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February 13, 2019

VIA ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

REDACTED – FOR PUBLIC INSPECTION

Re: Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations; WT Docket No. 18-197

Dear Ms. Dortch:

Pursuant to Section 1.1206(b) of the Commission's Rules, 47 C.F.R. § 1.1206(b), notice is hereby provided of a written *ex parte* presentation in the above-referenced docket. As described in an *ex parte* notice dated February 12, 2019, representatives of T-Mobile US, Inc. and Sprint Corporation met with Chairman Pai, his staff and others at the agency on February 8, 2019. T-Mobile representatives brought with them the attached deck, which was not distributed at the meeting. Since one or more members of the FCC staff may have picked up a copy of the deck, it is being filed in the record.

This filing contains information that is "Highly Confidential" and "Confidential" pursuant to the Protective Order filed in WT Docket No. 18-197. Accordingly, pursuant to the procedures set forth in the Protective Order, a copy of the Highly Confidential Filing is being provided to the Secretary's Office. In addition, two copies of the Highly Confidential Filing are being delivered to Kathy Harris, Wireless Telecommunications Bureau. A copy of the Redacted Highly Confidential Filing is being filed electronically through the Commission's Electronic Comment Filing System.

Please direct any questions regarding the foregoing to the undersigned.



Ms. Marlene H. Dortch
February 13, 2019
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Respectfully submitted,

DLA Piper LLP (US)

/s/ Nancy J. Victory

Nancy J. Victory
Partner

cc: Chairman Ajit Pai
Matthew Berry
Nicholas Degani
Rachael Bender
Thomas M. Johnson, Jr.
Donald Stockdale
David Lawrence
Catherine Matraves
Charles Mathias
Kathy Harris
Linda Ray
Jim Bird
David Krech

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PROPOSED MERGER OF

T-Mobile AND **Sprint** 

Public Interest and Competition Benefits

John Legere, CEO, T-Mobile US

Mike Sievert, COO & President, T-Mobile US

Neville Ray, CTO, T-Mobile US

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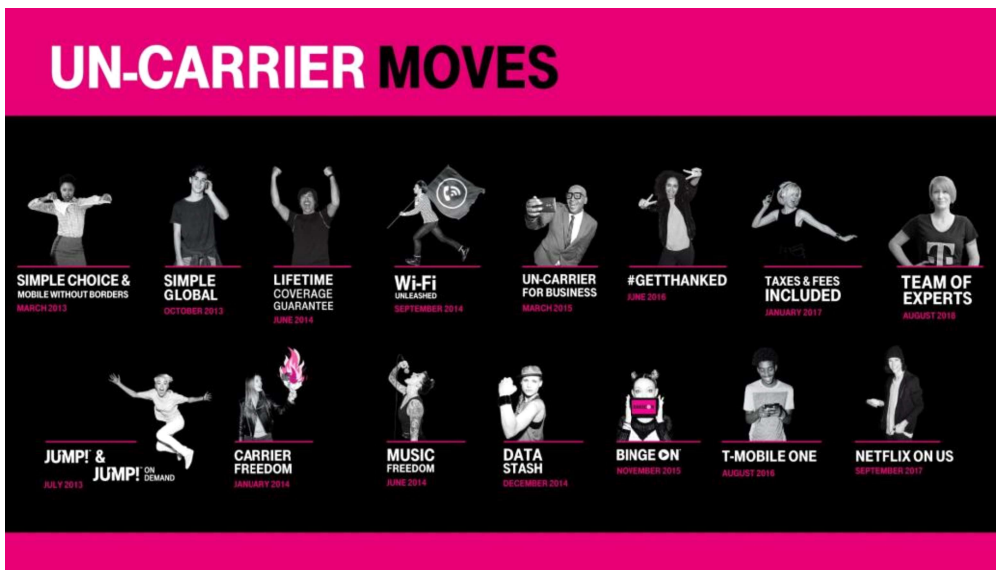
The Merger Will Deliver Compelling Public Interest Benefits

5G for All	World-leading 5G network covers the country and delivers transformative services to all Americans
Pay Less for More	Massive capacity + lower costs = lower prices for same or more data
Intensify Competition	Scale to go toe-to-toe with Verizon, AT&T and big cable as Un-carrier maverick, forcing competitors to respond; challenge for in-home broadband, video and enterprise
Rural Wins Big	Better wireless service and a new alternative for in-home broadband; over 600 new stores and creation of over 12,000 jobs backed by [REDACTED] in CapEx
In-Home Broadband	Consumers get alternative to expensive wired in-home broadband and save up to \$13.65 billion annually
U.S. First in 5G	New T-Mobile's 5G network spurs competition to win the global race – best chance to ensure 5G ecosystem leadership and economic benefits for U.S.

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T-Mobile's Un-carrier Strategy Creates Massive Brand Value

In 2013, T-Mobile reinvented itself as the **Un-carrier**. Defined Un-carrier image around eliminating customer pain points.



Today:

81%*

Overall satisfaction
Highest in the category

43*

Net Promoter Score
At an all-time high and highest in category history

81%**

Brand Love
Our customers love us more than our competitors' customers love them

* Harris Mobile Insights (Dec. 2018)

** Millward Brown Brand Tracker (Q1 2018)

Merger Will Address Business Challenges Ahead

	T-Mobile	New T-Mobile
Scale	<ul style="list-style-type: none"> Our ability to exert competitive pressure is likely to plateau due to smaller subscriber share, revenue space, longer-term spectrum constraints We have substantially higher costs per subscriber than VZ + AT&T; allocate largely fixed network costs over less than 1/2 of the subscribers of competitors 	<ul style="list-style-type: none"> Merger will allow New T-Mobile to go toe-to-toe with Verizon and AT&T
Capacity	<ul style="list-style-type: none"> [REDACTED] [REDACTED] 	<ul style="list-style-type: none"> Deliver unprecedented capacity Reduce or eliminate data constraints for subscribers Massive increase in capacity will lead to lower prices and increased share
5G	<ul style="list-style-type: none"> Spectrum and financial constraints prevent a broad and deep nationwide 5G network Standalone 5G rollout only contemplates a thin layer of coverage with limited capacity 	<ul style="list-style-type: none"> Invest in robust, nationwide 5G network, revolutionary consumer experience Accelerate industry investment in 5G
In-Home Broadband	<ul style="list-style-type: none"> Provide in-home broadband to less than 1M customers by 2024 Network limits impede customers' ability to cut the cord 	<ul style="list-style-type: none"> Provide in-home broadband to 9.5M customers by 2024 Increase ability for customers to cut the cord (broadband substitution)

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This Merger Presents Unprecedented Opportunity to Create a Super-Charged Un-carrier to Intensify Competition

CAPACITY TO MEET CONSUMER DEMAND

- By 2024, New T-Mobile's network will have 8X the capacity of the combined standalone networks and average throughputs of ~450 Mbps – sufficient to support anticipated demand growth

MASSIVE SYNERGIES TO ENABLE CRITICAL INVESTMENT

- \$43.6B in synergies derived from the deal will enable the investment, spectrum, and sites needed for a world-leading 5G network, to address the perceived performance gap, and to enable New T-Mobile to leapfrog AT&T and Verizon into the 5G era

IMPROVED ECONOMICS TO TAKE SHARE

- New T-Mobile will achieve run rate savings of around \$[REDACTED] per year, while simultaneously reducing prices more aggressively than we planned on our own; we plan to aggressively take share from AT&T and Verizon

SCALE TO COMPETE HEAD-TO-HEAD WITH BIG TWO AND CABLE

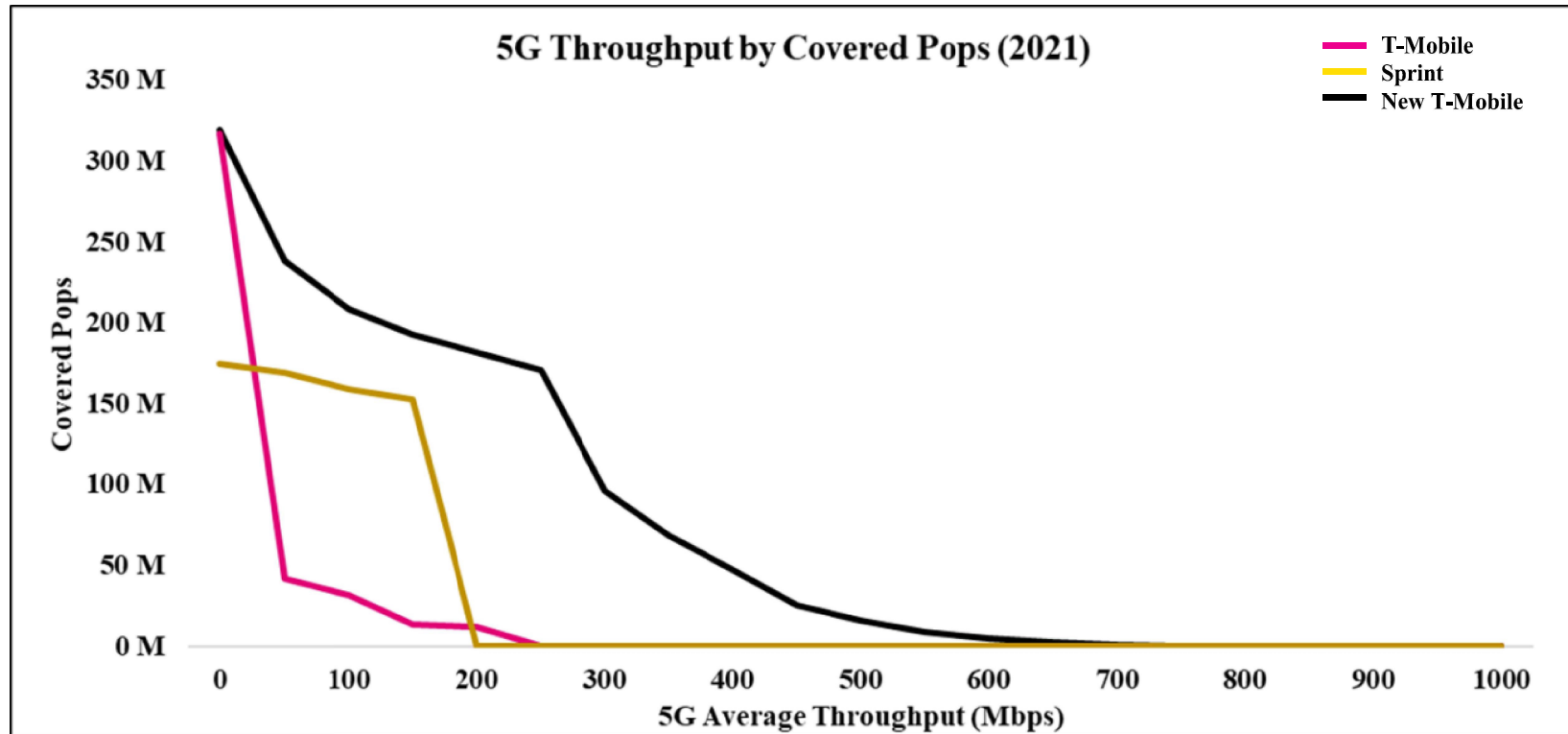
- While New T-Mobile will still be much smaller than these behemoths, the merger will yield improved economies of scale and increased bargaining power with vendors and third party partners

OPPORTUNITY TO DISRUPT IN-HOME BROADBAND AND NEW VERTICALS

- New T-Mobile will enter in-home broadband and other adjacencies aggressively and vigorously pursue share from the incumbents, who are among the most disliked companies in America

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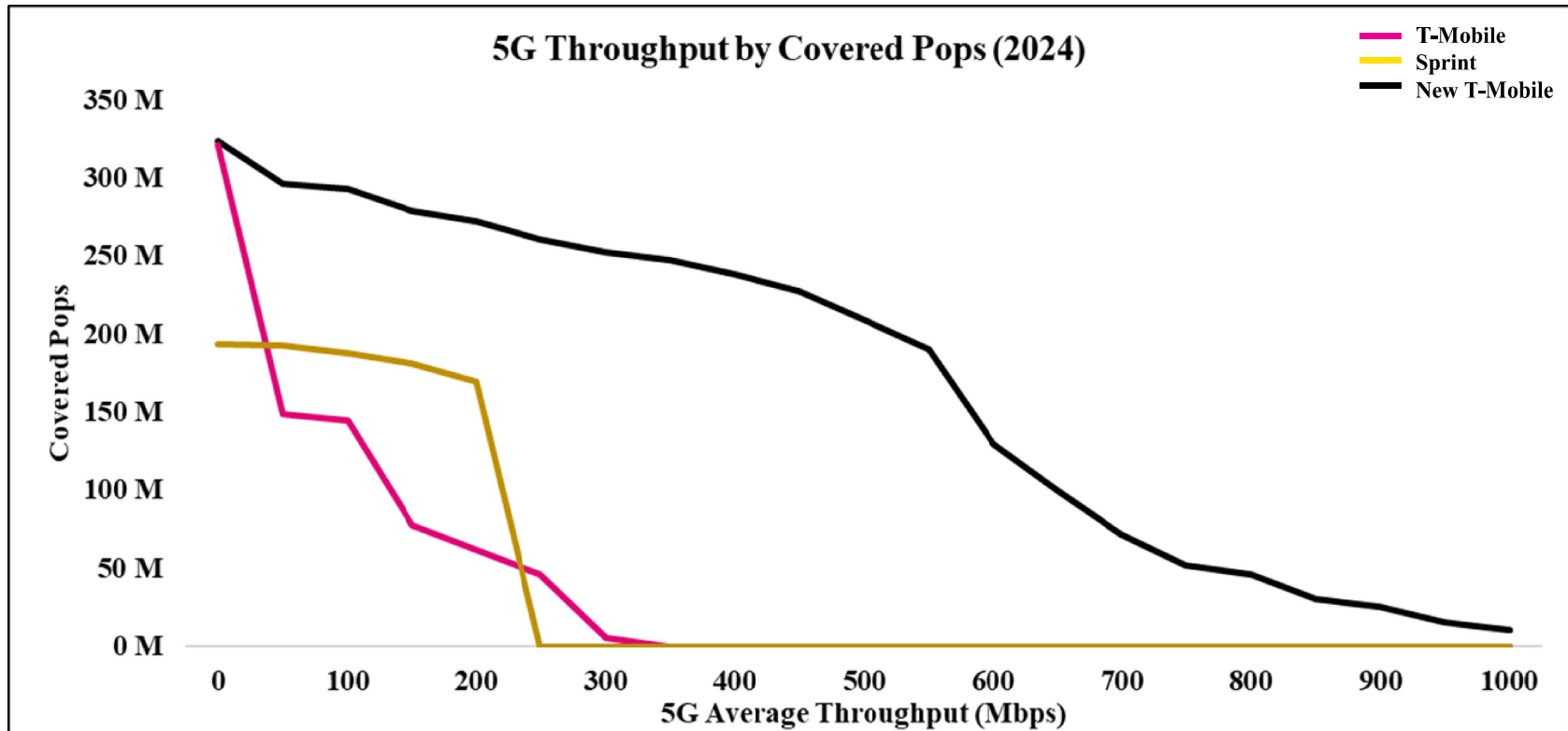
Merger Produces Broad and Deep 5G Broadband Coverage (2021)



2021	T-Mobile	Sprint	New T-Mobile
Pops with > 100 Mbps	31.6 M	159.3 M	208.7 M
Pops with > 150 Mbps	14.0 M	153.1 M	193.2 M
Pops with > 300 Mbps			96.4 M
Pops with > 500 Mbps			16.2 M

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Merger Produces Fiber-Like 5G Speeds (2024)



2024	T-Mobile	Sprint	New T-Mobile
Pops with > 100 Mbps	144.7 M	187.8 M	293.1 M
Pops with > 150 Mbps	77.7 M	181.4 M	279.0 M
Pops with > 300 Mbps	5.9 M		252.8 M
Pops with > 500 Mbps			209.2 M

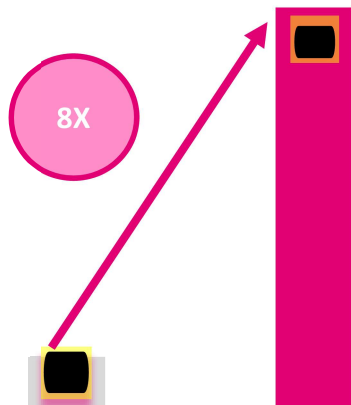
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Business Plan Calls for Customers Paying Less and Getting More

Massive Capacity Increases Result in Steep Reduction in Price Per GB

Massive Expansion in Data Consumption...

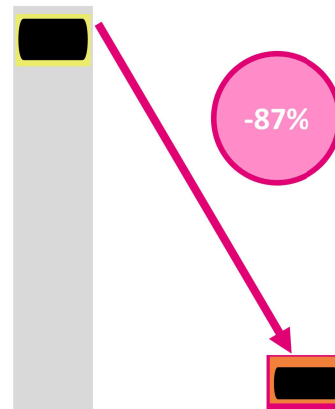
Usage Per Subscriber
GB / Month



T-Mobile (Today) New T-Mobile (2024)
Source: PIS

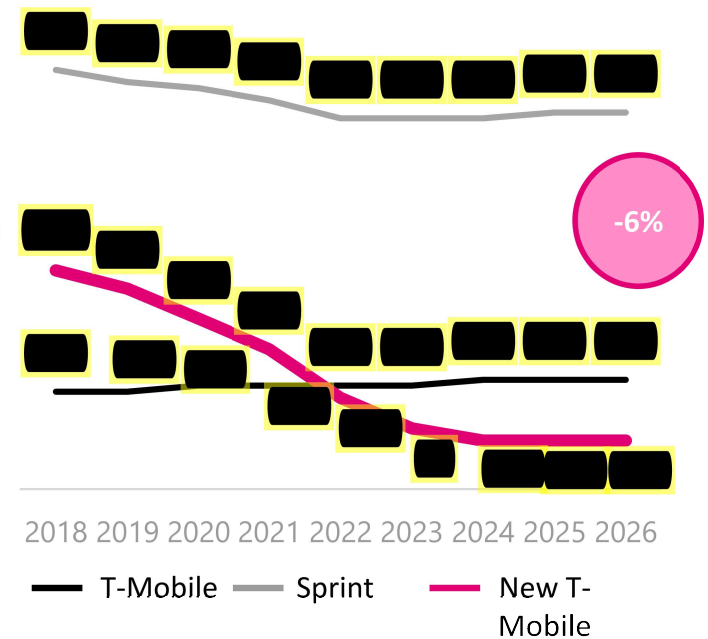
...Coupled with Massive Decrease in Price per GB...

Mobile Revenue
\$/GB



T-Mobile (Today) New T-Mobile (2024)

...Amount Customers Pay Will Decrease Even with Customers Getting Massively More Data



2018 2019 2020 2021 2022 2023 2024 2025 2026

— T-Mobile — Sprint — New T-Mobile

Industry wide price/GB expected to be 55% lower in 2024 vs without the transaction: Declaration of Dr. David Evans, PIS, Appendix G

* Weighted average revenue per user as included in Build 9 of the New T-Mobile Business Plan

Prepaid Customers and Cost-Conscious Consumers Will Benefit Equally, If Not More

- New T-Mobile prepaid customers will get:
 - **Higher speeds, broader coverage and better quality** on the same network as postpaid customers
 - **More data at a lower cost** due to the new network's massive capacity
 - Boost and Virgin subscribers will see the **biggest improvements in coverage and performance**, not to mention **increased functionality and access** to a larger handset ecosystem
- Prepaid customers are typically heavy users of data and thus may reap bigger benefits from improvements in network quality and lower prices than postpaid customers
- Cost-conscious customers – both prepaid and postpaid – will also benefit from the opportunity to replace their high-priced in-home wired broadband services with New T-Mobile's ultra fast, lower priced service

- **We are committed to prepaid:** 5 years after T-Mobile merged with MetroPCS, this prepaid brand has 2x more customers, 2x more stores, 3x more employees and 5x more markets served. And... a 10x increase in both data usage and speed
- **With increased capacity, New T-Mobile will have the ability to expand prepaid offerings** further and provide additional support for MVNOs, expanding the merger's benefits among other prepaid customers
- **Prepaid and cost-conscious subscribers of other carriers will also benefit** as Verizon, AT&T, TracFone and others lower prices, increase investment, and enhance service offerings to respond to New T-Mobile's prepaid offerings

New T-Mobile Incentives Are to Lower – Not Raise – Prices During 2019-2021

Strong business incentives to lower prices

- Massive capacity + lower costs = lower prices
- Monetize capacity/cost benefits to take market share
- Add customers now who will adopt new 5G services later

Strong incentives to not raise prices

- Raising prices destroys the Un-carrier brand and alienates customers
- Need to retain and not lose existing T-Mobile/Sprint customers

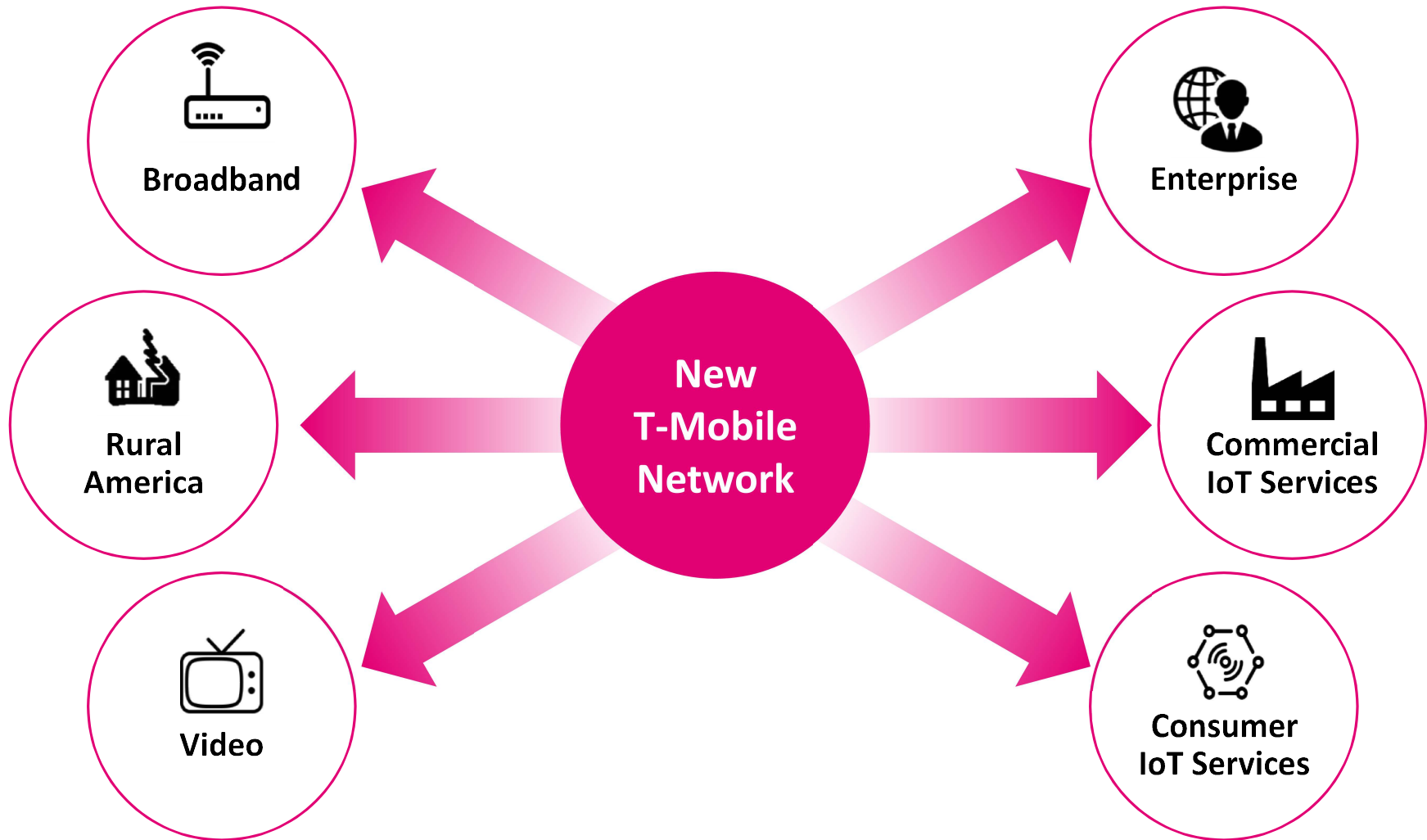
Raising prices benefits competitors

- Competitors will aggressively target Sprint and T-Mobile customers
- Price increases hurt New T-Mobile and help competitors

Confirmed by T-Mobile commitment that prices will not go up during 3-year transition period

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New T-Mobile Will Unlock Competition and Innovation



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New T-Mobile Will Bring In-Home Broadband Competition and Massive Consumer Savings



In-Home Broadband Competition

- Broadband consumers suffer from the same poor and costly service that were the hallmarks of the wireless industry before we unleashed the Un-carrier strategy
- New T-Mobile's in-home broadband service will bring competition and choice – and save consumers a bundle!

6%

Percentage of Americans lacking access to in-home broadband (25+ Mbps)

48%

Percentage of Americans lacking choice for in-home broadband (0 or 1 option)

79%

Percentage of Americans lacking choice for high-speed broadband (100+ Mbps)

90%

Percentage of Americans to whom New T-Mobile's 5G network will deliver high-speed wireless broadband with speeds in excess of 100 Mbps by 2024; achieving 66% by 2021

9.5M

No. of subscribers to whom New T-Mobile is expected to provide in-home broadband by 2024, making New T-Mobile potentially the fourth largest Internet service provider in the U.S. by subscribership

\$13.65B

Amount in annual consumer savings Dr. Harold Furchtgott-Roth estimates could be produced by increased broadband competition enabled by the merger by 2024

Rural Consumers Win Big with Broadband and Customer Service



In-Home Broadband Competition

31%

Current percentage of rural Americans lacking access to mid-speed broadband

20-25%

Percentage of New T-Mobile in-home broadband subscribers that will be located in rural areas in 2024

60M

60M rural Americans are at risk of being left behind as 5G wireless technologies arrive

Combination of T-Mobile 600 MHz spectrum, Sprint 2.5 GHz spectrum, and the breadth of new cell site infrastructure, with approximately 84,000 macro cell sites blanketing the country, creates a deep and broad 5G experience for rural customers

By 2024...

- New T-Mobile will provide service to **59.4M** outdoor and **31M** indoor rural POPs out of **62M** available rural POPs
- New T-Mobile will offer download speeds of **25 Mbps** or greater over **2.4M** square miles to **52.2M** POPs in homes in rural America, corresponding to **84%** of rural POPs
- New T-Mobile is expected to have **~60%** higher incremental postpaid gross adds from rural areas than T-Mobile + Sprint standalone forecast, in addition to video and broadband subscriber growth
- New T-Mobile will open **600** new stores and create over **12,000** jobs to serve rural areas and small towns
- New T-Mobile 5G will force AT&T, Verizon and others to invest in building out rural networks

New T-Mobile Will Spark Competition for IoT and Enterprise Customers



Accelerate IoT

New T-Mobile's 5G network will make possible new and innovative IoT offerings due to:

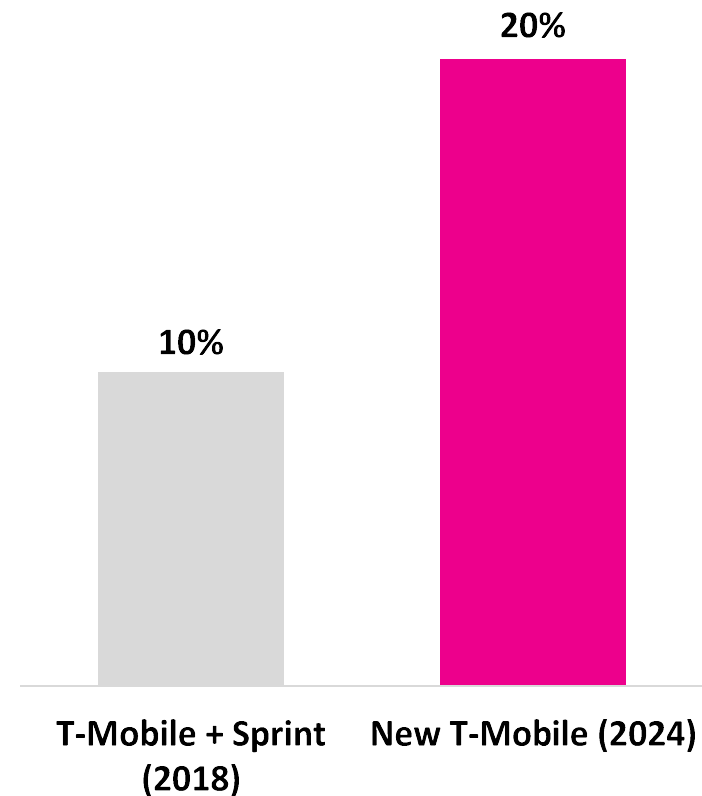
- ◆ real-time interactivity
- ◆ fiber-like speeds
- ◆ more consistent performance and user experience



Modernizing Wireless for Enterprise

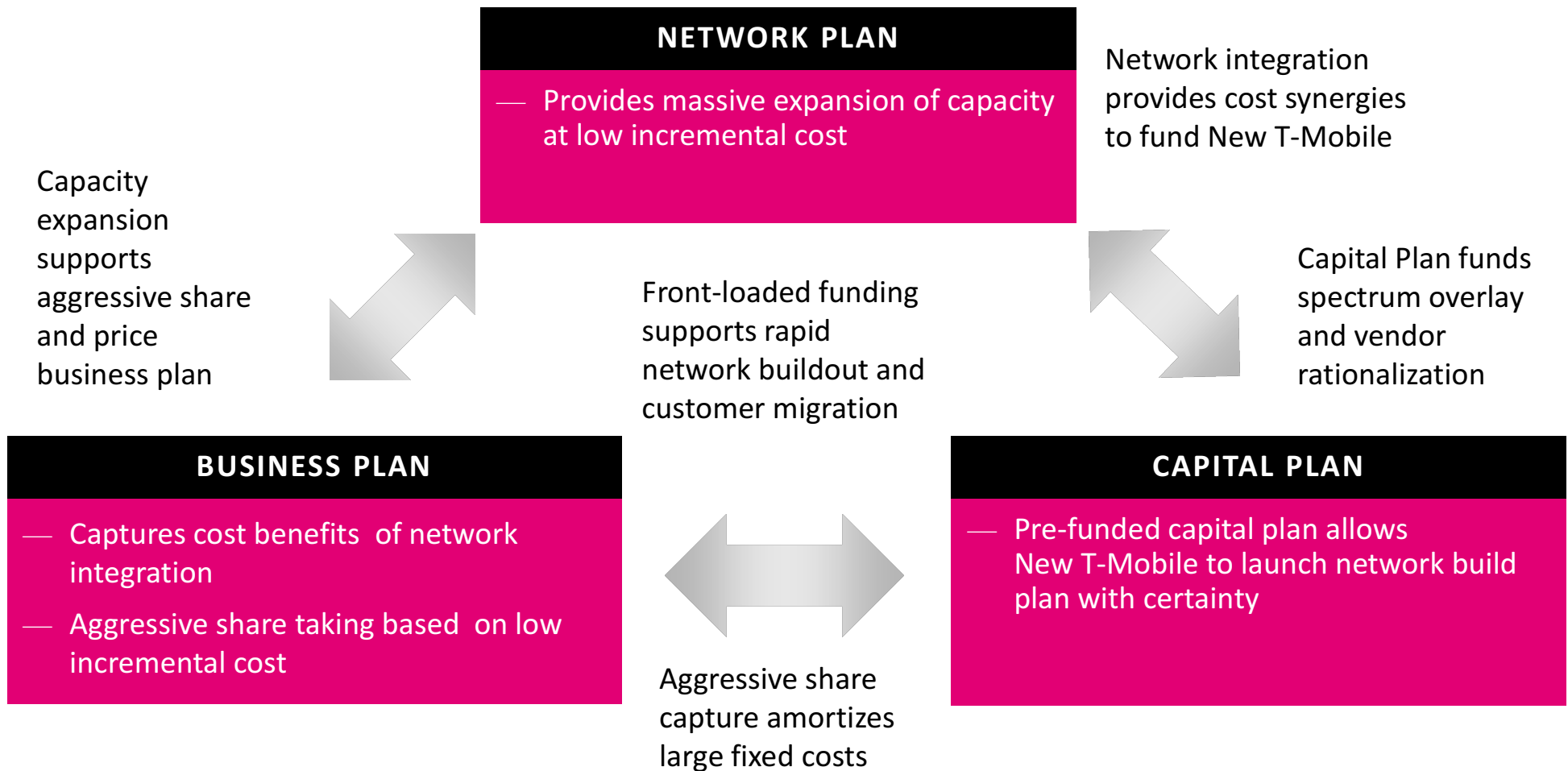
- Competitors' current offerings are outdated (*e.g.*, data pool pricing and expensive international roaming) and underperform in terms of network reliability, sales and support services, and enterprise-grade IoT platforms/products
- New T-Mobile is expected to increase enterprise sales by 110% compared to standalones and invest in creating tailored enterprise solutions

Share of Enterprise Customers



New T-Mobile Must and Will Deliver on Its Proposed Plans

Network, Business, and Capital Plan Work in Concert



Business Plan Depends on New T-Mobile's 5G Network Being Built as Proposed in 2019-2021

We have to combine the networks to get necessary synergies

- \$43B in synergies primarily come from combining two networks
- Operating the two networks would be unsustainably expensive

Once we start combining networks – our incentives are to do so fast

- Incremental cost of deploying 5G very low and incremental returns very high
- Powerful economic incentive to deploy 5G as quickly as possible

Our business future hinges on building the network as proposed

- New T-Mobile's business and capital plan hinges on completing these steps

Proven track record – MetroPCS network migration highly successful

- Completed faster and better than estimated
- Same team will execute for New T-Mobile
- New T-Mobile integration less challenging than MetroPCS

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Economic Experts Confirm Business Plan Logic and Consumer Benefits

**Drs. Israel,
Katz and
Keating**

Merger simulation showed "the proposed transaction is projected to generate significant marginal cost savings, which will strengthen the combined firm's incentive and ability to compete for users by offering lower quality-adjusted prices."

Dr. Evans

Industry-wide amount of data provided to subscribers would be as much as 120% higher and the price per GB of data would be 55% lower as a result of the transaction.

Dr. Furchtgott-Roth

New T-Mobile in-home broadband replacement service, wireless substitution and the competitive responses of monopoly/duopoly fixed broadband providers could result in over \$13B in annual consumer savings.

**Drs. Asker, Bresnahan
and Hatzitaskos**

Merger analysis based on real world consumer responses that corroborates the IKK findings and independently finds that the merger will promote competition and benefit consumers, particularly heavy data users in localities with significant low income, credit-challenged, African American and Hispanic populations.

**Drs. Salop and
Serafidis**

No likelihood of increased coordination post-merger because (1) network efficiencies will drive down cost and make it more likely for New T-Mobile to continue maverick behavior; (2) demand in the wireless market creates incentives for New T-Mobile to grow subscriber base before expected future efficiencies are fully realized; and (3) 5G transition makes coordination unlikely.

Dr. Woroch

Any attempts by New T-Mobile to raise prepaid prices would be defeated by consumer behavior and competitors' responses and that all major carriers will have strong incentives to compete aggressively for prepaid subscribers.

Dr. Eisenach

Beneficial effects on the U.S. economy, including significant job gains and increased economic output raising GDP by \$110.4B and aggregate personal income by \$42.2B between 2021 and 2023.

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Strong Support from Important and Diverse Interests

More than 160 organizations and advocates filed substantive letters or other materials in the FCC docket in support of the transaction. A sample of supportive voices is below:

Consumer Welfare & Public Safety Advocates



MVNOs & Prepaid Organizations



Rural Interests



State & Local Government Leaders



Technology & Wireless Organizations



Diversity & Inclusion Advocates



Business & Economic Growth Interests



Think Tanks & Advocacy Groups



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Thank You