



PUBLIC NOTICE

Federal Communications Commission
45 L St., N.E.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>

DA 22-1185
November 10, 2022

APPLICATIONS FILED FOR THE TRANSFER OF CONTROL OF SPRINT COMMUNICATIONS COMPANY L.P. TO COGENT INFRASTRUCTURE, INC.

PLEADING CYCLE ESTABLISHED

WC Docket No. 22-360

Comments/Petitions Due: December 12, 2022

Reply Comments/Oppositions to Petitions Due: December 27, 2022

By this Public Notice, the Wireline Competition Bureau, International Bureau, and Wireless Telecommunications Bureau (Bureaus) seek comment from interested parties on applications filed by Sprint LLC and Cogent Infrastructure, Inc. (Cogent Infrastructure) (together, Applicants) for the transfer of control of Sprint Communications Company L.P. (SCCLP) to Cogent Infrastructure (Transaction), pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended (Act),¹ the Cable Landing License Act of 1921,² and sections 1.767, 1.948, 25.119, 63.03-04, 63.12, 63.18, and 63.24 of the Commission's rules.³

SCCLP is a Delaware limited partnership indirectly wholly owned by Sprint LLC.⁴ Sprint LLC does not itself provide telecommunications services,⁵ and, in turn, is a direct, wholly owned subsidiary of T-Mobile USA, Inc. (T-Mobile), a nationwide wireless telecommunications provider.⁶

¹ 47 U.S.C. §§ 214, 310(d).

² 47 U.S.C. §§ 34-39; *see also* Exec. Ord. No. 10530, Sec. 5(a), reprinted as amended at 3 U.S.C. § 301 (delegating the President's authority under the Cable Landing License Act to the Commission).

³ 47 CFR §§ 1.767, 1.948, 25.119, 63.03-04, 63.12, 63.18, 63.24; Joint Application, WC Docket No. 22-360 (filed Oct. 12, 2022) (Lead Application); Letter from Nancy J. Victory, Counsel for Sprint LLC and Sprint Communications Company L.P., and Matthew A. Brill, Counsel for Cogent Infrastructure, to Marlene Dortch, Secretary, FCC (filed Oct. 27, 2022) (on file in WC Docket No. 22-360) (Supplement). The Commission licenses and authorizations subject to the applications are listed in Attachment A to this Public Notice and include domestic and international section 214 authorizations, wireless licenses, earth station licenses, and submarine cable landing licenses.

⁴ Lead Application at 2.

⁵ *Id.* at 7, 14.

⁶ *Id.* at 2. On April 1, 2020, T-Mobile acquired Sprint Corporation, including Sprint's wireline network. *Applications of T-Mobile US, Inc., and Sprint Corporation, for Consent to Transfer Control of Licenses and*

Operating as a subsidiary of T-Mobile, SCCLP provides facilities-based and resold wireline telecommunications services, including retail business data services and IP transit, to enterprise customers throughout the United States via the legacy Sprint wireline network.⁷ The wireline network includes “approximately 37,000 domestic route miles (consisting primarily of long-haul fiber, owned and leased) as well as 28 data center facilities, 250 domestic and more than 60 international Points of Presence,” as well as ownership interests in five submarine cables (Sprint Wireline network or business).⁸

Cogent Infrastructure is a Delaware corporation that is a direct, wholly owned subsidiary of Cogent Communications Holdings, Inc. (Cogent Communications), which is a publicly held Delaware corporation.⁹ Through a subsidiary, Cogent Communications provides “Internet access services, private network solutions, and data center colocation space” to Internet service providers (ISPs), telecommunications carriers, and small and medium business and enterprise customers across the United States.¹⁰ Applicants state that neither Cogent Communications nor its subsidiaries currently provide telecommunications services in the United States.¹¹ One individual and two entities hold an interest in Cogent Communications of 10% or more: David Schaeffer, a U.S. citizen who is CEO and Chairman of Cogent Communications (10.2% of Cogent Communications’ common stock); BlackRock Inc., a U.S. entity (14.7% of Cogent Communications’ common stock)¹²; and The Vanguard Group, Inc., a U.S. entity (10.1% of Cogent Communications’ common stock).¹³ Applicants state that Cogent Infrastructure is not affiliated with other communications providers in which BlackRock or Vanguard may hold an ownership interest.¹⁴

Authorizations, Applications for American H Block Wireless L.L.C., DBSD Corporation, Gamma Acquisition L.L.C., and Manifest Wireless L.L.C. for Extension of Time, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, 10584, para. 15 (2019); Letter from Nancy Victory, Counsel for T-Mobile US, Inc., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 18-197 (filed Apr. 14, 2020) (notice of consummation).

⁷ Lead Application at 2-3, 7, 14. SCCLP does not provide telecommunications services to residential customers. Supplement at 1.

⁸ Lead Application at 3

⁹ *Id.* at 2-3.

¹⁰ *Id.* at 3.

¹¹ *Id.* at 14.

¹² *Id.* at 11-12, Exh. B (Post-Transaction Organizational Chart). BlackRock, Inc. (BlackRock) is a publicly traded Delaware corporation that owns 14.7% of Cogent Communications’ common stock through various subsidiaries. *See id.*; Supplement at 1-3 (“According to the BlackRock 13G, BlackRock and certain of its subsidiaries collectively own 7,072,055 shares, or 14.8 percent, of the common stock of Cogent Communications.”). BlackRock is an investment entity and neither it nor its subsidiaries have the power to manage, operate, or control Cogent Communications, and they do not have the power to individually elect members of the Board of Cogent Communications. Supplement at 3.

¹³ Lead Application at 11-12, Exh. B (Post-Transaction Organizational Chart). The Vanguard Group, Inc. (Vanguard) is a Pennsylvania corporation that owns 10.1% of Cogent Communications’ common stock through various subsidiaries. *See id.*; Supplement at 1-3 (“According to the Vanguard 13G, Vanguard and certain of its subsidiaries collectively own 4,835,162, or 10.14 percent, of the common stock of Cogent Communications.”). Vanguard is an investment entity and neither it nor its subsidiaries have the power to manage, operate, or control Cogent Communications, and they do not have the power to individually elect members of the Board of Cogent Communications. Supplement at 3.

Pursuant to a Membership Interest Purchase Agreement (Purchase Agreement), dated September 6, 2022, Cogent Infrastructure will purchase from Sprint LLC the membership interests of SCCLP's direct parent company.¹⁵ Applicants explain that currently this entity is Sprint Communications LLC, a Kansas limited liability company.¹⁶ However, shortly before the Transaction is consummated, Sprint Communications LLC will become a Delaware limited liability company and then will divide into two separate limited liability companies: (i) a new Delaware limited liability company (Patagonia SaleCo 2, LLC) that will hold Sprint Communications LLC's assets and liabilities relating to the legacy Sprint Wireline business to be transferred, including the rights and obligations of Sprint Communications LLC as the sole general partner of SCCLP and as the 100% owner of Utelcom LLC, the sole limited partner of SCCLP, and (ii) the continuation of Sprint Communications LLC as a Delaware limited liability company (which will continue to be named Sprint Communications LLC) that will retain Sprint Communications LLC's assets and liabilities not being transferred.¹⁷ At the time of the Transaction, Cogent Infrastructure will acquire Patagonia SaleCo 2, LLC, which will own 100% of SCCLP (through a combination of direct and indirect ownership), among other assets.¹⁸

Applicants assert that a grant of the applications will serve the public interest, convenience, and necessity.¹⁹ They assert that the transaction will transfer the Sprint Wireline assets from T-Mobile, a company that, absent a sale, planned to discontinue their use, to Cogent Communications, a company with the resources to increase competition using those assets.²⁰ Additionally, Applicants assert that Cogent Communications is "financially and managerially well qualified" to assume responsibility for assuming "ownership and control of SCCLP and to operate and maintain the legacy Sprint Wireline network and associated facilities following consummation of the Transaction."²¹ Applicants submit that the "[t]ransaction will promote the public interest by allowing Cogent Communications to compete more effectively in the provision of Internet protocol ('IP') transit, fiber Internet access, virtual private line, and other business data services ('BDS')."²² They state that Cogent Communications and SCCLP largely compete in different service segments, and that there are multiple competitors for those services.²³ Finally, Applicants assert that Cogent Communications relies currently almost entirely on leased fiber, and the Transaction will increase its ownership of network facilities to the benefit of customers.²⁴ Applicants further state that Cogent

¹⁴ Supplement at 3.

¹⁵ Lead Application at 3.

¹⁶ *Id.* at 3-4.

¹⁷ *Id.* at 4.

¹⁸ *Id.*

¹⁹ *Id.* at 4-5.

²⁰ *Id.* at 5.

²¹ *Id.* at 5-6.

²² *Id.* at 1-2.

²³ *Id.* at 6-7.

²⁴ *Id.*

Communications will continue to upgrade, operate, and maintain the network for existing and new customers.²⁵

GENERAL INFORMATION

The applications identified herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies.

Interested parties may file comments and petitions **on or before December 12, 2022**, and reply comments or oppositions to petitions **on or before December 27, 2022**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

- Electronic Filers: Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.
- Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing.
 - Filings can be sent by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.
 - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701. U.S. Postal Service first-class, Express, and Priority mail must be addressed to 45 L Street NE, Washington, DC 20554.
 - Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. *See* FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy, Public Notice, DA 20-304 (March 19, 2020). <https://www.fcc.gov/document/fcc-closes-headquarters-open-window-and-changes-hand-delivery-policy>

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Keith Buell, Wireline Competition Bureau, keith.buell@fcc.gov
- 2) Clay DeCell, International Bureau, clay.decell@fcc.gov
- 3) David Krech, International Bureau, david.krech@fcc.gov

²⁵ *Id.* at 8.

- 4) Jeff Tobias, Wireless Telecommunications Bureau, jeff.tobias@fcc.gov
- 5) Melissa Conway, Wireless Telecommunications Bureau, melissa.conway@fcc.gov
- 6) Jim Bird, Office of General Counsel, jim.bird@fcc.gov

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.²⁶ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Keith Buell, Wireline Competition Bureau, (202) 418-2378; Clay DeCell, International Bureau, (202) 418-0803; David Krech, International Bureau, (202) 418-7443; or for the Wireless Telecommunications Bureau, Jeff Tobias, (202) 418-1617; Melissa Conway, (202) 418-2887.

²⁶ See 47 CFR § 1.45(c).

ATTACHMENT A

SECTION 214 AUTHORIZATIONS

A. International

The applications for consent to the transfer of control of certain international section 214 authorizations have been assigned the file numbers listed below.

<u>File Number</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20221012-00124	Sprint Communications Company L.P.	ITC-214-20221010-00118 ITC-MOD-20200221-00034 ITC-214-19950818-00039 ITC-214-19990325-00153 ITC-214-19970421-00220 ITC-MOD-20191025-00173

B. Domestic

Applicants filed an application to transfer control of domestic section 214 authority in connection with the proposed transaction. In light of the multiple applications pending before the Commission with respect to this transaction and the public interest review associated with them, the domestic transfer of control application is not subject to streamlined treatment.²⁷

CABLE LANDING LICENSES

<u>File Number</u>	<u>Licensee</u>	<u>License Number</u>
SCL-T/C-20221013-00028	Sprint Communications Company L.P.	SCL-MOD-20191202-00038 ²⁸ SCL-LIC-19951013-00002 ²⁹ SCL-MOD-20130227-00002 ³⁰ SCL-MOD-20110928-00028 ³¹ SCL-LIC-20180702-00019 ³²

²⁷ 47 CFR § 63.03.

²⁸ The current file number for the Americas II submarine cable landing license.

²⁹ The current file number for the Antillas I submarine cable landing license. The cable is currently operating pursuant to Special Temporary Authority (SCL-STA-20221014-00029).

³⁰ The current file number for the Japan-U.S. Cable Network cable landing license.

³¹ The current file number for the Maya-1 submarine cable landing license.

³² The current file number for the Taino-Carib Cable System cable landing license.

EARTH STATION LICENSES

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
SES-T/C-20221104-01180	Sprint Communications Company L.P.	E6777
SES-T/C-20221104-01181	Sprint Communications Company L.P.	E6241

SECTION 310(d) APPLICATIONS

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0010235820	Sprint Communications Company L.P.	KA86929

-FCC-