

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ANTHONY DALE, BRETT JACKSON,
JOHNNA FOX, BENJAMIN
BORROWMAN, ANN LAMBERT,
ROBERT ANDERSON, and CHAD
HOHENBERY on behalf of themselves and
all other similarly situated,

Plaintiffs,

v.

DEUTSCHE TELEKOM AG, T-MOBILE
US, INC., and SOFTBANK GROUP CORP.,

Defendants.

Case No. 22-cv-03189
Judge Thomas M. Durkin
Magistrate Judge Jeffrey Cole

**DECLARATION OF SCOTT K. HVIDT IN SUPPORT OF
DEFENDANT T-MOBILE US, INC.’S OPPOSITION TO
PLAINTIFFS’ MOTION TO COMPEL**

I, Scott K. Hvidt, declare as follows:

1. I am an attorney duly licensed to practice law in the State of Texas. I am an associate attorney at the law firm Gibson, Dunn & Crutcher LLP, counsel of record for Defendant T-Mobile US, Inc. (“T-Mobile”). I submit this declaration in support of T-Mobile’s Opposition to Plaintiffs’ Motion to Compel T-Mobile To Use Plaintiffs’ Proposed Custodian List. I have personal knowledge of the matters set forth herein, except where stated otherwise, and if called to testify, I could and would testify competently thereto.

2. On November 13, 2023, Plaintiffs propounded their first set of document requests on T-Mobile (“Requests”), which include 44 separate requests, many with multiple subparts. Attached hereto as **Exhibit A** is a true and correct copy of Plaintiffs’ Requests, dated November

13, 2023. On January 10, 2024, T-Mobile served its responses and objections to Plaintiffs' Requests. Since then, the parties have met and conferred and corresponded in writing about the Requests on numerous occasions.

3. With respect to the Requests calling for discrete, non-privileged, and readily identifiable sets of documents, T-Mobile has agreed to collect and produce certain "go get" responsive documents on a non-custodial basis. These documents include, for example: trial transcripts, trial exhibits, and other discovery materials from the antitrust lawsuit brought by a group of State Attorneys General in the Southern District of New York ("State AG Action"); T-Mobile organizational charts; documents and information submitted to, and communications with, the FCC, the DOJ, and other regulatory agencies like the California Public Utilities Commission, as well as to any other government entity relating to the merger at issue, *i.e.*, T-Mobile and Sprint's merger announced in April 2018; communications with the FCC relating to the FCC's monitoring of T-Mobile's compliance with the Transfer of Control Order; structured sales, cost, and spectrum data; communications with the monitoring trustee overseeing T-Mobile's compliance with the conditions imposed on the merger; all documents produced to the monitoring trustee; T-Mobile's retail wireless plans; T-Mobile's corporate policies concerning document retention, mobile device usage, and antitrust issues; market research reports; and documents concerning Plaintiffs. In total, T-Mobile has already produced over 760,000 documents totaling over 3.79 million pages and multiple terabytes of data from non-custodial sources, including over 2,000 documents collected from T-Mobile's in-house lawyers.

4. With respect to the Requests calling for documents that are not amenable to "go get" collection, such as Plaintiffs' requests for documents, including internal communications, regarding the 5G network (RFP No. 17) or the pricing of T-Mobile's phone plans (RFP No. 21),

T-Mobile has agreed to search for, review, and produce responsive, non-privileged documents from certain custodians. Specifically, after conducting the necessary diligence and investigation, T-Mobile proposed 29 custodians on March 18, 2024, including some of its most senior leaders involved in making business decisions for T-Mobile, such as Michael Sievert, T-Mobile's President and CEO; Peter Osvaldik, EVP and CFO; Jon Freier, President of Consumer Group; John Legere, former President and CEO; and Mike Katz, President of Marketing, Strategy, and Products. This proposal is set forth in Exhibit B to the Declaration of Hill Brakefield in Support of Plaintiffs' Motion to Compel ("Hill Declaration"), Dkt. 195-3.

5. Plaintiffs did not respond to T-Mobile's proposed custodian list until May 2, 2024, on which date Plaintiffs shared their Proposal for Custodian List, which identified a total of 60 custodians, *i.e.*, 31 additional custodians to the 29 custodians that T-Mobile had proposed, without individualized explanations as to why Plaintiffs sought their inclusion. Included in Plaintiffs' list were four current and/or former in-house counsel: David Miller, Mark Nelson, Kathleen Ham, and Laura Buckland. This proposal is set forth in Exhibit C to the Hill Declaration, Dkt. 195-4.

6. After investigating whether Plaintiffs' additional 31 custodians were likely to have responsive documents, my colleague and I met and conferred with Plaintiffs' counsel on June 10, 2024. Because many of Plaintiffs' proposed custodians had no relevance to this matter or were cumulative and duplicative of other custodians, I asked Plaintiffs' counsel to explain Plaintiffs' reason for requesting the additional custodians. Plaintiffs' counsel responded with generalized assertions of relevance, indicating that Plaintiffs lacked specific bases for proposing the additional custodians.

7. While T-Mobile maintained that the initial list of custodians it proposed was sufficient, on June 21, 2024, T-Mobile agreed to add 11 of Plaintiffs' proposed custodians,

resulting in 40 agreed-upon T-Mobile custodians. T-Mobile raised individual-specific objections concerning the remaining 20 custodians proposed by Plaintiffs. In particular, T-Mobile noted that the in-house attorneys' ESI predominantly contain privileged communications, and that their inclusion as custodians would be burdensome and disproportionate to the needs of this case. This correspondence is set forth in Exhibit E to the Hill Declaration, Dkt. 195-6.

8. On July 1, 2024, the parties met and conferred regarding the remaining 20 disputed custodians. Plaintiffs agreed to withdraw eight individuals from the remaining 20 disputed custodians: (1) Timotheus Hottges, (2) Thorsten Langheim, (3) Laura Buckland, (4) Vivian Zhou, (5) Juvy Bray, (6) Brandon Arena, (7) Kirk Mullendore, and (8) Jason Richards. Plaintiffs continued to insist, however, that T-Mobile include the remaining 12 custodians, including Mr. Miller, Mr. Nelson, and Ms. Ham, and they proposed an additional custodian as well. This correspondence is set forth in Exhibit F to the Hill Declaration.

9. On July 18, 2024, the parties met and conferred regarding the 12 disputed custodians, during which my colleague and I raised additional questions about Plaintiffs' justification for wanting to add those custodians. For the custodians that Plaintiffs proposed adding who left T-Mobile or Sprint before or shortly after the merger closed, I again pointed out that Plaintiffs represented this lawsuit is about the prices of retail mobile wireless services *after* the merger closed. Plaintiffs' counsel confirmed that Plaintiffs' claims are about the prices of retail wireless mobile prices after the merger, but explained that Plaintiffs wanted documents from the pre-merger period to compare the trends in prices and plans between the pre- and post-merger period. Plaintiffs' counsel also did not provide any further fact-based justification for why they believed Ms. Ham, Mr. Miller and Mr. Nelson were appropriate ESI custodians beyond their generalized speculation.

10. On July 22, 2024, T-Mobile agreed to add ten of the 13 disputed custodians, provided that Plaintiffs withdraw their request to add the three in-house counsel (Mr. Miller, Mr. Nelson, and Ms. Ham) as custodians. As T-Mobile previously explained to Plaintiffs, T-Mobile reiterated that including the three in-house counsel would be unduly burdensome, unlikely to lead to the discovery of admissible information, and disproportionate to the needs of the case because their communications are predominantly privileged and would greatly increase the costs of privilege review and that any of their relevant, non-privileged documents would be captured in the files of the non-legal custodians that the parties had already agreed upon. T-Mobile also reiterated its commitment to collect on a “go get” basis certain categories of relevant and non-privileged documents involving in-house counsel, as reflected by the over 2,000 already produced documents from those files. This correspondence is set forth in Exhibit G to the Hill Declaration.

Dkt. 195-8.

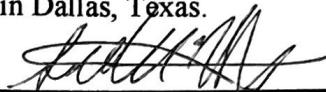
11. On July 24, 2024, Plaintiffs responded by offering to withdraw three of their previously proposed custodians (Peter DeLuca (Chief Creative Officer); Dara Sadri (SVP, Prepaid Base), and Mike Enberg (former Director, Consumer Marketing Strategy)) in exchange for including the three in-house attorneys. Plaintiffs further claimed that “there is no presumption against using in-house counsel as custodians” and argued that Ms. Ham should be included as a custodian because “she was a lobbyist for T-Mobile,” without explaining what relevance any of these individuals have to Plaintiffs’ claim. This correspondence is set forth in Exhibit H to the Hill Declaration, Dkt. 195-9.

12. On August 6, 2024, the parties once again met and conferred to determine whether they could narrow the dispute. During the meet and confer, my colleagues and I corrected Plaintiffs’ incorrect characterization of T-Mobile’s position and Ms. Ham’s job. With respect to

Ms. Ham, Plaintiffs' counsel claimed she may have been involved in business discussions because he believed that she may have been a "lobbyist" as a result of her Government Affairs role, but Plaintiffs' counsel failed to articulate what relevant "lobbying" documents Plaintiffs expected to find in her files. I pointed out that Plaintiffs previously represented that their claims are not about what happened prior to the merger's approval, but about the prices of retail mobile wireless services *after* the merger closed, and that pre-merger lobbying efforts (if any existed as to Plaintiffs' proposed custodians) would thus be irrelevant. Plaintiffs' counsel agreed this lawsuit is about effects of the merger but vaguely speculated that Ms. Ham may nevertheless have relevant documents. We reiterated that the three in-house attorneys are not proper custodians because Plaintiffs have not explained their specific relevance and the burden of reviewing and logging their documents would outweigh any purported benefit. Plaintiffs' counsel then threatened to upend all of the progress the parties made to date on custodian negotiations unless T-Mobile added the three in-house attorneys as custodians. Specifically, Plaintiffs' counsel stated that Plaintiffs would seek this Court's intervention to add all 60 of the custodians that they initially proposed, in addition to all of the individuals disclosed in T-Mobile's initial disclosures, thereby effectively throwing out all of the significant progress that the parties had made regarding custodians. I conveyed T-Mobile's position that it would not agree to add the three in-house attorneys as custodians and emphasized that disregarding the parties' progress regarding custodians would be a waste of the parties' good faith efforts over the past several months to narrow disputes for this Court. Plaintiffs' counsel stated that he would provide Plaintiffs' final position in a follow-up correspondence.

13. On August 22, 2024, Plaintiffs notified T-Mobile that they would move the Court for an order compelling T-Mobile to add Mr. Miller, Mr. Nelson, and Ms. Ham as custodians.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this Declaration was executed on September 11, 2024 in Dallas, Texas.



Scott K. Hvidt

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
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ANTHONY DALE, BRETT JACKSON,
JOHNNA FOX, BENJAMIN
BORROWMAN, ANN LAMBERT,
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HOHENBERY on behalf of themselves and
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DEUTSCHE TELEKOM AG, T-MOBILE
US, INC., and SOFTBANK GROUP CORP.

Defendants.

Case No. 1:22-cv-03189

Hon. Thomas M. Durkin

**PLAINTIFFS' FIRST SET OF REQUESTS FOR
PRODUCTION OF DOCUMENTS TO T-MOBILE US, INC.**

Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure and the Local Rules of Court of the United States District Court for the Northern District of Illinois, Plaintiffs hereby request that Defendant T-Mobile US, Inc. produce documents responsive to the following requests for production.

DEFINITIONS

Throughout these discovery Requests, including the Definitions, the words used in the masculine gender include the feminine, and the words used in the singular include the plural.

The following Definitions apply to these Requests:

1. “Affiliate MVNOs” refers to any mobile virtual network operators that provide service using leased facilities or leased capacity purchased from the T-Mobile US, Inc. or Sprint Corporation mobile networks between January 1, 2010 and present.

2. “Agreement” means any oral or written contract, arrangement or understanding, whether formal or informal, between two or more persons, together with all modifications and amendments thereto.

3. “All” should be construed to include the collective as well as the singular, and means “each,” “any,” and “every.”

4. “AT&T” refers to AT&T Inc. and its parents and subsidiaries.

5. “CMA” refers to cellular market areas.

6. “Communication” means oral or written communications of any kind, including without limitation, electronic communications, e-mails, facsimiles, telephone communications, correspondence, exchanges of written or recorded information, or face-to-face meetings.

7. “The Company” refers to the present-day, merged entity T-Mobile US, Inc., as well as both the pre-merger entities T-Mobile US, Inc. and Sprint Corporation.

8. “CPUC” refers to the California Public Utilities Commission.

9. “DISH” refers to DISH Network Corporation and any parents or subsidiaries.

10. “Document” includes, without limitation, the original (or identical duplicate when the original is not available) and all non-identical copies (whether non-identical because of notes made on copies or attached comments, annotations, marks, transmission notation, or highlighting of any kind) and drafts of all writings, whether handwritten, typed, printed or otherwise produced, and includes, without limitation, letters, correspondence, memoranda, legal pleadings, notes, reports, agreements, electronically stored information, calendars, diaries, travel or expense records, summaries, records, messages or logs of telephone calls, conversations or interviews, telegrams, instant messages, text messages (SMS or other), electronic chats, Slacks (or similar programs), mailgrams, facsimile transmissions (including cover sheets and confirmations),

electronic mail, minutes or records of meetings, compilations, notebooks, laboratory notebooks, work papers, books, pamphlets, brochures, circulars, manuals, instructions, sales, advertising or promotional literature or materials, ledgers, graphs, charts, blue prints, drawings, sketches, photographs, film and sound reproductions, tape recordings, or any other tangible materials on which there is any recording or writing of any sort. The term also includes the file, folder tabs, and/or containers and labels appended to, or associated with, any physical storage device associated with each original and/or copy of all documents requested herein.

11. “DOJ” refers to the United States Department of Justice and any division, section, office, or subdivision thereof, including but not limited to the Antitrust Division.

12. “DOJ Consent Decree” refers to the final judgement entered by the Court in *United States et al. v. Deutsche Telekom AG et al.*, No. 1:19-cv-02232-TJK (D.D.C. Apr. 1, 2020), ECF No. 85.

13. Electronically Stored Information (“ESI”) includes, without limitation, the following:

- a. activity listings of electronic mail receipts and/or transmittals;
- b. output resulting from the use of any software program, including without limitation, word processing documents, spreadsheets, database files, charts, graphs and outlines, electronic mail, Slack (or similar program) or bulletin board programs, operating systems, source code, PRF files, PRC files, batch files, ASCII files, and all miscellaneous media on which they reside and regardless of whether such electronic data exist in an active file, deleted file, or file fragment; and
- c. any and all items stored on computer memories, hard disks, floppy disks, CD-ROM, magnetic tape, microfiche, or on any other vehicle for digital data storage and/or transmittal, including without limitation, cloud storage systems, a personal digital assistant, such as an iPhone, Palm Pilot, Blackberry, Treo or other device.

14. “FCC” refers to the United States Federal Communications Commission and any division, section, office, or subdivision thereof, including the Commissioners and their offices.

15. “FCC T-Mobile-Sprint Transfer of Control Order” refers to the FCC’s November 5, 2019 conditional consent to the Transaction.

16. “FTC” refers to the United States Federal Trade Commission and any division, section, office, or subdivision thereof, including individual Commissioners and their offices.

17. “Including” is used to illustrate a Request with particular types of documents requested, and should not be construed as limiting the Request in any way.

18. “Meeting” means, without limitation, any assembly, encounter, or contemporaneous presence (whether in person – indoor or outdoor – or via any electronic computer-assisted, digital, analog, or telephonic method of communication) of two or more persons for any purpose, whether planned, arranged, scheduled or not.

19. “MNSA” refers to the original 2020 Master Network Services Agreement between T-Mobile US, Inc. and DISH.

20. “Or” should be construed to require the broadest possible response, and should be read as “and/or.”

21. “Person” includes, without limitation, any natural person, corporation, partnership, limited liability company, proprietorship, joint venture, association, government entity, and any other form of legal or business entity.

22. “Relating to,” “referring to,” “regarding,” or “with respect to” mean, without limitation, discussing, describing, reflecting, dealing with, pertaining to, analyzing, evaluating, estimating, constituting, concerning, containing, mentioning, studying, surveying, projecting, assessing, recording, summarizing, criticizing, reporting, commenting or otherwise involving, in whole or in part.

23. “Retail Mobile Wireless Market” refers to the market for retail mobile wireless telecommunications services for cellular phones. It includes all such services offered to consumers or small businesses, but it does not include plans offered to large business customers (i.e., “enterprise” plans), plans offered to government customers, or plans for non-phone connected devices, such as smartwatches and tablets.

24. “Second Request” refers to a discovery procedure, pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, by which the Federal Trade Commission and the Department of Justice’s Antitrust Division investigate mergers and acquisitions which may yield anticompetitive consequences. Second Requests are also known as “Requests for Additional Information and Documentary Materials.”

25. “Small business” refers to any business that purchases from the Retail Cell Service Market, but does not purchase an enterprise plan.

26. “Sprint” refers to Sprint Corporation and its parents and subsidiaries.

27. “States’ Pre-Merger Case” refers to all stages of and proceedings related to *New York v. Deutsche Telekom AG*, 439 F. Supp. 3d 179 (S.D.N.Y. 2020), including, but not limited to, the pre-filing investigation conducted by the States.

28. “Subscriber” refers to all account holders and authorized users of a mobile wireless provider’s network. “Subscriber-level data” refers to information generated in connection with a subscriber’s use of a mobile wireless provider’s applications or network or otherwise exchanged between a subscriber and mobile wireless provider.

29. “Subsidiary,” “affiliate,” and “joint venture” refer to any entity or person in which you have any financial or ownership interest.

30. “The Transaction” refers to the merger of T-Mobile and Sprint proposed in April 2018 and consummated in April 2020. Any requests that mention the Transaction should be broadly construed to encompass documents or ESI generated any time during the Relevant Time Period.

31. “T-Mobile” refers to T-Mobile US, Inc. and its parents and subsidiaries.

32. “Verizon” refers to Verizon Communications Inc. and its parents and subsidiaries.

33. “You” or “Your” means T-Mobile US, Inc. and its predecessors, successors, subsidiaries, departments, divisions, affiliates, and/or agents (including, without limitation, any third-party recruiting, hiring, staffing, or headhunting firm), together with all present and former directors, officers, employees, agents, representatives, or any persons acting or purporting to act on behalf of you.

INSTRUCTIONS

1. You are directed to make available for inspection and copying all of the documents requested herein at the offices of Lieff Cabraser Heimann & Bernstein, LLP, 275 Battery Street, 29th Floor, San Francisco, California 94111-3339, or electronically to Plaintiffs’ counsel by January 10, 2024.

2. In producing documents, You are to furnish all documents or things in Your possession, custody or control, regardless of whether such documents are possessed directly by You or Your employees, agents, parent companies, subsidiaries, affiliates, investigators or by Your attorneys or their employees, agents or investigators.

3. All documents shall be produced in the same order as they are kept or maintained by you in the ordinary course of your business. All documents, other than electronically stored information, shall be produced in the file folder, envelope or other container in which the documents are kept or maintained. If, for any reason, the container cannot be produced, you

should produce copies of all labels or other identifying marks which may be present on the container.

4. If a document was prepared in several copies, or if additional copies were thereafter made, and if any such copies were not identical or are no longer identical by reason of subsequent notation or modification of any kind whatsoever, including, without limitation, handwritten notations on the front or back of the document, all such non-identical copies shall be produced.

5. Documents shall be produced in such fashion as to identify the department, branch or office in whose possession they were located and, where applicable, the natural person in whose possession they were found and the business address of each document's custodian(s).

6. If a document once existed and subsequently has been lost, destroyed or is otherwise missing, You should provide sufficient information to identify the document and state, in writing, the details, including whether the document:

- a. is lost or missing;
- b. has been destroyed and, if so, by whom and at whose request;
- c. has been transferred or delivered, voluntarily or involuntarily, to another person or entity and at whose request; or
- d. has been otherwise disposed of.

7. In each instance in which a document once existed and subsequently is lost, missing, destroyed, or otherwise disposed of, explain the circumstances surrounding the disposition of the document, including, but not limited to:

- a. the identity of the person or entity who last possessed the document;
- b. the date or approximate date of the document's disposition; and
- c. the identity of all persons who have or had knowledge of the document's contents.

8. If any document responsive to any of these requests is privileged, and the document or any portion of the document requested is withheld based on a claim of privilege, provide a statement of the claim of privilege and all facts relied upon in support of that claim, including the following information:

- a. the reason for withholding the document;
- b. the date of such communication;
- c. the medium of such communication;
- d. the general subject matter of such communication (such description shall not be considered a waiver of your claimed privilege);
- e. the identity of any document that was the subject of such communication and the present location of any such document;
- f. the identity of the persons involved in such communication;
- g. the identity of any document which records, refers, or relates to such communication and present location of any such document; and
- h. the number or numbers of these requests for production of documents to which such information is responsive.

9. Documents attached to one another should not be separated. Each document requested should be produced in its entirety and without deletion, redaction or excisions, except as qualified by Instruction 8 above, regardless of whether You consider the entire document or only part of it to be relevant or responsive to these document requests. If You have redacted any portion of a document, stamp the word “REDACTED” beside the redacted information on each page of the document which You have redacted. Any redactions to documents produced should be identified in accordance with Instruction 8 above.

10. All datasets or databases that contain subscriber-level data should include a unique, stable personal identifier that remains the same for each individual across time, all plans, and all datasets or databases in which that individual appears. If different datasets or databases

feature different unique identifiers, You should provide a data crosswalk that contains, for each individual, all of their identifiers in the data, as well as the associated dataset or database.

11. All data should be provided in machine-readable format. When possible given file size, data should be provided in *.csv, .txt, .xls, .xlsx, .ods, or other native flat file format. Data may also be delivered as a collection of flat files. Alternatively, if data cannot be produced in a machine-readable format, data may be produced as code sufficient to create machine-readable files.

12. All documents produced should be numbered sequentially, with a unique number on each page, and with a prefix identifying the party producing the document.

13. These requests are directed at each Defendant and require a response from each Defendant. The production of a document by one Defendant does not relieve another Defendant from the obligation to produce its own copy of the document, even if the two documents are otherwise identical.

14. The “Relevant Time Period” applicable to these Requests is (1) January 1, 2010 to the present for documents, unless specifically stated otherwise in the request; and (2) January 1, 2010 for data, unless specifically stated otherwise in the request. Each request shall be interpreted to include all documents that relate to the Relevant Time Period, even if such documents were prepared or published outside of the Relevant Time Period. If a document prepared before this period is necessary for a correct or complete understanding of any document covered by a request, You must produce the earlier document as well. If any document is undated and the date of its preparation cannot be determined, the document shall be produced if otherwise responsive to the request.

15. These document requests are continuing and therefore require each Defendant (or any person acting on its behalf) to furnish supplemental responses whenever a Defendant (or any person acting on its behalf) obtains additional information called for by the request. Each supplemental response shall be served on Plaintiffs no later than thirty (30) days after the discovery of the additional information.

DOCUMENT REQUESTS

Governmental Proceedings and Litigation

REQUEST NO. 1:

All documents and ESI produced to, submitted to, seized by, or received from the DOJ, the FCC, the FTC, or any other governmental, Congressional, administrative, regulatory or investigative body of the United States, District of Columbia, or any state of the United States concerning the Transaction, including but not limited to:

- a. all civil investigative demands, Second Requests, subpoenas and requests for documents you have received from the United States Department of Justice or any governmental, legislative, administrative, regulatory or investigative body of the United States, District of Columbia, or any state of the United States concerning the Transaction;
- b. all position papers, white papers, prepared remarks (including any drafts of such papers or remarks), and associated backup data and code given, submitted or presented or intended to be given, submitted or presented to any governmental body;
- c. all documents and ESI filed related to obtaining approval for the Transaction from the Federal Communications Commission;
- d. all documents related to obtaining approval for the Transaction from the CPUC;
- e. all transcripts, notes summaries, and recordings of oral testimony created in connection with any federal or state regulatory review of the Transaction, whether or not procured by Civil Investigative Demand, Second Request or other compulsory process; or

- f. all communications between you and any governmental body regarding the Transaction, including without limitation, documents concerning search methodologies for custodial and non-custodial sources and documents concerning or constituting Your narrative responses to interrogatories or questions posed by the United States Department of Justice or any governmental, Congressional, administrative, regulatory or investigative body of the United States, District of Columbia, or any state of the United States concerning the Transaction.

REQUEST NO. 2:

All documents and ESI filed or produced pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, including but not limited to all documents and ESI (including all statements, affidavits, declarations, datasets, data analyses, deposition transcripts and exhibits, or other factual material) in connection with:

- a. the May 24, 2018 Pre-Merger Notification and Report Forms filed by T-Mobile and Sprint with the FTC and the DOJ;
- b. all documents and ESI accompanying those forms, including but not limited to those produced pursuant to sections 4(c) and 4(d) of the Forms; or
- c. all documents and ESI produced in response to any Second Requests or additional or supplemental voluntary requests served on T-Mobile or Sprint in connection with the Transaction.

REQUEST NO. 3:

All documents and ESI produced in discovery in the States' Pre-Merger Case, including but not limited to:

- a. all ordinary course documents and data produced by any party or third party;
- b. all data sets created for all stages of the case;
- c. all expert reports and model runs produced by either party;
- d. all pleadings, motion papers, and Court filings, in unredacted form;
- e. all trial exhibits and demonstratives; and
- f. all transcripts and videos of depositions, including all exhibits thereto.

REQUEST NO. 4:

Beginning in January 2010, all documents and ESI submitted to, or seized by, the DOJ, the FCC, the FTC, or any other governmental, legislative, administrative, or regulatory body of the United States, the District of Columbia, or any state of the United States concerning potential and attempted mergers between AT&T, Sprint, and/or T-Mobile.

REQUEST NO. 5:

Beginning in January 2010, all communications concerning attempted mergers between AT&T, Sprint, and/or T-Mobile, including:

- a. internal communications, including internal communications within Sprint;
- b. communications between parents and subsidiaries, including but not limited to Deutsche Telekom AG, and Softbank;
- c. communications with third-parties, including but not limited to Verizon and AT&T;
- d. communications with the DOJ, the FCC, the FTC, or any other governmental, legislative, administrative, or regulatory body of the United States, the District of Columbia, or any state of the United States.

REQUEST NO. 6:

All communications relating to the Transaction, including the DOJ Consent Decree, the FCC T-Mobile-Sprint Transfer of Control Order, and the States' Pre-Merger Case, between You, Sprint, Deutsche Telekom, or Softbank, and any employee, executive, director, or representative of any of the following since January 1, 2010:

- a. The DOJ;
- b. the FCC; or
- c. any state law enforcement or regulatory authority, including but not limited to:
 - i. the CPUC; or

- ii. the office of the Attorney General for the State of California, the State of Colorado, the State of Michigan, the State of Maryland, the State of Connecticut, the State of Minnesota, the State of Mississippi, the State of New York, the State of Nevada, the State of Hawaii, the State of Illinois, the State of Oregon, the Commonwealth of Pennsylvania, the State of Texas, the Commonwealth of Virginia, the State of Wisconsin, the Commonwealth of Massachusetts, or the District of Columbia.

REQUEST NO. 7:

All communications relating to DISH's buildout of a mobile wireless network and/or DISH's spectrum holdings between You, Sprint, Deutsche Telekom, or Softbank, and any employee, executive, director, or representative of any of the following since January 1, 2010:

- d. The DOJ;
- e. the FCC; or
- f. any state law enforcement or regulatory authority, including but not limited to:
 - i. the CPUC; or
 - ii. the office of the Attorney General for the State of California, the State of Colorado, the State of Michigan, the State of Maryland, the State of Connecticut, the State of Minnesota, the State of Mississippi, the State of New York, the State of Nevada, the State of Hawaii, the State of Illinois, the State of Oregon, the Commonwealth of Pennsylvania, the State of Texas, the Commonwealth of Virginia, the State of Wisconsin, the Commonwealth of Massachusetts, or the District of Columbia.

REQUEST NO. 8:

All documents and ESI submitted to or received from, and communications with the FCC relating to the FCC's monitoring of T-Mobile's compliance with the conditions imposed in the T-Mobile-Sprint Transfer of Control Order.

REQUEST NO. 9:

All documents and ESI submitted to or received from, and communications with, the monitoring trustee appointed January 13, 2020 to oversee the DOJ Consent Decree, or any individual working for that trustee, including any communications relating to the Transaction, even those that predate the appointment of the trustee.

REQUEST NO. 10:

All documents, testimony, and ESI submitted to or received from the California Public Utilities Commission since April 1, 2018, including but not limited to:

- a. all documents, testimony, and ESI submitted or received in connection with the CPUC's 2020 investigation of the Transaction;
- b. all documents and ESI related to T-Mobile's 5G buildout, coverage, and speed; and
- c. all documents and ESI related to T-Mobile's CDMA Network.

REQUEST NO. 11:

All nonpublic documents, transcripts of proceedings, deposition transcripts, and ESI filed or produced by any party in *Sprint Nextel Corp. v. AT&T, Inc. et al.*, No. 1:11-cv-01600 (D.D.C.), and all documents and information supporting the allegations in the September 6, 2011 complaint filed in that action.

Third-Party Access to the Company's Network

REQUEST NO. 12:

All communications, slide decks, reports, memos, and any other kind of document regarding, related to, planning, or responding to the planned shutdown of Sprint's 3G CDMA network and Sprint's LTE network.

REQUEST NO. 13:

All communications with DISH since January 1, 2018, relating to any of the following:

- a. the Transaction, including the DOJ Consent Decree and the States' Pre-Merger Case;
- b. any aspect of DISH or DISH's retail wireless customers' access to T-Mobile's wireless communications network, including but not limited to pricing, utilization, download speeds, coverage, and planned 3G network shutdown;
- c. any of the terms of the MNSA, including any subsequent amendments, even if "Master Network Services Agreement" or "MNSA" does not appear in the communication; or
- d. any proposed or adopted revision to the MSNA, even if "Master Network Services Agreement" or "MNSA" does not appear in the communication, including negotiations over amendments to these terms. All communications should be included, whether or not they resulted in an amendment.

REQUEST NO. 14:

All communications with any affiliate MVNO in the United States relating to any of the following:

- a. network speed, reliability, or disruptions;
- b. details of business arrangement, including but not limited to spectrum license or consumer pricing;
- c. network rollout, including 4G and 5G rollout; or
- d. the Transaction.

The Company's Network

REQUEST NO. 15:

All documents, ESI, and communications related to spectrum auctions or spectrum purchases in the United States, or spectrum acquisition in the United States.

REQUEST NO. 16:

All assessments since January 1, 2016 related to 5G in the United States, including but not limited to 5G investment, rollout, maintenance, performance, consumer purchases, enterprise purchases, promotion, or competition,

REQUEST NO. 17:

All documents and ESI since January 1, 2017 related to 5G in the United States, including but not limited to 5G investment, rollout, maintenance, performance, consumer purchases, enterprise purchases, promotion, or competition.

REQUEST NO. 18:

All documents and ESI since January 1, 2017 related to the cost of providing service in the United States, including the cost of 5G rollout, as well as all internal models or data that analyze cost in the United States.

Merger and Market Analysis

REQUEST NO. 19:

All documents and ESI related to competition in the retail mobile wireless market in the United States, including but not limited to analyses of retail mobile wireless pricing, quality adjusted pricing, market share, innovations in plan introductions, discounting, sales, network coverage, network speed, network investment, or spectrum purchases, or competitive intelligence documents or SWOT analysis.

REQUEST NO. 20:

All documents and ESI concerning, analyzing or discussing the Transaction, including its presumed, anticipated, likely, or actual effects on competition for retail mobile wireless service, including, without limitation, the Transaction's presumed, anticipated, likely, or actual effects on pricing, spectrum acquisition, rollout rates, quality of service, prices charged to MVNOs in the United States for network access, or any provider's market share.

REQUEST NO. 21:

All documents and ESI concerning T-Mobile's or Sprint's pricing of retail mobile wireless service in the United States.

REQUEST NO. 22:

All documents and ESI concerning providing service for MVNOs in the United States, including pricing and other contract revisions.

REQUEST NO. 23:

All communications with or among AT&T, Verizon, T-Mobile, or any MVNOs in the United States since January 1, 2017, or between T-Mobile and Sprint prior to April 1, 2020, relating to any of the following:

- a. the Transaction;
- b. retail mobile wireless plan pricing, including discounting;
- c. spectrum acquisition;
- d. rollout rates of services over time and region, including rollout of 5G;
- e. quality of service, including download/upload speed, latency, and packet loss;
- f. prices charged to MVNOs for network access;
- g. retail mobile wireless plan subscriber numbers, usage levels, and churn rates; or
- h. joint technology investment or operations efforts with either company relating to mobile wireless telecommunications.

REQUEST NO. 24:

All communications relating to the Transaction or any other possible merger or acquisition by Sprint and Softbank, including the DOJ Consent Decree and the States' Pre-Merger Case, between T-Mobile and any employee, executive, director, or representative of Sprint, Softbank or Deutsche Telekom AG.

REQUEST NO. 25:

All documents, including agendas, minutes, notes, or memoranda, of any industry or trade association meeting.

REQUEST NO. 26:

All documents concerning trends or analysis of customer complaints or customer satisfaction in the United States, either specific to Your subscribers or market wide.

Network, Coverage, and Retail Plan Information

REQUEST NO. 27:

All documents related to the practice of bundling of phones and/or other devices with service, including SMS messaging, data plans, phone minutes, etc.

REQUEST NO. 28:

Monthly subscriber-level plan data (in machine-readable format such as *.csv, *.txt, .xls, .xlsx, .ods, or other native flat file format) on all of Your U.S. retail mobile plan subscribers, including individuals and small businesses, between 2010 to present. This data should include, by subscriber:

- a. Subscriber name
- b. date of most recent contract initiation;
- c. all contract renewal dates;
- d. original contract price, broken into original monthly price and original monthly data allowance;
- e. all other discounts, promotional benefits, or other benefits received by subscriber, including but not limited to free or discounted phones (specify model and brand of phone, where applicable);
- f. original contract features and plan characteristics, including but not limited to contract type (*e.g.*, pre-paid/post-paid), high speed data access, terms of 5G data access, and any entertainment access;

- g. current monthly payment, data allowance, and, where applicable, autopay discount;
- h. current monthly data usage, including time and amount of data use on 3G, 4G, and 5G networks and measures of data upload and download speeds, latency, and packet loss;
- i. current month measures of cost of providing the subscriber service;
- j. current contract terms, including but not limited to contract type (e.g., pre-paid/post-paid), high speed data access, terms of 5G data access, any entertainment access;
- k. any fees, including but not limited to late payment or data overage fees, charged this month;
- l. current number of lines;
- m. last month's data usage by line;
- n. current phone model for each line, for each subscriber;
- o. current residential zip code and CMA;
- p. subscriber age; and
- q. an indicator for whether the subscriber has terminated the contract in the present month.

REQUEST NO. 29:

Monthly U.S. census-block level data (in a native flat file format such as *.csv, .txt, .xls, .xlsx, .ods, or as a collection of flat files, or alternatively, as code sufficient to create machine-readable files from the data) from 2010 to present. Alternatively, please produce the most finely-disaggregated responsive data available to You. Please include, by census block identifier:

- a. total number of subscribers;
- b. indicators showing all wireless coverage availability during the current month, including but not limited to 2G, 3G, 4G, 4G LTE, 5G Extended Range, 5G Ultra Capacity, and Partner coverage;
- c. for each type of available wireless coverage in b), mean and median download speed, upload speed, and latency for each month;

- d. number of outages or other service problems each month; and
- e. cost of providing the subscriber service each month.

REQUEST NO. 30:

All documents concerning all data, inputs, metrics, and results from any internal network speed test run since January 1, 2010;

REQUEST NO. 31:

All Documents concerning all of Your retail mobile wireless plans that have been available any time between 2011 and the present, including, for each plan:

- a. all names, abbreviations, numeric IDs, or shorthand descriptions associated with the plan, both public and internal;
- b. date the Company first began developing the plan;
- c. date the plan first became available to consumers;
- d. date when the Company stopped offering the plan;
- e. all terms of the plan, including but not limited to monthly data caps, monthly payment, fees, any included entertainment plans, network type, and coverage, and other network quality attributes such as download/upload speed, latency, and packet loss;
- f. number of existing and new subscribers for each plan by CMA and month;
- g. current month measures of cost of providing the subscriber service for each plan; and
- h. information on all promotions and discounts ever associated with the plan, including, for each promotion or discount:
 - i. the dates that the promotion or discount became available or unavailable to consumers and ended since January 1, 2010;
 - ii. all promotional material associated with the promotion or discount, including but not limited to print ads, video advertisements, and mailings to prospective consumers; and
 - iii. the terms of the promotion or discount, including but not limited to the duration, details about changes to plan pricing, changes to payment schedule, changes to available data, and changes to fees.

REQUEST NO. 32:

Each database or data set used or maintained by the Company relating to retail mobile wireless subscriptions at any time after January 2010, that contains information relating to each subscriber's:

- a. demographics, including but not limited to zip code, CMA, and age;
- b. subscription history, including the start date, end date, and plan name of all plans the subscriber has purchased, including plans from Sprint, T-Mobile, or the merged entity; or
- c. for each subscription the subscriber has purchased:
 - i. original contract terms, including but not limited to original contract price and original monthly data allowance;
 - ii. original contract features, including but not limited to high speed data access, terms of 5G data access, other quality attributes such as download/upload speed, latency, and packet loss, and any entertainment access;
 - iii. number of lines;
 - iv. the terms of all discounts, promotional benefits, or other benefits received by subscriber, including but not limited to free or discounted phones (specify model and brand of phone);
 - v. at the monthly level, the current phone model for each line, for each subscriber, including whether that model is 4K-enabled;
 - vi. at the monthly level, all monthly payments, fees, and discounts;
 - vii. at the monthly level, total data usage by line, and mean and mean upload, download, and latency speed by line;
 - viii. at the monthly level, by each line, total data usage by network (e.g., data used on 3G, data used on LTE, and data used on 5G); and
 - ix. the date(s) and details of any plan price or other term changes.

Corporate Structure and Policies

REQUEST NO. 33:

Organization charts sufficient to identify:

- a. individuals who act as custodians of business records and other information for you, including all persons responsible for ESI management, organization, retention, preservation, and destruction of ESI;
- b. all of your internal information services or information technology departments; and
- c. all individuals who are responsible for creating back-ups for archiving email messages.

Data Custodians and Access

REQUEST NO. 34:

Documents sufficient to show those persons most knowledgeable about the Company's data storage, dataset creation, data cleaning, and data maintenance, including each database or data set responsive to this request.

REQUEST NO. 35:

Documents sufficient to explain the meaning of the data responsive to any of these requests, including all record layouts, data dictionaries, field codes, and other codes or descriptions.

REQUEST NO. 36:

Documents sufficient to show how to operate or run any of the programs maintained on the computer-related equipment or system utilized by you to maintain data responsive to any of these requests, including whether any such data can be produced within a machine-readable format such as *.csv, *.txt, .xls, .xlsx, .ods, or other native flat file format.

Document Retention and Control

REQUEST NO. 37:

Documents that reflect or describe Your policies, procedures, and guidelines for Your company's use or retention of email, instant messages, or other forms of electronic communications.

REQUEST NO. 38:

Documents that reflect or describe your policies, procedures, and guidelines for the provision or funding of mobile phones or mobile services to Your employees.

REQUEST NO. 39:

Documents that reflect or describe your document retention policies and any litigation hold implemented in connection with this litigation, including the date that any litigation hold was implemented.

REQUEST NO. 40:

All documents referring to the concealment, destruction, or spoliation of any documents that are responsive to any of these document requests.

REQUEST NO. 41:

All documents reflecting or describing policies or practices regarding employee or contractor use of personal devices not owned or controlled by the Company to create, receive, store, or send work-related documents or communications and any technical controls to limit such use.

Antitrust Compliance

REQUEST NO. 42:

All documents relating to your corporate policies or practices regarding compliance with United States federal or state antitrust laws.

Plaintiffs and the Present Action

REQUEST NO. 43:

All documents provided to, transmitted to, received from, or concerning Plaintiffs.

REQUEST NO. 44:

All documents about your communications concerning the above-captioned action with non-parties, including class members or any governmental entity.

Dated: November 13, 2023

/s/ Brendan P. Glackin

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