

ATTACHMENT 1 TO FCC ELECTRONIC FORM
Notification of *Pro Forma* Transfer of Control

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), the Commission is hereby notified of the *pro forma* transfer of control of international Section 214 authority held by Assurance Wireless USA, L.P. (“Assurance”) as the result of the conversion of certain intermediate entities in the ownership chain above Assurance—SprintCom, Inc., Sprint Communications, Inc. and Sprint Corporation—into limited liability companies. Ownership in the licensee did not change as a result of these conversions (it remains controlled by T-Mobile USA, Inc.). The transactions occurred on December 31, 2021.

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

Contact Information for Applicants:

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Place of Formation:

Assurance Wireless USA, L.P. is a Delaware limited partnership.

International Section 214 Authority:

Assurance Wireless USA, L.P. holds File No. ITC-214-20020422-00194.

Answer to Question 11 - Section 63.18(h):

The following entities hold directly or indirectly a ten percent or greater equity and/or voting interest, or a controlling interest, in Assurance Wireless USA, L.P.:

Name: VMU GP, LLC
Address: 12502 Sunrise Valley Drive
Reston, VA 20196
Citizenship: U.S.
Type of Organization: Limited liability company
Principal Business: Telecommunications and information services
Percentage Held: VMU GP, LLC holds a direct .0005 percent general partner interest in Assurance.

Name: SprintCom LLC (“SprintCom”)
Address: 12502 Sunrise Valley Drive
Reston, VA 20196
Citizenship: U.S.
Type of Organization: Limited liability company
Principal Business: Telecommunications and information services
Percentage Held: SprintCom holds a direct 99.9995 percent limited partner interest in SprintCom LLC and a direct 100% equity and voting interest in VMU GP, LLC.

Name: Sprint Communications LLC (“SCLLC”)
Address: 12502 Sunrise Valley Drive
Reston, VA 20196
Citizenship: U.S.
Type of Organization: Limited liability company
Principal Business: Telecommunications and information services
Percentage Held: SCLLC holds a direct 100 percent equity and voting interest in SprintCom.

Name: Sprint LLC (“Sprint”)
Address: 12502 Sunrise Valley Drive
Reston, VA 20196
Citizenship: U.S.
Type of Organization: Limited liability company
Principal Business: Telecommunications and information services
Percentage Held: Sprint holds a direct 100 percent equity and voting interest in SCLLC.

Name: T-Mobile USA, Inc. (“T-Mobile”)
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 holds a direct 100 percent equity and voting interest in Sprint.

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 46.8 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
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 licensee – 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 Assurance Wireless USA, L.P.

Answer to Question 12 – Section 63.09(g):

There are no interlocking directorates with any foreign carrier.

Answer to Question 13:

The Commission is hereby notified of the *pro forma* transfer of control of international Section 214 authority held by Assurance Wireless USA, L.P. as the result of the LLC conversion of certain holding companies above the licensee. The conversions occurred on December 31, 2021, and involved no change in the ownership of any entity. Attached are charts showing the ownership of Assurance Wireless USA, L.P. before and after the conversions.

Because the conversions did not change the ultimate control of the Section 214 authority, the transaction was *pro forma* in nature.¹ 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.”²

¹ *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).

² *Id.* at 6295, ¶ 2. See also 1998 Biennial Review – Review of International Common Carrier Regulations, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding that “[r]egulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”).

Pre-Conversion Ownership:



*All ownership is 100% unless otherwise indicated.

Post-Conversion Ownership:



*All ownership is 100% unless otherwise indicated.