

OWNERSHIP DISCLOSURE STATEMENT FOR T-MOBILE LICENSE LLC

I. OWNERSHIP OF T-MOBILE LICENSE LLC

Section 1.2112(a)(2) of the FCC’s rules requires parties seeking to participating in the AWS-3 auction to list in their application the name, address, and citizenship of any party holding 10 percent or more of stock in the applicant, whether voting or nonvoting, common or preferred, including the specific amount of the interest or percentage held.^{1/} The direct and indirect ownership of T-Mobile License LLC (“T-Mobile License”) is set forth in its AWS-3 short-form application and is illustrated in the organizational chart attached hereto as Exhibit A. Below is a detailed description of each entity in the ownership chain and information about its ownership interests and relationship to T-Mobile License.

A. Disclosable Interest Holders of T-Mobile License LLC:

- *T-Mobile USA, Inc. (“TMUSA”)*: TMUSA is a Delaware corporation. TMUSA directly holds 100 percent of the ownership interests in T-Mobile License.
- *T-Mobile US, Inc. (“T-Mobile US”)*: T-Mobile US directly holds 100 percent of the ownership interests in TMUSA, which directly holds 100 percent of the ownership interests in T-Mobile License. T-Mobile US therefore indirectly holds 100 percent of the ownership interests in T-Mobile License.
- *Deutsche Telekom Holding B.V. (“DTH”)*: DTH is a limited liability company organized in the Netherlands. DTH directly holds 66.21 percent of the ownership interests in T-Mobile US. T-Mobile US directly holds 100 percent of the ownership interests in TMUSA, which directly holds 100 percent of the ownership interests in T-Mobile License. DTH therefore indirectly holds 66.21 percent of the ownership interests in T-Mobile License.
- *T-Mobile Global Holding GmbH (“TMHG”)*: TMHG is a limited liability company organized under the laws of the Federal Republic of Germany. TMHG directly holds 100 percent of the ownership interests in DTH. DTH directly holds 66.21 percent of the ownership interests in T-Mobile US, which directly holds 100 percent of the ownership interests in TMUSA, which directly holds 100 percent of the ownership interests in T-Mobile License. TMHG therefore indirectly holds 66.21 percent of the ownership interests in T-Mobile License.
- *T-Mobile Global Zwischenholding GmbH (“TGZ”)*: TGZ is a limited liability company organized under the laws of the Federal Republic of Germany. TGZ directly holds 100 percent of the ownership interests in TMHG. TMHG directly holds 100 percent of the ownership interests in DTH, which directly holds 66.21

^{1/} 47 C.F.R. § 1.2112(a)(2).

percent of the ownership interests in T-Mobile US, which directly holds 100 percent of the ownership interests in TMUSA, which directly holds 100 percent of the ownership interests in T-Mobile License. TGZ therefore indirectly holds 66.21 percent of the ownership interests in T-Mobile License.

- *Deutsche Telekom AG (“DT”)*: DT is a corporation organized under the laws of the Federal Republic of Germany. DT directly holds 100 percent of the ownership interests in TGZ. TGZ directly holds 100 percent of the ownership interests in TMHG, which directly holds 100 percent of the ownership interests in DTH, which directly holds 66.21 percent of the ownership interests in T-Mobile US, which directly holds 100 percent of the ownership interests in TMUSA, which directly holds 100 percent of the ownership interests in T-Mobile License. DT therefore indirectly holds 66.21 percent of the ownership interests in T-Mobile License.
- *Kreditanstalt für Wiederaufbau (“KfW”)*: KfW is a bank controlled by the German government and federal states. KfW directly holds approximately 17.41 percent of the ownership interests of DT. DT directly holds 100 percent of the ownership interests in TGZ, which directly holds 100 percent of the ownership interests in TMHG, which directly holds 100 percent of the ownership interests in DTH, which directly holds 66.21 percent of the ownership interests in T-Mobile US, which directly holds 100 percent of the ownership interests in TMUSA, which directly holds 100 percent of the ownership interests in T-Mobile License. KfW therefore indirectly holds approximately 11.53 percent of the ownership interests in T-Mobile License.
- *Federal Republic of Germany (“FRG”)*: FRG directly holds approximately 14.3 percent of the ownership interests of DT. FRG also directly holds approximately 80 percent of the ownership interests of KfW, which, as described above, holds approximately 17.41 percent of the ownership interests in DT. DT directly holds 100 percent of the ownership interests in TGZ, which directly holds 100 percent of the ownership interests in TMHG, which directly holds 100 percent of the ownership interests in DTH, which directly holds 66.21 percent of the ownership interests in T-Mobile US, which directly holds 100 percent of the ownership interests in TMUSA, which directly holds 100 percent of the ownership interests in T-Mobile License. FRG therefore indirectly holds approximately 15.58 percent of the ownership interests in T-Mobile License.

B. Other Interests

No other person or entity holds a 10 percent or more interest, or other disclosable interest, in T-Mobile License.

II. CONTROL OF T-MOBILE LICENSE LLC

Section 1.2112(a)(1) of the FCC’s rules requires applicants to also disclose persons or entities directly or indirectly “controlling” the applicant.^{2/} The Commission has explained that for purposes of Section 1.2112 of its rules, a “controlling interest” includes individuals with either *de jure* or *de facto* control over the applicant.^{3/} *De facto* control is determined on a case-by-case basis.^{4/} Some common indicia of *de facto* control include: the entity constitutes or appoints more than 50 percent of the board of directors or management committee; the entity has authority to appoint, promote, demote, and fire senior executives that control the day-to-day activities of the licensee; the entity plays an integral role in management decisions.^{5/} In this case, control of T-Mobile License rests with the Officers and Directors of T-Mobile US, Inc., the ultimate U.S. publicly-traded parent company of T-Mobile License. Its Officers and Directors exercise control over the operations of T-Mobile License by making key management decisions and controlling the day-to-day activities of T-Mobile License. As indicated in T-Mobile License’s application, the Officers and Directors of T-Mobile US, Inc. are as follows:

Directors of T-Mobile US	Officers of T-Mobile US
John J. Legere	John J. Legere
Timotheus Höttges	James (Jim) C. Alling
W. Michael Barnes	David R. Carey
Thomas Dannenfeldt	J. Braxton Carter
Srikant Datar	Peter A. Ewens
Lawrence H. Guffey	Alexander (Drew) Kelton
Bruno Jacobfeuerborn	Thomas C. Keys
Raphael Kübler	Gary A. King
Thorsten Langheim	Christopher M. Miller
Teresa A. Taylor	David A. Miller
Kelvin R. Westbrook	Michael J. Morgan
	Larry L. Myers
	Neville R. Ray
	Marc D. Rome
	G. Michael (Mike) Sievert
	Lauren Venezia
	Dirk Wehrse

^{2/} *Id.* § 1.2112(a)(1).

^{3/} See *Auction of Advanced Wireless Services Licenses Scheduled for November 13, 2014; Notice and Filing Requirements, Reserve Prices, Minimum Opening Bids, Upfront Payments, and Other Procedures for Auction 97*, Public Notice, AU Docket No. 14-78, DA 14-1018, ¶ 85 (rel. July 23, 2014) (“AWS-3 Public Notice”); see also *Maritime Communications/Land Mobile, LLC, et al.*, Order to Show Cause, Hearing Designation Order, and Notice of Opportunity for Hearing, 26 FCC Rcd. 6520, ¶ 35 (2011).

^{4/} AWS-3 Public Notice ¶ 85.

^{5/} *Id.*

Auction No. 97
FCC Form 175
Exhibit

Each of the above are listed on the associated Form 175 as an Officer or Director. By way of clarification, each is an Officer or Director of T-Mobile US, Inc. – the controlling entity – not of the applicant. While the Form 175 indicates that each Officer and Director holds 1 percent of the ownership interest in the applicant, each person’s ownership is less than that; the applicant has used the lowest whole number that the Form 175 accommodates to indicate that each has a *de minimis* level of ownership.

CORPORATE STRUCTURE

