**Public Interest Statement**
**Exhibit F**

Because DT already has *de facto* control of T-Mobile, the anticipated increase in DT's aggregate shareholdings to 50 percent or more would be considered a *pro forma* transfer of the licenses held by Licensee.[3] 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."[4]

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[3] ***See*** *Metromedia, Inc.*, 98 F.C.C.2d 300, ¶9 (1984), *reconsideration denied*, 56 R.R.2d 1198 (1984), *appeal dismissed sub nom. California Ass'n of the Physically Handicapped v. FCC*, 778 F.2d 823 (D.C. Cir. 1985) ("[T]his transaction will not result in a substantial change of control regardless of the amount of stock being transferred. Thus, where a "passed upon" individual is going from *de facto* control to *de jure* control, the use of a short form is appropriate because such transactions do not involve a substantial change of control.").

[4] *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, ¶ 2 (1998) ("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.").