

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

In the Matter of	)	
	)	
Applications of Sprint Corporation, on behalf	)	File No. SCL-T/C-2018-____-_____
of itself and its subsidiaries, Transferor, and T-	)	
Mobile US, Inc., Transferee	)	
	)	
Application for Authority to Transfer Control	)	
of Interests in Submarine Cable Landing	)	
Licenses	)	

**APPLICATION**

**I. INTRODUCTION**

Pursuant to the Act related to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34–39, Section 1.767 of the Federal Communications Commission’s (“Commission” or “FCC”) rules, 47 C.F.R. § 1.767, and Executive Order No. 10530, Sprint Corporation (“Sprint”) and T-Mobile US, Inc. (“T-Mobile”) (collectively, “Applicants”) hereby request approval for the transfer of control to T-Mobile of Sprint’s interests in the submarine cable landing licenses held by its subsidiary, Sprint Communications, L.P. As a result of a proposed merger of Sprint and T-Mobile, Sprint Communications, L.P., the holder of submarine cable licenses listed in Exhibit 1 hereto, will be indirectly controlled by T-Mobile.

**II. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT**

This application is being filed in connection with applications seeking consent for the transfer of control to T-Mobile of FCC authorizations, licenses, and spectrum leases held by subsidiaries of Sprint, as well the *pro forma* transfer of control of authorizations, licenses, and spectrum leases held by subsidiaries of T-Mobile. As a result of this transaction, the previous

shareholders of Sprint and T-Mobile will become the shareholders of New T-Mobile post-closing. A further description of the transaction and its public benefits is attached as Exhibit B to the Joint Application to Transfer Control of International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, WT Docket No. 18-197, filed June 18, 2018 (“Joint Application”). That description is incorporated herein by reference.

### **III. INFORMATION REQUIRED UNDER 47 C.F.R. § 1.767**

In accordance with Section 1.767 of the Commission’s rules, 47 C.F.R. § 1.767, the Applications submit the following information:

#### **(a)(1) Name, Address, and Telephone Number of Each Applicant**

Transferor: Sprint Corporation  
6200 Sprint Parkway  
Overland Park, KS 66251  
(703) 433-4000

Transferee: T-Mobile US, Inc.  
12920 SE 38th Street  
Bellevue, WA 98006  
(425) 383-8401

#### **(a)(2) State of Organization**

Transferor: Sprint is organized under the laws of Delaware.

Transferee: T-Mobile is organized under the laws of Delaware.

#### **(a)(3) Contact Persons for this Application**

Questions or inquiries concerning this application may be directed to:

Transferor/Licensee:

Kyle Entz  
Sprint Corporation  
12502 Sunrise Valley Drive  
M/S: VARES0209  
Reston, VA 20196  
Tel: 800-572-8256  
fcclicensing@sprint.com

with a copy to:

Regina M. Keeney  
Lawler, Metzger, Keeney & Logan, LLC  
1717 K Street, NW, Suite 1075  
Washington, DC 20006  
Tel: 202-777-7720  
Fax: 202-777-7763  
gkeeney@lawlermetzger.com  
Counsel to Sprint Corporation

Transferee:

David Werblow  
T-Mobile US, Inc.  
12920 SE 38th Street  
Bellevue, WA 98006  
Tel: 425-383-8401  
Fax: 425-383-4040  
fccregulatorycompliancecontact@t-mobile.com

with a copy to:

Nancy J. Victory  
DLA Piper, LLP  
500 8<sup>th</sup> Street, N.W.  
Washington, DC 20004  
Tel: 202-799-4216  
Fax: 202-799-5616  
nancy.victory@dlapiper.com  
Counsel to T-Mobile US, Inc.

**(a)(4) – (a)(7) (*not applicable*)**

**(a)(8)(i) Certifications and Ownership Information Required by Sections 63.18(h) and (o) of the Commission’s Rules, 47 C.F.R. §§ 63.18(h), (o).**

*Section 63.18(h) – Ownership Information*

Following consummation of the transaction, the following entities will hold a ten percent or greater ownership interest in T-Mobile:

**Name:** Deutsche Telekom Holding B.V. (“DT Holding”)  
**Address:** Stationsplein 8-K, Office Number 809  
6221 BT Maastricht  
Netherlands  
**Citizenship:** Netherlands  
**Principal Business:** Holding company  
**Percentage Held:** After consummation, DT Holding will hold approximately a 42% direct equity and voting interest in T-Mobile.

**Name:** SoftBank Group Capital Limited (“SoftBank Capital”)  
**Address:** 69 Grosvenor Street  
London, United Kingdom W1K3JP  
**Citizenship:** United Kingdom  
**Principal Business:** Holding company  
**Percentage Held:** After consummation, SoftBank Capital will hold approximately a 27% direct equity and voting interest in T-Mobile. However, Deutsche Telekom AG will hold a proxy to direct the voting of these shares.

**Name:** T-Mobile Global Holding GmbH (“T-Mobile Holding”)  
**Address:** Landgrabenweg 151  
Bonn, Germany 53227  
**Citizenship:** Germany  
**Principal Business:** Telecommunications and information services  
**Percentage Held:** T-Mobile Holding holds a direct 100% equity and voting interest in DT Holding, which will hold a direct 42% equity and voting interest in T-Mobile.

**Name:** T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”)  
**Address:** Friedrich-Ebert-Allee 140  
Bonn, Germany  
**Citizenship:** Germany  
**Principal Business:** Telecommunications and information services  
**Percentage Held:** T-Mobile Global holds a direct 100% equity and voting interest in T-Mobile Holding, which will hold an indirect 42% equity and voting interest in T-Mobile.

**Name:** Deutsche Telekom, AG (“DT”)  
**Address:** Friedrich-Ebert-Allee 140  
Bonn, Germany  
**Citizenship:** Germany  
**Principal Business:** Telecommunications and information services  
**Percentage Held:** DT holds a direct 100% equity and voting interest in T-Mobile Global, which will hold an indirect 42% equity and voting interest in T-Mobile. DT will also appoint a majority of the T-Mobile board seats and hold a proxy to direct the voting of the T-Mobile shares (27%) held by SoftBank Capital. Accordingly, DT will have *de facto* control over T-Mobile.

**Name:** Kreditanstalt für Wiederaufbau (“KfW”)  
**Address:** Palmengartenstrasse 5-9  
Frankfurt, Germany 60325  
**Citizenship:** Germany  
**Principal Business:** Commercial banking  
**Percentage Held:** KfW, a bank controlled by the German government and federal states, holds approximately a 17% equity and voting interest in DT.

**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 a 15% equity and voting interest in DT. FRG also directly holds approximately an 80% equity and voting interest in KfW which, as described above, holds approximately a 17% equity and voting interest in DT. Thus, FRG is deemed to hold approximately 32% of DT.

**Name:** SoftBank Group Corp. (“SoftBank Group”)  
**Address:** 1-9-1 Higashi-Shimbashi  
Minato-Ku, Tokyo, Japan 105-7303  
**Citizenship:** Japan  
**Principal Business:** Holding company  
**Percentage Held:** Softbank Group holds a 100% direct equity and voting interest in SoftBank Capital.

**Name:** Masayoshi Son<sup>1</sup>  
**Address:** c/o SoftBank Group Corp.  
1-9-1 Higashi-Shimbashi  
Minato-Ku, Tokyo, Japan 105-7303  
**Citizenship:** Japan  
**Principal Business:** Telecommunications and tech  
**Percentage Held:** Mr. Son is the Chief Executive Officer of SoftBank Group and holds a 21% equity and voting interest in SoftBank Group.

After consummation of the transaction, no other person or entity will have a direct or indirect voting or equity ownership interest in T-Mobile that is ten percent or greater.

Section 63.18(h) – Interlocking Directorates

T-Mobile currently has the following interlocking directorates:

- Timotheus Höttges is the Chairman of the Board of Directors of T-Mobile. He is also Chairman, Board of Management of Deutsche Telekom AG and Member, Supervisory Board of Telekom Deutschland GmbH.
- Thomas Dannenfeldt is a Member of the Board of Directors of T-Mobile. He is also a Member, Board of Management of Deutsche Telekom AG; Member, Board of Directors of BUYIN S.A.; and Member, Supervisory Board of Deutsche Telekom Services Europe GmbH.
- Thorsten Langheim is a Member of the Board of Directors of T-Mobile. He is also Member, Supervisory Board of DFMG Deutsche Funkturm GmbH; Member, Supervisory Board of Deutsche Telekom Venture Funds GmbH; Member, Advisory Board (Beirat) of Deutsche Telekom Capital Partners Management GmbH; Member, Supervisory Board of T-Systems International GmbH; and Member, Supervisory Board of Deutsche Telekom Strategic Investments GmbH.
- Raphael Kübler is a Member of the Board of Directors of T-Mobile. He is also Member, Advisory Board (Beirat) of Deutsche Telekom Capital Partners Management GmbH; Member, Supervisory Board of Deutsche Telekom Venture Funds GmbH; Member, Supervisory Board of Deutsche Telekom Strategic Investments GmbH; Member, Management Board of Deutsche Telekom Holding B.V.; and Member, Board of Directors of Hellenic Telecommunications Organisation S.A. (OTE).

---

<sup>1</sup> As noted, Masayoshi Son holds a 21% indirect interest in SoftBank Group, which in turn will hold a 27% interest in T-Mobile. Accordingly, T-Mobile does not believe that Mr. Son will hold a 10% or greater equity, voting, or controlling interest in T-Mobile following the proposed transaction. Nevertheless, T-Mobile includes Mr. Son here out of an abundance of caution.

- Bruno Jacobfeuerborn is a Member of the Board of Directors of T-Mobile. He is also Member, Management Board of DFMG Deutsche Funkturn GmbH; Member, Management Board of Comfortcharge GmbH; Member, Board of Directors of BUYIN S.A.; Member, Board of Directors of Stratospheric Platforms Limited; and Member, Supervisory Board of CTDI GmbH.

Following consummation of the proposed transaction, the following two officers or directors of Sprint also will serve as officers or directors of T-Mobile.

- Masayoshi Son is the Chairman of the Board of Directors of Sprint Corporation. He is also Chief Executive Officer and Chairman of the Board of SoftBank Group Corp. Mr. Son serves in various capacities within SoftBank’s portfolio of companies, including Chairman of SoftBank Group Corp. (the Japan-based telecommunications operator) and as a board member of Wireless City Planning Inc. (a Japan-based telecommunications operator).
- Marcelo Claure is the Executive Chairman of Sprint Corporation. He is also Chief Operating Officer of SoftBank Group Corp. and CEO of SoftBank Group International. Mr. Claure serves on the board of SoftBank Group Corp. (the Japan-based telecommunications operator).

Section 63.18(o) – Anti-Drug Abuse Certification

As evidenced by the signature of T-Mobile’s representative to this Application, T-Mobile certifies pursuant to Sections 1.2001 through 1.2002 of the Commission’s rules, 47 C.F.R.

§§ 1.2001–1.2002, that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

**(a)(8)(ii) Certification Regarding Foreign Carrier Status and Foreign Affiliation**

As evidenced by the signature of T-Mobile’s representative to this Application, T-Mobile certifies that it is not a foreign carrier. T-Mobile certifies further that, after consummation of the transaction, T-Mobile will be affiliated, as that term is defined in Section 63.09 of the Commission’s rules, 47 C.F.R. § 63.09, with the following foreign carriers:

**Albania:** Telekom Albania SH.A.

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

**Australia:** Sprint International Australia Pty Ltd

**Austria:** T-Mobile Austria GmbH; Antel Germany GmbH; and Sprint International Austria GmbH

**Belgium:** T-Systems 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:** T-Systems Canada Inc.; and Sprint International Communications Canada ULC

**Chile:** Sprint International Chile Ltda.

**China:** SBTM Online (Suzhou) Co., LTD

**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; and SprintLink Denmark ApS

**Estonia:** T-Systems Nordic A/S

**Finland:** T-Systems Nordic A/S

**France:** T-Systems France SAS; and SprintLink France SAS

**Germany:** Telekom Deutschland GmbH; Antel Germany GmbH; and SprintLink Germany GmbH

**Greece:** T-Systems Information and Communication Technology E.P.E; Hellenic Telecommunications Organization S.A.; and Cosmote Mobile Telecommunications S.A.

**Hong Kong, China:** T-Systems P.R. China Ltd.; Sprint Hong Kong Ltd; and BBIX Hong Kong Pte. Limited

**Hungary:** Magyar Telekom Nyrt.; and Sprint International Hungary K.F.T.

**Ireland:** T-Systems Ltd.; and SprintLink Ireland Ltd

**Italy:** T-Systems Italia S.r.l.; and SprintLink Italy S.r.l.



**Japan:** T-Systems Japan K.K; Sprint International Japan Corporation; BBIX, Inc.; BBIX International, Inc.; LINE MOBILE Corporation; SoftBank Corp.; and Wireless City Planning Inc.

**Korea (South):** Sprint International Korea

**Luxembourg:** T-Systems Luxembourg S.A.

**Macedonia:** Makedonski Telekom A.D.

**Malaysia:** SprintLink International Malaysia SDN. BHD.

**Mexico:** T-Systems 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.; and SprintLink Netherlands B.V.

**New Zealand:** Sprint International New Zealand

**Norway:** 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.

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

**Russia:** T-Systems CIS; and Sprint RUS LLC

**Singapore:** T-Systems Singapore Pte. Ltd; Sprint International Communications Singapore Pte. Ltd; SoftBank Telecom Singapore Pte. Ltd.; and BBIX Singapore Pte. Ltd.

**Slovakia:** Slovak Telekom, a.s.

**Slovenia:** T-Systems informacijski sistemi, d.o.o.

**South Africa:** Infovan (Pty) Ltd.

**Spain:** T-Systems ITC Iberia, S.A; and Sprint International Spain, S.L.

**Sweden:** SIHI Scandinavia AB

**Switzerland:** T-Systems Schweiz AG; and SprintLink International (Switzerland) GmbH

**Taiwan:** Sprint International Taiwan Ltd.

**Thailand:** Sprint (Thailand) Limited; and SB Telecom (Thailand) Co., Ltd

**Turkey:** T-Systems Telekomunikasyon Ltd Sirketi

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

**United Kingdom:** T-Systems Ltd.; and SprintLink UK Ltd

**Venezuela:** Sprint International Venezuela, S.R.L.

The foreign carrier affiliates listed above lack market power in their home markets, 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.<sup>2</sup>

**(a)(8)(iii) and (iv) - Certification Regarding Destination Markets**

As evidenced by the signature of T-Mobile's representative to this Application, T-Mobile certifies that, with the exception of the countries identified below, it does not seek to land and

---

<sup>2</sup> 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. These filings have not yet appeared on Public Notice.

operate a submarine cable connection to or provide international telecommunications services to any destination country where post-consummation:

- (1) T-Mobile is a foreign carrier in that country; or
- (2) T-Mobile controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of T-Mobile, or that controls T-Mobile, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of T-Mobile and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

Following consummation, both DT and SoftBank Group will own more than 25 percent of or control T-Mobile, and either or both will also control a foreign carrier in the following countries in which at least one of the cables identified in Exhibit 1 lands:

Brazil (Americas-I and Americas-II)  
Colombia (Pan American and Maya-1)  
Chile (Pan American)  
China (China-US)  
Denmark (TAT-14)  
France (TAT-14)  
Germany (TAT-14)  
Japan (China-US and Japan-US)  
Mexico (Maya-1)  
South Korea (China-US)  
Taiwan (China-US)  
The Netherlands (TAT-14)  
United Kingdom (TAT-14)  
Venezuela (Americas-I, Pan American and Americas-II).

All of these countries are members of the World Trade Organization.<sup>3</sup>

---

<sup>3</sup> See WTO Members and Observers List, [http://www.wto.org/english/thewto\\_e/whatis\\_e/tif\\_e/org6\\_e.htm](http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm) (last visited May 30, 2018).

**(a)(9) Routine Conditions Specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g)**

As evidenced by the signature of T-Mobile's representative to this Application, T-Mobile certifies that it accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g).

**(a)(10) Other Information**

Applicants refer the Commission to the Public Interest Statement attached to the Joint Application at Exhibit B for a full discussion of the benefits of the transaction that is the subject of this application.

**(a)(11) Information Required of Transfer of Control Applicants**

Attached as Exhibit 1 is a list of the submarine cable landing licenses for which transfer of control authority is requested. Exhibit 1 identifies each affected submarine cable and the percentage of voting and ownership interests of each to be transferred.

Pursuant to Section 1.768(a)(1), T-Mobile intends to file a foreign carrier affiliation notification at least 45 days prior to consummation of the transaction.<sup>4</sup>

---

<sup>4</sup> 47 C.F.R. § 1.768(a)(1).

#### **IV. CONCLUSION**

For the reasons presented herein, Applicants submit that the public interest, convenience, and necessity would be served by a grant of this application for transfer of control of the interests in the referenced submarine cable landing licenses, and respectfully request that this application be granted.

Respectfully submitted,

#### **SPRINT CORPORATION**

*/s/ Regina M. Keeney*  
\_\_\_\_\_  
Regina M. Keeney  
Lawler, Metzger, Keeney & Logan, LLC  
1717 K Street, NW, Suite 1075  
Washington, DC 20006  
Tel: 202-777-7720  
Fax: 202-777-7763  
[gkeeney@lawlermetzger.com](mailto:gkeeney@lawlermetzger.com)  
*Counsel to Sprint Corporation*

#### **T-MOBILE US, INC.**

*/s/ Nancy J. Victory*  
\_\_\_\_\_  
Nancy J. Victory  
DLA Piper, LLP  
500 8<sup>th</sup> Street, N.W.  
Washington, DC 20004  
Tel: 202-799-4216  
Fax: 202-799-5616  
[nancy.victory@dlapiper.com](mailto:nancy.victory@dlapiper.com)  
*Counsel to T-Mobile US, Inc.*

June 18, 2018

## EXHIBIT 1

### Sprint Ownership Interests in Submarine Cable Systems being Transferred to T-Mobile US, Inc.

<b>Cable System</b>	<b>Licensed Entity</b>	<b>Voting Rights</b>	<b>Segment</b>	<b>FCC ID No.</b>
Taino-Carib	Sprint Communications Co., LP	6.55%	Puerto Rico – U.S. Virgin Islands	SCL-LIC-19920201-00010 <i>(formerly SCL-92-002)</i>
Americas-I	Sprint Communications Co., LP	7.11%	Florida – Caribbean	SCL-LIC-19921101-00011 <i>(formerly SCL-93-002)</i>
Antillas-I	Sprint Communications Co., LP	4.88%	Puerto Rico – Dominican Republic	SCL-LIC-19950818-00003 <i>(formerly SCL-95-012)</i>
Pan American	Sprint Communications Co., LP	5.61%	U.S. Virgin Islands – South America	SCL-LIC-19970413-00017 <i>(formerly SCL-97-001)</i>
China-US	Sprint Communications Co., LP	5.46%	Trans-Pacific	SCL-LIC-19980301-00037 <i>(formerly SCL-98-002)</i>
Americas-II	Sprint Communications Co., LP	4.9%	North, South, and West Rings; Access – MIU	SCL-LIC-19980501-00038 <i>(formerly SCL-98-003A)</i>
Japan-US	Sprint Communications Co., LP	3.75%	Trans-Pacific	SCL-MOD-20071130-00020 <i>(see also SCL-LIC-19981117-00025)</i>
TAT-14	Sprint Communications Co., LP	4.3%	Trans-Atlantic	SCL-MOD-20040301-00011 <i>(see also SCL-LIC-19990303-00004)</i>
Maya-1	Sprint Communications Co., LP	4.48%	U.S. – Central America	SCL-MOD-20110928-00028 <i>(see also SCL-LIC-19990325-00006)</i>