

**ATTACHMENT 1 TO FCC ELECTRONIC FORM FOR *PRO*  
*FORMA* TRANSFER OF CONTROL OF INTERNATIONAL  
SECTION 214 AUTHORIZATION**

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), T-Mobile USA, Inc., a Delaware corporation (“T-Mobile USA”), hereby notifies the Commission of the *pro forma* transfer of control of the international Section 214 authorization held by Iowa Wireless Services, LLC, a Delaware limited liability company (“Iowa Wireless”), File No. ITC-214-20020513-00251 (global resale service). This transfer is part of the purchase by T-Mobile USA’s subsidiary of membership interests in Iowa Wireless that occurred on January 2, 2018.<sup>1</sup> The transaction did not change the ultimate ownership or control of the international Section 214 authorization at issue. Accordingly, the purchase of membership interests was *pro forma* in nature.

**Answer to Question 10 - Section 63.18(c)-(d):**

The transferor for the instant *pro forma* transfer of control filing is INS Wireless, Inc., an Iowa corporation (“INSW”):

**Contact Information:**

Craven Shumaker  
INS Wireless, Inc.  
7600 Office Plaza Drive South  
West Des Moines, Iowa 50266  
Tel: 515-258-7000  
Fax: 515-258-7100

With a copy to:

Tony Lee  
Fletcher, Heald & Hildreth, PLC  
1300 N 17<sup>th</sup> Street, 11<sup>th</sup> Floor  
Arlington, Virginia 22209  
Tel: 703-812-0442  
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lee@fhhlaw.com

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<sup>1</sup> Prior to the purchase of membership interests, the parties applied for and received consent to the *pro forma* transfer of private “MG” wireless radio licenses and a single “NN” 3650-3700 MHz license (ULS file no. 0007979716, granted by PN released Nov. 22, 2017, consummated ULS file no. 0008054710) held by Iowa Wireless’ wholly-owned subsidiary, Iowa Wireless Services Holding Corporation, a Delaware corporation (“IWSHC”). Post-consummation notification (under forbearance) was also filed with the Wireless Telecommunications Bureau with regard to the common carrier radio licenses in the PCS and AWS services held by IWSHC impacted by the purchase of membership interests in Iowa Wireless (ULS file no. 0008052619).

The transferee for the instant *pro forma* transfer of control filing is T-Mobile Central LLC, a Delaware limited liability company and a wholly-owned subsidiary of T-Mobile USA (“T-Mobile Central”):

Contact Information:

Shannon Reilly  
T-Mobile USA, Inc.  
12920 SE 38th Street  
Bellevue, Washington 98006  
Tel: 425-383-4000  
Fax: 425-383-4840  
[Shannon.reilly@t-mobile.com](mailto:Shannon.reilly@t-mobile.com)

With a copy to:

Doane Kiechel,  
Attorney at Law  
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International Section 214 Authority:

T-Mobile USA holds four international Section 214 authorizations, File Nos. ITC-214-20061004-00452 (global resale service), ITC-214-19960930-00473 (global resale service), ITC-214-20120301-00067 (global resale service), and ITC-214-20011116-00601 (global facilities-based and resale services). T-Mobile Puerto Rico LLC, a Delaware limited liability company and a wholly-owned subsidiary of T-Mobile USA, holds one international Section 214 authorization, File No. ITC-214-20070626-00246 (global resale service). As noted above, Iowa Wireless holds one international Section 214 authorization, File No. ITC-214-20020513-00251 (global resale service).

**Answer to Question 11 - Section 63.18(h):**

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

**Name:** T-Mobile USA, Inc. (“T-Mobile USA”)  
**Address:** 12920 SE 38<sup>th</sup> Street  
Bellevue, WA 98006  
**Citizenship:** USA (Delaware)  
**Principal Business:** Telecommunications  
**Percentage Held:** T-Mobile USA directly holds 100 percent of the ownership interests of T-Mobile Central.

**Name:** T-Mobile US, Inc. (“T-Mobile US”)

**Address:** 12920 SE 38<sup>th</sup> Street  
Bellevue, WA 98006  
**Citizenship:** USA (Delaware)  
**Principal Business:** Commercial Mobile Radio Service  
**Percentage Held:** T-Mobile US directly holds 100 percent of the ownership interests of T-Mobile USA, which directly holds 100 percent of the ownership interests of T-Mobile Central. T-Mobile US therefor indirectly holds 100 percent of the ownership interests of T-Mobile Central.

**Name:** Deutsche Telekom Holding B.V. (“DTH”)  
**Address:** 12920 SE 38<sup>th</sup> Street  
Bellevue, WA 98006  
**Citizenship:** Netherlands  
**Principal Business:** Commercial Mobile Radio Service  
**Percentage Held:** DTH directly holds 62.18 percent of the ownership interests of T-Mobile US. T-Mobile US directly holds 100 percent of the ownership interests of T-Mobile USA, which directly holds 100 percent of the ownership interests of T-Mobile Central. DTH therefor indirectly holds 62.18 percent of the ownership interests of T-Mobile Central.

**Name:** T-Mobile Global Holding GmbH (“TMHG”)  
**Address:** Landgrabenweg 151  
Bonn, 53227  
**Citizenship:** Germany  
**Principal Business:** Commercial Mobile Radio Service  
**Percentage Held:** TMHG directly holds 100 percent of the ownership interests of DTH. DTH directly holds 62.18 percent of the ownership interests of T-Mobile US. T-Mobile US directly holds 100 percent of the ownership interests of T-Mobile USA, which directly holds 100 percent of the ownership interests of T-Mobile Central. TMHG therefor indirectly holds 62.18 percent of the ownership interests of T-Mobile Central.

**Name:** T-Mobile Global Zwischenholding GmbH (“TGZ”)  
**Address:** Fredrich-Ebert-Allee 140  
Bonn, 53111  
**Citizenship:** Germany  
**Principal Business:** Commercial Mobile Radio Service  
**Percentage Held:** TGZ directly holds 100 percent of the ownership interests of TMHG. TMHG directly holds 100 percent of the ownership interests of DTH. DTH directly holds 62.18 percent of the ownership interests of T-Mobile US. T-Mobile US directly holds 100 percent of the ownership interests of T-Mobile USA, which directly holds 100 percent of the ownership interests of T-Mobile Central. TGZ therefor indirectly holds 62.18 percent of the ownership interests of T-Mobile Central.

**Name:** Deutsche Telekom AG (“DT”)  
**Address:** Fredrich-Ebert-Allee 140  
Bonn, 53113

**Citizenship:** Germany  
**Principal Business:** Commercial Mobile Radio Service  
**Percentage Held:** DT directly holds 100 percent of the ownership interests of TGZ. TGZ directly holds 100 percent of the ownership interests of TMHG. TMHG directly holds 100 percent of the ownership interests of DTH. DTH directly holds 62.18 percent of the ownership interests of T-Mobile US. T-Mobile US directly holds 100 percent of the ownership interests of T-Mobile USA, which directly holds 100 percent of the ownership interests of T-Mobile Central. DT therefor indirectly holds 62.18 percent of the ownership interests of T-Mobile Central.

**Name:** Kreditanstalt für Wiederaufbau (“KfW”)  
**Address:** Palmengartenstrasse 5-9  
Frankfort, Germany 60325  
**Citizenship:** Germany  
**Principal Business:** Commercial banking  
**Percentage Held:** KfW, a bank controlled by the German government and federal states, directly holds approximately 17.5 percent of the ownership interests of DT. DT directly holds 100 percent of the ownership interests of TGZ. TGZ directly holds 100 percent of the ownership interests of TMHG. TMHG directly holds 100 percent of the ownership interests of DTH. DTH directly holds 62.18 percent of the ownership interests of T-Mobile US. T-Mobile US directly holds 100 percent of the ownership interests of T-Mobile USA, which directly holds 100 percent of the ownership interests of T-Mobile Central. KfW therefor indirectly holds 10.88 percent of the ownership interests of T-Mobile Central.

**Name:** Federal Republic of Germany (“FRG”)  
**Address:** c/o Federal Ministry of Finance  
Wilhelmstr 97  
Berlin, Germany 10117  
**Citizenship:** Germany  
**Principal Business:** Government entity  
**Percentage Held:** FRG directly holds approximately 14.5 percent of the ownership interests of DT. FRG also directly holds approximately 80 percent of the ownership interests of KfW which, as described above, holds approximately 17.5 percent of the ownership interests of DT. DT directly holds 100 percent of the ownership interests of TGZ. TGZ directly holds 100 percent of the ownership interests of TMHG. TMHG directly holds 100 percent of the ownership interests of DTH. DTH directly holds 62.18 percent of the ownership interests of T-Mobile US. T-Mobile US directly holds 100 percent of the ownership interests of T-Mobile USA, which directly holds 100 percent of the ownership interests of T-Mobile Central. Thus, FRG is deemed to hold approximately 28.5 percent of the equity and voting interests in DT and indirectly holds approximately 17.72 percent of the ownership interests of T-Mobile Central.

No other person or entity has a direct or indirect, voting or equity ten percent or greater

ownership interest in T-Mobile Central.

**Answer to Question 12 - Section 63.18(h):**

DT has the following interlocking directorates: (1) Timotheus Höttges is the Chairman, Board of Management of Deutsche Telekom AG and a member of the Board of Directors of BT plc, a telecommunications company located in the United Kingdom; (2) Raphael Kübler is a member of the Board of Directors of Hellenic Telecommunications Organization S.A., a company located in Greece and (3) David R. Carey is Executive Vice President, Corporate Services, of T-Mobile US, Inc. and a member of the Board of Directors of Freedom Mobile (formerly Wind Mobile), a mobile phone company located in Canada.

**Answer to Question 13 - Narrative of Transaction and Public Interest Statement:**

T-Mobile USA hereby notifies the Commission of the *pro forma* transfer of control of the international Section 214 authorization held by Iowa Wireless as a result of the sale of membership interests in Iowa Wireless from INS Wireless, Inc., an Iowa corporation (“INSW”), to T-Mobile Central.

Specifically, Iowa Wireless, which holds the international Section 214 Authorization, had two members prior to the instant transaction, INSW, which held a 46.4 percent interest in Iowa Wireless, and VoiceStream PCS I Iowa Corporation, a Delaware corporation and a wholly-owned subsidiary of T-Mobile USA (“VSPCS”), which held a 53.6 percent interest in Iowa Wireless.

On January 2, 2018, T-Mobile Central purchased from INSW its 46.4 percent membership interest in Iowa Wireless. This transaction resulted in the reduction of the units of membership interest in Iowa Wireless held by INSW to zero and the increase of the units of membership interest in Iowa Wireless held by T-Mobile USA to 100 percent through its two wholly-owned subsidiaries VSPCS (53.6 percent) and T-Mobile Central (46.4 percent).

Years prior to the instant transaction, the FCC already approved T-Mobile USA’s qualifications to control Iowa Wireless and IWSHC. On June 22, 2006, the parties filed a transfer of control application for IWSHC’s Personal Communications Services (“PCS”) licenses,<sup>2</sup> which sought FCC approval for the increase in VSPCS’s membership interest in Iowa Wireless from less than 50 percent to greater than 50 percent, and a related application for the transfer of control of international Section 214 authorization, File No. ITC-214-20020513-00251 (global resale service),<sup>3</sup> then held by IWSHC. The public interest statement attached as Exhibit 1 to the application for the transfer of the PCS licenses indicated that, post-consummation, the equity and voting interest of VSPCS would exceed 50 percent (see p. 2 thereof), and Attachment 1 to the application for the transfer of the international Section 214 authorization included a similar statement in Answer to Question 13 (see p. 3 thereof). Both transfer of control applications were

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<sup>2</sup> ULS File No. 0002618243, filed May 25, 2006 and amendment, filed June 22, 2006.

<sup>3</sup> ITC-T/C-20060922-00441.

granted by the Commission,<sup>4</sup> and the transaction was consummated on January 31, 2007.<sup>5</sup> Since that time, T-Mobile USA's membership interest in Iowa Wireless and, indirectly, in IWSHC remained above 50 percent. Also, the management of IWSHC was vested in a board of directors composed of five members. Two members were appointed by INSW, two were appointed by VSPCS, and the fifth member was appointed as an independent director by both INSW and VSPCS. Since January 31, 2007, there have been no other *pro forma* transfers of control of Iowa Wireless (other than the January 2, 2018 transaction). Following the January 2, 2018 transfer of control, all of the board members of IWSHC are appointed by T-Mobile USA.

In view of the facts above, based on Commission precedent<sup>6</sup> and the advice of Commission staff, the parties are treating the instant purchase of membership interests by T-Mobile USA from, and departure from Iowa Wireless by, INSW as a transfer of negative control of Iowa Wireless, IWSHC and their authorization and license holdings that is *pro forma*, *i.e.*, involving a non-substantial change in ownership of such entities that does not change ultimate control of Iowa Wireless, which holds the international Section 214 authorization. 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."<sup>7</sup>

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<sup>4</sup> *Wireless Telecommunications Bureau Assignment of License Authorization Applications, etc.*, Public Notice, Report No. 2780 p. 2 (rel. Dec. 20, 2006); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, etc.*, Public Notice, Report No. 2800 p. 3 (rel. Dec. 27, 2006); and *International Authorizations Granted*, Public Notice, DA No. 06-2567, Report No. TEL-01098 p. 5 (rel. Dec. 21, 2006).

<sup>5</sup> ULS File No. 0002903083, filed Feb. 6, 2007.

<sup>6</sup> See *Barnes Enterprises, Inc.*, 55 FCC 2d 721, 725 (1975) ("Through long administrative interpretation, the test for substantiality is generally: (a) whether 50 percent or more of the stock is being transferred, and (b) whether, as a result of the transaction, 50 percent or more of the outstanding stock will be held by a person or persons whose qualifications have not been approved or passed on in a long form application for the particular station involved."). See also *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 Telecom. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6299 (1998) ("*FCBA Forbearance Order*") ("corporate reorganization which involves no substantial change in the beneficial ownership of the corporation" is *pro forma* in nature); Stephen F. Sewell, "Assignments and Transfer of Control of FCC Authorization under Section 310(d) of the Communications Act of 1934," 43 Fed. Comm. L.J. 277 (July 1991); cf. 47 C.F.R. § 63.24(d).

<sup>7</sup> *FCC Forbearance Order*, 13 FCC Rcd at 6299, ¶ 2.