

**DECLARATION OF GREG SLEMONS**  
**Executive Vice President, AT&T Wireless Services, Inc.**

I, Greg Slemons, hereby declare the following:

1. I am the Executive Vice President, Wireless Network Services (“WNS”) of AT&T Wireless Services, Inc. (“AWS”), which is responsible for designing, implementing, and operating the company’s national wireless network, including network footprint expansion plans, capacity path growth, and the deployment strategy for the company’s next generation wireless network. I also lead the company’s IT Governance Board, National Real Estate Operations, and Supply and Asset Management organization. Prior to joining AT&T Wireless, I served as vice president of Wireless Network Services for AT&T, where I led the company’s wireless network build out. I was named senior vice president of Wireless Network Services in 1997.

2. My professional experience includes more than 15 years with McCaw Cellular (now AT&T Wireless), where I held a variety of senior technical management/leadership positions, including directing the start-up operations for the company’s digital PCS network (as well as the startup operations for many of the AMPS networks and eventual evolution to TDMA for McCaw Cellular in the mid 1980’s to the time McCaw Cellular was acquired by AT&T), and leading the end-to-end integration of the company’s five regional technical operating units before being acquired by AT&T.

3. I have reviewed the Declaration of William Hogg and Mark Austin.

4. Specifically, I have reviewed Section III, Technological Overview, in the Declaration of William Hogg and Mark Austin, and concur with their description of the evolution of wireless technologies and the challenges posed to TDMA carriers.

5. AWS chose a GSM evolutionary path for reasons similar to those recited by Messrs. Hogg and Austin for Cingular’s choice of GSM. In 2000, when AT&T made this decision, GSM infrastructure facilities and handsets designed to operate at 1900 MHz were

readily available from vendors, while 850 MHz GSM equipment was not yet available. Because AWS had acquired 1900 MHz PCS spectrum in many metropolitan areas where it operated 850 MHz cellular systems, the company decided to deploy GSM at 1900 MHz, overlaid on its 850 MHz TDMA/analog network and deployed GSM at 1900 MHz in its 1900 MHz TDMA networks.

6. In May 2003, AWS began adding GSM facilities to its 850 MHz networks, as well. AWS currently has 62% of its GSM sites in 850 MHz licensed areas operating GSM 850 MHz service and all remaining sites will be completed by the third quarter of 2004. As a result, all of AWS's 850 MHz systems will support analog, CDPD, TDMA, and GSM customers, and all of its 1900 MHz facilities currently support GSM and TDMA customers. AWS's GSM infrastructure also provides GPRS, as well as EDGE data services in all sites.

7. Currently, nearly all GSM handsets sold by AWS are dual-band and about 75% of the total base AWS GSM subscribers use dual-band (850-1900 MHz)/AMR handsets. Moreover, all of AWS's TDMA customers have dual-band handsets capable of operating at either 850 MHz or 1900 MHz. As a result, AT&T's 1900 MHz GSM voice service customers (25% of the GSM base) require new handsets to take full advantage of GSM 850 capacity and services quality benefits.

8. Currently, AWS is providing 2.5G data service using GPRS and is offering higher-speed service using EDGE technology nationwide effective November 2003. AWS is scheduled to offer UMTS in four cities in 2004.

9. AWS faces similar challenges in moving toward UMTS as those described in Section IV of the Hogg/Austin Declaration. In addition, the substantial embedded base of AWS customers at 1900 MHz, both TDMA and GSM, limits the amount of spectrum that AWS can make available for deployment of UMTS. UMTS requires a minimum of 10 MHz (paired 5 MHz channels) of clear spectrum, and a fully loaded UMTS system could require up to 30 MHz

(10 MHz for the initial deployment and additional blocks of 10 MHz for capacity as the product scales). Due to these constraints, AWS will only be able to introduce UMTS in limited metropolitan areas with its existing spectrum and will be challenged to support growth for advanced services in these areas.

10. By combining AWS's and Cingular's spectrum assets, the merger will make it possible in many areas to free up 10 MHz for an initial deployment of UMTS, as well as additional blocks of 10 MHz for expanding UMTS capacity, earlier and with less customer disruption than would be possible for AWS standing alone.

11. I generally concur with the analysis in Section V of the Hogg/Austin Declaration concerning the technological benefits of the proposed merger. Like Cingular, AWS has been challenged delivering the quality of service customers demand due to the constraints on capacity imposed by having to maintain separate networks for analog, TDMA, CDPD, and GSM customers. Many AWS's customers still use TDMA handsets, placing limits on the company's ability to devote spectrum to the more efficient GSM technology as well as to free up spectrum for advanced services. Combining the two company's spectrum and networks will allow service to be improved for TDMA customers, increase the spectrum available for GSM, and continue offering analog service, while making spectrum available for UMTS sooner and in more areas.

12. I note, in this connection, that while AWS currently provides analog service throughout its 850 MHz license areas, combining the AWS and Cingular analog networks will result in spectrum savings and may improve service noticeably. If only the redundant control channel is eliminated from the combined system, 1.26 MHz will be conserved even though there would be one more analog voice channel than Cingular is now using. Depending on usage levels, it may be possible to reduce the total number of voice channels per sector needed to accommodate the two companies' total analog usage, as well, for an additional savings of 1.26 MHz. This spectrum could be used directly to increase the capacity and improve the quality of TDMA and/or GSM service. Likewise, merging the two companies' TDMA and

GSM operations would allow the recovery of spectrum dedicated to redundant control channels and allow it to be used to improve capacity and quality.

13. I generally concur with the analysis in Section VI of the Hogg/Austin Declaration. AWS, like Cingular, has been subject to constraints on its ability to roll out advanced 3G services not faced by the two companies' major national competitors. The need to maintain four networks, including three dedicated to legacy services, has made it more difficult for AWS to deploy high-speed 3G services than it is for a company that does not need to support multiple legacy services. With additional spectrum, AWS could easily expand 3G services in all of its metropolitan service areas while maintaining existing analog, TDMA, CDPD, and GSM services. The merger will result in a company with the spectrum needed to offer high-speed 3G services on a schedule and scale that will allow it to remain competitive with other companies, despite the need to support legacy technologies.

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

DATED: March 17, 2004

By: \_\_\_\_\_ /s/  
Greg Slemons  
Executive Vice President  
AT&T Wireless Services, Inc.