



BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

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In the Matter of the Joint Application of Sprint)
Communications Company L.P. (U-5112-C))
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 No. _____

JOINT APPLICATION FOR APPROVAL OF TRANSFER OF CONTROL OF SPRINT
COMMUNICATIONS COMPANY L.P. (U-5112-C) PURSUANT TO PUBLIC
UTILITIES CODE SECTION 854(a)

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Dated: July 13, 2018

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I. INTRODUCTION

Pursuant to Section 854(a) of the California Public Utilities Code and Rules 2.1 et seq. and 3.6 of the California Public Utilities Commission’s (“Commission”) Rules of Practice and Procedure (“Rules”), Sprint Communications Company L.P. (U-5112-C) (“Sprint Wireline”) and T-Mobile USA, Inc. (“T-Mobile USA”) (collectively referred to as the “Joint Applicants”), respectfully submit this Joint Application for approval of the transfer of control of Sprint Wireline to T-Mobile USA.¹

¹ The Joint Applicants note the transfer of Sprint Wireline is part of a broader transaction which also involves the transfer of control of Sprint’s California wireless operating companies to T-Mobile USA. That transfer of control is the subject of a separate Joint Application for Review of Wireless Transfer Notification Per Commission Decision 95-10-032 (the “Wireless Transfer Notification”), which is being filed concurrently with this Application.

In particular, the Joint Applicants respectfully request Commission approval to transfer control of Sprint Wireline, a certificated competitive local exchange carrier (“CLEC”) and non-dominant interexchange carrier (“NDIEC”) providing services *exclusively to enterprise and carrier customers*, to T-Mobile USA. The transfer will be made pursuant to the Business Combination Agreement between T-Mobile US, Inc. (“T-Mobile”), T-Mobile USA’s direct 100% parent, and Sprint Corporation (“Sprint”) dated April 29, 2018 (the “Business Combination Agreement”)² by which all of Sprint’s subsidiaries - including Sprint Wireline - will become wholly-owned indirect subsidiaries of T-Mobile USA (the “Transaction”).

As discussed in the Public Interest Statement (“PIS”) submitted on June 18, 2018 by T-Mobile and Sprint to the Federal Communications Commission (“FCC”),³ this proposed merger is necessary to, among other things, allow the Combined Company⁴ to leverage a unique combination of complementary assets to unlock massive synergies in order to build a world-

² The parties to the Business Combination Agreement include T-Mobile and Sprint, as well as Huron Merger Sub LLC, Superior Merger Sub Corporation, Starburst I, Inc., and Galaxy Investment Holdings, Inc. The parties also include, for limited purposes set forth in the Business Combination Agreement, Deutsche Telekom AG, Deutsche Telekom Holding B.V., and SoftBank Group Corp. The roles of these other parties are described more fully below and in the Business Combination Agreement and the PIS and are not material to the instant Application.

A copy of the Business Combination Agreement can be found at:
https://www.sec.gov/Archives/edgar/data/101830/000110465918028087/a18-12444_1ex2d1.htm

The Joint Applicants are providing a link to the Business Combination Agreement as well as other publicly available information for ease of reference and to reduce the amount of paper required to attach such documents to the Application. To the extent the Commission prefers a hard copy of any of these linked documents, the Joint Applicants will provide them upon request.

³ Description of Transaction, Public Interest Statement, and Related Demonstrations, WTB Docket No. 18-197 (filed Jun. 18, 2018), Executive Summary at (“PIS”), available at:
[https://ecfsapi.fcc.gov/file/10618281006240/Public%20Interest%20Statement%20and%20Appendices%20A-J%20\(Public%20Redacted\)%20.pdf](https://ecfsapi.fcc.gov/file/10618281006240/Public%20Interest%20Statement%20and%20Appendices%20A-J%20(Public%20Redacted)%20.pdf).

⁴ For purposes of this Application, and consistent with the PIS, the combined company resulting from the Transaction will be referred to as the “New T-Mobile” or the “Combined Company”.

leading nationwide 5G network that will deliver unprecedented services to consumers, increasingly disrupt the wireless industry, and ensure U.S. leadership in the race to 5G. The merger provides over \$40 billion in synergies, a beneficial increase in scale, and a combination of complementary and essential assets (including spectrum and sites) to accelerate and deliver a superior 5G network that will be better and more expansive than anything the companies could deliver on their own. New T-Mobile will use these synergies to invest nearly \$40 billion to bring the Combined Company into the 5G era over the next three years.

This requested transfer of control of Sprint Wireline is entirely consistent with Section 854(a) and is in no way adverse to the public interest. In particular, this transfer will not have any impact on the provision of CLEC or NDIEC service or competition in that market.

T-Mobile does not currently provide such services and neither it, nor any of its California operating subsidiaries, are certificated CLEC or NDIEC providers. Moreover, because this is a parent-level only transaction,⁵ with no change in day-to-day operations of Sprint Wireline, the Commission will retain exactly the same regulatory authority over Sprint Wireline that the Commission possessed immediately prior to the Transaction. In addition, the Transaction is transparent to Sprint Wireline's customers as Sprint Wireline will continue to honor its existing contractual obligations. Since no customer transfers will occur, no customer notice is required. Finally, Sprint Wireline is already a certificated provider and no new provider is being created in California as a result of the Transaction.

Given the conventional nature of the underlying Transaction with respect to Sprint Wireline, its limited California revenues, and lack of market power, the Joint Applicants also

⁵ As discussed more thoroughly below, upon the consummation of the Transaction, Sprint Wireline will still be a subsidiary of Sprint but Sprint will now be an indirect subsidiary of T-Mobile.

respectfully submit that this matter is appropriate for expedited approval. The Commission has consistently approved transfers of control under Section 854(a) in similar instances in which the proposed transfer involves a change of control of a competitive carrier through the transfer of equity interests in the corporate parent of that carrier. This is especially the case where the proposed transfer is seamless to customers and does not implicate any changes in day-to-day operations, rates, terms, or conditions of service.⁶ The fact that Sprint Wireline serves only a limited number of enterprise and carrier customers in the state further supports a finding that a transfer of control is appropriate in this circumstance.

Thus, the Joint Applicants respectfully request that the Commission approve this Joint Application expeditiously.

II. DESCRIPTION OF THE APPLICANTS

A. T-Mobile

T-Mobile USA is a Delaware corporation wholly owned by T-Mobile.⁷ T-Mobile is currently the third largest wireless carrier in the United States, serving approximately 72.6 million customers under the T-Mobile and MetroPCS brands.⁸ Through its owned and operated retail stores, third-party distributors, and its websites, T-Mobile provides wireless voice and data

⁶ See, e.g., *Joint Application of G3 Telecom USA Inc. (U7237C and U1165C) and Telehop Communications, Inc. for Approval of a Transfer of Control of G3 Telecom USA Inc. pursuant to California Public Utilities Code Section 854(a)*, D.14-08-016, at p. 6; *Joint Application of Primus Telecommunications, Inc. (U-5513-C) and PTUS, Inc. for Approval of a Transfer of Control*, D.13-09-017, at p. 5; *Joint Application of Securus Technologies, Inc. (U6888C), T-NETIX Telecommunications Services, Inc. (U5324C), and Securus Investment Holdings, LLC for Approval of Acquisition by Securus Investment Holdings, LLC of Indirect Control over Securus Technologies, Inc. and T-NETIX Telecommunications Services, Inc.*, D.13-10-004, at p. 6.

⁷ For ease of reference, the remainder of the discussion will generally refer to T-Mobile, except for references to T-Mobile USA as a distinct entity.

⁸ T-Mobile US, Inc., Annual Report (Form 10-K), at 37 (Feb. 7, 2018), <http://investor.tmobile.com/Cache/392104903.pdf> (“T-Mobile 2017 10-K”).

services to residential and business customers in the United States, Puerto Rico, and the U.S. Virgin Islands, as well as a wide selection of wireless devices and accessories.

T-Mobile is a publicly traded Delaware corporation headquartered in Bellevue, Washington. T-Mobile's 2017 revenues were approximately \$40.6 billion,⁹ its assets currently total approximately \$70.56 billion,¹⁰ its market capitalization is approximately \$50.82 billion,¹¹ and it holds approximately \$28.32 billion in debt.¹² The company is controlled by Deutsche Telekom AG ("Deutsche Telekom"), which indirectly holds approximately 62 percent of T-Mobile's stock. Deutsche Telekom is based in Bonn, Germany, and provides fixed broadband and wireless services to customers in more than 50 countries around the world.¹³

Neither T-Mobile nor T-Mobile USA directly offer wireline services in California and neither is certificated for those services by this Commission. Moreover, T-Mobile does not have any subsidiaries in California that provide CLEC or NDIEC services. T-Mobile does, however, have two registered wireless providers in the state, T-Mobile West, LLC (U-3056-C) and MetroPCS California, LLC (U-3079-C), that provide innovative wireless service options to millions of California consumers.

⁹ *Id.* at 24.

¹⁰ *Id.*

¹¹ See T-Mobile US, Inc., WALL STREET JOURNAL, <https://quotes.wsj.com/TMUS> (last visited June 16, 2018).

¹² T-Mobile 2017 10-K at 24.

¹³ See Deutsche Telekom, *Leading European Telco*, <https://www.telekom.com/en/company/details/leading-european-telco-355194> (last visited June 16, 2018).

B. Sprint Wireline

Sprint Wireline is a wholly-owned indirect subsidiary of Sprint that is authorized to provide wireline CLEC and NDIEC services in California pursuant to Commission Decisions (“D.”) 07-07-027, 97-08-045 and 88-11-045.¹⁴ Sprint Wireline provides services to a limited number of enterprise and carrier customers but *does not provide service to residential end-user consumers*. Sprint Wireline is not owned or affiliated with a California incumbent local exchange carrier.

The Joint Applicants note that through its wireless carrier subsidiaries Sprint is the fourth-largest wireless carrier in the United States, serving approximately 54.58 million customers across its retail and wholesale wireless service offerings at the end of 2017, and is an interexchange carrier and Tier 1 Internet backbone provider.¹⁵ Sprint offers a range of wireless and wireline voice and data products and services, as well as devices and accessories, to residential and business customers in the United States, Puerto Rico, and the U.S. Virgin Islands under the Sprint, Boost Mobile, Virgin Mobile, and Assurance Wireless brands. Sprint also provides wireline voice and data services to businesses with operations outside the United States.

¹⁴ D.97-08-045 authorized Sprint Wireline to operate as a CLEC in certain specified areas in California. Prior to D.97-08-045, Sprint Wireline acquired authority to provide different services in California through a series of decisions by this Commission. Sprint Wireline’s original predecessor-in-interest, GTE Sprint Communications Corporation, received a CPCN authorizing provision of interLATA telecommunications services in California in D.84-01-037. This authority was transferred to U.S. Sprint Communications Company in D.86-06-028 and thence to U.S. Sprint Communications Company L.P. (now renamed as “Sprint Communications Company L.P.,” *i.e.*, Sprint Wireline for purposes of this Application), in D.88-11-064. Sprint Wireline received authority to provide intraLATA digital high speed private line services in D.89-02-027 and intraLATA toll services in D.93-04-063 (effective upon issuance of D.94-09-065, *i.e.*, the “IRD” decision). In D. 07-08-027, Sprint Wireline obtained authority from this Commission to provide limited facilities-based competitive local exchange services within the service territories of SureWest Telephone (formerly known as Roseville Telephone Company) and Citizens Telephone Company d/b/a Frontier Communications of California.

¹⁵ Sprint Corporation, Annual Report (Form 10-K), at 40 (May 24, 2018), <http://d18rn0p25nwr6d.cloudfront.net/CIK-0000101830/f87fb089-cbf4-415a-accf-2122a5b0323f.pdf> (“Sprint 2017 10-K”).

Sprint is a publicly traded Delaware corporation with its headquarters located in Overland Park, Kansas. Sprint’s 2017 revenues were approximately \$32.41 billion,¹⁶ its assets currently total approximately \$85.46 billion,¹⁷ its market capitalization is approximately \$22.02 billion,¹⁸ and it holds approximately \$32 billion in net debt.¹⁹ Sprint is controlled by SoftBank Group Corp. (“SoftBank”), which indirectly holds approximately 84 percent of Sprint’s stock.²⁰ SoftBank is based in Tokyo, Japan, and provides mobile and fixed-line services in Japan through SoftBank Corp., its telecommunications subsidiary.²¹

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¹⁶ *Id.* at 30.

¹⁷ *Id.*

¹⁸ See Sprint Corporation, WALL STREET JOURNAL, <https://quotes.wsj.com/S> (last visited June 16, 2018).

¹⁹ Sprint 2017 10-K at 18. See also Sprint Corporation, *Sprint Delivers Best Financial Results In Company History With Highest Ever Net Income And Operating Income In Fiscal Year 2017* (May 2, 2018), <http://investors.sprint.com/news-and-events/press-releases/press-release-details/2018/Sprint-Delivers-Best-Financial-Results-In-Company-History-With-Highest-Ever-Net-Income-And-Operating-Income-In-Fiscal-Year-2017/default.aspx> (laying out debt maturity schedule).

²⁰ Sprint 2017 10-K at 1.

²¹ See SoftBank Group, *Group Structure*, <https://www.softbank.jp/en/corp/irinfo/about/outline/> (last visited June 16, 2018).

III. CONTACT INFORMATION

All correspondence and communications with respect to this Joint Application should be addressed or directed as follows:

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IV. CERTIFICATES OF FORMATION, FINANCIAL STATEMENTS AND MANAGEMENT TEAM INFORMATION

Pursuant to Rule 2.2 of the Commission's Rules, a Certificate of Good Standing issued by the California Secretary of State for Sprint Wireline is attached hereto as Exhibit A. Sprint Wireline further notes that a certified copy of Sprint Wireline's certificate of limited partnership and a copy of Sprint Wireline's qualification to transact business in the State of California as a foreign limited partnership were provided to the Commission as Exhibit A to Application 07-05-034. A 2014 amendment to that qualification is attached as Exhibit B.

Sprint does not prepare reports and financial statements at the individual entity level. All operations of Sprint Wireline are presented in the consolidated financial statements of Sprint which currently wholly owns Sprint Wireline. These financial statements are prepared in the ordinary course of business in accordance with generally accepted accounting principles.²² Information about the current management team for Sprint Wireline is provided in Exhibit C.

Copies of T-Mobile USA's formation documents, as well as a Certificate of Good Standing from the California Secretary of State, are attached hereto as Exhibit D.²³ Evidence of T-Mobile's financial qualifications is provided in the form of the company's most recent 10K Report.²⁴ Information about the management team for T-Mobile USA is provided in Exhibit F.

V. DESCRIPTION OF THE TRANSACTION

For purposes of this Joint Application, the Transaction contemplates a straight-forward, parent-level transfer of control of Sprint Wireline. Thus, as depicted in the attached charts showing the pre- and post-Transaction corporate structure,²⁵ Sprint Wireline, currently a wholly-owned indirect subsidiary of Sprint, will become a wholly-owned indirect subsidiary of T-Mobile USA but will otherwise continue to exist as a separate certificated carrier with no change in operational structure.

²² See Sprint 2017 10-K, *supra*.

²³ Although not required, the Joint Applicants note that Certificates of Good Standing for T-Mobile's California wireless operating companies, T-Mobile West, LLC and MetroPCS California, LLC, are attached as Exhibit E.

²⁴ See T-Mobile 2017 10-K, *supra*. No pro forma statement is currently available.

²⁵ Pre and post-transaction corporate structure charts are attached to the Joint Application as Exhibit G.

As described in the PIS,²⁶ T-Mobile has formed two indirect subsidiaries, Huron Merger Sub LLC (“Huron”) and Superior Merger Sub Corporation (“Superior”). At closing, if certain conditions are met, the first step will be that SoftBank subsidiaries, Galaxy Investment Holdings, Inc. (“Galaxy”) and Starburst, Inc. (“Starburst”), which currently collectively own approximately 84 percent of Sprint, will merge with and into Huron, with Huron continuing as the surviving corporation. All of the issued and outstanding shares of Galaxy and Starburst stock will be converted such that SoftBank will receive an aggregate number of shares of T-Mobile Common Stock, par value \$0.00001 per share, equal to the product of 0.10256 (the “Exchange Ratio”) and the aggregate number of shares of common stock of Sprint, par value \$0.01 per share, held by Galaxy and Starburst, collectively.

Next, Superior will merge with and into Sprint, with Sprint continuing as the surviving entity. Each share of Sprint stock issued and outstanding (other than shares of Sprint Common Stock that were held by Galaxy and Starburst or are held by Sprint as treasury stock) will be converted into the right to receive a number of shares of T-Mobile Common Stock equal to the Exchange Ratio. SoftBank and its affiliates will receive the same amount of T-Mobile Common Stock per share of Sprint Common Stock as all other Sprint stockholders.²⁷

As a final step, Huron will distribute Sprint stock to T-Mobile, which T-Mobile will then contribute to its subsidiary, T-Mobile USA, Inc. Following completion of these steps, Sprint will be a wholly owned subsidiary of T-Mobile USA, Inc., which is a direct subsidiary of T-Mobile. Deutsche Telekom and SoftBank are expected to hold approximately 42 percent and 27 percent of the fully diluted shares of T-Mobile Common Stock, respectively, with the remaining

²⁶ See e.g., PIS at pp. 3-8.

²⁷ If the first step above does not occur, Sprint shares held by Galaxy and Starburst will be converted into T-Mobile shares in this step.

approximately 31 percent of the fully-diluted shares of T-Mobile Common Stock held by public stockholders. Pursuant to applicable agreements between Deutsche Telekom and SoftBank to be executed prior to closing, SoftBank will grant Deutsche Telekom the right to direct the voting of SoftBank's T-Mobile shares.

VI. MANAGEMENT CONTINUITY AND EXPERTISE

The Combined Company's senior leadership team will consist of proven leaders with extensive experience in the telecommunications industry and a successful track record of integration. For example, upon completion of the Transaction, John Legere, CEO of T-Mobile and the creator of T-Mobile's successful Un-carrier strategy, will serve as Chief Executive Officer of the Combined Company. Mike Sievert, T-Mobile's current President and Chief Operating Officer, will serve as President and Chief Operating Officer of the Combined Company.²⁸

The new Board of Directors of the Combined Company will be comprised of 14 members. Pursuant to the Business Combination Agreement, Deutsche Telekom will designate 9 directors (at least 2 of whom will be independent). SoftBank will designate 4 directors (at least 2 of whom will be independent).²⁹ The remaining director will be Mr. Legere. Existing T-Mobile Chairman and Deutsche Telekom CEO, Tim Hötting, has been designated to serve as Chairman

²⁸ No further decisions on executive officers have been made at the time of this filing. Lists of T-Mobile's and Sprint Wireline's current officers are attached as Exhibits F and C, respectively. Additional biographical information for T-Mobile management is available at: <http://investor.t-mobile.com/Management>.

²⁹ Masayoshi Son, current SoftBank Chairman and CEO, and Marcelo Claure, current SoftBank Chief Operating Officer and Sprint Executive Chairman, will serve on the Board of the new company as SoftBank designees.

of the Board. The Combined Company will have its headquarters in Bellevue, Washington, with a secondary headquarters in Overland Park, Kansas.

In addition, Sprint Wireline will continue to be operated by highly experienced, well-qualified management, operational and technical personnel which is in and of itself a benefit to the State's telecommunications market. This Transaction does not anticipate any change in the operations of Sprint Wireline. Meanwhile, Sprint and its subsidiaries, including Sprint Wireline, will have access to the operational and managerial resources of T-Mobile as well. Moreover, the post-Transaction management will be able to share best practices and draw upon the substantial combined experience of their respective management teams.

VII. THE TRANSFER OF CONTROL MEETS THE SECTION 854(a) STANDARD

A. The Transfer of Sprint Wireline is Subject to Section 854(a)

Section 854(a) requires prior authorization from the Commission before the finalization of any transaction that results in the merger, acquisition, or a direct or indirect change in control of a public utility. The "primary question" for the Commission to determine in a transfer of control proceeding under Section 854(a) is whether the transaction will be "adverse to the public interest."³⁰ The Commission may consider a broad range of criteria in evaluating whether the public interest standard has been met³¹ and the Joint Applicants respectfully submit that under

³⁰ See *Joint Application of Wild Goose Storage Inc., EnCana Corp., Carlyle/Riverstone Global Energy and Power Fund III, L.P., Carlyle/Riverstone Global Energy and Power Fund II, L.P. and Nisaka Gas Storage US, LLC for Review under Public Utilities Code Section 854 of the Transfer of Control of Wild Goose Storage Inc. from EnCana Corporation to Nisaka Gas Storage, US, LLC and for Approval of Financing under Public Utilities Code Section 851*, D.07-03-047, at p. 4) (citing *In the Matter of Qwest Communications Corporation, LCI International Telecom Corp., USLD Communications, Inc., Phoenix Network, Inc. and U S West Long Distance, Inc., and U S West Interprise America, Inc.*, D.00-06-079, 7 CPUC 3d 101 at p. 107 (Jun. 22, 2000)).

³¹ See e.g., *Wild Goose Storage, supra*, D.07-03-047 at p. 5 ("using criteria from other subsections as guidance does not change the standard of review for this transfer of control [under Section 854(a)].")

any reasonable set of criteria the transfer of control warrants approval. Indeed, the Commission has explicitly recognized that it is in the public interest to promote “a business climate that is hospitable to utilities” and that Section 854(a) transactions should be approved “absent a compelling reason to the contrary.”³²

Moreover, neither Section 854(b) nor 854(c) is applicable to this Application. Section 854(b) applies to transactions where one of the *utilities* has gross annual intrastate revenues exceeding \$500 million; Sprint Wireline’s gross annual intrastate revenues in California are only a *fraction* of that threshold. Section 854(c) applies to transactions where any of the *parties* to the transaction have gross intrastate revenues exceeding \$500 million. In this instance, as noted above, neither T-Mobile USA nor Sprint are certificated entities in California and the intrastate revenues of their respective wireless affiliates are not germane for these purposes.³³ Further, the Commission’s long standing policy has been “uniformly” to exempt transactions involving

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³² See e.g., D.16-05-037, 2016 Cal. Lexis 607 (Comm South/Arcom); D.09-10-056, 2009 Cal. PUC Lexis 546 at *21-22 (SureWest reincorporation); D.06-02-033, 2001 Cal. PUC Lexis 1070 (PacifiCorp); D.05-08-006, 2005 Cal. PUC Lexis 569 (Highspeed Communications/Northwest Telephone); D.05-06-012, 2005 Cal. PUC Lexis 216 (June 16, 2005) (Supra Telecommunications); D.05-05-014, 2005 Cal. PUC Lexis 176 (Cal-Ore Telephone/Lynch Interactive); D.04-09-023, 2004 Cal. PUC Lexis 607 (Comm South/Arbos).

³³ See e.g., *Pub. Util. Code* § 854(f) (“ In determining whether an acquiring utility has gross annual revenues exceeding the amount specified in subdivisions (b) and (c), the revenues of that utility’s affiliates shall not be considered unless the affiliate was utilized for the purpose of effecting the merger, acquisition, or control.”). See also *In re Joint Application of Citizens and GTE to Sell and Transfer Assets*, Decision No. 01-06-007, 2001 Cal. PUC LEXIS 390, *22 (Section 854(f) does not require the Commission to consider the revenues of the acquired utility’s affiliates in determining if the proposed acquisition is subject to § 854(b) and (c)); see also *Pub. Util. Code* § 853(b).

CLECs and NDIECs such as Sprint Wireline from the requirements of Section 854(b) and (c).³⁴ As discussed below, the proposed transfer of control meets all relevant standards for approval of this Section 854(a) request.

In addition, and as discussed above, T-Mobile USA, which is currently the direct parent of T-Mobile West LLC (U-3056-C) and MetroPCS California, LLC (U-3079-C), clearly meets and exceeds the Commission's standards for financial resources and managerial expertise for assuming control of Sprint Wireline.³⁵

B. The Transfer of Sprint Wireline Will Have No Adverse Impact

The transfer of control of Sprint Wireline will not have any adverse effect on, and will otherwise be seamless to, Sprint Wireline's customers, all of whom are either enterprise or wholesale interexchange customers. As noted above, Sprint Wireline will remain a wholly owned indirect subsidiary of Sprint. There is no risk of competitive harm resulting from the wireline operations of Sprint Wireline being acquired by a new corporate parent. Neither T-Mobile nor its subsidiaries have a registered entity in this State that provides wireline services in competition with Sprint Wireline.

³⁴ See *In re Joint Application of SBC and AT&T et al*, D.05-11-028 (mimeo at p. 19), 2005 Cal. PUC LEXIS 516, at *33 (Commission notes that it has "authorized scores of transactions involving NDIECs and CLECs, but uniformly has exempted them from the detailed requirements of § 854(b) and, with limited exception, § 854(c).").

The Joint Applicants further note that since 2004, the Commission has recognized the advantages of providing a more streamlined approach for transfers of control involving CLECs and/or NDIECs like Sprint Wireline. See *CALTEL Application to Modify Section 851-854 Procedures*, D.04-10-038, 2004 Cal. PUC Lexis 511 (granting CALTEL's application, in part, to provide advice letter process for non-dominant CLECs to obtain 854(a) approval, including for transfers to non-certificated entities – like T-Mobile – that have certificated entities). Although this transaction satisfies all of the criteria for such an advice letter, the Joint Applicants have nonetheless elected to file this Joint Application to provide the Commission with a full record regarding this transfer.

³⁵ See, e.g., *Joint Application of G3 Telecom, et al., supra*, D.14-08-016 at p. 4.

The transfer also will be transparent to existing customers of Sprint Wireline. Upon consummation of the Transaction, Sprint Wireline will continue to provide the services that it currently provides to customers in this State, subject to Sprint Wireline's existing plans to discontinue its TDM services and transition customers to Internet Protocol ("IP") services.³⁶ All existing Sprint Wireline contracts will be honored, including transitioning customers to IP services. Sprint Wireline will continue to assess, collect and remit surcharges on intrastate revenue associated with its services either as CLEC/NDIEC and/or as an unregulated VoIP provider pursuant to California law and the Commission's rules.

Moreover, the transfer will increase the managerial, technical and financial resources available to Sprint Wireline. Sprint Wireline will become part of a much larger scale entity with substantial financial resources. In addition, the Transaction described herein will bring numerous other public interest benefits to the residents in this State.³⁷ The Combined Company will be able to leverage a unique combination of complementary assets to unlock synergies in order to build a world-leading nationwide 5G network. This next-generation wireless technology

³⁶ In 2016, Sprint Wireline informed its enterprise and wholesale customers that it was transitioning its services from a TDM network to Voice over Internet Protocol ("VoIP") services and that existing contracts would need to be modified accordingly for those customers who wanted to continue service. Sprint Wireline is in the process of either disconnecting or transferring those final customers and expects all customers to be transferred within the next year if not earlier. Once those customers are no longer on Sprint Wireline's TDM network, Sprint Wireline will only be providing unregulated VoIP services, Internet Access and IP-based private network services to business and enterprise customers.

³⁷ This Application is directed solely at the Transfer of Control of Sprint Wireline. Discussion of these wireless-related public interest benefits of the associated Transaction is included only for informational purposes. In submitting this filing, the Joint Applicants reserve their rights under federal law, including the Communications Act with respect to the wireless transfers addressed in the Application for Review.

will deliver unprecedented services to consumers, increasingly disrupt the wireless industry, and ensure U.S. leadership in the race to deploy 5G.³⁸

In sum, the transfer of Sprint Wireline to T-Mobile USA will have no adverse impact on California consumers or the telecommunications market.

VIII. T-MOBILE USA MEETS ALL QUALIFICATIONS AS A NON-CERTIFICATED TRANSFEREE

T-Mobile USA clearly meets the standards that would otherwise be required for a new applicant seeking to obtain a CPCN and is qualified to be the parent company of Sprint Wireline. Not only is it already the parent company of T-Mobile West LLC and MetroPCS California, LLC, both leading wireless carriers providing service to millions of California customers for years, but its management team has many years of experience and its financial resources are substantial.³⁹ Moreover, and also as noted above, T-Mobile USA has significant experience and a proven track record with acquiring, integrating and synergizing other companies that it will bring to bear in this transaction as well.

IX. COMMISSION JURISDICTION MAINTAINED

Granting this Application will not cause any change in the regulatory authority over Sprint Wireline that the Commission currently possesses. Thus, the Commission's ability to monitor and regulate Sprint Wireline, as well its respective regulatory obligations (*e.g.*, reporting, user fees, surcharges, etc.) will remain unchanged.

³⁸ The benefits generated by the merger of T-Mobile and Sprint's wireless operations are discussed more fully in the Joint Application for Review of Wireless Transfer Notification Per Commission Decision 95-10-032 which is being filed concurrently with this Application. *See e.g.*, Sections VII, VIII and IX. *See also*, PIS at Sections III and IV.

³⁹ *See e.g.*, Exhibit F; *see also* n. 28, *supra*.

X. CEQA COMPLIANCE

The California Environmental Quality Act (“CEQA”) applies only to “projects,” which are defined as any “activity which may cause either a direct physical change in the environment, or a reasonably foreseeable indirect physical change in the environment.”⁴⁰ In contrast, CEQA does not apply where the “activity will not result in a direct or reasonably foreseeable indirect physical change in the environment.”⁴¹ The CEQA Guidelines provide for an exemption “[w]here it can be seen with certainty that there is no possibility that the proposed activity in question may have a significant effect on the environment.”⁴²

The Commission has concluded on numerous occasions that a proposed transaction which simply involves the transfer of equity interests does not require CEQA review because in such circumstances there is no possibility that granting the application would have an adverse effect on the environment.⁴³ Likewise in the present application, the proposed Transaction is not a request to construct or transfer any physical facilities, but rather involves only a change of control of Sprint Wireline through the transfer of equity interests at the parent company level. Thus, there is no possibility that the proposed Transaction will have an adverse impact on the environment. Accordingly, pursuant to Rule 2.4 of the Commission’s Rules, Joint Applicants

⁴⁰ See *Cal. Pub. Res. Code* § 21065.

⁴¹ CEQA Guidelines, § 15060(c)(2).

⁴² CEQA Guidelines, § 15061(b)(3).

⁴³ See, e.g., D.93-11-002 at *4 (Commission concluded that the proposed transaction did not require CEQA review, finding that “the proposed transfer will have no adverse effect or impact on the environment because the transaction involves only the transfer of outstanding shares of stock”); see also D.06-09-017, at 6 (Conclusions of Law No. 3) (the proposed transaction did not require CEQA review based on the Commission’s conclusion that “[s]ince Applicants will be constructing no facilities, it can be seen with certainty that there will be no significant effect on the environment”).

request that the Commission make a determination that the proposed Transaction is not a project within the meaning of CEQA, California Public Resources Code, Section 21000, *et seq.*

XI. ADDITIONAL INFORMATION

A. Customer Transfer Notification

Because Sprint Wireline will continue to offer services to its customers after consummation of the Transaction, and there will be no customer transfers, no notice of transfer is required.

B. Verifications and Certifications

As set forth in Exhibit H and I, T-Mobile USA and Sprint Wireline have provided their respective certifications/verifications for this Joint Application. See D.13-05-035.

XIII. REQUEST FOR EXPEDITED APPROVAL AND RULE 2.1(C) SCHEDULE

Joint Applicants respectfully request that the Commission review this Joint Application on an expedited basis. As noted above, the transfer of control of Sprint Wireline to T-Mobile USA will not result in any change in the operations, rates, terms or conditions of service. For example, Sprint Wireline will continue to operate under its CPCN as Sprint Communications Company L.P. (U-5112-C) without the need to obtain any further authority or certification from the Commission. The proposed Transaction will be seamless and transparent to Sprint Wireline's California customers and is exempt from environmental review under CEQA. Accordingly, Joint Applicants believe that the information presented is amply sufficient to permit the Commission to approve the proposed transfer of control.

Joint Applicants request that the review of the Application be completed as soon as possible, and accordingly propose the following schedule:

Application Filing Date	July 13, 2018
Protests and Other Responses to Application Due	30 days after Notice in the Daily Calendar
Replies to Protests, if any	10 days after protests, if any
Prehearing Conference	45 – 60 days after Application filing date
Issuance of Scoping Memo	60 – 75 days after Application filing date
Issuance of Proposed Decision	120 – 150 days after Application filing date
Commission Final Decision	Approximately 150 – 180 days after Application filing date

XIV. PROCEDURAL REQUIREMENTS

A. Rule 2.1(c) Categorization and Determination of the Need for Hearings

Joint Applicants propose that this proceeding be categorized as ratesetting. Although this Joint Application will not affect the rates of Sprint Wireline’s current customers, the definitions of “adjudicatory” or “quasi-legislative” as set forth in Rules 1.3(a) and 1.3(e) clearly do not apply to this Joint Application. Rule 7.1(e)(2) specifies that when a proceeding does not fall within the categories set forth in Rules 1.3(a), (d), or (e), it should be conducted under the rules for ratesetting proceedings. In addition, Rule 1.3(f) defines ratesetting proceedings to include “[o]ther proceedings” that do not fit into any category.

The Joint Applicants further submit that they expect that hearings will be unnecessary in this proceeding and that the information included in this Joint Application should enable the

Commission to “reach findings on all issues that California statutes require the Commission to address” when evaluating a Section 854(a) application.⁴⁴

B. Rule 2.1(c) Determination of Issues to Be Considered

The only issue raised by this Joint Application is whether the indirect transfer of control of Sprint Wireline to T-Mobile USA in the context of the Transaction meets the standards required by the Commission (*i.e.*, transfer is not adverse to the public interest and T-Mobile USA meets the qualifications to obtain a CPCN) in evaluating a Section 854(a) application.

C. Compliance with Procedural Requirements

This section cross-references compliance with the Rules applicable to this Application:

Rule	Requirement	Section	Exhibit(s)
2.1(a)	Legal Name and Address	I, III	na
2.1(b)	Persons to Receive Notice	III	na
2.1(c)	Categorization/Hearing/Proposed Schedule	XIII	na
2.2	Formation Agreements and Qualifications to Transact Business	IV	A, B, D, and E
2.3	Financial Statements	II	Links at n. 8 and 15
2.4	CEQA Compliance	X	na
2.5	Fees for Recovery of EIR Costs	na	na
3.6(a)	Character of Business	I and II	na
3.6(b)	Description of Property	na	na
3.6(c)	Reasons for Transaction	I and V	Link at n. 3

⁴⁴ Application of Comcast Business Comm’ens, Inc. for Approval of the Change of Control of Comcast Business Comm’ens, Inc., D.02-11-025 at p. 36 (Nov. 7, 2002) (in approving the acquisition of AT&T Broadband by Comcast, the Commission further explained its denial of request by protesting parties that hearings were necessary stating “the structure of this decision, which addresses each provision of the guiding and controlling statutes, demonstrates that there is no need for hearings . . .”).

3.6(d)	Terms of Transaction	V	Link at n. 2 and 3
3.6(e)	Financial Statements	II	Links at n. 8 and 15
3.6(f)	Transaction Documents	I and V	Link at n. 2 and 3
3.6(g)	Pro Forma Balance Sheet	IV	Link at n. 8, 15, and 24

XV. CONCLUSION

For the reasons stated above, the Joint Applicants respectfully submit that the transfer of control of Sprint Wireline is not adverse to the public interest and should otherwise be approved per Public Utilities Code Section 854(a).

Respectfully submitted this 13th day of July, 2018 in San Francisco, California.

/s/

 Dave Conn
 Susan Lipper
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/s/

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 Email: selbytelecom@gmail.com

Attorneys for Sprint Communications
 Company L.P. (U-5112-C)

**JOINT APPLICATION FOR APPROVAL OF TRANSFER OF CONTROL
OF SPRINT COMMUNICATIONS COMPANY L.P. (U-5112-C)
PURSUANT TO PUBLIC UTILITIES CODE SECTION 854(a)**

EXHIBIT INDEX

Exhibit A	Sprint Communications Company L.P. Certificate of Good Standing
Exhibit B	Sprint Communications Company L.P. 2014 Amendment to Qualification
Exhibit C	Sprint Communications Company L.P. Management Team
Exhibit D	T-Mobile USA, Inc. Amended Restated Certificate of Incorporation and Certificate of Good Standing
Exhibit E	T-Mobile West LLC and MetroPCS California, LLC Certificates of Good Standing
Exhibit F	T-Mobile USA, Inc. Management Team
Exhibit G	Pre- and Post-Transaction Corporate Organizational Charts
Exhibit H	Sprint Communications Company L.P. Verification/Certification
Exhibit I	T-Mobile USA, Inc. Verification/Certification

EXHIBIT A

Sprint Communications L.P.
Certificate of Good Standing

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: SPRINT COMMUNICATIONS COMPANY L.P.

REGISTERED IN CALIFORNIA AS: SPRINT COMMUNICATIONS COMPANY L.P.

FILE NUMBER: 198833700021
REGISTRATION DATE: 12/02/1988
TYPE: FOREIGN LIMITED PARTNERSHIP
JURISDICTION: DELAWARE
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is qualified to
transact intrastate business in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day of
July 6, 2018.

A handwritten signature in black ink, appearing to read 'Alex Padilla', written in a cursive style.

ALEX PADILLA
Secretary of State

DLS

EXHIBIT B

Sprint Communications Company L.P.
2014 Amendment to Qualification



**State of California
Secretary of State**

LP-6

**Foreign Limited Partnership
Amendment to Application for Registration**

A \$30.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

FILED
Secretary of State
State of California

OCT 07 2014

IPC

This Space For Filing Use Only

File Number	Entity Name (Enter the exact name of the limited partnership.)
1. CA Secretary of State File Number 198833700021	2. Name Under Which the Foreign Limited Partnership Conducts Business in California Sprint Communications Company L.P.

Items 3 through 13: (Complete ONLY the items to be amended or added by this filing. Attach additional pages, if necessary. Any other matters to be included may be made on an attachment to this document. Any attachments are incorporated herein by this reference and made part of this document.)

Entity Name as amended (Complete Item 3 if the actual name of the foreign limited partnership has changed in the foreign jurisdiction. Complete Item 4 if amending or adding an alternate name in California. See Instructions.)

3. Name of Foreign Limited Partnership As Amended in the Foreign Jurisdiction

4. Alternate Name (See instructions before completing Item 4.)

Entity Addresses

5a. Street Address of Principal Office 6200 Sprint Parkway	City Overland Park,	State KS	Zip Code 66251
5b. Mailing Address of Principal Office, if different from Item 5a	City	State	Zip Code
6. Address of Office Required in the Jurisdiction of Formation, if any	City	State	Zip Code

Agent for Service of Process (If the agent is an individual, complete both Items 7 and 8. If the agent is a corporation, complete Item 7 and leave Item 8 blank.)

7. Name of Agent for Service of Process

8. If an individual, Street Address of Agent for Service of Process in CA

City	State	Zip Code
	CA	

General Partner Information (New Partner, Address Change, Name Change, and/or Withdrawn Partner(s))

9. New Partner	Name	Address	City	State	Zip Code
10. Address Change	Name	Address	City	State	Zip Code
11. Name Change	From:			To:	
12. Withdrawn Partner(s)	Name:			Name:	

Foreign Limited Liability Limited Partnership

13. Check this box if the foreign limited partnership is a foreign limited liability limited partnership.

Execution (This document must be signed by at least one general partner of the foreign limited partnership. If additional signature space is necessary, the signatures may be made on an attachment to this document.)

14. I declare I am the person who executed this instrument, which execution is my act and deed. By signing this document I affirm under penalty of perjury that the facts stated are true.

Signature of General Partner Stefan K. Schnopp US TELECOM, INC.
Assistant Secretary Type or Print Name of General Partner

EXHIBIT C

Sprint Communications Company L.P.
Management Team

**JOINT APPLICATION FOR APPROVAL OF TRANSFER OF CONTROL OF SPRINT
COMMUNICATIONS COMPANY L.P. (U-5112-C) PURSUANT TO PUBLIC
UTILITIES CODE SECTION 854(a)**

**Exhibit C
Sprint Wireline Management**

Sprint Communications Company L.P. Management

Combes, Michel	President
Davies, Andrew	Chief Financial Officer
Duncan, Janet M.	Vice President & Treasurer
Schieber, Paul W.	Vice President & Controller
Schnopp, Stefan K.	Vice President and Secretary
Allen, Michael P.	Vice President
Anderson, Jeremy	Vice President
Antonacci, Frank	Vice President
Aziz, Ismat M.	Vice President
Barloon, William	Vice President
Battaglia, John P.	Vice President
Begelfer, Karen	Vice President
Bignotti, Enrico C.	Vice President
Bluhm, Jay D.	Vice President
Boulton, India	Vice President
Brammer, Steve L.	Vice President
Cano, Nestor	Vice President
Carris, Marcia L.	Vice President
Carroll, James M.	Vice President
Chapman, John W.	Vice President & Assistant Secretary
Ching, Beverlie	Vice President
Chung, Suehyun	Vice President
Crull, Kevin	Vice President
Curran, Jim	Vice President
Dailey, Michael P.	Vice President
Dehghan, Mishka Chadi	Vice President
Draper, Dow	Vice President
Elliott, Jeffrey C.	Vice President
Felix, Christopher J.	Vice President
Felton, John D.	Vice President
Fijman, Martin J.	Vice President
Fitz, Michael T.	Vice President
Fries, Bryan J.	Vice President
Gaffney, Stephen B.	Vice President
Garland, Douglas P.	Vice President
Gehl, Michelle A.	Vice President
Geldmacher, Jan	Vice President
Gier, Ronald E.	Vice President

Glenn, John R.	Vice President
Gracia, Jorge E.	Vice President
Gulledge, Daniel C.	Vice President
Hackl, Robert	Vice President
Hennigan, Mike	Vice President
Henry, Jud	Vice President
Henshaw, Jeffrey Scott	Vice President
Hidalgo, Claudio Saez	Vice President
Impey, Stephen T.	Vice President
Jacobs, Annette M.	Vice President
Jones, Jaime	Vice President
Kalinoski, Scott M.	Vice President
Kerr, Kimberly Green-	Vice President
Kim, David Seung-joon	Vice President
King, Deeanne	Vice President
Knauth, Margaret J.	Vice President
Kunkel, Kevin W.	Vice President
Legaz, Mariano J.	Vice President
Lynn, Douglas B.	Vice President
Maddry, Mark J.	Vice President
Manzo, Elisa P.	Vice President
Marquardt, Ron	Vice President
Martinovic, Marin	Vice President
McCann, Vonya B.	Vice President
McKee, Charles W.	Vice President
McMahon, Michael D.	Vice President
Meyer, Joseph F.	Vice President
Michelman, Robert	Vice President
Mills, James R.	Vice President
Nachman, Mark D.	Vice President
Nolan, Tracy E.	Vice President
O'Connor, Greg	Vice President
O'Grady, Timothy P.	Vice President
O'Leary, Eamon	Vice President
Okazaki, Yuriko	Vice President
Palmer, Tracy E.	Vice President
Panther, Matthew M.	Vice President
Peterson, Charles B.	Vice President
Pitocco, Ada Nelly	Vice President
Pourrat, Cyril	Vice President
Ragsdale, Mike	Vice President
Rice, Scott	Vice President
Rittgers, Angela	Vice President
Rook, Ivo	Vice President
Roy, Robert R.	Vice President
Samson, Victor Allan	Vice President

Santi, Scott M.	Vice President
Satryb, Wanda H.	Vice President
Saw, John	Vice President
Siplon, Perry L.	Vice President
Slusher, J. Clinton	Vice President
Smith, Douglas	Vice President
Sole-Rafols, Roger	Vice President
Souder, Will	Vice President
Souza, Marcos	Vice President
Spaulding, Jay A.	Vice President
Sternberg, Christina A.	Vice President
Stevens, John	Vice President
Sullivan, Ryan P.	Vice President
Taylor, Jennifer S.	Vice President
Tikkala, Patricia C.	Vice President
Tovar, David W.	Vice President
Walker, Mark A.	Vice President
Watkins, Clay E.	Vice President
Weians, Larry	Vice President
Witkowski, Sally J.	Vice President
Franklin, Jay M.	Assistant Controller
True-Awtry, Katie	Assistant Secretary
Calso, Stephen M.	Assistant Treasurer
Dale, Jennifer	Assistant Treasurer

EXHIBIT D

Amended Restated Certificate of
Incorporation and
Certificate of Good Standing
for T-Mobile USA, Inc.

Delaware

PAGE 1

The First State

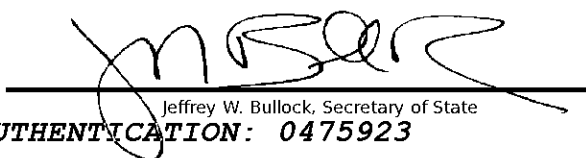
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "T-MOBILE USA, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 2013, AT 9:09 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3058821 8100

130726960




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0475923

DATE: 06-03-13

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
T-MOBILE USA, INC.**

T-Mobile USA, Inc. (the "Corporation"), a corporation organized and existing under the laws and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the Corporation is T-Mobile USA, Inc.
2. The Corporation was originally incorporated under the name VoiceStream Wireless Holding Corporation. The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was June 18, 1999.
3. This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation of the Corporation and has been duly adopted by the Board of Directors of the Corporation by unanimous written consent in lieu of a meeting in accordance with Sections 141(f), 242, and 245 of the General Corporation Law of the State of Delaware (the "DGCL") and by the stockholders of the Corporation by written consent in lieu of a meeting thereof in accordance with Sections 228, 242 and 245 of the DGCL.
4. The Certificate of Incorporation of the Corporation, as amended hereby, shall, upon the effectiveness hereof, read in its entirety, as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is T-Mobile USA, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

Section 1. The Corporation shall be authorized to issue five hundred million (500,000,000) shares of capital stock, all of which shall be shares of common stock, \$0.000001 par value ("Common Stock").

Section 2. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

ARTICLE V

Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaws made by the Board.

ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE VIII

Section 1. Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

Section 2. Indemnification and Insurance.

- a. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or

was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, to the fullest extent permitted by law, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of the Board, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

- b. Right to Claimant to Bring Suit. If a claim under paragraph a. of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of

the State of Delaware, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

- i. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaw, agreement, vote of stockholders or disinterested directors or otherwise.
- ii. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, T-MOBILE USA, INC. has caused this Amended and Restated Certificate of Incorporation to be signed by David A. Miller, this 30 day of May, 2013.

T-MOBILE USA, INC.



David A. Miller, Executive Vice President,
General Counsel and Secretary

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

T-MOBILE USA, INC.

FILE NUMBER: C2219676
REGISTRATION DATE: 02/22/2000
TYPE: FOREIGN CORPORATION
JURISDICTION: DELAWARE
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is qualified to
transact intrastate business in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of July 05, 2018.

A handwritten signature in black ink, appearing to read "Alex Padilla".

ALEX PADILLA
Secretary of State

EXHIBIT E

T-Mobile West LLC and
MetroPCS California, LLC
Certificates of Good Standing

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: METROPCS CALIFORNIA, LLC

REGISTERED IN CALIFORNIA AS: METROPCS CALIFORNIA, LLC

FILE NUMBER: 200601310124
REGISTRATION DATE: 01/11/2006
TYPE: FOREIGN LIMITED LIABILITY COMPANY
JURISDICTION: DELAWARE
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is qualified to transact intrastate business in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 5, 2018.

ALEX PADILLA
Secretary of State

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: T-MOBILE WEST LLC

REGISTERED IN CALIFORNIA AS: T-MOBILE WEST LLC

FILE NUMBER: 201218510322
REGISTRATION DATE: 06/28/2012
TYPE: FOREIGN LIMITED LIABILITY COMPANY
JURISDICTION: DELAWARE
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is qualified to transact intrastate business in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 5, 2018.

A handwritten signature in black ink, appearing to read "Alex Padilla".

ALEX PADILLA
Secretary of State

NLH

EXHIBIT F

T-Mobile USA, Inc. Management

**JOINT APPLICATION FOR APPROVAL OF TRANSFER OF CONTROL OF SPRINT
COMMUNICATIONS COMPANY L.P. (U-5112-C) PURSUANT TO PUBLIC
UTILITIES CODE SECTION 854(a)**

**Exhibit F
List of Officers and Directors**

Directors of T-Mobile USA, Inc.

J. Braxton Carter
David A. Miller

Officers of T-Mobile USA, Inc.

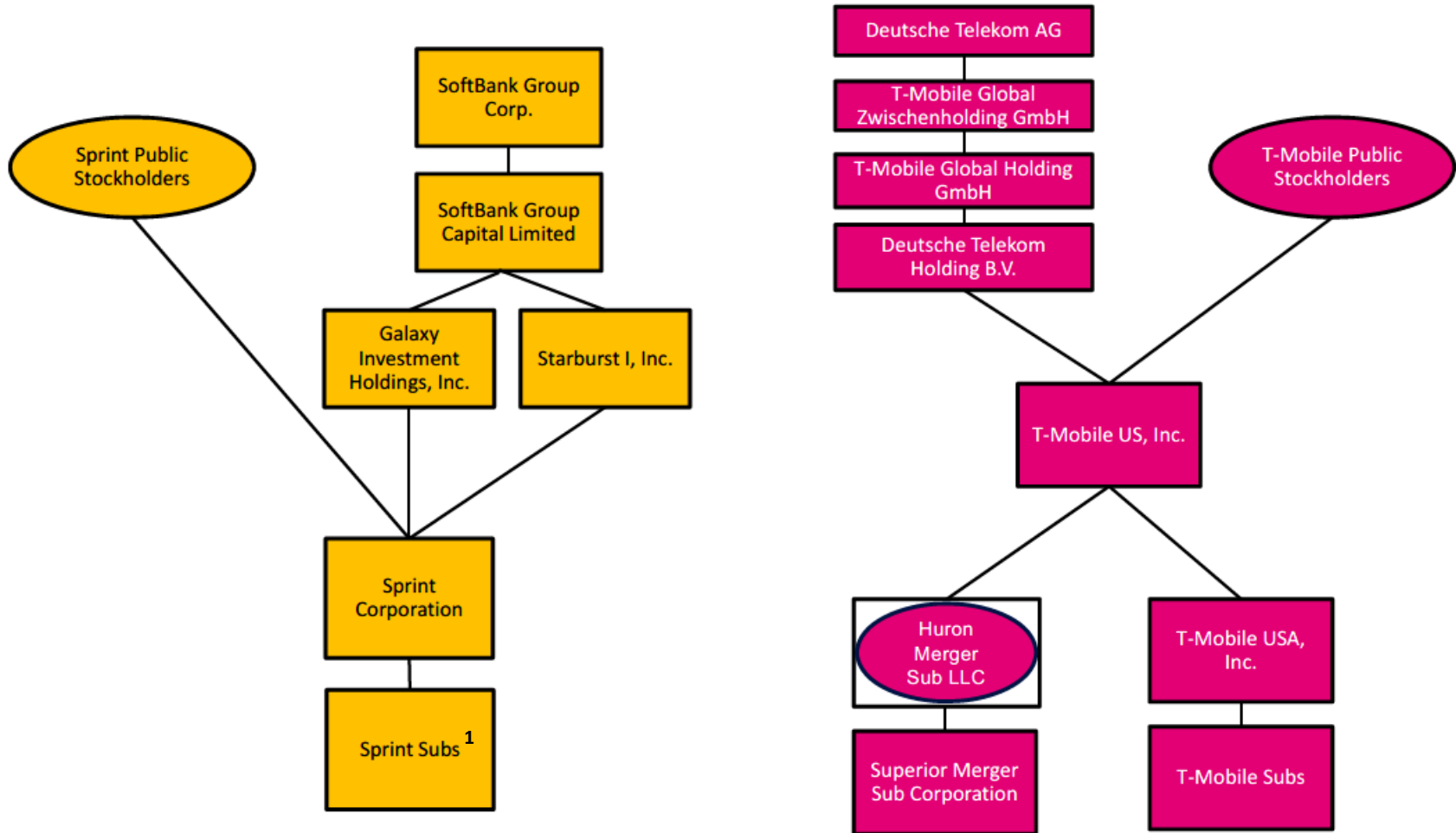
John J. Legere	President & Chief Executive Officer
Jeffrey T. Binder	Executive Vice President, TMUS and President, Layer3
David R. Carey	Executive Vice President, Corporate Services
J. Braxton Carter	Executive Vice President & Chief Financial Officer
Nicholas Drake	Executive Vice President, Marketing & Digital Experience
Peter A. Ewens	Executive Vice President, Corporate Strategy
Callie R. Field	Executive Vice President, Customer Care
Jon A. Freier	Executive Vice President, T-Mobile Retail
Janice V. Kapner	Executive Vice President, Communications & Community Engagement
Michael Katz	Executive Vice President, T-Mobile for Business
Thomas C. Keys	President, MetroPCS
Elizabeth A. McAuliffe	Executive Vice President, Human Resources
David A. Miller	Executive Vice President, General Counsel & Secretary
Neville R. Ray	Executive Vice President & Chief Technology Officer
Cody M. Sanford	Executive Vice President & Chief Information Officer
Matthew Staneff	Executive Vice President & Chief Commercial Officer
G. Michael Sievert	Chief Operating Officer
Christopher M. Miller	Senior Vice President, Taxation
Michael J. Morgan	Senior Vice President, Finance & Customer Financial Services, Finance
Peter Osvaldik	Senior Vice President, Finance & Chief Accounting Officer
Lauren Venezia	Senior Vice President, Deputy General Counsel & Assistant Secretary
Dirk Wehrse	Senior Vice President, Treasury & Treasurer
Daniel Drobac	Vice President, Accounting & Controller
Broady Hodder	Vice President, Legal Affairs, Corporate Governance and Securities & Assistant Secretary
David E. Conroy	Assistant Secretary
Rahul Modi	Assistant Treasurer

EXHIBIT G

Pre- and Post-Transaction Corporate Organizational Charts

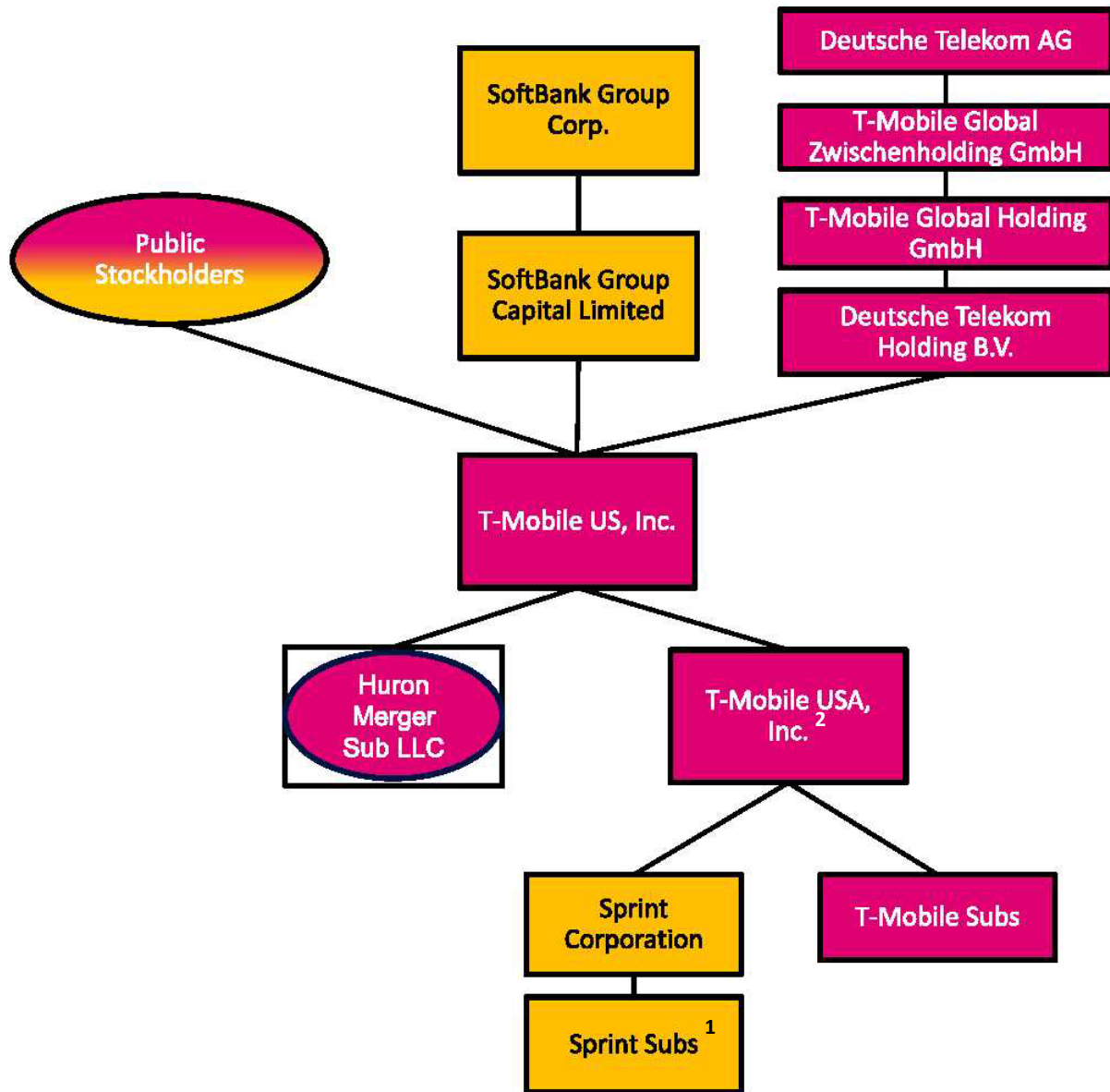
**JOINT APPLICATION FOR APPROVAL OF TRANSFER OF CONTROL OF
SPRINT COMMUNICATIONS COMPANY L.P. (U-5112-C) PURSUANT TO PUBLIC UTILITIES CODE SECTION 854(a)**

**Exhibit G
Pre-Transaction Corporate Organizational Chart**



¹ For purposes of this application “Sprint Subs” include Sprint Communications Company L.P. (U-5112-C).

Post-Transaction Corporate Organizational Chart



¹ For purposes of this application “Sprint Subs” include Sprint Communications Company L.P. (U-5112-C).

EXHIBIT H

Sprint Communications L.P.
Verification/Certification

VERIFICATION

I, John Chapman, Vice President and Assistant Secretary of Sprint Communications Company L.P. (U 5112 C) (“Sprint Wireline”), hereby declare:

1. I have read the attached “Joint Application for Approval of Transfer of Control of Sprint Communications Company L.P. (U 5112 C) Pursuant to Public Utilities Code Section 854(a)” (“Joint Application”) submitted by Sprint Wireline and T-Mobile USA, Inc. (“T-Mobile”) (jointly referred to in the Joint Application as the “Joint Applicants”), and hereby certify that the statements contained therein are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters, I believe them to be true.
2. The Joint Application is being filed to request authorization from the California Public Utilities Commission (“CPUC” or “Commission”) for a transfer of control of Sprint Wireline to T-Mobile.
3. Due to the sheer number of affiliates of Sprint Wireline, Sprint Wireline is unable to submit a verification as specified in Commission Decision (D.) 13-05-035. Accordingly, Sprint Wireline submits the following statements and disclosures to comply with D.13-05-035.
4. General Disclosure and Disclaimer: Over the course of its existence, Sprint Wireline has been the subject of numerous formal and informal investigations, proceedings, reviews, inquiries, data requests, audits, letters, and other undertakings, however denominated, before the Commission and the Federal Communications Commission (“FCC”), as well as other state and federal law enforcement or regulatory agencies in the United States, involving alleged or potential failures to comply with various laws, rules, orders and

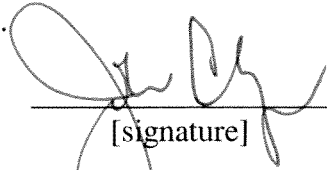
regulatory requirements. Likewise, Sprint Wireline has been the subject of civil proceedings and civil class actions in California and in other states alleging violations of the California Business and Professions Code or related or similar consumer claims. Decisions, formal and informal agreements, consent decrees and/or resolutions in such matters, however denominated, may have resulted in findings of violations, as well as fines, monetary forfeitures, settlements and payments. It is not possible to catalog all such matters. Sprint Wireline is not compiling or purporting to compile a list of all such matters for this Verification. To the extent such matters may have arisen before this Commission, their outcomes are known to this Commission. The outcomes of other matters may be public record information. In addition, the indirect United States corporate parent of Sprint Wireline, Sprint Corporation (“Sprint”), is required to file annual (10-K) and quarterly (10-Q) reports with the Securities and Exchange Commission (“SEC”). As required by applicable SEC rules, Sprint has disclosed and continues to disclose its material legal proceedings in those reports. The following link: <http://investors.sprint.com/financials/default.aspx> provides the Commission with access to those filings dating back over 12 years, to 2006. In addition, these filings provide the Commission with information concerning the backgrounds of Sprint’s directors and officers, as well as Sprint’s financial statements.

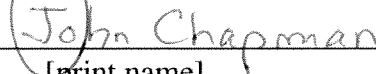
5. To the best of my knowledge and belief, Sprint Wireline is in compliance with all known Commission surcharge and user fee remittance requirements, performance bond requirements under D.13-05-035, and annual reporting obligations imposed by the Commission.

6. To the best of my knowledge and belief, currently there are no formal or informal complaints pending against Sprint Wireline at the CPUC.

I hereby declare, under penalty of perjury under the laws of the State of California that, to the best of my knowledge and belief, the foregoing is true and correct, and that I am authorized to provide this Verification on behalf of Sprint Wireline.

Dated: July 12, 2018, at Overland Park, KS.



[signature]


[print name]
Vice President and
Assistant Secretary

[title]

EXHIBIT I

T-Mobile USA, Inc.
Verification/Certification

VERIFICATION

I, David E. Conroy, Senior Director, Legal Affairs of T-Mobile USA, Inc., hereby declare as follows:

1. I have read the attached Joint Application for Approval of Transfer of Control of Sprint Communications Company L.P. Pursuant to Public Utilities Code Section 854(a) (the “Joint Application”) submitted by Sprint Communications Company L.P. (U-51 12-C) (“Sprint Wireline”) and T-Mobile USA, Inc. (“T-Mobile USA”) (collectively referred to in the Joint Application as the “Joint Applicants”), and hereby certify that, to the best of my information, belief, and knowledge, which includes information provided to me by others, the statements contained therein are true and accurate.

2. The Joint Application is being filed to request Commission approval to transfer control of Sprint Wireline to T-Mobile USA per Public Utilities Code Section 854(a).

3. T-Mobile USA is a Delaware corporation wholly owned by T-Mobile US, Inc. (“T-Mobile”). T-Mobile is a publicly traded Delaware corporation headquartered in Bellevue, Washington. It is currently the third largest wireless carrier in the United States, serving approximately 72.6 million customers under the T-Mobile and MetroPCS brands. Through its owned and operated retail stores, third-party distributors, and its websites, T-Mobile offers wireless voice and data services to residential and business customers in the United States, Puerto Rico, and the U.S. Virgin Islands, as well as a wide selection of wireless devices and accessories. Its 2017 revenues were approximately \$40.6 billion, its assets currently total approximately \$70.56 billion, its market capitalization is approximately \$50.82 billion, and it holds approximately \$28.32 billion in debt. The company is controlled by Deutsche Telekom AG (“Deutsche Telekom”), which indirectly holds approximately 62 percent of T-Mobile’s

stock. Deutsche Telekom is based in Bonn, Germany, and provides fixed broadband and wireless services to customers in more than 50 countries around the world.

4. As I believe to be the case for other companies of a similar size, and given the scope and nature of T-Mobile USA's business, T-Mobile is and has been involved in various lawsuits, claims, state and federal government agency investigations and enforcement actions, and other proceedings ("Litigation Matters") that arise in the ordinary course of business, some of which include allegations related to rates, service, billing, and sales practices.

5. Due to the size and scope of T-Mobile USA's operations as well as the number of its subsidiaries and affiliated companies, and the many years it has been providing wireless services, it is impracticable for T-Mobile USA to catalog all such matters or to otherwise submit a verification on behalf of all "of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of T-Mobile, or anyone acting in a senior management capacity." Accordingly, the following statements are specific to T-Mobile USA and its registered California wireless operating companies, i.e., T-Mobile West LLC (U-3056-C) and MetroPCS California, LLC (U-3079-C), and reflect significant matters before the FCC, California courts and/or the Commission since April 30, 2013, when T-Mobile acquired MetroPCS and became a publicly traded company.

6. Neither T-Mobile USA nor its registered California wireless operating companies, i.e., T-Mobile West LLC (U-3056-C) and MetroPCS California, LLC (U-3079-C), have: (a) filed for bankruptcy; (b) been found liable for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others in California courts or before this Commission; (c) been convicted of a felony; (d) been (to its knowledge) the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended,

revoked, or limited in any federal or California jurisdiction; (f) entered into a settlement of criminal or civil claims involving violations of sections 17000 *et seq.*, 17200 *et seq.*, or 17500 *et seq.* of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others in California courts or before this Commission; (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries in California courts or in an investigation initiated by this Commission; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action in California courts or before this Commission; except as follows:

- a. On May 6, 2016, certain California government entities and a relator filed a lawsuit in California Supreme Court for the County of Sacramento (Case No. 34-2012-00127517) under the California False Claims Act against numerous wireless carriers, including T-Mobile, alleging among other things, rate plan optimization reporting violations. T-Mobile is in the process of finalizing a settlement with the plaintiffs.
- b. On September 4, 2012, T-Mobile was sued in a class action complaint in the United States District Court for the Southern District of California, Case No. 12-cv-2169BTM, alleging violations of the Telephone Consumer Protection Act. The parties settled the dispute in September 2014. The Court finally approved the settlement in August 2015 and the case was dismissed on August 20, 2015.

7. Neither T-Mobile USA nor its registered California wireless operating companies, i.e., T-Mobile West LLC ((U-3056-C) and MetroPCS California, LLC (U-3079-C), are being or have been investigated by the Federal Communications Commission (“FCC”) or this Commission or any California law enforcement or regulatory agency for failure to comply with any law, rule or order; except as follows:

- a. On July 16, 2015, T-Mobile entered into a consent decree with the Enforcement Bureau of the FCC concerning 911 service reliability and outage notification, File

No. EB-SED-15-00018025, whereby it agreed to pay a \$17.5M fine and adhere to certain requirements (the “911 Consent Decree”).

- b. On April 16, 2018, T-Mobile entered into a consent decree with the Enforcement Bureau of the FCC concerning the use of rural call ring tones, File No. EB-IHD-00023247, whereby it agreed to pay a \$40M civil penalty and adhere to a compliance plan (the “Rural Call Completion Consent Decree”).
- c. On October 19, 2016, T-Mobile entered into a consent decree with the Enforcement Bureau of the FCC concerning transparency requirements, File No. EB-IHD-15-00018093, whereby it agreed to pay a \$7.5M fine, provide additional value to consumers, and adhere to certain requirements (the “Deprioritization Consent Decree”).
- d. On March 2, 2016, T-Mobile received a subpoena from the Enforcement Bureau of the FCC relating to certain of T-Mobile’s advertising practices, EB-TCD-16-00020140. T-Mobile has responded to that request.
- e. On December 19, 2014, T-Mobile entered into a consent decree with the FCC (EB-TCD-14-00016039), Federal Trade Commission (USDC, WD WA, Case No. 2:14-cv-00967), and multiple state attorneys general, whereby it agreed to make monetary payments and provide value to customers that totaled \$90M and adhere to the requirements set forth in those documents (the ‘PSMS Settlements and Consent Decrees”).
- f. Beginning in August 2015, T-Mobile began receiving Civil Investigative Demands from various State Attorneys General, which were ultimately grouped in May 2016 into a multistate investigation by 44 States involving various advertising practices (the “Multistate Advertising Investigation”). That investigation is ongoing.
- g. On October 9, 2015, T-Mobile USA received and responded to a subpoena from the Enforcement Bureau of the FCC relating to a data breach impacting one of T-Mobile USA’s vendors, File No. EB-TCB-15-000200001. The FCC took no action and the matter was closed in January 2017. The FTC and multiple state AGs also requested information about the incident, and T-Mobile USA has responded.

8. With the possible exception of various miscellaneous individual consumer complaints which I understand are filed occasionally at the Commission, neither T-Mobile USA nor its registered California wireless operating companies, i.e., T-Mobile West LLC ((U-3056-C) and MetroPCS California, LLC (U-3079-C), have been the subject of complaint proceedings or

investigations before this Commission alleging violations of the California Public Utilities Code and/or Commission rules.

9. T-Mobile is required to file annual and quarterly reports with the Securities and Exchange Commission (“SEC”). T-Mobile has disclosed and continues to disclose its material legal proceedings to the extent required by applicable SEC rules in those reports. The following link, <http://investor.t-mobile.com/SEC-Filings>, provides the Commission with access to those filings back to 2013 when T-Mobile became a publicly traded company. In addition, these filings provide the Commission with information concerning the backgrounds of T-Mobile’s current directors and officers and its financial statements.


10. T-Mobile West LLC ((U-3056-C) and MetroPCS California, LLC (U-3079-C) believe they are in compliance with all known California Public Utilities Commission (“CPUC” or “the Commission”) surcharge and user fee remittance requirements, performance bond requirements under D.13-05-035, and annual reporting obligations imposed by the Commission. T-Mobile, however, notes the following:

- The Commission’s Utility, Audit, Finance, Compliance Branch (“the UAFCB”) issued a Regulatory Compliance Examination Report of the Prepaid Mobile Telephony Services Surcharge of MetroPCS for Calendar Year 2016 dated October 5, 2017 and provided to MetroPCS on January 22, 2018 (the “2016 Audit Report”) which found that MetroPCS was not in full compliance with its surcharge and user fee obligations.
- MetroPCS has disputed and continues to dispute the findings of noncompliance in the 2016 Audit Report and submitted a Request for Reconsideration to Communications Director Walker on April 25, 2018. The Request is still pending.
- MetroPCS has filed a lawsuit in federal court challenging the unlawful imposition of the prepaid MTS Surcharge on interstate services. *See MetroPCS California, LLC v. Picker et al.*, No. 17-cv-05959 (N.D. Cal.). The lawsuit is still pending.

- The UAFCB is currently conducting an audit of MetroPCS with respect to its assessment, collection and remittance of the MTS for calendar year 2017. The audit is still in process.

I hereby declare, under penalty of perjury under the laws of the State of California that, , to the best of my knowledge and belief, the foregoing is true and correct, and that I am authorized to provide this Verification on behalf of T-Mobile USA.

Dated: July 13, 2018, at Bellevue, Washington.



[signature]

David. E. Conroy
Name

Senior Director, Legal Affairs – T-Mobile, USA
Title