

UNITED STATES OF AMERICA,
STATE OF CONNECTICUT and
STATE OF TEXAS,

Plaintiffs,

v.

CINGULAR WIRELESS CORPORATION,
SBC COMMUNICATIONS INC.,
BELLSOUTH CORPORATION and
AT&T WIRELESS SERVICES, INC.,

Defendants.

This Statement is filed by plaintiff United States in support of the appointment of Mr. Joseph J. Simons as Management Trustee in the above-captioned case. This case arises from a civil antitrust Complaint, and stipulated proposed Final Judgment filed on October 25, 2004. The purpose of the proposed Final Judgment is to remedy the competitive problems identified in the Complaint through the successful divestiture of the Divestiture Assets, as defined in Section II of the proposed Final Judgment. The success of the proposed Final Judgment in curing the competitive problems identified in the Complaint depends in part upon the preservation of the Divestiture Assets prior to their divestiture. In order to facilitate the divestitures contemplated by the proposed Final Judgment by preserving the Divestiture Assets, the parties stipulated to the Preservation of Assets Stipulation and Order (“Stipulation”). The Stipulation embodies the

parties' agreement to preserve and maintain the Divestiture Assets through the appointment of an independent Management Trustee to serve as manager of the Divestiture Assets consistent with the terms and purpose of the Stipulation and the proposed Final Judgment. Joseph J. Simons is exceptionally well qualified to be the Management Trustee in this case.

Plaintiff United States believes a familiarity with the management of a wireless business and a thorough understanding of the competitive goals of both the proposed Final Judgment and the Stipulation are essential qualifications for the Management Trustee. Mr. Simons clearly possesses those qualifications. Mr. Simons was appointed the operating and divestiture trustee by the court in *United States v. Bell Atlantic Corp.*, No. 1:99CV01119 (D.D.C. Apr. 18, 2000). In his capacity as trustee, Mr. Simons oversaw the tenth largest wireless carrier in the United States, and operated four wireless businesses valued in excess of \$2 billion in different parts of the United States over a period of approximately 18 months. Through this experience, he gained wireless industry knowledge and hands-on operational and financial expertise that make him fully capable of carrying out the day-to-day responsibilities of the Management Trustee. With more than 20 years experience as an antitrust lawyer, including his position as Director of the Bureau of Competition at the Federal Trade Commission, Mr. Simons is exceedingly well qualified to understand and advance the goals of the Stipulation and proposed Final Judgment. Additionally, an extensive conflicts check has revealed no representations that would disqualify Mr. Simons from serving as Management Trustee. Finally, plaintiff states consent to and defendants have no objection to the appointment of Mr. Simons as Management Trustee. A complete description of Mr. Simons' experience and qualifications appear in the Exhibit attached to this Statement.

In accordance with the Stipulation, Mr. Simon shall manage the operations of the Divestiture Assets. Mr. Simon will have the power to hire, at the cost and expense of defendants, any investment bankers, attorneys or other agents reasonably necessary in his judgment to assist in the management of the Divestiture Assets. Mr. Simon will also have the authority to take actions necessary to preserve the Divestiture Assets to ensure their expeditious and successful divestiture. Accordingly, plaintiff United States supports the appointment of Joseph J. Simons as Management Trustee.

Respectfully submitted,

/s/

Hillary B. Burchuk (D.C. Bar # 366755)
Matthew C. Hammond
David T. Blonder
Benjamin Brown
Michael D. Chaleff
Benjamin Giliberti
Lorenzo McRae (D.C. Bar # 473660)
Jeremiah M. Luongo
Attorneys, Telecommunications & Media
Enforcement Section
Antitrust Division
U.S. Department of Justice
City Center Building
1401 H Street, N.W., Suite 8000
Washington, D.C. 20530
(202) 514-5621
Facsimile: (202) 514-6381

Dated: October 25, 2004