

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of Sprint Communications Company L.P. (U-5112) and T-Mobile USA, Inc., a Delaware Corporation, For Approval of Transfer of Control of Sprint Communications Company L.P. Pursuant to California Public Utilities Code Section 854(a).

Application 18-07-011

And Related Matter.

Application 18-07-012

**MOTION OF DISH NETWORK CORPORATION
TO WITHDRAW OPPOSITION TO THE TRANSACTION**

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Dated: July 29, 2019

Pursuant to Rule 11.1 of the Rules of Practice and Procedure (“Rules”) of the California Public Utilities Commission (“Commission” or “CPUC”), DISH Network Corporation (“DISH”) hereby submits this motion to withdraw its opposition to the proposed merger of Sprint Communications Company L.P. (“Sprint”) and T-Mobile USA, Inc. (“T-Mobile”) (“Joint Applicants”) in the above-captioned proceeding (the “Motion”). DISH’s withdrawal is made pursuant to the terms of a proposed Final Judgment (“Proposed Final Judgment”) and related Stipulation and Order (“Stipulation & Order”) filed by the U.S. Department of Justice (“DOJ”) on July 26, 2019 in the U.S. District Court for the District of Columbia. The Proposed Final Judgment and Stipulation & Order reflect conditions accepted by, among others, Sprint, T-Mobile, and DISH to resolve the competition-related questions raised by the DOJ in connection with its review of the proposed merger of Sprint and T-Mobile. (A copy of the Proposed Final Judgment, which is subject to judicial review under the Tunney Act, 15 U.S.C. § 16(b), and is contingent on closing the Transaction, is attached hereto as Exhibit 1. A copy of the Stipulation & Order is attached hereto as Exhibit 2.)

Among other things, pursuant to the Proposed Final Judgment, DISH will acquire Sprint’s Boost and Virgin Mobile prepaid wireless businesses (excluding the Assurance Wireless Lifeline business) and obtain access to New T-Mobile’s network on favorable terms and conditions for up to seven years, as both a traditional MVNO and as an infrastructure mobile network operator. DISH and the Joint Applicants have entered into a series of contractual arrangements to effectuate these terms. In addition, DISH has made a number of commitments to the Federal Communications Commission (“FCC”) regarding its deployment of a 5G Broadband Network, some of which have been incorporated into the Proposed Final Judgment.

In its motion to become a party in the instant proceeding and in a subsequent brief, DISH raised concerns about the impact of consolidating the national mobile voice/broadband market from four to three companies, including the resulting excessive concentration of relevant markets and higher prices for consumers. The Proposed Final Judgement, related agreements between the parties, and commitments to the FCC will facilitate and accelerate DISH's entry into the wireless market as a fourth nationwide facilities-based mobile network operator thus solving the harms of the reduction in competition caused by the above-captioned merger. Based on the terms of the Proposed Final Judgment and related contractual arrangements entered into between the parties, DISH believes the previously stated concerns have been addressed and therefore seeks to withdraw its opposition to the merger.

For the foregoing reasons, DISH respectfully requests the Commission grant DISH's Motion.

Signed and dated July 29, 2019 at Walnut Creek, CA.

Respectfully submitted,

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[PROPOSED] ORDER

On July 29, 2019, Pursuant to Rule 11.1 of the Rules of Practice and Procedure of the California Public Utilities Commission, DISH Network Corporation filed a Motion to Withdraw its opposition to the proposed merger of Sprint Communications Company L.P. (“Sprint”) and T-Mobile USA, Inc. (“T-Mobile”) (“Joint Applicants”) in the above-captioned proceeding. DISH states its withdrawal is made pursuant to the terms of a proposed Final Judgment (“Proposed Final Judgment”) and related Stipulation and Order (“Stipulation & Order”) filed by the U.S. Department of Justice (“DOJ”).

Based on the terms of the Proposed Final Judgment and related contractual arrangements entered into between the parties, DISH states its previous concerns about the impact of consolidating the national mobile voice/broadband market from four to three providers have been addressed and therefore seeks to withdraw its opposition to this proceeding.

GOOD CAUSE BEING SHOWN, DISH Network Corporation’s Motion is GRANTED.

Administrative Law Judge Karl Bemederfer