

**ATTACHMENT 1 TO FCC ELECTRONIC FORM
ATTACHMENT 1**

Pursuant to Section 214 of the Communications Act of 1934, as amended, ("the Act"), 47 U.S.C. § 214, and Section 63.24(f) of the Commission's rules, 47 C.F.R. § 63.24(f), Shentel Communications, LLC ("Shentel") and T-Mobile USA, Inc. ("T-Mobile" and collectively with Shentel, "Applicants") hereby seek Commission authority for the partial assignment of Shentel's international Section 214 authority to T-Mobile. The Applicants request that Shentel retain its Section 214 authorization and file number and that the partially assigned authority be incorporated into one of T-Mobile's existing international Section 214 authorizations.

Answer to Question 10

Section 63.18(c): The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Assignor

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With a copy to:

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Assignee

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Section 63.18(d): A statement as to whether the applicant has previously received authority under Section 214 of the Act.

Shentel, a limited liability company organized under the laws of Virginia, holds international Section 214 authorization File No. ITC-214-19970721-00420, which is being assigned to T-Mobile in the proposed transaction.¹

T-Mobile USA, a corporation organized under the laws of Delaware, holds four international Section 214 authorizations: (1) File No. ITC-214-20061004-00452 (global resale service); (2) File No. ITC-214-19960930-00473 (global resale service); (3) File No. ITC-214-20120301-00067 (global resale service); and (4) File No. ITC-214-20011116-00601 (global resale service).

Answer to Question 11

Section 63.18(h): The name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten percent of the equity interests and/or voting interests, or a controlling interest, of the assignee, and the percentage of equity and/or voting interest owned by each of those entities (to the nearest one percent).

Name:	T-Mobile US, Inc. (“T-Mobile US”)
Address:	12920 SE 38th Street Bellevue, WA 98006
Citizenship:	U.S.
Type of Organization:	Corporation
Principal Business:	Telecommunications and information services
Percentage Held:	T-Mobile US holds a direct 100 percent equity and voting interest in T-Mobile.

Name:	Deutsche Telekom Holding B.V. (“DT Holding”)
Address:	Stationsplein 8-K, Office Number 809 6221 BT Maastricht Netherlands
Place of Organization:	Netherlands
Type of Organization:	Corporation
Principal Business:	Holding company
Percentage Held:	DT Holding holds approximately a 43 percent direct equity and voting interest in T-Mobile US.

Name:	T-Mobile Global Holding GmbH (“T-Mobile Holding”)
Address:	Landgrabenweg 151 Bonn, Germany 53227
Citizenship:	Germany
Type of Organization:	Corporation
Principal Business:	Telecommunications and information services

¹ As noted above, the Applicants request that Shentel retain its Section 214 file number and that the partially assigned authority be incorporated into one of T-Mobile’s existing international Section 214 authorizations.

Percentage Held: T-Mobile Holding holds a direct 100 percent equity and voting interest in DT Holding.

Name: T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”)
Address: Friedrich-Ebert-Allee 140
Bonn, Germany
Citizenship: Germany
Type of Organization: Corporation
Principal Business: Telecommunications and information services
Percentage Held: T-Mobile Global holds a direct 100 percent equity and voting interest in T-Mobile Holding.

Name: Deutsche Telekom AG (“DT”)
Address: Friedrich-Ebert-Allee 140
Bonn, Germany
Citizenship: Germany
Type of Organization: Corporation
Principal Business: Telecommunications and information services
Percentage Held: DT holds a direct 100 percent equity and voting interest in T-Mobile Global. DT has *de facto* control of T-Mobile US – and thus Transferee – as a result of a proxy agreement which authorizes DT to vote a majority of the stock of T-Mobile US.

Name: Kreditanstalt für Wiederaufbau (“KfW”)
Address: Palmengartenstrasse 5-9
Frankfurt, Germany 60325
Citizenship: Germany
Type of Organization: Corporation
Principal Business: Commercial banking
Percentage Held: KfW, a bank controlled by the German government and federal states, holds approximately 17 percent of the ownership interests of DT.

Name: Federal Republic of Germany (“FRG”)
Address: c/o Federal Ministry of Finance
Wilhelmstr 97
Berlin, Germany 10117
Citizenship: Germany
Type of Organization: Government entity
Principal Business: Government
Percentage Held: FRG directly holds approximately 15 percent of the ownership interests of DT. FRG also directly holds approximately 80 percent of the ownership 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 DT.

No other individual or entity will hold directly or indirectly a ten percent or greater equity and/or voting interest in T-Mobile.

Answer to Question 12

Section 63.18(h): The assignee shall also identify any interlocking directorates with a foreign carrier.

T-Mobile has no interlocking directorates with a foreign carrier.

Answer to Question 13

The proposed assignment is an outgrowth of the merger of T-Mobile US, Inc. and Sprint Corporation, which closed on April 1, 2020. Since 1999, Assignor has operated under a Sprint-branded affiliation arrangement relating to the provision of wireless mobility communications in the Shentel service area. Pursuant to that arrangement, the consummation of the T-Mobile/Sprint merger and the commencement of the integration of their respective businesses in the Shentel service area triggered a right for Sprint (now T-Mobile) to elect to purchase Shentel's wireless operating assets, including customers. If T-Mobile did not exercise its purchase option, then Shentel would have had the option to purchase T-Mobile's business in the Shentel network area and, if Shentel did not exercise that option, then T-Mobile would have had to divest or shut down its network in the Shentel service area. On August 26, 2020, T-Mobile timely exercised its right to purchase the Shentel wireless operating assets, including its wireless customer base. Subsequent to the option exercise, the parties went through a third-party appraisal process that in January 2021 resulted in a final determination of a purchase price for the wireless operating assets. The parties have now entered into a letter of intent to effect the transaction.

The proposed assignment is in the public interest. As noted above, the contemplated transaction is an outgrowth of the T-Mobile/Sprint merger and triggered by the terms of the affiliation arrangement between Sprint and Shentel. In approving the merger, the Commission found that the transaction would advance the public interest, including by accelerating the deployment of world-leading 5G service broadly across the United States.² Indeed, to ensure that will be the case, the Commission adopted as conditions to its approval, aggressive 5G build-out requirements backed by billions of dollars in penalties if they are not achieved. These build-out requirements are consistent with T-Mobile's business plan for the combined company. However, if T-Mobile were forced to cease operating its combined T-Mobile and Sprint network assets and spectrum in the Shentel service area – which T-Mobile risked if it did not exercise its right to buy Shentel's wireless assets – these build-out benchmarks would be extremely difficult to achieve and the significant benefits contemplated under the merger approval order – including stimulating competitive responses from other mobile wireless providers³ – would be put at risk. For that reason, authorizing the transaction to proceed is plainly in the public interest.

Further, the proposed assignment of the Shentel network assets and licenses will enable T-Mobile to expand cell site backhaul in remote and rural areas within Shentel's service area. This

² See *Applications of T-Mobile US, Inc. and Sprint Corporation for Transfer of Control of Licenses and Authorizations, et al.*, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, 10682-83 ¶ 236 (2019) (“*Merger Approval Order*”).

³ *Id.* at ¶ 173 (“The deployments reflected by these commitments, adopted herein as conditions to our approval, will likely elicit a competitive response from other mobile wireless providers.”).

will enable T-Mobile to enhance its coverage and service quality in those areas, benefitting rural Americans. The assignment of the Section 214 authority will also enable continuity of service for Shentel customers moving to T-Mobile as part of the transaction.

As a result of the proposed transaction, T-Mobile will become the telecommunications service provider to the assigned customers. Section 63.24(b) note of the Commissioner's rules (47 C.F.R. § 63.24 note) provides: "[t]he sale of a customer base, or a portion of a customer base, by a carrier to another carrier, is a sale of assets and shall be treated as an assignment, which requires prior Commission approval under this section." Therefore, the Applicants are filing this Application in compliance with Section 63.24(b) to seek the Commission's approval for the sale and assignment of the Sprint mobile wireless customer in Shentel's service area who are covered by the affiliation arrangement to T-Mobile. Attached is a chart showing T-Mobile's ownership.

Answer to Question 14

Section 63.18(i): A certification as to whether or not the assignee is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the assignee is, or is affiliated with, a foreign carrier.

T-Mobile is affiliated with the following foreign carriers ("Foreign Carrier Affiliates"):

Argentina: T-Systems Argentina S.A.; and Sprint International Argentina SRL

Australia: Sprint International Australia Pty Ltd

Austria: T-Mobile Austria GmbH; T-Systems Austria GesmbH; Antel Germany GmbH; Deutsche Telekom Global Business Solutions GmbH; and Sprint International Austria GmbH

Belgium: Deutsche Telekom Global Business Solutions Belgium NV; and SprintLink Belgium BVBA

Bosnia-Herzegovina: Hrvatske telekomunikacije d.d. Mostar

Brazil: T-Systems do Brasil Ltda.; T-Systems Telecomunicações e Serviços Ltda.; and Sprint Brasil Serviços de Telecomunicações Ltda.

Canada: Deutsche Telekom Global Business Solutions Canada Inc.; and Sprint International Communications Canada ULC

Chile: Sprint International Chile Ltda.

Colombia: Sprint International Colombia Ltda.

Croatia: Hrvatski Telekom d.d.

Czech Republic: T-Mobile Czech Republic a.s.; and Sprint International Czech Republic S.R.O.

Denmark: T-Systems Nordic A/S Denmark; Deutsche Telekom Nordic A/S; and SprintLink Denmark ApS

Finland: T-Systems Nordic A/S; and Deutsche Telekom Nordic A/S siviliiike Suomessa

France: T-Systems France SAS; Deutsche Telekom Global Business Solutions France SAS; and SprintLink France SAS

Germany: Telekom Deutschland GmbH; Antel Germany GmbH; Deutsche Telekom Business Solutions GmbH; and SprintLink Germany GmbH

Greece: Deutsche Telekom Global Business Solutions Greece E.P.E.;⁴ Hellenic Telecommunications Organization S.A.; and Cosmote Mobile Telecommunications S.A.

Hong Kong, China: Deutsche Telekom Global Business Solutions China (HK) Limited; and Sprint Hong Kong Ltd

Hungary: Magyar Telekom Nyrt.; Deutsche Telekom IT & Telecommunications Hungary Kft.; and Sprint International Hungary Kft.

India: Sprint Telecom India Private Limited

Ireland: T-Systems Ltd.; Deutsche Telekom Global Business Solutions UK Ltd.; and SprintLink Ireland Ltd.

Italy: Deutsche Telekom Global Business Solutions Italia S.r.l.; and SprintLink Italy S.r.l.

Japan: Deutsche Telekom GBS Japan K.K.; and Sprint International Japan Corporation

Korea (South): Sprint International Korea

Luxembourg: Deutsche Telekom Global Business Solutions Luxembourg S.A.; and Deutsche Telekom Global Business Solutions Belgium NV

Macedonia: Makedonski Telekom A.D.

Malaysia: SprintLink International Malaysia Sdn. Bhd.

⁴ This is a new name for the previously disclosed affiliate, T-Systems Information and Communication Technology E.P.E.

Mexico: T-Systems Mexico, S.A. de C.V.; DTAG Global Business Solutions Mexico, S.A. de C.V.; and SIHI Mexico S. de R.L. de C.V.

Montenegro: Crnogorski Telekom a.d. Podgorica (formerly Telekom Crne Gore A.D.)

Netherlands, The: T-Mobile Netherlands B.V.; T-Systems Nederland B.V.; Deutsche Telekom Global Business Solutions Nederland B.V.; and SprintLink Netherlands B.V.

New Zealand: Sprint International New Zealand

Norway: T-Systems Nordic A/S/ Norway; Deutsche Telekom Nordic (NUF); and Sprint International Norway AS

Poland: T-Mobile Polska S.A. (formerly Polska Telefonía Cyfrowa S.A.); T-Systems Polska Sp. z o.o.; GTS Poland Sp. z o.o.; and SprintLink Poland Sp. z o.o.

Portugal: Deutsche Telekom Global Business Solutions Iberia SLU – Sucursal em Portugal

Romania: Telekom Romania Communications S.A. (formerly SC Romtelecom S.A.); Telekom Romania Mobile Communications S.A. (formerly Cosmote Romanian Mobile Telecommunications S.A.); and GTS Telecom S.R.L.

Russia: OOO Deutsche Telekom GBS RUS;⁵ and Sprint RUS LLC

Singapore: T-Systems Singapore Pte. Ltd; Deutsche Telekom Global Business Solutions Singapore Pte. Ltd.; and Sprint International Communications Singapore Pte. Ltd.

Slovakia: Slovak Telekom, a.s.

Slovenia: Deutsche Telekom Global Business Solutions, telekomunikacije, d.o.o.⁶

South Africa: T-Systems South Africa Pt. Ltd.

Spain: T-Systems ITC Iberia, S.A; Deutsche Telekom Global Business Solutions Iberia S.L.; and Sprint International Spain, S.L.

Sweden: T-Systems Nordic A/S; Deutsche Telekom Nordic A/S Sverige Filial; and SIHI Scandinavia AB

Switzerland: T-Systems Schweiz AG; Deutsche Telekom Global Business Solutions Schweiz AG; and SprintLink International (Switzerland) GmbH

⁵ This is a new name for the previously disclosed affiliate, T-Systems CIS.

⁶ This is a new name for the previously disclosed affiliate, T-Systems informacij ski sistemi, d.o.o.

Taiwan: Sprint International Taiwan Ltd.

Thailand: Sprint (Thailand) Limited

Turkey: Deutsche Telekom Global Business Solutions Telekomünikasyon Limited Sirketi⁷

Ukraine: TOB T-Systems Ukraine (in Liquidation); and GTS Ukraine L.L.C.

United Kingdom: Deutsche Telekom Global Business Solutions UK Ltd.; and SprintLink UK Ltd

Answer to Question 15

Section 63.18(j): A certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true. The certification shall state with specificity the foreign carriers and destination countries: (1) The applicant is a foreign carrier in that country; or (2) The applicant controls a foreign carrier in that country; or (3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country. (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

Pursuant to Section 63.18(j) of the Commission's rules, 47 C.F.R. § 63.18(j), T-Mobile certifies that more than 25 percent of its stock will be (indirectly) owned by DT, which holds controlling interests in certain foreign carriers in destination countries where T-Mobile will provide international telecommunications service. These carriers and the countries where they provide service are identified above in the answer to Question 14. T-Mobile's indirect foreign ownership has not changed materially since the Commission last reviewed its ownership in authorizing the merger of T-Mobile and Sprint in November 2019.⁸

Answer to Question 18

Section 63.18(k): For any country that the applicant has listed in response to paragraph (j) of this section that is not a member of the World Trade Organization, the applicant shall make a demonstration as to whether the foreign carrier has market power, or lacks market power, with reference to the criteria in § 63.10(a).

Answer to Question 19

⁷ This is a new name for the previously disclosed affiliate, T-Systems Telekomünikasyon Ltd Sirketi.

⁸ See *Merger Approval Order* at ¶¶ 361-63.

In accordance with Section 63.18(k) of the Commission's rules, 47 C.F.R. § 63.18(k), T-Mobile certifies that all of the countries listed in its response to Question 15 (therein referencing its response to Question 14) are WTO Member countries.⁹

Answer to Question 16

Section 63.18(m): With respect to regulatory classification under § 63.10 of this part, any applicant that is or is affiliated with a foreign carrier in a country listed in response to paragraph (i) of this section and that desires to be regulated as non-dominant for the provision of particular international telecommunications services to that country should provide information in its application to demonstrate that it qualifies for non-dominant classification pursuant to § 63.10 of this part.

Pursuant to Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10, T-Mobile qualifies for non-dominant classification on all routes between the United States and the countries listed in response to Question 14 above, with the exception of Croatia, Germany, Greece, Hungary, Macedonia, Montenegro, Romania, and Slovakia, where one of the Foreign Carrier Affiliates are dominant. The Commission has previously reviewed the above-identified Foreign Carrier Affiliates and has found only the carriers in Croatia, Germany, Greece, Hungary, Macedonia, Montenegro, Romania, and Slovakia to be dominant in their home markets.¹⁰ None of the Foreign Carrier Affiliates (other than those operating in Croatia, Germany, Greece, Hungary, Macedonia, Montenegro, Romania, and Slovakia) is a monopoly provider of communications services, and each lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, T-Mobile is presumptively classified as non-dominant on all U.S.-international routes with the exception of the routes between the United States and Croatia, Germany, Greece, Hungary, Macedonia, Montenegro, Romania, and Slovakia.

T-Mobile is considered dominant with respect to the U.S.-Croatia, U.S.-Germany, U.S.-Greece, U.S.-Hungary, U.S.-Macedonia, U.S.-Montenegro, U.S.-Romania, and U.S.-

⁹ See WTO Members and Observers List, http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm (last visited Feb. 13, 2021). While the WTO lists Bosnia-Herzegovina as an "observer government," Bosnia-Herzegovina is in the accession process. See https://www.wto.org/english/thewto_e/acc_e/a1_bosnie_e.htm (last visited Feb. 13, 2021).

¹⁰ See *Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 23 FCC Rcd 2515, 2524 (2008) ("*T-Mobile-SunCom Order*"). The Commission did not review T-Mobile's foreign carrier affiliate in Romania as part of the T-Mobile-SunCom transaction, but this carrier has a greater than 50 percent market share in the fixed access market. Accordingly, T-Mobile agrees to be classified as a dominant carrier on the U.S.-Romania route and to comply with the dominant carrier safeguards contained in Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10.

See also Notification of Foreign Carrier Affiliates, Sprint Communications Company, LP; Sprint Communications Inc.; Sprint Spectrum L.P.; SprintCom, Inc.; US Telecom, Inc.; and Virgin Mobile USA, L.P., IBFS File Nos. FCN-NEW-20180216-00005 and FCN-NEW-20180427-00016. Sprint Corporation filed a supplement to these FCNs on May 17, 2018, the International Bureau put both Notifications on Public Notice on August 7, 2018. See Public Notice, DA 18-822 (Aug. 7, 2018).

Slovakia routes¹¹ and agrees to comply with the dominant carrier safeguards contained in Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10, on these routes.

Section 63.18(n): A certification that the applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

T-Mobile certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Section 63.18(o): A certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853a.

T-Mobile hereby certifies that to the best of its knowledge, information, and belief, no party to this Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988 and 47 C.F.R. §§ 1.2001-1.2002.

Section 63.18(p): If the applicant desires streamlined processing pursuant to § 63.12, a statement of how the application qualifies for streamlined processing.

The Applicants request streamlined processing of the Application. The Application qualifies for streamlined processing under Section 63.12(c)(vi) because, as noted in response to Question 10 above, the Assignee has already been authorized to provide global resale services on the affiliated destination routes and agrees to be subject to all of the conditions associated with such authorizations.

Exemption from Executive Branch Review

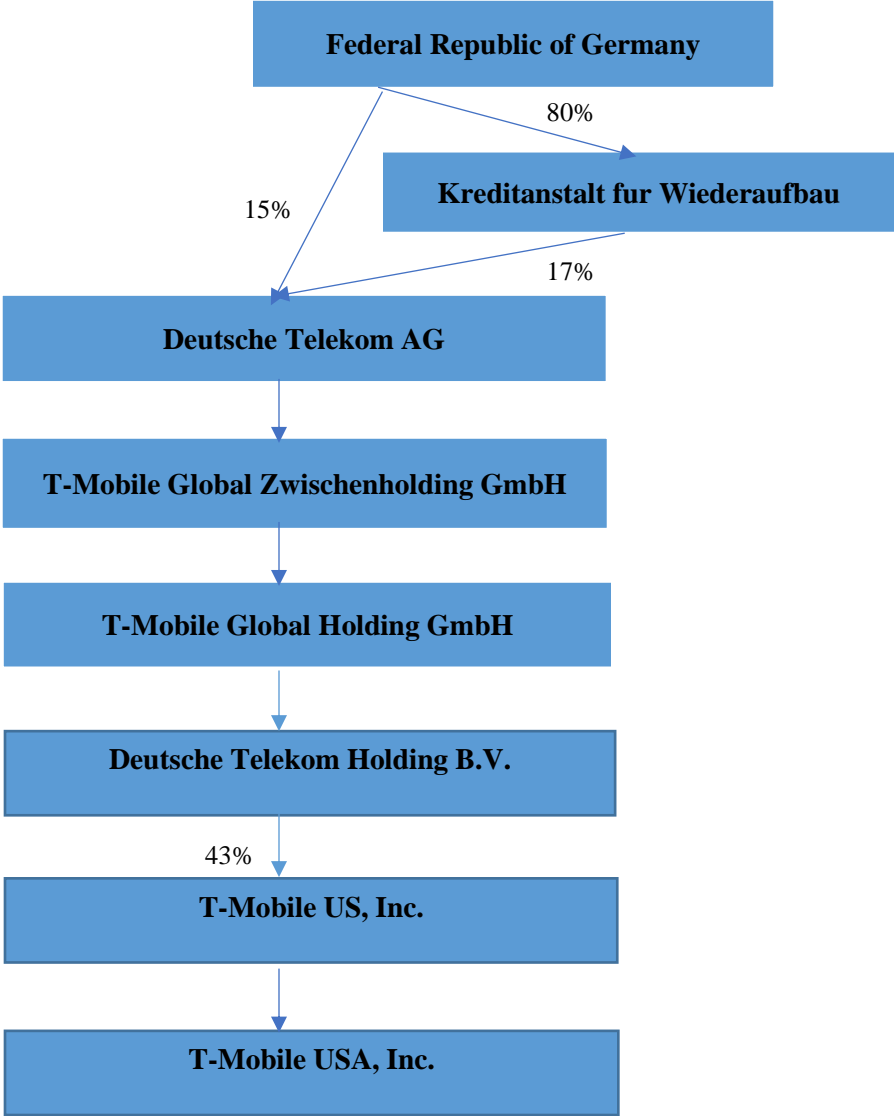
Pursuant to newly adopted Section 1.40001(a)(2)(iii), this Application should be exempt from referral for Executive Branch review because T-Mobile (i) holds existing international section 214 authorizations,¹² (2) is subject to an agreement with an Executive Branch agency concerning national security and/or law enforcement,¹³ (3) there are no new reportable foreign owners of T-Mobile since the effective date of the agreement, and (4) T-Mobile agrees to continue to comply with the terms of that agreement.

¹¹ See *T Mobile-SunCom Order*; see also *Foreign Carrier Affiliation Notification, Public Notice*, Report No. FCN00105, DA 09-1049 (May 14, 2009) (finding DT subsidiaries dominant on the U.S.-Greece route).

¹² See p. 2, *supra*.

¹³ See *Merger Approval Order* at ¶¶ 349-54.

T-Mobile Ownership:



* Interests are 100% unless otherwise specified.