

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

T-Mobile US, Inc. (“T-Mobile US”) seeks authority for the *pro forma* transfer of control of the experimental authorization held by its wholly owned subsidiary, T-Mobile License LLC, as part of a planned internal corporate restructuring involving indirect, wholly owned subsidiaries of Deutsche Telekom AG (“DT”).

DT has decided to implement an internal corporate reorganization to streamline and simplify its corporate structure. This will affect the ownership of T-Mobile US by introducing DT Holding B.V. into the ownership chain. Specifically, T-Mobile Global Holding GmbH (“T-Mobile Holding”), which currently holds a direct 74 percent interest in T-Mobile US, will contribute all of its shares of T-Mobile US to DT Holding B.V., a company organized in the Netherlands. DT Holding B.V. is a wholly owned subsidiary of T-Mobile Holding and, following the transaction, will hold a 74 percent direct interest in T-Mobile US. No other changes will be made to the ownership of T-Mobile US. Attached hereto are charts depicting T-Mobile US’s ownership before and after the proposed corporate restructuring.

By adding a new subsidiary to the corporate chain through which DT holds its interest in T-Mobile US, the proposed restructuring will result in the transfer of control of licenses and authorizations held by entities under the control of T-Mobile US, including the experimental authorization held by T-Mobile License LLC.¹ As this transaction does not change ultimate control of T-Mobile US, the transaction is *pro forma* in nature.² The Commission has stated that, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”³

This proposed *pro forma* internal corporate restructuring does not raise competition-related or other concerns. The transaction does not involve the combination or acquisition of any facilities, customers, or spectrum. The transaction does not change T-Mobile US’s

¹ In connection with this proposed reorganization, T-Mobile US is concurrently filing an application seeking authority for the *pro forma* transfer of private wireless licenses held by T-Mobile License LLC. T-Mobile US also controls other licenses and authorizations that are subject to post-closing forbearance notification in the case of a *pro forma* transfer. T-Mobile US will submit those required notifications after the reorganization is completed.

² 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).

³ *Id.* at 6299, ¶ 2.

overall spectrum holdings, create new spectrum overlaps in any geographic area or market, or reduce the number of entities providing service in any area or market. Accordingly, the Commission should find that the proposed internal corporate restructuring is in the public interest and promptly consent to the application.⁴

⁴ The list of call signs referenced in the instant prior approval application is intended to be complete and include all licenses under the control of T-Mobile US that require prior approval for their *pro forma* transfer. However, the Applicants request that Commission approval of this application include *pro forma* transfer approval for any licenses controlled by T-Mobile US that may have been inadvertently omitted.

Second Signature of Transferor and Transferee

The internal governance policies of transferor and transferee, Deutsche Telekom AG (“DT”), require the signatures of two legal representatives of DT to legally bind the company. Wolfgang Kopf, Senior Vice President – Public and Regulatory Affairs, is signing this FCC application form on behalf of DT. Because the form provides for only one transferor/transferee signature, the Applicants have attached this exhibit so as to include second “Transferee Certification Statements” and “Transferor Certification Statements” pages containing the certification and signature of Volker Stapper, Vice President International Competition and Media Policy.

CERTIFICATION

8.

CERTIFICATION

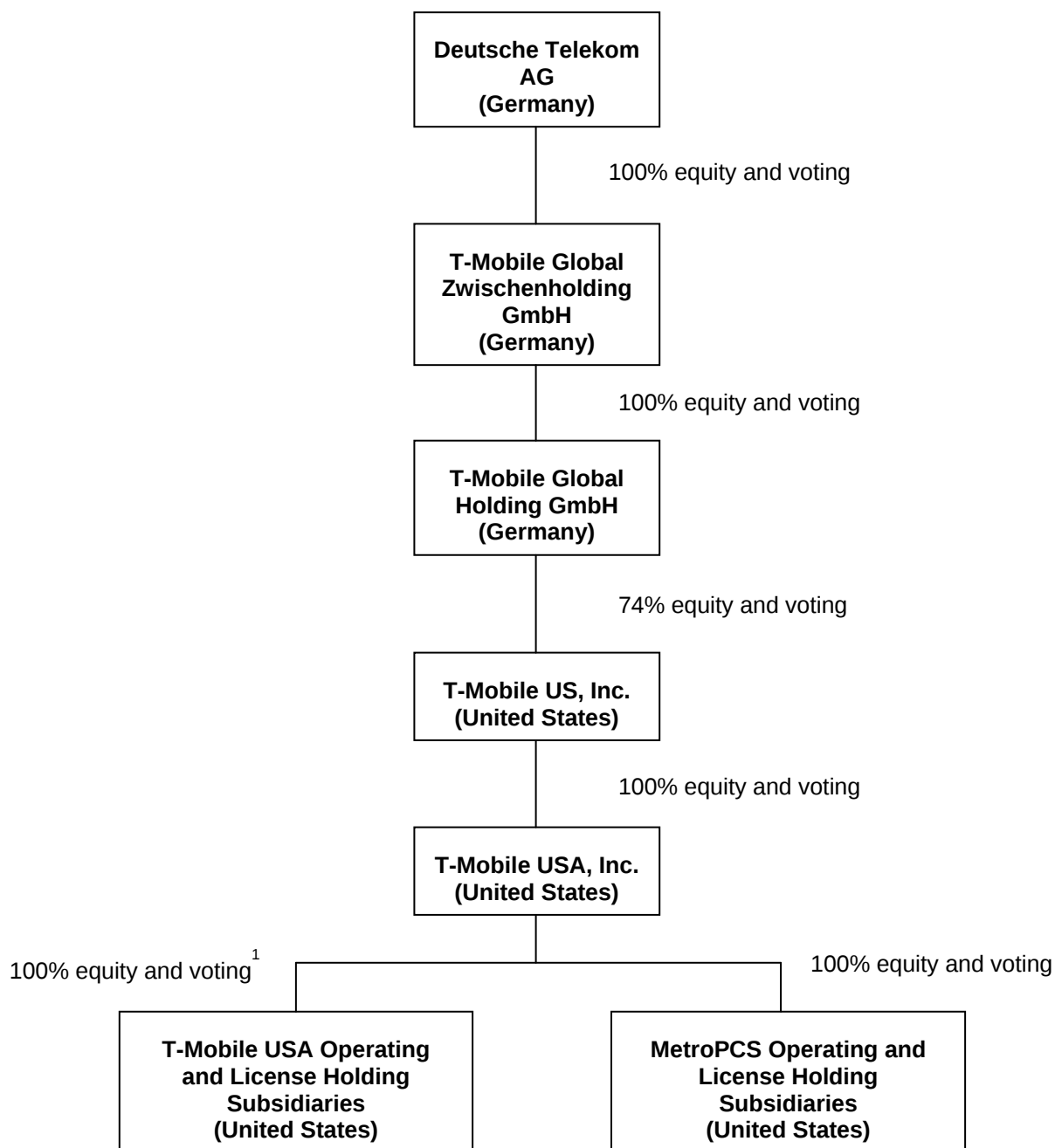
- Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise
- Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;
- Neither applicant nor any member thereof is a foreign government or representative thereof;
- Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;
- Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Signature of Transferee of Control: Volker Stapper Date: Oct. 23, 2013

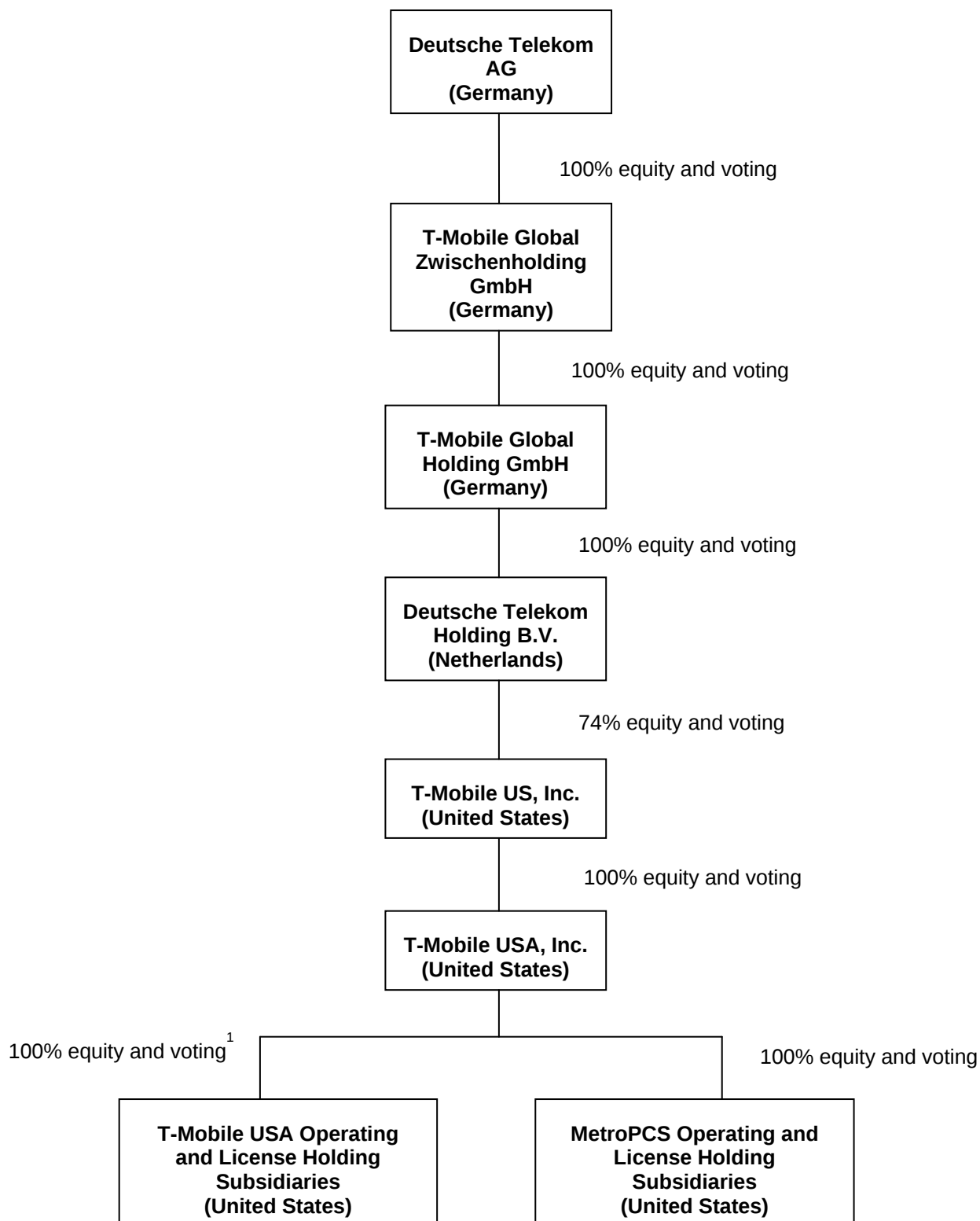
Vice President International Competition and Media Policy

Current Ownership



1. T-Mobile USA, Inc. has a 100% equity and voting interest in all entities except for Iowa Wireless Services Holding Corporation, in which it has a 53.6% non-controlling interest.

Proposed Ownership



1. T-Mobile USA, Inc. has a 100% equity and voting interest in all entities except for Iowa Wireless Services Holding Corporation, in which it has a 53.6% non-controlling interest.