



FEDERAL COMMUNICATIONS COMMISSION
Washington DC 20554

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VIA E-MAIL

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Re: Applications of T-Mobile U.S., Inc., and Sprint Corporation for Consent To Transfer Control of Licenses and Authorizations (WT Docket No. 18-197)

Dear Ms. Ham and Ms. McCann:

Today we are pausing the Commission's informal 180-day transaction shot clock in this proceeding. Additional time is necessary to allow for thorough staff and third-party review of newly-submitted and anticipated modeling relied on by the Applicants.

Each of three separate developments require more time. First, on September 5, 2018, the Applicants submitted a substantially revised network engineering model. Although the Applicants had previously provided a network engineering model as backup for certain network claims, you explained that since that time "the model has been extended," and that the newly-provided model "completes" the prior work.¹ Moreover, the Applicants asserted that this is now the "engineering model on which they rely in support of this transaction."²

The newly-provided network engineering model is significantly larger and more complex than the engineering submissions already in the record. It appears to incorporate new logic, methodologies, facts, and assumptions, on a subject central to the Applications—the transaction's claimed network benefits. Accordingly, the Commission and third parties will require additional time to review it.

Further, in an August 29, 2018 *ex parte* meeting, T-Mobile executives Mike Sievert and Peter Ewens described T-Mobile's reliance on a business model, titled "Build 9," which apparently provides the financial basis for the projected new network buildout. The Commission did not receive Build 9, and third parties did not have access to it, until September 5. Build 9 therefore requires further review.

¹ Response to Information Request by T-Mobile, WT Docket 18-197, at 30-31 (filed Sept. 5, 2018) (T-Mobile Information Request).

² *Id.* at 30; see also Specification 13 Exhibit A Engineering Model.

Finally, T-Mobile recently disclosed that it intends to submit additional economic modeling in support of the Applications, beyond that strictly responsive to the various economic analyses in the Petitions to Deny. This new economic modeling will also require additional time for review.

We also understand that these models may interact with or support one another in ways still unknown to the Commission and third parties. It will take time to evaluate, understand the relationships between, and prepare responses to these models. Moreover, those evaluations may also require additional information and explanation about the new modeling.³

The Commission has a strong interest in ensuring a full and complete record upon which to base its decision in this proceeding. Considering the complexity and potential importance of these newly-provided and expected models, it is appropriate to stop the informal 180-day clock to allow time for their review. The clock will remain stopped until the Applicants have completed the record on which they intend to rely and a reasonable period of time has passed for staff and third-party review. The Commission will decide whether to extend the deadline for reply comments after receiving the remainder of the Applicants' modeling submissions.

Please feel free to reach out to us if you have any questions.

Sincerely,



David B. Lawrence
Director
T-Mobile/Sprint Transaction Task Force



Donald Stockdale
Chief
Wireless Telecommunications Bureau

cc: Nancy J. Victory
Regina M. Keeney

³ As an initial step, to help us better understand how the changes in the network engineering model affect your application, we request you provide a further written explanation as to what aspects of the prior modeling were extended, and why. We also request that you provide updated figures for the assertions in the Public Interest Statement and supporting Declarations, and identify all deviations from the prior modeling, whether in method of analysis, assumptions, inputs, or conclusions.