

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM
(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of T-Mobile Central LLC)
and VoiceStream Pittsburgh, Limited Partnership d/b/a T-)
Mobile)
to Notify the Commission pursuant to Rule 4901:1-6-24 of)
the Ohio Administrative Code

TRF Docket No. 90-_____

Case No. 12 - 3064 - **TP** - RCC

NOTE: Unless you have reserved a Case #, leave the "Case No" fields
BLANK.

Name of Registrant(s) T-Mobile Central LLC and VoiceStream Pittsburgh, Limited Partnership d/b/a T-Mobile
DBA(s) of Registrant(s) T-Mobile

Address of Registrant(s) 12920 SE 38th Street, Bellevue, WA 98006

Company Web Address www.t-mobile.com

Regulatory Contact Person(s) William Haas Phone 630-960-8286 Fax _____

Regulatory Contact Person's Email Address william.haas@T-Mobile.com

Contact Person for Annual Report William Haas Phone 630-960-8286

Address (if different from above) 2001 Butterfield Rd., Downers Grove, IL 60515

Consumer Contact Information William Haas Phone 630-960-8286

Address (if different from above) _____

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14 (C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G)(0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC1-6-09 *(Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	
Wireless Providers See 4901:1-6-24	<input checked="" type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____ at (Location) _____

*(Signature and Title) _____ (Date) _____

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Stephen M. Howard _____ verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

Stephen M. Howard
*(Signature and Title) Stephen M. Howard, Attorney (Date) 11/21/12

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR



Vorys, Sater, Seymour and Pease LLP
Legal Counsel

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PO Box 1008
Columbus, Ohio 43216-1008

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Founded 1909

Stephen M. Howard
Direct Dial (614) 464-5401
Direct Fax (614) 719-4772
Email smhoward@vorys.com

November 21, 2012

Ms. Barcy F. McNeal, Secretary
Public Utilities Commission of Ohio
180 E. Broad Street, 11th Floor
Columbus, Ohio 43215-3793

Re: Notification of a *Pro Forma* Change in Ownership of T-Mobile Central LLC
and Voice Stream Pittsburgh Limited Partnership d/b/a T-Mobile

Dear Ms. McNeal:

T-Mobile Central LLC and Voice Stream Pittsburgh Limited Partnership d/b/a T-Mobile (together, "T-Mobile Ohio"), commercial mobile radio service providers and wholly-owned subsidiaries of T-Mobile USA, Inc. ("T-Mobile USA"), hereby notify the Public Utilities Commission of Ohio ("PUCO") of certain proposed transactions that, once consummated, will result in a *pro forma* change in ownership of T-Mobile Ohio. T-Mobile Ohio's ultimate controlling parent, Deutsche Telekom AG ("DT"), and MetroPCS Communications, Inc. ("MetroPCS")¹ have entered into a Business Combination Agreement, dated October 3, 2012 (the "Agreement"),² that provides for the combination of T-Mobile USA and MetroPCS that will enable the combined company to create a leading value wireless carrier that is able to more effectively meet the competitive challenges of today's wireless marketplace.³ Because MetroPCS does not hold spectrum to provide services in or operate in Ohio, the combination of T-Mobile USA and MetroPCS will not reduce the number of wireless service providers operating in the state and, in fact, is expected to strengthen the combined company's ability to compete against larger wireless carriers in the State of Ohio to the benefit of Ohio consumers.

¹ MetroPCS is a facilities-based wireless broadband mobile communications provider offering wireless broadband mobile services in certain metropolitan areas in the United States on no annual contract, unlimited, paid in advance basis. MetroPCS does not operate in Ohio.

² A copy of the agreement can be found at <https://wireless2fcc.gov/UlsEntry/attachments/attachmentViewRD.jsp?applType=search&fileKey=1537267192&attachmentKey=18999891&attachmentInd=applAttach> (last viewed November 20, 2012).

³ See T-Mobile USA, Press Release, "T-Mobile USA and MetroPCS to Combine, Creating Value Leader in U.S. Wireless Marketplace," (Oct. 3, 2012), available at <http://newsroom.t-mobile.com/articles/t-mobile-metropcs-combine> (last viewed November 20, 2012).

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The proposed transaction will result in a *pro forma* change in T-Mobile Ohio's intermediate holding company structure, which arguably triggers a notification requirement under Rule 4901: 1-6-24 of the Ohio Administrative Code. As discussed below, the proposed internal restructuring at the intermediate holding company level will not result in any change to T-Mobile Ohio or its parent company, T-Mobile USA, or in a transfer of control of T-Mobile Ohio as the ultimate parent of the company, DT, will remain the same after the consummation of the proposed transaction. Moreover, the *pro forma* changes will not affect T-Mobile Ohio itself or its operations in Ohio.⁴

I. DESCRIPTION OF T-MOBILE USA

Both T-Mobile Central LLC and Voice Stream Pittsburgh Limited Partnership d/b/a T-Mobile are facilities-based commercial mobile radio service providers that are registered as Wireless Service Providers in the State of Ohio. On June 13, 2012, in Case Nos. 12-1175-TP-UNC and 12-1176-TP-UNC, the PUCO granted conditional designation as Eligible Telecommunications Carriers ("ETCs") to both entities for the limited purpose of providing Lifeline service for an interim period of one (1) year, which may be renewed by the PUCO if it finds renewal is appropriate.

T-Mobile Ohio's direct parent, T-Mobile USA, offers national wireless voice, messaging, and data services through its various direct or indirect wholly-owned subsidiaries or limited liability companies. T-Mobile USA's ultimate parent company, DT, is based in Bonn, Germany and is one of the world's leading telecommunications companies with operations in about 50 countries. DT holds all of its interest in T-Mobile USA through its wholly-owned subsidiary T-Mobile Global Zwischenholding GmbH ("T-Mobile Global"), which in turn owns all of the equity and voting interests of T-Mobile Global GmbH ("T-Mobile Holding"), which in turn holds all of the voting and equity interests of T-Mobile USA, which in turn holds all of the voting and equity interests in T-Mobile Ohio.

II. CONTACT INFORMATION

The contact information for T-Mobile Ohio's legal representatives is as follows:

Stephen M. Howard
Vorys, Sater, Seymour and Pease LLP

⁴ In submitting this Notice, T-Mobile USA reserves its rights under federal law, including 47 U.S.C. § 332 and Federal Communications Commission rules.

VORYS

Legal Counsel

Ms. Barcy F. McNeal

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52 E. Gay Street
P.O. Box 1008
Columbus, OH 43216-1008
614-464-5401 – telephone
614-719-4772 – facsimile
Smhoward@vorys.com

T-Mobile Ohio's company representative's contact information is as follows:

William A. Haas
Senior Corporate Counsel
State Regulatory
2001 Butterfield Rd.
Downers Grove, IL 60515
(630) 960-8286 – telephone
William.Haas@T-Mobile.com

III. DESCRIPTION OF THE TRANSACTION

The Agreement between T-Mobile Ohio's ultimate corporate parent, DT, and MetroPCS provides for the combination of T-Mobile USA and MetroPCS into a leading value wireless carrier in the United States which will deliver an enhanced customer experience through broader selection of affordable products and services, more network capacity, and a clear-cut technology path to the common long-term evolution networks. MetroPCS does not hold licenses to provide services in, nor does MetroPCS have facilities or networks in, Ohio. As described below, the proposed transaction also will result in a *pro forma* restructuring of the intermediate holding companies of T-Mobile Ohio.

Under the Agreement, MetroPCS will effect a recapitalization that includes a reverse split of its common stock and a cash payment to its shareholders. Immediately following the reverse stock split and cash payment, T-Mobile Holding will transfer to MetroPCS all of T-Mobile's Holding's ownership interests in T-Mobile USA and MetroPCS will issue to T-Mobile Holding or its designee shares of MetroPCS common stock equal to 74 percent of the fully diluted shares of MetroPCS common stock outstanding at closing. The companies also will consolidate some of the MetroPCS companies in the ownership chain as part of this transaction. As such, the proposed transaction will result in a *pro forma* change in the intermediate holding companies of T-Mobile USA, but not T-Mobile Ohio's immediate parent entity or T-Mobile Ohio. The proposed transaction is *pro forma* because DT will continue to control T-Mobile USA and its subsidiaries (including T-Mobile Ohio) both before and after the transaction. For the Commission's reference, diagrams of the pre- and post-transaction corporate ownership structure of T-Mobile USA are provided as Exhibit A hereto.

VORYS

Legal Counsel

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T-Mobile USA and MetroPCS have filed applications with the FCC seeking authority to transfer control of the FCC licenses, leases, and authorizations held by MetroPCS and its direct and indirect licensee subsidiaries to DT. T-Mobile USA has also submitted applications to the FCC in connection with the associated *pro forma* change in the intermediate ownership of the FCC licenses, leases and authorizations held by it and its licensee subsidiaries.⁵

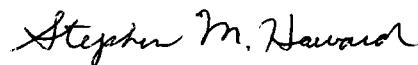
IV. PUBLIC INTEREST CONSIDERATIONS

The Agreement and resulting *pro forma* change to T-Mobile Ohio's holding company structure—which is the subject of this notification—will serve the public interest by creating a leading value wireless carrier in the United States that will deliver an enhanced customer experience through a broader selection of affordable products and services, more network capacity and broader network coverage and a clear-cut technology path to one common long-term evolution network. The combined company will have the expanded scale, spectrum and financial resources to aggressively compete with the other larger U.S. wireless carriers. Furthermore, the proposed transaction will not result in any change in ultimate ownership or control of T-Mobile Ohio as DT will continue to be its ultimate controlling parent company. Importantly, the proposed transaction will not affect T-Mobile Ohio itself and will not cause any interruptions or changes to any customer's services in Ohio. Finally, the transaction will not affect the number of competitors in Ohio as MetroPCS does not sell service in Ohio or hold licenses which would permit it to operate facilities in Ohio.

* * * * *

Thank you for your consideration. Please do not hesitate to contact me should you have any questions regarding this notice filing.

Sincerely yours,



Stephen M. Howard

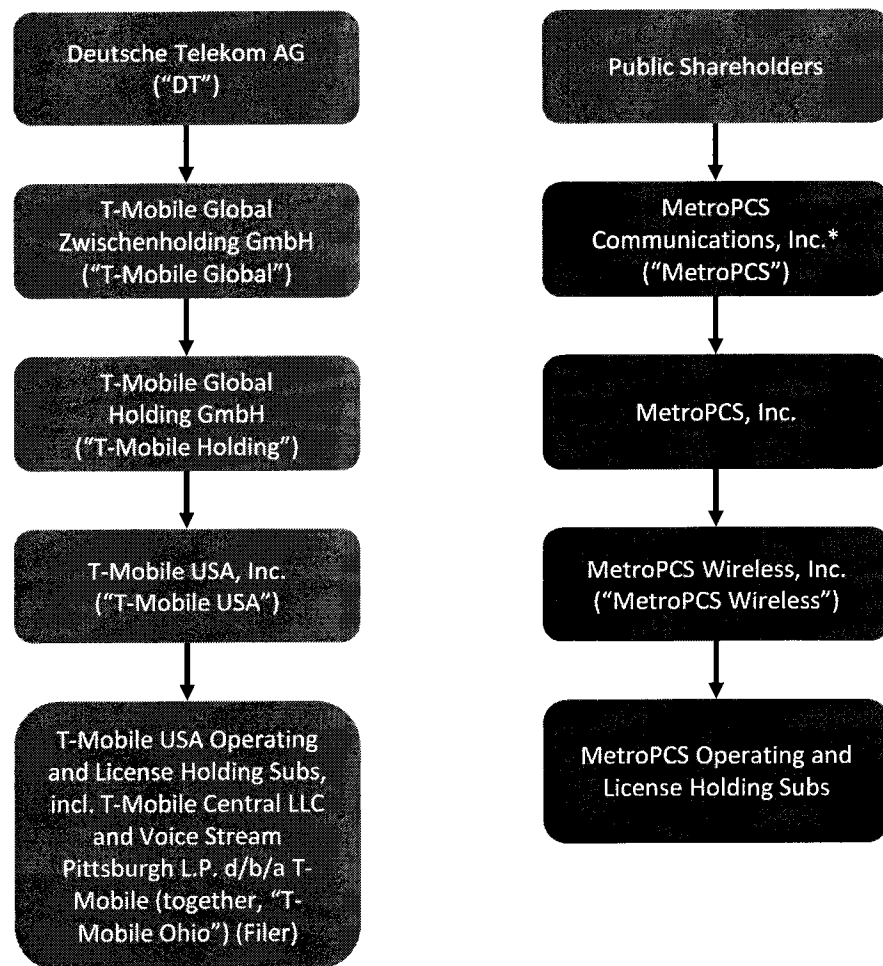
SMH/jaw

Enclosure

cc: William Haas (with enclosure)

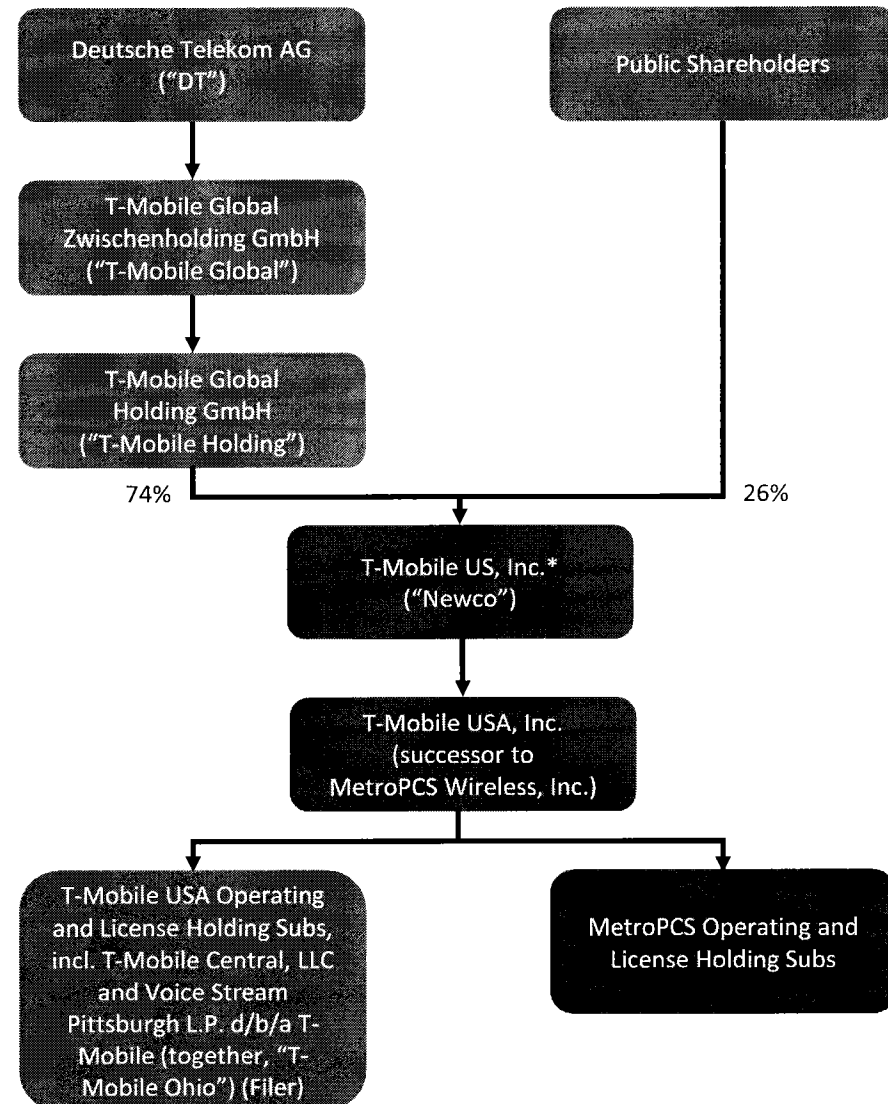
⁵ The full FCC application and Public Interest Statement associated with the combination of T-Mobile USA and MetroPCS is available at: <http://apps.fcc.gov/ecfs/comment/view?id=6017114958> (last viewed November 20, 2012).

Pre-Transaction Structures



* Publicly Traded Entity

Post-Transaction Structure



This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

11/21/2012 2:45:38 PM

in

Case No(s). 12-3064-TP-RCC

Summary: Notice Notice of Change in Ownership electronically filed by Mr. Stephen M Howard on behalf of T-MOBILE CENTRAL LLC and VOICESTREAM PITTSBURGH LIMITED PARTNERSHIP DBA T-MOBILE