

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

By this and other contemporaneously filed FCC Form 603 assignment applications, the applicants respectfully request consent to a number of simultaneous assignments of Advanced Wireless Service (“AWS”), Personal Communications Services (“PCS”) and 600 MHz Band (“600 MHz”) spectrum by and among (i) subsidiaries of T-Mobile USA, Inc. (“T-Mobile USA”) and (ii) Cellco Partnership d/b/a Verizon Wireless (“Cellco”) and certain affiliates (together, the “Parties”), as described herein.

These assignments involve only the transfer of spectrum; no network or other assets or customers are involved. The assignments are, in some markets, intra-market license exchanges that will enable more efficient operations resulting from larger blocks of contiguous spectrum and/or the alignment of spectrum blocks held in adjacent markets. Most of these intra-market exchanges involve the exchange of an even amount of spectrum, where neither Party will increase its spectrum holdings in the market. The remaining inter-market exchange assignments (and the few intra-market exchanges where one Party will acquire more spectrum than it is assigning) will augment spectrum holdings of the assignees, expanding capacity and thereby benefiting consumers.

For the reasons set forth in more detail below, the Parties submit that Commission approval of the proposed transactions is consistent with the public interest, convenience and necessity and that the applications should be approved expeditiously and without conditions.

Description of the Parties

Four of the applicants, T-Mobile License LLC (“T-Mobile License”), Sprint Spectrum Realty Company, LLC (“Sprint Realty”), Sprint Spectrum LLC (“Sprint Spectrum”) and SprintCom, Inc. (“SprintCom” and together with T-Mobile License, Sprint Realty and Sprint Spectrum, the “T-Mobile Licensees”),¹ are wholly owned subsidiaries of T-Mobile USA and, indirectly, T-Mobile US, Inc. (“T-Mobile US”), a publicly traded company, and part of the family of companies that operate under the T-Mobile® brand names. Deutsche Telekom AG, a publicly traded German company based in Bonn, Germany (“DT”), holds approximately a 43 percent interest in T-Mobile US through its wholly owned subsidiary T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”). This subsidiary owns all of the equity and voting interests of T-Mobile Global Holding GmbH (“T-Mobile Holding”), which owns all of the equity and voting interests of Deutsche Telekom Holding B.V. (“DT Holding B.V.”), which in turn holds the approximate 43 percent interest in T-Mobile US. DT has *de facto* control of T-Mobile US – and thus the T-Mobile Licensees – as a result of proxy agreements which authorize DT

¹ While T-Mobile License, Sprint Realty, Sprint Spectrum and SprintCom are all assigning spectrum to Cellco, T-Mobile License, Sprint Realty and Sprint Spectrum are the sole assignees of the spectrum being assigned by Cellco and its licensee subsidiaries.

to vote a majority of the stock of T-Mobile US.

Led by a management team with decades of collective experience in the telecommunications industry, T-Mobile US is headquartered in Bellevue, Washington, offers nationwide wireless voice and data services to consumer and business customers and provides service to 104.8 million subscribers.² The Commission has repeatedly found that the T-Mobile Licensees and their controlling companies have the requisite character and qualifications to hold Commission authorizations.³ An FCC Form 602 providing current ownership information for the T-Mobile Licensees is on file with the Commission.⁴

The remaining three applicants include Cellco and certain of its affiliates: Alltel Corporation (“Alltel”) and Rural Cellular Corporation (“RCC” and, collectively with Cellco and Alltel, the “VZW Licensees”).⁵ Cellco is a general partnership that is ultimately owned by Verizon Communications Inc. The Commission has repeatedly found that each VZW Licensee has the requisite character and other qualifications to hold Commission authorizations.⁶ Additional information as to Cellco’s ownership is provided in its Form 602, which is on file with the Commission.

Description of the Transaction

Pursuant to a License Exchange Agreement dated as of August 5, 2021 (the

² See T/Investors, News & Events, Press Release Details, July 29, 2021, found on the T-Mobile website at the following link: <https://investor.t-mobile.com/news-and-events/t-mobile-us-press-releases/press-release-details/2021/T-Mobile-Raises-2021-Guidance-Across-the-Board-Again-and-Delivers-Record-Financial-Results-in-Q2/default.aspxx> (last visited Aug. 3, 2021).

³ See, e.g., *Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of License and Authorizations*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, ¶ 44 (2019) (“*Merger Approval Order*”); *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2330, ¶ 19 (WTB/IB 2013); *Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515, 2519-20 ¶ 10 (2008).

⁴ See FCC File No. 0009629095. Based on prior guidance from the Wireless Telecommunications Bureau, this Form 602 filing for T-Mobile License satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission’s rules for the other wholly owned subsidiaries of T-Mobile USA, including the other T-Mobile Licensees. See 47 C.F.R. §§ 1.919, 1.2112(a); see also *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999) (“Form 602 FAQ’s”).

⁵ While Cellco, Alltel and RCC are all assigning spectrum to T-Mobile License, Sprint Realty and Sprint Spectrum, Cellco is the sole assignee of the spectrum being assigned by T-Mobile License, Sprint Realty, Sprint Spectrum and SprintCom.

⁶ See, e.g., *Applications of Cellco Partnership d/b/a Verizon Wireless, SpectrumCo LLC, and Cox TMI*, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698, ¶ 40 (2012).

“Exchange Agreement”), the Parties will exchange the portions of their AWS, PCS and 600 MHz full licenses as described immediately below.

(i) T-Mobile License has agreed to assign to Cellco the entirety or applicable portions of the T-Mobile License licenses as shown in Applications 1 and 2 (collectively, the “T-Mobile License Exchange Licenses”);

(ii) Sprint Realty has agreed to assign to Cellco the entirety or applicable portions of the Sprint Realty licenses as shown in Applications 3 and 4 (collectively, the “Sprint Realty Exchange Licenses”);

(iii) Sprint Spectrum has agreed to assign to Cellco the applicable portion of the Sprint Spectrum license as shown in Application 5 (the “Sprint Spectrum Exchange License”);

(iv) SprintCom has agreed to assign to Cellco the applicable portion of the SprintCom license as shown in Application 6 (the “SprintCom Exchange License”);

(v) Cellco has agreed to assign to T-Mobile License the entirety or applicable portions of the Cellco licenses as shown in Applications 7 and 8 (collectively, the “Cellco T-Mobile License Exchange Licenses”);

(vi) Cellco has agreed to assign to Sprint Realty the entirety of the Cellco licenses as shown in Application 9 (collectively, the “Cellco Sprint Realty Exchange Licenses”);

(vii) Cellco has agreed to assign to Sprint Spectrum the entirety of the Cellco license as shown in Application 10 (the “Cellco Sprint Spectrum Exchange License”);

(viii) Alltel has agreed to assign to T-Mobile License the entirety of the Alltel licenses as shown in Application 11 (collectively, the “Alltel T-Mobile License Exchange Licenses”);

(ix) Alltel has agreed to assign to Sprint Realty the entirety of the Alltel license as shown in Application 12 (the “Alltel Sprint Realty Exchange License”); and

(x) RCC has agreed to assign to T-Mobile License the entirety of the RCC license as shown in Application 13 (the “RCC Exchange License”).

The T-Mobile License Exchange Licenses, the Sprint Realty Exchange Licenses, the Sprint Spectrum Exchange License, the SprintCom Exchange License, the Cellco T-Mobile License Exchange Licenses, the Cellco Sprint Realty Exchange License, the Alltel T-Mobile License Exchange Licenses, the Alltel Sprint Realty Exchange License, and the RCC Exchange License are referred to herein, collectively, as the “Exchange Licenses.”

The license assignments described above will all occur concurrently at the closing

of the transactions contemplated by the Exchange Agreement (the “Exchange Closing”).

Transition Issues

The transaction involves only assignments of spectrum and does not include the transfer of any other assets, facilities or customers. There will be no loss of an existing service provider in any of the market areas subject to these transactions. The VZW Licensees are using some of their Exchange Licenses to provide service to customers. The VZW Licensees will continue to provide service on exchanged spectrum or other spectrum currently held by the VZW Licensees or their affiliates. Similarly, the T-Mobile Licensees are currently using some of their Exchange Licenses to provide service to customers. The T-Mobile Licensees will continue to provide service on exchanged spectrum or other spectrum currently held by the T-Mobile Licensees or their affiliates. Therefore, these transitions will not result in any discontinuance, reduction or loss of service to customers.

The Parties have entered into pre-closing spectrum manager leasing arrangements to allow the Parties to utilize the Exchange License spectrum pending the Exchange Closing, thereby expediting the realization of public benefits associated with spectrum efficiencies or the augmentation of spectrum holdings. These pre-closing leasing arrangements will commence, market-by-market, on the date set forth in each lease notification as it is filed, and all will terminate upon the Exchange Closing or ninety days after the termination of the Exchange Agreement (but in no event later than one year following the execution date of the pre-closing leases). The Parties intend to file the cancellation notices as appropriate and in accordance with the Commission’s rules.

Public Interest Statement

Section 310(d) of the Communications Act of 1934, as amended (the “Act”) requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.⁷ To make that assessment, the Commission first assesses whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.⁸ If the proposed transaction does not violate a statute or rule, then the Commission considers

⁷ Section 310(d) provides that “no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.” 47 U.S.C. § 310(d).

⁸ 47 U.S.C. § 310(d); *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9139-40 ¶ 18 (2015) (“*AT&T/DIRECTV Order*”); *Applications of Comcast Corp., General Electric Co., and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licenses*, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4247 ¶ 22 (2011) (“*Comcast/NBCU Order*”); *Application of EchoStar Communications Corp., General Motors Corp., and Hughes Electronics Corp., Transferors, and EchoStar Communications Corp., Transferee*, Hearing Designation Order, 17 FCC Rcd 20559, 20574 ¶ 25 (2002) (“*Echostar/DIRECTV HDO*”).

whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.⁹ In the absence of such harms or if any exist but have been ameliorated by narrowly tailored conditions, the Commission next evaluates the transaction's public interest benefits.¹⁰

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate Section 310(d) of the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.¹¹ The instant applications meet this standard.¹²

The assignments proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, the assignments fully comply with all Commission rules and regulations and require no waivers. Therefore, they do not frustrate or impair the Commission's implementation or enforcement of, or the objectives of, the Act or other statutes.

Notably, the assignments will yield public interest benefits by allowing the Parties to make more efficient use of the spectrum and to offer improved services to their

⁹ See *AT&T/DIRECTV Order* ¶ 18; *Comcast/NBCU Order* ¶ 22; *EchoStar-DIRECTV HDO* ¶ 25.

¹⁰ *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, ¶¶ 9-10 (2017).

¹¹ See, e.g., *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9682 ¶ 102 (2013) ("[U]nder the Commission's sliding scale approach, where potential public interest harms appear unlikely . . . we will accept a lesser showing of public interest benefits."). See also *Tele-Communications, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd. 3160, 3170 ¶ 16 (1999); *Ameritech-SBC Order*, 14 FCC Rcd. at 14,740-41 ¶ 54.

¹² In several other similarly styled transactions where licensee subsidiaries of T-Mobile USA and Cellco and its licensee subsidiaries swapped spectrum, there was no opposition from the public, and the FCC consented to the applications on routine public notice. See *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 9449 (rel. Mar. 19, 2014) (consenting to ULS file nos. 0006012654 (lead) *et al.*), *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 10276 (rel. Feb. 11, 2015) (consenting to ULS file nos. 0006470946 (lead) *et al.*) and *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 12788 (rel. Dec. 6, 2017) (consenting to ULS file nos. 0007935651 (lead) *et al.*).

respective customers. The proposed transaction promotes the Commission's secondary market policies, which seek to ensure the efficient use of spectrum.¹³

A portion of the spectrum being assigned in this transaction will occur as intra-market exchanges of spectrum within the same market. The T-Mobile Licensees and the VZW Licensees will assign PCS and AWS spectrum to each other within the same market areas, which will allow these Parties to enjoy the efficiency benefits associated with larger blocks of contiguous spectrum and/or alignment of spectrum held in adjacent markets. Aligning the spectrum blocks held in adjacent market areas allows the carriers to operate more efficiently by facilitating handoffs when users transition to the adjacent markets. Spectrum alignment also reduces coordination burdens associated with operations at the edge of market boundaries, because the licensee can then operate on the same frequency block in adjacent markets.

Some of the PCS and AWS spectrum being assigned as intra-market exchanges within the same market will result in one carrier acquiring more spectrum than it is assigning in the market. In addition, the T-Mobile Licensees and the VZW Licensees will assign PCS, AWS and (in the case of the VZW Licensees) 600 MHz spectrum to each other in inter-market exchanges within market areas where the assigning carrier is not receiving any spectrum from the other carrier. As a result of these transactions, the T-Mobile Licensees and the VZW Licensees will increase their spectrum holdings in certain markets. This will enable added capacity and improved data throughput speeds within existing coverage areas. Thus, Commission approval of these applications will enhance competition and improve the quality of services in the wireless marketplace.

Finally, the subject authorizations were initially licensed by the Commission more than three years ago, and none currently is subject to any installment financing. The Exchange Licenses are not subject to any bidding credits or restrictions on ownership based on designated entity status; therefore, Commission approval of the assignments would not result in any unjust enrichment concerns.¹⁴

Spectrum Aggregation/Competition Analysis

As discussed below, these assignments – which will not reduce the number of competitors, service offerings or customer choices in any market – do not raise any spectrum aggregation or competitive concerns.

Spectrum Aggregation. In the case of the intra-market exchanges, in all but eight counties the Parties' licensed spectrum holdings in the relevant markets will be the same both pre- and post-consummation, because (i) the T-Mobile Licensees' acquisition of

¹³ *Principles for Promoting the Efficient Use of Spectrum by Encouraging the Development of Secondary Markets, Policy Statement*, Policy Statement, 15 FCC Rcd 24,178, 24,186-87 ¶¶ 1, 19-22 (2000).

¹⁴ See 47 C.F.R. § 1.2111.

Exchange Licenses from the VZW Licensees will be offset by assignments of Exchange Licenses by the T-Mobile Licensees to Cellco with the same amounts and the same type of spectrum in each market, and (ii) the VZW Licensees' acquisition of Exchange Licenses from the T-Mobile Licensees will be offset by assignments of Exchange Licenses by the VZW Licensees to T-Mobile License, Sprint Realty and Sprint Spectrum with the same amounts and the same type of spectrum in each market, with each carrier's spectrum holdings (with the exceptions described below) remaining below the spectrum screen levels that the Commission has found may warrant further review (*see Exhibits 2A and 2B*).¹⁵ In all markets where the T-Mobile Licensees' acquisition of Exchange Licenses from the VZW Licensees will result in a gain of spectrum (whether in the case of an inter-market exchange or an intra-market exchange where the T-Mobile Licensees will acquire more spectrum than they are assigning), the T-Mobile Licensees' spectrum holdings (with the exception of the two counties described below) will remain below the spectrum screen levels (*see Exhibit 2A*). In all markets where the VZW Licensees' acquisition of Exchange Licenses from the T-Mobile Licensees will result in a gain of spectrum (whether in the case of an inter-market exchange or an intra-market exchange where Cellco will acquire more spectrum than the VZW Licensees are assigning), the VZW Licensees' spectrum holdings (with the exception of the one county described below) will remain below the spectrum screen levels (*see Exhibit 2B*).

T-Mobile US

In 37 of the 42 counties where spectrum is being assigned to the T-Mobile Licensees, T-Mobile US's resulting spectrum aggregation will be below the applicable spectrum screens, thus obviating the need for further competitive review in those counties (*see Exhibit 2A*). In three counties (Sumter County, SC and Barry and Calhoun counties, MI), T-Mobile US's holdings after the transaction will be the same or less than its currently approved spectrum holdings so no competitive review is required.¹⁶ In the remaining two

¹⁵ *See T-Mobile License LLC (ULS File No. 0009446137) and Cellco Partnership (ULS File No. 0009446983), Applications for 3.7-3.98 GHz Band Licenses, Auction No. 107, Memorandum Opinion and Order (DA 21-891) p. 10 ¶20 (WTB and OEA Rel. July 23, 2021) ("Auction Applications Order"); Merger Approval Order; Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions with Respect to Mobile Wireless, Including Commercial Mobile Services, Twentieth Report, FCC 17-126, ¶ 39 (rel. Sept. 27, 2017) ("20th Wireless Competition Report"); Policies Regarding Mobile Spectrum Holdings, Report & Order, 29 FCC Rcd 6133 ¶ 81 (2014) ("Mobile Spectrum Holdings Order").* Consistent with the *Auction Applications Order*, the *Merger Approval Order*, the *20th Wireless Competition Report* and the *Mobile Spectrum Holdings Order*, the Parties understand that the initial spectrum screen is 350 MHz for all spectrum (*i.e.*, approximately one-third of 1023 MHz total included spectrum, including the 280 MHz of the 3.7-4.2 GHz spectrum effective as of the close of Auction 107) and 68 MHz for below-1-GHz spectrum (*i.e.*, one-third of 204 MHz total available and suitable spectrum below 1 GHz).

¹⁶ In Sumter County, SC, which is the subject of an intra-market exchange where each carrier is assigning and receiving the same amount and type of spectrum and neither carrier's spectrum position will change, T-Mobile US's unchanged spectrum holdings of low- and mid-band spectrum will remain at 356 MHz, just 6 MHz above the screen of 350 MHz for all suitable and available low- and mid-band spectrum.

counties – Hillsdale and Jackson, MI – where the T-Mobile Licensees will be acquiring 15 MHz of PCS spectrum from the VZW Licensees and will be assigning 10 MHz of PCS spectrum to the VZW Licensees, the exchange will increase T-Mobile US's holdings of all suitable and available low- and mid-band spectrum by 5 MHz – from 376 to 381 MHz (slightly over a 1.3 percent increase) and from 421 to 426 MHz (less than a 1.2 percent increase), respectively.¹⁷ There will continue to be the same number of competitors in these two counties after this transaction closes, including all of the major wireless carriers, and the proposed transaction will result in no loss of competition. T-Mobile US will continue to fall below the 68 MHz one-third low-band spectrum holdings threshold in all six Iowa counties (Clarke, Decatur, Lucas, Ringgold, Union and Wayne) where they will be acquiring 10 MHz of E Block 600 MHz spectrum from the VZW Licensees (*see Exhibit 2A*).

Cellco and its Licensee Subsidiaries

In 40 of the 41 counties where spectrum is being assigned to Cellco, the VZW Licensees' spectrum aggregation will be below the current spectrum screen, thus obviating the need for further competitive review in those counties (*see Exhibit 2B*). In Garfield County, MT, the proposed assignment will increase the VZW Licensees' holdings of all suitable and available low- and mid-band spectrum by 5 MHz from 397 MHz to 402 MHz (slightly over a 1.2 percent increase). There will continue to be the same number of competitors in this county after this transaction closes, including all of the major wireless carriers as well as Sagebrush – an incumbent cellular operator, and the proposed transaction will result in no loss of competition. Further, the instant transaction will not affect the VZW Licensees' spectrum holdings below 1 GHz.

The T-Mobile Licensees and the VZW Licensees will continue to provide service to their respective customers, and there will be no reduction in the number of actual competitors providing service. Moreover, there are numerous other carriers holding CMRS spectrum in the markets in which the T-Mobile Licensees and the VZW Licensees are acquiring spectrum, which will ensure that a high degree of competition continues to exist (*see Exhibit 3*). In addition, the efficiency benefits arising in markets where the carriers

This spectrum position has already been considered and approved by the Commission. *See Merger Approval Order*. In the MI counties of Barry and Calhoun, which are the subject of an intra-market exchange where the T-Mobile Licensees will be acquiring 15 MHz of PCS spectrum from the VZW Licensees and will be assigning 20 MHz of PCS spectrum to the VZW Licensees, T-Mobile US's current spectrum holdings are 361 MHz, and the exchange will decrease its holding to 356 MHz, just 6 MHz over the screen for all suitable and available low- and mid-band spectrum. The current, higher spectrum position has already been considered and approved by the Commission. *See Id.*

¹⁷ Jackson County has a 2010 population of 160,248 and is only the 14th largest county in Michigan (out of 83), and Hillsdale County has a 2010 population of 46,688 and is the 37th largest county in Michigan. County rankings found on the following link: <https://www.mlive.com/news/g66l-2019/04/dbdce019193397/michigan-counties-population-from-201018-tracked-and-ranked.html> (last visited Aug. 10, 2021).

will acquire larger blocks of contiguous spectrum and the added capacity and improved data throughput speeds enabled in markets where the carriers will increase their spectrum holdings will promote competition and provide public interest benefits. For these reasons, the proposed license assignments do not raise any competitive or other public interest concerns. The various pre-closing spectrum manager leases discussed above will be terminated at the Exchange Closing.

Foreign Ownership of the T-Mobile Licensees

As noted above, each T-Mobile Licensee is a wholly owned subsidiary of T-Mobile USA. T-Mobile USA in turn is a wholly owned direct subsidiary of T-Mobile US, a U.S.-organized entity. DT, a publicly traded German corporation, holds approximately a 43 percent interest in T-Mobile US and, indirectly, in T-Mobile USA through the intermediate companies described above. DT has *de facto* control of T-Mobile US – and thus the T-Mobile Licensees – as a result of proxy agreements which authorize DT to vote a majority of the stock of T-Mobile US.

By order released November 5, 2019, the Commission granted, subject to certain conditions, T-Mobile US's Petition for Declaratory Ruling under Section 310(b)(4) of the Communications Act on behalf of its current and future licensee and lessee subsidiaries that it would not serve the public interest to prohibit more than 25 percent indirect foreign ownership in T-Mobile US.¹⁸ That ruling also specifically permitted: (i) the foreign entities with a controlling interest in T-Mobile US (*i.e.*, DT Holding B.V., T-Mobile Holding, T-Mobile Global and DT) to increase the aggregate level of their controlling ownership interests in the reorganized T-Mobile US, at some future time, up to any amount, including 100 percent of T-Mobile US's equity and voting interests; and (ii) specific foreign entities with a non-controlling interest in T-Mobile US (*i.e.*, Kreditanstalt für Wiederaufbau, the Federal Republic of Germany, SoftBank Group, SoftBank and Mr. Masayoshi Son, a Japanese citizen and the founder and CEO of SoftBank) to increase their aggregate interest in T-Mobile US, at some future time, up to and including a non-controlling indirect 49.99 percent equity and voting interest.¹⁹ That declaratory ruling, in accordance with Section 1.5001(c)(1) of the rules, specifically listed as covered by such ruling T-Mobile License, Sprint Realty and Sprint Spectrum (among other licensee subsidiaries of T-Mobile USA) and the types of wireless service licenses that are the subject of the instant transaction. The foreign ownership in the licensees as approved has not materially changed since November 5, 2019 and will not be affected by the instant transaction.

¹⁸ See IBFS File No. ISP-PDR-20180618-00002 (filed June 18, 2018), granted by *Merger Approval Order*, ¶¶ 361-63.

¹⁹ *Id.*

Conclusion

The Parties respectfully submit that T-Mobile License, Sprint Realty, Sprint Spectrum and Cellco are qualified to obtain the applicable spectrum licenses referenced above and that Commission approval of the requested assignments will serve the public interest, convenience and necessity. Accordingly, the Parties respectfully request that the Commission grant the instant applications.

T-Mobile Exchange Licenses

Internal Market Name	T-Mobile Licensee	Geographic Area					Call SignBandBlockMHzFrequencies					Assignment Type	VZW Assignee
		Market Type	#	Market Name	FIPS	Market Counties						Full / Partition / Disaggregated	
RECIPROCAL MARKETS													
Rockford IL	Sprint Spectrum Realty Company, LLC	BTA	380	Rockford, IL	17007	Boone	KNLG881	PCS	E	10	1885-1890 / 1965-1970	Full	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	BTA	380	Rockford, IL	17103	Lee	KNLG881	PCS	E	10	1885-1890 / 1965-1970	Full	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	BTA	380	Rockford, IL	17141	Ogle	KNLG881	PCS	E	10	1885-1890 / 1965-1970	Full	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	BTA	380	Rockford, IL	17177	Stephenson	KNLG881	PCS	E	10	1885-1890 / 1965-1970	Full	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	BTA	380	Rockford, IL	17201	Winnebago	KNLG881	PCS	E	10	1885-1890 / 1965-1970	Full	Cellco Partnership
Portland (Bend, OR BTA)	Sprint Spectrum LLC	MTA	30	Portland (Bend, OR BTA)	41013	Crook	KNLF260	PCS	B4	10	1875 - 1880 / 1955 - 1960	Partition	Cellco Partnership
	Sprint Spectrum LLC	MTA	30	Portland (Bend, OR BTA)	41017	Deschutes	KNLF260	PCS	B4	10	1875 - 1880 / 1955 - 1960	Partition	Cellco Partnership
	Sprint Spectrum LLC	MTA	30	Portland (Bend, OR BTA)	41031	Jefferson	KNLF260	PCS	B4	10	1875 - 1880 / 1955 - 1960	Partition	Cellco Partnership
Sunbury PA	T-Mobile License LLC	BTA	437	Sunbury PA	42093	Montour	KNLG702	PCS	F	10	1890-1895 / 1970-1975	Full	Cellco Partnership
	T-Mobile License LLC	BTA	437	Sunbury PA	42097	Northumberland	KNLG702	PCS	F	10	1890-1895 / 1970-1975	Full	Cellco Partnership
	T-Mobile License LLC	BTA	437	Sunbury PA	42109	Snyder	KNLG702	PCS	F	10	1890-1895 / 1970-1975	Full	Cellco Partnership
	T-Mobile License LLC	BTA	437	Sunbury PA	42119	Union	KNLG702	PCS	F	10	1890-1895 / 1970-1975	Full	Cellco Partnership
Pottsville, PA	T-Mobile License LLC	BTA	360	Pottsville, PA	42107	Schuylkill	KNLF932	PCS	F	10	1890-1895 / 1970-1975	Full	Cellco Partnership
Des Moines (Dubuque, IA BTA)	Sprint Spectrum Realty Company, LLC	MTA	32	Des Moines (Dubuque, IA BTA)	17085	Jo Daviess	KNLF264	PCS	B5	10	1880 - 1885 / 1960 - 1965	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	32	Des Moines (Dubuque, IA BTA)	19043	Clayton	KNLF264	PCS	B5	10	1880 - 1885 / 1960 - 1965	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	32	Des Moines (Dubuque, IA BTA)	19061	Dubuque	KNLF264	PCS	B5	10	1880 - 1885 / 1960 - 1965	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	32	Des Moines (Dubuque, IA BTA)	55043	Grant	KNLF264	PCS	B5	10	1880 - 1885 / 1960 - 1965	Partition & Disaggregation	Cellco Partnership
Little Rock (El Dorado, AR BTA)	Sprint Spectrum Realty Company, LLC	MTA	40	Little Rock (El Dorado, AR BTA)	05013	Calhoun	KNLF280	PCS	B3	10	1870 - 1875 / 1950 - 1955	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	40	Little Rock (El Dorado, AR BTA)	05027	Columbia	KNLF280	PCS	B3	10	1870 - 1875 / 1950 - 1955	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	40	Little Rock (El Dorado, AR BTA)	05103	Ouachita	KNLF280	PCS	B3	10	1870 - 1875 / 1950 - 1955	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	40	Little Rock (El Dorado, AR BTA)	05139	Union	KNLF280	PCS	B3	10	1870 - 1875 / 1950 - 1955	Partition & Disaggregation	Cellco Partnership
Columbia SC	T-Mobile License LLC	BEA	24	Columbia SC	45027	Clarendon	WQGD591	AWS1	C	10	1730-1735/2130-2135	Partition	Cellco Partnership
	T-Mobile License LLC	BEA	24	Columbia SC	45061	Lee	WQGD591	AWS1	C	10	1730-1735/2130-2135	Partition	Cellco Partnership
	T-Mobile License LLC	BEA	24	Columbia SC	45085	Sumter	WQGD591	AWS1	C	10	1730-1735/2130-2135	Partition	Cellco Partnership
Reciprocal Markets with Uneven Spectrum Exchange													
Battle Creek MI	Sprint Spectrum Realty Company, LLC	MTA	5	Detroit	26015	Barry	KNLF211	PCS	B3/B4	20	1870 - 1880 / 1950 - 1960	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	5	Detroit	26023	Branch	KNLF211	PCS	B3/B4	20	1870 - 1880 / 1950 - 1960	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	5	Detroit	26025	Calhoun	KNLF211	PCS	B3/B4	20	1870 - 1880 / 1950 - 1960	Partition & Disaggregation	Cellco Partnership
Jackson MI	Sprint Spectrum Realty Company, LLC	MTA	5	Detroit	26059	Hillsdale	KNLF211	PCS	B3	10	1870 - 1875/ 1950 - 1955	Partition & Disaggregation	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	MTA	5	Detroit	26075	Jackson	KNLF211	PCS	B3	10	1870 - 1875/ 1950 - 1955	Partition & Disaggregation	Cellco Partnership
Bemidji MN	T-Mobile License LLC	BTA	37	Bemidji, MN	27007	Beltrami	KNLF583	PCS	C1	15	1902.5-1910 / 1982.5-1990	Full	Cellco Partnership
	T-Mobile License LLC	BTA	37	Bemidji, MN	27029	Clearwater	KNLF583	PCS	C1	15	1902.5-1910 / 1982.5-1990	Full	Cellco Partnership
	T-Mobile License LLC	BTA	37	Bemidji, MN	27057	Hubbard	KNLF583	PCS	C1	15	1902.5-1910 / 1982.5-1990	Full	Cellco Partnership

T-Mobile Exchange Licenses

Internal Market Name	T-Mobile Licensee	Geographic Area					Call Sign Band Block MHz Frequencies					Assignment Type	VZW Assignee	
		Market Type	#	Market Name	FIPS	Market Counties						Full / Partition / Disaggregated		
NON-RECIPROCAL MARKETS														
Jacksonville (Brunswick GA BTA)	SprintCom, Inc.	MTA	37	Jacksonville	13127	Glynn	WQOT693	PCS	Lower B3	2.5	1870 - 1871.25 / 1950 - 1951.25		Partition	Cellco Partnership
	SprintCom, Inc.	MTA	37	Jacksonville	13191	McIntosh	WQOT693	PCS	Lower B3	2.5	1870 - 1871.25 / 1950 - 1951.25		Partition	Cellco Partnership
Blytheville	Sprint Spectrum Realty Company, LLC	BTA	49	Blytheville, AR	05093	Mississippi	WQZG688	PCS	Lower C4	5	1900 - 1902.5 / 1980 - 1982.5		Full	Cellco Partnership
	Sprint Spectrum Realty Company, LLC	BTA	49	Blytheville, AR	29155	Pemiscot	WQZG688	PCS	Lower C4	5	1900 - 1902.5 / 1980 - 1982.5		Full	Cellco Partnership
DesMoines (Dixon & Thurston only)	T-Mobile License LLC	MTA	32	Des Moines	31051	Dixon	KNLF263	PCS	Lower A3	5	1850 - 1852.5 / 1930 - 1932.5		Partition	Cellco Partnership
	T-Mobile License LLC	MTA	32	Des Moines	31173	Thurston	KNLF263	PCS	Lower A3	5	1850 - 1852.5 / 1930 - 1932.5		Partition	Cellco Partnership
Billings MT (Garfield & Valley)	T-Mobile License LLC	BTA	41	Billings, MT	30033	Garfield	KNLG790	PCS	Lower E	5	1885 - 1887.5 / 1965 - 1967.5		Full	Cellco Partnership
	T-Mobile License LLC	BTA	41	Billings, MT	30105	Valley	KNLG790	PCS	Lower E	5	1885 - 1887.5 / 1965 - 1967.5		Full	Cellco Partnership
Great Falls, MT (Philips County)	T-Mobile License LLC	BTA	171	Great Falls, MT	30071	Phillips	KNLG807	PCS	Lower E	5	1885 - 1887.5 / 1965 - 1967.5		Full	Cellco Partnership

Footnotes

*All Counties identified as “(partial)” have been previously partitioned.

** ULS incorrectly lists the call sign as covering parts of four additional counties. A request has been submitted by Verizon to the FCC to correct this error in ULS.

VZW Exchange Licenses

Internal Market Name	VZW Licensee	Geographic Area										Assignment Type	
		Market Type	#	Market Name	FIPS	Market Counties						Call Sign	
RECIPROCAL MARKETS													
Rockford IL	Cellco Partnership	BTA	380	Rockford, IL	17007	Boone	KNLH271	PCS	F	10	1890-1895 / 1970-1975	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	380	Rockford, IL	17103	Lee	KNLH271	PCS	F	10	1890-1895 / 1970-1975	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	380	Rockford, IL	17141	Ogle	KNLH271	PCS	F	10	1890-1895 / 1970-1975	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	380	Rockford, IL	17177	Stephenson	KNLH271	PCS	F	10	1890-1895 / 1970-1975	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	380	Rockford, IL	17201	Winnebago	KNLH271	PCS	F	10	1890-1895 / 1970-1975	Full	Sprint Spectrum Realty Company, LLC
Portland (Bend, OR BTA)	Cellco Partnership	BTA	38	Bend, OR	41013	Crook	KNLF896	PCS	D	10	1865-1870 / 1945-1950	Full	Sprint Spectrum LLC
	Cellco Partnership	BTA	38	Bend, OR	41017	Deschutes	KNLF896	PCS	D	10	1865-1870 / 1945-1950	Full	Sprint Spectrum LLC
	Cellco Partnership	BTA	38	Bend, OR	41031	Jefferson	KNLF896	PCS	D	10	1865-1870 / 1945-1950	Full	Sprint Spectrum LLC
Sunbury PA	Cellco Partnership	BTA	437	Sunbury, PA	42093	Montour	KNLG945	PCS	D	10	1865-1870 / 1945-1950	Full	T-Mobile License LLC
	Cellco Partnership	BTA	437	Sunbury, PA	42097	Northumberland	KNLG945	PCS	D	10	1865-1870 / 1945-1950	Full	T-Mobile License LLC
	Cellco Partnership	BTA	437	Sunbury, PA	42109	Snyder	KNLG945	PCS	D	10	1865-1870 / 1945-1950	Full	T-Mobile License LLC
	Cellco Partnership	BTA	437	Sunbury, PA	42119	Union	KNLG945	PCS	D	10	1865-1870 / 1945-1950	Full	T-Mobile License LLC
Pottsville, PA	Cellco Partnership	BTA	360	Pottsville, PA	42107	Schuylkill	KNLF905	PCS	D	10	1865-1870 / 1945-1950	Full	T-Mobile License LLC
Des Moines (Dubuque, IA BTA)	Alltel Corporation	BTA	118	Dubuque, IA	17085	Jo Daviess	KNLG861	PCS	D	10	1865-1870 / 1945-1950	Full	Sprint Spectrum Realty Company, LLC
	Alltel Corporation	BTA	118	Dubuque, IA	19043	Clayton	KNLG861	PCS	D	10	1865-1870 / 1945-1950	Full	Sprint Spectrum Realty Company, LLC
	Alltel Corporation	BTA	118	Dubuque, IA	19061	Dubuque	KNLG861	PCS	D	10	1865-1870 / 1945-1950	Full	Sprint Spectrum Realty Company, LLC
	Alltel Corporation	BTA	118	Dubuque, IA	55043	Grant	KNLG861	PCS	D	10	1865-1870 / 1945-1950	Full	Sprint Spectrum Realty Company, LLC
Little Rock (El Dorado, AR BTA)	Cellco Partnership	BTA	125	El Dorado, AR	05013	Calhoun	WPQZ727	PCS	C3	10	1895-1900, 1975-1980	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	125	El Dorado, AR	05027	Columbia	WPQZ727	PCS	C3	10	1895-1900, 1975-1980	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	125	El Dorado, AR	05103	Ouachita	WPQZ727	PCS	C3	10	1895-1900, 1975-1980	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	125	El Dorado, AR	05139	Union	WPQZ727	PCS	C3	10	1895-1900, 1975-1980	Full	Sprint Spectrum Realty Company, LLC
Columbia SC	Cellco Partnership	REAG	2	Southeast	45027	Clarendon	WQPZ961	AWS1	D	10	1735-1740/2135-2140	Partition	T-Mobile License LLC
	Cellco Partnership	REAG	2	Southeast	45061	Lee	WQPZ961	AWS1	D	10	1735-1740/2135-2140	Partition	T-Mobile License LLC
	Cellco Partnership	REAG	2	Southeast	45085	Sumter	WQPZ961	AWS1	D	10	1735-1740/2135-2140	Partition	T-Mobile License LLC

Reciprocal Markets with Uneven Spectrum Exchange

Battle Creek MI	Cellco Partnership	BTA	33	Battle Creek, MI	26015	Barry	KNLF488	PCS	C1	15	1902.5-1910 / 1982.5-1990	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	33	Battle Creek, MI	26023	Branch	KNLF488	PCS	C1	15	1902.5-1910 / 1982.5-1990	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	33	Battle Creek, MI	26025	Calhoun	KNLF488	PCS	C1	15	1902.5-1910 / 1982.5-1990	Full	Sprint Spectrum Realty Company, LLC
Jackson MI	Cellco Partnership	BTA	209	Jackson, MI	26059	Hillsdale	KNLF505	PCS	C1	15	1902.5-1910 / 1982.5-1990	Full	Sprint Spectrum Realty Company, LLC
	Cellco Partnership	BTA	209	Jackson, MI	26075	Jackson	KNLF505	PCS	C1	15	1902.5-1910 / 1982.5-1990	Full	Sprint Spectrum Realty Company, LLC
Bemidji (Minnesota)	Rural Cellular Corporation	BTA	37	Bemidji, MN	27007	Beltrami	WQMC344	PCS	F	10	1890-1895 / 1970-1975	Full	T-Mobile License LLC
	Rural Cellular Corporation	BTA	37	Bemidji, MN	27029	Clearwater	WQMC344	PCS	F	10	1890-1895 / 1970-1975	Full	T-Mobile License LLC
	Rural Cellular Corporation	BTA	37	Bemidji, MN	27057	Hubbard	KNLG967	PCS	E	10	1885-1890 / 1965-1970	Full	T-Mobile License LLC
	Alltel Corporation	BTA	37	Bemidji, MN	27057	Hubbard	KNLH737	PCS	D	10	1865-1870 / 1945-1950	Full	T-Mobile License LLC

VZW Exchange Licenses

Internal Market Name	VZW Licensee	Geographic Area										Assignment Type	
		Market Type	#	Market Name	FIPS	Market Counties						Call Sign	
NON-RECIPROCAL MARKETS													
Tulsa OK (2 partial counties)	Alltel Corporation	BTA	448	Tulsa, OK	40037	Craig (partial) *	WPZI381 **	PCS	Lower D	5	1865-1867.5/1945-1947.5	Full	T-Mobile License LLC
	Alltel Corporation	BTA	448	Tulsa, OK	40041	Delaware (partial) *	WPZI381 **	PCS	Lower D	5	1865-1867.5/1945-1947.5	Full	T-Mobile License LLC
	Alltel Corporation	BTA	448	Tulsa, OK	40037	Craig (partial) *	WQBI455 **	PCS	Upper D	5	1867.5-1870/1947.5-1950	Full	T-Mobile License LLC
	Alltel Corporation	BTA	448	Tulsa, OK	40041	Delaware (partial) *	WQBI455 **	PCS	Upper D	5	1867.5-1870/1947.5-1950	Full	T-Mobile License LLC
California-6, Mono	Cellco Partnership	CMA	341	California-6, Mono	06027	Inyo	WRAS917	AWS3	G	10	1755-1760/2155-2160	Full	T-Mobile License LLC
	Cellco Partnership	CMA	341	California-6, Mono	06051	Mono	WRAS917	AWS3	G	10	1755-1760/2155-2160	Full	T-Mobile License LLC
Creston IA	Cellco Partnership	PEA	383	Creston, IA	19039	Clarke	WRAP702	i00 MH	E	10	637-642/683-688	Full	T-Mobile License LLC
	Cellco Partnership	PEA	383	Creston, IA	19053	Decatur	WRAP702	i00 MH	E	10	637-642/683-688	Full	T-Mobile License LLC
	Cellco Partnership	PEA	383	Creston, IA	19117	Lucas	WRAP702	i00 MH	E	10	637-642/683-688	Full	T-Mobile License LLC
	Cellco Partnership	PEA	383	Creston, IA	19159	Ringgold	WRAP702	i00 MH	E	10	637-642/683-688	Full	T-Mobile License LLC
	Cellco Partnership	PEA	383	Creston, IA	19175	Union	WRAP702	i00 MH	E	10	637-642/683-688	Full	T-Mobile License LLC
	Cellco Partnership	PEA	383	Creston, IA	19185	Wayne	WRAP702	i00 MH	E	10	637-642/683-688	Full	T-Mobile License LLC