

**ATTACHMENT 1 TO FCC ELECTRONIC FORM**  
**Request for Approval of *Pro Forma* Transfer**

T-Mobile USA, Inc. (“T-Mobile USA”) hereby requests Commission approval of the *pro forma* transfer of control of several submarine cable landing licenses held by Sprint Communications Company L.P. (“SCCLP”), which will result from the conversion of Sprint Communications, Inc. and Sprint Corporation into limited liability companies (called Sprint Communications LLC and Sprint LLC, respectively).<sup>1</sup> The transaction, which is scheduled to take place on December 31, 2021, will result in the *pro forma* transfer of control of the following SCCLP submarine cable licenses:

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 <i>(formerly SCL-98-003A)</i>
Antillas-I	Sprint Communications Co., LP	4.88%	Puerto Rico – Dominican Republic	SCL-LIC-19951013-00002 <i>(formerly SCL-95-012)</i>
Japan-US	Sprint Communications Co., LP	3.75%	Trans – Pacific	SCL-MOD-20130227-00002 <i>(see also SCL-LIC-19981117-00025)</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>
Pan American	Sprint Communications Co., LP	5.61%	U.S. Virgin Islands – South America	SCL-MOD-20040521-00016 <i>(formerly SCL-97-001)</i>
Taino-Carib	Sprint Communications Co., LP	6.28%	Puerto Rico – U.S. Virgin Islands	SCL-LIC-20180702-00019 <i>(formerly SCL-92-002)</i>

**Information Required Under Section 1.767(a)(1-3) of the Commission’s rules:**

The name, address and telephone number(s) of the Transferee (the Transferor is the same entity):

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<sup>1</sup> The licensee also holds other FCC licenses that are subject to forbearance for *pro forma* transactions. A forbearance notice regarding the *pro forma* transfer of those licenses will be filed post-closing.

T-Mobile USA, Inc.  
12920 SE 38th Street  
Bellevue, WA 98006  
Tel: 425-383-8401

Place of Formation of Transferee:

T-Mobile USA is a Delaware corporation.

Contact Information for Transferee:

Jenny Knopf  
T-Mobile USA, Inc.  
12920 SE 38th Street  
Bellevue, WA 98006  
Tel: 425-383-8401  
[Jenny.Knopf@T-Mobile.com](mailto:Jenny.Knopf@T-Mobile.com)

With a copy to:

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**Information Required Under Section 1.767(a)(8) of the Commission's rules:**

Ownership of Transferee:

Following the transaction, the following entities will hold a ten percent or greater equity and/or voting interest, or a controlling interest, in T-Mobile USA:

<b>Name:</b>	T-Mobile US, Inc.
<b>Address:</b>	12920 SE 38th Street Bellevue, WA 98006
<b>Citizenship:</b>	U.S.
<b>Type of Organization:</b>	Corporation
<b>Principal Business:</b>	Telecommunications and information services
<b>Percentage Held:</b>	T-Mobile US holds a direct 100 percent equity and voting interest in T-Mobile USA, Inc.
<b>Name:</b>	Deutsche Telekom Holding B.V. ("DT Holding")
<b>Address:</b>	Stationsplein 8-K, Office Number 809

**Citizenship:** 6221 BT Maastricht  
Netherlands  
**Type of Organization:** Corporation  
**Principal Business:** Holding company  
**Percentage Held:** DT Holding holds approximately a 46.8 percent equity and voting interest in T-Mobile US, Inc.

**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 Global 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  
Frankfort, Germany 60325

**Citizenship:** Germany

<b>Type of Organization:</b>	Corporation
<b>Principal Business:</b>	Commercial banking
<b>Percentage Held:</b>	KfW, a bank controlled by the German government and federal states, holds approximately 17 percent of the ownership interests of DT.
<b>Name:</b>	Federal Republic of Germany (“FRG”)
<b>Address:</b>	c/o Federal Ministry of Finance Wilhelmstr 97 Berlin, Germany 10117
<b>Citizenship:</b>	Germany
<b>Type of Organization:</b>	Government entity
<b>Principal Business:</b>	Government
<b>Percentage Held:</b>	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 T-Mobile USA.

Anti-Drug Abuse Act Certification

T-Mobile USA certifies that no party to this filing 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.

Affiliation with Foreign Carriers

T-Mobile USA certifies that it is affiliated with the following foreign carriers:

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

**Australia:** Sprint International Australia Pty Ltd

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

**Belgium:** Deutsche Telekom Global Business Solutions 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:** Deutsche Telekom Global Business Solutions Canada Inc.; and Sprint International Communications Canada ULC

**Chile:** Sprint International Chile Ltda.

**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; Deutsche Telekom Nordic A/S; and SprintLink Denmark ApS

**Finland:** T-Systems Nordic A/S; and 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; Antel Germany GmbH; Deutsche Telekom Business Solutions GmbH; and SprintLink Germany 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; and Sprint Hong Kong Ltd

**Hungary:** Magyar Telekom Nyrt.; Deutsche Telekom IT & Telecommunications Hungary Kft.; and Sprint International Hungary Kft.

**India:** Sprint Telecom India Private Limited

**Ireland:** T-Systems Ltd.; Deutsche Telekom Global Business Solutions UK Ltd.; and SprintLink Ireland Ltd.

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

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

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

**Luxembourg:** Deutsche Telekom Global Business Solutions Luxembourg S.A.; and Deutsche Telekom Global Business Solutions Belgium NV

**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-Mobile Netherlands B.V.; T-Systems Nederland B.V.; Deutsche Telekom Global Business Solutions Nederland B.V.; and SprintLink Netherlands B.V.

**New Zealand:** Sprint International New Zealand

**Norway:** T-Systems Nordic A/S/ Norway; Deutsche Telekom Nordic (NUF); and 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.

**Portugal:** Deutsche Telekom Global Business Solutions Iberia SLU – Sucursal em Portugal

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

**Russia:** OOO Deutsche Telekom GBS RUS; and Sprint RUS LLC

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

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

**Slovenia:** Deutsche Telekom Global Business Solutions, telekomunikacije, d.o.o.

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

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

**Sweden:** T-Systems Nordic A/S; Deutsche Telekom Nordic A/S Sverige Filial; and SIHI Scandinavia AB

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

**United Kingdom:** Deutsche Telekom Global Business Solutions UK Ltd.; and SprintLink UK Ltd

#### Certification Regarding Affiliation with Foreign Carriers in Landing Markets

T-Mobile USA certifies that, regarding each country (other than the U.S.) in which the submarine cables identified above land:

- (A) T-Mobile USA is not a foreign carrier in that country;
- (B) T-Mobile USA does not control a foreign carrier in that country; or
- (C) There does not exist any entity that owns more than 25 percent of T-Mobile USA, or controls T-Mobile USA, or controls a foreign carrier in that country, except that in Brazil, Colombia, Chile, and Japan, T-Mobile USA's ultimate parent, DT, controls one or more foreign carriers.
- (D) Two or more foreign carriers (or parties that control foreign carriers) do not own, in the aggregate, more than 25 percent of T-Mobile USA 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 arrangements for the terms of acquisition, sale, lease, transfer and use of capacity on the cable in the United States;

All of the countries identified in (C) above are WTO Member countries.<sup>2</sup>

#### **Information Required Under Section 1.767(a)(9) of the Commission's rules:**

##### Certification Regarding Routine Conditions:

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<sup>2</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 June 14, 2021).

With respect to the Taino-Carib cable, T-Mobile USA certifies that it will accept and abide by the routine conditions specified in Section 1.767(g).

With respect to the Americas-II, Antillas-I, Japan-US, Maya-I and Pan American cables, T-Mobile USA certifies that it will accept and abide by the conditions in each cable's respective license, as currently modified.

**Information Required Under 1.767(g) of the Commission's rules:**

**Pro Forma Certification:**

T-Mobile USA certifies that the transfer of control described herein was *pro forma*, as defined in Section 63.24 of the Commission's rules, 47 C.F.R. § 63.24, and, together with all previous *pro forma* transactions, does not result in a change of the licensee's ultimate control.

**Description of Transaction:**

T-Mobile USA hereby requests Commission approval of the *pro forma* transfer of control of the submarine cable landing licenses held by SCCLP, which will result from the conversion of Sprint Communications, Inc. and Sprint Corporation into limited liability companies (called Sprint Communications LLC and Sprint LLC, respectively). The transaction is scheduled to take place on December 31, 2021. Attached are charts showing the ownership of the licensee before and after the transaction.<sup>3</sup>

Because the LLC conversions described above do not change the ultimate control of any affected wireless license (all remain controlled by T-Mobile USA), the transaction is *pro forma* in nature.<sup>4</sup> 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

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<sup>3</sup> The transferee is a direct wholly owned subsidiary of T-Mobile US, Inc. ("T-Mobile US"), a U.S.-organized entity, which is indirectly controlled by Deutsche Telekom AG ("DT"), a publicly traded German corporation. DT has *de facto* control of T-Mobile US – and thus T-Mobile USA – as a result of a proxy agreement which authorizes DT to vote a majority of the stock of T-Mobile US. By order released November 5, 2019, the Commission granted, subject to certain conditions, T-Mobile US's Petition for Declaratory Ruling under Section 310(b)(4) of the Communications Act that it would not serve the public interest to prohibit more than 25 percent indirect foreign ownership in T-Mobile US and its current and future licensee and lessee subsidiaries. See IBFS File No. ISP-PDR-20180618-00002 (filed June 18, 2018); granted by *Applications of T-Mobile US, Inc. and Sprint Corporation for Transfer of Control of Licenses and Authorizations*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, FCC 19-103, ¶¶ 361-63 (rel. Nov. 5, 2019). The foreign ownership in T-Mobile US and its subsidiaries as approved has not materially changed since November 5, 2019.

<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); 47 C.F.R. § 63.24 (d).

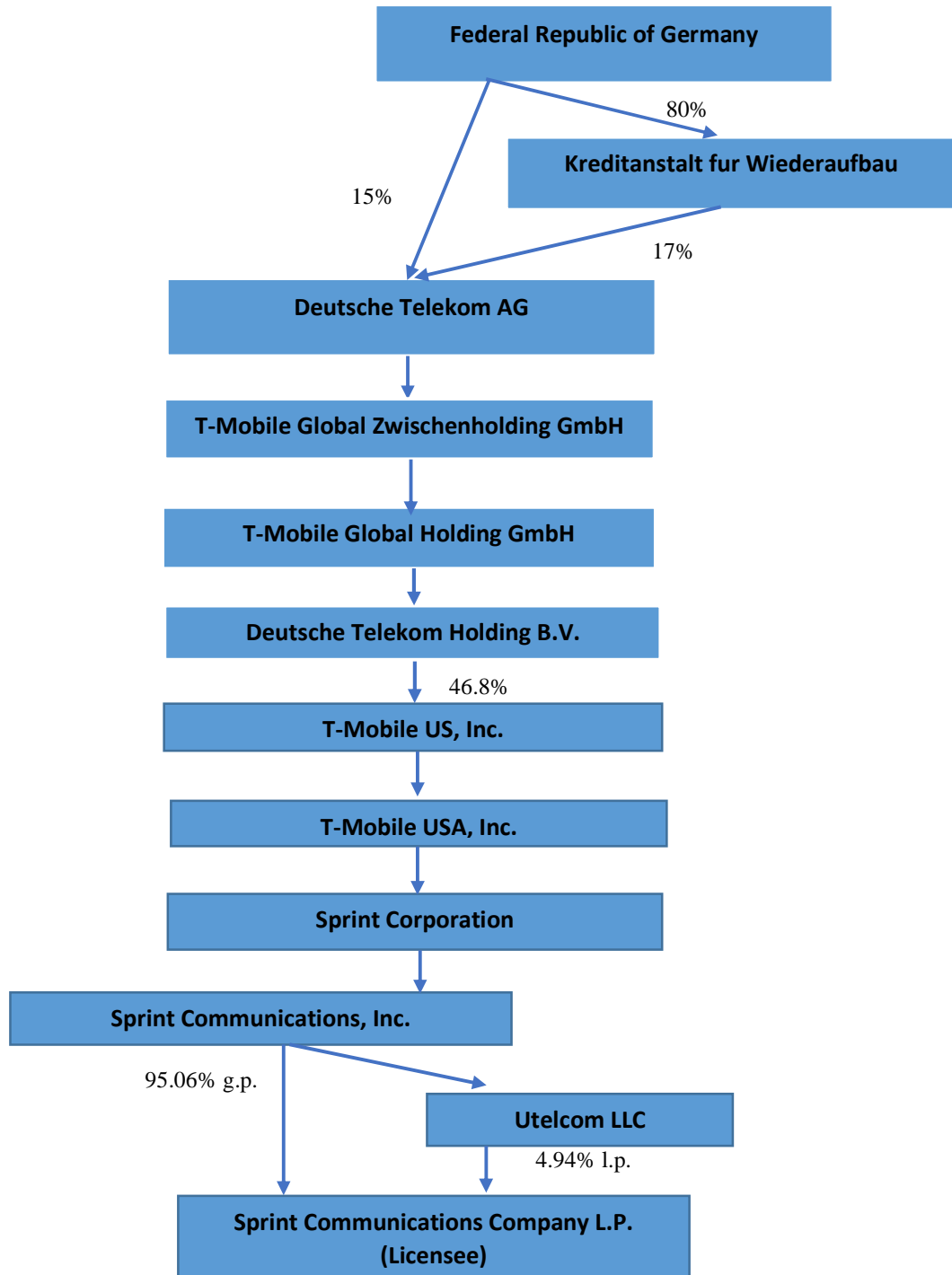


the public interest.”<sup>5</sup> T-Mobile USA certifies that this transaction, together with all previous *pro forma* transactions, did not result in a change of the licensee's ultimate control.

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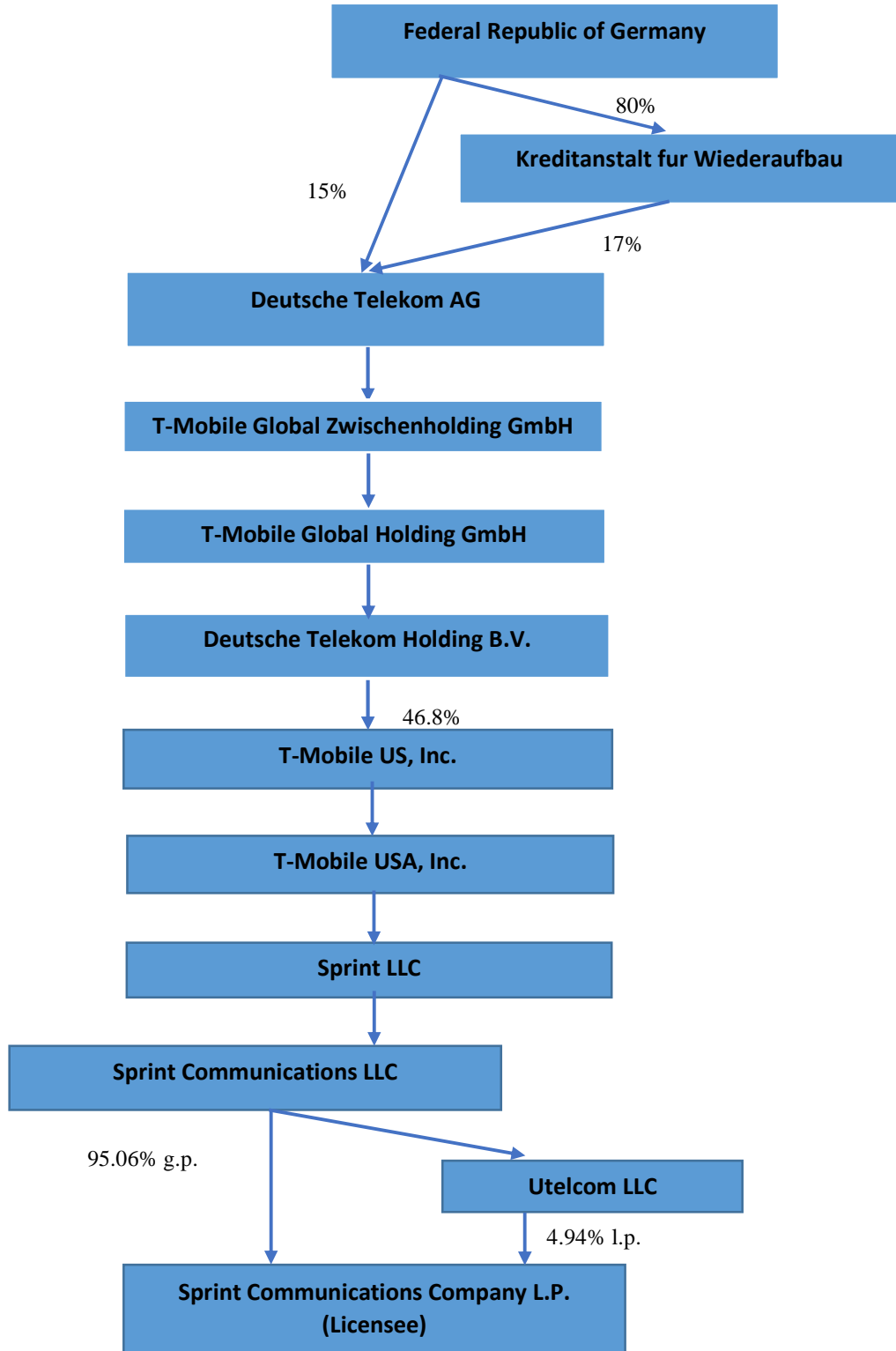
<sup>5</sup> *FCBA Forbearance Order* at 6295, ¶ 2 (“there is no need for additional public interest review of the application, because the person or entity retaining ultimate control of the license was subject to prior public interest review and approval by the Commission when it was originally awarded the license”). *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-Transaction Ownership:



\*All ownership is 100% unless otherwise indicated.

Post-Transaction Ownership:



\*All ownership is 100% unless otherwise indicated.