

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of Sprint Communications Company L.P. (U-5112) and T-Mobile USA, Inc., a Delaware Corporation, for Approval of Transfer of Control of Sprint Communications Company L.P. Pursuant to California Public Utilities Code Section 854(a).

Application 18-07-011

In the Matter of the Joint Application of Sprint Spectrum L.P. (U-3062-C), and Virgin Mobile USA, L.P. (U-4327-C) and T-Mobile USA, Inc., a Delaware Corporation for Review of Wireless Transfer Notification per Commission Decision 95-10-032.

Application 18-07-012

**JOINT APPLICANTS' MOTION TO FILE UNDER SEAL THE CONFIDENTIAL
VERSION OF EXHIBIT 1 TO THE MOTION OF JOINT APPLICANTS TO ADVISE
THE COMMISSION OF NEW FCC COMMITMENTS**

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Dated: May 20, 2019

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Pursuant to Rule 11.4 of the Commission's Rules of Practice and Procedure ("Rules"), Sprint Spectrum L.P. (U-3062-C) and Virgin Mobile USA, L.P. (U-4327-C) (collectively, "Sprint"), and T-Mobile USA, Inc. ("T-Mobile USA") (collectively, the "Joint Applicants") respectfully submits this Motion to request that the attached confidential version of Exhibit 1 to the *Motion of Joint Applicants to Advise the Commission of New FCC Commitments* ("Exhibit 1") be filed under seal and to request that the California Public Utilities Commission ("Commission") afford confidential treatment to sensitive information, as discussed below.

I. CONFIDENTIAL INFORMATION

The Exhibit 1 contains confidential, proprietary and highly sensitive information provided to the Federal Communications Commission ("FCC") under the terms of the FCC's protective order in WT Docket No. 18-197. This information includes deployment information, integration planning, and business plans, practices and policies, all of which are protected from disclosure under state and/or federal law including but not limited to the trade secret privilege set

forth in, among statutes, Evidence Code Section 1061 and Civil Code Section 3426 et seq., and Penal Code section 499(c). As such, the information is protected from disclosure pursuant to Government Code sections 6254.15 (trade secrets); 6254(n) (financial information); 6254(k) (other state and federal law including the Evidence Code) and 6276.36 (reference to Pub. Util. Code section 583). In addition, the disclosure of such information could put the Joint Applicants at a competitive disadvantage and there is no recognizable public interest served by the disclosure of this information. Thus it should not be disclosed per Government Code section 6255.

This information, all of which has been explicitly marked, is not otherwise publicly available and, to the extent it has been shared with the FCC, this Commission, parties to these proceedings, the Department of Justice or Attorneys General, it has been designated as confidential.

The Joint Applicants submit that sufficient good cause exists for the Commission to apply the protective mechanisms to the confidential version of the Exhibit 1 pursuant to federal and state law and Commission Orders and Decisions, including but not limited to, Article 1, Section 1 of the California Constitution, the California Public Records Act (“CPRA”), California Public Utilities Code Section 583, California Government Code Section 6254(a), (c), and (e), California Government Code Section 6254(k), California Government Code Section 6255, California Civil Code Section 3426 et. seq., California Evidence Code Section 1060, General Order 66-D.

The Joint Applicants note that they have prepared and electronically filed and served a public version of the Exhibit 1. The Commission and parties that have executed an NDA with the Joint Applicants will receive both a confidential and public version of the Exhibit 1.

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[PROPOSED] ORDER GRANTING JOINT APPLICANTS' MOTION TO FILE UNDER SEAL THE CONFIDENTIAL VERSION OF THEIR EXHIBIT 1

On May 20, 2019, Sprint Spectrum L.P. (U-3062-C) and Virgin Mobile USA, L.P. (U-4327-C) (collectively, "Sprint"), and T-Mobile USA, Inc. ("T-Mobile USA") (collectively, the "Joint Applicants") filed the confidential version of Exhibit 1 set forth in the *Motion of Joint Applicants to Advise the Commission of new FCC Commitments* ("Exhibit 1") under seal with the California Public Utilities Commission ("Commission"). The information included in Exhibit 1 contains confidential, proprietary and highly sensitive information designated as highly confidential under the terms of the Federal Communications Commission ("FCC") protective order in WT Docket No. 18-197, including deployment information, integration planning, and business plans, practices and policies which are protected pursuant to federal and state law and Commission Orders and Decisions.

No opposition to this Motion has been submitted and the time for submission of such opposition has expired. No hearing on the Motion is necessary.

Good cause having been shown, and no opposition to the Motion having been submitted,
IT IS HEREBY RULED that:

1. Joint Applicants' Motion to file under seal and afford confidential treatment to the confidential version of the Exhibit 1 is granted.
2. The identified information shall be received under seal, shall remain under seal, and shall not be made accessible to the public or disclosed to anyone other than Commission staff, except upon further order or ruling of the Commission.

Dated _____, 2019 at San Francisco, California.

Administrative Law Judge