



Michelle Painter

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

November 19, 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 highly confidential 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 (public version only)

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 November 19, 2018 Supplemental Response to September 27, 2018 2nd Set of Staff Inquiries for Review of Transactions under 52 Pa. Code §§ 63.321-63.325

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.

SUPPLEMENTAL RESPONSE: Sprint understands that intrastate wholesale revenue is subject to general assessment for PUC purposes, but not for the Universal Service Fund, and will report such revenue on its annual reports.

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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.

SUPPLEMENTAL HIGHLY CONFIDENTIAL RESPONSE:

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END HIGHLY CONFIDENTIAL

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- 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 filed 10/31/18 – Replies filed 12/4/18 – Comments due on econometric study. 12/4/18 – 180 day shot clock scheduled to resume with 125 days remaining.
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).

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State/Federal	Filing Date	Docket Number	Status
Louisiana	7.9.18	Docket No. S-34950	8/3/18 – Approved by administrative letter.
New York	7.6.18	Case No. 18-C-0396	10/19/18 – PSC issued Notice seeking comments. Comments filed 11/16/18.
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	8/23/18 – Commission issued a “no action” letter and closed the docket on 10/10/18.
Virginia	7.13.18	Case No. PUR-2018-00110	9/13/18 – Notice from staff that filing is complete; decision expected by no later than 12/11/18.

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State/Federal	Filing Date	Docket Number	Status
Alaska	7.20.18	Docket No. U-18-091	10/30/18 – Commission approved the transaction.
Delaware	7.20.18	PSC Docket No. 18-0984	8/20/18 – Approved by operation of law.
District of Columbia	7.20.18	Case No. TA1996-03	10/11/18 – Commission approved the transaction.
Maryland	7.20.18	ML# 221371	9/26/18 – Commission approved the transaction.
Texas	7.20.18	Docket No. 48536	9/26/18 – Commission approved the application.
West Virginia	7.20.18	Case No. 18-1087-T-PC	10/15/18 – Commission approved the transaction.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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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 November 19, 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

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**BEFORE THE
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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, Jeni Santana, hereby state that the facts set forth in the November 19, 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

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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 19th day of November, 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

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Michelle Painter

ORIGIN ID:BCBA (571) 287-8097
MICHELLE PAINTER
SPRINT/UNITED MANAGEMENT CO
12502 SUNRISE VALLEY DR

SHIP DATE: 19NOV18
ACTWGT: 1.00 LB
CAD: 112935471/WSX13100

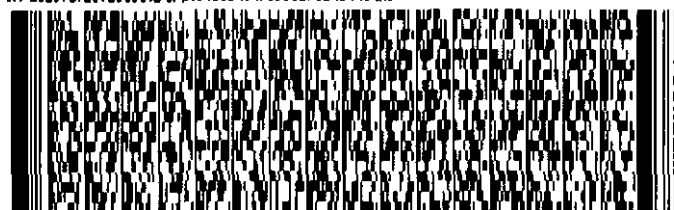
RESTON, VA 20191
UNITED STATES US

BILL SENDER

TO ROSEMARY CHIAVETTA
PENNSYLVANIA PUBLIC UTILITY COMMISS
400 NORTH ST
FL 2
HARRISBURG PA 17120

(717) 787-8009 FEB

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