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October 9, 2018

Via Electronic Filing and Overnight Delivery

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 Indirect Change in Control from Softbank Group Corp. to
T-Mobile US, Inc., Docket No. A-2018-3003259

Dear Secretary Chiavetta,

Please find enclosed for filing the responses of Sprint Communications Company L.P. ("Sprint") to the Staff Inquiries for Review of Transactions. Please note that one response contains Sprint proprietary information and should be treated accordingly. The public version was filed electronically, and a copy of the public version is also enclosed. An updated version to Staff's Set I Inquiry #2 is also enclosed.

Mary Ellen Hassell is the Sprint employee responsible for the responses, and her verification is attached. A verification of Jeni Santana on behalf of T-Mobile USA, Inc. is also attached pertaining to any T-Mobile information in the responses.

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

Respectfully submitted,


Michelle Painter

cc: Marissa Boyle, via e-mail

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the public Responses of Sprint Communications Company L.P. to Staff Inquiries for Review of Transactions upon the entities listed below in the manner indicated in accordance with the requirements of 52 Pa. Code §1.54.

Dated this 9th day of October, 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

A handwritten signature in blue ink, appearing to read "Michelle Painter", written over a horizontal line.

Michelle Painter

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.; PA PUC Docket No. A-2018-3003259

Sprint Communications Company L.P.’s Response to September 27, 2018 2nd Set of Staff Inquiries for Review of Transactions under 52 Pa. Code §§ 63.321-63.325

1. What wholesale telecommunications services is Sprint providing today and what, if any, wholesale telecommunications services will Sprint be providing independent of technology (IP, Wireless, Fixed Wireless, G5) after the proposed merger?

Sprint’s Response: Sprint Communications Company, L.P. (“Sprint” or the “Applicant”) is certificated to provide intrastate wireline services in Pennsylvania and currently provides **BEGIN PROPRIETARY END PROPRIETARY** private line circuits to **BEGIN PROPRIETARY END PROPRIETARY** wholesale customers **BEGIN PROPRIETARY END PROPRIETARY** in Pennsylvania. All but one of those circuits has one end of the circuit in Pennsylvania with the other end of the circuit located in a different state. The remaining circuit that has both ends in Pennsylvania is scheduled to be disconnected in November 2018. As of this time, no decisions have been made to modify Sprint’s wholesale services and Sprint will honor all existing contracts.

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2. What, if any, telecommunications service, wholesale or retail, will Sprint provide using IP or VoIP in the near and intermediate future in PA after the merger?

Sprint's Response: The Applicant's unregulated IP or VoIP information services where Applicant reports intrastate revenues in Pennsylvania are: SIP Trunking, SIP Trunking toll free, and Unified Communications as a Service (formerly Sprint Complete Collaboration), which is a cloud based service that includes VoIP and other IP collaboration services like video and screen sharing. *Charter Advanced Servs. (MN), LLC v. Lange, 2018 U.S. App. LEXIS 25478, F.3d , 2018 WL 4260322* (September 7, 2018 8th Circuit decision finding VoIP service is an information service). At this time, no decisions have been made to alter the unregulated IP or VoIP information services Sprint offers to customers in Pennsylvania and Sprint will honor all existing contracts.

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3. What, if any, number or percentage of revenues from Sprint operations come from PA before the merger?

Sprint's Response: For Calendar Year 2017, the percentage of Sprint Communications Company, L.P. revenues in Pennsylvania versus total Sprint Communications Company, L.P. revenue was 2.31%.

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4. What, if any, number or percentage of synergy savings stated in the filing arising from the proposed merger will come from Sprint operations within Pennsylvania?

Sprint's Response: The estimated synergies described in the filing were calculated at the national level, and synergy estimates have not been broken down to state-specific savings. Although Sprint Corporation ("Sprint Corp.") and T-Mobile USA, Inc. ("T-Mobile") have initiated integration discussions, no specific plans have been proposed or adopted. Having said that, the Applicant does not expect any negative impact in Pennsylvania arising from anticipated synergies. To the contrary, the Applicant expects that its Pennsylvania customers, like the company's customers in other states, will benefit from cost savings and other synergies that the merger of T-Mobile and Sprint Corp. will produce.

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5. What, if any, number or percentage of synergy savings identified in the filing will be dedicated in Pennsylvania to deploy the G5 rural broadband network benefit identified in filing documents and in presentations to the PA Public Utility Commissioners as one of the PA-specific benefits from the merger? If known, please identify where the G5 rural broadband network benefit will be deployed.

Sprint's Response: As noted in response to Inquiry 4, to date, no number or percentage of merger synergy savings has been calculated for any particular state, including Pennsylvania.

In addition, the Applicant does not provide wireless services, and the Pennsylvania Public Utility Commission does not have jurisdiction over wireless services. Nevertheless, the proposed merger will bring rural wireless broadband benefits to customers throughout the country, including Pennsylvania.

The merged company ("New T-Mobile") anticipates providing, by 2024, outdoor wireless coverage to 59.4 million rural residents, which is approximately 95.8 percent of the estimated 62 million Americans living in rural areas. Likewise, New T-Mobile expects to offer indoor wireless coverage to 31 million rural residents in the United States. New T-Mobile also expects to deliver mobile broadband service with download speeds of at least 10 Mbps or greater to 45.9 million rural residents, accounting for 74 percent of rural residents in the United States. Moreover, New T-Mobile projects that it will provide fixed in-home broadband service at a speed of at least 25/3 Mbps to 52.2 million rural residents, approximately 84.2% of rural residents in the United States. See Public Interest Statement at page 66 and Declaration of Neville Ray, Paragraphs 73-76.

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6. If there is no planned deployment of the G5 rural broadband network in Pennsylvania please explain why not.

Sprint's Response: The Applicant does not provide wireless services in Pennsylvania, and the Pennsylvania Public Utility Commission does not have jurisdiction over wireless services. Nevertheless, please see the response to Question 5.

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Sprint Communications Company L.P.’s October 9, 2018 Updated Response to Staff Inquiries for Review of Transactions under 52 Pa. Code §§ 63.321-63.325

2. Identify all jurisdictions where the Applicant(s) seeks utility regulatory approval of the transaction and the status of those approvals. While pending in Pennsylvania, identify any jurisdiction that acts on the Application and describe the action taken. Provide updates as necessary.

Sprint’s Response: Please see the following list of all jurisdictions where Sprint seeks utility regulatory approval of the transaction and the current status. Sprint will provide updates as they occur.

State/Federal	Filing Date	Docket Number	Status
FCC	6.18.18	WTB 18-197	7/18/18-Public Notice released. 8/27/18—petitions to deny filed 9/11/18 – FCC suspended 180-day shot clock 9/17/18—oppositions due 10/31/18—replies due
California	7.13.18	Wireless application (A.18-07-012) Wireline application (A.18-07-011)	8/16/18 – protests filed. 9/13/18 – Prehearing Conference 10/4/18 – Revised Scoping Memo issued.
Hawaii	7.6.18	Docket No. 2018-0157	7/26/18 – Interventions due (none filed).
Louisiana	7.9.18	Docket No. S-34950	Approved by administrative letter dated 8/3/18.
New York	7.6.18	Case No. 18-C-0396	

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State/Federal	Filing Date	Docket Number	Status
Colorado	7.13.18	Docket No. 18A-0469T	9/12/18 – PUC approved the transaction.
Georgia	7.16.18	Docket No. 42062	9/6/18 – PSC approved the transaction.
Minnesota	7.13.18	Docket No. 18-484	9/5/18 – PUC approved the transaction.
Mississippi	7.13.18	Docket No. 18-UA-124	8/17/18 – Interventions due (none filed)
Nevada	7.13.18	Docket No. 18-07009	8/30/18 – Approved by operation of law.
New Jersey	7.13.18	Docket No. TM18070730	
Utah	7.13.18	Docket No. 18-094-02	8/13/18 – Comments due (none filed). 8/23/18 – Commission issued a “no action” letter.
Virginia	7.13.18	Case No. PUR-2018-00110	
Alaska	7.20.18	Docket No. U-18-091	8/16/18 – Interventions due (none filed).
Delaware	7.20.18	PSC Docket No. 18-0984	8/20/18 – Approved by operation of law.

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State/Federal	Filing Date	Docket Number	Status
District of Columbia	7.20.18	Case No. TA1996-03	
Maryland	7.20.18		9/26/18 – Commission approved the transaction.
Texas	7.20.18	Docket No. 48536	7/26/18—Procedural order issued. 8/8/18—Staff issued recommendation that application is complete. 8/13/18—Commission issued order finding application sufficient. 8/27/18-- Staff recommendation for approval. 9/26/18- Commission approved the application.
West Virginia	7.20.18	Case No. 18-1087-T-PC	8/27/18 – Staff recommendation issued recommending approval. 9/4/18 – Referred to ALJ Division for Decision. 9/24/18 – Staff recommended approval of merger. Approval will become final within 20 days if no exceptions filed.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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Company L.P., for Approval of a General
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Softbank Group Corp. to T-Mobile US, Inc.

Docket No. A-2018-3003259

VERIFICATION

I, Jeni Santana, hereby state that the facts set forth in the October 9, 2018 responses to Staff Inquiries, as they relate to T-Mobile USA, Inc., are true and correct to the best of my knowledge, information, and belief, and I expect to be able to prove the same if a hearing were held in this matter. I understand that the statements made herein are made subject to the penalties of Pa. C.S. §4904 (relating to unsworn falsification to authorities).


Jeni Santana

**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-2018-3003259

VERIFICATION

I, Mary Ellen Hassell, hereby state that the facts set forth in the October 9, 2018 responses to Staff Inquiries are true and correct to the best of my knowledge, information, and belief, and I expect to be able to prove the same if a hearing were held in this matter. I understand that the statements made herein are made subject to the penalties of Pa. C.S. §4904 (relating to unsworn falsification to authorities).



Mary Ellen Hassell