

May 28, 2020

VIA ECFS

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

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:

As the Commission is aware, the California Public Utilities Commission (“CPUC”), as part of its order approving the merger of T-Mobile US, Inc. (“T-Mobile”) and Sprint Corporation (“Sprint”), directed T-Mobile to “make a good faith effort to secure any necessary approvals from the Federal Communications Commission and Department of Justice to maintain the Boost customer base currently receiving service under the California LifeLine Pilot Program and avoid their transfer to DISH under the terms of the divestiture.”¹ Toward that end, on May 1, 2020, T-Mobile submitted a letter to the Commission requesting clarification that retention of the approximately 11,000 Boost customers that are participating in a California LifeLine Pilot Program (“Boost Pilot Program Customers”) does not violate one of the conditions imposed in the Commission’s own order approving the merger of T-Mobile and Sprint.²

In furtherance of securing FCC approval for T-Mobile to retain the Boost Pilot Program customers and subject to T-Mobile and DISH Network Corporation (“DISH” and, collectively with T-Mobile, “Parties”) agreeing to appropriate modifications to the Asset Purchase Agreement and Reverse Transition Services Agreement to give effect to these changes, the Parties hereby confirm that:

- as part of the freely agreed to commercial terms of the sale of Boost, the Parties are defining the Boost “active” accounts being sold to DISH to exclude the approximately 11,000 Boost Pilot Program Customers activated pursuant to either (1) the California Alternative Rates for Energy program (“CARE”) or (2) the iFoster program (“iFoster” and together with CARE, the “Boost Pilot Program”);

¹ CPUC Decision 20-04-008 at 54 (rel. Apr. 27, 2020), available at <http://docs.cpuc.ca.gov/PublishedDocs/Published/G000/M335/K378/335378035.PDF>.

² *Applications of T-Mobile US, Inc., and Sprint Corporation for Consent to Transfer Control of Licenses and Authorization*, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, WT Docket No. 18-197, FCC 19-103 (2019).

- the Boost Pilot Program Customers shall only include those individual customers activated pursuant to and participating in the Boost Pilot Program and shall not include any other customers who are not participating in the Boost Pilot Program but are in the same group as or on the same plan as a Boost Pilot Program Customer;
- the transfer of the Boost Pilot Program Customers is not necessary for and will not affect DISH's ability to compete against T-Mobile, its prepaid brand Metro, or other wireless carriers; and
- the Parties' understanding is that T-Mobile retaining the Boost Pilot Program Customers is acceptable to the U.S. Department of Justice ("DOJ") and will not be a violation of the Final Judgment.³

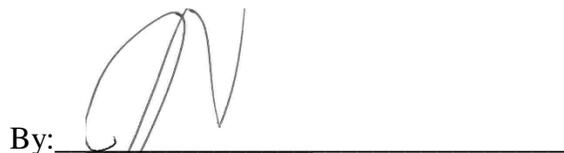
T-Mobile and DISH seek a prompt response from the Commission that it approves T-Mobile's retention of the Boost Pilot Program Customers, subject to the Parties reaching agreement on appropriate modifications to the Asset Purchase Agreement and Reverse Transition Services Agreement and DOJ approving such modifications.

Respectfully submitted,

T-MOBILE US, INC.

DISH NETWORK CORPORATION

By: 
Kathleen O'Brien Ham
Senior Vice President, Government
Affairs

By: 
Jeffrey H. Blum
Senior Vice President, Public Policy &
Government Affairs

cc: Charles Mathias
Catherine Matraves
Kathy Harris
Linda Ray
Jim Bird
David Krech

³ Final Judgment, *U.S. v. Deutsche Telekom AG et al.*, Case No. 19-CV-2232 (D.D.C. April 1, 2020).