ATTACHMENT 1 TO FCC ELECTRONIC FORM

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.24(c) of the Federal Communications Commission's ("Commission") rules, 47 C.F.R. § 63.24(c), Ka'ena Corporation, a Maine corporation ("Ka'ena" or "Transferor"), and T-Mobile US, Inc., a Delaware corporation ("T-Mobile US" or "Transferee" and collectively with Ka'ena, the "Applicants"), hereby seek Commission approval to transfer control of the international Section 214 authority held by UVNV, Inc., a Delaware corporation ("UVNV")[1], from Ka'ena to T-Mobile US. UVNV operates the Ultra Mobile MVNO brand. The proposed transfer of control, and the underlying transaction, are described in detail below.

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.

Transferor

Ka'ena Corporation
Attn: David Glickman; Rizwan Kassim
Mint Mobile, LLC
1550 Scenic Avenue, Suite 100
Costa Mesa, CA 92626
(213) 372-7777
Email: david@ultra.me; rizwank@ultra.me

With a copy to:

Latham & Watkins LLP
1271 Avenue of the Americas
New York, NY 10020
(212) 906-1200
Attention: James Barker; Elizabeth Park
Email: james.barker@lw.com; elizabeth.park@lw.com

Transferee

T-Mobile US, Inc.
Attn: Jenny Knopf
12920 SE 38th Street
Bellevue, WA 98006
(425) 383-8401
Email: fccregulatorycompliancecontact@t-mobile.com
With a copy to:

[1] *See* IBFS File No. ITC-214-20141103-00290.

Nancy J. Victory
DLA Piper LLP
500 8th Street, NW
Washington, DC 20004
(202) 799-4216
Email: Nancy.Victory@us.dlapiper.com

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

Ka'ena does not hold an international Section 214 authorization. Ka'ena owns 100 percent of UVNV, which holds international Section 214 authorization File No. ITC-214-20141103-00290 for global or limited global resale service. Ka'ena also has a controlling interest in Mint Mobile, LLC, a Delaware limited liability company ("Mint Mobile"), which holds international Section 214 authorization File No. ITC-214-20191101-00176 for global or limited global resale service.[2]

T-Mobile US does not hold an international Section 214 authorization. Its wholly owned subsidiary, T-Mobile USA, Inc., a Delaware corporation ("T-Mobile USA"), holds international Section 214 authorization File No. ITC-214-20011116-00601 for global or limited global facilities-based and resale service.

Answer to Question 11

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

The following entities hold a 10 percent or more interest in Transferee T-Mobile US:

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 a 44.70 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

[2] An application seeking Commission authority for the transfer of control of Mint Mobile's authorization in connection with the proposed transaction is being filed contemporaneously.

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, which holds a 44.70 percent equity and voting interest in T-Mobile US. As such, T-Mobile Holding has a 44.70 percent attributable equity and voting interest in T-Mobile US.

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, which holds a 100 percent equity and voting interest in DT Holding, which in turn holds a 44.70 percent equity and voting interest in T-Mobile US. As such, T-Mobile Global has a 44.70 percent attributable equity and voting interest in T-Mobile US.

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, which holds a 100 percent equity and voting interest in T-Mobile Holding, which holds a 100 percent equity and voting interest in DT Holding, which in turn holds a 44.70 percent equity and voting interest in T-Mobile US. DT also holds a direct 5.52 percent equity interest in T-Mobile US—giving it an attributable 50.22 equity stake in T-Mobile US. DT has *de facto* control of T-Mobile US as a result of proxy agreements which authorize DT to vote a majority of the stock of T-Mobile US.

Name:	Kreditanstalt fur Wiederaufbau ("KfW")
Address:	Palmengartenstrasse 5-9 Frankfort, Germany 60325
Citizenship:	Germany
Type of Organization:	Public law institution (*Anstalt des öffentlichen Rechts*)

Principal Business: Promotional banking
Percentage Held: KfW, a bank controlled by the German government and federal states, holds approximately 16.63 percent of the ownership interests of DT. As such, KfW is deemed to hold approximately an 8.35 percent attributable equity interest and a 16.63 percent attributable voting interest in T-Mobile US.

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 13.83 percent of the ownership interests of DT. FRG also directly holds 80 percent of the ownership interests in KfW which, as described above, holds approximately 16.63 percent of the ownership interests in DT. Thus, FRG is deemed to hold approximately a 27.13 attributable equity interest and a 30.46 percent attributable voting interest in DT. As such, following the transaction, FRG will be deemed to hold approximately a 13.63 percent attributable equity interest and a 30.46 percent attributable voting interest in T-Mobile US.

No other individual or entity will hold directly or indirectly a ten percent or greater equity and/or voting interest in T-Mobile US. An ownership diagram that illustrates T-Mobile US's vertical ownership structure is provided below.

Answer to Question 12

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

Name: Srinivasan Gopalan
Director, T-Mobile US
Foreign Carrier Role(s): Member of the Board of Management, Deutsche Telekom AG (Germany);
Managing Director, Telekom Deutschland GmbH (Germany)

Name: Timotheus Höttges
Director, T-Mobile US
Foreign Carrier Role(s): Chief Executive Officer, Deutsche Telekom AG (Germany)

Name:	Christian P. Illek Director, T-Mobile US
Foreign Carrier Role(s):	Chief Financial Officer, Deutsche Telekom AG (Germany)
Name:	Raphael Kübler Director, T-Mobile US
Foreign Carrier Role(s):	Senior Vice President of the Corporate Operating Office, Deutsche Telekom AG (Germany)
Name:	Thorsten Langheim Director, T-Mobile US
Foreign Carrier Role(s):	Member of the Board of Management, Deutsche Telekom AG (Germany)
Name:	Dominique Leroy Director, T-Mobile US
Foreign Carrier Role(s):	Member of the Board of Management, Deutsche Telekom AG (Germany); Director, Hellenic Telecommunications Organization S.A. (Germany)

Answer to Question 13

Under the proposed transaction, T-Mobile US would acquire two affiliated mobile virtual network operators ("MVNOs")—Mint Mobile and Ultra Mobile. The transaction contemplates the acquisition of 100 percent of the operational entities (the Section 214 authorization holders) as well as their customers. Because T-Mobile will continue providing Mint Mobile and Ultra Mobile MVNO branded services and as the MVNOs exclusively operate on the T-Mobile network, the transaction will be seamless to these customers. Over the longer term, Mint Mobile and Ultra Mobile customers will benefit from being a part of the Un-carrier, where they can receive the very best services, offers, and experiences on America's largest and fastest 5G network.

On March 9, 2023, T-Mobile US and T-Mobile USA entered into a Merger and Unit Purchase Agreement (the "Agreement") with Ka'ena, Mint Mobile, and related entities, as well as individual equity holders of Mint Mobile and related entities. Under the proposed transaction described in the Agreement, T-Mobile US would acquire control and indirect ownership of all membership interests in Mint Mobile as well as control and indirect ownership of all of the shares of UVNV, a wholly owned Ka'ena subsidiary that operates the Ultra Mobile brand.[3] The proposed transaction is composed of several steps that will occur virtually simultaneously at closing:

[3] UVNV also operates Plum, a Mobile Virtual Network Aggregator. Plum does not offer wireless service to the public.

- First, Slingshot Merger Sub 1 Inc., a direct, wholly owned subsidiary of T-Mobile US, will merge with and into Ka'ena, with Ka'ena continuing as the surviving entity in the merger.

- Next, Ka'ena will merge with and into Slingshot Merger Sub 2 Inc., another direct, wholly owned subsidiary of T-Mobile US, with Slingshot Merger Sub 2 Inc.—now named New Ka'ena, Inc.—continuing as the surviving entity in the merger.

- Simultaneously, T-Mobile USA will purchase all membership interests in Mint Mobile Incentive Company, LLC ("MMIC") from its members; MMIC holds 20 percent of the issued and outstanding ownership interests in Mint Mobile.

- At the same time, T-Mobile USA will purchase all of the issued and outstanding membership interests in Mint Mobile that are not owned by Ka'ena and MMIC.

Accordingly, following the close of the transaction, T-Mobile US will indirectly own 100 percent of both Mint Mobile and UVNV and will continue to operate the Mint Mobile and Ultra Mobile brands going forward.

The proposed transaction furthers the public interest. T-Mobile is an experienced wireless operator, known for its innovative, customer-first and best-of-class services and network. Both Mint Mobile and Ultra Mobile are non-facilities-based MVNOs that operate exclusively on the T-Mobile network. Following the transaction, Mint Mobile and Ultra Mobile customers will continue to enjoy access to T-Mobile's largest and fastest 5G network for the long term.

As a result of the transaction, the brands, which are complementary to T-Mobile's current prepaid service offerings, will be able to grow faster and reach more consumers across the United States with high-quality plans at accessible prices. The Un-carrier's supplier relationships and distribution scale will enable these brands to supercharge their ability to deliver more competitive offers and device pricing, greater device inventory, and expanded distribution. Specifically, T-Mobile is a provider of choice for wireless device manufacturers so the transaction will provide Mint Mobile and Ultra Mobile with access to preferred device selection and pricing—to the benefit of their customers.

Because the transaction will enable the Mint Mobile and Ultra Mobile brands to be more competitive than they are today, the proposed acquisition will enhance competition in the wireless marketplace. As the Un-carrier, T-Mobile has an established history of solving customer pain points in the industry, and then having the rest of the industry follow suit for the benefit of consumers nationwide. T-Mobile is poised to follow that strategy again for Mint Mobile and Ultra Mobile customers. The transaction will allow T-Mobile to offer new brands that appeal to distinct customer segments and through which the company can better compete for value customers. As it did with MetroPCS,[4] T-Mobile intends to expand the Mint Mobile and

[4] T-Mobile's acquisition of MetroPCS is instructive in showing the benefits that await Mint Mobile and Ultra Mobile customers and the growth anticipated for the two brands. The MetroPCS customer base doubled in the first four and a half years after its acquisition by T-Mobile closed, underscoring the

Ultra Mobile brands so they can more aggressively compete for customers in the marketplace. T-Mobile also intends to invest in and expand the distribution of these brands, enhancing each as a competitive force.

T-Mobile's proposed acquisition of UVNV will not reduce competition in the intensely competitive wireless marketplace. The Commission has recognized the wide variety of facilities-based mobile operators and resellers in operation, noting that in addition to the three facilities-based nationwide mobile wireless service providers, the mobile wireless marketplace consists of "numerous regional and local facilities-based providers, mobile virtual network operators (MVNOs) that purchase mobile wireless services wholesale, cable providers that rely on a hybrid wholesale/hotspot arrangement to offer service, and mobile satellite providers that currently focus primarily on niche services like tracking services for aircraft and ships and operations in remote locations."[5] Further, the Commission has historically attributed the subscribers of MVNOs to their host facilities-based service providers, including when it calculates market concentration metrics.[6] That is particularly appropriate where, as here, Mint Mobile and Ultra Mobile operate exclusively on the T-Mobile network. Since Mint Mobile and Ultra Mobile customers are already attributed to T-Mobile, the transaction will not have any effect on market concentration.

Because T-Mobile will continue providing the Mint Mobile and Ultra Mobile MVNO branded services, and as the MVNOs exclusively operate on the T-Mobile network, the transaction will be seamless to these customers. T-Mobile has been the exclusive provider for Mint Mobile and Ultra Mobile since the brands were established. In addition, UVNV is not a designated Eligible Telecommunications Carriers ("ETC"), nor does it offer Affordability Connectivity Program ("ACP") benefits. Thus, the transaction will have no impact on the existing Lifeline market, the current provision of Lifeline, or ACP.

Section 63.24(c) of the Commission's rules requires prior approval by the Commission for the transfer of control of any entity holding an international Section 214 authorization. 47 C.F.R. § 63.24(c). Therefore, Applicants are filing this Application and its companion application[7] to seek the Commission's approval for the transfer of control of Mint Mobile's and UVNV's Section 214 authorizations in connection with the proposed transaction. Attached are charts showing the ownership of Mint Mobile and UVNV both pre- and post-transaction.

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improved customer experience for subscribers and the effectiveness of T-Mobile's investment in the brand.

[5] *Communications Marketplace Report*, 2022 Communications Marketplace Report, GN Docket No. 22-203, ¶ 62 (rel. Dec. 30, 2022) ("*2022 Communications Marketplace Report*"). This highly competitive market also features a large number of providers that offer very affordable wireless prepaid plans targeting low-income consumers.

[6] *See, e.g., Annual Report and Analysis of Competitive Market Conditions with Respect to Mobile Wireless, Including Commercial Mobile Services*, Twentieth Report, 32 FCC Rcd 8968, 8988 n.99. (2017).

[7] *See* n.2 *supra*.

Answer to Question 14

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

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

Argentina: T-Systems Argentina S.A.; Sprint International Argentina SRL; and Deutsche Telekom Global Business Solutions Argentina S.A.

Australia: Sprint International Australia Pty Ltd.

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

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

Bosnia-Herzegovina: Hrvatske telekomunikacije d.d. Mostar

Brazil: Deutsche Telekom Global Business Solutions Brasil Holding Ltda.; Deutsche Telekom Global Business Solutions Brazil Ltda.; and Sprint Brasil Serviços de Telecomunicações Ltda.

Canada: Deutsche Telekom Global Business Solutions Canada Inc.; Sprint International Communications Canada ULC; and T-Systems North America, Inc.

Chile: Sprint International Chile Ltda.

Colombia: Sprint International Colombia Ltda.

Croatia: Hrvatski Telekom d.d.; ISKON INTERNET d.d.

Czech Republic: T-Mobile Czech Republic a.s.; Sprint International Czech Republic S.R.O.; and Deutsche Telekom Business Solutions GmbH

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

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

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

Germany: Telekom Deutschland GmbH; Deutsche Telekom Business Solutions GmbH

Greece: Deutsche Telekom Global Business Solutions Greece E.P.E.; Hellenic

Telecommunications Organization S.A.; and Cosmote Mobile Telecommunications S.A.

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

Hungary: Magyar Telekom Nyrt.; Deutsche Telekom IT & Telecommunications Hungary Kft.; Sprint International Hungary Kft.; Deutsche Telekom Business Solutions GmbH; and Vidanet Kft.

India: Sprint Telecom India Private Limited

Ireland: Deutsche Telekom Global Business Solutions UK Ltd.; SprintLink Ireland Ltd.; and Deutsche Telekom Business Solutions GmbH

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

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

Korea (South): Sprint International Korea

Luxembourg: Deutsche Telekom Global Business Solutions Luxembourg S.A.

North Macedonia: Makedonski Telekom A.D.

Malaysia: SprintLink International Malaysia Sdn. Bhd.

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-Systems Nederland B.V.; Deutsche Telekom Global Business Solutions Nederland B.V.; SprintLink Netherlands B.V.; and Deutsche Telekom Business Solutions GmbH

New Zealand: Sprint International New Zealand

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

Poland: T-Mobile Polska S.A. (formerly Polska Telefonia 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 Mobile Communications S.A. (formerly Cosmote Romanian

Mobile Telecommunications S.A.); GTS Telecom S.R.L.

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

Slovakia: Slovak Telekom, a.s.

Slovenia: Deutsche Telekom Business Solutions GmbH

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

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

Sweden: SIHI Scandinavia AB; Deutsche Telekom Nordic AS Sverige Filial

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

Taiwan: Sprint International Taiwan Ltd.

Thailand: Sprint (Thailand) Limited

Turkey: Deutsche Telekom Global Business Solutions Telekomünikasyon Limited Sirketi

Ukraine: GTS Ukraine L.L.C.

United Kingdom: Deutsche Telekom Global Business Solutions UK Ltd.; 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 US certifies that more than 25 percent of its stock is (indirectly) owned by DT, which holds controlling interests in certain foreign carriers in destination countries to which T-Mobile US provides international telecommunications service. These carriers and the countries where they provide service are identified above in the answer to Question 14.

<u>Answer to Question 16</u>

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 US 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 is 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.[8] 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 US 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 US 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.-

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[8] *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 routes[9] 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 US 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 US 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 Application qualifies for streamlined processing under Section 63.12(c)(1)(vi) because, as noted in response to Question 10 above, an entity with exactly the same ultimate ownership as the Transferee has already been authorized to provide global resale service on the affiliated destination routes and agrees to be subject to all the conditions associated with such authorizations.

<u>Answer to Question 18</u>

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).

In accordance with Section 63.18(k) of the Commission's rules, 47 C.F.R. § 63.18(k), T-Mobile US certifies that all the countries listed in its response to Question 15 (therein referencing its response to Question 14) are WTO Member countries.[10]

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[9] *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).

[10] *See* WTO Members and Observers List, http://www.wto.org/english/theWTO_e/whatis_e/tif_e/org6_e.htm (last visited Mar. 7, 2023). While the

Exemption from Executive Branch Review

Consistent with the Commission's decision in *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*,[11] this Application should be exempt from referral for Executive Branch review because T-Mobile US (1) is subject to an agreement with an Executive Branch agency concerning national security and/or law enforcement,[12] (2) there are no new reportable foreign owners of T-Mobile US since the effective date of the agreement, and (3) T-Mobile US agrees to continue to comply with the terms of that agreement.[13] As the Commission noted in its decision, it is appropriate to exclude such applications from referral because "they present a low or minimal risk to national security, law enforcement, foreign policy, and trade policy concerns."[14]

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 Mar. 7, 2023).

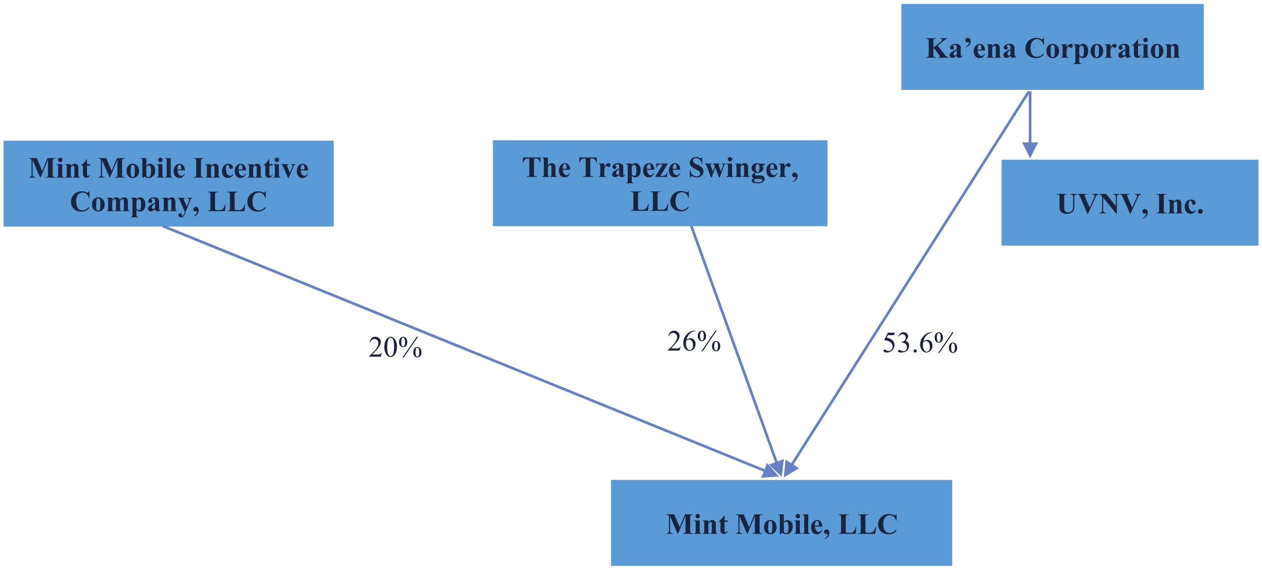
[11] Report and Order, *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, 35 FCC Rcd 10927 (2020) ("*Process Reform Order*").

[12] *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, 10732-735 ¶¶ 349-54.

[13] *Process Reform Order*, 35 FCC Rcd at 10939 ("[W]e generally exclude from referral those international section 214 authorizations where the applicant has an existing mitigation agreement with the Executive Branch, agrees to continue to comply with that agreement, and has had no new reportable foreign ownership since the agreement went into effect.").

[14] *Id.* at 10938.

Pre-Closing Structure



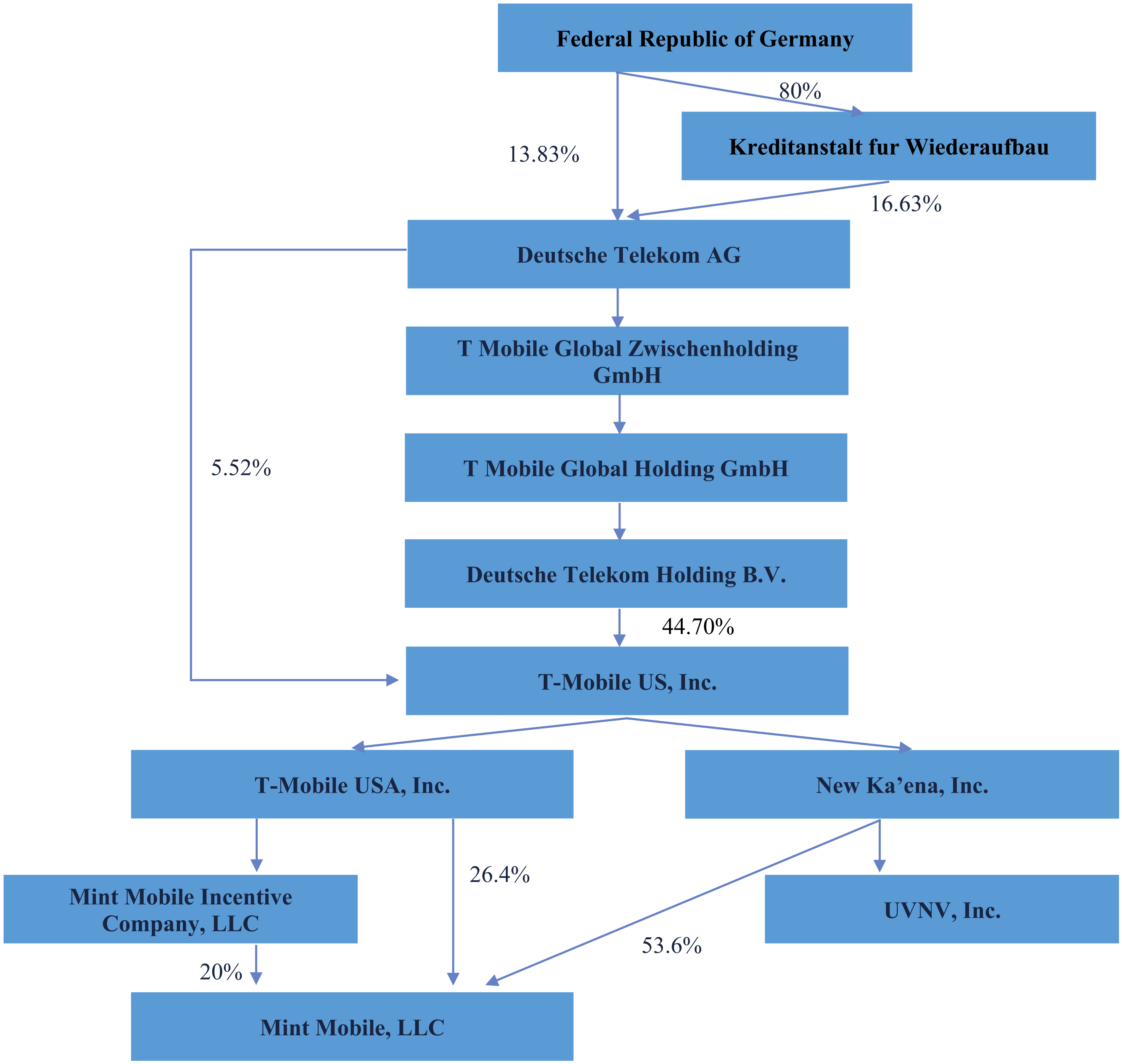
*All ownership is 100% unless otherwise indicated.

(1) As of the date hereof, Ka'ena Corporation has one shareholder, DPG 2022 Irrevocable IG Trust UTA 8/18/2022, that owns 10% or more of the issued and outstanding shares of common stock, par value $0.003 per share, of Ka'ena Corporation.

(2) There are no other members of Mint Mobile, LLC that own 10% or more of the issued and outstanding membership interests of Mint Mobile, LLC. The stated ownership percentages for Mint Mobile, LLC reflect the applicable percentages of the total number of issued and outstanding membership interests. The economic interest of each member is determined based on a distribution waterfall set forth in agreements among Mint Mobile, LLC and its members.

(3) Ka'ena has three other 100% owned subsidiaries: Primo Connect, Inc., Mobile Match, Inc., and Everything's Minty, LLC. None of these subsidiaries currently hold an international Section 214 authorization. Primo Connect, Inc. previously held an international Section 214 authorization.

Post-Closing Structure



*All ownership is 100% unless otherwise indicated.