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May 9, 2019

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Via Electronic Filing

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: Notification of Indirect Transfer of Control of Sprint Communications Company
L.P. to T-Mobile USA, Inc.

Dear Ms. Van Gerpen:

Sprint Communications Company L.P. (“Sprint Communications”)¹ and T-Mobile USA, Inc. (“T-Mobile USA”) (collectively, the “Parties”) hereby notify the South Dakota Public Utilities Commission (“Commission”) of a merger transaction that will result in an indirect change in control of Sprint Communications from Sprint Corporation (“Sprint”) to T-Mobile USA.² As a result of the merger transaction, Sprint will become a wholly-owned subsidiary of T-Mobile USA. This transaction is at the holding company level. Accordingly, Sprint Communications will not be directly affected by the transaction described herein and will continue to be an indirect wholly-owned subsidiary of Sprint.

Although the proposed transaction will result in a change in the ultimate ownership of Sprint Communications’ parent company, no transfer of certificates, assets, or customers will occur at this time, and the transaction will be transparent to the customers of Sprint Communications.

As part of this Notification, the Parties offer the following information:

I. Preliminary Statement

T-Mobile US, Inc. (“T-Mobile”) and Sprint, along with other entities described herein, have entered into an agreement (the “Business Combination Agreement”), pursuant to which an all-stock transaction will result in Sprint becoming a wholly-owned subsidiary of T-Mobile USA (and an indirect subsidiary of T-Mobile). Sprint Communications will not be directly affected by

¹ Sprint Communications is a non-dominant, indirect wholly-owned subsidiary of Sprint Corporation (“Sprint”).

² This letter serves as notification to the Commission under SDCL § 49-31-20.

the transaction described herein and will continue to be an indirect wholly-owned subsidiary of Sprint.

II. Description of the Parties and Other Related Entities

Sprint Communications and Sprint: Sprint Communications is a Delaware limited partnership with its principal business office at 6200 Sprint Parkway, Overland Park, Kansas 66251. Sprint Communications is authorized by the Commission to provide interexchange services (Docket No. F3824, July 6, 1989) and local services as a reseller and facilities-based carrier (Docket No. TC96-156, April 28, 1997) to business and residential customers statewide. Sprint Communications is a wholly-owned indirect subsidiary of Sprint. Sprint is a publicly traded³ Delaware corporation,⁴ and is an indirect parent to Sprint Communications.

T-Mobile USA, T-Mobile, and Deutsche Telekom AG: T-Mobile is a publicly traded⁵ Delaware corporation headquartered in Bellevue, Washington, and is sole parent to T-Mobile USA, also a Delaware corporation. T-Mobile is controlled by Deutsche Telekom AG (“Deutsche Telekom”), which indirectly holds approximately 62 percent of T-Mobile’s stock. Deutsche Telekom is based in Bonn, Germany, and provides fixed broadband and wireless services to customers in more than 50 countries around the world.

SoftBank Group Corp.: SoftBank Group Corp. (“SoftBank”) is a Japanese corporation and holding company that is publicly traded on the Tokyo Stock Exchange. SoftBank is based in Tokyo, Japan, and provides mobile and fixed-line services in Japan through SoftBank Corp., its telecommunications subsidiary. In July 2013, following approval by the necessary federal and state regulatory authorities, SoftBank, through its subsidiary holding companies, acquired approximately a 78 percent indirect interest in the entity that is now Sprint. In particular, SoftBank obtained this interest via Starburst I, Inc. (“Starburst”), a Delaware corporation, and Galaxy Investment Holdings, Inc. (“Galaxy”), also a Delaware corporation. As of December 31, 2017, SoftBank held approximately an 84.2 percent indirect interest in Sprint: 77.2 percent through Starburst and 7.0 percent through Galaxy.

New Merger Entities: In anticipation of the transaction, T-Mobile has formed two indirect subsidiaries: (1) Huron Merger Sub LLC (“Huron”), a Delaware limited liability company and wholly-owned subsidiary of T-Mobile; and (2) Superior Merger Sub Corporation (“Superior”), a Delaware corporation and wholly-owned subsidiary of Huron. Neither company is a regulated operating entity.

³ Sprint is traded on the New York Stock Exchange as “S.”

⁴ Various Sprint subsidiaries also hold Federal Communications Commission (“FCC”) licenses and authorizations. The Parties have filed the appropriate applications with the FCC for approval of the indirect transfer of those licenses and authorizations.

⁵ T-Mobile is traded on the NASDAQ as “TMUS.”

III. Description of the Transaction

The Business Combination Agreement between T-Mobile and Sprint sets forth the structure and steps of a proposed transaction (the “Merger Transaction”). In short, the transaction will be a merger of Sprint into an indirect subsidiary of T-Mobile, with Sprint surviving as a direct subsidiary of T-Mobile USA. This will be accomplished through several, virtually simultaneous steps.

At closing, if certain conditions are met, the first step will be that SoftBank subsidiaries Galaxy and Starburst, which collectively own approximately 84 percent of Sprint, will merge with and into Huron, with Huron continuing as the surviving corporation. Next, Superior will merge with and into Sprint, with Sprint continuing as the surviving entity. As a final step, Huron will distribute Sprint stock to T-Mobile, which T-Mobile will then contribute to its subsidiary, T-Mobile USA. Following completion of these steps, Sprint will be a wholly-owned subsidiary of T-Mobile USA, which is a direct subsidiary of T-Mobile. Deutsche Telekom and SoftBank are expected to hold approximately 42 percent and 27 percent of the fully diluted shares of T-Mobile Common Stock, respectively, with the remaining approximately 31 percent of the fully diluted shares of T-Mobile Common Stock held by public stockholders.

Exhibit 1 hereto depicts the pre- and post-closing structures relating to the Merger Transaction. Sprint Communications is one of the subsidiaries included in the “Sprint Subs” represented in the diagram. Following the Merger Transaction, Sprint Communications will become an indirect subsidiary of T-Mobile USA but will not otherwise experience a change of control and will continue to operate as an indirect subsidiary of Sprint. T-Mobile USA will continue to be a wholly-owned subsidiary of T-Mobile. T-Mobile will continue to operate as T-Mobile and trade as “TMUS.” T-Mobile will retain its headquarters in Bellevue, Washington, and maintain a secondary headquarters in Overland Park, Kansas.

The Merger Transaction is conditioned upon receipt of the approval of both T-Mobile and Sprint shareholders and the required regulatory and other governmental consents. In particular, the Merger Transaction discussed herein is subject to approval by the Federal Communications Commission (“FCC”) and review by the U.S. Department of Justice (“DOJ”). Applications seeking FCC approval were filed on June 18, 2018. Both Deutsche Telekom and SoftBank filed their individual notices with the DOJ on May 24, 2018. During July 2018, the parties to the transaction filed Applications with nineteen (19) state utility commissions with authority to approve the transaction; sixteen (16) states have approved the transaction to date. T-Mobile and Sprint intend to consummate the Merger Transaction as promptly as possible after the necessary FCC and other federal and state regulatory approvals have been received and all other preconditions met.

IV. Public Interest Statement

The Merger Transaction is in the public interest. As noted above, Sprint Communications, the certificated entity operating in South Dakota, will remain a wholly-owned indirect subsidiary

of Sprint. There is no risk of competitive harm resulting from the wireline operations of Sprint Communications being acquired by a new corporate parent. Neither T-Mobile USA nor its subsidiaries provide wireline services in competition with Sprint Communications.

The Merger Transaction will be transparent to existing customers of Sprint Communications. Upon consummation of the Merger Transaction, Sprint Communications will continue to provide the services that it currently provides to customers in South Dakota, subject to Sprint Communications' pre-existing plans to discontinue its TDM services and transition customers to Internet Protocol ("IP") services. All existing Sprint Communications contracts will be honored, including transitioning customers to IP services.

The Merger Transaction will affirmatively promote the service, accommodation, convenience, and safety to the public in a substantial way. In particular, the Merger Transaction will increase the managerial, technical, and financial resources available to Sprint Communications. Sprint Communications will become part of a much larger scale entity with substantial financial resources.⁶ As a result of the Merger Transaction, Sprint Communications will be able to offer a wider array of services that can be bundled with wireless services. This will permit Sprint Communications to compete more effectively in the marketplace to the benefit of consumers in South Dakota.

In addition, the Merger Transaction described herein will bring numerous other public interest benefits to the residents in South Dakota. The Merger Transaction will accomplish a goal critical to enhancing consumer welfare throughout this country, including in South Dakota: the rapid and widespread deployment of 5G networks in a market structure that spurs rivals to invest in increased capacity, and, correspondingly, to drop the price of data per gigabyte. The new T-Mobile ("New T-Mobile") will be able to leverage a unique combination of complementary assets to unlock synergies in order to build a world-leading nationwide 5G network. This next-generation wireless technology will deliver unprecedented services to consumers, increasingly disrupt the wireless industry, and ensure U.S. leadership in the race to deploy 5G. This new nationwide 5G network will also bring increased high-speed broadband coverage to rural consumers in South Dakota and nationwide. Finally, New T-Mobile's increased investment and rapid growth—and resultant accelerated roll-out of 5G services—will stimulate thousands of additional jobs throughout the U.S. economy.

⁶ T-Mobile's most recent 10-Q and 10-K filings with the U.S. Securities and Exchange Commission are available at <http://investor.t-mobile.com/SEC-Filings>.

V. Contact Information

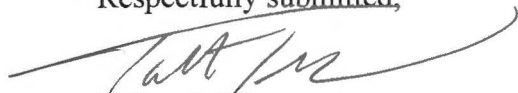
For purposes of this notification letter, the contacts for the Parties are as follows:

For Sprint Communications and Sprint	For T-Mobile USA and T-Mobile
Diane C. Browning Sprint Corporation 6450 Sprint Parkway Overland Park, KS 66251 (913) 315-9284 diane.c.browning@sprint.com	William A. Haas T-Mobile US, Inc. P.O. Box 10076 Cedar Rapids, IA 52410 (630) 290-7615 William.haas@t-mobile.com
<u>With a copy to:</u> Talbot J. Wiczorek Gunderson, Palmer, Nelson, & Ashmore LLP PO Box 8045 Rapid City SD 57709 (605) 342-1078 tjw@gpna.com	

VI. Conclusion

The public interest, convenience, and necessity will be furthered by the transaction described herein. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Talbot J. Wiczorek
Counsel for Sprint Communications

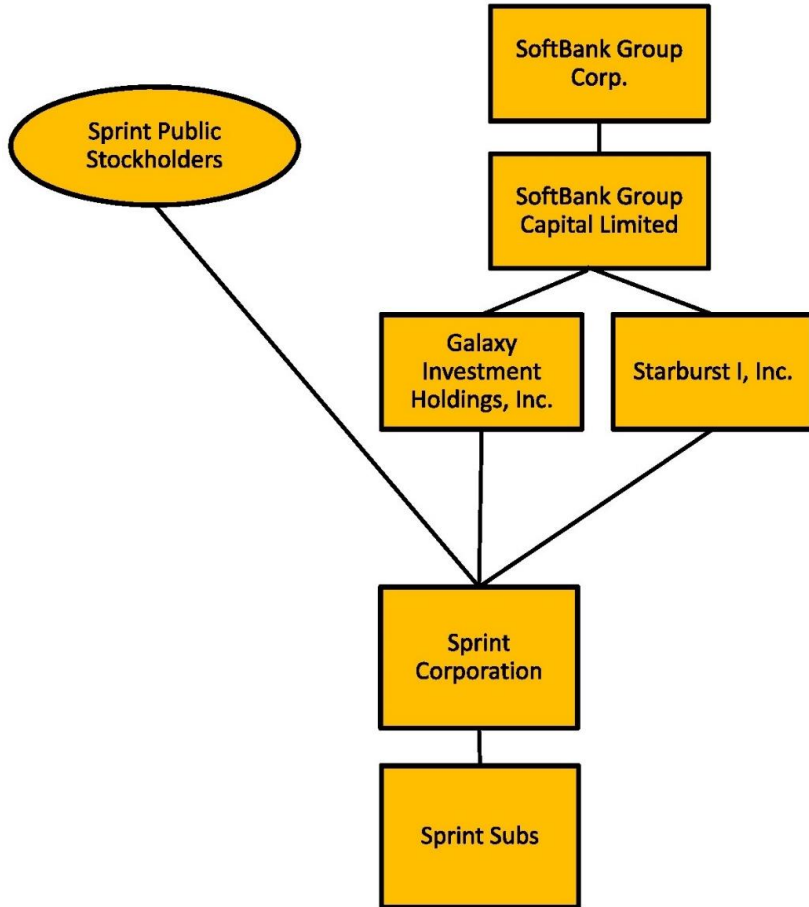
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Enclosure

EXHIBIT 1

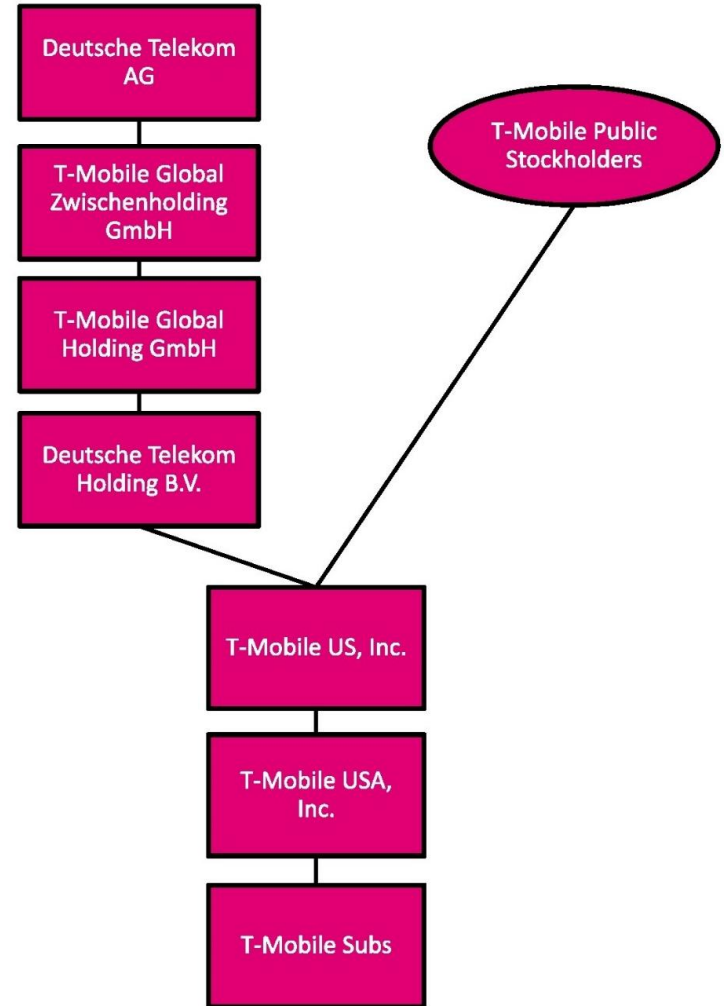
Pre- and Post-Transaction Corporate Organization Structure

Pre-Closing Structure

Sprint Corporation



T-Mobile US, Inc.



Post-Closing Structure

