



12920 SE 38th Street
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March 31, 2020

Commissioner Clifford Rechtschaffen
California Public Utilities Commission
505 Van Ness Ave.
San Francisco, CA 94111

Administrative Law Judge Karl Bemesderfer
California Public Utilities Commission
505 Van Ness Ave.
San Francisco, CA 94111

Re: Application Nos. 18-07-011 and 18-07-012

Commissioner Rechtschaffen and ALJ Bemesderfer:

I am writing to you on behalf of T-Mobile and Sprint (Joint Applicants) to inform you that we plan to close our merger transaction tomorrow morning, April 1, 2020. Joint Applicants appreciate the efforts that you have made to issue a proposed decision earlier this month and to oversee this process over the last 20 months.

The companies, however, cannot take the risk of waiting any longer to consummate the merger. The COVID-19 crisis has created unprecedented uncertainty and risk in the financial markets, including the debt markets that are critical for us to secure the required financing for the merger and our 5G network build-out. The market for investment grade long-term debt financing, upon which our longstanding plans relied, has witnessed unprecedented upheaval in recent weeks. As a result, we are forced to rely on short-term bridge financing that was secured from a group of lenders under an existing conditional commitment. Right now, as I write this, we are fortunate that the banks are still prepared to provide bridge financing for an April 1 close. With the continuing turmoil in the financial markets, however, there are no assurances that the banks will continue to be able to fund the transaction if the closing is delayed any further. In short, if we do not close the transaction on April 1, it is conceivable that we may never be able to do so.

Moreover, closing the merger now will also provide much needed certainty to both companies' customers and employees, enable us to begin the important work of integrating our networks and rolling out New T-Mobile's 5G network, and allow New T-Mobile immediately to begin delivering the massive benefits that the transaction will



bring to California consumers—particularly under-connected, low-income and rural consumers.

Finally, as we have explained to the Commission previously,¹ an April 1 close is critical to the parties, as accounting and financial reporting needs, and the imperative for accuracy of such reporting, significantly limit the available closing dates for the merger, and delaying beyond April 1 would result in substantial—and ever-increasing—harm and risks to Joint Applicants.

Notwithstanding our abiding view that the Commission lacks jurisdiction over this transaction,² we have fully cooperated in the CPUC's 20-month review process. T-Mobile stands ready to honor the nearly 50 voluntary California-specific commitments it has made in connection with the deal. However, notwithstanding our appreciation of the proposed decision's recognition of the many benefits of the merger, it contains a number of obligations that in addition to exceeding the CPUC's jurisdiction are not supported by the record, are practically impossible, are unfair and discriminatory to T-Mobile vs our competitors—including the entrenched incumbents, and/or are anti-competitive. Accordingly, Joint Applicants urge you to revise the proposed decision to address those deficiencies and to proceed with a vote on the modified proposed decision to close the proceedings at the Commission's April 16 meeting as scheduled.

We hope that you are able to understand and appreciate our action to close the merger tomorrow in light of these extraordinary circumstances and critical considerations.

Respectfully,

A handwritten signature in blue ink, appearing to read 'G. Michael Sievert', written over a horizontal line.

G. Michael Sievert
President and Chief Operating Officer

cc:
President Marybel Batjer
Commissioner Liane M. Randolph
Commissioner Martha Guzman Aceves

¹ See Email from Suzanne Toller to Commissioner Rechtschaffen and ALJ Bernesderfer (February 11, 2020), copying service list for A.18-07-011/A.18-07-012; Notice of Ex Parte Communication of Joint Applicants (February 24, 2020); Motion of Joint Applicants for Reconsideration of the Presiding Officer's Ruling Revising Schedule (March 3, 2020).

² As we have noted throughout these proceedings, we believe that the FCC has the exclusive authority to approve wireless transactions; and Sprint has recently filed an advice letter relinquishing its wireline certificate of public convenience and necessity.



Commissioner Genevieve Shiroma
Service List



CALIFORNIA PUBLIC UTILITIES COMMISSION
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Proceeding: A1807011 - SPRINT COMMUNICATION
Filer: Sprint Communications Company L.P.
List Name: LIST
Last changed: March 17, 2020

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