

Description of *Pro Forma* Transfer and Public Interest Statement

Pursuant to Section 5.79 of the Commission's rules,¹ T-Mobile License LLC ("T-Mobile License") and Deutsche Telekom AG ("DT") hereby seek consent to the *pro forma* transfer of control of experimental call sign WG2XLN from and to DT. On October 18, 2012, DT, its wholly-owned subsidiary, T-Mobile USA, Inc. ("T-Mobile USA"), and MetroPCS Communications, Inc. ("MetroPCS") filed a series of applications requesting the Commission's consent to the transfer of control of the FCC licenses and authorizations held by MetroPCS and its subsidiaries from the current public shareholders of MetroPCS to DT.² The parties also requested authority for the *pro forma* transfer of control³ of the licenses and authorizations held by T-Mobile USA and its subsidiaries as a result of the proposed transaction.⁴

In the Public Interest Statement filed with the T-Mobile USA/MetroPCS applications (the Applications"), the Applicants requested that any Commission approval of the Applications filed for that transaction include authority for DT to acquire control of "any authorization issued to MetroPCS or its subsidiaries or T-Mobile USA or its subsidiaries while this transaction is pending before the Commission and the period required for consummation of the transaction."⁵ T-Mobile License was not granted its experimental authorization under call sign WG2XLN until December 20, 2012.⁶ Accordingly, this call sign was not included in the initial application filings.

As T-Mobile USA and DT will continue to control the license both before and after the consummation of the instant transaction, no substantial change in control of the affected license will occur.⁷ The Commission has stated that, in situations "where no substantial change of

¹ 47 C.F.R. § 5.79.

² See ULS File No. 0005446627, Exhibit 1, Description of Transaction and Public Interest Statement ("Public Interest Statement").

³ *In re Fed. Communications Bar Ass'n's Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998) ("*FCBA Forbearance Order*") ("corporate reorganization which involves no substantial change in the beneficial ownership of the corporation" is *pro forma* in nature); cf. 47 C.F.R. § 63.24(d).

⁴ See Public Interest Statement at 3-5 for a more detailed description of the transaction.

⁵ Public Interest Statement at 58.

⁶ Prior to the Commission's grant of call sign WG2XLN, T-Mobile License held a Special Temporary Authorization under call sign WF9XQW. While the Commission's OET Experimental Licensing System lists call sign WF9XQW as an active authorization, it in fact expired in 2012. Accordingly, this call sign is not included in the instant application.

⁷ *FCBA Forbearance Order*, 13 FCC Rcd. at 6299, ¶ 8.

control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”⁸ Applicants request that Commission staff expeditiously process this application and approve it contemporaneously with the other pending applications associated with the T-Mobile USA/MetroPCS transaction (WT Docket No. 12-301).

⁸ *Id.* at 6295, ¶ 2.