

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 10-11-2017)

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 Sprint Communications Company L.P.; Sprintcom, Inc.; US Telecom, Inc.) TRF Docket No. 90 -
Virgin Mobile USA, L.P.; Sprint Corporation; T-Mobile Northeast, LLC;) Case No. 19 - 1499- **TP - ACO**
T-Mobile Central LLC; T-Mobile USA, Inc.; and T-Mobile US, Inc.) **NOTE: Unless you have reserved a Case #, leave the**
to transfer ownership.) **"Case No" fields BLANK.**

Name of Registrant(s) Sprint entities: Sprint Communications Company L.P.; Sprintcom, Inc.; US Telecom, Inc.
and Virgin Mobile USA L.P.; T-Mobile entities: T-Mobile Northeast LLC and T-Mobile Central LLC

Address of Registrant(s) Sprint:6200 Sprint Parkway, Overland Park,KS 66257; T-Mobile:12920 SE 38th St., Bellevue,WA 98106

Company Web Address _____

Regulatory Contact Person(s) See Exhibit C Phone _____ Fax _____

Regulatory Contact Person's Email Address _____

Contact Person for Annual Report See Exhibit C Phone _____

Address (if different from above) _____

Consumer Contact Information See Exhibit C Phone _____

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 Ohio Administrative Code [4901:1-6](#).

Section III – Carrier to Carrier is Pursuant to Ohio Adm.Code [4901:1-7](#), and Wireless is Pursuant to Ohio Adm.Code [4901:1-6-24](#).

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 Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website 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 PUCO.

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

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	☐ ACE 1-6-08 * (Auto 30- day)	☐ ACE 1-6-08 *(Auto 30 day)	☐ ACE 1-6-08 *(Auto 30 day)	☐ ACE 1-6-10 (Auto 30 day)	☐ UNC 1-6-09 *(Non-Auto)

*Supplemental Certification forms can be found on the PUCO webpage.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		☐ ABN 1-6-26 (Auto 30 days)	☐ ABN 1-6-26 (Auto 30 days)
Change of Official Name *	☐ ACN 1-6-29(B) (Auto 30 days)	☐ ACN 1-6-29(B) (Auto 30 days)	☐ CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	☐ ACO 1-6-29(E) (Auto 30 days)	☒ ACO 1-6-29(E) (Auto 30 days)	☒ CIO 1-6-29(C) (0 day Notice)
Merger *	☐ AMT 1-6-29(E) (Auto 30 days)	☐ AMT 1-6-29(E) (Auto 30 days)	☐ CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	☐ ATC 1-6-29(B) (Auto 30 days)	☐ ATC 1-6-29(B) (Auto 30 days)	☐ CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	☐ ATR 1-6-29(B) (Auto 30 days)	☐ ATR 1-6-29(B) (Auto 30 days)	☐ 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 PUCO's webpage](#) 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	☐ NAG 1-7-07 (Auto 90 day)	☐ NAG 1-7-07 (Auto 90 day)
Request for Arbitration	☐ ARB 1-7-09 (Non-Auto)	☐ ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs	☐ ATA 1-7-14 (Auto 30 days)	☐ ATA 1-7-14 (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	☐ UNC 1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way. (13-579-AU-ORD 11/30/16 Entry)	☐ ATA 1-3-04 (Auto 60 days)	
Wireless Providers See 4901:1-6-24	☐ RCC [Registration & Change in Operations] (0 day)	☐ NAG [Interconnection Agreement or Amendment] (Auto 90 days)

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 Ohio Adm.Code 4901:1-6-7.

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, _____, 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.

See Attached Exhibit E.

*Signature and

Title

_____ Date _____

**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.*

File document electronically as directed in case number 06-900-AU-WVR

or

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**

EXHIBIT A

The tariff pages subject to the proposed change(s) as they exist before the change(s).

This Exhibit is not applicable as no tariff changes are anticipated.

EXHIBIT B

The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.

This Exhibit is not applicable as no tariff changes are anticipated.

EXHIBIT C

Description of the transaction.

T-Mobile US, Inc. (“T-Mobile”) and Sprint Corporation (“Sprint”), along with other entities described herein, have entered into an agreement under which Sprint will become a wholly owned subsidiary of T-Mobile USA, Inc. (“T-Mobile USA”), which is a subsidiary of T-Mobile. Sprint and its subsidiaries, including those that hold certificates issued by the Public Utilities Commission of Ohio (“Commission”), will ultimately be under new ownership. A chart depicting the current corporate structure and ownership of Sprint and T-Mobile is attached as Exhibit C-1. The multiple documents constituting the agreement may be accessed at: https://www.sec.gov/Archives/edgar/data/101830/000110465918028087/a18-12444_1ex2d1.htm.

While the merger transaction will result in a change in the ultimate ownership of Sprint and its subsidiaries, no transfer of Commission certificates, assets or customers will occur under the merger transaction. It will be transparent to the customers of those companies holding certificates issued by the Commission.

I. Description of the Applicants

A. Sprint

Sprint Corporation is a Delaware corporation headquartered at 6200 Sprint Parkway, Overland Park, Kansas 66251. It is the parent of several subsidiary companies, including Sprint Communications Company L.P., Sprintcom, Inc. and US Telecom, Inc.

Sprint Communications Company L.P. (“Sprint Communications”) is a Delaware limited partnership and wholly owned subsidiary of Sprint. Sprint Communications is headquartered at 6200 Sprint Parkway, Overland Park, Kansas 66251. Sprint Communications holds Certificate Number 90-9015 from the Commission and is authorized to provide local exchange services in eighty-five Ohio counties and to provide competitive telecommunications services throughout the state.

Sprintcom, Inc. (“Sprintcom”) is a Kansas corporation headquartered at 6200 Sprint Parkway, Overland Park, Kansas 66251. Sprintcom holds Certificate Number 90-5353 from the Commission and is authorized to provide competitive telecommunications services throughout Ohio.

US Telecom, Inc. (“US Telecom”) is a Kansas corporation headquartered at 6200 Sprint Parkway, Overland Park, Kansas 66251. US Telecom holds Certificate Number 90-1525 from the Commission and is authorized to provide competitive telecommunications services throughout Ohio.

Virgin Mobile USA L.P. d.b.a. Assurance Wireless (“Virgin Mobile”) is a Delaware corporation headquartered at 6200 Sprint Parkway, Overland Park, Kansas 66251. Virgin Mobile holds Certificate Number 90-5582 from the Commission and is authorized to provide commercial mobile radio services throughout Ohio.

B. T-Mobile

T-Mobile US, Inc. is a Delaware corporation headquartered in Bellevue, Washington and is the parent to T-Mobile USA. T-Mobile is partly owned by and controlled by Deutsche Telekom AG (“Deutsche Telekom”), which is based in Bonn, Germany. Deutsche Telekom provides fixed broadband and wireless services to customers in more than fifty countries around the world.

T-Mobile USA is a Delaware corporation headquartered at 12920 Southeast 38th Street, Bellevue, Washington 98006. It is a subsidiary of T-Mobile and the parent company of T-Mobile Northeast, LLC and T-Mobile Central LLC.

T-Mobile Northeast LLC (“T-Mobile Northeast”) is a Delaware limited liability company headquartered at 12920 Southeast 38th Street, Bellevue, Washington 98006. T-Mobile Northeast holds Certificate Number 90-5445-TP-TRF from the Commission and is authorized to provide wireless services throughout Ohio.

T-Mobile Central LLC (“T-Mobile Central”) is a Delaware limited liability company headquartered at 12920 Southeast 38th Street, Bellevue, Washington 98006. T-Mobile Central holds Certificate Number 90-5449 from the Commission and is authorized to provide commercial mobile radio services throughout Ohio.

II. Description of the Merger Transaction

The agreement between T-Mobile and Sprint describes the steps of the merger transaction, which ultimately will result in the merger of Sprint into a subsidiary of T-Mobile, with Sprint surviving as a direct subsidiary of T-Mobile USA.

A brief description of the steps is as follows. If certain conditions are met, the pre-transaction owners of approximately 84% of Sprint will merge with and into a newly formed subsidiary of T-Mobile – Huron Merger Sub LLC (“Huron”) – with Huron continuing as the surviving corporation. Another T-Mobile subsidiary, Superior Merger Sub Corporation (“Superior”), will merge with and into Sprint, with Sprint continuing as the surviving entity. Then, Huron will distribute Sprint stock to T-Mobile, which T-Mobile will then contribute to T-Mobile USA. Following completion of these steps, Sprint will be a wholly owned subsidiary of T-Mobile USA, which is a direct subsidiary of T-Mobile. Deutsche Telekom and SoftBank Group Corp. (“SoftBank”) are expected to hold roughly 42% and 27% of the fully diluted shares of T-Mobile Common Stock, respectively, with the remaining approximately 31% of the fully diluted shares of T-Mobile Common Stock held by public stockholders. Exhibit C-2 depicts the post-closing structure following the merger transaction. Sprint Communications, Sprintcom, US Telecom and Virgin Mobile are among the subsidiaries included in the “Sprint Subs” in the diagram.

While the Sprint subsidiaries will become indirect subsidiaries of T-Mobile USA, they will continue to operate as subsidiaries of Sprint. T-Mobile USA will continue to be a wholly owned subsidiary of T-Mobile, Inc. T-Mobile will continue to operate as T-Mobile, and its headquarters will remain in Bellevue, Washington. It will maintain a secondary headquarters in Overland Park, Kansas.

The agreement is conditioned upon approval of the T-Mobile and Sprint shareholders, as well as required regulatory and other governmental consents. The merger transaction is subject to approval by the Federal Communications Commission (“FCC”) and review by the U.S. Department of Justice (“DOJ”). Applications seeking FCC approval were filed on June 18, 2018. Both Deutsche Telekom and SoftBank filed their individual notices with the DOJ on May 24, 2018. Also, the parties to the transaction filed applications with nineteen state utility commissions with authority to approve the transaction; eighteen states have approved the transaction to date. T-Mobile and Sprint intend to consummate the merger as promptly as possible after all necessary federal and state regulatory approvals have been received and all other pre-conditions are met.

III. Public Convenience and Adequate Service at Reasonable Rates

The merger is in the public interest and public convenience. As noted above, the Sprint subsidiaries that are certificated by the Commission will remain wholly owned subsidiaries of Sprint. There is no risk of competitive harm from the Sprint entities being acquired by a new parent because neither T-Mobile USA nor its subsidiaries have any entities certified by the Commission that provide wireline services in competition with the Sprint entities being acquired.

The merger will be transparent to existing customers of the Sprint entities because the Sprint entities will continue to provide the services that they currently provide in Ohio, subject to pre-existing Sprint plans to discontinue TDM services and transition customers to Internet Protocol (“IP”) services. All existing Sprint contracts will be honored, including transitioning customers to IP services.

The transaction will affirmatively promote the public convenience. The managerial, technical and financial resources available to the Sprint entities will increase. The Sprint entities will become part of a much larger scale entity with substantial financial resources. The Sprint entities will be able to offer a wider array of services that can be bundled with wireless services. This will permit the Sprint entities to be more competitively effective in the marketplace, all of which is beneficial to Ohioans. As a result, approval of the transaction will promote the public convenience and result in the provision of adequate services for reasonable rates.

The merger will also accomplish a goal critical to enhancing the public convenience throughout the country including in Ohio: the rapid and widespread deployment of 5G networks in a market structure that spurs rivals to invest in the increased capacity and, correspondingly, to drop the price of data per gigabyte. This is because the new T-Mobile will be able to leverage a unique combination of complementary assets to unlock synergies in order to build a world-leading, nationwide 5G network. This next-generation wireless technology will deliver unprecedented services to customers, increasingly disrupt the wireless industry, and ensure U.S. leadership in the race to deploy 5G. This new nationwide 5G network will also bring increased high-speed broadband coverage to rural consumers in Ohio and nationwide. The new T-Mobile’s increased investment and rapid growth, along with the accelerated roll-out of 5G services, will stimulate additional jobs throughout the country.

IV. Contacts

For purposes of this application, the parties' direct contacts are as follows:

For the T-Mobile Entities

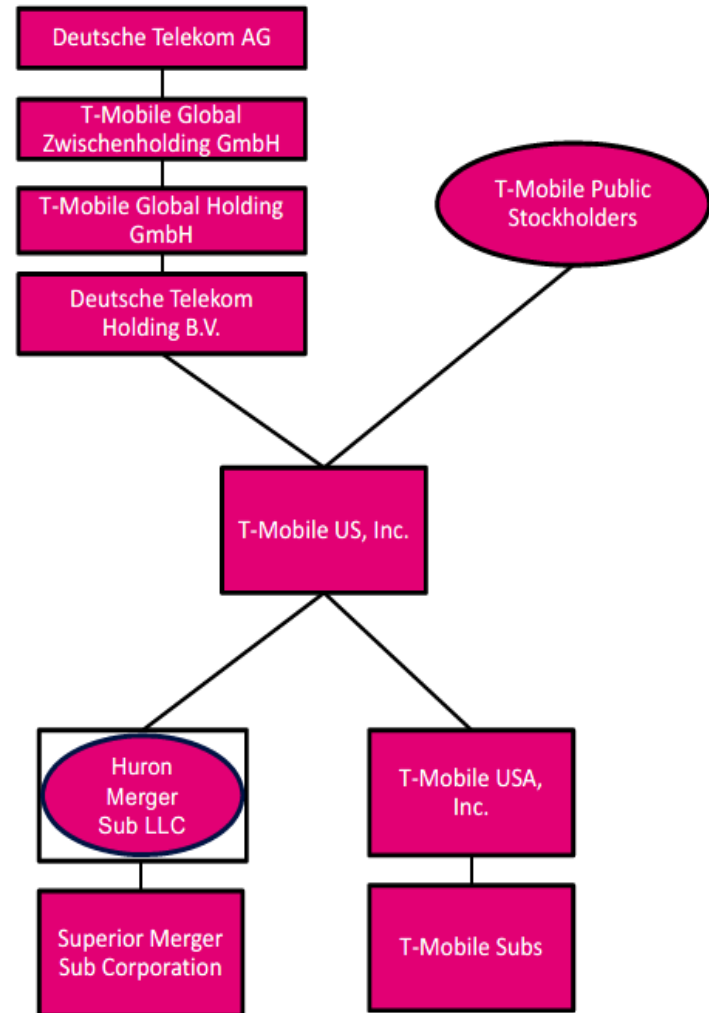
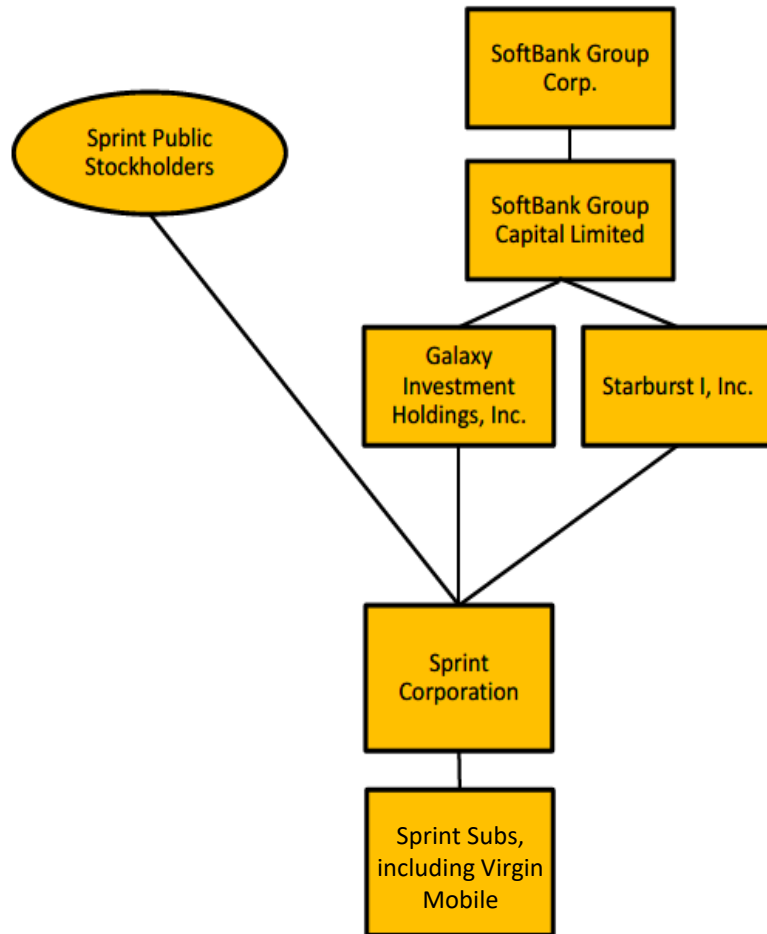
William A. Haas
T-Mobile US, Inc.
P.O. Box 10076
Cedar Rapids, IA 52410
(630) 290-7615
william.haas@t-mobile.com

For the Sprint Entities

Diane C. Browning
Sprint Corporation
6450 Sprint Parkway
Mailstop KSOPHN0314-3B161
Overland, KS 66251
(913) 315-9284
diane.c.browning@sprint.com

Pre-Closing Structure

Exhibit C-1 of the Joint Application
of T-Mobile and Sprint
Case No. 19- 1499 -TP-ACO



Post-Closing Structure

Exhibit C-2 of the Joint Application
of T-Mobile and Sprint
Case No. 19- 1499-TP-ACO

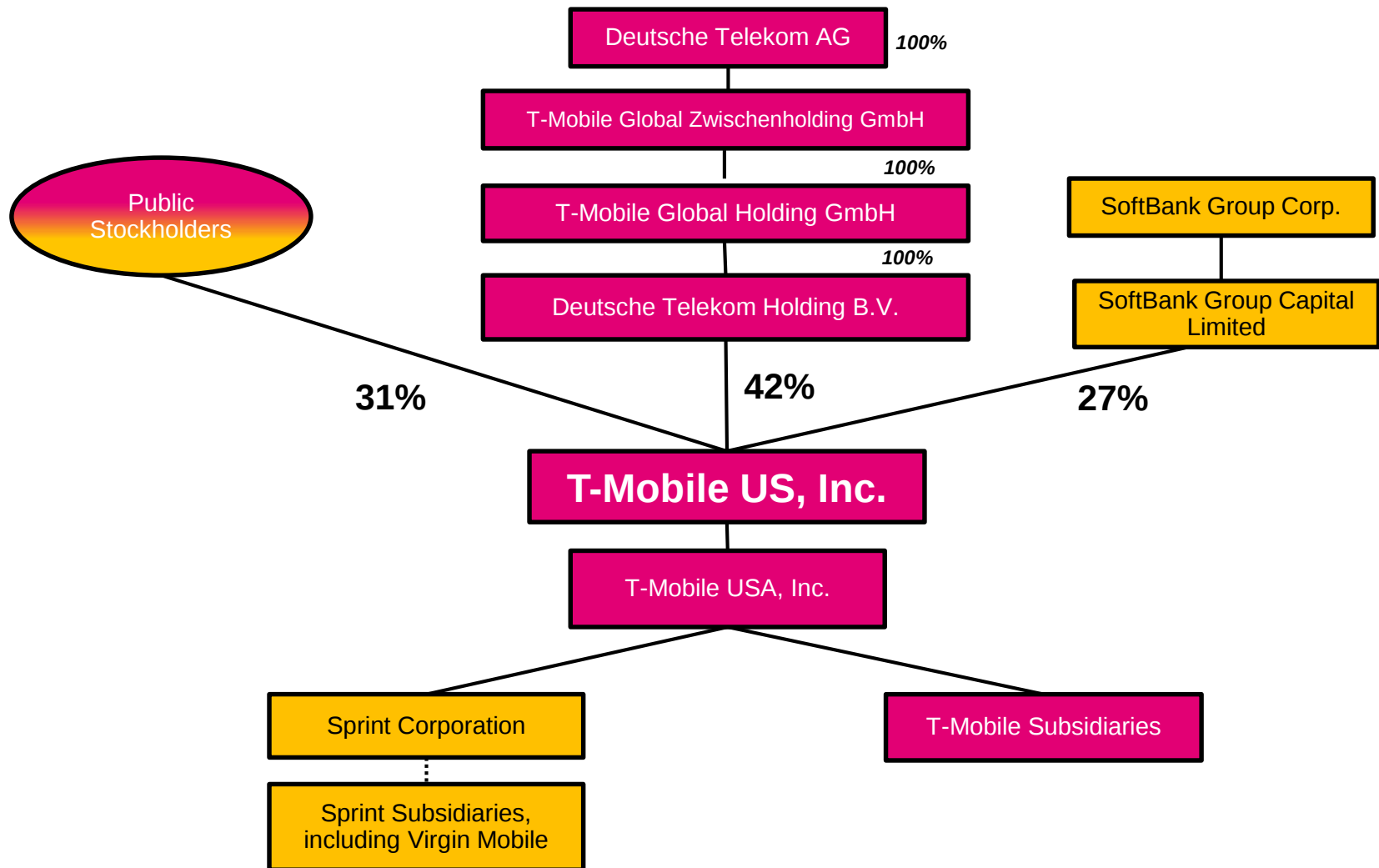


EXHIBIT D

A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

This Exhibit is not applicable as the companies holding certificates will continue to provide services without changes in rates, terms, or conditions. The transaction will be transparent to the Ohio customers.

EXHIBIT E

Verifications

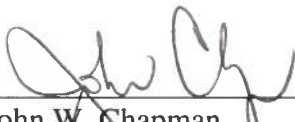
VERIFICATION

State of Kansas :
County of Johnson:

I, John W. Chapman, hereby declare:

1. I am Vice President and Assistant Secretary of Sprint;
2. I am authorized to make this verification on behalf of Sprint; and
3. The statements in the foregoing filing related to the Sprint and T-Mobile merger, and all additional information submitted in connection with this filing, are true and correct to the best of my knowledge.

Executed on 25th day of July 2019.



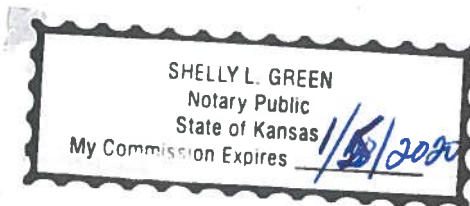
John W. Chapman
Vice President and Assistant Secretary

Sworn to and subscribed before me on the 25th day of July 2019.



Notary Public

My Commission expires: 1/5/2020



VERIFICATION

State of Washington :
County of King :

I, David Conn, hereby declare:

1. I am Vice President, State Government Affairs, of T-Mobile;
2. I am authorized to make this verification on behalf of T-Mobile; and
3. The statements in the foregoing filing related to the T-Mobile and Sprint merger, and all additional information submitted in connection with this filing, are true and correct to the best of my knowledge.

Executed on 29th day of July 2019.

David Conn

[Name]

VICE PRESIDENT, STATE GOV'T. AFFAIRS

[Title]

Sworn to and subscribed before me on the 29th day of July 2019.

Isabel M. Parker

Notary Public

My Commission expires: 08/19/20



This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

7/29/2019 4:28:54 PM

in

Case No(s). 19-1499-TP-ACO

Summary: Application Joint Application to transfer ownership electronically filed by Mrs. Gretchen L. Petrucci on behalf of Sprint Communications Company L.P. and Sprintcom, Inc. and US Telecom, Inc. and Virgin Mobile USA, L.P. and Sprint Corporation and T-Mobile Northeast, LLC and T-Mobile Central LLC and T-Mobile USA, Inc. and T-Mobile US, Inc.