



Michelle Painter

Counsel

12502 Sunrise Valley Drive

Reston, VA 20196

O: 571-287-8097

michelle.painter@sprint.com

July 6, 2018

Via Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
400 North Street, 2nd Floor
Harrisburg, PA 17120

Re: Application of Sprint Communications Company L.P. for Approval of a
General Rule Transaction of the Indirect Change in Control by Merger
of Applicant from Softbank Group Corp. to T-Mobile US, Inc.
Docket No. A-2018-_____

Dear Secretary Chiavetta,

Please find enclosed for filing an Application of Sprint Communications
Company L.P. for Approval of a General Rule Transaction of the Indirect Change in
Control by Merger of Applicant from Softbank Group Corp. to T-Mobile US, Inc.
Sprint Communications Company L.P. requests that the Commission approve this
Application as expeditiously as possible.

Please contact me if the Commission has any questions regarding this matter.

Respectfully submitted,


Michelle Painter

Enclosures

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the Application of Sprint Communications Company L.P. for Approval of a General Rule Transaction of the Indirect Change in Control by Merger of Applicant from Softbank Group Corp. to T-Mobile US, Inc. upon the entities listed below in the manner indicated in accordance with the requirements of 52 Pa. Code §1.54.

Dated this 6th day of July, 2018 in Reston, Virginia

VIA FIRST CLASS MAIL

Office of Small Business Advocate
300 North 2nd Street, Suite 1102
Harrisburg, PA 17101

Office of Consumer Advocate
555 Walnut Street, 5th Floor
Harrisburg, PA 17101

Bureau of Investigation and Enforcement
Pennsylvania PUC
PO Box 3265
Harrisburg, PA 17105-3265



Michelle Painter

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Sprint Communications
Company L.P., for Approval of a General
Rule Transaction of the Indirect Change
in Control by Merger of Applicant from
Softbank Group Corp. to T-Mobile US, Inc.

Docket No. A-2018-_____

TO THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

**APPLICATION FOR APPROVAL OF A
GENERAL RULE INDIRECT TRANSFER OF CONTROL**

Sprint Communications Company L.P. (“Sprint Communications” or “Applicant”), a Delaware limited partnership, respectfully requests approval, pursuant to Chapter 11 and any other applicable provisions of the Pennsylvania Public Utility Code, and 52 Pa. Code § 63.324, of a merger transaction that will result in an indirect change in control of Applicant from Sprint Corporation (“Sprint”), to T-Mobile USA, Inc. (“T-Mobile USA”). As a result of the merger transaction, Sprint will become a wholly owned subsidiary of T-Mobile USA. This is a General Rule transaction pursuant to 52 Pa. Code § 63.324. This transaction is at the holding company level. Accordingly, Sprint Communications will not be directly affected by the transaction described herein and will continue to be an indirect wholly owned subsidiary of Sprint. This transaction relative to Applicant is hereinafter referred to as the “Indirect Certificated Entity Acquisition.”

In support thereof, it is respectfully shown as follows:

I. Preliminary Statement

T-Mobile US, Inc. (“T-Mobile”) and Sprint, among others, have entered into an agreement (the “Business Combination Agreement”),¹ pursuant to which an all-stock transaction will result in Sprint becoming a wholly owned subsidiary of T-Mobile USA (and an indirect subsidiary of T-Mobile).² Sprint Communications will not be directly affected by the transaction described herein and will continue to be an indirect wholly owned subsidiary of Sprint.

1. Applicant respectfully requests that the Commission review this Application as a General Rule Transaction and grant approval within sixty days after the expiration of the protest period, pursuant to 52 Pa. Code § 63.324(k).

II. Description of the Applicant

2. Sprint Communications is a Delaware limited partnership and an indirect wholly owned subsidiary of Sprint. Sprint Communications is headquartered at 6200 Sprint Parkway, Overland Park, Kansas 66251. Sprint Communications is authorized to provide intrastate services in Pennsylvania, pursuant to its Certificates of Public Convenience as issued and amended in Docket Nos. A-310183F0002, A-310183F0002AMA, A-310183F0002AMB, A-310183F0002AMC, A-310183F0002AMD, A-310183F0002AME, A-310183F0002AMF, A-310183F0002AMG, A-310183F0002AMH, A-310183F0002AMI, A-310183F0002AMJ, A-310183F0002AMK, A-2009-214489, A-2009-214451, and A-2009-2144513.³

¹ The multiple underlying agreements which constitute the Business Combination Agreement may be accessed via the following URL: https://www.sec.gov/Archives/edgar/data/101830/000110465918028087/a18-12444_1ex2d1.htm#Exhibit2_1_122313.

² T-Mobile USA is a subsidiary of T-Mobile.

³ Sprint Communications has no residential customers in Pennsylvania. Sprint Communications has a limited number of enterprise and wholesale IXC customers, to which it provides private line or data services pursuant to contract. Sprint Communications notified those customers in 2016 that they would have to either disconnect service or transfer to Voice over Internet Protocol (“VoIP”) services, which are unregulated by this Commission. Sprint Communications is in the process of either disconnecting or transferring those final customers and expects all customers to be transferred by no later than December 2018. Once those customers are no longer on Sprint’s TDM network, Sprint Communications will be providing only unregulated VoIP services, Internet Access, and IP-based private network services to business and enterprise customers in Pennsylvania.

III. Other Related Entities

A. Sprint Corporation

3. Sprint is a publicly traded⁴ Delaware corporation,⁵ and is an indirect parent to Sprint Communications.

B. T-Mobile USA, Inc., T-Mobile US, Inc., and Deutsche Telekom AG

4. T-Mobile is a publicly traded⁶ Delaware corporation headquartered in Bellevue, Washington, and is sole parent to T-Mobile USA, also a Delaware corporation. T-Mobile 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.

C. SoftBank Group Corp.

5. SoftBank Group Corp. (“SoftBank”) is a Japanese corporation and holding company that is publicly traded on the Tokyo Stock Exchange. SoftBank is based in Tokyo, Japan, and provides mobile and fixed-line services in Japan through SoftBank Corp., its telecommunications subsidiary.

6. In July 2013, following approval by the necessary federal and state regulatory authorities, SoftBank, through its subsidiary holding companies, acquired approximately a 78 percent indirect interest in the entity that is now Sprint (the “2013 Transaction”).⁷ In particular, SoftBank obtained this interest via Starburst I, Inc. (“Starburst”), a Delaware corporation, and Galaxy Investment Holdings, Inc. (“Galaxy”), also a Delaware corporation. As of December 31,

⁴ Sprint is traded on the New York Stock Exchange as “S.”

⁵ Various Sprint subsidiaries also hold Federal Communications Commission (“FCC”) licenses and authorizations. The Applicant has filed the appropriate applications with the FCC for approval of the indirect transfer of those licenses and authorizations.

⁶ T-Mobile is traded on the NASDAQ as “TMUS.”

⁷ *In re Application of Sprint Communications Company, L.P. for Approval of a General Rule Indirect Transfer of Control*, Order, Docket No. A-2012-2337337 (Apr. 18, 2013). The Commission also approved Sprint’s application for approval of an upstream corporate reorganization. See *In re Application of Sprint Communications Company L.P. for Approval of Pro Forma Intra-Company Change of Control*, Certificate of Public Convenience, Docket No. A-2018-2643865 (March 29, 2018). All operations were unchanged as a result of the 2016 corporate reorganization.

2017, SoftBank held approximately an 84.2 percent indirect interest in Sprint: 77.2 percent through Starburst and 7.0 percent through Galaxy.

D. New Merger Entities

7. In anticipation of the transaction, T-Mobile has formed two indirect subsidiaries: (1) Huron Merger Sub LLC (“Huron”), a Delaware limited liability company and wholly owned subsidiary of T-Mobile; and (2) Superior Merger Sub Corporation (“Superior”), a Delaware corporation and a wholly owned subsidiary of Huron. Neither company is a regulated operating entity.

IV. Designated Contacts

8. Questions, correspondence, orders, and other communications concerning this Application should be directed to the following:

Sprint Communications Company L.P.	T-Mobile USA, Inc.
Sprint Communications Company L.P 12502 Sunrise Valley Dr. Reston, Virginia 20196 Attention: Michelle Painter, Counsel, State Government Affairs Phone Number: (571) 287-8097 Email: michelle.painter@sprint.com	T-Mobile USA, Inc. 12920 SE 38th Street Bellevue, Washington 98006 Attention: William A. Haas, Principal Corporate Counsel Phone Number: (630) 290-7615 Email: william.haas@t-mobile.com
	With a copy to:
	Thomas J. Sniscak, Esquire Whitney E. Snyder, Esquire Hawke McKeon & Sniscak LLP 100 N. Tenth Street Harrisburg, PA 17101 Attention: Thomas J. Sniscak Whitney E. Snyder Email: tjsniscak@hmslegal.com wesnyder@hmslegal.com

V. Description of the Merger Transaction

9. The Business Combination Agreement between T-Mobile and Sprint sets forth the structure and steps of a proposed transaction (the “Merger Transaction”). In short, the transaction will be a merger of Sprint into an indirect subsidiary of T-Mobile, with Sprint surviving as a direct subsidiary of T-Mobile USA. This will be accomplished through several, virtually simultaneous steps.

10. At closing, if certain conditions are met, the first step will be that SoftBank subsidiaries, Galaxy and Starburst, which currently collectively own approximately 84 percent of Sprint, will merge with and into Huron, with Huron continuing as the surviving corporation. Next, Superior will merge with and into Sprint, with Sprint continuing as the surviving entity.⁸ As a final step, Huron will distribute Sprint stock to T-Mobile, which T-Mobile will then contribute to its subsidiary, T-Mobile USA. Following completion of these steps, Sprint will be a wholly owned subsidiary of T-Mobile USA, 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.

11. Exhibit A to this Joint Application depicts the pre- and post-closing structures relating to the Merger Transaction. Sprint Communications is one of the subsidiaries included in the “Sprint Subs” represented in the diagrams.

12. Following the Merger Transaction, Sprint Communications will become an indirect subsidiary of T-Mobile USA but will not otherwise experience a change of control and will continue to operate as an indirect subsidiary of Sprint. T-Mobile USA will continue to be a wholly

⁸ If the first step above does not occur because the requisite conditions are not met, Sprint shares held by Galaxy and Starburst will be converted into T-Mobile shares in this step.

owned subsidiary of T-Mobile. T-Mobile will continue to operate as T-Mobile and trade as “TMUS.” T-Mobile will retain its headquarters in Bellevue, Washington, and maintain a secondary headquarters in Overland Park, Kansas.

13. The Merger Transaction is conditioned upon receipt of the approval of both T-Mobile and Sprint shareholders and the required regulatory and other governmental consents. In particular, the Merger Transaction discussed herein is subject to approval by the FCC and review by the U.S. Department of Justice (“DOJ”). Applications seeking FCC approval were filed on June 18, 2018. Both Deutsche Telekom and SoftBank filed their individual notices with the DOJ on May 24, 2018. T-Mobile and Sprint intend to consummate the Merger Transaction as promptly as possible after the necessary FCC and other federal and state regulatory approvals have been received and all other preconditions met.

VI. Public Interest Considerations

14. The Indirect Certificated Entity Acquisition is in the public interest. As noted above, Sprint Communications, the certificated entity operating in this Commonwealth, will remain a wholly owned indirect subsidiary of Sprint. There is no risk of competitive harm resulting from the wireline operations of Sprint Communications being acquired by a new corporate parent. Neither T-Mobile USA nor its subsidiaries have a registered entity in this Commonwealth that provides wireline services in competition with Sprint Communications.

15. The Indirect Certificated Entity Acquisition will be transparent to existing customers of Sprint Communications. Upon consummation of the Indirect Certificated Entity Acquisition, Sprint Communications will continue to provide the services that it currently provides to customers in this Commonwealth, subject to Sprint Communications’ pre-existing plans to discontinue its TDM services and transition customers to Internet Protocol (“IP”) services. All existing Sprint Communications contracts will be honored, including transitioning customers to IP services.

16. The Indirect Certificated Entity Acquisition will affirmatively promote the service, accommodation, convenience, and safety to the public in a substantial way.⁹ In particular, the Indirect Certificated Entity Acquisition will increase the managerial, technical, and financial resources available to Sprint Communications. Sprint Communications will become part of a much larger scale entity with substantial financial resources.¹⁰ As a result of the Indirect Certificated Entity Acquisition, Sprint Communications will be able to offer a wider array of services that can be bundled with wireless services. This will permit Sprint Communications to compete more effectively in the marketplace to the benefit of consumers in the Commonwealth. Thus, approval of the Indirect Certificated Entity Acquisition is necessary for the service, accommodation, convenience, and safety of the public.¹¹

17. In addition, the Merger Transaction described herein will bring numerous other public interest benefits to the residents in this Commonwealth.¹² The Merger Transaction will accomplish a goal critical to enhancing consumer welfare throughout this country, including in this Commonwealth: the rapid and widespread deployment of 5G networks in a market structure that spurs rivals to invest in increased capacity, and, correspondingly, to drop the price of data per gigabyte. The new T-Mobile (“New T-Mobile”) will be able to leverage a unique combination of complementary assets to unlock synergies in order to build a world-leading nationwide 5G network. This next-generation wireless technology will deliver unprecedented services to consumers, increasingly disrupt the wireless industry, and ensure U.S. leadership in the race to deploy 5G. This new nationwide 5G network will also bring increased high-speed broadband coverage to rural consumers in this Commonwealth and nationwide. Finally, New T-Mobile’s increased investment and rapid growth—and resultant accelerated roll-out of 5G services—will stimulate thousands of additional jobs throughout the U.S. economy.

⁹ See 52 Pa. Code § 63.324(k); see also 66 Pa.C.S. §§ 1102(a)(3), 1103.

¹⁰ T-Mobile’s most recent 10-Q and 10-K filings with the U.S. Securities and Exchange Commission is available at <http://investor.t-mobile.com/SEC-Filings>.

¹¹ See 52 Pa. Code § 63.324(k); see also 66 Pa.C. S. §§ 1102(a)(3), 1103.

¹² The Indirect Certificated Entity Acquisition is the subject of this filing. Discussion of the public interest benefits of the associated Merger Transaction is included only for informational purposes. In submitting this filing, the Applicant reserves its rights under federal law, including the Communications Act.

VII. Other Information Required by 52 Pa. Code § 63.324(d).

18. Section 63.324(d)(1) – Information of Each Party or Applicant to the Transaction:
See Sections II-III, supra.

19. Section 63.324(d)(2) – State Where Applicant is Organized: *See Section II, supra.*

20. Section 63.324(d)(3) – Designated Contact Information: *See Section IV, supra.*

21. Section 63.324(d)(4) – Information of Each Entity Owning More Than Twenty Percent Equity in Applicant: *See Section III.C, supra.*

22. Section 63.324(d)(5) – Summary of Transaction: *See Sections I-III, V, supra.*

23. Section 63.324(d)(6) – Impact on Services and Service Territories Affected:
Currently, Sprint Communications is authorized to provide services under its CLEC and IXC authorizations in Pennsylvania. As noted previously, Sprint Communications has no residential customers in Pennsylvania. There are a limited number of enterprise and wholesale IXC customers to whom it provides private line or data services pursuant to contract. There will be no change to the services Sprint Communications provides to its customers as a result of the transaction. Sprint Communications will be financially capable of fulfilling all of the requirements of a telephone company in Pennsylvania. These capabilities will not in any way be negatively affected by the change in Sprint Communications' ultimate corporate parent.

24. Section 63.324(d)(7) – General Rule Categorization: Sprint Communications verifies that the transaction qualifies as a General Rule Transaction because it will result in a greater than twenty percent change in the indirect ownership of Sprint Communications. The transaction will result in Sprint Communications becoming an indirect subsidiary of T-Mobile USA.

25. Section 63.324(d)(8) – Identification of Other Transactions: The entire transaction has been described above in Section V under the caption "Description of the Merger Transaction."

26. Section 63.324(d)(9) – No Special Consideration Warranted: Sprint Communications verifies that no party to the transaction is facing imminent business failure; therefore, no special consideration is warranted.

27. Section 63.324(d)(10) – Identification of Separately Filed Waiver Requests: No separately filed waiver requests are being sought in conjunction with the transaction.

28. Section 63.324(d)(11)(i)-(iii) – Facts Supporting the Public Interest and Competition: See Section VI above for a description of the public interest considerations that warrant approval of the transaction. Sprint Communications verifies that the transaction will affirmatively promote the service, accommodation, and convenience of the public in a substantial way. Approval of the transaction is necessary and proper for the service, accommodation, convenience, or safety of the public under 66 Pa.C.S. § 1103(a). Sprint Communications operates in an industry that has been and continues to be subject to technological advances, evolving consumer preferences, and dynamic change. The transaction will in no way negatively impact telecommunications competition in Pennsylvania. Neither T-Mobile USA nor its subsidiaries have a registered entity in this Commonwealth that provides wireline services in competition with Sprint Communications, and there are many other entities in Pennsylvania that provide such highly competitive services. Sprint Communications will continue to compete for telecommunications customers after the transaction at least as vigorously as it currently competes.

29. Section 63.324(d)(12)(i)-(ii) – Compliance: Sprint Communications verifies that it is in compliance with all Commission-imposed obligations under the Public Utility Code and the Commission's regulations. Attached hereto as Exhibit B is a list of all violations by Sprint Communications, and allegations of violations, of state and federal laws, rules, regulations, and requirements over the past three years.

30. Section 63.324(d)(13) – Customer Notice: Sprint Communications verifies that no customer notice is needed at this time, as the transaction does not require changes to the rates, terms, conditions, or service offered by Sprint Communications to its Pennsylvania customers. Notice under 52 Pa. Code § 63.324(g) is not required in such circumstances.

31. Section 63.324(d)(14) – Utility Certificates: Sprint Communications was authorized to operate as an IXC and CLEC in the Commonwealth of Pennsylvania pursuant to its Certificates of Public Convenience issued and amended in the following dockets: Docket Nos. A-310183F0002, A-310183F0002AMA, A-310183F0002AMB, A-310183F0002AMC, A-310183F0002AMD, A-310183F0002AME, A-310183F0002AMF, A-310183F0002AMG, A-310183F0002AMH, A-310183F0002AMI, A-310183F0002AMJ, A-310183F0002AMK, A-2009-214489, A-2009-214451, and A-2009-2144513.

32. Section 63.324(d)(15) – Tariffs: Sprint Communications verifies that the transaction will have no effect on Sprint Communications' tariffs. Tariffed rates will remain unchanged unless and until a revised tariff is submitted to and approved by the Commission. Service Agreements and other contracts for regulated telecommunications services will continue to be honored in accordance with their terms, consistently with the normal course of business.

33. Section 63.324(d)(16) – Effect on Affiliate Interest Agreements: Sprint Communications verifies that the transaction will have no impact on Sprint Communications' existing affiliate interest agreements.

34. Section 63.324(d)(17) – Federal and State Investigations: Pre-closing notification or approval of the transaction is required in multiple states and the District of Columbia. Federal approval from the FCC, the review by the DOJ and the Committee on Foreign Investment in the United States is also required.

35. Section 63.324(d)(18) – Organizational Charts: Diagrams depicting the pre- and post-transaction corporate organizational structures are appended hereto as Exhibit A.

36. Section 63.324(d)(19) – FCC Application and DOJ Review: The public interest statement portion of the FCC application can be accessed via the following URL: [https://ecfsapi.fcc.gov/file/10618281006240/Public Interest Statement and Appendices A-J \(Public Redacted\).pdf](https://ecfsapi.fcc.gov/file/10618281006240/Public%20Interest%20Statement%20and%20Appendices%20A-J%20(Public%20Redacted).pdf). The overall FCC application, including the spectrum applications, is extremely lengthy. Sprint Communications is prepared, upon request by the Commission, to provide paper copies of such sections of the FCC application as the Commission desires. Sprint will update the Commission if there are updates to the FCC application and DOJ review, and any other state reviews, during the pendency of this proceeding. Receipt copies of the individual notifications filed with the DOJ by Deutsche Telekom and SoftBank are attached hereto as Exhibit C.

37. Section 63.324(d)(20) – Effect on Capital Structure: Sprint Communications verifies that the expected public effect of the transaction on its capital structure will be positive, as set forth in more detail in Sections II, III, V, and VI above.

38. Section 63.324(d)(21) – Broadband Deployment Commitment: Sprint Communications verifies that it is not subject to a broadband deployment commitment in Pennsylvania under federal or state law.

39. Section 63.324(d)(22) – Eligible Telecommunications Carrier Status: Sprint Communications verifies that it does not have eligible telecommunications status in Pennsylvania under federal or state law.

40. Section 63.324(d)(23) – Cross-Subsidization Prohibition: Sprint Communications verifies that the transaction complies with the prohibition against cross-subsidization imposed under federal and state law.

41. All of the annual reports, tariffs, certificates, notifications, and approvals filed with the Commission by Sprint Communications are incorporated herein by reference.

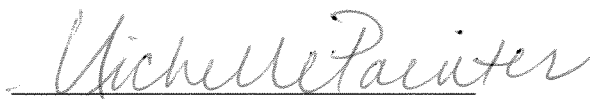
42. Sprint Communications' Board of Directors has authorized this transaction.

43. Attached hereto is the Verification of John Chapman, Vice President and Assistant Secretary of Sprint Communications.

VIII. Relief Requested

For the foregoing reasons, Applicant submits that the public interest, convenience, and necessity would be furthered by the grant of this Application and respectfully requests that the Commission grant expeditious approval of the Indirect Certificated Entity Acquisition as set forth in the transaction described herein including any necessary certificate or certificates of public convenience and approvals under the Public Utility Code and regulations thereunder.

Respectfully submitted,



Michelle Painter, Esquire

PA Bar ID No. 91760

Sprint

12502 Sunrise Valley Drive

Reston, VA 20196

571.287.8097

Michelle.painter@sprint.com

Thomas J. Sniscak, Esquire

Whitney E. Snyder, Esquire

Hawke McKeon & Sniscak LLP

100 N. Tenth Street

Harrisburg, PA 17101

Email: tjsniscak@hmslegal.com

wesnyder@hmslegal.com

William A. Haas, Esquire

T-Mobile USA, Inc.

12920 SE 38th Street

Bellevue, Washington 98006

Phone Number: (630) 290-7615

DATED: July 6, 2018

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Sprint Communications
Company L.P., for Approval of a General
Rule Transaction of the Indirect Change
in Control by Merger of Applicant from
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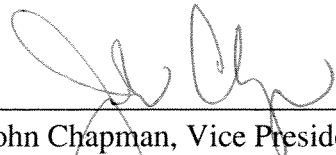
**APPLICATION FOR APPROVAL OF A
GENERAL RULE INDIRECT TRANSFER OF CONTROL**

VERIFICATION

I, John Chapman, do hereby depose, say and affirm the following:

1. I am the Vice President and Assistant Secretary of Sprint Communications Company L.P., and I am authorized to make this Verification on its behalf;
2. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief, and Sprint Communications Company L.P. expects to be able to prove the same at any hearing hereof; and
3. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

Dated this 5th day of July, 2018 in Johnson County, Kansas.



John Chapman, Vice President and Assistant
Secretary
Sprint Communications Company L.P.
6450 Sprint Parkway
Overland Park, KS 66251