



BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

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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 No. **A1807012**

**JOINT APPLICATION FOR REVIEW OF WIRELESS TRANSFER NOTIFICATION
PER COMMISSION DECISION 95-10-032**

**PUBLIC VERSION
(CONFIDENTIAL EXHIBITS A, I, & J NOT ATTACHED)**

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Dated: July 13, 2018

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**JOINT APPLICATION FOR REVIEW OF WIRELESS TRANSFER NOTIFICATION
PER COMMISSION DECISION 95-10-032**

I. INTRODUCTION

Pursuant to Commission Decision 95-10-032 and Article 2 of the California Public Utilities Commission’s (“Commission”) Rules of Practice and Procedure (“Rules”), 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 Joint Application for Review of a Wireless Transfer Notification Per Commission Decision 95-10-032.¹

¹ In Decision 95-10-032, the Commission exempted wireless transactions from pre-approval under Public Utilities Code Section 854 with limited exceptions including the transfer of ownership of a wireless provider. *See In re Investigation on the Commission's Own Motion Into Mobile Telephone Service and Wireless Communications*, D. 95-10-032, 1995 Cal. PUC LEXIS 888 *25 and *30. For such transfers, the Commission instead required 30-day advance notice to the Communications Division because it “wish[ed] to retain the ability to ensure that the participants in an ownership transfer have complied fully with our rules and regulations.” *Id.* at *31. Staff is then provided with 30 days to seek additional information or otherwise require a formal application. In order to promote transparency, encourage public participation, and expedite the process for the timely review of their notification, and consistent with D.95-10-032 and Commission Rules, the Joint Applicants have filed the instant Application with the Commission instead of submitting notification via a letter to Communications Division. In submitting this Application, the Joint Applicants reserve their rights under federal law, including 47 U.S.C. § 332 in particular and both the Communications Act and the Federal Communications Commission rules in general.

In particular, the Joint Applicants submit this Notification which describes in greater detail the transfer of the Sprint Wireless CA Entities to T-Mobile USA and the attendant benefits of the underlying transaction for California consumers and the wireless telecommunications market in general.² The transfer will be made pursuant to the Business Combination Agreement between T-Mobile US, Inc. (“T-Mobile”), T-Mobile USA’s direct 100 percent parent, and Sprint Corporation (“Sprint”) dated April 29, 2018 (the “Business Combination Agreement”)³ by which Sprint, and all of Sprint’s subsidiaries – including the Sprint Wireless CA Entities – will become wholly owned indirect subsidiaries of T-Mobile USA (the “Transaction”).

As discussed in detail below and in the Public Interest Statement (“PIS”) submitted on June 18, 2018 by T-Mobile and Sprint to the Federal Communications Commission (“FCC”),⁴

² The Joint Applicants note the transfer of the Sprint Wireless CA Entities is part of a broader transaction which also involves the transfer of control of Sprint’s certificated wireline company, Sprint Communications Company L.P. (U-5112-C), to T-Mobile USA. That transfer of control is the subject of a separate Application which is being submitted concurrently with this Application for Review.

³ 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.

⁴ Description of Transaction, Public Interest Statement, and Related Demonstrations, WTB Docket No. 18-197 (filed Jun. 18, 2018), Executive Summary (“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).

this proposed merger is necessary to, among other things, allow the Combined Company⁵ to leverage a unique combination of complementary assets to unlock massive synergies in order to build a world-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 \$43 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.

Combining the two companies' assets will boost average throughput, make greater capacity available, and increase the reliability and depth of coverage everywhere - providing benefits to consumers that would not arise but for the merger.⁶ Aggregating the two companies' spectrum and site inventories will dramatically increase capacity, reduce costs, and provide the right portfolio of spectrum bands to enable a rapid transition path from LTE to 5G.⁷ This approach will improve the subscriber experience by creating more spectrum dedicated solely to 5G, while keeping significant spectrum to maintain and indeed improve LTE quality of service.⁸

Moreover, T-Mobile has significant experience in seamlessly integrating other wireless carriers in a manner similar to that planned here as reflected by the successful merger with MetroPCS approximately five years ago.⁹ Nothing less is expected here.

⁵ 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".

⁶ See PIS at p. 41; Ray Decl. at ¶53.

⁷ See PIS at p. 41; Ray Decl. at ¶40.

⁸ See PIS at pp. 41-42; Ray Decl. at ¶33.

⁹ The integration of MetroPCS, Inc. ("MetroPCS") into T-Mobile per their 2013 merger was successful

The benefits of the transfer, and the Transaction in general, include, but are in no way limited to the following:

- Build-out of a robust, nationwide, world-class 5G network and services, bringing the benefits of those services, sooner than otherwise possible. (See Section VII.A., *infra.*)
- Implementation of an efficient and timely consumer migration plan. (See Section VII.B., *infra.*)
- Creation of a 5G network that will create substantial network and service capabilities including the introduction of a bona fide alternative for consumers to traditional in-home broadband providers. (See Section VII.C., *infra.*)
- Provision of significant synergies and capital expenditures beyond those planned by T-Mobile and Sprint as standalone companies. (See Section VII.D., *infra.*)
- Delivery of better services and high-speed broadband for rural areas. (See Section VII.E., *infra.*)
- Job growth. (See Section VII.F., *infra.*)
- Continuation of Lifeline services currently provided. (See Section VII.G., *infra.*)
- Continued focus on diversity procurement. (See Section VII.H., *infra.*)
- The assets and scale for New T-Mobile to “supercharge” the “Un-carrier” and take its maverick agenda to the next level, to further disrupt the wireless industry, and to otherwise ensure an even more competitive wireless market. (See Section IX., *infra.*)

Thus, the transfer of control is entirely consistent with this Commission’s continued interest in promoting the deployment of advanced wireless services and broadband to all Californians.

Indeed, the Joint Applicants submit that the Transaction is critical to meeting that goal.

by any measure. MetroPCS customers were migrated to the T-Mobile network even more quickly than anticipated, merger synergies exceeded expectations, spectrum refarming was expedited, and MetroPCS customers enjoyed expanded coverage and better service.. Indeed, MetroPCS’s customer base has doubled since the merger and the number of employees has also increased substantially. See PIS at pp. 39-41, 82.

In brief, the Joint Applicants submit this Application for Review as part of their ongoing efforts to be transparent about the transfer of the Sprint Wireless CA Entities and the expected benefits to California (and beyond) from the underlying transaction. To that end, the Joint Applicants have initiated this public docket and attempted to include as much information – to the extent it is available – as possible for the Commission’s review. Accordingly, the Joint Applicants now respectfully request that the Commission complete its review on an expedited basis so that the benefits of this Transaction can be realized without undue delay.

II. DESCRIPTION OF THE APPLICANTS

A. T-Mobile USA

T-Mobile USA is a Delaware corporation wholly owned by T-Mobile.¹⁰ 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.¹¹ Through its owned and operated retail stores, third-party distributors, and its websites, T-Mobile provides 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.

T-Mobile is a publicly traded Delaware corporation headquartered in Bellevue, Washington. T-Mobile’s 2017 revenues were approximately \$40.6 billion,¹² its assets currently total approximately \$70.56 billion,¹³ its market capitalization is approximately \$50.82 billion,¹⁴

¹⁰ 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.

¹¹ 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”).

¹² *Id.* at 24.

¹³ *Id.*

¹⁴ See T-Mobile US, Inc., WALL STREET JOURNAL, <https://quotes.wsj.com/TMUS> (last visited June 16, 2018).

and it holds approximately \$28.32 billion in debt.¹⁵ 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.¹⁶

Neither T-Mobile nor T-Mobile USA directly offer services in California and are not certificated by this Commission. T-Mobile does, however, have two indirect subsidiaries that are 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. The Transaction, however does not involve a transfer of control of either entity.¹⁷

¹⁵ T-Mobile 2017 10-K at 24.

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

¹⁷ Although the PIS references a *pro forma* transfer of control of the T-Mobile FCC licenses (as DT will have less than a 50 percent share in the post-transaction T-Mobile), see PIS at p. 8, there is no transfer of control of the T-Mobile California registered subsidiaries for California purposes. As discussed further below, T-Mobile West LLC and MetroPCS California, LLC are currently indirect wholly owned subsidiaries of T-Mobile USA, Inc. which is in turn a wholly-owned subsidiary of T-Mobile. This same corporate structure will be in place post-transaction. Although DT will have a smaller percentage of the T-Mobile stock after the transaction is consummated, it will still be the major shareholder and the majority of the board will still be designated by DT. In addition, John Legere and Mike Sievert, the current CEO and President/COO of T-Mobile respectively, will maintain their positions post-transaction. Moreover, the management of the T-Mobile California subsidiaries will remain unchanged. In brief, there will be no change in the “actual or working control” of either California registered entity and thus no transfer occurs for purposes of D.95-10-032. See e.g., *In re San Jose Water Company*, Decision No. 94-01-025, 1994 Cal. PUC LEXIS 43 * 6 (“In interpreting *PU Code § 854(a)*, the Commission has noted that the section does not speak of the power or potential to *control*, but of *control*, and we interpret this to mean actual or working *control*. *WUI, Inc. et al. v. Continental Tel. Corp., et al.* (1979) 1 CPUC2d 579.”) (emphasis added).

B. Sprint Wireless CA Entities

Sprint's wholly-owned subsidiaries that provide wireless services in California are described in the following subsections:

1. Sprint Spectrum L.P. (U-3062-C)

Sprint Spectrum L.P. provides a comprehensive range of prepaid and postpaid intrastate, interstate and international wireless telecommunications and information/data services in California pursuant to its wireless registration with the Commission and the authority and licenses granted by the FCC. These services are provided under the commonly recognized trade names of "Sprint" and "Boost Mobile" or "Boost." Sprint and Boost also provide wireless devices and accessories in connection with these services.

2. Virgin Mobile USA, L.P. (U-4327-C)

Virgin Mobile provides a comprehensive range of prepaid intrastate, interstate and international wireless telecommunications and information/data services in California pursuant to its wireless registration with the Commission and the authority and licenses granted by the FCC. These services are provided under the commonly recognized trade name of "Virgin Mobile." Virgin Mobile also provides prepaid wireless federal Lifeline and state LifeLine services pursuant to its designation as an eligible telecommunications carrier ("ETC") in Commission Resolution (R.) 17284 (May 5, 2011), authority provided in Decision (D.) 14-01-036, and advice letters submitted in compliance with D.14-01-036 and numerous subsequent Commission decisions. These LifeLine services are provided under the commonly recognized trade name of "Assurance Wireless Brought to You by Virgin Mobile" ("Assurance Wireless"). Assurance Wireless is believed to be the facilities-based carrier with the largest

number of wireless Lifeline customers in California. Virgin Mobile and Assurance Wireless also provide wireless devices and accessories in connection with these services.¹⁸

The Joint Applicants note that through its wireless carrier subsidiaries including but not limited to the Sprint Wireless CA Entities, 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.¹⁹ 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.

Sprint is a publicly traded Delaware corporation with its headquarters located in Overland Park, Kansas. Sprint's 2017 revenues were approximately \$32.41 billion,²⁰ its assets currently total approximately \$85.46 billion,²¹ its market capitalization is approximately \$22.02 billion,²² and it holds approximately \$32 billion in net debt.²³ Sprint is controlled by SoftBank Group

¹⁸ Confidential metrics for the Sprint Wireless CA Entities (as well as T-Mobile's registered California operating companies) are being provided for the Commission's reference as Confidential Exhibit A.

¹⁹ 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").

²⁰ *Id.* at 30.

²¹ *Id.*

²² See Sprint Corporation, WALL STREET JOURNAL, <https://quotes.wsj.com/S> (last visited June 16, 2018).

²³ 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).

Corp. (“SoftBank”), which indirectly holds approximately 84 percent of Sprint’s stock.²⁴

SoftBank is based in Tokyo, Japan, and provides mobile and fixed-line services in Japan through SoftBank Corp., its telecommunications subsidiary.²⁵

III. CONTACT INFORMATION

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

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²⁴ Sprint 2017 10-K at 1.

²⁵ See SoftBank Group, *Group Structure*, <https://www.softbank.jp/en/corp/irinfo/about/outline/> (last visited June 16, 2018).

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

Pursuant to Rule 2.2 of the Commission's Rules, Certificates of Formation for both the Sprint Wireless CA Entities, as well as certificates of Good Standing issued by the California Secretary of State, for these entities are attached hereto as Exhibit B.

Sprint does not prepare reports and financial statements at the individual entity level. All operations of the Sprint Wireless CA Entities are presented in the consolidated financial statements of Sprint, which wholly owns the Sprint Wireless CA Entities. These financial statements are prepared in the ordinary course of business in accordance with generally accepted accounting principles.²⁶ Information about the current management team for the Sprint Wireless CA Entities is provided in Exhibit C.

Copies of T-Mobile USA's formation documents, as well as its certificate of Good Standing issued by the California Secretary of State, are attached hereto as Exhibit D.²⁷ Evidence of T-Mobile's financial qualifications is provided in the form of the company's most recent 10K Report.²⁸ Information about the current management team for T-Mobile is provided in Exhibit F.

V. DESCRIPTION OF THE TRANSACTION

For purposes of this Notification, the Transaction contemplates a straight-forward, parent-level transfer of control of the Sprint Wireless CA Entities.²⁹ Thus, as depicted in the

²⁶ See Sprint 2017 10-K, *supra*.

²⁷ The Joint Applicants note that Certificates of Good Standing for T-Mobile West LLC and MetroPCS California, LLC, T-Mobile's two registered wireless operating entities in California, are attached as Exhibit E for the Commission's reference.

²⁸ See T-Mobile 2017 10-k, *supra*. No *pro forma* statements are currently available.

²⁹ The Business Combination Agreement between the parties sets forth the structure and steps of the proposed transaction.

attached charts showing the pre- and post-Transaction corporate structure,³⁰ the Sprint Wireless CA Entities, currently wholly-owned subsidiaries of Sprint, will become wholly-owned indirect subsidiaries of T-Mobile USA but will otherwise continue to exist as separate certificated carriers with no change in operational structure.

As described in the PIS, T-Mobile has formed two indirect subsidiaries, Huron Merger Sub LLC (“Huron”) and Superior Merger Sub Corporation (“Superior”), in anticipation of the transaction. 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.³¹

³⁰ Pre- and post-transaction corporate structure charts are attached to the Joint Application as Exhibit G.

³¹ 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.

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 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.³²

The new Board of Directors of New T-Mobile 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

³² No further decisions on executive officers have been made at the time of this filing. Lists of T-Mobile's and Sprint's current officers are attached as Exhibit F and C, respectively. Additional biographical information for T-Mobile USA's management is available at: <http://investor.t-mobile.com/Management>

whom will be independent).³³ The remaining director will be Mr. Legere. Existing T-Mobile Chairman and Deutsche Telekom CEO, Tim Hötting, has been designated to serve as Chairman of the Board. The Combined Company will have its headquarters in Bellevue, Washington, with a secondary headquarters in Overland Park, Kansas.

VII. THE COMBINED COMPANY WILL BRING A HOST OF BENEFITS TO CONSUMERS THROUGHOUT CALIFORNIA AND THE COUNTRY

The Combined Company will deliver a host of compelling benefits to consumers in California and across the country. These benefits simply would not be achievable on this time frame without this Transaction, which necessarily includes the subject transfers of the Sprint Wireless CA Entities. Some of the key benefits are described in the following sections.

A. A World-Class Nationwide 5G Network

The Transaction will enable the Combined Company to build a network with distinct advantages over both standalone networks planned by T-Mobile and Sprint and will provide a platform for an unrivaled nationwide 5G mobile service.³⁴ As discussed below (*see* Section VIII), on a standalone basis, neither company has enough or the right combination of spectrum or cell site resources to deliver the enormous gains in capacity that New T-Mobile will provide in the near term. New T-Mobile's deployment of T-Mobile's and Sprint's combined spectrum portfolios, together with the addition of many more radios across the combined network than either party would install on its own, will create a massive increase in capacity that would not be possible but for the transaction. The merger will also enable the Combined Company to dedicate

³³ 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.

³⁴ *See* PIS at p. 17; Declaration of Neville R. Ray, Executive Vice President and Chief Technology Officer, T-Mobile, US, Inc., Appx. B, at ¶4 ("Ray Decl."); Declaration of John C. Saw, Chief Technology Officer, Sprint Corporation, Appx. E, at ¶4 ("Saw Decl.").

more spectrum to 5G much sooner than either company could do individually, while also allowing New T-Mobile to more efficiently utilize existing spectrum assets for continued and improved LTE services. Some of the key benefits of the 5G network are discussed below.

1. New T-Mobile Will Deliver Higher Broadband Data Rates to More Customers than the Standalone Networks

According to the 2016 California Advanced Services Fund Annual Report, only 7.8 percent of California’s 12.9 million households receive mobile broadband service of at least 6 Mbps download.³⁵ According to the report, the majority of the state is “unserved” by mobile broadband at these speeds.³⁶ The report also finds that no California households reliably receive mobile broadband service at 25 Mbps download.³⁷ While T-Mobile believes that it currently exceeds these speed benchmarks, by any measure the speeds that will be provided by New T-Mobile’s 5G network will mean dramatic improvements in data rates for California’s consumers.³⁸ The tables below, which are taken from the PIS, demonstrate the substantially improved data rates that will occur by 2021 and 2024 due to the transaction.

³⁵ 2016 California Advanced Services Fund Annual Report, California Public Utilities Commission (April 2017) (“2016 California Advanced Services Fund Report”) at 42, [ftp://ftp.cpuc.ca.gov/Telco/CASF/Reports%20and%20Audits/CASF%202016%20Annual%20Report_.pdf](http://ftp.cpuc.ca.gov/Telco/CASF/Reports%20and%20Audits/CASF%202016%20Annual%20Report_.pdf)

³⁶ *Id.*

³⁷ *Id.* At 44.

³⁸ Average data rate is not equivalent to the actual user experience. The user experience will be affected by a number of variable factors, including received signal strength, location of the mobile device and base station, and whether the device is in motion, among others.

Entity	Average 5G Data Rates (Mbps)	Peak 5G Data Rates (Mbps)
T-Mobile	25	900
Sprint	55	300
New T-Mobile	149	1500

Average and Peak Data Rate Comparisons (Year 2021)

Entity	Average 5G Data Rates (Mbps)	Peak 5G Data Rates (Mbps)
T-Mobile	76	2700
Sprint	113	700
New T-Mobile	444	4100

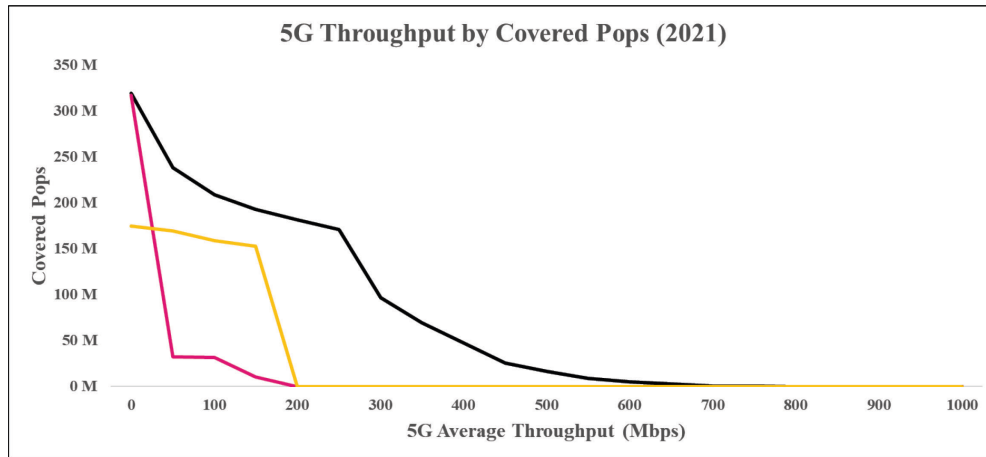
Average and Peak Data Rate Comparisons (Year 2024)

These marked improvements in data rates will have a direct positive impact on wireless consumers across the United States and in California. Customers traditionally have relied upon wired, rather than wireless, connections to deliver average data rates in excess of 25 Mbps—and these wired connections have been extremely costly. The merger will allow New T-Mobile to deliver data rates that compete against wired data speeds (and exceed current wireless speeds) and enable the delivery of myriad new and improved services.³⁹

³⁹ See PIS at p. 45; Ray Decl. at ¶53.

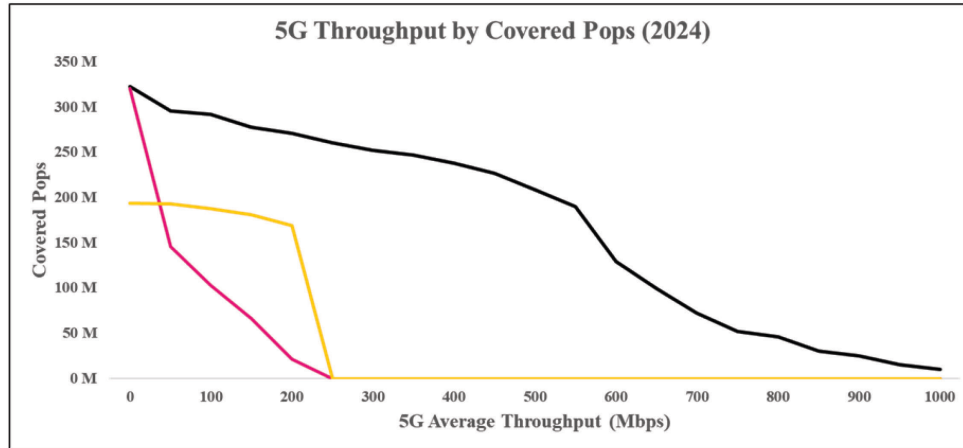
2. Broad Geographic Distribution of Higher Data Rates

Not only will New T-Mobile provide higher data rates than standalone T-Mobile and Sprint, it will provide higher data rates to more consumers. The charts below (also taken from the PIS) depict the *nationwide* geographic distribution of data rates expected by each standalone company as compared to New T-Mobile.



2021	T-Mobile	Sprint	New T-Mobile
Pops with > 100 Mbps	31.5 M	159.3 M	208.8 M
Pops with > 150 Mbps	10.8 M	153.1 M	193.4 M
Pops with > 300 Mbps			96.5 M
Pops with > 500 Mbps			16.2 M

5G Speed vs. Covered Population Distribution (2021)



2024	T-Mobile	Sprint	New T-Mobile
Pops with > 100 Mbps	102.8 M	187.8 M	292.3 M
Pops with > 150 Mbps	66.6 M	181.4 M	278.1 M
Pops with > 300 Mbps			252.4 M
Pops with > 500 Mbps			208.7 M

5G Speed vs. Covered Population Distribution (2024)

As detailed in the PIS, the anticipated 5G network of New T-Mobile will:

- cover over 6.5 times the covered POPs of standalone T-Mobile with data rates greater than 100 Mbps;
- cover nearly 18 times the covered POPs of standalone T-Mobile with data rates greater than 150 Mbps;
- provide data rates exceeding 300 Mbps to nearly 100 million POPs and 500 Mbps to over 16 million POPs, which the standalone T-Mobile 5G network would be unable to do at all;
- cover approximately 1.3 times the covered POPs of standalone Sprint with data rates greater than either 100 or 150 Mbps; and
- provide data rates greater than 300 or 500 Mbps to a substantial portion of the covered POPs, which standalone Sprint would not be able to do.⁴⁰

While these figures reflect covered population distributions for the entire United States, they demonstrate a trend that should be reflected at the state level as well.⁴¹

⁴⁰ See PIS at pp. 27-28.

⁴¹ Although state-specific information on the new 5G network is not generally available, the Joint Applicants have been able to obtain California-specific information regarding spectrum aggregation and spectrum depth. See Exhibit H and Confidential Exhibit I, respectively.

3. New T-Mobile Will Provide Greater Capacity than The Standalone Networks

While both T-Mobile and Sprint have standalone plans to deploy 5G networks, the Combined Company will make available significantly more capacity for 5G services. By 2024, the New T-Mobile network will approximately double the total capacity and triple the total 5G capacity of the T-Mobile and Sprint networks combined.⁴² New T-Mobile's capacity and output will give it the ability to deploy broad-based 5G services rapidly without compromising the quality of services for existing subscribers.⁴³ It will also allow New T-Mobile to provide ever more competitive offerings in the marketplace, such as unlimited data, at much higher data rates to the benefit of consumers.⁴⁴ Additionally, the greater available capacity will enable New T-Mobile to compete directly against more traditional broadband providers and deliver additional consumer benefits, including supporting higher quality video streaming, faster data downloads, and new and innovative applications such as augmented and virtual reality.⁴⁵ Absent this transaction, neither company alone would have the cell sites, spectrum, and spectral efficiency gains needed to drive the increased capacity that is available to New T-Mobile.⁴⁶

4. New T-Mobile Will Deliver Stronger and More Consistent Signal Strengths than the Standalone Networks

New T-Mobile will leverage the variety of spectrum at its disposal to deploy greater quantities (more spectrum per cell site) more densely (to more cell sites throughout the

⁴² Confidential information regarding the greater capacity and output of the Combined Company's 5G network is attached as Confidential Exhibit J.

⁴³ See PIS at p. 43; Ray Decl. at ¶¶ 39, 52.

⁴⁴ See PIS at pp. 43-44; Ray Decl. at ¶51.

⁴⁵ See PIS at p. 44; Ray Decl. at ¶15.

⁴⁶ See PIS at p. 44; Ray Decl. at ¶¶39-42.

network).⁴⁷ Therefore, New T-Mobile will be able to provide a much more consistent signal strength throughout the coverage area than either T-Mobile or Sprint could on a standalone basis.⁴⁸ Signal strength is one of the best approximations of the actual user experience - the stronger and more consistent the signal strength, the more likely the consumer will have a steady and robust connection.⁴⁹ For this reason, New T-Mobile's 5G network will provide steadier and more robust connections to California customers than either standalone network.

B. Consumer Migration

T-Mobile will rely upon best practices developed during previous technology migrations to allow for the smooth migration of existing T-Mobile and Sprint customers to the new network. In addition, T-Mobile will follow a similar game plan and hence leverage the experience it gained in successfully migrating millions of MetroPCS customers as part of the T-Mobile/MetroPCS transaction in 2013 to ensure that the migration of Sprint's California customers to the New T-Mobile network is equally successful. Similar to what T-Mobile did in the MetroPCS migration, New T-Mobile will use the existing T-Mobile USA network as its anchor, increase network density and coverage with selected Sprint retained sites, deploy Sprint's 2.5 GHz spectrum on T-Mobile sites, and utilize the full T-Mobile spectrum portfolio on virtually all retained Sprint sites, as needed.⁵⁰ This will enable New T-Mobile to migrate Sprint customers to the existing T-Mobile network within three years without degrading (but rather improving) the user experience for LTE, while simultaneously allowing a more rapid introduction of a robust 5G network.

⁴⁷ See PIS at p. 46; Ray Decl. at ¶23; Saw Decl. at ¶¶ 27-28, 30.

⁴⁸ See PIS at pp. 46-47, Ray Decl. at ¶38.

⁴⁹ See PIS at p. 47; Ray Decl. at ¶38.

⁵⁰ See PIS at p. 38; Ray Decl. at ¶¶63-65.

The transition of T-Mobile customers to the combined network will be simplified because the existing T-Mobile network will be the anchor network for the Combined Company, providing T-Mobile's existing subscriber base immediate access to the New T-Mobile network and the overall benefits from increased speed, capacity, and footprint in the near term.⁵¹ In a similar fashion, Sprint subscribers with compatible devices – approximately 50 percent of Sprint's branded customer base nationwide – will be able rapidly to convert to the New T-Mobile network with an over-the-air software update shortly after the deal close and thus be able to take advantage of the greater network breadth and depth almost immediately.⁵² Additionally, New T-Mobile will migrate Sprint CDMA voice users to VoLTE (either through a software upgrade or handset replacement promotions).⁵³ Existing Sprint customers with phones that use overlapping Sprint/T-Mobile spectrum (*i.e.*, 1900 MHz band) will be seamlessly integrated onto T-Mobile's network.⁵⁴ Finally, billing and back office system transitions will occur over time to minimize disruption to distribution, customer care, and operations.

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⁵¹ See PIS at p. 39; Ray Decl. at ¶70.

⁵² See PIS at p. 39; Ray Decl. at ¶¶64-69, 72.

⁵³ VoLTE is an acronym for Voice over LTE networks. VoLTE is a standards-based technology that is required to allow for the delivery of voice calls over the LTE network. Sprint is beginning to deploy VoLTE on its network on a standalone basis in 2018. By moving Sprint customers to the T-Mobile network, VoLTE-capable devices of existing Sprint customers can immediately be updated through an over-the-air software upgrade. See PIS at n. 126, *see also* Saw Decl. at ¶7.

⁵⁴ See PIS at p. 39; Ray Decl. at ¶72.

C. The 5G Network Will Create Unique Network and Service Capabilities

California’s consumers will reap enormous benefits from the inherent improvements in wireless service resulting from the transition to 5G, which “will not only be an evolution of mobile broadband networks, it is also envisioned to enable new unique network and service capabilities.”⁵⁵

The Combined Company’s 5G network will make possible fiber-like data speeds and enable real-time interactivity and more consistent performance and user experiences, as well as leaving plenty of capacity for unlimited data.⁵⁶ For example, the new network will support new forms of mobile media and entertainment, including streaming of state-of-the-art 4K video content, providing consumers with the freedom to watch content wherever and whenever they want without having to subscribe to multiple providers.⁵⁷ The new network will virtually eliminate the constraints consumers currently experience in congested environments, such as sporting events and concerts, allowing for the sharing and downloading of content nearly instantaneously from any location.⁵⁸ The 5G services provided by the new network will also fundamentally transform the way Californians live, work, travel, and play by being able to connect an enormous variety of IoT devices and sensors. New T-Mobile’s robust 5G network will enable it to support and offer the full range of IoT products and services. It will also allow the Combined Company to extend the Un-carrier approach to IoT, helping customers take advantage of the latest products and services at lower prices.⁵⁹

⁵⁵ See PIS at p. 55, Ray Decl. at ¶13.

⁵⁶ *Id.*

⁵⁷ See PIS at pp. 55-56; Ray Decl. at ¶13.

⁵⁸ See PIS at p. 56; Ray Decl. at ¶13.

⁵⁹ See PIS at p. 56; see Sievert Declaration of G. Michael (“Mike”) Sievert, President and Chief Operating Officer, T-Mobile, US, Inc. at ¶¶30-34 (“Sievert Decl.”).

New T-Mobile's 5G network will also close the speed differential between mobile and wired broadband and have the capacity to handle the diverse needs of in-home broadband customers in many parts of California. As described above, New T-Mobile's 5G network will deliver high-speed wireless broadband with speeds in excess of 100 Mbps to nearly two-thirds of the U.S. population by 2021 and to almost 90 percent of the U.S. population by 2024.⁶⁰ The Combined Company intends to directly and aggressively compete against conventional in-home wired broadband products, providing Californians with an attractive high-speed broadband alternative to the wired incumbent - some for the first time.⁶¹ The transaction will enable New T-Mobile to offer in some areas a robust broadband solution for residential use that will have equipment, service packages and products meeting or exceeding those of traditional subscription-based – and often costly – in-home wired broadband providers. Consumers who choose to cut the in-home wired broadband cord and utilize New T-Mobile's 5G mobile wireless service to meet their in-home broadband needs will see the most savings. This would not be possible without the merger as neither T-Mobile nor Sprint on its own has the spectrum assets, scale, or other resources necessary to deploy networks with the capabilities required to support the quality of streaming HD and 4K video and other key applications in-home broadband customers will demand.

D. Significant Synergies and Anticipated Capital Expenditures Over Next Three Years

The combination of the two companies is expected to generate enormous cost-savings in the form of approximately \$43.6 billion total net present value cost synergies by 2024, allowing New T-Mobile to invest in new network technology, innovation, and operations to rapidly

⁶⁰ See PIS at p. 59; Sievert Decl. at ¶36.

⁶¹ See PIS at p. 58; Sievert Decl. at ¶¶36-37.

construct and deploy the first true, nationwide 5G network.⁶² 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, or approximately three times the amount that T-Mobile would have invested on its own without the merger.⁶³ These merger synergies also will free up financial resources that can be invested into improving customer care, and expanding or enhancing business segments, such as in-home broadband, consumer and business IoT, business, and rural market segments.⁶⁴

The Joint Applicants note that the expected synergies and anticipated capital expenditures have been calculated based on national data. There is no California-specific data available.

E. Better Services and High-Speed Broadband for Rural Areas

According to the 2016 California Advanced Services Fund Report, while 95 percent of households in the state have access to broadband at download speeds of 6 Mbps, only 47 percent of the rural population have the same access.⁶⁵ After the merger, New T-Mobile will be positioned to accelerate and expand T-Mobile's plans to bring real high-speed broadband and more robust broadband competition to many rural Californians for the first time. Combining the two companies' spectrum and tower assets will enable New T-Mobile to deliver improved broadband service to these areas. And, the increased scale of the Combined Company will enable New T-Mobile to invest more in rural America than either T-Mobile or Sprint could on a standalone basis. As a result, consumers in rural communities will have access to services that are more commensurate with those available to urban consumers, helping to bridge the digital divide.

⁶² See PIS at p. 15; Sievert Decl. at ¶12, 15.

⁶³ See PIS at p. 15; Sievert Decl. at ¶15.

⁶⁴ See PIS at pp. 15-16; Sievert Decl. at ¶16.

⁶⁵ 2016 California Advanced Services Fund Report at 4.

Nationally, New T-Mobile will leverage its spectrum resources and merger synergies to deliver the following broadband benefits to consumers living in small towns and rural communities:

- **Coverage:** increasing outdoor wireless coverage to reach 59.4 million rural residents, or 95.8 percent of the estimated 62 million rural residents, and indoor wireless coverage to reach 31 million rural residents;
- **Quality:** improving signal quality and reliability and increasing network capacity to enable data intensive services and improve the overall consumer experience;
- **Speeds:** delivering mobile broadband service with download speeds of at least 10 Mbps or greater to 45.9 million rural residents over two million square miles, accounting for 74 percent of rural residents nationwide; and
- **In-Home Service:** providing fixed in-home broadband service of at least 25/3 Mbps to 52.2 million rural residents over 2.4 million square miles, approximately 84.2 percent of rural residents nationwide.⁶⁶

Further, New T-Mobile will make significant economic investment in the future of rural America as a result of the transaction, with plans to open 600 or more stores to serve small towns and rural areas across the U.S. The locations of those stores have not yet been determined. In addition, New T-Mobile will substantially increase its domestic customer care workforce to ensure it maintains T-Mobile USA's industry-leading standard of customer care, including opening up to 5 new technologically advanced Customer Experience Centers nationwide in small towns and rural communities. In total, it is expected that New T-Mobile will create over 12,000 new jobs to serve these areas through new stores, Customer Experience Centers and network buildout as a direct result of the Transaction.⁶⁷

⁶⁶ See PIS at pp. 65-66.

⁶⁷ See PIS at p. 69.

F. Job Growth

As noted above, in its initial three years, New T-Mobile will invest significantly more in network infrastructure than the standalone firms combined to build a world-leading nationwide 5G network. This investment will translate into thousands of additional American jobs, as New T-Mobile will need to hire employees to build the new network; extend the Un-carrier customer care model to a wider subscriber base; and support growing services like in-home broadband and IoT. The result is that New T-Mobile is expected to be jobs positive from Day One and beyond, with an initial increase relative to the combined companies standing alone of more than 3,600 direct internal jobs that increases to over 11,000 by 2024.⁶⁸ The job growth has not yet been broken down by region or by state.

G. Lifeline

As noted above, Virgin Mobile – under its trade name Assurance – has provided wireless Lifeline services in California as a result of the Commission’s decision in 2014 to expand the program to include wireless. Those customers, like all existing Sprint and T-Mobile customers, will be able to reap the benefits of the new 5G network discussed above. Following consummation of the Transaction, New T-Mobile will continue the Lifeline services currently provided by Virgin Mobile.

H. Diversity Procurement

Both Sprint and T-Mobile are – and have been – devoted to the concept of creating value through diversity. To that end, they have each successfully dedicated energy and resources to their respective diversity procurement programs. For example, Sprint has consistently been among the industry leaders in this regard. Its overall

⁶⁸ See PIS at pp. 80-81, Sievert Decl. at ¶19.

diversity procurement has exceeded the goals set forth in General Order 156 for many years as reflected by its most recent WMDVLGBTBE Report which shows a 36.5 percent procurement rate.⁶⁹ In addition, T-Mobile has made – and continues to make – significant strides with diverse procurement. In the last seven years, T-Mobile’s diverse spend in California with certified suppliers has increased almost ten-fold.⁷⁰ In the last year alone, its diversity procurement increased by almost \$119 million, or over 22 percent more than 2016. The Combined Company intends to use the best practices from both companies as part of their ongoing dedication to the goals embodied in General Order 156.

VIII. THE TRANSACTION ADDRESSES CHALLENGES FACED BY T-MOBILE USA AND SPRINT INDIVIDUALLY

The Transaction solves the most intractable problems standing in the way of T-Mobile USA and Sprint in building a superior, nationwide 5G network - the right mix of spectrum and cell site resources needed to deliver 5G capacity and services. On a standalone basis, T-Mobile would be capacity constrained and Sprint lacks coverage. The transaction, however, will solve these issues as New T-Mobile combines each company’s complementary spectrum and site assets to mitigate their individual shortcomings and leverage their strengths. The result will yield gains that are otherwise unattainable by each as a standalone network for the foreseeable future.

⁶⁹ A link to Sprint’s 2017 WMDVLGBTBE Annual Report and Plan can be found at: http://www.cpuc.ca.gov/uploadedFiles/CPUCWebsite/Content/About_Us/BusinessCommunityOutreach/GO156ProcurementPlans/2017/CPUC%20Report%202018%20Sprint.pdf

⁷⁰ A link to T-Mobile’s 2017 WMDVLGBTBE Annual Report and Plan can be found at: http://www.cpuc.ca.gov/uploadedFiles/CPUCWebsite/Content/About_Us/BusinessCommunityOutreach/GO156ProcurementPlans/2017/T-Mobile.MetroPCS.GO156.Report.Final.w.Attachments.030118.pdf

A. T-Mobile

For T-Mobile, it lacks the spectrum, sites and sufficient financial resources to build a robust nationwide 5G network on its own to reach comparable capacity and quality to what New T-Mobile can achieve.⁷¹ In addition, T-Mobile's standalone capability to refarm spectrum to provide 5G service is limited because its spectrum is extensively used for LTE.⁷² Its ability to roll out a robust 5G network is further challenged by its lack of available mid-band spectrum and the fact that additional mid-band spectrum suitable for 5G is not expected to become available via spectrum auctions in the near term, and even then its acquisition is uncertain.⁷³ For these reasons, and because LTE is significantly less spectrally efficient than 5G,⁷⁴ T-Mobile's ability to expand capacity to maximize the value of its spectrum assets and roll out robust 5G cannot come close to matching that of New T-Mobile.

Therefore, although T-Mobile has announced its intention to install a 5G network utilizing its newly acquired 600 MHz spectrum that will reach the overwhelming majority of Californians, it lacks the bandwidth to deliver upon the full data rate and capacity gains possible for 5G.⁷⁵ T-Mobile's lack of access to significant, unused mid-band spectrum and large amounts of high-band millimeter wave spectrum across California would continue to limit its ability to support the most demanding, high capacity 5G applications.⁷⁶

Moreover, although T-Mobile's Un-carrier strategy has worked, it alone is not enough to overcome the scale and spectrum advantages of Verizon and AT&T. While T-Mobile has gained

⁷¹ See PIS at p. 19; Ray Decl. at ¶32.

⁷² See PIS at p.19; Ray Decl. at ¶18.

⁷³ *Id.* at ¶18.

⁷⁴ See PIS at p. 19; Ray Decl. at ¶24.

⁷⁵ See PIS at p. 22; Ray Decl. at ¶18.

⁷⁶ *Id.*

some market share, those gains have amounted to only a few percentage points after five years of continuous aggressive implementation of its Un-carrier strategy. And, much of that gain is attributable to its successful acquisition and integration of MetroPCS, rather than taking share through organic gains in the marketplace.⁷⁷ In addition, T-Mobile must instead allocate the largely fixed costs of its network over less than half of the subscriber base of AT&T or Verizon, so T-Mobile's costs-per-subscriber are substantially higher.⁷⁸

B. Sprint

Similarly, Sprint faces a number of constraints that do not allow it to roll out a 5G offering with robust and ubiquitous coverage across California. As is true for T-Mobile, Sprint cannot maximize the value of its spectrum as it also lacks the spectrum, sites and sufficient financial resources to build a robust nationwide 5G network on its own to enable capacity, coverage, and quality comparable to New T-Mobile's network.⁷⁹ Sprint is further constrained from deploying a geographically ubiquitous 5G network because of its lack of sufficient low-band spectrum and because the propagation characteristics of its 2.5 GHz spectrum restrict its ability to cover wide geographic areas, including many rural areas, or provide strong-in building coverage.⁸⁰ Sprint on a standalone basis would only cover much more limited geographic areas

⁷⁷ See PIS at p. 98; see PIS, Declaration of John Legere, Chief Executive Officer, T-Mobile US, Inc., Appx. A, at ¶7. In 2013, T-Mobile accounted for 10.9 percent (*pro forma* T-Mobile and MetroPCS) of mobile wireless sales. Despite its Un-carrier efforts, by 2016 that number had grown only to 15.4 percent, including the 9.3 million acquired MetroPCS customers (MetroPCS had a 3.84 percent market share in 2016, therefore, without MetroPCS, T-Mobile would only have held an 11.56 percent market share in 2016).

⁷⁸ See PIS at p. 99; Sievert Decl. at ¶9.

⁷⁹ See PIS at pp.19-20; Saw Decl. at ¶18, 23; PIS, Declaration of Brandon "Dow" Draper, Chief Commercial Officer, Sprint Corporation, Appx. F, at ¶10 ("Draper Decl.").

⁸⁰ See PIS at p. 20; Saw Decl. at ¶23.

with 5G services using its 2.5 GHz spectrum.⁸¹ This would largely limit the coverage of Sprint's 5G network to densely-populated parts of California and leave many rural Californians without Sprint 5G service. Finally, Sprint's ability to fully dedicate its 2.5 GHz spectrum to 5G is limited by its need to use a significant portion of that spectrum for LTE under its standalone plans.⁸²

Moreover, Sprint has lost market share despite its aggressive competitive actions and price moves. While Sprint held a 15.5 percent share of mobile wireless service sales in 2013, its share had dropped to 13.4 percent by 2016.⁸³ These decreases have a very real practical impact on Sprint's competitive strength. Sprint's loss of subscribers has steadily dwindled the base of customers across which it could distribute costs, exacerbating its scale disadvantages compared to larger competitors. In addition, Sprint's historically poor perceived network performance and other challenges have led to high levels of customer churn and will continue to make it difficult for Sprint to attract and retain customers as a standalone company.⁸⁴

Sprint also faces serious, mutually reinforcing challenges that limit its ability to improve its competitive prospects. To attract and retain customers, it must invest heavily in its network and other capabilities. Yet, to support those investments it must throttle back on the aggressiveness of its promotions, which failed to achieve a fundamental shift in Sprint's ability to attract and retain customers.

⁸¹ See PIS at p. 20; Saw Decl. at ¶18, 23.

⁸² See PIS at p. 20; Saw Decl. at ¶22-24.

⁸³ *Twentieth Mobile Wireless Competition Report*, 32 FCC Rcd at 8988, Table II.C.1.

⁸⁴ See PIS at p. 96, Draper Decl. at ¶14.

IX. THE COMBINED COMPANY WILL INTENSIFY COMPETITION

As discussed in greater detail in the PIS, the merger of T-Mobile and Sprint will promote competition and enhance consumer welfare, particularly with respect to the deployment of 5G and the attendant benefits of the combined network.⁸⁵ Among other things, the Combined Company will:

- Be a strengthened maverick with the network, scale, and incentives to take on the market leaders, Verizon and AT&T.
- Have significant incentives to compete aggressively for customers. The Combined Company's 5G network will have more capacity than any network in history - more than three times the available capacity of the standalone T-Mobile and Sprint 5G networks combined in 2024. Once it has that capacity, New T-Mobile will be compelled to fill it by vigorously competing for consumers to maximize the value of that network investment. Further, this additional capacity will decrease the marginal cost of each gigabyte of data.⁸⁶
- Provide a *bona fide* alternative to traditional in-home broadband providers.

Moreover, advances in technology and new innovations are causing previously separate and distinct businesses to converge. This convergence is changing the wireless marketplace and attracting well-capitalized and aggressive new entrants that are now able to compete at a high level. The wireless space is increasingly populated by competitors beyond the traditionally recognized four nationwide wireless providers, making it implausible that the merger will reduce competition. For example,

- Comcast and Charter, the nation's two largest cable companies with over 50 million broadband subscribers combined, are both now offering wireless services and have formed a partnership to compete in wireless—recently, Comcast announced that Xfinity Mobile added 196,000 new subscribers in the first quarter of 2018, bringing its total wireless subscribership to 577,000 customers.

⁸⁵ See PIS at Section IV.

⁸⁶ See PIS, at pp. 101-102, PIS, David S. Evans, Market Platform Dynamics, "Economic Analysis of the Impact of the Proposed Merger of T-Mobile and Sprint on the Deployment of 5G Cellular Technologies, the 5G App Ecosystem, and Consumers, Enterprises, and the Economy," Appx. G, at ¶¶212-13.

- DISH, the nation's fourth largest pay TV provider with over 13 million TV subscribers and nearly 600 thousand broadband customers, has announced near-term plans for both a narrowband IoT network and a 5G network (DISH has license obligations to build out much of its spectrum by 2020).
- Other competitors, such as TracFone and Google, also bring resources, scale, brand recognition, technological capabilities, and customer bases to the competitive landscape.

The recognition that the wireless industry has a deep field of new players further reinforces the conclusion that the wireless space will continue to be competitive and vibrant following the merger.

X. 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 it is qualified to be the parent company of the Sprint Wireless CA Entities. It is 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. Its management team has many years of experience and its financial resources are substantial.⁸⁷ 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.

XI. COMMISSION JURISDICTION MAINTAINED

The Commission will retain the same regulatory authority over the Sprint Wireless CA Entities that it currently possesses. Thus, the Commission's ability to monitor and regulate the Sprint Wireless CA Entities, as well its respective regulatory obligations (*e.g.*, reporting, user fees, surcharges, *etc.*) will remain unchanged.

⁸⁷ See *e.g.*, Exhibits F; see also n. 32, *supra*.

XII. 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.”⁸⁸ In contrast, CEQA does not apply where the “activity will not result in a direct or reasonably foreseeable indirect physical change in the environment.”⁸⁹ 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.”⁹⁰

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.⁹¹ 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 the Sprint Wireless CA Entities through the transfer of equity interests at the parent company level only. 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 request that the Commission make a determination that the proposed

⁸⁸ See *Cal. Pub. Res. Code* § 21065.

⁸⁹ CEQA Guidelines, § 15060(c)(2).

⁹⁰ *Id.* at § 15061(b)(3).

⁹¹ 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”).

Transaction is not a project within the meaning of CEQA, California Public Resources Code, Section 21000, *et seq.*

XIII. ADDITIONAL INFORMATION

A. Customer Transfer Notification

Because the Sprint Wireless CA Entities 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 Exhibits K and L, T-Mobile USA and the Sprint Wireless CA Entities have provided their respective certification/verifications. *See* D.13-05-035.

XIV. REQUEST FOR EXPEDITED REVIEW 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 indirect transfer of control of the Sprint Wireless CA Entities to T-Mobile USA, as well as the underlying Transaction, will bring a myriad of benefits to the wireless market here in California and throughout the country. It will not have any negative impact on the operations, rates, terms or conditions of service. Moreover, the Sprint Wireless CA Entities will continue to operate under their respective current WIRs and without the need to obtain any further authority or certifications from the Commission. Accordingly, Joint Applicants believe that the information presented is sufficient to permit the Commission to complete its review of the proposed transfers of control.

The Joint Applicants request that the review of the Notification 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

XV. 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 – and cannot – affect the rates of the Sprint Wireless CA Entities’ current customers, the definitions of “adjudicatory” or “quasi-legislative” as set forth in Rules 1.3(a) and (e) clearly do not apply to this Joint Application. Rule 7.1(e)(2) specifies that when a proceeding does not fall within any of the categories set forth in Rule 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 complete its review of the proposed transfer of control per D. 95-10-032.⁹²

⁹² Application of Comcast Business Comm’cns, Inc. for Approval of the Change of Control of Comcast Business Comm’cns, Inc., D.02-11-025 at p. 36 (Nov. 7, 2002) (in approving the acquisition of AT&T

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

The sole issue raised by this Joint Application is whether the Commission requires any further information in order to complete its review of the notification of transfer of control of the Sprint Wireless CA Entities to T-Mobile USA in the context of the Transaction.

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	XIV	na
2.2	Formation Agreements and Qualifications to Transact Business	IV	B, D, and E
2.3	Financial Statements	II	Links at n. 11 and 19
2.4	CEQA Compliance	XII	na
2.5	Fees for Recovery of EIR Costs	na	na
2.1 and D.13-05-035, ¶ 18	Sprint and the Sprint Wireless CA Entities' Verification and Certification	XIII.B	K
2.1 and D.13-05-035, ¶14	T-Mobile USA Verification and Certification	XIII.B	L

In addition, the Joint Applicants have submitted the following information to facilitate the review of the Notification:

	Character of Business	I, II	na
	Reasons for Transaction	V, VII	Link at n. 3 and 4
	Terms of Transaction	V	Link at n. 3 and 4
	Transaction Documents	V	Link at n. 3 and 4
	Financial Statements	II	Links at n. 11 and 19

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 . . .”).

**JOINT APPLICATION FOR REVIEW OF WIRELESS TRANSFER
NOTIFICATION PER COMMISSION DECISION 95-10-032**

EXHIBIT INDEX

Confidential Exhibit A	California Metrics for Sprint Spectrum L.P., Virgin Mobile USA L.P., T-Mobile West LLC, and MetroPCS California, LLC
Exhibit B	Certificates of Formation and Certificates of Good Standing for Sprint Wireless – CA Entities
Exhibit C	Sprint Wireless – CA Management Teams
Exhibit D	T-Mobile USA, Inc. Amended and Restated Certificate of Incorporation and Certificate of Good Standing
Exhibit E	Certificates of Good Standing for T-Mobile West LLC and MetroPCS California, LLC
Exhibit F	T-Mobile Management Teams
Exhibit G	Pre- and Post-Transaction Corporate Organizational Charts
Exhibit H	Spectrum Aggregation Data for California
Confidential Exhibit I	California Spectrum Depth
Confidential Exhibit J	Combined Company 5G Network Capacity and Output
Exhibit K	Sprint Wireless CA Entities Verification/Certification
Exhibit L	T-Mobile USA, Inc. Verification/Certification

CONFIDENTIAL
EXHIBIT A

California Metrics for Sprint Spectrum L.P.,
Virgin Mobile USA L.P., T-Mobile West
LLC and MetroPCS California, LLC

NOT ATTACHED

EXHIBIT B

Certificates of Formation and Good
Standing for Sprint Wireless – CA Entities



LP-6

State of California Secretary of State

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

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 19961000009	2. Name Under Which the Foreign Limited Partnership Conducts Business In California Sprint Spectrum 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**
Assistant Secretary

Sprint Spectrum Holding Company, L.P.
Type or Print Name of General Partner

State of California

SECRETARY OF STATE

CERTIFICATE OF REGISTRATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 8th day of April, 1996,

SPRINT SPECTRUM L.P.

_____ ,
complied with the requirements of California law in effect on that date for the purpose or registering to transact intrastate business in the State of California; and further purports to be a limited partnership organized and existing under the laws of

_____ the State of Delaware

as SPRINT SPECTRUM L.P.

and that as of said date said limited partnership became and now is duly registered and authorized to transact intrastate business in the State of California,

SUBJECT, HOWEVER, TO:

- (a) any licensing requirements otherwise imposed by the laws of this State and
- (b) that subject limited partnership shall transact all intrastate business within this State under the above name elected it.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
9th day of April, 1996

Bill Jones

Bill Jones
Secretary of State



State of California

Secretary of State

Form LP-5

APPLICATION FOR REGISTRATION, FOREIGN LIMITED PARTNERSHIP

IMPORTANT—Read instructions on back before completing this form

This Application is presented for filing pursuant to Chapter 3, Article 9, Section 15692, California Corporations Code.

1. NAME UNDER WHICH THIS FOREIGN LIMITED PARTNERSHIP PROPOSES TO REGISTER AND TRANSACT BUSINESS IN CALIFORNIA

Sprint Spectrum L.P.

2. NAME OF FOREIGN LIMITED PARTNERSHIP

Sprint Spectrum L.P.

3. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE

4717 Grand, Fifth Floor

CITY

Kansas City

STATE/COUNTRY

MO

ZIP CODE

64112

4. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA (IF ANY)

CITY

CALIF.

ZIP CODE

5. THIS FOREIGN LIMITED PARTNERSHIP WAS FORMED ON March 29, 1995 IN

(MONTH) (DAY) (YEAR)

Delaware

(STATE)

OR

(COUNTRY)

AND IS AUTHORIZED TO EXERCISE ITS POWERS AND PRIVILEGES AS A LIMITED PARTNERSHIP

IN SUCH STATE OR COUNTRY.

6. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS:

(CONTINUE ON SECOND PAGE IF NECESSARY)

B. NAME: Sprint Spectrum Holding Company, L.P.

NUMBER OF PAGES ATTACHED:

ADDRESS: 4717 Grand, Fifth Floor

CITY: Kansas City

STATE/COUNTRY: Missouri

ZIP CODE: 64112

B. NAME:

ADDRESS:

CITY:

STATE/COUNTRY:

ZIP CODE:

B. NAME:

ADDRESS:

CITY:

STATE/COUNTRY:

ZIP CODE:

7. NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS:

B. NAME: The Prentice-Hall Corporation System, Inc.

ADDRESS:

CITY:

STATE:

ZIP CODE:

IN THE EVENT THE ABOVE DESIGNATED AGENT FOR SERVICE OF PROCESS RESIGNS AND IS NOT REPLACED OR IF THE AGENT CANNOT BE FOUND OR SERVED WITH THE EXERCISE OF REASONABLE DILIGENCE, THEN IN EITHER EVENT THE SECRETARY OF STATE IS HEREBY APPOINTED AS THE AGENT FOR SERVICE OF PROCESS.

8. I HEREBY DECLARE THAT I AM A GENERAL PARTNER IN THE ABOVE NAMED LIMITED PARTNERSHIP AND THAT THE EXECUTION OF THIS APPLICATION FOR REGISTRATION IS MY ACT AND DEED.

Sprint Spectrum Holding Company, L.P.

By: Charles Wunsch
GENERAL PARTNER

3/27/96
DATE

Associate General Counsel

Attorney-in-fact for Sprint Spectrum Holding Company, L.P.

9. RETURN ACKNOWLEDGEMENT TO:

NAME Debra S. Keithly, Legal Analyst

ADDRESS Sprint Spectrum L.P.

CITY 4717 Grand, Fifth Floor

STATE Kansas City, Missouri 64112

SOS REV. 4/93

FORM LP-5 - FILING FEE \$1000
Approved by Secretary of State

THIS SPACE FOR FILING OFFICER USE

961000009

FILED
In the office of the Secretary of State
of the State of California

APR - 8. 1996

Bill Jones
BILL JONES, Secretary of State



Please include a typed
self-addressed envelope

MUST BE TYPED
FILING FEE: \$75.00
MUST SUBMIT TWO COPIES

**APPLICATION FOR REGISTRATION
AS A FOREIGN LIMITED PARTNERSHIP OF**

961044739 C \$75.00
SECRETARY OF STATE
04-01-96 15:38

Sprint Spectrum L.P.

Pursuant to the provisions of the Colorado Uniform Limited Partnership Act of 1981, the undersigned limited partnership hereby applies for a Certificate of Registration to transact business in your state, and for the purpose, submits the following statement:

FIRST: The name of the limited partnership is Sprint Spectrum L.P.

(If the limited partnership name is not available)

SECOND: The name which it proposes to register and transact business in Colorado is Sprint Spectrum L.P.

THIRD: The jurisdiction of its formation is Delaware

FOURTH: The date of its formation is March 29, 1995

FIFTH: The name and street address of its Colorado registered agent for service of process on the foreign limited partnership is (Include City, State, Zip Code) Corporation Service Company, 1560 Broadway,
Denver, CO 80202

SIXTH: The Secretary of State of Colorado is appointed the registered agent of the above-named limited partnership on whom any process notice, or demand may be served if no agent has been appointed in paragraph FIFTH, or if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence.

SEVENTH: The address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction, or, if not so required, of the principal office of the foreign limited partnership is 4717 Grand,
Fifth Floor, Kansas City, Missouri 64112

EIGHTH: The name and the business, residence, or mailing address of each general partner is Sprint Spectrum
Holding Company, L.P., 4717 Grand, Fifth Floor, Kansas City, Missouri 64112

Sprint Spectrum Holding Company, L.P.

Signature

Charles Wunsch

(General Partner)

Associate General Counsel

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "MAJORCO SUB, L.P.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 1995, AT 9:02 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 745525

03-29-95

2494229 8100

950069887

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAJORCO SUB, L.P.

This Certificate of Limited Partnership of MAJORCO SUB, L.P. (the "Partnership"), dated as of the 28th day of March, 1995, is being duly executed and filed by MAJORCO, L.P., a limited partnership organized under the laws of the State of Delaware, as general partner, to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act (6 Del. C. § 17-101, et seq.).

1. Name. The name of the limited partnership formed hereby is MajorCo Sub, L.P.

2. Registered Office. The registered office of the Partnership in the State of Delaware is located at The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

3. Registered Agent. The name and address of the registered agent of the Partnership for service of process in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

4. General Partner. The name and business address of the general partner of the Partnership is as follows:

MajorCo, L.P.
9221 Ward Parkway
Suite 100
Kansas City, Missouri 64114

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of MajorCo Sub, L.P. as of the date first above written.

MAJORCO, L.P.,
as General Partner

By: Sprint Spectrum, L.P.,
a General Partner

By: *[Signature]*

Title: Vice President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MAJORCO SUB, L.P.", CHANGING ITS NAME FROM "MAJORCO SUB, L.P." TO "SPRINT SPECTRUM L.P.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 1996, AT 9:10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2494229 8100

7847513

960059217

02-29-96

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAJORCO SUB, L.P.
#2494229**

It is hereby certified that:


FIRST: The name of the limited partnership (hereinafter called the "partnership") is MajorCo Sub, L.P.

SECOND: Pursuant to provisions of Section 17-202, Title 6, Delaware Code, the Certificate of Limited Partnership is amended as follows:

The name of the limited partnership is Sprint Spectrum L.P.

The undersigned, a general partner of the partnership, executed this Certificate of Amendment on the 28th day of February, 1996.

SPRINT SPECTRUM HOLDING COMPANY, I.P.
as General Partner

By: 
Name & Title: Robert M. Neumeister, Jr., Chief Financial Officer

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: SPRINT SPECTRUM L.P.

REGISTERED IN CALIFORNIA AS: SPRINT SPECTRUM L.P.

FILE NUMBER: 199610000009
REGISTRATION DATE: 04/08/1996
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".

ALEX PADILLA
Secretary of State

DLS



LP-6

State of California Secretary of State

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

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 200732100010	2. Name Under Which the Foreign Limited Partnership Conducts Business in California Virgin Mobile USA, 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 CA	Zip Code
------	-------------	----------

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 VMU GP1, LLC
 Assistant Secretary Type or Print Name of General Partner



**State of California
Secretary of State**

File # 200732100010

**FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR REGISTRATION**

FILED
In the office of the Secretary of State
of the State of California

NOV 15 2007

A \$70.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

ENTITY NAME (End the name in Item 1 with the words "Limited Partnership" or the abbreviation "L.P.")

1. NAME UNDER WHICH THE FOREIGN LIMITED PARTNERSHIP PROPOSES TO REGISTER AND TRANSACT BUSINESS IN CALIFORNIA
Virgin Mobile USA, L.P.
2. NAME OF THE FOREIGN LIMITED PARTNERSHIP, IF DIFFERENT FROM THAT ENTERED IN ITEM 1 ABOVE

OFFICE ADDRESSES (Do not abbreviate the name of the city.)

3. ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE CITY AND STATE ZIP CODE
10 Independence Boulevard, Warren, NJ 07059
4. ADDRESS OF THE PRINCIPAL OFFICE IN CALIFORNIA, IF ANY CITY STATE ZIP CODE
CA

DATE AND PLACE OF ORGANIZATION

5. THIS FOREIGN LIMITED PARTNERSHIP WAS FORMED ON 10 - 16 - 2007 IN Delaware
(MONTH) (DAY) (YEAR) (STATE OR COUNTRY)
AND IS AUTHORIZED TO EXERCISE ITS POWERS AND PRIVILEGES IN THAT STATE OR COUNTRY.

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 6 and 7 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 6 must be completed (leave Item 7 blank).)

6. NAME OF AGENT FOR SERVICE OF PROCESS
C T Corporation System
7. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE
CA

APPOINTMENT (The following statement is required by statute and may not be altered.)

8. IN THE EVENT THE ABOVE AGENT FOR SERVICE OF PROCESS RESIGNS AND IS NOT REPLACED, OR IF THE AGENT CANNOT BE FOUND OR SERVED WITH THE EXERCISE OF REASONABLE DILIGENCE, THE SECRETARY OF STATE OF THE STATE OF CALIFORNIA IS HEREBY APPOINTED AS THE AGENT FOR SERVICE OF PROCESS OF THIS FOREIGN LIMITED PARTNERSHIP.

GENERAL PARTNERS (Enter the names and addresses of all of the general partners. Attach additional pages, if necessary.)

- | 9a. NAME | ADDRESS | CITY AND STATE | ZIP CODE |
|--------------|----------------------------|------------------|----------|
| VMU GPI, LLC | 10 Independence Boulevard, | Warren, NJ 07059 | |
| 9b. NAME | ADDRESS | CITY AND STATE | ZIP CODE |

EXECUTION

10. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

[Signature] 10/09/07 PETER LURIE
SIGNATURE OF GENERAL PARTNER DATE TYPE OR PRINT NAME OF GENERAL PARTNER
PETER LURIE, AUTHORIZED PERSON ON BEHALF OF VMU GPI, LLC

RETURN TO (Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.)

11. NAME []
FIRM
ADDRESS
CITY/STATE/ZIP []

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: VIRGIN MOBILE USA, L.P.

REGISTERED IN CALIFORNIA AS: VIRGIN MOBILE USA, L.P.

FILE NUMBER: 200732100010
REGISTRATION DATE: 11/15/2007
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'.

ALEX PADILLA
Secretary of State

DLS

EXHIBIT C

Sprint Wireless – CA
Management Teams

JOINT APPLICATION FOR REVIEW OF WIRELESS TRANSFER NOTIFICATION PER
COMMISSION DECISION 95-10-032

Exhibit C
Sprint Wireless – CA Entities Management Teams

Sprint Spectrum L.P. Management

Draper, Dow	President, Sprint Prepaid
Souder, Will	President
Combes, Michel	Chief Financial Officer
Duncan, Janet M.	Vice President & Treasurer
Schieber, Paul W.	Vice President and Controller
Schnopp, Stefan K.	Vice President and Secretary
Allen, Michael P.	Vice President
Aziz, Ismat M.	Vice President
Bluhm, Jay D.	Vice President
Brammer, Steve L.	Vice President
Brydon, Christopher W.	Vice President
Chapman, John W.	Vice President & Assistant Secretary
Chung, Suehyun	Vice President
Crull, Kevin	Vice President
Curran, Jim	Vice President
Felix, Chris J.	Vice President
Fries, Bryan J.	Vice President
Garland, Doug P.	Vice President
Geldmacher, Jan	Vice President
Gracia, Jorge E.	Vice President
Hidalgo, Claudio Saez	Vice President
Jacobs, Annette M.	Vice President
Jones, Jaime	Vice President
Kerr, Kimberly Green-	Vice President
Kunkel, Kevin W.	Vice President
Legaz, Mariano J.	Vice President
Lynn, Douglas B.	Vice President
McCann, Vonya B.	Vice President
Nachman, Mark D.	Vice President
Nolan, Tracy E.	Vice President
O'Connor, Greg	Vice President
Ragsdale, Mike	Vice President
Santi, Scott M.	Vice President
Slusher, J. Clinton	Vice President
Stevens, John	Vice President
Taylor, Jennifer S.	Vice President
Tikkala, Patricia C.	Vice President
Weians, Larry	Vice President
Franklin, Jay M.	Assistant Controller

Beaudoin, John E.	Assistant Secretary
True-Awtry, Katie	Assistant Secretary
Calso, Stephen M.	Assistant Treasurer
Dale, Jennifer	Assistant Treasurer

Virgin Mobile USA, L.P. Management

Draper, Dow	President
Duncan, Janet M.	Vice President & Treasurer
Schieber, Paul W.	Vice President and Controller
Schnopp, Stefan K.	Vice President and Secretary
Allen, Michael P.	Vice President
Aziz, Ismat M.	Vice President
Bluhm, Jay D.	Vice President
Brammer, Steve L.	Vice President
Chapman, John W.	Vice President & Assistant Secretary
Fijman, Martin J.	Vice President
Fries, Bryan J.	Vice President
Gracia, Jorge E.	Vice President
Jones, Jaime	Vice President
Lynn, Douglas B.	Vice President
Ragsdale, Mike	Vice President
Slusher, J. Clinton	Vice President
Taylor, Jennifer S.	Vice President
Weians, Larry	Vice President
Franklin, Jay M.	Assistant Controller
Divelbliss, Elaine M.	Assistant Secretary
True-Awtry, Katie	Assistant Secretary
Calso, Stephen M.	Assistant Treasurer
Dale, Jennifer	Assistant Treasurer

EXHIBIT D

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

Delaware

PAGE 1

The First State

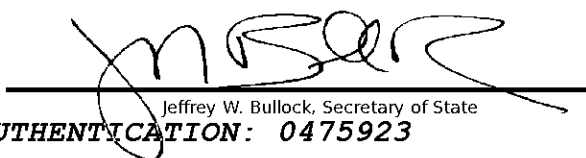
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "T-MOBILE USA, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 2013, AT 9:09 O'CLOCK A.M.

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". The signature is fluid and cursive, written in a dark ink on a white background.

ALEX PADILLA
Secretary of State

EXHIBIT E

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

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

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

NLH

EXHIBIT F

T-Mobile Management Teams

JOINT APPLICATION FOR REVIEW OF WIRELESS TRANSFER NOTIFICATION
PER COMMISSION DECISION 95-10-032

T-Mobile Management Teams

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

Directors of T-Mobile USA, Inc.

J. Braxton Carter
David A. Miller

T-Mobile West, LLC Management

Dave A. Miller	Manager
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

MetroPCS California, LLC Management

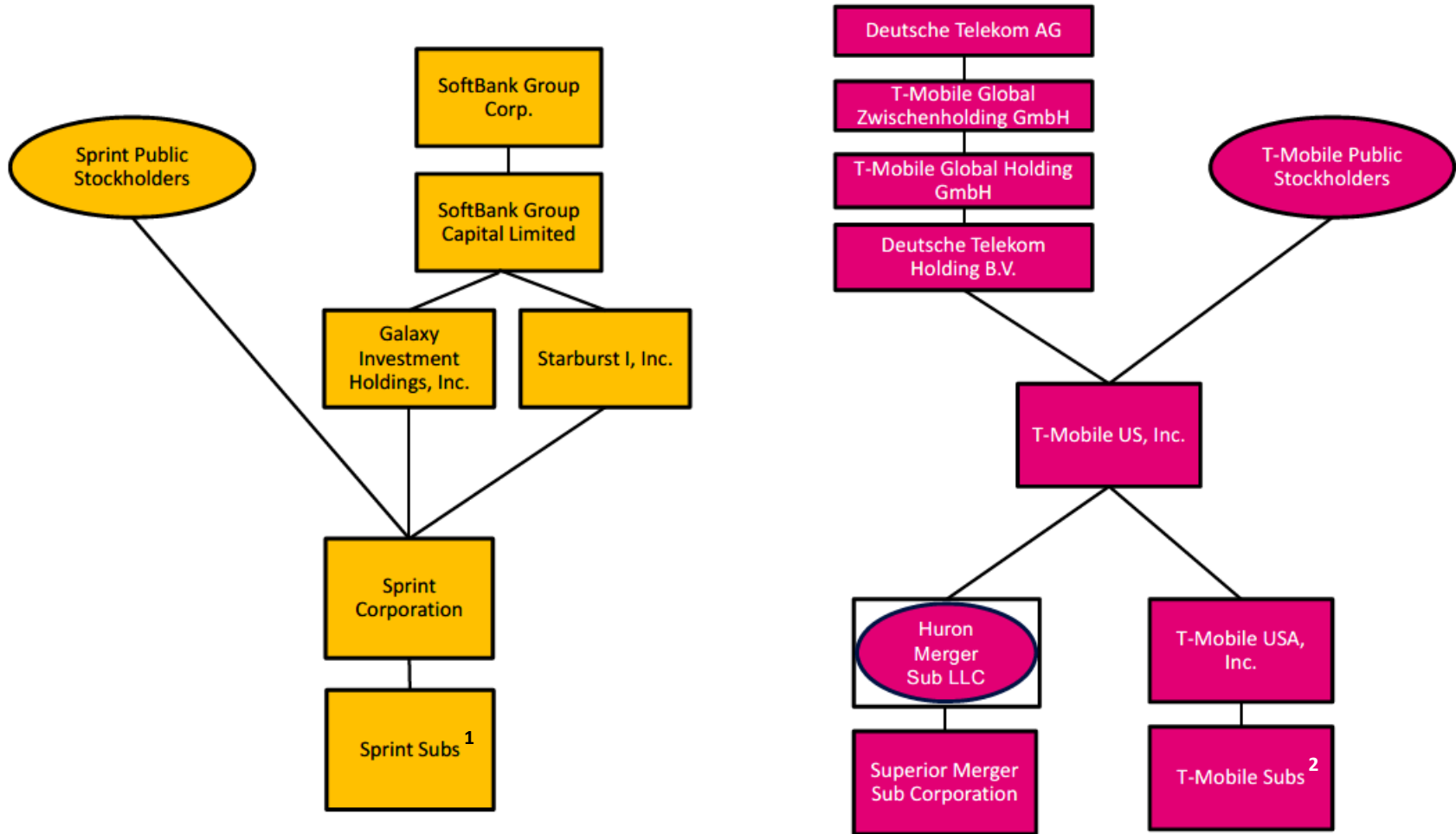
David A. Miller	Manager
J. Braxton Carter	Manager
Thomas C. Keys	Manager
John J. Legere	President & Chief Executive Officer
Jeffrey T. Binder	Executive Vice President, TMUS and President, Layer3
David R. Carey	Executive Vice President, Corporate Services
J. Braxton Carter	Executive Vice President & Chief 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
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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
John Barnes	Assistant Secretary
Rahul Modi	Assistant Treasurer

EXHIBIT G

Pre- and Post-Transaction Corporate Organizational Charts

JOINT APPLICATION FOR REVIEW OF WIRELESS TRANSFER NOTIFICATION
PER COMMISSION DECISION 95-10-032

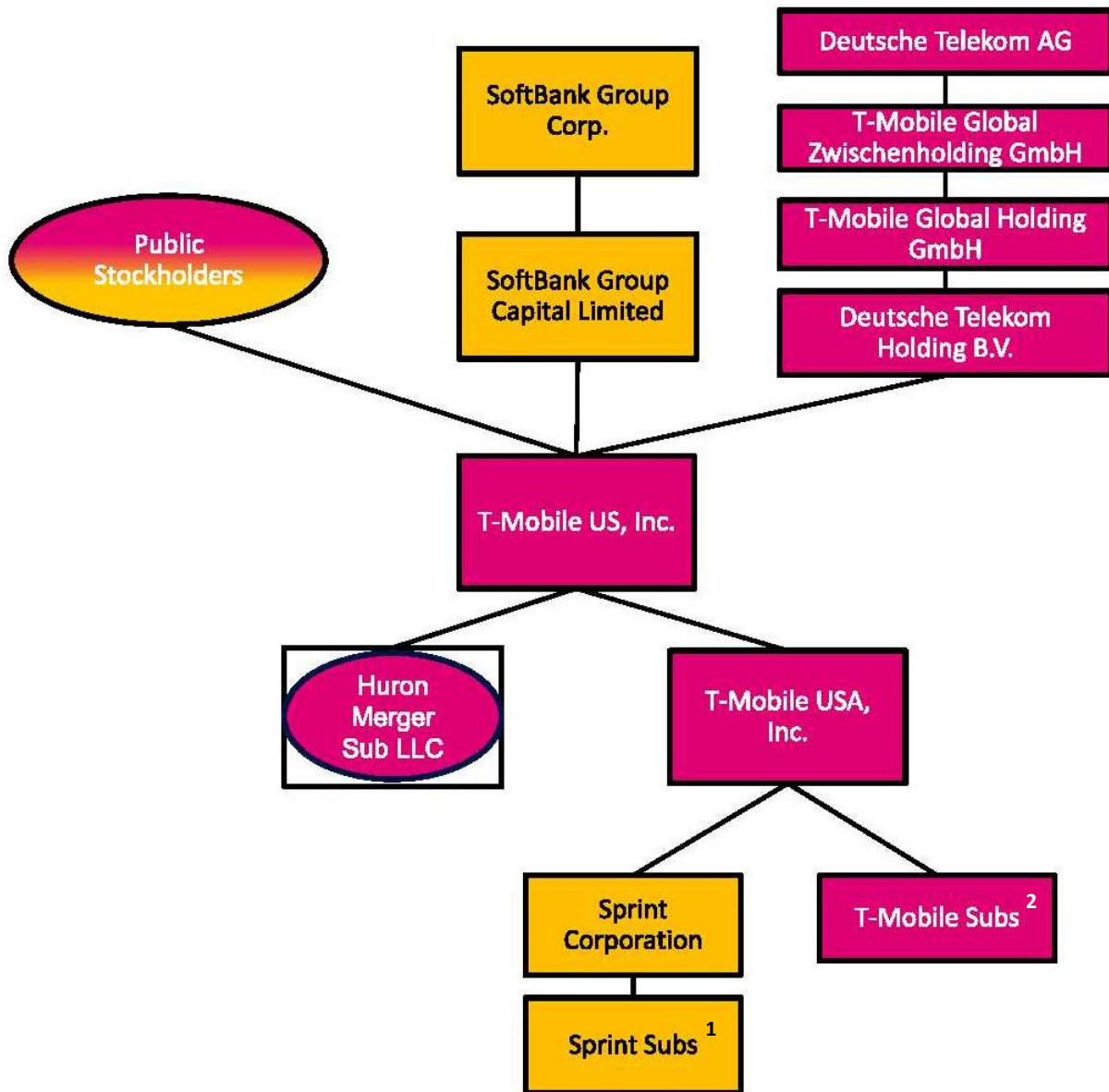
Pre-Transaction Corporate Organizational Chart



¹ For purposes of this application “Sprint Subs” include Sprint Spectrum L.P. (U-3062-C) and Virgin Mobile USA, L.P. (U-4327-C).

² Joint Applicant T-Mobile USA, Inc. notes it has two CPUC-registered wireless operating companies in California: T-Mobile West, LLC (U-3056-C) and MetroPCS California, LLC (U-3079-C).

Post-Transaction Corporate Organizational Chart



¹ For purposes of this application “Sprint Subs” include Sprint Spectrum L.P. (U-3062-C) and Virgin Mobile USA, L.P. (U-4327-C).

² Joint Applicant T-Mobile USA, Inc. notes it has two CPUC-registered wireless operating companies in California: T-Mobile West, LLC (U-3056-C) and MetroPCS California, LLC (U-3079-C).

EXHIBIT H

Spectrum Aggregation Data for California

LOW- AND MID- BAND SPECTRUM AGGREGATION FOR CA

		PRE-TRANSACTION											POST TRANSACTION NEW T-MOBILE								
Name	ST	TMO	TMO	SPR	TMO	SPR	TMO	TMO	TMO	SPR	SPR	SPR	NTM	NTM	NTM	NTM	NTM	NTM	NTM	NTM	
		600 MHz	700 MHz	700 MHz	800 MHz	800 MHz	AWS*	AWS3*	PCS+	PCS+	BRS	EBS	600 MHz	700 MHz	800 MHz	AWS*	AWS3*	PCS+	BRS	EBS	
Alameda	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	40.0	0.0	70.0	67.5	89.0	
Alpine	CA	40.0	12.0	0.0	0.0	14.0	30.0	10.0	20.0	40.0	67.5	84.7	40.0	12.0	14.0	30.0	10.0	60.0	67.5	84.7	
Amador	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	67.5	84.3	20.0	12.0	14.0	30.0	0.0	70.0	67.5	84.3	
Butte	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	40.0	67.5	89.0	20.0	12.0	14.0	30.0	0.0	80.0	67.5	89.0	
Calaveras	CA	40.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	40.0	67.5	89.0	40.0	12.0	14.0	30.0	0.0	80.0	67.5	89.0	
Colusa	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	30.0	0.0	70.0	67.5	89.0	
Contra Costa	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	40.0	0.0	70.0	67.5	89.0	
Del Norte	CA	30.0	0.0	0.0	0.0	14.0	30.0	10.0	30.0	40.0	67.5	0.0	30.0	0.0	14.0	30.0	10.0	70.0	67.5	0.0	
El Dorado	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	30.0	0.0	70.0	67.5	89.0	
Fresno	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	30.0	30.0	67.5	89.0	20.0	12.0	14.0	40.0	0.0	60.0	67.5	89.0	
Glenn	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	40.0	67.5	89.0	20.0	12.0	14.0	30.0	0.0	80.0	67.5	89.0	
Humboldt	CA	30.0	12.0	0.0	0.0	14.0	30.0	0.0	30.0	40.0	67.5	35.6	30.0	12.0	14.0	30.0	0.0	70.0	67.5	35.6	
Imperial	CA	40.0	12.0	0.0	0.0	11.0	40.0	0.0	25.0	55.0	45.0	0.0	40.0	12.0	11.0	40.0	0.0	80.0	45.0	0.0	
Inyo	CA	40.0	12.0	0.0	0.0	14.0	30.0	10.0	30.0	40.0	67.5	0.0	40.0	12.0	14.0	30.0	10.0	70.0	67.5	0.0	
Kern	CA	30.0	12.0	0.0	0.0	14.0	50.0	10.0	30.0	30.0	67.5	89.0	30.0	12.0	14.0	50.0	10.0	60.0	67.5	89.0	
Kings	CA	20.0	12.0	0.0	0.0	14.0	20.0	0.0	20.0	40.0	67.5	53.4	20.0	12.0	14.0	20.0	0.0	60.0	67.5	53.4	
Lake	CA	30.0	12.0	0.0	0.0	14.0	40.0	0.0	30.0	30.0	67.5	53.4	30.0	12.0	14.0	40.0	0.0	60.0	67.5	53.4	
Lassen	CA	40.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	67.5	0.0	40.0	12.0	14.0	30.0	0.0	70.0	67.5	0.0	
Los Angeles	CA	30.0	12.0	0.0	0.0	14.0	40.0	0.0	30.0	40.0	61.5	84.3	30.0	12.0	14.0	40.0	0.0	70.0	61.5	84.3	
Madera	CA	20.0	12.0	0.0	0.0	14.0	20.0	0.0	30.0	30.0	67.5	89.0	20.0	12.0	14.0	20.0	0.0	60.0	67.5	89.0	
Marin	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	56.0	89.0	20.0	12.0	14.0	40.0	0.0	70.0	56.0	89.0	
Mariposa	CA	40.0	12.0	0.0	0.0	14.0	30.0	0.0	30.0	40.0	67.5	89.0	40.0	12.0	14.0	30.0	0.0	70.0	67.5	89.0	
Mendocino	CA	30.0	12.0	0.0	0.0	14.0	30.0	0.0	30.0	30.0	67.5	35.6	30.0	12.0	14.0	30.0	0.0	60.0	67.5	35.6	
Merced	CA	40.0	12.0	0.0	0.0	14.0	30.0	0.0	30.0	30.0	67.5	89.0	40.0	12.0	14.0	30.0	0.0	60.0	67.5	89.0	
Modoc	CA	30.0	0.0	0.0	0.0	14.0	30.0	10.0	30.0	40.0	67.5	0.0	30.0	0.0	14.0	30.0	10.0	70.0	67.5	0.0	
Mono	CA	40.0	12.0	0.0	0.0	14.0	30.0	10.0	20.0	40.0	67.5	0.0	40.0	12.0	14.0	30.0	10.0	60.0	67.5	0.0	
Monterey	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	45.0	30.0	39.5	71.2	20.0	12.0	14.0	40.0	0.0	75.0	39.5	71.2	
Napa	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	40.0	0.0	70.0	67.5	89.0	
Nevada	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	30.0	0.0	70.0	67.5	89.0	
Orange	CA	30.0	12.0	0.0	0.0	14.0	40.0	0.0	30.0	40.0	61.5	89.0	30.0	12.0	14.0	40.0	0.0	70.0	61.5	89.0	
Placer	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	79.5	20.0	12.0	14.0	40.0	0.0	70.0	67.5	79.5	
Plumas	CA	40.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	67.5	71.2	40.0	12.0	14.0	30.0	0.0	70.0	67.5	71.2	
Riverside	CA	30.0	12.0	0.0	0.0	14.0	40.0	0.0	30.0	40.0	67.5	89.0	30.0	12.0	14.0	40.0	0.0	70.0	67.5	89.0	
Sacramento	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	79.5	20.0	12.0	14.0	40.0	0.0	70.0	67.5	79.5	
San Benito	CA	40.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	39.5	71.2	40.0	12.0	14.0	30.0	0.0	70.0	39.5	71.2	
San Bernardino	CA	30.0	12.0	0.0	0.0	14.0	40.0	0.0	30.0	40.0	67.5	89.0	30.0	12.0	14.0	40.0	0.0	70.0	67.5	89.0	
San Diego	CA	30.0	12.0	0.0	0.0	14.0	40.0	0.0	30.0	40.0	67.5	79.5	30.0	12.0	14.0	40.0	0.0	70.0	67.5	79.5	
San Francisco	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	56.0	80.3	20.0	12.0	14.0	40.0	0.0	70.0	56.0	80.3	
San Joaquin	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	40.0	67.5	89.0	20.0	12.0	14.0	40.0	0.0	80.0	67.5	89.0	

Name	ST	PRE-TRANSACTION											POST TRANSACTION NEW T-MOBILE								
		TMO	TMO	SPR	TMO	SPR	TMO	TMO	TMO	SPR	SPR	SPR	NTM	NTM	NTM	NTM	NTM	NTM	NTM	NTM	
		600 MHz	700 MHz	700 MHz	800 MHz	800 MHz	AWS*	AWS3*	PCS+	PCS+	BRS	EBS	600 MHz	700 MHz	800 MHz	AWS*	AWS3*	PCS+	BRS	EBS	
San Luis Obispo	CA	30.0	12.0	0.0	0.0	14.0	40.0	0.0	20.0	30.0	67.5	89.0	30.0	12.0	14.0	40.0	0.0	50.0	67.5	89.0	
San Mateo	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	40.0	0.0	70.0	67.5	89.0	
Santa Barbara	CA	30.0	12.0	0.0	0.0	14.0	50.0	0.0	20.0	30.0	67.5	89.0	30.0	12.0	14.0	50.0	0.0	50.0	67.5	89.0	
Santa Clara	CA	20.0	12.0	0.0	0.0	14.0	50.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	50.0	0.0	70.0	67.5	89.0	
Santa Cruz	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	30.0	0.0	70.0	67.5	89.0	
Shasta	CA	30.0	0.0	0.0	0.0	14.0	30.0	10.0	40.0	30.0	67.5	89.0	30.0	0.0	14.0	30.0	10.0	70.0	67.5	89.0	
Sierra	CA	40.0	12.0	0.0	0.0	14.0	30.0	10.0	40.0	30.0	67.5	89.0	40.0	12.0	14.0	30.0	10.0	70.0	67.5	89.0	
Siskiyou	CA	30.0	0.0	0.0	0.0	14.0	30.0	10.0	40.0	30.0	67.5	0.0	30.0	0.0	14.0	30.0	10.0	70.0	67.5	0.0	
Solano	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	89.0	20.0	12.0	14.0	40.0	0.0	70.0	67.5	89.0	
Sonoma	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	71.2	20.0	12.0	14.0	40.0	0.0	70.0	67.5	71.2	
Stanislaus	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	35.0	30.0	67.5	89.0	20.0	12.0	14.0	40.0	0.0	65.0	67.5	89.0	
Sutter	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	40.0	67.5	84.3	20.0	12.0	14.0	30.0	0.0	80.0	67.5	84.3	
Tehama	CA	30.0	0.0	0.0	0.0	14.0	30.0	10.0	40.0	30.0	67.5	89.0	30.0	0.0	14.0	30.0	10.0	70.0	67.5	89.0	
Trinity	CA	30.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	30.0	67.5	89.0	30.0	12.0	14.0	30.0	0.0	70.0	67.5	89.0	
Tulare	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	20.0	40.0	67.5	89.0	20.0	12.0	14.0	30.0	0.0	60.0	67.5	89.0	
Tuolumne	CA	40.0	12.0	0.0	0.0	14.0	30.0	0.0	35.0	30.0	67.5	89.0	40.0	12.0	14.0	30.0	0.0	65.0	67.5	89.0	
Ventura	CA	30.0	12.0	0.0	0.0	14.0	50.0	0.0	30.0	40.0	67.5	71.2	30.0	12.0	14.0	50.0	0.0	70.0	67.5	71.2	
Yolo	CA	20.0	12.0	0.0	0.0	14.0	40.0	0.0	40.0	30.0	67.5	79.5	20.0	12.0	14.0	40.0	0.0	70.0	67.5	79.5	
Yuba	CA	20.0	12.0	0.0	0.0	14.0	30.0	0.0	40.0	40.0	67.5	84.3	20.0	12.0	14.0	30.0	0.0	80.0	67.5	84.3	

All spectrum data as of 5/21/18. "TMO", "SPR" and "NTM" designate, respectively, pre-merger T-Mobile holdings, pre-merger Sprint holdings, and post-merger New T-Mobile holdings. SPR+TMO data may not equal NTM spectrum because of duplicative holdings in different partitions. AWS* includes AWS-1 Blocks A-F and AWS-3 blocks A1 & B1; AWS3* includes AWS-3 Blocks G, H, I & J. PCS+

MILLIMETER WAVE SPECTRUM AGGREGATION FOR CA

FIPS	Name	ST	2010 Census	CMA	39 GHz Band			28 GHz Band			Post-Merger New T-Mobile
					T-Mobile	Verizon	AT&T	T-Mobile	Sprint	Verizon	
06001	Alameda	CA	1,510,271	7	100	800	700	100	0	750	200
06003	Alpine	CA	1,175	338	0	600	500	0	0	0	0
06005	Amador	CA	38,091	338	0	500	600	200	0	650	200
06007	Butte	CA	220,000	215	0	500	300	0	0	0	0
06009	Calaveras	CA	45,578	338	100	800	500	0	0	0	100
06011	Colusa	CA	21,419	343	0	500	400	200	0	650	200
06013	Contra Costa	CA	1,049,025	7	100	800	500	100	0	750	200
06015	Del Norte	CA	28,610	336	0	400	100	0	0	0	0
06017	El Dorado	CA	181,058	346	0	500	600	200	0	650	200
06019	Fresno	CA	930,450	74	0	500	350	0	0	850	0
06021	Glenn	CA	28,122	343	0	500	300	0	0	0	0
06023	Humboldt	CA	134,623	336	100	800	500	0	0	0	100
06025	Imperial	CA	174,528	342	0	700	400	0	0	0	0
06027	Inyo	CA	18,546	341	0	600	100	280	0	570	280
06029	Kern	CA	839,631	97	0	700	500	0	0	0	0
06031	Kings	CA	152,982	347	0	500	350	0	0	0	0
06033	Lake	CA	64,665	344	100	800	600	100	0	750	200
06035	Lassen	CA	34,895	337	0	600	200	200	0	650	200
06037	Los Angeles	CA	9,818,605	2	0	700	500	280	0	570	280
06039	Madera	CA	150,865	339	0	500	350	0	0	850	0
06041	Marin	CA	252,409	7	100	800	500	100	0	750	200
06043	Mariposa	CA	18,251	338	100	800	400	0	0	0	100
06045	Mendocino	CA	87,841	344	100	800	600	100	0	750	200
06047	Merced	CA	255,793	339	100	800	700	0	0	0	100
06049	Modoc	CA	9,686	337	0	200	0	0	0	0	0
06051	Mono	CA	14,202	341	0	600	500	0	0	0	0
06053	Monterey	CA	415,057	126	100	800	750	0	0	0	100
06055	Napa	CA	136,484	111	100	800	400	100	0	750	200
06057	Nevada	CA	98,764	345	0	500	700	200	0	650	200
06059	Orange	CA	3,010,232	2	0	700	400	280	0	570	280
06061	Placer	CA	348,432	35	0	500	700	200	0	650	200
06063	Plumas	CA	20,007	337	0	600	600	200	0	650	200
06065	Riverside	CA	2,189,641	2	0	700	400	280	0	570	280
06067	Sacramento	CA	1,418,788	35	0	500	300	200	0	650	200
06069	San Benito	CA	55,269	339	100	800	650	100	0	750	200
06071	San Bernardino	CA	2,035,210	2	0	700	500	280	0	570	280
06073	San Diego	CA	3,095,313	18	0	800	600	0	0	250	0
06075	San Francisco	CA	805,235	7	100	800	400	100	0	750	200
06077	San Joaquin	CA	685,306	107	100	800	500	0	0	0	100
06079	San Luis Obispo	CA	269,637	340	0	700	750	0	0	850	0
06081	San Mateo	CA	718,451	7	100	800	600	100	0	750	200
06083	Santa Barbara	CA	423,895	124	0	700	750	0	0	850	0
06085	Santa Clara	CA	1,781,642	27	100	800	800	100	0	750	200
06087	Santa Cruz	CA	262,382	175	100	800	600	100	0	750	200
06089	Shasta	CA	177,223	254	0	200	0	0	0	0	0
06091	Sierra	CA	3,240	345	0	600	600	200	0	650	200
06093	Siskiyou	CA	44,900	336	0	200	0	0	0	0	0
06095	Solano	CA	413,344	111	100	800	500	100	0	750	200
06097	Sonoma	CA	483,878	123	100	800	500	100	0	750	200
06099	Stanislaus	CA	514,453	142	100	800	600	0	0	850	100
06101	Sutter	CA	94,737	274	0	500	300	0	0	0	0
06103	Tehama	CA	63,463	343	0	200	100	0	0	0	0
06105	Trinity	CA	13,786	336	100	800	500	0	0	0	100
06107	Tulare	CA	442,179	150	0	500	350	0	0	0	0
06109	Tuolumne	CA	55,365	338	100	800	500	0	0	850	100
06111	Ventura	CA	823,318	73	0	700	600	280	0	570	280
06113	Yolo	CA	200,849	35	0	500	300	200	0	650	200
06115	Yuba	CA	72,155	274	0	500	300	0	0	0	0

CONFIDENTIAL
EXHIBIT I

California Spectrum Depth

NOT ATTACHED

CONFIDENTIAL
EXHIBIT J

Combined Company 5G Network
Capacity and Output

NOT ATTACHED

EXHIBIT K

Sprint Wireless – CA
Verification/Certification

VERIFICATION

I, John Chapman, Vice President and Assistant Secretary of Sprint Spectrum L.P. (U 3062 C) (“Sprint Spectrum”) and of Virgin Mobile USA, L.P. (U 4327 C) (“Virgin Mobile”) (jointly referred to below as the “Sprint Wireless – CA entities”), hereby declare:

1. I have read the attached “Joint Application for Review of Wireless Transfer Notification Per Commission Decision 95-10-032” (“Joint Application”) submitted by Sprint Spectrum, Virgin Mobile, and T-Mobile USA, Inc. (“T-Mobile”) (all collectively 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 provide the California Public Utilities Commission (“CPUC” or “Commission”) with 30 days’ advance notification of a transaction that will result in the transfer of control of the Sprint Wireless – CA entities to T-Mobile.
3. Due to the sheer number of affiliates of the Sprint Wireless – CA entities, the Sprint Wireless – CA entities are unable to submit a verification as specified in Commission Decision (D.) 13-05-035. Accordingly, the Sprint Wireless – CA entities submit the following statements and disclosures to comply with D.13-05-035.
4. General Disclosure and Disclaimer: Over the course of their existence, the Sprint Wireless – CA entities have 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, the Sprint Wireless – CA entities have 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. The Sprint Wireless – CA entities are not compiling or purporting to compile a list of all such matters for this Verification. However, certain specific matters are identified below. 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 the Sprint Wireless – CA entities, 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 access to information concerning the backgrounds of Sprint’s directors and officers, as well as Sprint’s financial statements.

5. Specific Disclosures: Without compiling or purporting to compile a list of all of the matters referenced above, the Sprint Wireless – CA entities hereby disclose:

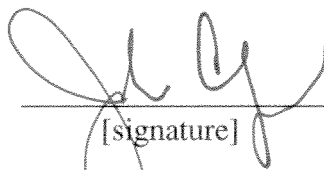
- A. Sprint Spectrum (through its predecessor in interest, Sprint Telephony PCS, L.P. (U 3064 C) (“Sprint Telephony PCS”)) was a named Respondent in Commission Investigation (I.) 15-11-007, which was resolved in D.16-12-025.
- B. Sprint Spectrum (through its predecessor in interest, Sprint Telephony PCS) was the subject of a Commission investigation initiated in 2009, I.09-01-018, in which it was alleged, *inter alia*, that Sprint Telephony PCS had violated Commission General Order No. (“GO”) 95 and Commission Rules of Practice and Procedure Rule 1.1. Sprint Telephony PCS denied those allegations. This investigation was resolved through Commission approval of a settlement agreement between CPUC staff and wireless carriers, including Sprint Telephony PCS, in D.12-09-019. Sprint Telephony PCS and Sprint Spectrum have performed and will continue to perform in good faith all of the requirements of D.12-09-019.
- C. The Commission sanctioned Sprint Spectrum for a violation of Rule 1 of the Commission’s Rules of Practice and Procedure in Decision 01-08-019 (dated August 2, 2001).
- D. In 2017, in Case No. JRT-CMRS-0134, the Puerto Rico Telecommunications Review Board (“PR TRB”) entered an order allowing Virgin Mobile to present financial information pursuant to an “agreed upon procedures” audit in lieu of audited financial statements for the year 2013.
- E. In PR-TRB Case No. JRT-2018-OMC-0003 (show cause Order issued February 14, 2018), Virgin Mobile was the subject, with other wireless carriers, of a show cause order for its alleged failure to report on Hurricane Maria-related service credits provided to customers in Puerto Rico. Virgin Mobile has responded that it did not file a report because it has no customers in Puerto Rico or outage of service to any customer. This matter is pending before the PR TRB.
- F. Since 2008, Sprint has been the subject of the following consent decrees before the FCC:
 - 1. **File No.: EB-SED-17-00024237, FRN: 0022117618** – released April 10, 2018 - Resolved investigation into allegations that Sprint allowed its wireless infrastructure deployment contractor to construct certain wireless communications facilities without complying with the FCC’s environmental rules in effect during the investigation.
 - 2. **File No.: EB-TCD-14-00017286, FRN: 0022117618** – released Sept. 24, 2015 - Resolved investigation of Sprint’s inability to handle 911 calls through applications used by callers who are hard of hearing, as required by the FCC’s 911 rules.
 - 3. **File No.: EB-TCD-14-00016545, FRN: 0022117618** – released May 12, 2015 - Resolved investigation of Sprint’s compliance with the FCC’s rules prohibiting

unauthorized third party billing charges.

4. **File No.: EB-TCD-12-00002713, FRN: 0003774593** – released May 19, 2014 - Resolved investigation of Sprint Corporation f/k/a Sprint Nextel Corporation's compliance with the FCC's companyspecific donotcall rules.
5. **File No.: EB-09-TC-325, FRN: 0003774593** - released Oct. 21, 2011 - Resolved investigation of Sprint Nextel Corp.'s compliance with the FCC's companyspecific donotcall rules.
6. To the best of my knowledge and belief, the Sprint Wireless – CA entities are 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. The Sprint Wireless – CA entities hereby disclose that they have recently undergone an audit by CPUC staff of its fulfillment of surcharge and user fee remittance requirements for prepaid wireless services, but as of this date are not aware of the results of that audit.
7. To the best of my knowledge and belief, currently there are no formal or informal complaints pending against the Sprint Wireless – CA entities 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 the Sprint Wireless – CA entities.

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



[signature]
John Chapman

[print name]
Vice President and
Assistant Secretary

[title]

EXHIBIT L

T-Mobile USA
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 Review of Wireless Transfer Notification per Commission Decision 95-10-032 (the "Joint Application") submitted by Sprint Spectrum L.P. (U 3062 C), Virgin Mobile USA, L.P. (U 4327 C) (the "Sprint Wireless CA Entities") 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 provide the California Public Utilities Commission ("CPUC" or "Commission") with notification of a transaction that will result in the transfer of control of the Sprint Wireless CA Entities to T-Mobile USA.

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 12, 2018, at Bellevue, Washington.



[signature]

David. E. Conroy
Name

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