of 2.9 times.

The combined company's financial strategy will capitalize on the strong financial resources, stability and access to public capital markets. We're targeting a credit rating of BB to BB minus. Deutsche Telekom will be our largest holder of debt and equity and maintain an investment grade rating of BBB plus.

Slide 31, Deutsche Telekom will provide \$15 billion in rollover notes with an average tenor of approximately 8.5 years and the projected weighted average yield of 8%, as well as a \$500 million revolving credit facility. In addition, Deutsche Telekom will backstop all existing MetroPCS debt as well as \$1 billion in new third-party debt.

MetroPCS will obtain a waiver or refinance existing \$2.5 billion term loan B or retain \$2 billion in current unsecured notes and will have the options to issue \$1 billion in new third-party unsecured notes prior to closing.

Total debt for the combined company at closing is projected at \$20.4 billion before \$2.8 billion of capital leases including \$2.4 billion under recently announced T-Mobile tower deal. We expect cash at closing will equal \$1.8 billion giving total net debt of \$18.6 billion before capital leases. As you can see, this is an extremely compelling combination that will create a sustainable and financially viable national competitor in the U.S. market.

At this point, I would like to turn it back over to John for some closing comments.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

Okay. Thank you, Braxton, and I've been informed that in my first act as CEO of NewCo, I failed miserably and gave you the wrong chart numbers throughout my presentation. Sorry for that. But if I confused you greatly, hope you at least got the CDMA point. If anybody wants to do it separately, call me after on my T-Mobile cell. But I will correctly point you to chart number 32 now.

In summary, let me just make a couple of points. This transaction importantly creates \$6 billion to \$7 billion of synergies with a low-risk, straightforward integration. Second, spectrum positions are 100% complementary enabling 20x20 LTE in all major areas. Three and importantly, MetroPCS customers will have a seamless transition to a common LTE-based network enabled by a common LTE path and rapid handset turnover at their choice. Four, MetroPCS customers will see big benefits and the transition will be completed by 2015. And I really, really strongly believe that together T-Mobile and MetroPCS will create a growth – a great growth company, but also one that I believe will continue on our desire to be different, to be cooler, to be the faster moving nimbler uncARRIER and something that this market desperately, desperately needs and I think this is the start of exactly what that will be.

And with that, we'd welcome moving to questions.

QUESTION AND ANSWER SECTION

Operator: [Operator Instructions] Your first question comes from the line of John Hodulik of UBS.

John C. Hodulik
Analyst, UBS Securities LLC

Q

Couple of questions. First, I guess, can you, René, maybe talk a little bit about Deutsche Telekom's longer term commitment to their ownership in NewCo shares? And then I think maybe for Braxton going – looking ahead a little bit, the revenue estimates of growth of 3% to 5% and the EBITDA estimates of 7% to 10%. And if I look at the rest of the industry, that puts you at growth of – top-line growth more similar to AT&T wireless and if I look at the UBS internal models, we've got it combined – on a combined basis decelerating a bit or declining a bit. So to grow you typically have to invest and that, if anything, sort of hurts the EBITDA. So I am just trying to get a sense for what the plan is to be able to really accelerate the revenue growth while at the same time even accelerating the EBITDA growth even more, if we could get a little bit more color on that, that would be great?

René Obermann
CEO & Chairman-Executive Board, Deutsche Telekom AG

A

Yeah, sure. Without preempting John's comment, but some of this is explicable through the massive cost synergies we have. But I'll let John talk about more detail. Look, this market is attractive. It's actually more attractive than Europe. If you think about our portfolio, most of our country operations are in Europe except this big one here in the U.S. and it represents a big chunk of Deutsche Telekom's overall value. The market is growing. The macroeconomics look better than European macroeconomics, and the wireless market also grows while Europe wireless market overall is shrinking somewhat. So we see this market as an attractive opportunity. Within the market, the prepay part of the market is growing rapidly and our new partners are very well-positioned there and together we'll be more competitive plus we have this fantastic LTE conversions opportunity here, which is, for us, has been the biggest headache over the last two years of how to get a fast track to LTE. And thirdly, it offers strategic and financial flexibility. It's a reverse merger and it's a fast track, almost a turbo IPO, so I think that should explain our position.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

Braxton, you want to start or you want me to start on that one?

J. Braxton Carter
Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

A

I'd be more than happy to start. So it's a very, very good question. I think first of all, you need to understand that there is a higher growth rate on EBITDA and I think very significantly a much higher growth rate on the free cash flow of the business. You got to remember that there's been a tremendous amount of investments already made on behalf of both companies. The \$4 billion investment in LTE, the MetroPCS achieving 97% coverage of its current footprint with LTE is a very, very significant factor in positioning the types of services that our customers want and demand.

Secondly, as René mentioned, there are very significant cost synergies with this transaction that makes it very, very compelling and that definitely translates into the higher EBITDA growth. But remember, John emphasized several times that this is a culture of cost control and cost containment, and we believe that there are significant

opportunities on top of cost synergies with the challenger strategy to implement that within the business. I also want to point out that there is expansion of the PCS model into new markets that is in the upside and that is not currently baked into the plan or the synergies that are being presented. John?

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

Yeah, there're a number of pieces in that that I just want to highlight and very importantly as I said, the challenger strategy for T-Mobile before this transaction was clearly focused on stabilizing our growth into 2013 and then growing beyond. And so we were having that baked into what we'll do anyway and we've seen tremendous success with the unlimited data offer to bring your own phone strategy and we've got a number of other things up our sleeve including, of course, a very significant change in network quality along with this statement, which I think is going to change churn levels quite a bit.

Now, what we also have, of course, is MetroPCS is very strong in a market that is growing much faster than the rest of the industry and we are in that space as well. So we see a growth uptick there and we are very excited, as I said, about even though that market is growing 9% to 10%, we believe it's an underserved market and we believe that we can expand MetroPCS. So I think the 3% to 5% revenue compounded growth is a story about what we're already doing, what MetroPCS is already doing and that what we'll do together.

From an EBITDA standpoint, again, the challenger business model, which is a part of our strategy, is a way to constantly re-farm cost and I think we've got a great culture. We proved in 2012 that we can find significant amounts of cost in the business that will continue to be a big part of our culture. It's something that is also part of the MetroPCS culture as well as, as we said, there's a good portion of the synergies that are due to procurement and to some of the support functions and the back office, et cetera, that we'll be able to integrate. So I think if you look at those three things together, I think as we go forward, we'll be able to show how 3% to 5% and 7% to 10% is a one plus one equals three equation.

John C. Hodulik
Analyst, UBS Securities LLC

Q

Okay. Thanks, guys.

Operator: And your next question comes from the line of Simon Flannery of Morgan Stanley.

Simon Flannery
Analyst, Morgan Stanley & Co. LLC

Q

Could you go into the network synergy buckets a little bit more detail, I think you talked about towers, backhaul, roaming. At the tower show, the tower companies have been talking about the MOAs that they have and limited exposure to decommissioning. So can you give some color around that, what the big buckets there and how those come in over time? Thanks.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

Yeah. And clearly, you're – you've touched on it. I mean the biggest components are rents, their backhaul, their operating costs of the network. But again, I think one of the things I'm proudest of here as I've – since I've been in T-Mobile is to have met the CTO, who I think believe is very famous in the industry and Neville Ray who's here today. This strategy that we're deploying already that is making this re-farming and migration of LTE possible, which is making this migration of MetroPCS over is something that Neville and his team are world-class at. So I'm

going to break tradition here a little bit and pass the microphone over to Neville and let him wax eloquently on where these buckets of opportunity are. Neville?

Neville Ray
Chief Technology Officer, T-Mobile USA, Inc.

A

Thank you. Thanks, John. I'm not going to sing I think as you asked me to earlier on, that would be a tall order. I think back to the comments from John and the leadership team, the process here is to rapidly migrate the Metro base across to the T-Mobile network. And that affords us this opportunity to, in an early phase, decommission the macro sites on the Metro network. So, we will keep much of the DAS nodes and the DAS network. Metro has done a tremendous job of building out spectrum reuse capability in these dense metro and urban areas, but most of the macro sites can be decommissioned over a fairly short period of time. And that's where the majority of these cost savings and these synergies will come from. The towers go away, the backhaul is consolidated and goes away, and of course, some of the roaming benefits with the large and very national nationwide footprint that T-Mobile affords now will reduce roaming liabilities that Metro faces today. So, the rapid nature of this migration of the base, I'll say this, the LTE network from T-Mobile is well on its way and it is going to come to a great point in 2013 which is the perfect timing for this deal. As we close this deal, Metro customers will be in a position to transition across to the T-Mobile LTE network that we are building and modernizing through at a very rapid pace today. So that presents a unique opportunity as John outlined. The customers come across and over a two-year period here we're in a very, very good position to decommission the majority of one of these networks and to secure the synergies that have been outlined.

Simon Flannery
Analyst, Morgan Stanley & Co. LLC

Q

And – that's very helpful, Neville. Just to be clear, when does Metro start selling HSPA-compatible handsets?

J. Braxton Carter
Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

A

The plan is at closing, Simon.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

Yeah, Simon, the – again, we are learning how to be nimble here as a NewCo and who's going to answer what. Obviously, the plan would be at the day of deal closing to have a full array of GSM, HSPA+, and LTE handsets available to Metro customers and, of course, there'll be a significant base of handsets that will be able to migrate available. So, the important part is to get that full set of deployment of handsets in immediately and then as that 60% to 65% rate, which is the handset change rate annually in the MetroPCS base that we can take full advantage of that even in the first year of cycle to move over.

Simon Flannery
Analyst, Morgan Stanley & Co. LLC

Q

Many thanks.

Operator: Your next question comes from the line of Michael Rollins of Citi.

Michael I. Rollins
Analyst, Citigroup Global Markets (United States)

Q

...taking the questions. Just a couple; I think first just going back to the postpaid side, can you help us a little bit more, maybe understand the timing that you think it'll take to turn around the postpaid losses at [ph] T-Mobile (52:34) within the new or augmented strategy that you have and try to get that back to a winning position? And, how important is the iPhone to that? And, with this combination, does that change your timing or perspective on the interest to get an iPhone for your customers that you're actually subsidizing as opposed to the current bring-your-own strategy that you currently have? Thanks.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

Yeah, a few things. Clearly, the postpaid side of the business is critical and a piece that we're completely dedicated and committed to. There's a number of pieces here that I think are important but our plan had been to, as best defined right now, stabilize that piece of the business in 2013, grow in 2014. I don't have any new estimates yet as to the timing on that but I think that's the best way to think about this and that will be driven a number of ways.

I don't want to underestimate that I think that Deutsche Telekom's strong statement and our statement about commitment to this market that's a big factor in customer choice. It's particularly a big factor in a growth aspect like the B2B segment where, again, we've got 5% share. If we move over the next three to five years to 7.5% share that's another 5.2 million customers and good margin. So, the churn factor, I think, will be enhanced by this network evolution. The network will be a significant part of our brand and message.

Now, the – it is clearly our desire to have a full portfolio of devices to offer to our customers. At this meeting, I'm not going to speculate or comment on any other aspects of negotiation in any other deals and/or opportunities than this one. But, I'm glad you brought up the one item which is we have been quite innovative right now, and I'm happily one of the customers that uses several devices and we have launched 'bring your own phone' or you can insert the "i" in front of that, 'bring your own iPhone'. If it's an unlocked AT&T phone, it can be migrated over to T-Mobile. And, I think as each month goes on that will provide a superior network opportunity. And, I think going forward, as you see, we are progressively going to launch LTE in what the industry standard AWS areas will be, and I think over time, as we said, we would like to have a full set of devices to offer our customers, but we want it at a situation that is complementary for our shareholders.

Michael I. Rollins
Analyst, Citigroup Global Markets (United States)

Q

Thanks.

Operator: And, your next question comes from the line of Ric Prentiss of Raymond James.

Ric Prentiss
Analyst, Raymond James & Associates

Q

Good job explaining the rationale and benefits of this exciting combination. I've got a couple of questions for you if I could. First, spectrum obviously is a key aspect to this combination. As you look at your spectrum needs across the United States, is there more spectrum or different markets where you need spectrum and how might you address that?

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

Yeah and – I'll let Neville comment that but in general what this does it pushes out our needs in – mostly in the major markets for several years. Clearly, if you go far enough out, nobody in the industry has an answer to the

growth that's taking place. But, we have very good spectrum, adequate spectrum to what I'd call the midterm to medium-term horizon that we can see. And, we also have the same options and avenues, whether it'd be additional spectrum that's auctioned and/or partnerships or purchases from other carriers, and I believe with our – even after this transaction, as Braxton outlined, our net debt ratios are competitive or still better than the rest of the industry.

The public company vehicle will allow us to either tap internal sources of capital if we need to or external financing. So, I think it puts us in very good stead, better stead than we were before. And, frankly, I think also an important part that we'll be able to show clearly is, versus our competitors, we are going to have an equivalent or superior LTE capability in most major markets into 2013. And that hasn't always been the case. And, I want to use the point here; it's very important. We are very clear about our strengths and about our weaknesses. We know why we've had difficulties and the things that we are working on are going to change the only variables that made T-Mobile different from some of our competitors.

The brand launch after that will make that statement loud and clear and I hope by mid-2013 or beyond to almost be in a taunting mode, asking customers to try us versus other competitors that I won't name now, but I will at that point in time because we are going to have a far superior experience as this transition moves out. But, is there anything specific, Neville, you want to say on that?

Neville Ray
Chief Technology Officer, T-Mobile USA, Inc.

A

Yeah. Thanks, John. Real quick, I think from a modernization perspective underway today we're bringing a lot of new capacity and benefit on our existing modernization program to the T-Mobile business, today with our re-farm of 1900 and tomorrow with the LTE network that we'll bring online in 2013. And, I think the really exciting piece here is that, when you look at the very highly complementary nature of the spectrum assets between these two companies, we combine significant assets from T-Mobile and AWS, Advanced Wireless Services, band with Metro's very strong assets there and we create a very unique opportunity on LTE here in the U.S.

So, we go from a position of strength to a position of even greater strength. That combination of spectrum and AWS, the contiguous nature of that combined asset base in AWS provides us with a speed option that I think our competition is going to find very difficult to keep up with. It's going to provide significant spectrum efficiency for us and it sets us in a position for significant growth in capacity. So, medium term is now effectively in the bag. I think we'll always be looking for more spectrum in this marketplace as will every operator in the U.S. But, we are in a good place and with this deal we end up in a better place.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

And, just to summarize some of the points. These will be very important points to customers. There is a lot we want to tell customers about this deal today and a lot of noise customers have been hearing, especially in mass media marketing. So, if people want to talk now about who will have 2x20 at least megahertz spectrum in key LTE markets, it's us. And, there is a chart in our deck that shows exactly where we'll have that, if not more.

And, if you think of what we're doing with some of the increase in capabilities from MetroPCS, the density of their network and some of their use of the DAS nodes is going to provide us a better in-building capability in some of these markets, but very importantly, the breadth of our network and the coverage is going to improve significantly just from the modernization that's taken place. So, I'm harping on this because every day when I talk to customers they have a misperception about the network of T-Mobile. The T-Mobile network is much better now than some perceptions and if it's good now, by 2013 and beyond, it is going to be a smoking differentiator for this company.

And, I can't wait for customers to get a good look at this new capability that comes together from these two companies.

Ric Prentiss
Analyst, Raymond James & Associates

Q

Great. And, can I ask Braxton one quick question? On slide 28, the one-time cost that it shows, \$800 million, \$900 million of one-timers in year three and four, could that also be maybe prepayment of rent to the tower guys to get it paid off under contract but clean up your EBITDA going forward? Is that maybe a component in that one-time cost item?

J. Braxton Carter
Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

A

Ric, it is. And, I think very significantly once we get past that you see a very significant spike in our free cash flows and our EBITDA but that's exactly what that is in the outer years.

Ric Prentiss
Analyst, Raymond James & Associates

Q

Great. Thanks guys. Congrats on the deal.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

Thank you.

Operator: Your next question comes from the line of [indiscernible] (1:00:53) of Nomura.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

I'll take that one. Operator, I think we lost that question.

Q

[ph] John (1:01:13), in Q2 the asset is still about 75% of combined revenues today. So, can you elaborate a bit more, not on the Metro side of things, but on the T-Mobile side of things how...?

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

A

Yeah, we had some difficulty. We came in right at the end of your question; if you could try it from the beginning one more time? And, operator, if we have any difficulties, please help them out. Go ahead.

Okay, operator, I think we'll go to the next question because they were clearly calling from other than MetroPCS or T-Mobile cell phone.

Operator: Okay. Your next question comes from the line of David Barden of Bank of America Merrill Lynch.

David W. Barden

Analyst, Merrill Lynch, Pierce, Fenner & Smith, Inc.

Q

Thanks for taking the questions. John, congrats on the new job and congrats to the rest of the management team on getting the deal done. If I could just, on slide 28, I think you guys map out a little bit of how we should expect the deal to come together over the next couple of years. Maybe, Braxton, it would be helpful if you could just give us a little bit of color on – for instance, number one, on the one-time costs; for instance, why they are large in year one and then drop off in year two and then what's happening in year three and four. And, then on the non-network OpEx savings, what specifically is happening? Is that an SG&A, is that shutting down stores? How do we look at the fundamental drivers for what the savings in the deal are going to be, what savings will unfold? Thanks a lot.

J. Braxton Carter

Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

A

Absolute, David. So, the one-time costs on the network side in the outer years really relate to the shutdown of macro sites at MetroPCS. As Neville talked about, there was a strategy of supplementing the current T-Mobile network with the vast deployments in the very dense core urban areas, where we have deployed those at MetroPCS. In year one, there are site upgrades and other items that are being incurred, so there is obviously a significant investment but it's mainly driven by towers, both from an upgrade standpoint in the early years and then decommissioning in the outer years.

When you get down to the non-network piece of it, this is a company that's going to have much larger purchasing scale and procurement opportunities, and that's one of the things that we're very excited about with Deutsche Telekom being the most significant equity and debt holder within the company.

Leveraging off their worldwide scale and their excellent management, we think we're going to have the opportunity also with the combined scale between T-Mobile and MetroPCS together to drive significant cost advantages in procurement, in many different parts of the business.

We're also going to have some back office efficiencies. I mean with any merger, you're going to see that as the integration occurs. HSPA+ also has cost advantages over CDMA. The global scale of HSPA+ versus the more limited scale of CDMA on a worldwide basis is also a part of that. But this is really a story about network synergies, that is the vast majority of it, \$5 billion to \$6 billion. The non-network is approximately \$1 billion.

John J. Legere

Chief Executive Officer, T-Mobile USA, Inc.

A

And you should be clear on a couple of pieces of that, which is this will be two business units, one common network infrastructure and one common set of support functions. So, don't want to give the impression that there will be no synergy cost from putting the organizations together, because there will be some, that's just not the driving force of what we're wanting to do with this, but over time as we look at how to use common capabilities and common support in addition to certainly the procurement and purchasing power, there will be additional savings that we can farm. And I think that's just the culture of this company, which is to find costs that can be reinvested towards competing in the marketplace.

If I could, I want to go back and want to make sure people on the call and [ph] Fred (1:05:42) in particular realize, we couldn't hear the question that came through. So, there was no intent to dismiss that question or be disrespectful and I'm sure you will understand over time that my sometimes not that funny New York wit is not meant to be insulting.

So, I believe [ph] Fred's (1:06:04) question, which we're getting through other forms of media, had to do with how do you go from negative call it – I think [ph] Fred's (1:06:14) question was 6% top line growth to positive 5% growth. And if that was the question, why don't we try to answer that, and [ph] Fred (1:06:32), apologies for not hearing you and for anything that may have sounded disrespectful.

Do you want to start? I think in general, I think what we're trying to outline again is twofold that if you simply look at the consensus plans and the views for the company, that it's 3% to 5% growth is what we expect over the five years by our integrated plans, that does start with first and foremost, of course, the challenger business model driving to stability of top line and growth through 2013 and 2014. It does happen with a growth of several share points over the next few years in the B2B segment and expansion of the MVNO part of our business, expansion through the unlimited data offerings, the bring your own iPhone campaign, et cetera.

So, there is a significant amount of reduced churn we expect to get through the network modernization plan et cetera. There are the same standalone initiatives at MetroPCS that I'll let Braxton talk about, then there are also of course possibilities of expansion through the bringing together of both of those capabilities and as we say that is our best estimate at this point in time and Braxton if you want to talk some more about it.

J. Braxton Carter

Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

A

Absolutely. John talked about the sweet spot for growth in our industry really is in the prepaid part of the market and by taking MetroPCS and expanding on that brand into other geographical areas we think is a very positive move for the new company. You also have to remember that from a MetroPCS standpoint, we've invested over \$1 billion in taking our network to 4G LTE and really providing the types of services that our customers want and demand. So we think both companies are very well positioned to return to a significant growth profile as outlined in this very compelling business combination.

David W. Barden

Analyst, Merrill Lynch, Pierce, Fenner & Smith, Inc.

Q

Just as a quick follow-up, I think I'm still on the line, hey guys, but just a quick question...

John J. Legere

Chief Executive Officer, T-Mobile USA, Inc.

A

Oops. Operator, we've lost you again.

J. Braxton Carter

Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

A

Operator?

Operator: One moment, sir. Sir, are you able to hear us?

David W. Barden

Analyst, Merrill Lynch, Pierce, Fenner & Smith, Inc.

Q

Am I back on?

John J. Legere

Chief Executive Officer, T-Mobile USA, Inc.

A

Yes. Yes, you are.

Operator: Yes, sir.

David W. Barden

Analyst, Merrill Lynch, Pierce, Fenner & Smith, Inc.

Q

Oh, great. Sorry, yeah, the operator has a hair trigger, I apologize. I was just following up on that – the plan that you guys laid out John or Braxton, just with respect to, have you guys baked in the assumption that you'll be selling an iPhone at any point on your own through this plan?

John J. Legere

Chief Executive Officer, T-Mobile USA, Inc.

A

Yeah, and I think respectfully that's the best way I can answer that is that today I really just want to talk about this deal and not any other active or speculated discussions that we're having with other carriers or providers, and I apologize but that will have to do for today.

David W. Barden

Analyst, Merrill Lynch, Pierce, Fenner & Smith, Inc.

Q

Great. Thanks guys. Good luck.

Operator: Your next question comes from the line of James Ratcliffe of Barclays.

James Maxwell Ratcliffe

Analyst, Barclays Capital, Inc.

Q

Hello. Two structure questions, if I could, and maybe this is in the documentation but I couldn't find it. Could you just comment on any breakup fees either way and conditions on that front? And secondly for the \$4 payment – \$4.09 payment, what's the tax treatment of that going to be, is it dividend or return of capital or what have you? Thanks.

John J. Legere

Chief Executive Officer, T-Mobile USA, Inc.

A

Yeah, the – there is a breakup fee and reverse breakup fee, and the breakup fee that would be paid to MetroPCS is \$250 million and the reverse breakup fee in the other direction would be \$150 million. And on the...

René Obermann

CEO & Chairman-Executive Board, Deutsche Telekom AG

A

If we walk away with \$250 million, they walk away with \$150 million, that's exactly right.

J. Braxton Carter

Vice Chairman & Chief Financial Officer, MetroPCS Wireless, Inc.

A

And on the tax treatment related to the \$4.09, we're not on this call going to give any tax advice. The transaction's laid out and the tax experts will have to make the determination on that.

John J. Legere

Chief Executive Officer, T-Mobile USA, Inc.

A

I just would want to insert, because I want to – don't want to even say the word termination fee without also adding that both parties here are extremely committed and strongly, strongly believe in this deal. And I think

you'll see in the announcement that we've made, it's very clear that both parties believe that this transaction is correct and expect to see that through to fruition.

James Maxwell Ratcliffe
Analyst, Barclays Capital, Inc.

Q

Great. Thank you.

Operator: This concludes our allotted time for questions. I'll now like to turn the call back over to our speakers.

John J. Legere
Chief Executive Officer, T-Mobile USA, Inc.

Okay. We have no final comments. We appreciate everybody's time today. We know there's a lot of information but we will provide a tremendous amount of other opportunities to talk about this extremely, extremely new and exciting, leading value player and thank you all for your time today.

Disclaimer

The information herein is based on sources we believe to be reliable but is not guaranteed by us and does not purport to be a complete or error-free statement or summary of the available data. As such, we do not warrant, endorse or guarantee the completeness, accuracy, integrity, or timeliness of the information. You must evaluate, and bear all risks associated with, the use of any information provided hereunder, including any reliance on the accuracy, completeness, safety or usefulness of such information. This information is not intended to be used as the primary basis of investment decisions. It should not be construed as advice designed to meet the particular investment needs of any investor. This report is published solely for information purposes, and is not to be construed as financial or other advice or as an offer to sell or the solicitation of an offer to buy any security in any state where such an offer or solicitation would be illegal. Any information expressed herein on this date is subject to change without notice. Any opinions or assertions contained in this information do not represent the opinions or beliefs of FactSet CallStreet, LLC. FactSet CallStreet, LLC, or one or more of its employees, including the writer of this report, may have a position in any of the securities discussed herein.

THE INFORMATION PROVIDED TO YOU HEREUNDER IS PROVIDED "AS IS," AND TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, FactSet CallStreet, LLC AND ITS LICENSORS, BUSINESS ASSOCIATES AND SUPPLIERS DISCLAIM ALL WARRANTIES WITH RESPECT TO THE SAME, EXPRESS, IMPLIED AND STATUTORY, INCLUDING WITHOUT LIMITATION ANY IMPLIED WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, ACCURACY, COMPLETENESS, AND NON-INFRINGEMENT. TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, NEITHER FACTSET CALLSTREET, LLC NOR ITS OFFICERS, MEMBERS, DIRECTORS, PARTNERS, AFFILIATES, BUSINESS ASSOCIATES, LICENSORS OR SUPPLIERS WILL BE LIABLE FOR ANY INDIRECT, INCIDENTAL, SPECIAL, CONSEQUENTIAL OR PUNITIVE DAMAGES, INCLUDING WITHOUT LIMITATION DAMAGES FOR LOST PROFITS OR REVENUES, GOODWILL, WORK STOPPAGE, SECURITY BREACHES, VIRUSES, COMPUTER FAILURE OR MALFUNCTION, USE, DATA OR OTHER INTANGIBLE LOSSES OR COMMERCIAL DAMAGES, EVEN IF ANY OF SUCH PARTIES IS ADVISED OF THE POSSIBILITY OF SUCH LOSSES, ARISING UNDER OR IN CONNECTION WITH THE INFORMATION PROVIDED HEREIN OR ANY OTHER SUBJECT MATTER HEREOF.

The contents and appearance of this report are Copyrighted FactSet CallStreet, LLC 2012 CallStreet and FactSet CallStreet, LLC are trademarks and service marks of FactSet CallStreet, LLC. All other trademarks mentioned are trademarks of their respective companies. All rights reserved.