

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of

T-Mobile US, Inc.

Petition for Declaratory Ruling under  
Section 310(b)(4) of the Communications  
Act of 1934, as Amended

IB Docket No. \_\_\_\_\_

To: International Bureau  
Federal Communications Commission

**PETITION FOR DECLARATORY RULING**

Pursuant to 47 U.S.C. § 310(b)(4) of the Communications Act of 1934, as amended, and 47 C.F.R. § 1.990(a)(1) of the Commission’s rules, T-Mobile US, Inc. (“T-Mobile US”), on behalf of itself and its subsidiaries and affiliates holding Federal Communications Commission (“FCC” or “Commission”) common carrier radio licenses (“Petitioner” or “T-Mobile US”), respectfully petitions the FCC for a declaratory ruling that it would not serve the public interest to prohibit foreign ownership in T-Mobile US of more than 25 percent.

The Commission recently determined that the public interest would be served by allowing up to 100 percent indirect foreign investment in T-Mobile US and its licensee subsidiaries by Deutsche Telekom AG (“DT”).<sup>1</sup> As described below, DT will execute an internal corporate reorganization that will result in the insertion of a wholly owned indirect subsidiary organized in the Netherlands, Deutsche Telekom Holding B.V. (“DT Holding B.V.”), into T-

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<sup>1</sup> *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2359 (2013) (“DT-MetroPCS Order”).

Mobile US's ownership chain. There will be no additional changes to T-Mobile US's ownership structure. Because this non-U.S. company was not previously approved by the Commission, T-Mobile US seeks approval for the insertion of this holding company into T-Mobile US's ownership chain. T-Mobile US, DT, and all intermediate owners of T-Mobile US affirm that they are subject to the existing Network Security Agreement, originally entered into as of January 12, 2001,<sup>2</sup> first modified as of February 22, 2008,<sup>3</sup> and recently modified as of March 5, 2013.<sup>4</sup> DT Holding B.V. agrees that once the proposed transaction closes, it also will be subject to the existing NSA.

In addition, pursuant to the FCC's recently released foreign ownership rules,<sup>5</sup> T-Mobile US requests that the Commission's declaratory ruling include the following authority:

1. The specific non-U.S. entities with a non-controlling interest described herein should be permitted to increase their equity and/or voting interest, at some future time, up to and including a non-controlling indirect 49.99 percent equity and/or voting interest;
2. As previously authorized,<sup>6</sup> the specific non-U.S. entities with a controlling interest should be permitted to increase their interests, at some future time, up to and including 100 percent of T-Mobile US's equity and/or voting interests;
3. This declaratory ruling should include all of T-Mobile US's subsidiaries and affiliates, whether existing at this time or formed or acquired subsequently;<sup>7</sup>

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<sup>2</sup> Appended to the *DT-Voicemail Order*, 16 FCC Rcd 9779 (2001).

<sup>3</sup> Appended to the *T-Mobile-SunCom Order*, 23 FCC Rcd 2515 (2008).

<sup>4</sup> Appended to the *DT-MetroPCS Order*, *supra* note 1.

<sup>5</sup> *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 5741 (2013) ("2013 Foreign Ownership Order").

<sup>6</sup> *DT-MetroPCS Order* at 2359.

<sup>7</sup> For the Commission's convenience, a list of T-Mobile US's current subsidiaries and affiliates is attached as Appendix A.

4. DT should be permitted to introduce new, non-U.S.-organized companies into its vertical ownership chain as long as the new non-U.S.-organized company is under 100 percent common ownership and control;
5. This declaratory ruling should include all services to which section 310(b) applies and all geographic areas.

## **II. BACKGROUND AND DESCRIPTION OF OWNERSHIP**

The Commission recently reviewed and approved the ownership structure and non-U.S. interests in T-Mobile US as part of the *DT-MetroPCS Order*. Specifically, T-Mobile Global Holding GmbH (“T-Mobile Holding”), a German company, holds a direct 74 percent controlling interest in T-Mobile US. T-Mobile Holding is 100 percent owned by T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”), a German company. T-Mobile Global, in turn, is 100 percent owned by DT, a German company. Two shareholders hold a ten percent or greater interest in DT - (1) the Federal Republic of Germany (“FRG”), holds approximately a 15 percent direct interest in DT and (2) Kreditanstalt für Wiederaufbau (“KfW”) – a bank organized in Germany that is 80 percent owned by the FRG and 20 percent owned by the German federal states – holds approximately a 17 percent direct interest in DT. The declaratory ruling issued as part of the *DT-MetroPCS Order* permits T-Mobile US to be “100 percent owned indirectly, as a result of foreign ownership interests held in their controlling U.S. parent, by T-Mobile Global and T-Mobile Holding (individually), by Deutsche Telekom (individually), and by Deutsche Telekom’s shareholders (collectively).”

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., a Dutch company, into the ownership chain. Specifically, T-Mobile Holding 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 the 74 percent direct interest in T-Mobile US. No other changes will be made to the ownership of T-Mobile US.<sup>8</sup>

The scope of authority in the *DT-MetroPCS Order* declaratory ruling, which was released prior to the adoption of the Commission's new foreign ownership rules, is limited to the non-U.S. entities named in the application.<sup>9</sup> Because DT Holding B.V. was not specifically approved as part of the *DT-MetroPCS Order*, T-Mobile US now seeks specific authority for this non-U.S. entity and all authority available as a result of the FCC's new foreign ownership rules.<sup>10</sup>

### **III. INFORMATION REQUIRED BY SECTION 1.991**

#### **Section 1.991(a): Contact Information, FRN, Place of Organization, and Type of Business**

T-Mobile US, Inc.  
FRN: 0014194476  
12920 SE 38th Street  
Bellevue, WA 98006  
Tel: (425) 383-8401  
Fax: (425) 383-4040  
Email: fccregulatorycompliancecontact@t-mobile.com  
Place of  
Organization: Delaware  
Type of Business: Corporation

#### **Section 1.991(b): Legal Counsel Contact**

Nancy J. Victory

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<sup>8</sup> Charts detailing the ownership of T-Mobile US before and after the transaction are attached as Appendix B.

<sup>9</sup> See *DT-MetroPCS Order* at 2359 (“the T-Mobile USA/MetroPCS Common Carrier Licensees shall obtain prior Commission approval before any foreign individual or entity acquires a direct or indirect equity and/or voting interest in T-Mobile US, Inc. in excess of 25 percent, with the exception of the equity and voting interests held currently by the [Federal Republic of Germany (“FRG”)] and [Kreditanstalt für Wiederaufbau (“KfW”) – a bank organized in Germany that is 80 percent owned by the FRG and 20 percent owned by the German federal states].”).

<sup>10</sup> See *2013 Foreign Ownership Order*, *supra* note 5.

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### **Section 1.991(c)(1): Licensees Covered By Declaratory Ruling**

T-Mobile US seeks a declaratory ruling for itself and all of its commonly controlled U.S. organized subsidiaries and affiliates (the “T-Mobile Licensees”), whether currently existing or acquired or formed subsequently, so long as the foreign ownership remains in compliance with the terms and conditions of the ruling. See 47 C.F.R. § 1.994(b). A list of the current T-Mobile Licensees is included as Appendix A.

### **Section 1.991(c)(2): Associated Applications**

T-Mobile US will file applications and notifications as required by the FCC’s rules for the *pro forma* transfer of all FCC authorizations due to the corporate reorganization described above. T-Mobile US plans to file all applications that require prior approval within the next few weeks.

### **Section 1.991(d): Type of Declaratory Ruling**

T-Mobile US seeks authority under Section 1.991(a)(1) of the Commission’s rules.

### **Section 1.991(e) and (g): Direct Ownership**

The following entity holds a ten percent or greater direct ownership interest in T-Mobile US:

<b>Name:</b>	Deutsche Telekom Holding B.V.
<b>Address:</b>	Stationsplein 8-K, Office Number 809 6221 BT Maastricht
<b>Citizenship:</b>	Netherlands
<b>Principal Business:</b>	Holding company
<b>Type of Business</b>	
<b>Organization:</b>	Limited Liability Company
<b>Percentage Held:</b>	Direct 74% equity and voting interest in T-Mobile US

No other individual or entity holds a ten percent or greater direct equity or voting interest in T-Mobile US.

### **Section 1.991(f) and (g): Indirect Ownership**

The following entities hold a ten percent or greater indirect ownership interest in T-Mobile US:

<b>Name:</b>	T-Mobile Global Holding GmbH (“T-Mobile Holding”)
<b>Address:</b>	Landgrabenweg 151 Bonn, Germany 53227
<b>Citizenship:</b>	Germany
<b>Principal Business:</b>	Telecommunications and information services
<b>Type of Business</b>	
<b>Organization:</b>	Limited Liability Company
<b>Percentage Held:</b>	T-Mobile Holding will directly hold a 100% equity and voting interest in Deutsche Telekom Holding B.V.
<b>Name:</b>	T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”)
<b>Address:</b>	Friedrich-Ebert-Allee 140 Bonn, Germany 53111
<b>Citizenship:</b>	Germany
<b>Principal Business:</b>	Telecommunications and information services
<b>Type of Business</b>	
<b>Organization:</b>	Limited Liability Company
<b>Percentage Held:</b>	T-Mobile Global directly holds a 100% equity and voting interest in T-Mobile Holding.
<b>Name:</b>	Deutsche Telekom AG (“DT”)
<b>Address:</b>	Friedrich-Ebert-Allee 140 Bonn, Germany 53113
<b>Citizenship:</b>	Germany
<b>Principal Business:</b>	Telecommunications and information services
<b>Type of Business</b>	
<b>Organization:</b>	Corporation
<b>Percentage Held:</b>	DT directly holds a 100% equity and voting interest in T-Mobile Global.
<b>Name:</b>	Kreditanstalt für Wiederaufbau (“KfW”)
<b>Address:</b>	Palmengartenstrasse 5-9 Frankfurt, Germany 60325
<b>Citizenship:</b>	Germany
<b>Principal Business:</b>	Commercial banking
<b>Type of Business</b>	
<b>Organization:</b>	Bank
<b>Percentage Held:</b>	KfW, a bank controlled by the German government and federal states, holds approximately 17 percent of the equity and voting interests of DT.
<b>Name:</b>	Federal Republic of Germany (“FRG”)
<b>Address:</b>	c/o Federal Ministry of Finance Wilhelmstr 97 Berlin, Germany 10117

<b>Citizenship:</b>	Germany
<b>Principal Business:</b>	Government entity
<b>Type of Business</b>	
<b>Organization:</b>	Government entity
<b>Percentage Held:</b>	FRG directly holds approximately 15 percent of the equity and voting interests of DT. FRG also directly holds approximately 80 percent of the equity and voting interests in KfW which, as described above, holds approximately 17 percent of the ownership interests in DT. Thus, FRG is deemed to hold approximately 32 percent of the equity and voting interests in DT.

No other individual or entity holds a direct or indirect ten percent or greater interest in T-Mobile US.

### **Section 1.991(h)(1): Estimate of Aggregate Foreign Ownership**

The Commission recently approved the aggregate foreign ownership in T-Mobile US as part of the *DT-MetroPCS Order*.<sup>11</sup> This aggregate foreign ownership information is incorporated by reference.

### **Section 1.991(h)(2): Ownership Chart**

Charts depicting T-Mobile US's ownership before and after the proposed corporate restructuring are attached as Appendix B.

### **Section 1.991(i) and (j): Requests for Specific Approval**

T-Mobile US requests specific approval for each of the entities listed above in response to Sections 1.991(e)-(g).

### **Section 1.991(k): Requests for Advance Approval**

T-Mobile US seeks approval for the following entities with a controlling interest in T-Mobile US to increase their interests in T-Mobile US, at some future time, up to any amount, including 100 percent of the equity and voting interests in T-Mobile US. The FCC has previously granted this authority for all entities included below except for Deutsche Telekom Holding B.V.<sup>12</sup>

- Deutsche Telekom Holding B.V.
- T-Mobile Global Holding GmbH ("T-Mobile Holding")
- T-Mobile Global Zwischenholding GmbH ("T-Mobile Global")
- Deutsche Telekom AG ("DT")

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<sup>11</sup> See *DT-MetroPCS Order* at 2352-2359.

<sup>12</sup> See *supra* note 6.

T-Mobile US also seeks approval for the following entities to increase their aggregate interest in T-Mobile US, at some future time, up to and including a non-controlling 49.99 percent equity and voting interest in T-Mobile US.

- Kreditanstalt für Wiederaufbau (“KfW”)
- Federal Republic of Germany

#### **IV. GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST**

The FCC recently determined that the public interest would be served by allowing up to 100 percent indirect foreign investment in T-Mobile US.<sup>13</sup> Other than the addition of one Dutch holding company, the foreign ownership of T-Mobile US remains unchanged. Ultimate control of T-Mobile US is not affected by this change. Thus, the same public interest rationale that applied to the Commission’s March 2013 decision approving T-Mobile’s non-U.S. ownership should also apply to this pro forma change.

Since that declaratory ruling, the Commission has further streamlined its foreign ownership rules, finding that “foreign investment has been and will continue to be an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.”<sup>14</sup> The newly adopted rules were implemented specifically to provide licensees with the type of flexibility T-Mobile US requests in this Petition. Grant of this Petition will serve the public interest by facilitating foreign investment in a U.S. telecommunications company that will allow expanded and improved service to U.S. consumers.

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<sup>13</sup> *DT-MetroPCS Order* at 2359.

<sup>14</sup> *2013 Foreign Ownership Order* at 5744, ¶ 3.



**V. CONCLUSION**

For the forgoing reasons, T-Mobile US requests that the Commission promptly grant the requested declaratory ruling.

Respectfully submitted,

*/s/ Kathleen Ham*

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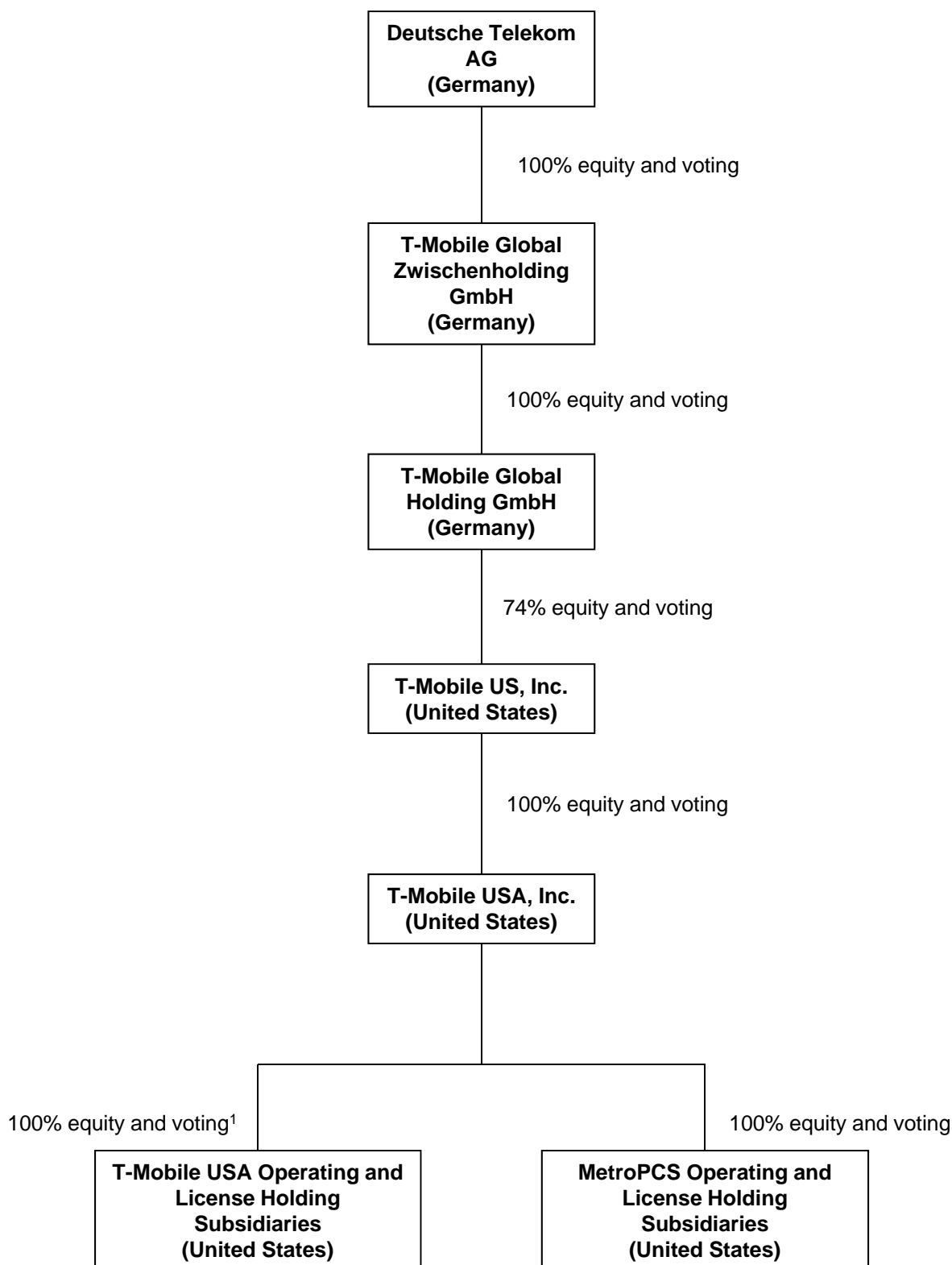
**APPENDIX A:****T-MOBILE US, INC. AFFILIATES AND SUBSIDIARIES HOLDING RADIO  
LICENSES**

<b>Company Name</b>	<b>FRN</b>	<b>Radio Service(s) (Radio Service Code)</b>
Iowa Wireless Services Holding Corporation	0002576874	AWS, 1710-1755/2110-2155 MHz Bands (AW) PCS Broadband (CW) 3650-3700 MHz (NN)
MetroPCS 700 MHz, LLC	0017131202	700 MHz Lower Band (Blocks A, B, E) (WY)
MetroPCS AWS, LLC	0015005598	AWS, 1710-1755/2110-2155 MHz Bands (AW) Common Carrier Fixed Point-to-Point Microwave (CF) PCS Broadband (CW)
MetroPCS California, LLC	0014512891	AWS, 1710-1755/2110-2155 MHz Bands (AW) Common Carrier Fixed Point-to-Point Microwave (CF) PCS Broadband (CW)
MetroPCS Florida, LLC	0014545644	AWS, 1710-1755/2110-2155 MHz Bands (AW) Common Carrier Fixed Point-to-Point Microwave (CF) PCS Broadband (CW)
MetroPCS Georgia, LLC	0014512941	AWS, 1710-1755/2110-2155 MHz Bands (AW) Common Carrier Fixed Point-to-Point Microwave (CF) PCS Broadband (CW)
MetroPCS Massachusetts, LLC	0017970328	AWS, 1710-1755/2110-2155 MHz Bands (AW)
MetroPCS Michigan, Inc.	0014050579	AWS, 1710-1755/2110-2155 MHz Bands (AW) Common Carrier Fixed Point-to-Point Microwave (CF)
MetroPCS Networks California, LLC	0015117062	Common Carrier Fixed Point-to-Point Microwave (CF) PCS Broadband (CW)
MetroPCS Networks Florida, LLC	0015117088	PCS Broadband (CW)

<b>Company Name</b>	<b>FRN</b>	<b>Radio Service(s) (Radio Service Code)</b>
MetroPCS Texas, LLC	0013336714	AWS, 1710-1755/2110-2155 MHz Bands (AW) Common Carrier Fixed Point-to-Point Microwave (CF) PCS Broadband (CW)
Powertel Memphis Licenses, Inc.	0001832807	PCS Broadband (CW)
SunCom Wireless License Company, LLC	0003246055	Common Carrier Fixed Point-to-Point Microwave (CF) Cellular (CL) PCS Broadband (CW)
T-Mobile License LLC	0001565449	AWS, 1710-1755/2110-2155 MHz Bands (AW) Common Carrier Fixed Point-to-Point Microwave (CF) PCS Broadband (CW) Industrial/Business Pool, Conventional (IG) Experimental
T-Mobile Puerto Rico LLC	0014848477	AWS, 1710-1755/2110-2155 MHz Bands (AW) Common Carrier Fixed Point-to-Point Microwave (CF) PCS Broadband (CW)
T-Mobile USA, Inc.	0004121760	PCS Broadband (CW) Local Multipoint Distribution Service (LD) 39 Ghz, Auctioned (TN)
VoiceStream Pittsburgh, L.P.	0003408150	PCS Broadband (CW)

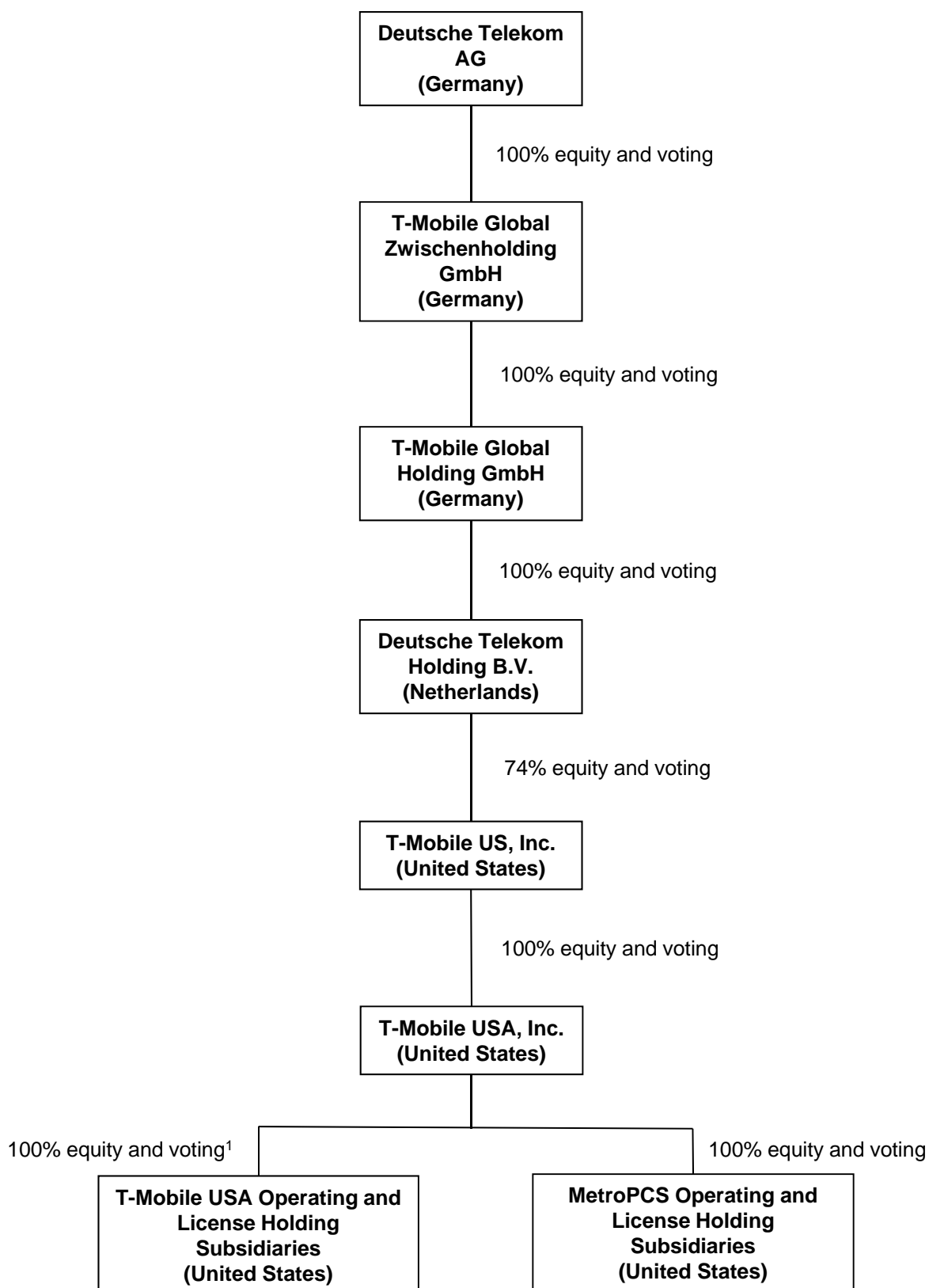
# APPENDIX B

## 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.