

**DESCRIPTION OF TRANSACTION  
AND PUBLIC INTEREST STATEMENT**

By this FCC Form 603 assignment application, the applicants respectfully request consent to the assignments of 700 MHz A-Block spectrum by Actel, LLC (“Assignor”) to T-Mobile License LLC (“Assignee” and, together with Assignor, the “Parties”), as described herein.

These assignments involve only the transfer of spectrum; they do not involve any transfer of network or other assets or customers. The assignments will augment the spectrum holdings of Assignee, expanding capacity and thereby benefiting consumers. For the reasons set forth below, the Parties submit that Commission approval of the proposed assignments is consistent with the public interest, convenience and necessity.

**Description of the Parties**

Assignee is a wholly-owned subsidiary of T-Mobile USA, Inc. (“T-Mobile USA”) and, indirectly, T-Mobile US, Inc. (“T-Mobile US”), a publicly traded company, and part of the family of companies that operate under the T-Mobile® brand names. Deutsche Telekom AG, a publicly-traded German company based in Bonn, Germany (“DT”), holds a 66.79 percent interest in T-Mobile US through its wholly-owned subsidiary T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”). This subsidiary owns all of the equity and voting interests of T-Mobile Global Holding GmbH (“T-Mobile Holding”), which owns all of the equity and voting interests of Deutsche Telekom Holding B.V. (“DT Holding B.V.”), which in turn holds the 66.79 percent interest in T-Mobile US. The remaining 33.21 percent interest in T-Mobile US is held by public shareholders. Led by a management team with decades of collective experience in the telecommunications industry, T-Mobile US is headquartered in Bellevue, Washington, offers nationwide wireless voice and data services to consumer and business customers and provides service to over 50 million subscribers. The Commission has repeatedly found that Assignee and its controlling companies have the requisite character and qualifications to hold Commission authorizations.<sup>1</sup> An FCC Form 602 providing current ownership information for Assignee is on file with the Commission.<sup>2</sup>

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<sup>1</sup> See, e.g., *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, ¶ 19 (WTB/IB 2013) (“*T-Mobile-MetroPCS Order*”); *Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515, 2519-20 ¶ 10 (2008).

<sup>2</sup> Based on prior guidance from the Wireless Telecommunications Bureau, the Form 602 filing for T-Mobile USA satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission’s rules for its wholly-owned subsidiaries. See 47 C.F.R. §§ 1.919, 1.2112(a); see also *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999) (“Form 602 FAQ’s”).

Assignor is a wholly-owned subsidiary of CenturyLink, Inc., a telecommunications company providing data, voice and managed services, as well as cloud infrastructure and hosted IT solutions in the United States and certain international markets. Headquartered in Monroe, Louisiana, CenturyLink is an S&P 500 company and is included on the Fortune 500 list of America's largest corporations. Assignor's financial, technical, and legal qualifications to hold and control FCC licenses are matters of public record. An FCC Form 602 providing current ownership information for Assignor is on file with the Commission.

### **Description of the Transaction**

Each of the Parties is a party to a License Purchase Agreement dated as of July 28, 2014 (the "Purchase Agreement"). Assignor currently holds the 700 MHz A-Block licenses described in Attachment A hereto (the "Licenses"). Pursuant to the Purchase Agreement, Assignor has agreed to assign to Assignee, and Assignee has agreed to accept, the full spectrum bandwidth in the full license areas of the Licenses.

### **Transition Issues**

The transaction involves only the assignment of spectrum and does not include the transfer of any other assets, facilities or customers. There will be no loss of an existing service provider in any of the market areas subject to the transaction at issue. Assignor is not providing service to end-user customers on the Licenses. Thus, there will be no discontinuance, reduction, loss or impairment of service to customers.

The Parties intend to consummate the subject transaction promptly following Commission consent by "Final Order" (unless finality is waived by Assignee) and the satisfaction of certain contractual conditions.

### **Public Interest Statement**

Section 310(d) of the Communications Act of 1934, as amended (the "Act"), requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.<sup>3</sup> To make that assessment, the Commission generally considers four factors: "(1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest

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<sup>3</sup> Section 310(d) provides that "no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby." 47 U.S.C. § 310(d).

benefits.”<sup>4</sup> As part of its public interest analysis, the Commission reviews whether the transaction will have anti-competitive effects and, if so, whether there are overriding public interest benefits that would support a grant.

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act do not require extensive review and expenditures of considerable resources by the Commission.<sup>5</sup> The instant application meets this standard.<sup>6</sup>

The assignments from Assignor to Assignee will yield clear public interest benefits by allowing Assignee to expand its 700 MHz footprint and thus offer improved services to its customers, thereby enabling Assignee to become a stronger competitor in the markets relevant to the Licenses and nationwide. Thus, Commission approval of this application will enhance competition and improve the quality of services in the wireless marketplace.

The assignments proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, the assignments fully comply with all Commission rules and regulations and require no waivers. Therefore, they do not frustrate or impair the Commission’s implementation, enforcement, or objectives of the Act or other statutes.

Finally, the Licenses were initially licensed by the Commission more than three years ago, and none currently is subject to any installment financing. The Licenses are not subject to any bidding credits or restrictions on ownership based on designated entity status; therefore,

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<sup>4</sup> *SBC Communications Inc. and BellSouth Corp.*, 15 FCC Rcd 25459, 25464 (WTB/IB 2000) (citation omitted); *Ameritech Corp. and SBC Communications Inc.*, 14 FCC Rcd 14712, 14737-38 (1999) (“*Ameritech-SBC Order*”); see also *EchoStar Communications Corp., (a Nevada Corp.), Gen. Motors Corp., and Hughes Electronics Corp (Delaware Corp.) (Transferors) and EchoStar Communications Corp. (a Delaware Corp.) (Transferee)*, 17 FCC Rcd 20559, 20574 (2002); *WorldCom, Inc. and MCI Communications Corp.*, 13 FCC Rcd 18025, 18030-32 (1998); *Merger of MCI Communications Corporation and British Telecommunications plc*, 12 FCC Rcd 15351, 15367-68 (1997).

<sup>5</sup> See *Tele-Communications, Inc. and AT&T Corp.*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech-SBC Order*, 14 FCC Rcd at 14740-41.

<sup>6</sup> The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 FCC Rcd 21292, 21315 (1998), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Pacific Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, “[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer.” *Pacific Telesis Group and SBC Communications Inc.*, 12 FCC Rcd 2624, 2626-27 (1997); see also *Comcast Cellular Holdings, Inc. and SBC Communications, Inc.*, 14 FCC Rcd 10604, 10608-09 (WTB 1999).

Commission approval of the assignments would not result in any unjust enrichment concerns.<sup>7</sup>

### **Spectrum Aggregation/Competition Analysis**

As discussed below, these assignments -- which will not reduce the number of competitors, service offerings or customer choices in any market -- do not raise any spectrum aggregation or competitive concerns.

Spectrum Aggregation and Competitive Analysis. Because Assignee, post-consumption, will hold only between 32 and 82 MHz of attributable spectrum in the 179 counties subject to the instant assignments, Assignee's spectrum aggregation will be well below current levels requiring further competitive review (*see Exhibit 2*).<sup>8</sup>

These assignments do not raise any competitive or other public interest concerns. As discussed above, there will be no loss of an existing service provider in any of the market areas subject to the transaction at issue. Assignor is not using the Licenses to provide service to end-user customers. Thus, there will be no discontinuance, reduction, loss or impairment of service to end-user customers of its own or a reduction in the number of actual competitors providing service. Moreover, there are numerous other carriers holding CMRS spectrum in the markets in which Assignee is acquiring spectrum (*see Exhibit 3*), which will ensure that a high degree of competition continues to exist.

### **Foreign Ownership of Assignee**

As noted above, Assignee is a wholly-owned subsidiary of T-Mobile USA. T-Mobile USA in turn is a wholly owned direct subsidiary of T-Mobile US, a U.S.-organized entity. DT, a

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<sup>7</sup> See 47 C.F.R. § 1.2111.

<sup>8</sup> The Commission's initial spectrum screen identifies, for further case-by-case market analysis, those markets in which, post transaction, the applicable party would have a 10 percent or greater interest in 102 MHz or more of PCS, SMR, and 700 MHz spectrum where neither BRS nor AWS-1 spectrum is available; 121 MHz or more of spectrum where BRS spectrum is available but AWS-1 spectrum is not available; 132 MHz or more of spectrum where AWS-1 spectrum is available but BRS spectrum is not available; or 151 MHz or more of spectrum where both AWS-1 and BRS spectrum are available. See *AT&T/Leap Order 29 FCC Rcd at 2753 ¶ 41, n. 141*. In June 2014, the Commission updated the spectrum screen by (i) adding the following spectrum to the screen: total amount of 600 MHz (after incentive auction ends), 40 MHz of AWS-4, 10 MHz of H Block, 12 MHz of BRS, 89 MHz of EBS and 65 MHz of AWS-3 (as available, market by market); and (ii) deleting the following: 12.5 MHz of SMR and 10 MHz that was the upper 700 MHz D Block. See *Policies Regarding Mobile Spectrum Holdings, Expanding the Economic and Innovation Opportunities of Spectrum Through Incentive Auctions*, Report and Order, FCC 14-63, ¶¶ 70-135 (rel. June 2, 2014). The related rules will become effective on Sept. 9, 2014, *i.e.*, 60 days after the July 11, 2014 date of publication in the *Federal Register*. The aggregate spectrum holdings of Assignee will fall even further below the levels of this updated screen.

publicly-traded German corporation,<sup>9</sup> holds a 66.79 percent interest in T-Mobile US and, indirectly, in T-Mobile USA through the intermediate companies described above.

On December 30, 2013, the Commission granted, subject to certain conditions, T-Mobile US's Petition for Declaratory Ruling under Section 310(b)(4) of the Communications Act on behalf of its subsidiaries and affiliates holding common carrier radio licenses that it would not serve the public interest to prohibit more than 25 percent foreign ownership in T-Mobile US.<sup>10</sup> That ruling also specifically permitted: (i) the specific foreign entities with a non-controlling interest in T-Mobile US (*i.e.*, Kreditanstalt für Wiederaufbau and the Federal Republic of Germany ("FRG")), to increase their equity and/or voting interests, at some future time up to and including a non-controlling indirect 49.99 percent equity and/or voting interest; and (ii) the specific foreign entities with a controlling interest in T-Mobile US (*i.e.*, DT Holding B.V., T-Mobile Holding, T-Mobile Global and DT) to increase their interests, at some future time, up to and including 100 percent of T-Mobile US's equity and/or voting interests.<sup>11</sup> T-Mobile US's petition was filed in connection with an internal corporate reorganization that resulted in the insertion of a new direct parent company, DT Holding B.V., a limited liability company organized in the Netherlands, into T-Mobile US's ownership chain. That declaratory ruling includes all authority available under the rules, including the standard terms and conditions set forth in Section 1.994 of the rules, and thus extends to Assignee (among other licensee subsidiaries of T-Mobile USA) and the type of wireless service licenses that are the subject of the instant transaction. The foreign ownership in the licensees as approved has not materially changed since December 30, 2013 and will not be affected by the instant transaction.

### **Compliance with DOJ/FBI/DOD Agreement by Assignee**

Assignee also requests that the Commission condition its grant of the assignment of the Licenses on compliance with the provisions of the Agreement entered into on January 12, 2001, as amended, between DT, VoiceStream Wireless Corporation and VoiceStream Wireless Holding Corporation, on the one hand, and the Department of Justice and the Federal Bureau of Investigation, on the other (the "Agreement").<sup>12</sup> The Agreement prescribed that the following

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<sup>9</sup> Germany is a signatory to the World Trade Organization ("WTO") Basic Agreement on Telecommunications.

<sup>10</sup> See File No. ISP-PDR-20130924-00006 (filed Sept. 24, 2013 and supplemented Oct. 24, 2013); *International Authorizations Granted*, Public Notice, Report No. TEL-01650, DA 14-24 (rel. Jan. 9, 2014).

<sup>11</sup> *Id.*

<sup>12</sup> See *Applications of VoiceStream Wireless Corp., Powertel, Inc. and Deutsche Telekom, AG*, Memorandum Opinion and Order, 16 FCC Rcd 9779, Appendix B (2001) (Agreement between DT, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation, the Department of Justice and the Federal Bureau of Investigation dated Jan. 12, 2001). The Agreement was amended in 2008 to add the Department of Homeland Security as a party and also amended in 2013 in connection with license transfers associated with the T-Mobile/MetroPCS transaction. See *Applications of T-Mobile USA, Inc. and SunCom Wireless Holding, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515, Appendix B (2008); *T-Mobile/MetroPCS Order*, 28 FCC Rcd at Appendix B, Amendment No. 2.

specific language be included in the conditional grant of interests in FCC licenses in the specific context of the Agreement:

It is further ordered, that the authorizations and the licenses related thereto are subject to compliance with the provisions of the Agreement attached hereto between Deutsche Telekom AG, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation on the one hand, and the Department of Justice (the "DOJ") and the Federal Bureau of Investigation (the "FBI") on the other, dated January 12, 2001, which Agreement is designed to address national security, law enforcement, and public safety issues of the FBI and the DOJ regarding the authority granted herein. Nothing in the Agreement is intended to limit any obligation imposed by Federal law or regulation including, but not limited to, 47 U.S.C. § 222(a) and (c)(1) and the FCC's implementing regulations.<sup>13</sup>

Assignee hereby requests that the Commission impose a similar condition on the grant of the assignment of the Licenses to it.

### **Conclusion**

The Parties respectfully submit that Assignee is qualified to obtain the Licenses and that Commission approval of the requested assignments will serve the public interest, convenience and necessity.<sup>14</sup> Accordingly, the Parties respectfully request that the Commission grant the instant application.

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<sup>13</sup> *Applications of VoiceStream Wireless Corp., Powertel, Inc. and Deutsche Telekom, AG*, 16 FCC Rcd at Appendix B, Exhibit A (Condition to FCC Licenses).

<sup>14</sup> *See Promoting Efficient Use of Spectrum Through Elimination of Barriers to the Development of Secondary Markets*, 18 FCC Rcd 20604 (2003).

**ATTACHMENT A**

Licenses

Area	FCC Call Sign	Market Name	Channel Block	Frequencies (MHz)	Exp. Date
BEA036	WQIZ456	Dothan, AL-FL-GA	A	698-704 and 728-734	6/13/2019
BEA058	WQIZ457	Northern Michigan, MI	A	698-704 and 728-734	6/13/2019
BEA061	WQIZ459	Traverse City, MI	A	698-704 and 728-734	6/13/2019
BEA085	WQIZ460	Lafayette, LA	A	698-704 and 728-734	6/13/2019
BEA086	WQIZ461	Lake Charles, LA	A	698-704 and 728-734	6/13/2019
BEA088	WQIZ462	Shreveport-Bossier City, LA-AR	A	698-704 and 728-734	6/13/2019
BEA089	WQIZ463	Monroe, LA	A	698-704 and 728-734	6/13/2019
BEA090	WQIZ464	Little Rock-North Little Rock, AR	A	698-704 and 728-734	6/13/2019
BEA091	WQIZ465	Fort Smith, AR-OK	A	698-704 and 728-734	6/13/2019
BEA095	WQIZ467	Jonesboro, AR-MO	A	698-704 and 728-734	6/13/2019
BEA140	WQIZ472	Pueblo, CO-NM	A	698-704 and 728-734	6/13/2019
BEA146	WQIZ473	Missoula, MT	A	698-704 and 728-734	6/13/2019
BEA155	WQIZ474	Farmington, NM-CO	A	698-704 and 728-734	6/13/2019