

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 several submarine cable landing licenses held by Sprint Communications Company L.P. (“SCCLP”), which resulted from an internal corporate reorganization involving indirect wholly owned subsidiaries of T-Mobile US, Inc. Specifically, the transaction resulted in the *pro forma* transfer of control of the following SCCLP submarine cable licenses:¹

Cable System	Licensed Entity	Voting Rights	Segment	FCC ID No.
Americas-II	Sprint Communications Co., LP	4.9%	North, South, and West Rings; Access – MIU	SCL-MOD-20191202-00038 (formerly SCL-LIC-19980501-00038)
Antillas-I	Sprint Communications Co., LP	4.88%	Puerto Rico – Dominican Republic	SCL-LIC-19951013-00002 (formerly SCL-LIC-19950818-00003)
Japan-US	Sprint Communications Co., LP	3.75%	Trans – Pacific	SCL-MOD-20130227-00002 (see also SCL-MOD-20071130-00020)
Maya-1	Sprint Communications Co., LP	4.48%	U.S. – Central America	SCL-LIC-19990325-00006 (see also SCL-MOD-20110928-00028)
Pan American	Sprint Communications Co., LP	5.61%	U.S. Virgin Islands – South America	SCL-MOD-20040521-00016 (formerly SCL-LIC-19970413-00017)
Taino-Carib	Sprint Communications Co., LP	6.28%	Puerto Rico – U.S. Virgin Islands	SCL-LIC-20180702-00019 (formerly SCL-LIC-19920201-00010)

¹ On January 26, 2021, the applicants submitted a timely notification of the *pro forma* transfer of control of what they thought was a complete list of SCCLP’s submarine cable landing licenses (T-Mobile has recently merged with Sprint and is in the process of integration). See File No. SCL-T/C-20210126-00007. FCC staff has informed the applicants that this list was incomplete. Accordingly, the applicants have withdrawn that filing and are today resubmitting a revised notification that incorporates a correct listing of SCCLP’s submarine cable landing licenses.

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.²

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
1-800-572-8256

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

With a copy to:

Nancy J. Victory
DLA Piper LLP (US)
500 8th Street N.W.
Washington, DC 20004
Tel: 202-799-4216
Fax: 202-799-5616
nancy.victory@dlapiper.com

Place of Formation:

SCI is a Kansas corporation.

International Section 214 Authority:

SCCLP holds the following international Section 214 authorizations: ITC-214-20100623-00263; ITC-214-19981021-00739; ITC-214-19990316-00141; ITC-214-20000302-

² Notifications of the *pro forma* transfer of control of other types of licenses held by SCCLP were filed with the Commission on January 26, 2021. 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.

00127; ITC-2141-9960718-00327; and ITC-214-20010615-00340. All of these were transferred as a result of the instant transaction.³

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.⁴

Interlocking Directorates:

SCI holds no interlocking directorates with a foreign carrier.

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
Percentage Held:	T-Mobile US holds a direct 100 percent equity and voting interest in T-Mobile.

³ A notification for the *pro forma* transfer of control of those authorizations was filed on January 26, 2021. See IBFS File No. ITC-T/C-20210126-00019.

⁴ A notification for that *pro forma* assignment of those authorizations was filed on January 26, 2021. See IBFS File No. ITC-ASG-20210126-00021.

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
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 SCI.

Description of Transaction:

The Commission is hereby notified of the *pro forma* transfer of control of the submarine cable landing licenses 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 authorizations, it was *pro forma* in nature.⁵ 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.”⁶ 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.

⁵ *In re Fed. Communications Bar Assn’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).

⁶ *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*]

Anti-Drug Abuse Act Certification

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.

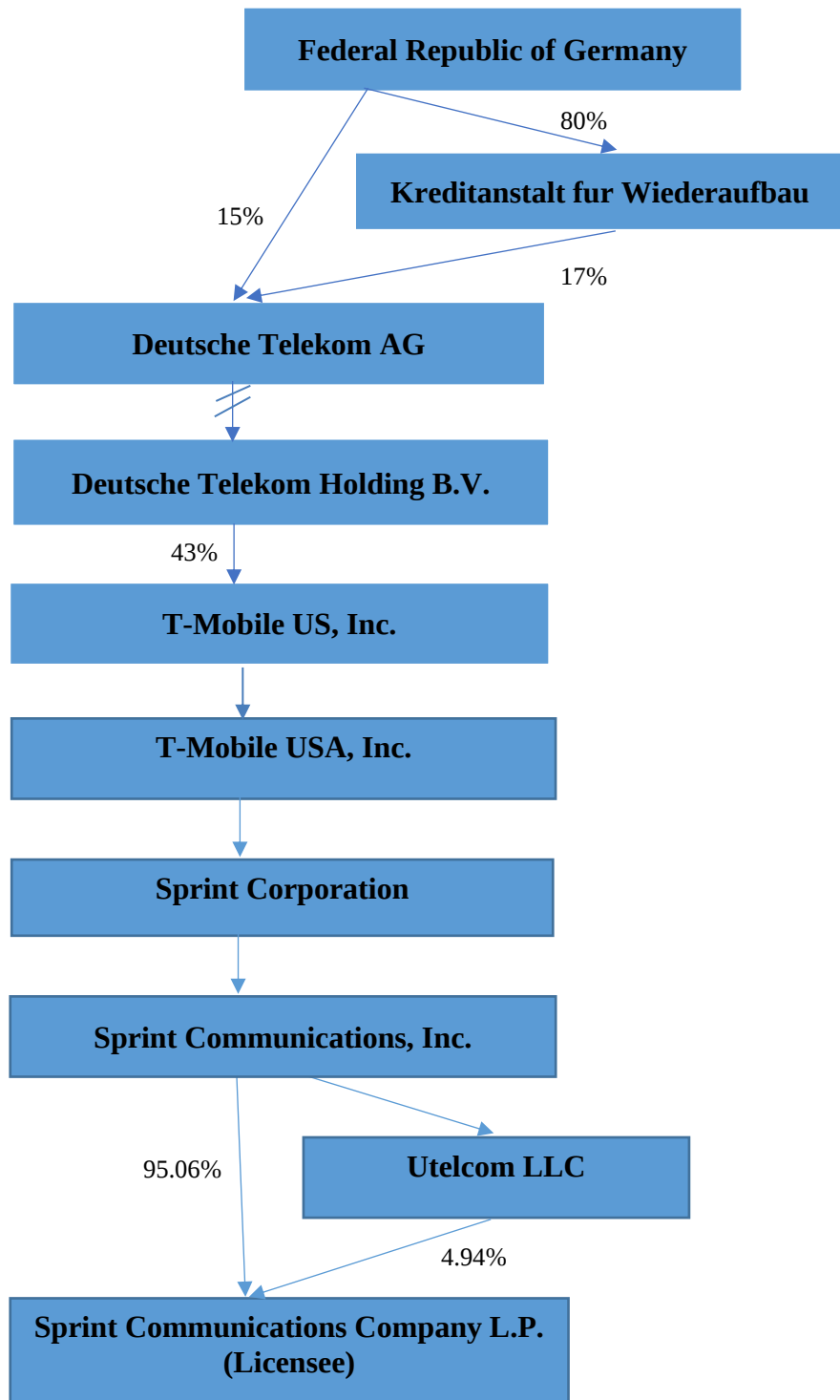
transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”).

Pre-Reorganization Ownership:



*All ownership is 100% unless otherwise indicated.

Post-Reorganization Ownership:



*All ownership is 100% unless otherwise indicated.