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September 14, 2018
VIA ECFS

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

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**Re: Notification of Oral *Ex Parte* Presentations
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 oral *ex parte* communications in the above-captioned docket. On September 12, 2018, Neville R. Ray, the Executive Vice President and Chief Technology Officer of T-Mobile US, Inc. ("T-Mobile"), Peter Ewens, Executive Vice President, Corporate Strategy of T-Mobile, David Miller, Executive Vice President, General Counsel and Secretary of T-Mobile, Kathleen Ham, Senior Vice President, Government Affairs of T-Mobile, Charles McKee, Vice President, Government Affairs of Sprint Corporation, and Mike Senkowski and Nancy Victory, DLA Piper, counsel to T-Mobile (collectively, "Applicants"), met with Commissioner Brendan Carr and his Legal Advisor, Will Adams. On September 13, 2018, the Applicants met with Commissioner Jessica Rosenworcel and her Legal Advisor for Wireless and International, Umair Javed, and in a separate meeting Commissioner Michael O'Rielly and his Legal Advisor for Wireless, Public Safety, and International, Erin McGrath. During the meetings, the Applicants presented information in the deck appended hereto as Attachment A. The issues discussed were those summarized in the Applicants' *ex parte* filings dated August 20 and August 30 and such descriptions are incorporated by reference.

This filing contains information that is "Highly 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 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.



Marlene H. Dortch
September 14, 2018
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Please direct any questions regarding the foregoing to the undersigned.

Respectfully submitted,

DLA Piper LLP (US)

/s/ Nancy Victory

Nancy Victory
Partner

NV

cc: Commissioner Michael O'Rielly
Commissioner Brendan Carr
Commissioner Jessica Rosenworcel
Erin McGrath
Will Adams
Umair Javed
Kathy Harris
Linda Ray
Kate Matraves
Jim Bird
David Krech

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ATTACHMENT A

PRESENTATION DECK

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PROPOSED MERGER OF T-Mobile AND Sprint



Supercharging the Un-carrier Delivering Public Interest Benefits

- Neville R. Ray, Executive Vice President and Chief Technology Officer, T-Mobile US, Inc.
- Peter Ewens, Executive Vice President, Corporate Strategy, T-Mobile US, Inc.

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Highly Compelling Combination



Merger will create only company with incentive and ability to build first broad and deep nationwide 5G network

- New T-Mobile will deliver unprecedented coverage and capacity
- New T-Mobile will bring revolutionary consumer experience with unmatched speed and latency
- New T-Mobile will accelerate significant industry-wide investment in 5G

Massive capacity increase and enhanced scale will increase consumer welfare

- Consumers will get more value for money, benefiting from revolutionary user experience
- Consumers will benefit from new competition and disruption through (1) expansion and improvement of existing services and (2) arrival of new, innovative services
- Businesses will reap benefits of accelerated U.S. move to 5G

This is the right time and the right team

- Rapid industry convergence continues to increase demand for data and impact data usage patterns
- 5G economy is emerging quickly, with developers starting to test use cases
- MetroPCS integration completed with accelerated timeline providing invaluable experience for this transition

Combination Creates Unprecedented Opportunity to Invest in Disruptive 5G Network

EXTRAORDINARY WORLD-LEADING NETWORK

- By 2024, New T-Mobile's network will have more than double the 5G capacity of the combined standalone networks and average throughput 4-5x as compared to standalones
- Accelerated 5G deployment made possible by the transaction will help ensure U.S. leadership in the race to 5G

MASSIVE SYNERGIES & INVESTMENT

- The \$43.6B in synergies derived from complementary standalone assets are the heart of this deal; synergies will begin in 2020 and ramp up through 2023
- We will invest \$40B into the 5G network and business in the first three years

SUPERCHARGE THE UN-CARRIER

- 5G creates a unique opportunity for New T-Mobile to break through the perception that AT&T and Verizon are superior and unlock a group of previously unobtainable customers
- This is our moment to take truly significant share from AT&T and Verizon; we won't pass that up and settle for third place in a maturing industry

BRING NEW COMPETITION TO BROADBAND

- New T-Mobile will enter broadband and vigorously pursue share from the incumbents, who are among the most disliked companies in America
- New T-Mobile's 5G network will accelerate trend of millennials and low-income subscribers substituting wired cable connections with a purely wireless existence

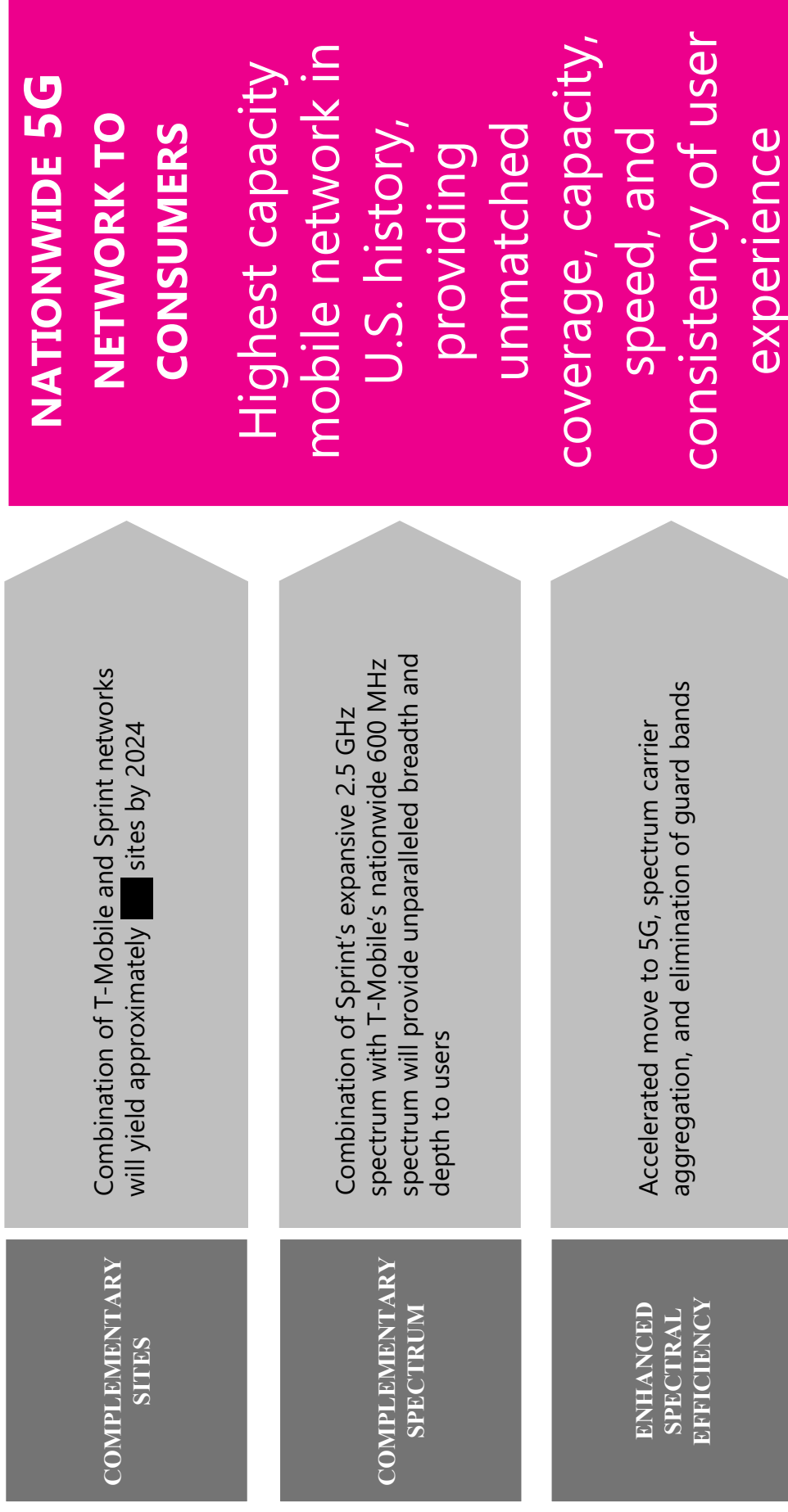
UN-CARRIER DISRUPTION FOR NEW VERTICALS

- We plan on taking Un-carrier disruption beyond the wireless industry to new verticals like enterprise services, video content delivery, and IoT applications

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New T-Mobile Network Plan: Three Key Ingredients

How New T-Mobile Will Meet Consumers' Skyrocketing Demand for Data

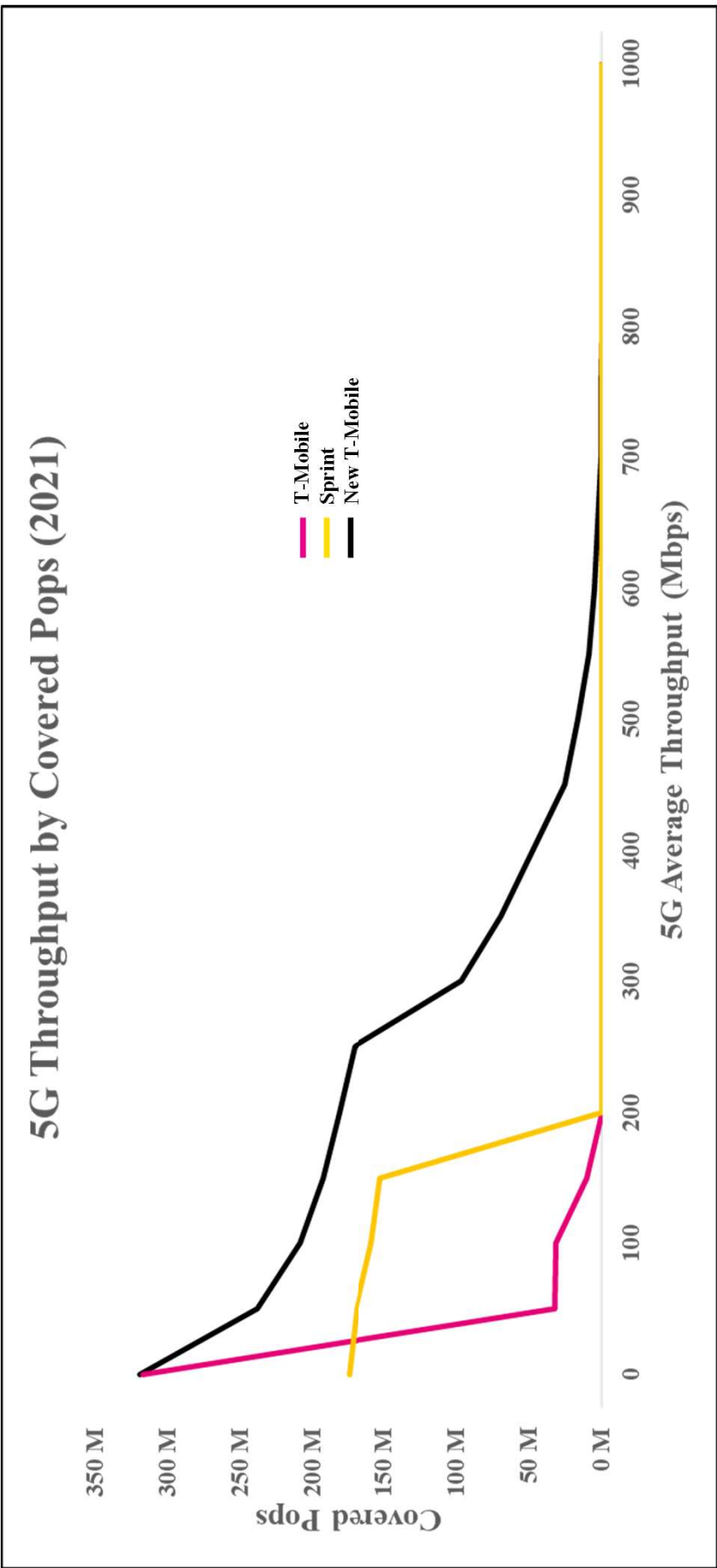


New T-Mobile Creates Massive 5G Capacity, Performance and Reach

By 2024, compared to the standalone networks, New T-Mobile will deliver

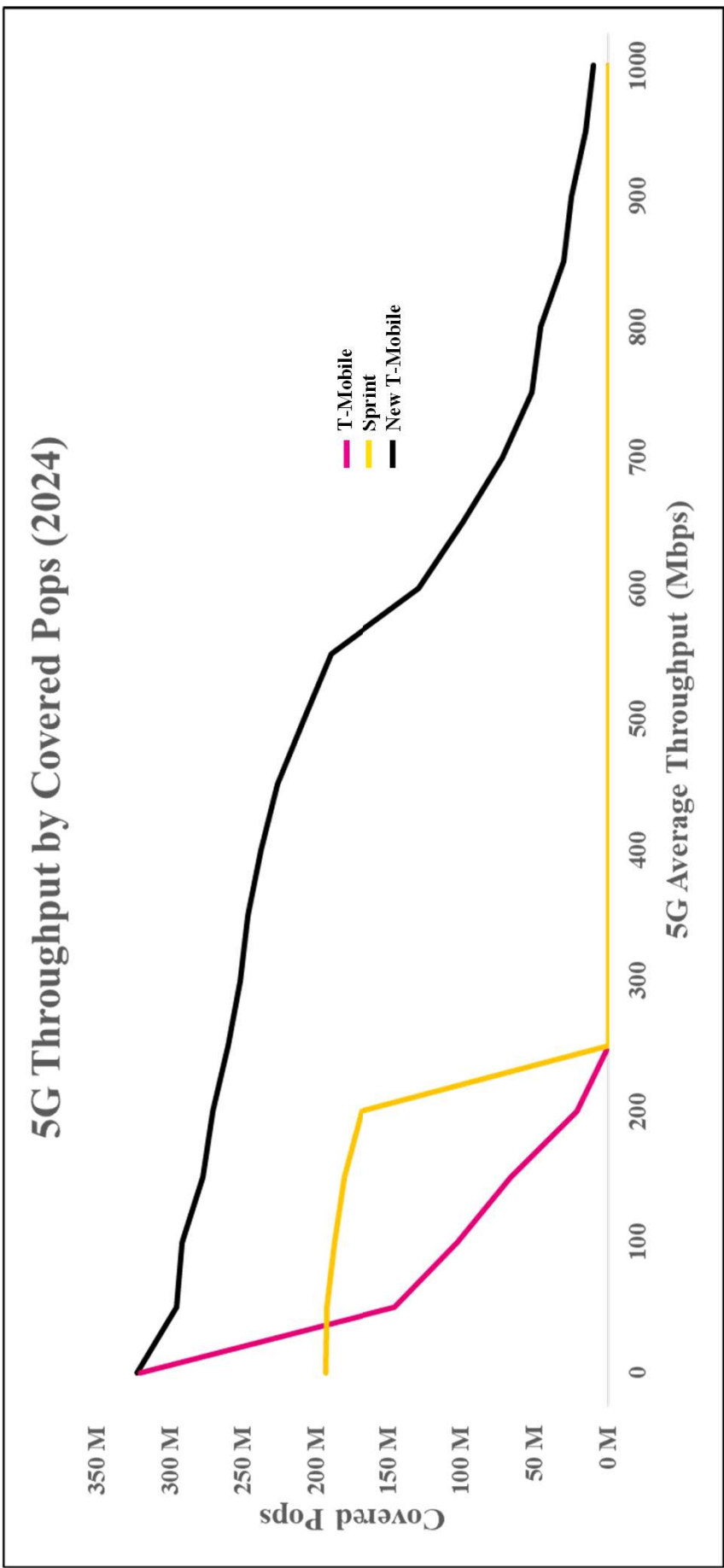
3x 5G Capacity (Exabytes)	<ul style="list-style-type: none">• 3x 5G capacity (Exabytes) compared to the summation of both standalone networks (total capacity with LTE included is likely closer to 2x by 2024)
3.9x to 5.8x Average Throughput (Mbps)	<ul style="list-style-type: none">• 3.9 to 5.8x average throughput (Mbps) compared to the standalone networks
1.5x to 5.8x Peak Throughput (Mbps)	<ul style="list-style-type: none">• 1.5 to 5.8x peak throughput (Mbps) compared to the standalone networks
1.6x to 2.8x US pops served at >100 Mbps	<ul style="list-style-type: none">• 1.6 to 2.8x US pops will be served by the New T-Mobile network at throughputs of 100 Mbps

5G Speed vs Pops Distribution – 2021



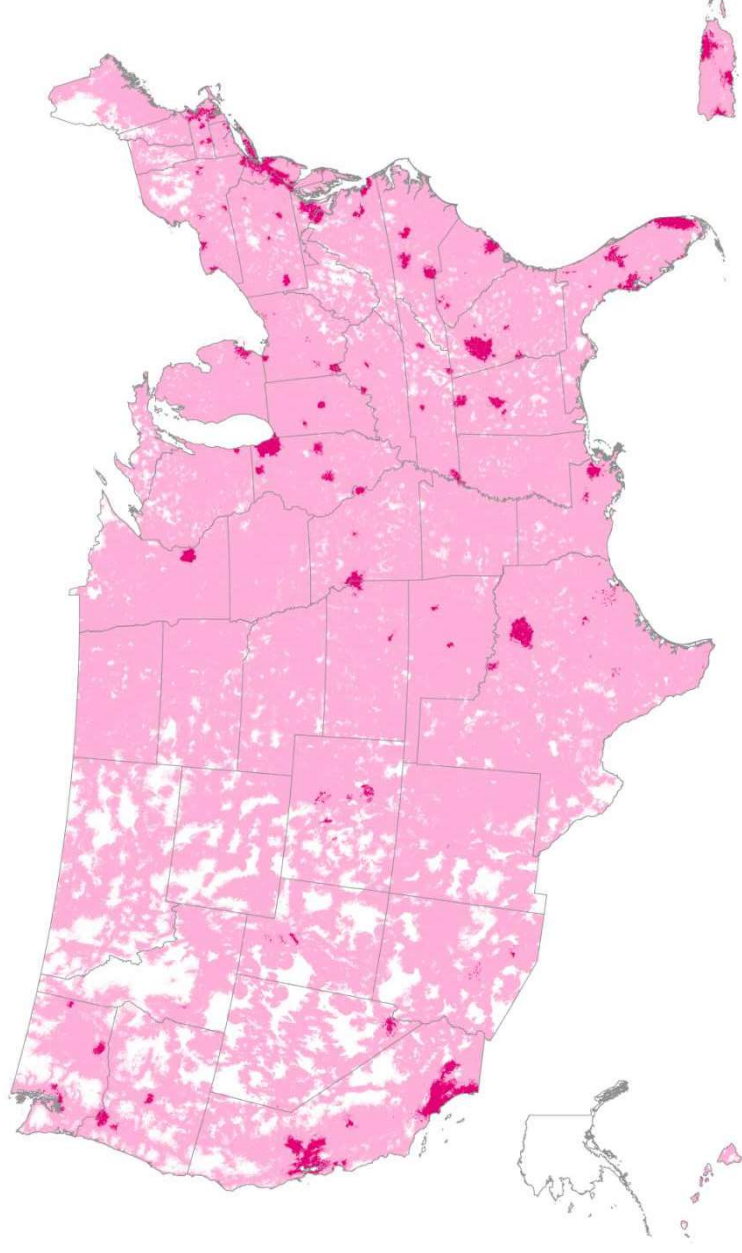
2021	T-Mobile	Sprint	New T-Mobile
Pops with > 100 Mbps	31.5 M	159.3 M	208.8 M
Pops with > 150 Mbps	10.8 M	153.1 M	193.4 M
Pops with > 300 Mbps			96.5 M
Pops with > 500 Mbps			16.2 M

5G Speed vs Pops Distribution – 2024



2024	T-Mobile	Sprint	New T-Mobile
Pops with > 100 Mbps	102.8 M	187.8 M	292.3 M
Pops with > 150 Mbps	66.6 M	181.4 M	278.1 M
Pops with > 300 Mbps			252.4 M
Pops with > 500 Mbps			208.7 M

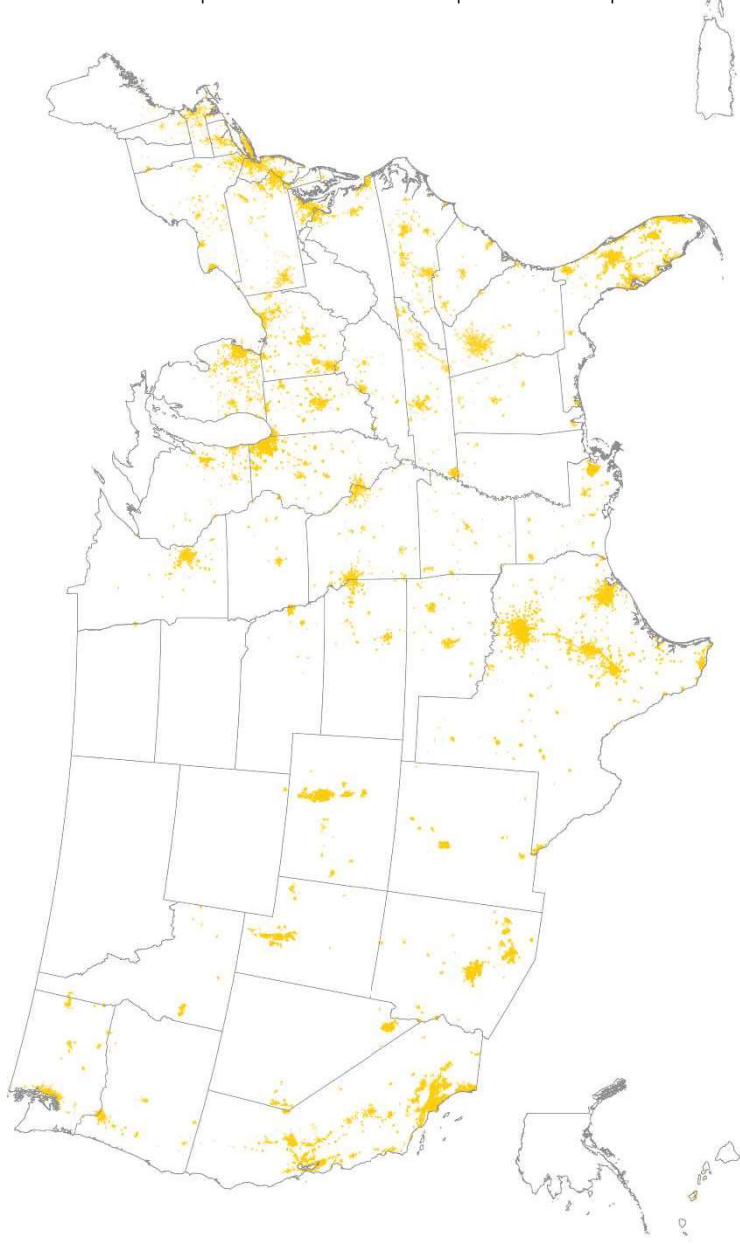
T-Mobile Standalone 2024 - 5G NR Network




- T-Mobile Standalone 5G 600 MHz
- T-Mobile 5G Mid-band over 600MHz

- Nationwide, 5G coverage based on 600 MHz foundation
- Thin 5G layer due to limited spectrum depth on 600 MHz
- Uncovered pops at 1.4%

Sprint Standalone 2024 - 5G NR Network

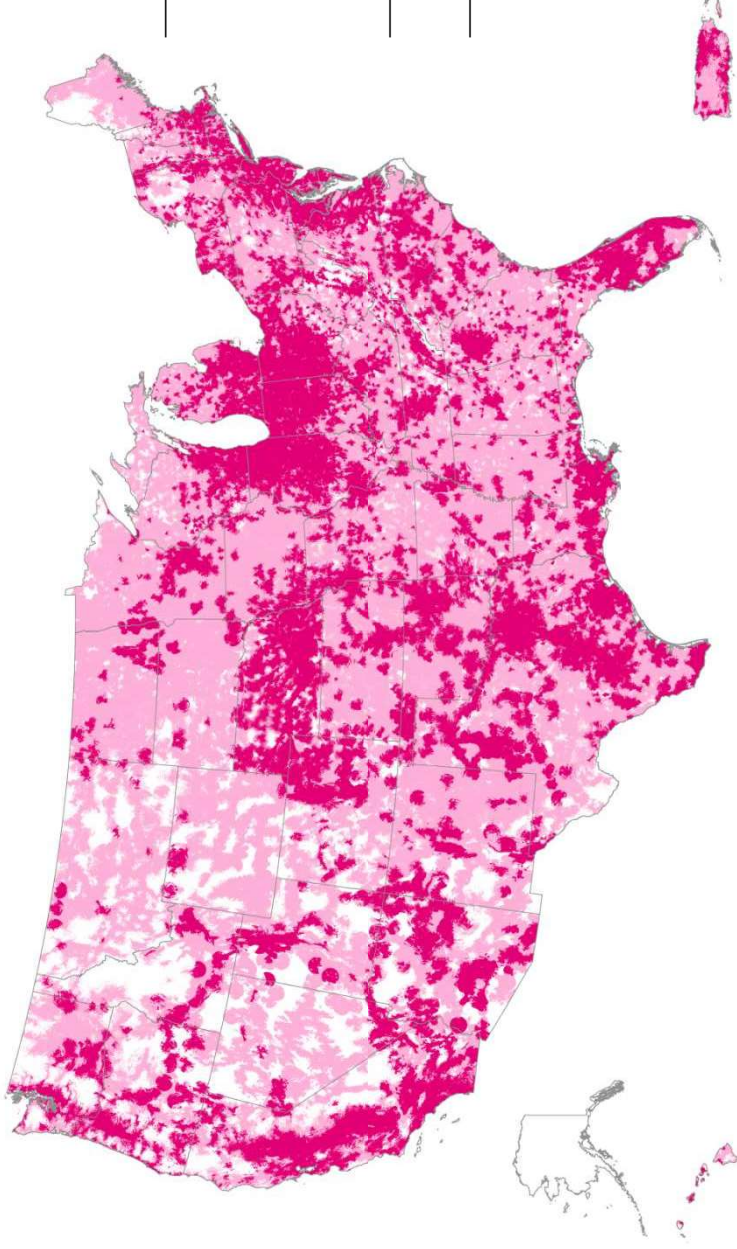


 Sprint standalone 5G

- Constrained 5G coverage as a result of limited 2.5 GHz propagation characteristics
- Strong spectrum depth on 2.5 GHz where deployed
- Uncovered pops at 41%

New T-Mobile 2024 - 5G NR 600 MHz + Mid-band Network

- Strong nationwide 5G coverage as a result of the 600 MHz foundation
- Massive spectrum depth where needed most created by the combined portfolio of 600 MHz and mid-band
- Uncovered pops at 1%
- New T-Mobile Avg Signal Strength:
 - 1 dB better than T-Mobile standalone
 - 12 dB better than Sprint standalone



Our 5G Network Will Deliver Massive Expansion in Consumption

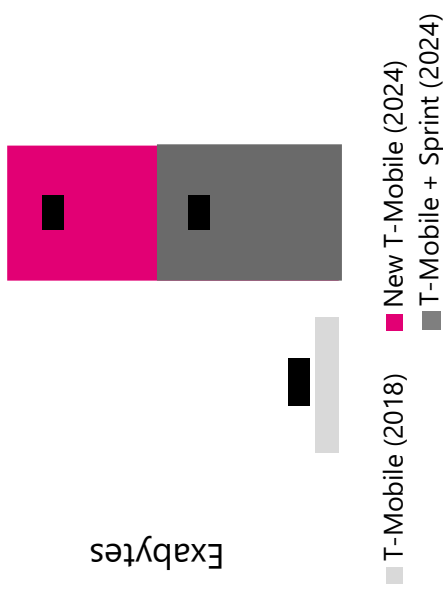
Continued surge in data consumption in 5G world will come from (1) richer user experience, (2) increased engagement time, and (3) additional methods of consumption

Usage per subscriber (GB/Month)



* 2015-2018 data represents blended usage based on all customers excluding M2M

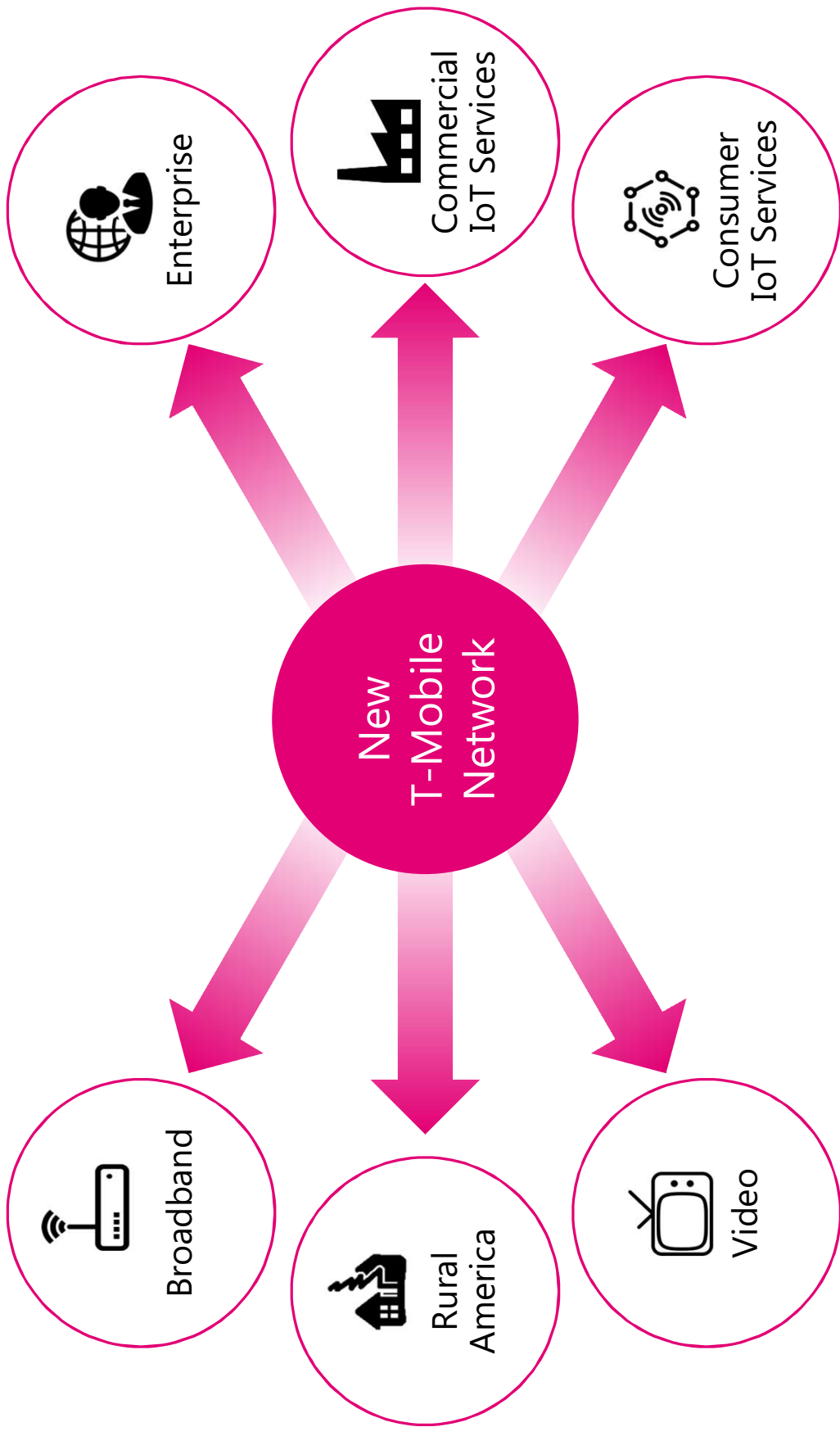
Network Mobile Payload



Pricing and capacity will result in massive reduction in \$/GB paid by consumers

— New T-Mobile will continue to pass the benefits of capacity upgrades on to customers at no added cost

New T-Mobile Will Unlock Competition and Innovation



New T-Mobile Will Bring In-Home Broadband Competition



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

9%

Percentage of U.S. households do not have access to in-home broadband (25+ Mbps)

48%

Percentage of U.S. households lack a choice for in-home broadband (0 or 1 option)

79%

Percentage of U.S. households lack a choice for high-speed broadband (100+ Mbps)

90%

Percentage of the U.S. population the 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

Number of subscribers New T-Mobile is expected to provide broadband internet by 2024, making New T-Mobile potentially the fourth largest Internet service provider in the U.S. by subscribership

New T-Mobile Will Bring In-Home Broadband Competition



Broadband Substitution

- New T-Mobile's 5G network will provide speeds sufficient to support HD and 4K video streaming to tomorrow's handsets, tablets, desktops and other in-home and mobile screens
- New T-Mobile's 5G network will accelerate consumer trend towards meeting their entire broadband need through mobile wireless; trend is particularly pronounced in millennial and low-income consumers

19%

Percentage of U.S. households could meet their full home broadband needs through tethering in **2018**

35-40%

Percentage of U.S. households could meet their full home broadband needs through tethering by **2024**

- Customers who drop their in-home service and just use their unlimited plan can pocket the entire cost of their in-home broadband service every month

New T-Mobile Will Create Competition for Rural Customers



Closing the Digital Divide

31%

Current percentage of rural Americans lacking access to 25/3 Mbps broadband and about 60M rural Americans are at risk of being left behind as 5G wireless technologies arrive

20-25%

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

- Combination of T-Mobile 600 MHz spectrum and Sprint 2.5 GHz spectrum and the breadth of new cell site infrastructure, with approximately [REDACTED] 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 to 52.2M Pops over 2.4M square miles to homes in rural America, corresponding to 84% of rural Pops

- New T-Mobile is expected to have ~ [REDACTED] 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

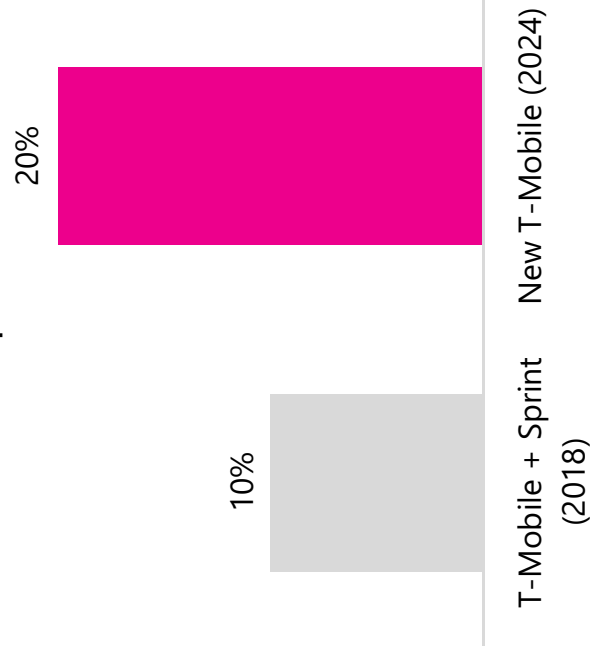
New T-Mobile Will Spark Competition for Enterprise Customers



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 5G network reliability, in combination with Un-carrier pricing and service, will create differentiation in segment
- 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 Will Bring Un-carrier to T.V.



Disrupt T.V.

- After launching rebranded Layer3 T.V. offering, New T-Mobile will help [REDACTED] subscribers (versus [REDACTED] subscribers in standalone world) break up with their pay TV providers
- Using immense capacity and coverage of New T-Mobile 5G network, New T-Mobile will bring “wireless first” T.V. to urban and rural customers at 4K definition quality
- Unlike the standalones, New T-Mobile will be able to offer the first wireless only bundle for T.V. + home internet
- Ability to sell into 2x the customer base will accelerate scale benefits

T-Mobile acquired Layer3 to “build TV for the mobile age, and for the 5G era” and “to take the fight to Big Cable and Satellite TV on behalf of consumers everywhere!”

John Legere, T-Mobile CEO, Twitter (December 13, 2017)



New T-Mobile Will Accelerate and Foster Impending Innovation Cycle



Accelerate IoT

- T-Mobile's 5G network will make possible new and innovative IoT offerings due to:
 - fiber-like speeds
 - real-time interactivity
 - more consistent performance and user experiences
- The network's nationwide reach will enable nomadic IoT as well as advanced applications critically needed in small towns and rural communities (e.g., telemedicine and information-enabled agriculture)
- New T-Mobile's broad and deep network will create enormous capacity to support new and innovative uses, including private networks
 - These are opportunities T-Mobile has to turn down today
- The combined company's larger scale and higher profile in the enterprise segment will make it an attractive partner for commercial IoT ventures
- Absent the merger, there is significant risk that the lack of a sufficient network delays the widespread release of new and innovative technologies

An American Job Creator



More Jobs from Day One

New T-Mobile will employ more internal direct employees than the combined standalone companies from Day One.

	2019	2020	2021	2022	2023	2024
Direct Internal Incremental Jobs	3,625	3,755	5,045	5,010	8,115	11,060

Incremental increases for combined direct internal and external employees will be 9,600 jobs relative to the standalone companies’ baselines for 2021.

NERA Economic Consulting estimates that the transaction should contribute an annual average of 24,960 new U.S. jobs in the five years following consummation.

CTIA estimated that 5G deployment will stimulate \$275 billion in investment, create millions of new U.S. jobs, and result in \$500 billion in economic growth.

-- Analysis Mason (Apr. 2018)

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Thank You