

**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' POST-HEARING REPLY BRIEF  
REQUESTING IMMEDIATE APPROVAL OF THE TRANSFER  
OF SPRINT COMMUNICATIONS COMPANY L.P. TO T-MOBILE USA, INC.**

Dave Conn  
Susan Lipper  
T-Mobile USA, Inc.  
12920 SE 38th St.  
Bellevue, WA 98006  
Telephone: 425.378.4000  
Facsimile: 425.378.4040  
Email: dave.conn@t-mobile.com  
Email: susan.lipper@t-mobile.com

Stephen H. Kukta  
Sprint Communications Company L.P.  
900 7th Street, NW, Suite 700  
Washington, DC 20001  
Telephone: 415.572.8358  
Email: stephen.h.kukta@sprint.com

Suzanne Toller  
Davis Wright Tremaine LLP  
505 Montgomery, Suite 800  
San Francisco, CA 94111  
Telephone: 415.276.6500  
Email: suzannetoller@dwt.com

Earl Nicholas Selby  
Law Offices of Earl Nicholas Selby  
530 Lytton Avenue, 2nd Floor  
Palo Alto, CA 94301  
Telephone: 650.323.0990  
Facsimile: 650.325.9041  
Email: selbytelecom@gmail.com

Leon M. Bloomfield  
Law Offices of Leon M. Bloomfield  
1901 Harrison St., Suite 1400  
Oakland, CA 94612  
Telephone: 510.625.1164  
Email: lmb@wblaw.net

Attorneys for Sprint Communications  
Company L.P. (U-5112-C)

Attorneys for T-Mobile USA, Inc.

Dated: May 10, 2019

**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' POST-HEARING REPLY BRIEF  
REQUESTING IMMEDIATE APPROVAL OF THE TRANSFER  
OF SPRINT COMMUNICATIONS COMPANY L.P. TO T-MOBILE USA, INC.**

Pursuant to the procedural schedule established in the Amended Scoping Ruling issued on October 4, 2018, as further amended by ALJ Bemesderfer's March 25, 2019 Ruling resetting the briefing schedule, Sprint Communications Company L.P. (U-5112-C) ("Sprint Wireline"), and T-Mobile USA, Inc. ("T-Mobile USA") (collectively, the "Joint Applicants") respectfully submit this reply brief with respect to the pending Joint Application for Approval of Transfer of Control of Sprint Communications Company L.P., Application No. A.18-07-011, filed July 13, 2018 ("Wireline Approval Application").<sup>1</sup>

As explained in Joint Applicants' Post-Hearing Opening Brief Requesting Immediate Approval of the Transfer of Sprint Communications Company L.P. to T-Mobile USA, Inc. (filed April 26, 2019) ("Wireline Opening Brief") and reaffirmed in Joint Applicants' Motion for Immediate Approval of the Transfer of Sprint Communications Company L.P. to T-Mobile

---

<sup>1</sup> Separately from the Wireline Approval Application, the Joint Applicants also submitted a Joint Application for Review of Wireless Transfer Notification, Application No. A-18-07-012, filed July 13, 2018 (the "Wireless Notification").

USA, Inc. (filed May 6, 2019) (“Motion for Immediate Approval”),<sup>2</sup> the Wireline Approval Application readily satisfies the Commission’s well-established standard for approving similar wireline transfers under California Public Utilities Code § 854(a). The record does not contain *any* evidence justifying denial of the Application – much less evidence that presents a “compelling reason”<sup>3</sup> to deny it. The Wireline Approval Application therefore should be promptly approved.

The Intervenors’ opening briefs confirm that there are no disputed facts or issues concerning the wireline transfer, as no Intervenor contests the substantial record evidence demonstrating that the wireline transaction advances the public interest.<sup>4</sup> Strikingly, the Intervenors’ opening briefs do not even discuss the merits of the wireline transaction. As Cal PA concedes, its “protest and testimony focuses on the wireless application.”<sup>5</sup> And the briefs filed by The Utility Reform Network (“TURN”), DISH Network Corporation, the Greenlining Institute, and the Communications Workers of America District 9 similarly focus exclusively on the wireless transaction.<sup>6</sup> On this record, there is no basis for denying approval of the wireline transaction.

---

<sup>2</sup> Because the record is undisputed, and the facts and law clear, Joint Applicants filed their Motion for Immediate Approval to obtain an immediate decision with respect to the Wireline Approval Application. There is simply no basis in the record to delay that decision, regardless of the status of the Commission’s review of the Wireless Notification. Thus, the Wireline Approval Application should also be severed from the Commission’s separate review of the Wireless Notification, as the two filings present distinct legal and factual issues and there is no basis for continued consolidation of the proceedings. *See* Wireline Opening Br. at 7-11; Motion for Immediate Approval at 1-5.

<sup>3</sup> *See, e.g., Application of SJW Corp. for Approval of Reincorporation*, D. 16-05-037, 2016 Cal. PUC LEXIS 296, at \*8 (May 26, 2016) (cited in Joint Applicants’ Wireline Opening Br. at 3 n.3); *see also* Wireline Opening Br. at 16-17 n.68 (citing additional authority).

<sup>4</sup> *See* Joint Applicants’ Wireline Opening Br. at 16-17.

<sup>5</sup> Opening Brief of the Public Advocates Office, at 6 n.23, Consolidated Applications Nos. 18-07-011 & 18-07-012 (Apr. 26, 2019).

<sup>6</sup> *See* Opening Brief of The Utility Reform Network, at 5, Consolidated Applications Nos. 18-07-011 & 18-07-012 (Apr. 26, 2019) (“TURN Opening Br.”); Opening Brief of DISH Network Corporation,

TURN's only argument that even tangentially addresses the Wireline Approval Application misses the mark. TURN's brief suggests that "the wireline and wireless transaction are inextricably linked."<sup>7</sup> But the mere fact of "linkage" is not enough to delay and withhold approval for the wireline transaction. As explained in Joint Applicants' Motion for Immediate Approval, the fact that the wireline transaction and the wireless transaction are both components of a larger corporate merger<sup>8</sup> does not change either the nature of the Commission's review of the Wireline Approval Application or the standard applicable to that review. SoftBank's acquisition of Sprint in 2013 also involved the transfer of both wireline and wireless entities, and although consumer groups "urge[d] the Commission to include in th[at] proceeding consideration of the transfer of Sprint wireless entities to SoftBank Corp.," the Commission correctly approved the wireline application based only on its review of the wireline portion of the transaction.<sup>9</sup> Here, the discovery, testimony, hearings, and now the opening briefs in this proceeding have underscored that the Wireline Approval Application and the Wireless Notification present fundamentally distinct factual and legal issues.<sup>10</sup> Moreover, as Joint

---

Consolidated Applications Nos. 18-07-011 & 18-07-012 (Apr. 26, 2019); Opening Brief of the Greenlining Institute, Consolidated Applications Nos. 18-07-011 & 18-07-012 (Apr. 26, 2019); Opening Brief of Communications Workers of America District 9, Consolidated Applications Nos. 18-07-011 & 18-07-012 (Apr. 26, 2019).

<sup>7</sup> TURN Opening Br. at 5.

<sup>8</sup> See *id.* at 5.

<sup>9</sup> See *In the Matter of Joint Application of Sprint Communications Company, L.P. (U-5112-C), and Starburst II, Inc. for Approval of an Indirect Transfer of Control of Sprint Communications Company, L.P. to Starburst II, Inc.*, Decision Authorizing Transfer of Control, D. 13-05-018, 2013 Cal. PUC LEXIS 277, at \*3-5, \*11-16 (May 23, 2013) (analyzing and approving application to transfer Sprint Wireline pursuant to section 854(a); noting that Sprint wireless entities had "provided 30-days advance notice of the proposed transaction to the Commission by letter, pursuant to Commission Decision 95-10-032, that they are parties to the transaction, and that, as a result of the transaction, there will be an indirect transfer of control of the Sprint wireless entities to SoftBank"); *id.* at \*20 ("Starburst II meets the Commission's requirements for an acquiring company of an authorized provider of local exchange and interexchange telecommunications services.") (Conclusions of Law).

<sup>10</sup> See Wireline Opening Br. at 9-19.

Applicants have previously noted, established Commission precedent,<sup>11</sup> consistent with federal law,<sup>12</sup> recognizes the need to treat the wireline transaction – which requires Commission approval – separately from the wireless transaction, which does not require, and is not otherwise subject to, any such approval.

For the foregoing reasons, and consistent with the relief sought in Joint Applicants’ Motion for Immediate Approval, the Joint Applicants respectfully request that the Commission sever the proceedings and immediately grant the Wireline Approval Application pursuant to Public Utilities Code § 854(a).

///

///

///

///

///

///

///

///

///

///

///

///

---

<sup>11</sup> *Investigation on the Commission’s Own Motion Into Mobile Telephone Service and Wireless Communications*, D. 95-10-032, 1995 Cal. PUC LEXIS 888, at \*25-26 (Oct. 18, 1995).

<sup>12</sup> Joint Applicants’ Post-Hearing Opening Brief on the Joint Application for Review of Wireless Transfer Notification per Commission Decision 95-10-032, at 15-16, Consolidated Applications Nos. 18-07-011 & 18-07-012 (Apr. 26, 2019).

Respectfully submitted this 10th day of May, 2019.

/s/

---

Dave Conn  
Susan Lipper  
T-Mobile USA, Inc.  
12920 SE 38th St.  
Bellevue, WA 98006  
Telephone: 425.378.4000  
Facsimile: 425.378.4040  
Email: dave.conn@t-mobile.com  
Email: susan.lipper@t-mobile.com

Suzanne Toller  
Davis Wright Tremaine LLP  
505 Montgomery, Suite 800  
San Francisco, CA 94111  
Telephone: 415.276.6500  
Email: suzannetoller@dwt.com

Leon M. Bloomfield  
Law Offices of Leon M. Bloomfield  
1901 Harrison St., Suite 1400  
Oakland, CA 94612  
Telephone: 510.625.1164  
Email: lmb@wblaw.net

Attorneys for T-Mobile USA, Inc.

/s/

---

Stephen H. Kukta  
Sprint Communications Company L.P.  
900 7th Street, NW, Suite 700  
Washington, DC 20001  
Telephone: 415.572.8358  
Email: stephen.h.kukta@sprint.com

Earl Nicholas Selby  
Law Offices of Earl Nicholas Selby  
530 Lytton Avenue, 2<sup>nd</sup> Floor  
Palo Alto, CA 94301  
Telephone: 650.323.0990  
Facsimile: 650.325.9041  
Email: selbytelecom@gmail.com

Attorneys for Sprint Communications  
Company L.P. (U-5112-C)