



DLA Piper LLP (US)
500 Eighth Street, NW
Washington, DC 20004
www.dlapiper.com

Michael Senkowski
Michael.Senkowski@dlapiper.com
T 202.799.4103
F 202.799.5103

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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:

T-Mobile US, Inc. (“T-Mobile”) hereby responds to a November 8, 2018, *ex parte* filing by Cellular South, Inc. d/b/a C Spire (“C Spire”).¹ C Spire claims that T-Mobile has refused to meet with C Spire to discuss roaming and wholesale agreements. C Spire also states that “T-Mobile’s conduct, both before and after its Proposed Transaction was announced, belies the claim that New T-Mobile will offer competitive carriers long-term roaming access and MVNO arrangements on favorable, industry-leading terms.”²

Neither of these claims is true. The truth is that T-Mobile had numerous meetings and discussions with C Spire concerning roaming and other business arrangements both before and after the merger’s announcement.³

T-Mobile and C Spire have a successful existing roaming agreement and engaged in many discussions before and after the merger announcement concerning future agreements. T-Mobile and C Spire are parties to a data roaming agreement today that provides C Spire with

¹ Cellular South Inc. d/b/a/ C Spire Notice of *Ex Parte* Communication, *Applications of T-Mobile US, Inc., and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 18-197 (filed Nov. 8, 2018).

² *Id.*

³ T-Mobile and C Spire’s discussions were ongoing until the time that C Spire apparently became dissatisfied with the very favorable terms being presented by T-Mobile and chose to file a petition to deny the merger. Under Commission rules, C Spire’s filing of a petition to deny the merger had the effect of making any subsequent agreement to resolve and withdraw C Spire’s objections subject to prior Commission approval. *See* 47 C.F.R. § 1.935.



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very favorable rates. C Spire has delivered significant roaming traffic pursuant to that agreement and is among T-Mobile's top five roaming traffic customers. C Spire's delivery of such large amounts of roaming traffic to T-Mobile rather than to other carriers is confirming evidence that T-Mobile offers fair and competitive rates. Before and after the merger announcement, T-Mobile has had many discussions with C Spire about roaming and future business relationships. T-Mobile has reached out and engaged in similar talks with other rural carriers as well.

C Spire has been informed that New T-Mobile will honor its existing agreements with T-Mobile and Sprint, and C Spire can choose either the T-Mobile or Sprint rates. C Spire has existing agreements with both T-Mobile and Sprint. These agreements are the product of negotiation and, until the announcement of the merger, appeared by all accounts to have been deemed reasonable and fair by C Spire. In their Public Interest Statement as well as in industry meetings that C Spire attended, the Applicants made clear that existing roaming and MVNO agreements will be honored.⁴ In addition, New T-Mobile will allow roaming partners to select either the Sprint or T-Mobile rates.⁵ With respect to MVNO agreements, the record is clear that New T-Mobile will continue T-Mobile and Sprint's positive relationships and contractual commitments with MVNOs, and will be motivated to do so due to the massive capacity gains resulting from the merger.⁶ This will benefit both large and small MVNOs as New T-Mobile deploys its world leading nationwide 5G network.⁷

⁴ *Applications of T-Mobile, US, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 18-197, Description of Transaction, Public Interest Statement, and Related Demonstrations at 69 (filed June 18, 2018) ("Public Interest Statement").

⁵ *Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 18-197, Joint Opposition of T-Mobile US, Inc. and Sprint Corporation at 98-99 (filed Sept. 17, 2018) ("Joint Opposition"). As a separate option, the CCA roaming hub was and continues to be available to C Spire to enjoy favorable roaming rates and favorable network access from T-Mobile.

⁶ Joint Opposition at 89.

⁷ *Id.* at 85. As a result of these benefits, numerous MVNOs support the merger, including TracFone. *See* Comments of TracFone Wireless, Inc., WT Docket No. 18-197, at 3 (filed Sept. 13, 2018) ("New T-Mobile will increase the MNO wholesale competition for TracFone's business and thus reduce wholesale costs."); *see also* Comments of Ultra Mobile and Mint Mobile, WT Docket No. 18-197, at 1 (filed Aug. 28, 2018) (stating the merger will "help create networks with better coverage, more capacity, greater throughput, and lower latency than would otherwise be available," and this will "drive down prices, reducing wireless connectivity costs for both the MVNOs and U.S. consumers they serve.").



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C Spire misstates the Applicants’ plans for transitioning customers from the CDMA network. Contrary to C Spire’s claim, the combined companies have not accelerated the timeline to decommission Sprint’s CDMA network. The Applicants have said that “[a]ny concern about a rapid termination of the CDMA network is misplaced. Termination of the CDMA network will vary by geography, but is not expected to commence prior to January 1, 2021.”⁸ In addition, the Applicants have said on the record that “New T-Mobile will work with rural carriers as part of the transition process so that Sprint’s CDMA roaming customers can be accommodated as part of the transition.”⁹ The anticipated New T-Mobile CDMA transition also provides a substantially longer transition period than that afforded by Verizon, which plans to terminate CDMA operations by the end of 2019.¹⁰

In summary, T-Mobile, by its undersigned counsel, respectfully submits that the C Spire *ex parte* contains misstatements or mischaracterizations and hereby provides this response to correct the record.

Respectfully submitted,

DLA Piper LLP (US)

/s/ R. Michael Senkowski

R. Michael Senkowski
Partner

cc: Kathy Harris
Linda Ray
Kate Matraves
Jim Bird
David Krech

⁸ Joint Opposition at 98.

⁹ *Id.*

¹⁰ Mike Dano, *Verizon to Shut Down 2G CDMA 1X Network by the End of 2019*, Fierce Wireless (July 13, 2016), <https://www.fiercewireless.com/wireless/verizon-to-shut-down-2g-cdma-1x-network-by-end-2019>.