



September 17, 2018

**VIA ECFS**

Ms. Marlene H. Dortch  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, D.C. 20554

**Re: WT Docket 18-197; Application of T-Mobile US, Inc. and Sprint Corp.**

Dear Ms. Dortch,

Shenandoah Telecommunications, Inc. (“Shentel”) hereby submits these comments in support of the pending applications filed by T-Mobile US, Inc. (“T-Mobile”) and Sprint Corp. (“Sprint”) in the above-captioned proceeding.

As the Commission well knows, Shentel is a leading provider of wireless and wireline broadband, video and voice services to rural, less-densely populated communities in the mid-Atlantic region. Serving customers in seven separate states, through its various affiliates, Shentel has a long history of deploying wireless and wireline broadband networks in unserved and underserved rural areas to deliver world-class, robust, and affordable communications services to consumers in these areas.

In particular, through its “affiliate” relationship with Sprint, Shentel has successfully deployed high-capacity 4G LTE-capable networks in many of these markets. This relationship between Shentel and Sprint has enabled Shentel to bring wireless broadband and voice services to more than a million consumers in rural, underserved areas of Virginia, West Virginia, Pennsylvania, Maryland, Ohio, Kentucky and North Carolina. This unique affiliate relationship with Sprint enables the provision of advanced services in many unserved and underserved areas, including some of the most geographically challenging areas east of the Mississippi river. The combination of Shentel’s expertise in building and operating rural networks with Sprint’s spectrum assets has resulted in a significantly improved network experience over what customers would have received if either Sprint or Shentel were providing the coverage on a stand-alone basis. The partnership between Sprint and Shentel brings a strong wireless competitor to the wireless and broadband markets in our territory, with resulting community development, economic and competitive benefits.

Those benefits have most recently been demonstrated in connection with Shentel’s acquisition of nTelos (which was a regional wireless provider in Virginia and West Virginia, and to a lesser extent, in Maryland and Pennsylvania) in 2016, and with our expansion into additional areas of Kentucky, Maryland, Ohio, Pennsylvania, Virginia and West Virginia in 2017 and 2018. Shentel has made (and continues to make) significant network-related capital improvements in the

acquired territories -- adding hundreds of cell sites to reduce coverage gaps and upgrading equipment to permit 4G-LTE coverage throughout these territories. As a result, consumers are offered world-class, robust, wireless services, and the public interest is served by providing vigorous competition to the dominant nationwide carriers.

Likewise, we believe that the proposed transaction between T-Mobile and Sprint will further the public interest. As the applicants have noted, the merger will create a stronger mobile broadband operator with increased scale and financial resources. The parties expect that T-Mobile's and Sprint's combined assets -- including spectrum and sites -- would bring significantly better and broader benefits to consumers more rapidly than either company could on its own. The merged companies (New T-Mobile) would exert competitive pressure on the dominant nationwide carriers to accelerate 5G deployment and offer more robust services at lower prices.

New T-Mobile would have a better spectrum portfolio to build a nationwide 5G network, and the parties assert that by 2021, the New T-Mobile 5G network would cover nearly two-thirds of the US population with speeds greater than 100 Mbps. By 2024, the parties expect that the New T-Mobile 5G network would cover almost 90 percent of the US population with speeds greater than 100 Mbps. The parties further state that the New T-Mobile 5G network would have three times the 5G capacity compared to what T-Mobile and Sprint could have achieved on their own, with 5G speeds four to six times faster than the standalone networks.

An additional public interest benefit of the merger would be New T-Mobile's proposed implementation of an aggressive network build out in rural areas, beginning with an improved 4G LTE network that would have immediate service quality enhancements for consumers, followed soon after by the 5G network described above. New T-Mobile would bring increased broadband coverage to rural Americans, along with improved signal quality and increased network capacity that would enable data-intensive applications and provide superior rural consumer experiences. Indeed, in certain markets we expect that the New T-Mobile could leverage the existing affiliate relationship between Sprint and Shentel to achieve these important service commitments. Further, New T-Mobile could also leverage Shentel's record of network investment and deployment to continue to expand its reach in rural and unserved markets in the mid-Atlantic and surrounding regions.

Based upon these considerations, we urge the Commission to act expeditiously to review and approve the transaction as proposed by the parties. We look forward to swift action and welcome any questions you may have.

Sincerely,



David L. Heimbach  
Executive Vice President and Chief Operating  
Officer