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February 2, 2021

**FILED VIA IBFS**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
45 L Street NE  
Washington, DC 20554

Re: *The Taino-Carib Submarine Cable System Operating between Puerto Rico and St. Thomas in the U.S. Virgin Islands and the British Virgin Islands, File No. SCL-LIC-2018-0702-00019; Application for Modification of Section 214 Authority, File No. ITC-MOD-20191025-00173*

Dear Ms. Dortch:

The Taino-Carib consortium has applied for a cable landing license in File No. SCL-LIC-2018-0702-0019. Sprint Communications Company, L.P., a party with a 5% or greater ownership interest in the Taino-Carib consortium, recently completed a *pro forma* transfer of control described in the attachment hereto.

For the completeness of the record, this letter and attachment are also being submitted in the Section 214 modification file, File No. ITC-MOD-20191025-00173.

Please let us know if you have any questions.

Sincerely,

Marc Korman

CC: James Talbot, AT&T  
Jodi Cooper, International Bureau  
David Krech, International Bureau  
U.S. Coordinator, EB/CIP, U.S. Department of State  
Office of Chief Counsel/NTIA, U.S. Department of Commerce  
Defense Information Systems Agency, Attn: GC/DOI

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

Pursuant to Sections 1.767(g)(7) and 63.24(f) of the Commission's rules, 47 C.F.R. §§ 1.767(g)(7) and 63.24(f), US Telecom, Inc. ("US Telecom") and Sprint Communications, Inc. ("SCI") hereby notify the Commission of the *pro forma* transfer of control of the submarine cable landing license for the AMERICAS-I cable held by Sprint Communications Company L.P. ("SCCLP"),<sup>1</sup> which resulted from an internal corporate reorganization involving indirect wholly owned subsidiaries of T-Mobile US, Inc.<sup>2</sup> The transaction, which occurred on December 31, 2020, involved the merger of US Telecom into SCI, with SCI as the surviving entity. This resulted in the *pro forma* transfer of control of SCCLP and its FCC licenses and authorizations.

**Information Required Under Section 1.767(g)(7) of the Commission's rules, Incorporating by Reference the Requirements of Section 63.18(c)-(d) and (h) of the Commission's Rules, 47 C.F.R. §§ 63.18(c)-(d), (h):**

The name, address and telephone number(s) of the Transferee:

Sprint Communications, Inc.  
12502 Sunrise Valley Drive  
Reston, VA 20196  
800-572-8256

Contact Information for Transferee:

David Werblow  
T-Mobile USA, Inc.  
12920 SE 38th Street  
Bellevue, WA 98006  
Tel: 425.383.8379  
[David.Werblow@T-Mobile.com](mailto:David.Werblow@T-Mobile.com)

With a copy to:

Nancy J. Victory  
DLA Piper LLP (US)  
500 8th Street N.W.  
Washington, DC 20004  
Tel: 202-799-4216  
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[nancy.victory@dlapiper.com](mailto:nancy.victory@dlapiper.com)

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<sup>1</sup> IBFS File No. SCL-LIC-19921101-00011.

<sup>2</sup> SCCLP also holds FCC licenses that are not subject to forbearance. The Commission approved the *pro forma* transfer of those licenses prior to the transaction occurring. See ULS File No. 0009343607.

Place of Formation:

SCI is a Kansas corporation.

International Section 214 Authority:

SCCLP holds submarine cable landing license SCL-LIC-19921101-00011 and the following international Section 214 authorizations: ITC-214-20100623-00263; ITC-214-19981021-00739; ITC-214-19990316-00141; ITC-214-20000302-00127; ITC-2141-9960718-00327; and ITC-214-20010615-00340. All of these were transferred as a result of the instant transaction.

The transferee, SCI, holds ITC-214-19970723-00428. SCI also acquired ITC-214-19851107-00004 and ITC-214-19941209-00368 from US Telecom as part of the instant transaction.<sup>3</sup>

Ownership of Transferee:

The following entities hold indirectly a ten percent or greater equity and/or voting interest, or a controlling interest, in SCI:

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

**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

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<sup>3</sup> A notification for that *pro forma* assignment is being filed contemporaneously.

**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  
**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

**Citizenship:** Frankfort, Germany 60325  
**Type of Organization:** Germany  
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 SCI.

Interlocking Directorates:

SCI has no interlocking directorates with a foreign carrier.

Description of Transaction:

The Commission is hereby notified of the *pro forma* transfer of control of the submarine cable landing license held by SCCLP as part of an internal reorganization involving wholly owned subsidiaries of T-Mobile. The transaction, which occurred on December 31, 2020, involved the merger of US Telecom into SCI, with SCI as the surviving entity. This resulted in the *pro forma* transfer of control of SCCLP and its FCC licenses and authorizations. Attached are charts showing the ownership of SCCLP before and after the transaction.

Because the restructuring did not change the ultimate control of the authorization, it was *pro forma* in nature.<sup>4</sup> The Commission has stated that, in situations “where no substantial

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<sup>4</sup> *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).

change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”<sup>5</sup> The applicants certify that this transaction, together with all previous *pro forma* transactions, did not result in a change of the licensee's ultimate control.

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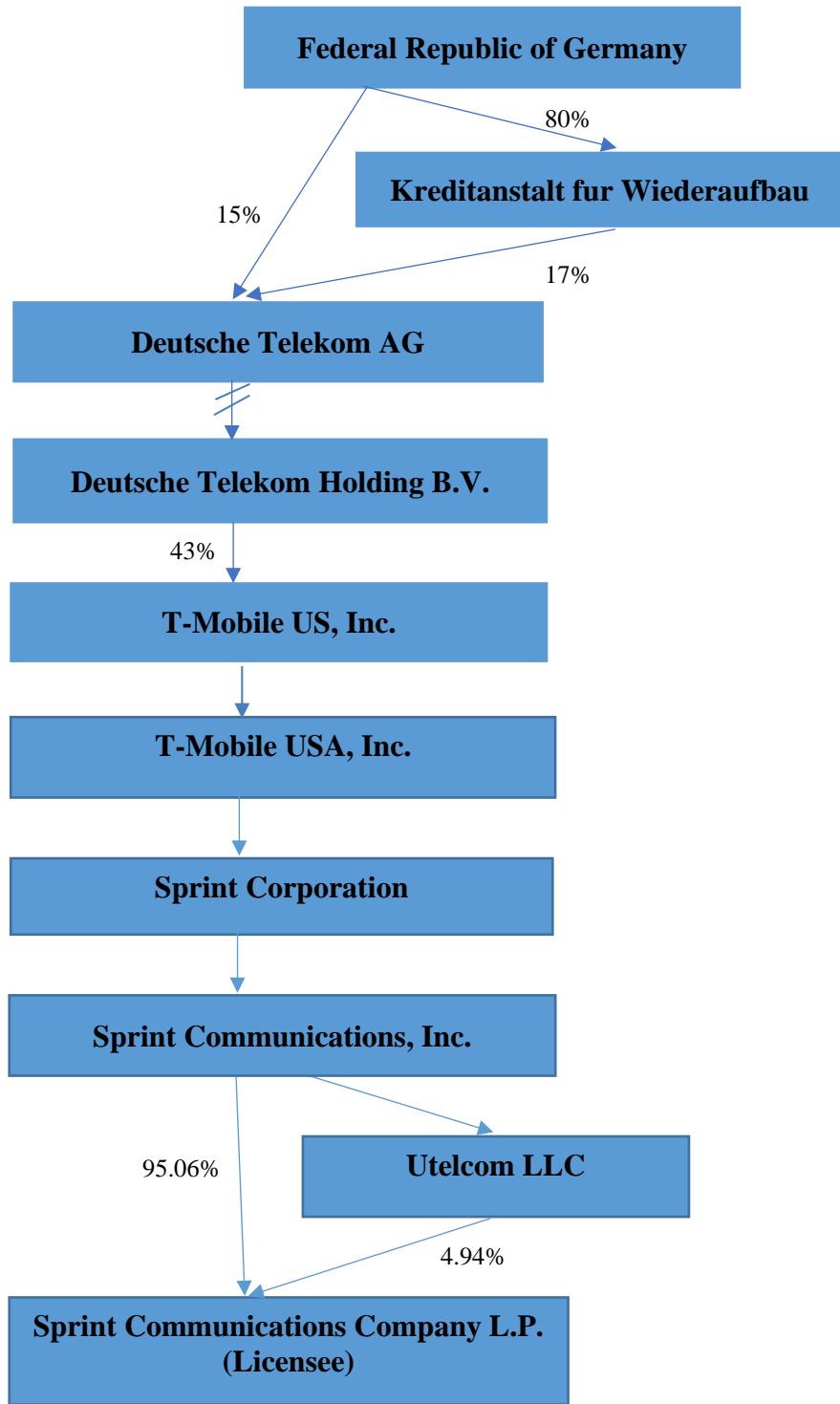
<sup>5</sup> *Id.* at 6295, ¶ 2. See also *1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding that “[r]egulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”).

Pre-Reorganization Ownership:



\*All ownership is 100% unless otherwise indicated.

Post-Reorganization Ownership:



\*All ownership is 100% unless otherwise indicated.