

**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

In the Matter of the Joint Application of Sprint Spectrum L.P. (U-3062-C), and Virgin Mobile USA, L.P. (U-4327-C) and T-Mobile USA, Inc., a Delaware Corporation for Review of Wireless Transfer Notification per Commission Decision 95-10-032

Application 18-07-012

**JOINT APPLICANTS' MOTION FOR LEAVE TO FILE CONFIDENTIAL
MATERIALS UNDER SEAL (EXHIBITS A, I, J, S, AND U)**

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September 19, 2019

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Pursuant to Rule 11.4 of this Commission's Rules of Practice and Procedure and General Order 66-D, Sprint Spectrum L.P. (U-3062-C), and Virgin Mobile USA, L.P. (U-4327-C) (collectively referred to as the "Sprint Wireless CA Entities") and T-Mobile USA, Inc. ("T-Mobile USA") (collectively referred to as the "Joint Applicants"), respectfully submit this Motion for Leave to File Under Seal Exhibits A, I, J, S, and U ("Confidential Exhibits") to their Amended Joint Application for Review of Wireless Transfer Notification per Commission Decision 95-10-032 ("Amended Wireless Notification") filed with the Commission on this same date.¹

¹ The Joint Applicants note that they have prepared and electronically filed and served a public version of Exhibits A, I, J, S, and U. The Commission and parties that have executed an NDA with the Joint Applicants will receive both a confidential and public version of Exhibits A, I, J, S, and U.

I. CONFIDENTIAL TREATMENT OF EXHIBITS A, I, AND J.

On July 13, 2018, Joint Applicants submitted a motion for leave to under seal Exhibits A, I, and J (“July 13, 2018 Motion”). Today, Joint Applicants re-file Exhibits A, I, and J as part of its Amended Wireless Notification. As noted in that July 13, 2018 Motion, those exhibits contain confidential California-specific information regarding, among other things, subscribers, retail stores, cell sites, employees, network build-out and spectrum depth, and capacity and output for the nationwide 5G network, all of which is trade secret and therefore protected from disclosure. The July 13, 2018 Motion also identified that the information is not otherwise publicly available and, to the extent it has been shared with the Federal Communications Commission, the Department of Justice or Attorneys General, it has been designated as confidential. The present motion incorporates by reference the July 13, 2018 Motion and seeks the confidential treatment of Exhibits A, I and J.

II. CONFIDENTIAL TREATMENT OF EXHIBIT S

On April 8, 2019, Joint Applicants and The California Emerging Technology Fund (“CETF”) filed a confidential version of the Memorandum of Understanding Between the California Emerging Technology Fund and T-Mobile USA, Inc. (“CETF MOU”). Also on April 8, 2019, Joint Applicants and CETF filed a motion for confidential treatment of certain portions of the CETF MOU, which was attached to the motion as Exhibit A. Specifically Joint Applicants and CETF sought confidential treatment of text on pages 9 and 10 of the MOU itself, and of the entirety of Attachment B. On May 20, 2019 the Assigned Administrative Law Judge in this proceeding issued a ruling (“May 20, 2019 Ruling”) granting the request for confidential treatment of the CETF MOU. Today, Joint Applicants re-file the CETF MOU as Exhibit S, as part of its Amended Wireless Notification, and seek the same confidential treatment for Exhibit S as afforded in the May 20, 2019 Ruling.

III. CONFIDENTIAL TREATMENT OF EXHIBIT U

On May 20, 2019, Joint Applicants filed a motion containing a confidential version of the commitments made to the Federal Communications Commission (“FCC”), on May 20, 2019, in connection with that agency’s review of the proposed transfer of control of Sprint to T-Mobile USA (“FCC Commitments Ex Parte”), i.e., the same document set forth in Exhibit U, here. On that same day, Joint Applicants concurrently filed a motion for confidential treatment of certain portions of the FCC Commitments Ex Parte (“May 20, 2019 Motion”). Today, Joint Applicants re-file the FCC Commitments Ex Parte as Exhibit U, as part of its Amended Wireless Notification, and seek the same confidential treatment for Exhibit U as requested in the May 20, 2019 Motion. In that motion, Joint Applicants explained that the FCC Commitments Ex Parte contains confidential, proprietary and highly sensitive information provided to the Federal FCC under the terms of the FCC’s protective order in WT Docket No. 18-197. This information includes deployment information, integration planning, and business plans, practices and policies, all of which are protected from disclosure under state and/or federal law including but not limited to the trade secret privilege set forth in, among statutes, Evidence Code Section 1061 and Civil Code Section 3426 et seq., and Penal Code section 499(c). As such, the information is protected from disclosure pursuant to Government Code sections 6254.15 (trade secrets); 6254(n) (financial information); 6254(k) (other state and federal law including the Evidence Code) and 6276.36 (reference to Pub. Util. Code section 583). In addition, the disclosure of such information could put the Joint Applicants at a competitive disadvantage and there is no recognizable public interest served by the disclosure of this information. Thus, it should not be disclosed per Government Code section 6255.

IV. CONCLUSION.

Exhibits A, I, J, S, and U, all of which have been explicitly marked, are not otherwise publicly available and, to the extent they have been shared with the FCC, this Commission, parties to these proceedings, the Department of Justice, or Attorneys General, it has been designated as confidential. The Joint Applicants submit that sufficient good cause exists for the Commission to apply the protective mechanisms to the confidential version of the Exhibits A, I, J, S, and U pursuant to federal and state law and Commission Orders and Decisions, including but not limited to, Article 1, Section 1 of the California Constitution, California Public Utilities Code Section 583, California Government Code Sections 6254(a), (c), (e), (k), (n); California Government Code Section 6254.15; California Government Code Section 6276.36; California Government Code Section 6255; California Civil Code Section 3426 et. seq. California Evidence Code Section 1060 and General Order 66-D.

Respectfully submitted this 19th day of September, 2019.

/s/

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**[PROPOSED] ADMINISTRATIVE LAW JUDGE’S RULING GRANTING THE JOINT
APPLICANTS’ MOTION FOR LEAVE TO FILE CONFIDENTIAL INFORMATION
UNDER SEAL**

On September 19, 2019, Sprint Spectrum L.P. (U-3062-C), and Virgin Mobile USA, L.P. (U-4327-C) (collectively referred to as the “Sprint Wireless CA Entities”) and T-Mobile USA, Inc. (“T-Mobile USA”) (collectively referred to as the “Joint Applicants”), submitted this Motion for Leave to File Under Seal the confidential exhibits attached to their Amended Joint Application for Review of Wireless Transfer Notification per Commission Decision 95-10-032 (“Amended Wireless Notification”) filed with the Commission on this same. The California Public Utilities Commission has considered this motion and all supporting materials.

IT IS HEREBY RULED that the written materials submitted herein on September 19, 2019 – specifically Exhibits A, I, J, S and U to their Amended Wireless Notification – will remain under seal and not be accessible or disclosed to persons other than the Commissioners and Commission staff except on further order or ruling of the Commission, the Assigned Administrative Law Judge, or the administrative law judge then designated as the law and

motion judge.

Accordingly, it is ORDERED that the Joint Applicants' Motion for Leave to File Under Seal is GRANTED.

Dated: September ___, 2019, at San Francisco, California.

Administrative Law Judge