**PENNSYLVANIA**

**PUBLIC UTILITY COMMISSION**

**Harrisburg, PA 17120**

Public Meeting held May 23, 2019

Commissioners Present:

|  |
| --- |
|  Gladys Brown Dutrieuille, Chairman, Dissenting, Statement David W. Sweet, Vice Chairman, Dissenting, Statement Norman J. Kennard Andrew G. Place John F. Coleman, Jr., Statement |
| Application of Sprint Communications Company L.P. for Approval of a General Rule Indirect Transfer of Control from SoftBank Group Corp. to T‑Mobile US, Inc. | Docket No.:A-2018-3003259 |

**ORDER**

**BY THE COMMISSION:**

 On July 6, 2018, Sprint Communications Company L.P. (Sprint Communications or the Applicant) filed an application pursuant to Sections 1102(a) and 1103 of Chapter 11 of the Pennsylvania Public Utility Code (Code), 66 Pa. C.S. §§ 1102(a) and 1103, the Commission’s Statement of Policy regarding Utility Stock Transfers at 52 Pa. Code § 69.901, and its Abbreviated Procedures for Review of Transfer of Control of Telecommunications Public Utilities at 52 Pa. Code §§ 63.321 – 63.325, seeking approval of a merger transaction (the Transaction) that will result in an indirect transfer of control of the Applicant from SoftBank Group Corp. (SoftBank) to T-Mobile US, Inc. (T-Mobile).

The Transaction qualifies as a general rule transaction under 52 Pa. Code § 63.324(a) because it will result in a greater than 20% change in the indirect ownership of the Applicant. The Transaction is at the holding company level, and therefore, will not directly affect the Applicant.

Pursuant to 52 Pa. Code § 5.14, relating to applications requiring notice, the Commission published notice of the proposed general rule transaction in Volume 48 of the *Pennsylvania Bulletin* (48 Pa.B. 4374) on July 21, 2018, with a protest period ending August 6, 2018. Additionally, copies of the application were served upon the Office of Small Business Advocate, the Office of Consumer Advocate, and the Commission’s Bureau of Investigation and Enforcement. Further notice was not required, and no protests or comments have been received.

On July 31, 2018, the Commission issued Data Request No. 1 to the Applicant. Responses were filed August 10, 2018.

By a Secretarial Letter dated September 19, 2018, the Commission extended indefinitely the consideration period of the application to allow for a fully complete review per its regulations at 52 Pa. Code § 63.324(k)(5).[[1]](#footnote-1)

On September 27, 2018, the Commission issued Data Request No. 2 to the Applicant. Responses were filed October 9, 2018, with supplemental responses filed November 19, 2018.

On November 21, 2018, the Commission issued Data Request No. 3 to the Applicant. Responses were filed December 3, 2018.

On February 11, 2019, the Commission issued Data Request No. 4 to the Applicant. Responses were filed February 19, 2019.

On May 9, 2019, the Commission issued Data Request No. 5 to the Applicant. Responses were filed May 13, 2019.

**Background**

Sprint Communications (utility code 310183), a Delaware limited partnership, is headquartered at 6200 Sprint Parkway, Overland Park, Kansas 66251. In Pennsylvania, Sprint Communications is authorized to provide telecommunications services as an interexchange toll facilities-based carrier (IXC) statewide and as a competitive local exchange carrier (CLEC) in the service territories of fifteen (15) incumbent local exchange carriers (ILECs) throughout the Commonwealth pursuant to certificates of public convenience granted by the Commission at Docket Nos. A‑310183, A-310183F0002, A‑2009‑2144489, A‑2009-2144511, and A-2009-2144513. Sprint Communications is an indirect wholly-owned subsidiary of Sprint Corporation (Sprint Corp.). Sprint Corp. (NYSE: S) has a market cap of about $25 billion.

Sprint Communications has no residential customers in Pennsylvania.[[2]](#footnote-2) A limited number of wholesale IXC customers are provided private line or data services by Sprint Communications pursuant to contract. These customers have been transferred to Voice over Internet Protocol (VoIP) and are no longer on Sprint Communications’ time division multiplexing (TDM) network. The only services provided in Pennsylvania are VoIP services, Internet access, and IP-based private network services.[[3]](#footnote-3) Sprint Communications is transitioning to providing IP-based only services both nationally and in PA. Sprint Communications does not have any employees or offices in Pennsylvania.[[4]](#footnote-4) As reported to the Commission in the Applicant’s Amended 2017 Annual Report, Sprint Communications had $440,104 in jurisdictional Pennsylvania revenues for the year ended December 31, 2017.

SoftBank is a publicly traded Japanese holding company headquartered in Tokyo, Japan, that has been listed on the Tokyo Stock Exchange since 1988. SoftBank provides mobile and fixed-line services in Japan through SoftBank Corp., its telecommunications subsidiary.[[5]](#footnote-5) SoftBank holds no licensure from the Commission and has no customers in Pennsylvania. In July 2013, following approval by this Commission[[6]](#footnote-6) and other regulatory authorities, SoftBank acquired an approximately 78% indirect interest in the entity that is now Sprint Corp. SoftBank obtained this interest through its subsidiaries Starburst I, Inc. (Starburst) and Galaxy Investment Holdings, Inc. (Galaxy).[[7]](#footnote-7)

T-Mobile, a publicly traded Delaware corporation (NASDAQ: TMUS), is headquartered in Bellevue, Washington and has a market cap of about $56 billion. Deutsche Telekom AG, a Bonn, Germany, based provider of fixed broadband and wireless services in more than 50 countries around the world, indirectly holds approximately 62% of T-Mobile’s stock. T-Mobile is the sole parent company to T-Mobile USA, Inc. (T-Mobile USA), also a Delaware corporation.[[8]](#footnote-8)

**Transaction**

Pursuant to an agreement between T-Mobile and Sprint Corp., among others, an all-stock merger transaction will occur at the holding company level, resulting in Sprint Corp. becoming a wholly-owned subsidiary of T-Mobile USA, and an indirect subsidiary of T-Mobile. Sprint Communications will not be directly affected by the transaction and will continue to be an indirect wholly-owned subsidiary of Sprint Corp.[[9]](#footnote-9)

In anticipation of the Transaction, two new subsidiaries were formed: Huron Merger Sub LLC (Huron), a Delaware limited liability company and wholly-owned subsidiary of T-Mobile, and Superior Merger Sub Corporation (Superior), a Delaware corporation and wholly-owned subsidiary of Huron.[[10]](#footnote-10) Starburst and Galaxy will merge with and into Huron, with Huron continuing as the surviving corporation. Then, Superior will merge with and into Sprint Corp., with Sprint Corp. continuing as the surviving entity. Finally, Huron will distribute Sprint Corp. stock to T-Mobile, which T-Mobile will then contribute to its subsidiary T-Mobile USA. Upon completion of these virtually simultaneous steps, Sprint Corp. will be a wholly-owned subsidiary of T-Mobile USA, and an indirect subsidiary of T-Mobile. Deutsche Telekom AG and SoftBank will hold approximately 42% and 27% of the fully diluted shares of T-Mobile common stock, respectively, with the remaining approximately 31% held by public stockholders.[[11]](#footnote-11)

Following the Transaction, Sprint Communications will continue its current operations as an indirect wholly-owned subsidiary of Sprint Corp.[[12]](#footnote-12) The Transaction will not result in any changes to rates or conditions of service and will be transparent to existing customers of Sprint Communications; therefore, the Applicant does not intend to provide notice.[[13]](#footnote-13) All current contracts will be honored and there will be no changes to services currently provided.[[14]](#footnote-14)

**Discussion**

The Applicant avers that the Transaction is in the public interest and will affirmatively promote the service, accommodation, convenience and safety of the public in a substantial way. Access to managerial, technical, and financial resources will increase for Sprint Communications once it becomes part of a much larger scale entity, resulting in the ability to offer a wider array of services.[[15]](#footnote-15)

The Applicant claims that the Transaction will not have any negative impact on functions, operations, or activities of any nature currently performed in or affecting Pennsylvania and will have an overall beneficial impact on all areas of the country through merger-related synergies including cost savings and revenue growth, American job creation, and network investment.[[16]](#footnote-16) Specific cost synergies estimated at $43.6 billion in total net present value expected to result from the merging of T-Mobile and Sprint Corp.’s networks include:

* Elimination of duplicative networks and associated inefficiencies
* Elimination of redundant Sprint cell base station sites and associated lease, backhaul, utility, upgrade, maintenance, and other site-related expenses
* Added network capacity helping to defer spectrum congestion in urban areas
* Elimination of future individual network builds and upgrades
* Reduced capital expenditures from the scale benefits of combined networks
* Store consolidations and expansions
* Cost-effective combined advertising and marketing
* Increased equipment purchasing power
* Improved repair and logistics practices
* IT and billing improvements[[17]](#footnote-17)

More significantly, the Applicant avers that the Transaction will promote rapid and widespread deployment of a nationwide 5G wireless network that will benefit Pennsylvania consumers with improved and innovative telecommunications service offerings. The anticipated nationwide 5G wireless network will bring increased high-speed broadband access coverage to consumers, including those located in rural areas within Pennsylvania.[[18]](#footnote-18) In response to Data Requests on this topic, the Applicant provided highly confidential information describing its proposed expansion of 5G wireless coverage in Pennsylvania that would result from the proposed transaction. Because of the confidential nature of certain responses, the Commission will not include or discuss them in detail here. However, in the public responses to Data Request Set 5, the Applicant voluntarily offers to Pennsylvania the following verifiable 5G wireless coverage representation:

1. New T-Mobile will strive to deliver, using industry best practices and barring factors beyond its control, 5G wireless coverage to eighty-five percent (85%) of its FCC licensed covered POPs throughout the Commonwealth of Pennsylvania, including rural areas, within three to five years from the merger's closing.

2. When the New T-Mobile network referenced in paragraph 1 is deployed, it will be capable of providing wireless broadband download speeds of 10-300 Mbps [megabits per second] and upload speeds of 1-3 Mbps where service is available and subject to physical or geographical limitations. The network is expected to cover a significant portion of eligible locations that so far have not received FCC Connect America Fund Phase II (CAF II) funding support including the FCC's CAF II 903 Auction. The wireless network and wireless broadband service deployment will include rural areas within all 67 counties in the Commonwealth of Pennsylvania.

3. Beginning one year after the merger's closing and for every year thereafter through 2024, pursuant to the verifiable 5G coverage representation set forth above, New T-Mobile will meet with the Commission Staff, on an annual basis, to review, for informational purposes, New T-Mobile's FCC Mobile Deployment Form 477 data.[[19]](#footnote-19)

Our approval of the Transaction in this Order is based, *inter alia*, on the reasonable attainment of the substantial affirmative public benefits as promoted by the Applicant including, in particular, its deployment of broadband service to rural areas in Pennsylvania’s 67 counties in accordance with the above 5G wireless coverage representations. To this end, the Commission directs the Applicant to file updates and/or meet with the Commission once every twelve (12) months through year 2024 to report on attainment of deployment goals presented in responses to Commission data requests at this docket. If the Applicant cannot continue to meet this voluntary commitment, it shall immediately notify the Commission in writing by letter to the Secretary so that the Commission can further review the Applicant’s implementation of the voluntary commitments and take all appropriate actions as may be necessary.

In further review of the affirmative public benefits, competition in Pennsylvania as a result of the Transaction will not be adversely affected because neither T-Mobile USA nor its subsidiaries have a registered entity in Pennsylvania providing wireline services in competition with Sprint Communications. Competition may be enhanced by Sprint Communications becoming part of a larger scale entity, with the ability to compete more effectively in the telecommunications marketplace.[[20]](#footnote-20) Wireline assets of Sprint Communications integrated with T-Mobile’s wireless products will provide Pennsylvania consumers with more options, greater value, and lower prices. A greater ability to invest in its network will allow Sprint Communications to better compete with other wireline service providers in Pennsylvania, to the ultimate benefit of consumers.[[21]](#footnote-21)

In addition to Pennsylvania, the Applicant is seeking approval of the proposed merger transaction in California, Hawaii, Louisiana, New York, Colorado, Georgia, Minnesota, Mississippi, Nevada, New Jersey, Utah, Virginia, Alaska, Delaware, Maryland, Texas, West Virginia, and the District of Columbia.[[22]](#footnote-22) The application has been approved (or equivalent) in Louisiana, New York, Colorado, Georgia, Minnesota, Mississippi[[23]](#footnote-23), Nevada, New Jersey, Utah, Virginia, Alaska, Delaware, Maryland, Texas, West Virginia, and the District of Columbia. The Applicant has offered to provide the Commission updates on all remaining regulatory approvals, which we require.

The Applicant has also filed for approval of the proposed merger transaction with the Federal Communications Commission (FCC) on June 18, 2018. The filing with the FCC was Docketed at WT Docket No. 18-197 where it remains pending.[[24]](#footnote-24) Deutsche Telekom AG and SoftBank filed individual notices with the U.S. Department of Justice (DOJ) on May 24, 2018.[[25]](#footnote-25)

The Applicant noted that as part of its review, the FCC solicits the review of Team Telecom, an informal group of federal agencies involved in national security, law enforcement, and public safety issues, to address any national security concerns regarding elements of the proposed merger. The proposed merger is also subject to review by the Committee on Foreign Investment in the United States (CFIUS) and the Defense Security Service. If any national security concerns are disclosed, these agencies require mitigation agreements to address them before transactions occur.[[26]](#footnote-26) Approval was received from the CFIUS for the proposed merger transaction on December 17, 2018, and Team Telecom submitted a filing with the FCC that it has reviewed the transaction and has no objections.[[27]](#footnote-27)

The Applicant verifies that the Transaction will have no effect on Pennsylvania tariffs or affiliated interest agreements, and that the Transaction will not have a negative impact on the capital structure of Sprint Communications over the next five years.[[28]](#footnote-28) The proposed merger transaction is not expected to have any impact on any operations or activities currently performed in Pennsylvania.[[29]](#footnote-29)

The Applicant states that it does not have any employees in Pennsylvania and the proposed transaction should not result in any loss or potential loss of facilities, jobs, or related income tax revenues. The Applicant avers that jobs will grow nationwide, including in Pennsylvania, as New T-Mobile will need more employees than each standalone company to perform critical functions including integrating and upgrading network infrastructure, expanding the combined entity’s retail footprint, and extending T-Mobile’s model of customer care to millions of Sprint subscribers.[[30]](#footnote-30)

The Applicant avers that New T-Mobile will generate some 12,000 new jobs across the country to serve small towns and rural communities, and 5,000 positions will be needed to fill the at least 600 new stores serving small towns and rural communities that neither standalone company would be opening without the merger. Although the majority of these jobs will be related to wireless service, Sprint’s wireline business will be integrated with T-Mobile’s wireless business to create new products and services for enterprise customers; therefore, many of the new jobs may also relate to the wireline business.[[31]](#footnote-31)

The Applicant verifies that it does not have eligible telecommunications carrier status under federal or state law, is not subject to any broadband deployment commitment under federal or state law, and that the proposed merger transaction complies with the prohibition against cross-subsidization imposed under federal and state law.[[32]](#footnote-32)

As required under the Code at 66 Pa. C.S. §§ 1102(a) and 1103, as well as the Commission’s regulations at 52 Pa. Code § 63.324(k)(1), we find that the record sufficiently supports the Applicant’s claim that the proposed merger transaction will provide substantial affirmative public benefits. The proposed merger transaction will occur at the holding company level with any resulting public benefits extending to all customers, including in Pennsylvania. The proposed merger transaction is not expected to eliminate any operations or activities of any nature currently performed in or affecting Pennsylvania. Therefore, we find that the record sufficiently supports the Applicant’s claim that the proposed merger transaction resulting in an indirect transfer of control of the Applicant will not have a net negative impact on Pennsylvania. We also find that the record sufficiently supports the Applicant’s claim that the job gains associated with the transaction represent a public interest benefit. For the reasons advanced by the Applicant, we conclude that the record provides substantial evidence of affirmative public benefits sufficient to warrant approval of the transaction under *City of York v. Pa. PUC*, 295 A.2d 825 (Pa. 1972) and *Irwin A. Popowsky v. Pa. PUC*, 937 A.2d 1040 (Pa. 2007).

As required by the Commission’s regulations at 52 Pa. Code § 63.324(k)(2), we find that the proposed merger transaction is necessary for the service, accommodation, convenience, or safety of the public and the Commission will issue a certificate of public convenience authorizing the Transaction under 66 Pa. C.S. §§ 1102(a) and 1103.

Finally, based upon analysis of the information provided in the application, the Commission’s approval of the proposed merger transaction may enhance Sprint Communications’ ability to compete in, among others, the Pennsylvania broadband market as required under the Code at 66 Pa. C.S. §§ 1102(a) and 1103 and the Commission’s regulations at 52 Pa. Code § 63.324(k)(3). Sprint Communications will remain a competitor with the other certificated wireline providers in the Pennsylvania marketplace, including AT&T, Verizon, Comcast, CenturyLink, Level 3, and other providers of wireline services in the Commonwealth, and there will be no reduction of competitors in Pennsylvania. Sprint Communications’ improved access to managerial, technical, and financial resources by becoming part of a larger scale entity may improve competition in the telecommunications marketplace, including in Pennsylvania, to the ultimate benefit of consumers.

In summary, we find that the application should be approved as a general rule transactionunder Section 63.324 of the Commission’s regulations as required, and that a certificate of public convenience be issued to Sprint Communications Company L.P. evidencing our approval of the general rule indirect transfer of control.

Compliance checks on Sprint Communications, the only jurisdictional company in the transaction, found that the utility is current on the filing of its annual Security Planning and Readiness Self-Certification report and that there are no currently outstanding Commission fines.

Sprint Communications is also current on the filing of its annual financial and fiscal assessment reports; however, during the course of the Commission’s examination of the proposed transaction and related data and information discovery, a number of discrepancies were identified regarding Sprint Communications’ annual financial reporting to this agency over a number of years. These discrepancies were mainly centered on Sprint’s past exclusion of intrastate wholesale revenues (e.g., revenues associated with the provision of intrastate wholesale access services), from its financial and fiscal assessment reports to the Commission. Upon further examination, the Applicant stated that its wholesale revenues were excluded from the financial reports filed with the Commission because Sprint Communications did not believe that wholesale revenues were assessable under 66 Pa. C.S. § 510. Upon request, the Applicant filed amended annual financial and assessment reports for the years 2015 through 2017 and provided additional revised annual reporting data for the 2013-2014 period.

In light of Sprint Communications’ past reporting discrepancies, the Commission’s Bureau of Audits shall conduct an appropriate review of the Applicant’s financial reporting to the Commission and relevant accounting data for the period of 2009-2017. This review shall determine and validate, to the extent possible and practicable, the appropriate annual level of reportable and assessable Section 510 intrastate revenues of the Applicant during this time period. Also, this review, if possible and practicable, shall ascertain whether the Applicant’s services have been properly included in its Section 510 intrastate annual revenues for reporting and fiscal assessment purposes. In accordance with this directive, the Applicant shall preserve and maintain all relevant accounting records whether in electronic or hard paper form, including records or memoranda involving internal guidance, assumptions, methodologies, and jurisdictional allocations, in advance of this review.

In recognition of the voluntary commitments offered by the Applicant involving statewide deployment of 5G wireless network facilities and services throughout Pennsylvania, specifically including rural areas, we find that the transaction as ultimately approved and concluded will generate substantial affirmative public benefits for Pennsylvania, the basis for its approval by this Commission. Thus, for purposes of this proceeding alone, the Applicant shall not be obliged to provide notice or offer conditions that may have been committed to in other states. This is not a departure from established precedent in adjudicating transfer of control proceedings involving telecommunications carriers that operate under our jurisdiction. Rather, it is a fact-based recognition of the unique factual elements and circumstances and the affirmative public benefits associated with this transaction.

Recognizing that the eventual consummation of the proposed merger transaction may be dependent on corresponding rulings of the FCC, we note that acting after federal review is complete would help ensure that federal impacts in Pennsylvania are considered and factored into our disposition. Our approval today is given prior to federal approval because the proposed merger transaction will not have a net negative impact on Pennsylvania, nor an adverse impact on competition that would counter against our approval. However, we specifically note that our approval today does not preclude the Commission from acting under Sections 703(g), 1103(a), or any other applicable provision of the Code to ensure that Pennsylvania impacts that may arise out of subsequent federal action are reflected in our approval as well.

In summary, having reviewed the filing, we find that the proposal for the indirect transfer of control of Sprint Communications Company L.P. from SoftBank Group Corp. to T-Mobile US, Inc. is necessary or proper for the service, accommodation, convenience, or safety of the public, and that the application should be approved as a general rule transaction under Section 63.324 of the Commission’s regulations and a certificate of public convenience be issued evidencing our approval of the same; **THEREFORE,**

**IT IS ORDERED:**

1. That the Commission shall grant all authority necessary for Sprint Communications Company L.P. to complete the general rule transaction pursuant to Sections 1102(a) and 1103 of the Public Utility Code, 66 Pa. C.S. §§ 1102(a) and 1103, and Section 63.324 of the Commission’s regulations, 52 Pa. Code § 63.324.

2. That the Commission’s approval of the general rule transaction in this Order is based, *inter alia,* on the reasonable attainment of the substantial affirmative public benefits as promoted by the Applicant in the public responses to Data Request Set 5 including, in particular, its deployment of 5G wireless network facilities and broadband access services to rural areas in Pennsylvania’s 67 counties.

 3. That Sprint Communications Company L.P. shall file updates and/or meet with this Commission once every twelve (12) months through year 2024 to report on attainment of deployment goals presented in responses to Commission data requests, in accordance with this Order.

4. That if Sprint Communications Co. L.P. cannot continue to meet the voluntary wireless network deployment commitments and the reporting requirements outlined in Ordering Paragraph Nos. 2 and 3 above, it shall immediately notify the Commission in writing by letter to the Secretary so that the Commission can take all appropriate actions as may be necessary.

5. That for purposes of this proceeding alone, Sprint Communications Company L.P. is relieved from the obligation to provide notice or offer conditions that may have been committed to in other states in relation to the merger transaction.

6. That the Bureau of Audits shall review the financial data of Sprint Communications Company L.P. for the period of 2009-2017 in accordance with this Order, and report the Applicant’s appropriate annual level of reportable and assessable intrastate revenues subject to 66 Pa. C.S. § 510 during this period to the Bureau of Administration for reassessment as necessary.

7. That Sprint Communications Company L.P. is directed to preserve and maintain all relevant accounting records whether in electronic or hard paper form, including records or memoranda involving internal guidance, assumptions, methodologies, and jurisdictional allocations, in advance of the Bureau of Audits review that will be carried out in accordance with Ordering Paragraph No. 6.

8. That a certificate of public convenience be issued to Sprint Communications Company L.P. evidencing our approval of the general rule indirect transfer of control to T-Mobile US, Inc.

9. That Sprint Communications Company L.P. shall file notice of consummation of the general rule transaction within thirty (30) days of the date of the transaction. If the Applicant determines that the indirect transfer of control will not take place, it shall promptly so notify this Commission.

10. That upon receipt of the notice directed under Ordering Paragraph No. 9, above, this case shall be marked closed.

11. That a copy of the entered Order in this proceeding be served on all parties to the proceeding including the Office of Small Business Advocate, the Office of Consumer Advocate, the Commission’s Bureau of Investigation and Enforcement, and the Commission’s Bureau of Audits.

**BY THE COMMISSION,**





Rosemary Chiavetta

Secretary

(SEAL)

ORDER ADOPTED: May 23, 2019

ORDER ENTERED: June 13, 2019

1. The 60-day review period for Commission action per 52 Pa. Code § 63.324(k) would have ended October 5, 2018. [↑](#footnote-ref-1)
2. On August 20, 2015, the Commission granted Sprint Communication’s request for discontinuance and abandonment of IXC service to residential customers under Docket A-2015-2490418. [↑](#footnote-ref-2)
3. Application, p. 2; August 10, 2018 Response to Staff Inquiries, No. 9. The application states that Sprint Communications is in the process of transferring final customers to VoIP; however, the Applicant’s counsel filed a letter on September 14, 2018 confirming that all customers have been transitioned and that there are no remaining voice customers on the Applicant’s TDM network. The Applicant’s counsel filed a letter on March 5, 2019 confirming that Sprint has no remaining intrastate wholesale customers in PA. It’s one wholesale customer with an intrastate private line has disconnected, and its remaining two wholesale customers in PA have a handful of interstate private line circuits only. [↑](#footnote-ref-3)
4. August 10, 2018 Response to Staff Inquiries, No. 7. [↑](#footnote-ref-4)
5. Application, p. 3. [↑](#footnote-ref-5)
6. *See* Commission Order entered April 18, 2013 at Docket No. A-2012-2337337. [↑](#footnote-ref-6)
7. Application, p. 3. [↑](#footnote-ref-7)
8. Application, p. 3. [↑](#footnote-ref-8)
9. Application, p. 2. [↑](#footnote-ref-9)
10. Application, p. 4. [↑](#footnote-ref-10)
11. Application, p. 5. [↑](#footnote-ref-11)
12. Application, p. 5. [↑](#footnote-ref-12)
13. Application, p. 9. [↑](#footnote-ref-13)
14. Application, pp. 6 and 8. [↑](#footnote-ref-14)
15. Application, pp. 7 and 9. August 10, 2018 Response to Staff Inquiries, No. 4. [↑](#footnote-ref-15)
16. Application, pp. 7 and 9. August 10, 2018 Response to Staff Inquiries, No. 6. [↑](#footnote-ref-16)
17. August 10, 2018 Response to Staff Inquiries, No. 5. [↑](#footnote-ref-17)
18. Application, p. 7. August 10, 2018 Response to Staff Inquiries, No. 8. [↑](#footnote-ref-18)
19. May 13, 2019 Response to Staff Inquiries, No. 6. The term POP generally refers to the number of people in a specific area where wireless services are available (the population). *Id.* n. 2 at 8. [↑](#footnote-ref-19)
20. Application, pp. 7 and 9. August 10, 2018 Response to Staff Inquiries, Nos. 4 and 12. [↑](#footnote-ref-20)
21. December 3, 2018 Response to Staff Inquiries, No. 1. [↑](#footnote-ref-21)
22. August 10, 2018 Response to Staff Inquiries, No. 2. [↑](#footnote-ref-22)
23. Mississippi granted approval with the condition that the parties must also submit updates, via sealed filing(s), of the progress of the “Mississippi projected specific build out described in confidential Exhibit ‘A’” starting one year following the close of the transaction and ending in 2024. [↑](#footnote-ref-23)
24. *See* https://www.fcc.gov/ecfs/filing/1061884849864. [↑](#footnote-ref-24)
25. Application, p. 11. August 10, 2018 Response to Staff Inquiries, No. 13. [↑](#footnote-ref-25)
26. August 10, 2018 Response to Staff Inquiries, No. 15. [↑](#footnote-ref-26)
27. The Applicant’s counsel updated the Commission on the status of these approvals by letter dated December 20, 2018. [↑](#footnote-ref-27)
28. Application, p. 11. [↑](#footnote-ref-28)
29. August 10, 2018 Response to Staff Inquiries, No. 8. [↑](#footnote-ref-29)
30. December 3, 2018 Response to Staff Inquiries, No. 11. [↑](#footnote-ref-30)
31. December 3, 2018 Response to Staff Inquiries, No. 11. [↑](#footnote-ref-31)
32. Application, p. 11. [↑](#footnote-ref-32)