

T-Mobile Deutschland GmbH

Interim balance sheet and explanatory notes as of June 30, 2009
pursuant to § 125 in conjunction with § 63 (1) No. 3 UmwG

**Interim balance sheet and explanatory notes as of
June 30, 2009 pursuant to § 125 Sent. 1 in conjunction with
§ 63 (1) No. 3 UmwG**

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Purpose of the interim balance sheet

Due to the planned spin-off of the T-Home unit from Deutsche Telekom AG to T-Mobile Deutschland GmbH, an interim balance sheet must be prepared pursuant to § 125 Sent. 1 in conjunction with § 63 (1) No. 3 of the German Reorganization and Transformation Act (Umwandlungsgesetz – UmwG).

A. General disclosures

The interim balance sheet as of June 30, 2009 was prepared in accordance with the requirements of the German Commercial Code (Handelsgesetzbuch – HGB) and the German Act on Limited Liability Companies (GmbH-Gesetz) that are relevant for large corporations. § 125 Sent. 1 in conjunction with § 63 (2) UmwG states (translation): The interim balance sheet is to be prepared in accordance with the provisions applied to the last annual balance sheet of the legal entity. Physical inventory taking shall not be required. The values reported in the last annual balance sheet may be adopted. However, amortization and depreciation, value adjustments and provisions as well as any material changes in the real values of assets by the closing date of the interim balance sheet are to be taken into account.”

The classification of the interim balance sheet conforms to the classification requirements of § 266 HGB.

B. Accounting policies

Purchased **intangible assets** are carried at acquisition cost and are amortized on a straight-line basis over their estimated useful lives.

Property, plant and equipment is recognized at acquisition or construction cost. Up to and including December 31, 2005, property, plant and equipment was depreciated on a straight-line basis. The declining-balance method was applied to movable noncurrent assets acquired between January 1, 2006 and December 31, 2007. In accordance with § 7 (2) of the German Income Tax Act (Einkommensteuergesetz – EStG), the declining-balance depreciation rate was three times the straight-line depreciation rate, or a maximum of 30 percent. The additions

in 2009 are depreciated using the straight-line method. In accordance with tax regulations, all assets acquired up to December 31, 2007 (reported as low-value assets for tax purposes) were written off in full in the financial accounts in the year of acquisition and presented as disposals in the statement of noncurrent assets. Since January 1, 2008, in line with the revised applicable tax value limits following the 2008 Corporate Tax Reform Act dated May 25, 2007, these assets have either been immediately written off in the financial accounts in the year of acquisition or capitalized in the annual omnibus items of immaterial significance and depreciated over five years. These assets are presented as disposals in the statement of noncurrent assets when they are written off in full.

The UMTS license acquired in August 2000 is amortized ratably on a straight-line basis over its term of 20 years and five months.

Non-scheduled write-downs are charged if the fair value of the assets at the balance sheet date is lower than their carrying amount and the impairment of the assets is assumed to be permanent.

Financial assets are measured at the lower of acquisition cost or the fair market value at the balance sheet date.

Inventories are measured at the lower of acquisition cost or market value at the balance sheet date. Adequate write-downs are charged for inventory risks resulting from obsolescence or impaired marketability. Replacement modules are carried at a fixed value.

Receivables and other assets are carried at their nominal value, making allowance for credit risks. Allowance is made for general credit risks through a flat-rate deduction.

Accruals for pensions are recognized for **direct commitments** using the minimum accrual method in accordance with § 6a EStG and the 2005 G life expectancy tables published by Dr. Klaus Heubeck. **Indirect commitments** are measured using the 2005 G life expectancy tables with deduction of a fund asset.

Taxes and other accruals are recognized for identifiable risks and uncertain obligations and computed in accordance with prudent commercial practice.

Liabilities are recognized at their repayment amounts.

Any short-term **foreign currency receivables and liabilities** are measured at the rate in effect at the balance sheet date.

C. Other balance sheet disclosures

1. Noncurrent assets

Changes in noncurrent assets and in amortization and write-downs are illustrated in the statement of noncurrent assets below:

T-Mobile Deutschland GmbH

Statement of noncurrent assets as of Jun. 30, 2009

	Acquisition costs				Depreciation, amortization and write-downs				Net carrying amounts			
	Dec. 31, 2008 €	Additions €	Disposals €	Reclassifications June 30, 2009 €	Dec. 31, 2008 €	Additions €	Disposals €	Reclassifications June 30, 2009 €	Dec. 31, 2008 €	June 30, 2009 €		
Intangible assets												
Concessions, industrial property and similar rights and assets and licenses in such rights and assets	9.267.182.195,94	23.389.371,76	-87.773.996,80	29.111.925,02	9.231.909.495,92	-6.456.320.534,94	-172.200.903,50	83.579.257,80	10.426,72	-6.544.931.753,92	2.810.861.661,00	2.686.977.742,00
Advance payments	123.114.916,27	15.999.976,49	-2.849.249,83	-17.506.321,26	118.759.321,67	0,00	0,00	0,00	0,00	0,00	123.114.916,27	118.759.321,67
	9.390.297.112,21	39.389.348,25	-90.623.246,63	11.605.603,76	9.350.668.817,59	-6.456.320.534,94	-172.200.903,50	83.579.257,80	10.426,72	-6.544.931.753,92	2.933.976.577,27	2.805.737.063,67
Property, plant and equipment												
Buildings on land owned by third parties	218.684.893,95	920.851,78	-643.293,45	1.926.201,20	220.888.653,48	-93.290.857,95	-8.111.661,78	622.919,45	2.145,80	-100.777.454,48	125.394.036,00	120.111.199,00
Technical equipment and machinery	2.423.648.317,40	13.585.992,94	-36.347.000,54	15.612.584,81	2.416.499.894,61	-1.920.120.597,40	-97.389.180,84	35.559.596,33	-11.843,52	-1.981.962.025,43	503.527.720,00	434.537.869,18
Other equipment, plant and office equipment	161.264.452,51	887.303,45	-4.647.472,15	245.113,95	157.749.397,76	-124.768.369,51	-5.981.560,40	4.552.999,15	-729,00	-126.197.659,76	36.496.083,00	31.551.738,00
Advance payments and construction in progress	63.889.775,92	22.159.590,09	-2.117,67	-29.389.503,72	56.657.744,62	0,00	0,00	0,00	0,00	0,00	63.889.775,92	56.657.744,62
	2.867.487.439,78	37.559.738,26	-41.639.883,81	-11.605.603,76	2.851.795.690,47	-2.138.179.824,86	-111.482.403,02	40.735.514,93	-10.426,72	-2.208.937.139,67	729.307.614,92	642.858.550,80
Financial assets												
Investments in subsidiaries	1.664.092.982,81	0,00	0,00	0,00	1.664.092.982,81	0,00	0,00	0,00	0,00	0,00	1.664.092.982,81	1.664.092.982,81
Investments in associated and related companies	1,00	0,00	0,00	0,00	1,00	0,00	0,00	0,00	0,00	0,00	1,00	1,00
	1.664.092.983,81	0,00	0,00	0,00	1.664.092.983,81	0,00	0,00	0,00	0,00	0,00	1.664.092.983,81	1.664.092.983,81
Total	13.921.877.535,80	76.943.086,51	-132.263.130,44	0,00	13.866.557.491,87	-8.594.500.359,80	-283.683.306,52	124.314.772,73	0,00	-8.753.868.893,59	5.327.377.176,00	5.112.686.595,28

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2. Capital stock

The capital stock of €520.0 million as of June 30th, 2009 was held in full by T-Mobile International AG with its offices in Bonn, who was merged with Deutsche Telekom AG effective from July 1st, 2009.

3. Additional paid-in capital

The additional paid-in capital of €927.0 million recognized in accordance with § 272 (2) No. 4 HGB arises from the contribution of Deutsche Telekom AG's mobile communication activities to the company.

4. Liabilities

The maturity of liabilities is summarized in the following table:

	Total Jun. 30, 2009 millions of €	of which due			of which due
		within 1 year	> 1 - 5 years	> 5 years	within 1 year
		millions of €	millions of €	millions of €	Dec. 31, 2008 millions of €
Trade accounts payable	207.0	207.0	0.0	0.0	265.1
Payables to subsidiaries	5,014.2	5,014.2	0.0	0.0	3,409.5
of which to shareholders	1,278.3	1,278.3	0.0	0.0	2,853.4
Other liabilities	902.8	902.8	0.0	0.0	920.2
Total	6,124.0	6,124.0	0.0	0.0	4,594.8

Payables to shareholders resulted from interest-bearing shareholder loans as well as from liabilities from operating activities.

5. Other financial obligations and other guarantees and commitments

Other financial obligations as of June 30, 2009 amounted to €137.4 million for purchases of noncurrent assets and to €442.7 million for commitments from mobile communications transactions not yet settled. Of these, €312.7 million will be incurred next year, €42.0 million relating to subsidiaries.

Annual liabilities from rental agreements and similar contracts amounted to €633 million, €614 million of which relates to subsidiaries.

When introducing network operator portability in mobile communications networks (MNP), the company in conjunction with other network providers founded MNP Deutschland Gesellschaft bürgerlichen Rechts (MNP GbR), Dusseldorf, in 2002. On account of the legal form of the company, this investment may give rise to unlimited liability. There is no reason to believe that claims will be asserted on this liability.

Depending on the outcome of the arbitration proceedings concerning the acquisition of an interest in PTC, Polska Telefonica Cyfrowa Sp.z o.o., further payments are likely to arise whose amount is uncertain at the present time.

6. Guarantees and commitments

The company had guarantees and commitments arising from warranties in the amount of €566 million at the reporting date.

There is another contingency of €38 million in accordance with § 133 (1) UmwG from the transfer of pension obligations in 2007 as part of the spin-off of the customer service unit to DTKS.

Bonn, September XX, 2009

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