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January 11, 2019

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 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 an updated version to Staff's Set I Inquiry #2 regarding the status of the merger at the FCC and other states. As of January 11, 2019, 15 of the 19 states reviewing the merger have approved the transaction. The remaining states are Pennsylvania, California, Hawaii, and New York. Most recently, the Mississippi Public Service Commission approved the transaction noting that the transaction is in the public interest. A copy of that Order is enclosed.

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 updated response of Sprint Communications Company L.P. to Staff Inquiry #2 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 11th day of January, 2019 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

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 January 11, 2019 Updated Response to Staff Inquiries for Review of Transactions under 52 Pa. Code §§ 63.321-63.325

- 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 resumed with 125 days remaining. 1/3/19 – Shot clock on hold due to government shutdown. Will resume on the business day following the day of return to normal operations.
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 12/10/18 – Commission Technical Conference held. 1/14/19-1/18/19 – Public participation hearings.

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 January 11, 2019 Updated Response to Staff Inquiries for Review of Transactions under 52 Pa. Code §§ 63.321-63.325

State/Federal	Filing Date	Docket Number	Status
Hawaii	7.6.18	Docket No. 2018-0157	7/26/18 – Interventions due (none filed).
New York	7.6.18	Case No. 18-C-0396	10/19/18 – PSC issued Notice seeking comments. 11/16/18 - Comments filed. 12/20/18—Commission issued an order to allow for CWA/PULP comments to be filed on 1/3/19 (revised to 1/4/19) and reply comments by TMO and Sprint to be filed on 1/10/19 (revised to 1/11/19). 1/4/19 – CWA/PULP filed comments. 1/11/19 – T-Mobile and Sprint filed comments.
Louisiana	7.9.18	Docket No. S-34950	8/3/18 – Approved by administrative letter.
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	1/10/19 – PSC approved the transaction.

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 January 11, 2019 Updated Response to Staff Inquiries for Review of Transactions under 52 Pa. Code §§ 63.321-63.325

State/Federal	Filing Date	Docket Number	Status
Nevada	7.13.18	Docket No. 18-07009	8/30/18 – Approved by operation of law.
New Jersey	7.13.18	Docket No. TM18070730	12/18/18 – BPU approved the transaction.
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	12/6/18 – SCC approved the transaction.
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 PUBLIC SERVICE COMMISSION
OF
THE STATE OF MISSISSIPPI**

SPRINT COMMUNICATIONS COMPANY L.P.
TC 123-0817-00
TC 123-0817-02

DOCKET NO. 2018-UA-124

IN RE: JOINT APPLICATION OF T-MOBILE USA, INC. AND SPRINT
COMMUNICATIONS COMPANY L.P. FOR APPROVAL OF INDIRECT
TRANSFER OF CONTROL OF SPRINT COMMUNICATIONS COMPANY
L.P.

ORDER

On July 13, 2018, T-Mobile USA, Inc., a Delaware corporation ("T-Mobile USA"), and Sprint Communications Company L.P., a Delaware limited partnership ("Sprint Communications") (collectively, "Joint Applicants"), filed a Joint Application for approval and authority to effectuate a merger transaction whereby T-Mobile USA will acquire indirect control of Sprint Communications ("Indirect Competitive Local Exchange Carrier ("CLEC") Acquisition"). The Mississippi Public Service Commission ("Commission" or "MPSC"), being fully apprised in the premises and having considered the documents, exhibits, and record before it, as authorized by law and the Commission's Public Utilities Rules of Practice and Procedure, and upon recommendation of the Mississippi Public Utilities Staff, finds as follows:

1. The Commission has jurisdiction to enter this Order and the entry hereof is in the public interest.
2. Due and proper notice of the Joint Application was given to all interested parties as required by law and the Commission's Public Utilities Rules of Practice and Procedure.
3. No protest, objection or other pleading contesting the granting of the requested relief is before the Commission.

4. T-Mobile US, Inc. (“T-Mobile”) is a publicly traded¹ Delaware corporation headquartered in Bellevue, Washington, and is the 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 fifty countries around the world. T-Mobile through T-Mobile South, LLC received designation as an Eligible Telecommunications Carrier for the purpose of receiving Federal Universal Service Support in 2012 from the MPSC.²

5. Sprint Communications is authorized by the Commission to provide local exchange and intrastate telecommunications services in Mississippi.³ Sprint Corporation (“Sprint”), a publicly traded⁴ Delaware corporation, is an indirect parent to Sprint Communications. Sprint is a telecommunications company that, through its subsidiaries, offers a wide range of wireless and

¹ T-Mobile is traded on the NASDAQ as “TMUS.”

² See *Petition of T-Mobile South LLC for Designation as an Eligible Telecommunications Carrier for Purpose of Receiving Federal Universal Service Support*, Second Amended Petition of T-Mobile South LLC and Powertel/Memphis, Inc. for Limited Designation as Eligible Telecommunications Carriers for the Purpose of Receiving Lifeline Support Only, Docket No. 2010-UA-431 (MPSC Order dated October 2, 2012.); and *Petition of T-Mobile South LLC and Powertel/Memphis, Inc. for Conditional Designation as Eligible Telecommunications Carriers for the purposes of establishing Eligibility to Participate in the Mobility Fund Phase I Auction on September 27, 2012 at the Federal Communications Commission and Request for Expedited Consideration*, Docket No. 12-UA-134 (MPSC Order dated June 22, 2012).

³ See MPSC Docket No. 1996-UA-0323, *In Re Application of Sprint Communication Company L.P. for a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services*, Order (issued February 4, 1997); MPSC Docket No. U-4631, *In Re Petition of GTE Sprint Communications Corporation for a Certificate of Public Convenience and Necessity to Render Intrastate Telecommunications Services within Mississippi and for Approval of a Proposed Tariff*, Order Approving in Part Petition for a Certificate of Public Convenience and Necessity (issued November 26, 1985). In addition, Sprint’s wireless subsidiary, Virgin Mobile USA, L.P., is designated by the Commission as an Eligible Telecommunications Carrier for the limited purpose of participating in the federal Lifeline program. See MPSC Docket No. 2010-UA-118, *In the Matter of Petition of Virgin Mobile USA, L.P. for Limited Designation as an Eligible Telecommunications Carrier*, Order (issued October 25, 2010).

Sprint Communications has no residential customers in Mississippi. Sprint Communications is only providing unregulated VoIP services, Internet Access and IP-based private network services to business and enterprise customers in Mississippi. Sprint Communications is also the current Telecommunications Relay Service (“TRS”) provider for Mississippi.

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

wireline voice and data products and services that are designed to meet the needs of individual consumers, businesses, government subscribers, and resellers.

6. Sprint is controlled by SoftBank Group Corp. (“SoftBank”), which indirectly holds approximately 84 percent of Sprint’s stock. 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.

7. In July 2013, following approval by the Commission and other 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 Corporation (“2013 Transaction”).⁵ In particular, SoftBank obtained this interest via Starburst I, Inc. (“Starburst”), a Delaware corporation, and Galaxy Investment Holdings, Inc. (“Galaxy”), also a Delaware corporation.⁶ As of December 31, 2017, SoftBank held, approximately, an 84.2 percent indirect interest in Sprint: 77.2 percent through Starburst and 7.0 percent through Galaxy.⁷

8. T-Mobile and Sprint, among others, have entered into an agreement (“Business Combination Agreement”). The Business Combination Agreement sets forth the structure and steps of the proposed transaction (“Merger Transaction”). In short, the transaction will be a merger

⁵ *In the Matter of Joint Application for Approval of the Indirect Transfer of Control of Sprint Communications Company L.P. to Starburst II*, Order, MPSC Docket No. 12-UA-403 (March 5, 2013).

⁶ Starburst and Galaxy are not regulated operating entities but were created for purposes of operating as intermediary holding companies, through which Softbank owns Sprint, and for use in the 2013 Transaction.

⁷ Sprint Communications also provided the Commission with three notifications regarding corporate reorganizations at the holding company level. See *Sprint Communications Company L.P.’s Notification of Intra-Company Change at Holding Company Level*, MPSC Docket No. 12-UA-403 (April 26, 2016); *Sprint Communications Company L.P.’s Notification of Intra-Company Change at Holding Company Level*, MPSC Docket No. 12-UA-403 (February 2, 2017); *Sprint Corporation, Sprint Communications Company LP, and SoftBank Group Corp.’s Notification of Intra-Company Change at Holding Company Level*, MPSC Docket No. 12-UA-403 (February 6, 2018). All operations were unchanged as a result of the corporate reorganizations.

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.

9. Following completion of these steps, Sprint will be a wholly owned subsidiary of T-Mobile USA. 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.

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

11. The Indirect CLEC Acquisition is in the public interest. As noted above, Sprint Communications, the certificated entity operating in Mississippi, 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 State that provides wireline services in competition with Sprint Communications.

12. The Indirect CLEC Acquisition will be transparent to existing customers of Sprint Communications. Upon consummation of the Indirect CLEC Acquisition, Sprint Communications will continue to provide the services that it currently provides to customers in this State. All existing Sprint Communications contracts will be honored. Indeed, the Indirect CLEC Acquisition will be transparent to existing customers of Sprint Communications.

13. Moreover, the Indirect CLEC 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. This will benefit existing Sprint Communications customers by creating the opportunity to deploy a more extensive network. As a result of the Indirect CLEC 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 State.

14. T-Mobile USA is well qualified managerially, technically and financially to obtain indirect control of Sprint Communications. The proposed transaction is in the public interest.

15. Joint Applicants have provided the Commission information showing that the Indirect CLEC Acquisition will benefit from deployment of more extensive infrastructure in Mississippi than otherwise would be possible for either of the standalone companies. The information includes projections of specific build-out as filed under seal with the Commission in confidential Exhibit "A."

16. This Order shall be deemed issued on the day it is served upon the parties herein by the Executive Secretary of this Commission who shall note the service date in the file of this docket.

IT IS THEREFORE ORDERED by the Commission that:

1. The Joint Application is granted and the Commission approves the proposed transfer of indirect control of Sprint Communications Company, L.P. to T-Mobile USA, Inc.
2. The grant of approval of this Joint Application by way of this Order is conditioned upon the Parties notifying the Commission within six (6) months of the date of this Order of the

approval by the Federal Communications Commission. In the event this condition is met, this Order shall remain in effect without further action by the Commission. In the event this condition is not met, this Order shall be void.

3. The parties shall provide updates for informational purposes only, filed under seal, to the Commission on the progress of Mississippi projected specific build out described in confidential Exhibit "A" beginning one year after the close of the transaction and for every year thereafter through 2024.

4. The Applicants shall give notice to the Commission of the consummation of the Transaction.

Chairman Brandon Presley voted aye; Vice Chairman Cecil Brown voted aye; and Commissioner Samuel F. Britton voted aye.

SO ORDERED this the 10th day of January, 2019.



MISSISSIPPI PUBLIC SERVICE COMMISSION

[Signature]
Brandon Presley, Chairman

[Signature]
Cecil Brown, Vice Chairman

[Signature]
Samuel F. Britton, Commissioner

ATTEST A true copy.
[Signature]
Katherine Collier, Executive Secretary

Effective this the 10th day of January, 2019.