Create value through Diversity



Joint 2015 Annual Report and 2016 Plan

Women, Minority, Disabled Veteran Business Enterprises (WMDVBE) Procurement

> General Order 156 Dated: March 1, 2016

T··Mobile· metroPCS.

T-Mobile West LLC dba T-Mobile (U-3056-C) and MetroPCS California, LLC dba MetroPCS (U-3079-C)



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Introduction

"When the history of the Mobile Age is written, T-Mobile's transformation into America's Un-carrier – and the nation's fastest growing wireless company – will mark a significant milestone. ...Our work in the US wireless industry has just begun. We started this journey with the intent to change an industry while we rebuilt this company. And that's exactly what we're doing."

-John Legere, President & CEO, T-Mobile USA, Inc., "The Un-carrier Revolution", 2013

Before explaining the T-Mobile West LLC dba T-Mobile (U-3056-C) and MetroPCS California, LLC dba MetroPCS (U-3079-C) (collectively referred to as "T-Mobile" for purposes of this Report) results in our Joint 2015 Annual Report and 2016 Annual Plan to develop and increase participation of women-owned, minority-owned, and disabled veteran-owned business enterprises (WMDVBE)¹, we believe it is important to recognize what sets us apart. As America's Un-carrier, T-Mobile is redefining the way consumers and businesses buy wireless services through leading product and service innovation. Diversity and inclusion are not just words, they are a way of life. As a diverse company serving a diverse customer base, we strive to make our supplier relationships diverse too. We recognize that these partnerships connect us to a more inclusive and diverse business community, which enable us to provide products and services that not only suit our customers' needs, but unleash our possibilities.

As a result, T-Mobile has come a long way with its use of diverse suppliers. Since we submitted our initial WMDVBE Report in 2011, T-Mobile's minority spend has increased by approximately 560% from \$69.6 million to \$460.1 million². In the last year alone, our diversity procurement almost *doubled*- rising from \$242.8 million in 2014 to \$460.1 million in 2015. We won't stop. We are devoted to the concept of creating value through diversity, and are working to continue the momentum as we continue to build our Supplier Diversity Program. Yet, as we set our 2016 goals, we recognize the limitations that prevent us from growing our diverse spend at the same pace as our business. As outlined below, we are systematically working to

identify and then eliminate or reduce these limitations where we can. We want to unleash the possibilities that come from growing and deepening our partnerships with the diverse business community.



¹ Consistent with our understanding of the Commission's intent, we report WMDVBE spend for 2015 in the Annual Report and attachments. The Supplier Diversity program, however, already includes LGBTBEs and so the qualitative 2016 Annual Plan uses the revised definition of WMDVLGBTBE.

² The 2011 procurement noted above does not include MetroPCS data, if any, for that year. Prior to the merger of their parent companies in 2013, T-Mobile West LLC and MetroPCS California LLC submitted separate GO 156 Reports to the Commission and we currently do not have access to MetroPCS' reported procurement for 2011. However, in light of MetroPCS' reported procurement for 2013 (i.e., approximately \$2.247 million), we do not anticipate that the 560% increase in spend noted above would be materially affected by the 2011 MetroPCS procurement even if that data was available.

2015 Annual Report

California Public Utilities Commission General Order 156 ("GO 156") requires that certain companies with gross annual revenues exceeding \$25 million provide information related to their WMDVBE procurement activities and their plans to achieve short, medium, and long-term Supplier Diversity Program goals. This information is to be provided to the Commission on March 1st of each calendar year in the form of an Annual Report and Annual Plan as set forth in GO 156. To that end, T-Mobile has prepared the following Joint 2015 Annual Report ("Report") in an effort to support the Commission's and the Legislature's goals in this arena and to facilitate further discussion on the topic of WMDVBE procurement. The Report is intended to summarize T-Mobile's WMDVBE-related activities for the period from January 1 through December 31, 2015.

Overview and Strategic Review (9.1.1)

T-Mobile's Supplier Diversity Program underwent significant transition in 2015, including the recruitment of a new Supplier Diversity Manager. T-Mobile used this transition as an opportunity to reassess its Program with a significant effort in Q4 to benchmark the Program, refresh the Program strategy, and reset priorities within the executive leadership team. This Report reflects both the WMDVBE activities in 2015 and the findings of the strategic review process to: Inspire and Motivate Employees; Measure Progress; and Actively Outreach, Engage and Invite Diverse Suppliers.



T-Mobile's Supplier Diversity Manager benchmarked the Program with available data from peer Supplier Diversity programs and against industry best practices. This effort included a review of available data from other joint utilities' GO 156 reports, anecdotal information from national companies with leading Supplier Diversity programs, industry surveys from T-Mobile's non-profit partners, best practices from the National Minority Supplier Development Council (NMSDC), and Supplier Diversity program evaluation standards from leading industry groups. The results of this comprehensive benchmarking exercise led to the development of T-Mobile's Supplier Diversity strategy and strategic priorities described further below in the 2016 Annual Plan.

Inspire and Motivate Employees

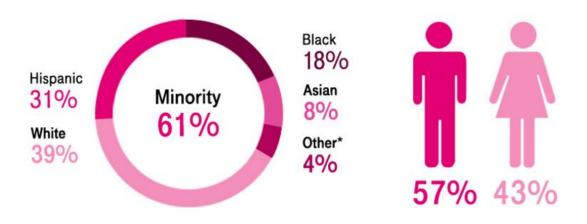
The first strategic pillar for T-Mobile's Program is to inspire and motivate employees to embed Supplier Diversity into their day- to-day roles supporting the business. Supplier Diversity is one aspect of how we make business decisions and is an inherent part our company values (referred to internally as "How We Play"). These principles define who we are and how we go about fulfilling the promise of the company.

Diversity & Inclusion

T-Mobile is proud to have a team that is as diverse as it is talented, and we believe this is a distinction that helps us break down barriers and rewrite the rules in the wireless industry. Our own diversity helps us more easily relate to our incredibly diverse customers, and pushes us to always look for ways to be more inclusive.



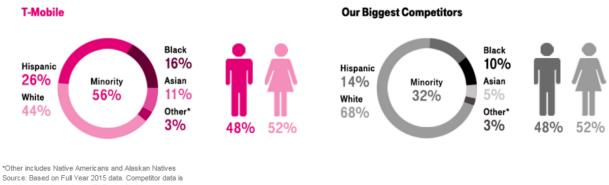
The diagram below shows the breakdown of T-Mobile employees by gender and ethnicity:



*American Indian or Alaskan Native, Native Hawaiian or Other Pacific Islander, Two or More Races Source: T-Mobile Human Resources, Sept 2015 EEO-1 Report,

Percentages were rounded to the nearest whole number

The strength of our diverse team at T-Mobile is key to our ability to reach our diverse subscribers. This diagram below breaks down diversity among our subscribers compared to our competitors' subscribers:



combined data for Verizon, AT&T, and Sprint Percentages were rounded to the nearest whole number

Through our annual Inclusion Day celebrations and Employee Networks – Access for Disabilities Network, Military Honor & Support Community, Multicultural Network, Multigenerational Network, Pride & Allies Network, Women's Leadership Network – we keep breaking down barriers, creating more understanding, and ensuring a safe and welcoming environment for everyone. During 2015, T-Mobile brought this important work to life at the local level by launching 23 Diversity & Inclusion chapters across 20 states. These chapters provide local opportunities to drive inclusion efforts and activities that are the most important and relevant to each area.



Legal Diversity Task Force

In 2014, T-Mobile created the Legal Diversity Task Force to research best practices, develop strategies and make concrete recommendations to increase diversity within and of the law firms with whom the company works. Since its inception, the Task Force has focused its efforts on two tiers of growth opportunities: (1) increasing spend with diverse lawyers within majority-owned law firms; and (2) increasing spend with WMDVBE law firms and suppliers.

In 2015, the T-Mobile Legal Department launched an annual diversity survey for the top firms by billing, awarded the T-Mobile Legal Department Diversity Excellence Award to the top firm, and evaluated the annual spend with WMDVBE law firms and suppliers. As part of the outreach to diverse law firms in 2015, representatives of the Legal Department attended the National Association of Minority & Women Owned Law Firms (NAMWOLF) annual business meeting and annual conference.

Measure Progress Transparently, Accurately and Efficiently

The second strategic pillar for T-Mobile's Supplier Diversity Program is to measure progress transparently, accurately and efficiently. We recognize that engaging, managing and tracking diverse suppliers as well as growing spend with those suppliers critically depends internally and externally on data, and yet, overcoming obstacles in this area continues to be a challenge. Significant activities accomplished in 2015, in support of this pillar, are outlined below.

Educating the Next Generation

In 2015, T-Mobile's Supplier Diversity Program continued to examine its diversity procurement to look for new opportunities to bolster our procurement teams and the business. For example, as part of that effort, T-Mobile utilized the services of its summer intern to help develop recommendations to optimize the Supplier Diversity Program and to otherwise identify and encourage diverse suppliers to obtain certification by Supplier Clearinghouse.³ We believe providing learning opportunities within the Supplier Diversity Program is important to increase awareness and understanding in the next generation of business leaders.

Supplier Diversity Technology RFP

In 2015, we continued to use a diversity business intelligence solution which has been critical to ensure reporting consistency as well as for internal needs such as performance goal-setting and category strategies in the T-Mobile procurement teams. However, as our Program has developed, we have determined that the current technology could likely be enhanced. Recognizing the need for a better technology and system solution, we identified a number of vendors that provide scalable solutions, and completed an RFP in December to migrate T-Mobile to a more dynamic software interface for the discovery and tracking of WMDVBE suppliers, spend with these enterprises, as well as scalable Tier II spend reporting with our prime suppliers.

³ Although T-Mobile encourages WMDVBEs to get certified by the Supplier Clearinghouse and has a few anecdotes of success, T-Mobile supports the continued expansion of the Clearinghouse's list of accepted certifying entities so that utility data accurately and fully reflects actual WMDVBE procurement.

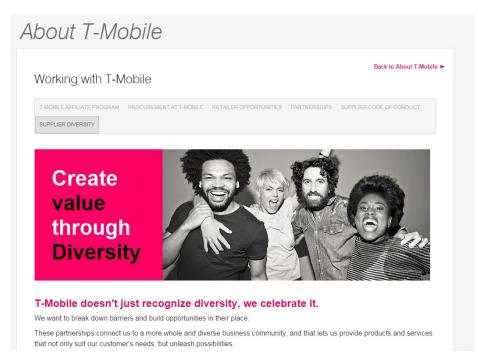
More importantly, the registry module of this new solution will promote the ability of category managers to better integrate WMDVBEs into existing procurement processes in a real-time, scalable way. This means about six (6) months after rollout of this new solution, a category manager will have real-time transparency into relevant WMDVBEs at the time they launch an RFP. While our primary focus is on the value this solution internally brings to the Program, we are also addressing the additional burden WMDVBEs experience by having to fill out yet another profile. To address this, one of our requirements in the RFP was that the solution have a "universal profile" so diverse suppliers receive the benefit and time savings of having that information auto-populated when it is the same across companies.

Actively Outreach, Engage, and Invite Diverse Suppliers

The third strategic pillar for T-Mobile's Supplier Diversity Program is our external-facing efforts to actively outreach, engage, and invite diverse suppliers. We recognize that maintaining a continuous, solid pipeline of WMDVBEs requires a proactive approach to strategic sourcing. T-Mobile is committed to finding all qualified and capable WMDVBEs that can help move our business forward. To that end, we achieved the following during 2015:

External Communications

Prior to 2015, the information about the Program on our external website (<u>www.t-mobile.com</u>) was included as a subsection of our overall procurement webpage. In 2015 we launched a separate and dedicated external webpage for Supplier Diversity that features our mission, links to the Supplier Clearinghouse for certification, our non-profit partners, as well as a branded 60-second sizzle reel on the Program, encouraging everyone to get involved. (<u>http://www.t-mobile.com/company/working.aspx?tp=Abt_Tab_SupplierDiversity</u>)



We also scoped the use of a Customer Relationship Management (CRM) tool already used internally at T-Mobile for our Supplier Diversity communications with suppliers, specifically for the <u>supplierdiversity@t-mobile.com</u> email box. This is intended for internal use but externally will enable the Program Manager to better monitor and track outreach efforts and ensure follow-up with potential WMDVBEs in a reasonable timeframe. In addition, the tool will allow T-Mobile to better understand the frequency of interactions with WMDVBEs to demonstrate our engagement with this community.

Partnerships, Conferences and Recruitment Efforts

We worked regularly with the following organizations to strengthen our outreach to and engagement with the diverse business community.

California Public Utilities Commission Joint Utilities Committee

T-Mobile continued to be an active member of the Joint Utilities Committee, attending quarterly meetings to share best practices on supplier diversity and understand future regulatory requirements.

National Veteran-Owned Businesses Association ("NaVOBA")

T-Mobile connects on a regular basis with NaVOBA on efforts to grow verification of disabled veteran owned businesses. T-Mobile advertised in NaVOBA's publication, Vetrepreneur Magazine, with the goal of attracting more DVBEs.

National Gay & Lesbian Chamber of Commerce ("NGLCC")

T-Mobile is proud to have become corporate partners with the NGLCC, the largest LGBT business development and economic advocacy organization in the world. Our efforts with this community are further detailed in the "Focus on LGBT" section below.

National Minority Supplier Development Council ("NMSDC")

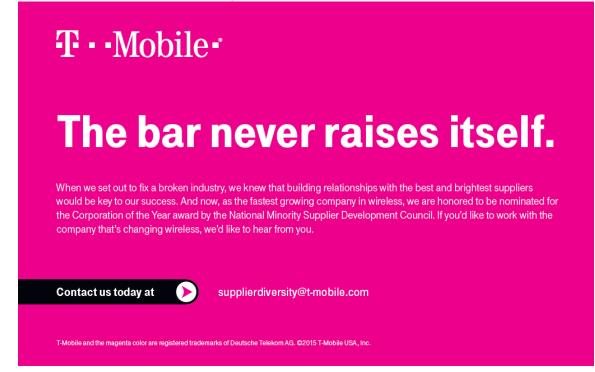
T-Mobile participated in the National Conference in San Diego -- where T-Mobile was nominated for NMSDC Corporation of the Year (see Exhibit 1 below). In addition, our new Supplier Diversity Manager received training on the NMSDC online system and database of suppliers.

Northwest Mountain Minority Supplier Development Council

T-Mobile continued its long-standing relationship with this regional council for work at our Headquarters in Bellevue, WA. These activities included: sponsoring the Business Conference and Opportunity Fairs, attending and sponsoring the annual scholarship and fundraiser silent auction, hosting the Corporate Member Best Practices Workshop for peer-to-peer sharing, and initiating a T-Mobile-specific training course on Supplier Diversity Program optimization and implementation.

Women's Business Enterprise National Council ("WBENC")

T-Mobile was regularly in contact with WBENC to coordinate and our new Supplier Diversity Manager received training on the WBENC online system (WBENCLink) and database of suppliers.



Focus on LGBT

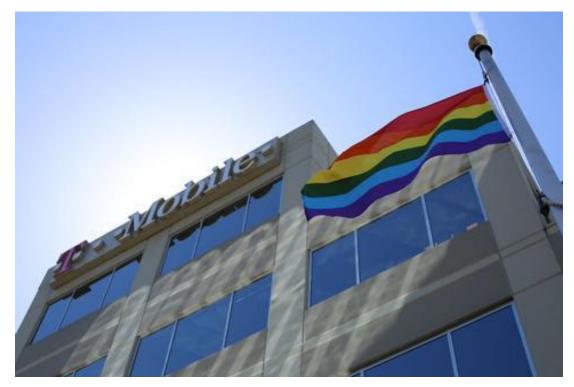
T-Mobile is all-in for LGBT Pride, and that includes support for lesbian, gay, bi-sexual, and transgender business enterprises (LGBTBEs). During 2015, T-Mobile celebrated historic progress in marriage equality and equal rights for the lesbian, gay, bi-sexual, and transgender community by supporting and participating in LGBT Pride events in 21 states across the country, including the State of California. T-Mobile had a strong presence at the LGBT Pride events – ranging from 'Magenta Marchers', to creative floats, to title partnerships – all with the goal of celebrating diversity and love in all of its forms.

Recognizing the recent inclusion of LGBTBEs in the definition of diverse suppliers pursuant to GO 156, T-Mobile's Supplier Diversity Program has worked to expand our outreach with these suppliers. In 2015, T-Mobile became corporate partners with the National Gay & Lesbian Chamber of Commerce (NGLCC), the leading non-profit dedicated to expanding opportunity and certifying the LGBT business community.



In anticipation of LGBTBE integration into GO 156, T-Mobile also updated the Supplier Diversity language in its master services agreement to specifically identify LGBT as a diverse classification. We added inclusion of "LGBT-owned" as a diverse classification to our existing Supplier Diversity policy language for corporate procurement. The T-Mobile Supplier Diversity external communications outlined above already includes LGBT as a diverse classification.

In addition, when the Supplier Clearinghouse began taking applications and certifying LGBT-owned businesses in the middle of 2015, T-Mobile encouraged and supported an existing WBE-certified supplier supporting a critical function to our business to apply for LGBTBE certification. The Supplier Diversity Program identified this supplier's eligibility thanks to multiple internal champions. Thanks to the individual and collective efforts of these champions, this supplier became one of the first 12 LGBTBEs to be certified by Supplier Clearinghouse. While the spend from this supplier is allocated to the WBE category in the 2015 Annual Report, T-Mobile is proud to recognize that over \$2.7 million of qualifying LGBT-certified spend occurred during the 2015 reporting period. We look forward to reporting a full year of T-Mobile's spend with our LGBT-certified supplier in 2016, as well as sourcing additional qualified and capable LGBTBEs in 2016 in partnership with NGLCC.



Summary of WMDVBE Purchases/Contracts⁴ (9.1.2)

T-Mobile summaries are included in the following attachments:

- Attachment 1 2015 WMDVBE Procurement by Ethnicity⁵
- Attachment 2 2015 WMDVBE Procurement by Product and Services Categories
- Attachment 3 2015 WMDVBE Procurement by Product and Services Categories Detailed

Itemization of WMDVBE Program Expenses (9.1.3)

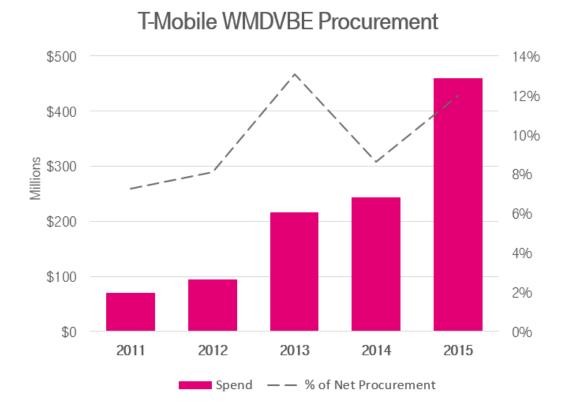
T-Mobile WMDVBE Program Expenses							
January 1, 2015 – December 31, 2015							
Category	2015 Expenses						
Data Enrichment Service & Portal Hosting Service	\$60,000.00						
Membership, Dues & Subscriptions	\$129,900.00						
Travel (Events & Supplier Visits)	\$10,350.00						
Promotional Merchandise	\$4,500.00						
Wages	\$127,814.00						
Total	\$332,564.00						

Progress in Meeting or Exceeding Set Goals and Explanation of Circumstances (9.1.4)

T-Mobile's efforts to enhance its diversity procurement practices over the past several years have been met with notable success. As demonstrated by the increase in our Net Procurement, T-Mobile is a growing company. We take pride in almost doubling the amount of WMDVBE spend in this Report from last year, rising from \$242.8 million in 2014 to \$460.1 million in 2015. This growth is consistent with the overall trajectory of WMDVBE procurement at T-Mobile since we first began to formally track these issues pursuant to the General Order. Indeed, since 2011, T-Mobile's minority spend has increased by approximately 560% from \$69.6 million to \$460.1 million.

⁴ T-Mobile notes that it does not have information readily available from which it can identify the number of WMDVBEs who have the majority of their workforce working in California.

⁵ T-Mobile acknowledges that DVBE procurement continues to be a challenge and it is exploring possible avenues to address those challenges. However, T-Mobile recognizes the importance of providing support to this community through numerous avenues. In 2015, the Military Honor & Support Community spearheaded a new training approach to help T-Mobile recruiters better understand military culture and the service members who were applying for jobs and ultimately attract the best talent.



While we celebrate the achievement and all that it means for the diverse business community and economic development, we recognize there continues to be challenges with sustaining the growth of our diverse procurement.

T-Mobile believes that purchases of handsets continue to distort procurement rates as T-Mobile is not aware of any major handset provider that qualifies for WMDVBE status. In the case of handsets, procurement in our industry solely comes from multinational organizations where T-Mobile is a small percentage of their business. Since 2012 the percentage of our procurement as it relates to handsets has increased over 20%, often at a pace faster than our overall spend. In 2015, if original equipment manufacture of handsets were not included in our Report, T-Mobile's WMDVBE procurement percentage would have been 24%, which is greater than the long-term goal set in the 2014 Annual Report and almost two times greater than the WMDVBE procurement percentage as reported with handset expenditure included⁶.

The increases in diverse procurement at T-Mobile – 560% since 2011 – now require the Program to evolve and develop a new approach in order to sustain future growth. To better ensure the stability and continuity of the WMDVBE procurement success to date, the Supplier Diversity Program is using scenario planning with the relevant business units.

⁶ We recognize that other entities may report "value added reseller" spend on handsets. As we state in our Supplier Code of Conduct, T-Mobile is a values driven company committed to getting the right results, the right way. We believe our values and approach align with the purpose behind increasing participation of diverse business enterprises in procurement.

Summary of Prime Contractor Utilization of WMDVBE Subcontractors (9.1.5)

In 2015, T-Mobile continued Tier II reporting to its strategic supplier base and otherwise proactively encouraged prime contractors to adopt plans or practices that are consistent with T-Mobile's goals.⁷ Prime suppliers are encouraged to report on a quarterly basis the amount of direct and indirect spend with diverse businesses. When applicable, T-Mobile has included prime contractor utilization of WMDVBE subcontractors into contract language.

Required Additional Disclosures (9.1.6 – 9.1.11)

List of WMDVBE Complaints

T-Mobile is not aware of any WMDVBE complaints registered in 2015.

Summary of Purchases/Contracts for Products/Services in Excluded Categories Not applicable.

Description of Efforts Made to Recruit WMDVBE Suppliers

Efforts are detailed in the following preceding sections of the Report: "Partnerships, Conferences & Recruitment Efforts" under "Actively Outreach, Engage and Invite Diverse Suppliers" and "Legal Diversity Task Force" under "Inspire and Motivate Employees".

Justification for Continued Existence of Any "Excluded Category"

Not applicable.

Summary of WMDVBE Renewable and Nonrenewable Energy Procurement

T-Mobile's summary is included in Attachment 3 – *WMDVBE 2015 Procurement by Product and Services Categories – Detailed.* This includes the requirement to summarize "WMDVBE purchases and/or contracts in product and service categories that include renewable and nonrenewable energy, wireless communications, broadband, smart grid, and rail projects" to the extent possible.

File Verifiable Report on WMDVBE Participation in Fuel Markets

T-Mobile procures fuel for fleet vehicles used for cell site construction and maintenance. Fuel purchases are included in Attachment 1- *2015 WMDVBE Procurement by Ethnicity*.

⁷ T-Mobile believes that we are likely underreporting WMDVBE procurement as not all prime suppliers are able to track their spend directly to certified Tier II providers. Nonetheless, T-Mobile continues to work with its suppliers to facilitate their ability to report Tier II spending to the fullest extent possible as outlined in the 2016 Annual Plan. At the same time, T-Mobile encourages the Commission to revisit its reporting and auditing requirements for Tier II spend which seem overly restrictive.

T-Mobile West LLC dba T-Mobile WMDVBE Procurement by Ethnicity – 2015 Annual Report GO 156 Section 9.1.2

Attachment 1 – 2015 WMDVBE Procurement by Ethnicity

Line No.			Direct	Sub	Total	%
1		Asian-Pacific	\$335,650,784	\$19,644,354	\$355,295,138	9.27%
2		African American	\$1,662,640	\$0	\$1,662,640	0.04%
3		Hispanic	\$3,012,078	\$0	\$3,012,078	0.08%
4	Minority Men	Native-American	\$0	\$0	\$0	0.00%
5		Other	\$3,231	\$0	\$3,231	0.00%
6		Total Minority Men	\$340,328,733	\$19,644,354	\$359,973,086	9.39%
7		Asian-Pacific	\$7,164,971	\$0	\$7,164,971	0.19%
8		African American	\$0	\$0	\$0	0.00%
9	N	Hispanic	\$1,292,273	\$32,034	\$1,324,307	0.03%
10	Minority Women	Native-American	\$0	\$0	\$0	0.00%
11		Other	\$0	\$0	\$0	0.00%
12		Total Minority Women ¹	\$8,457,245	\$32,034	\$8,469,276	0.22%
13	Total Minority Business Enterprise (MBE)	\$348,785,977	\$19,676,387	\$368,462,365	9.62%
14	Women Business Enterprise (WBE) ²		\$66,364,922	\$25,175,704	\$91,540,626	2.39%
ŀ	Service Disabled Veteran Business Enter	prise (DVBE)	\$56,561	\$62,508	\$119,069	0.00%
16	TOTAL WMDVBE Procurement ^a		\$415,207,460	\$44,914,600	\$460,122,060	12.01%
17	Net Procurement ⁴		\$ 3,632,158,615	N/A	\$3,632,156,615	100.00%

18	Total WMDVBEs with Contracts	Unknown
19	Total Dollars Awarded to WMDVBEs	\$460,122,060
	No. of WMDVBEs with majority of workforce in	
20	California	Unknown
21	No. of WMDVBEs with Direct Spend	73

¹The total procurement for minority women, i.e., \$8.134 million, is included as part of Total Minority Business Enterprises (Line 13). Consistent with Commission direction, total procurement for minority women is not included in Women Business Enterprises (Line 14) although T-Mobile believes that the failure to include that procurement in WBE as well as MBE provides the Commission with an incomplete view of procurement.

² T-Mobile notes than an existing certified WBE supplier became LGBT certified in Q4 of 2015 and therefore T-Mobile had \$2,784,119 of LGBT certified spend in 2015 that is all reported under WBE (Line 14). As a Joint Utility, T-Mobile maintained the template for reporting for the 2015 Annual Report, but will be reporting all 2016 spend with this supplier as LGBTBE under WMDVLGBTBE procurement.

³ WMDVBE supplier spend is based on total spend with all vendors certificated by the Supplier Clearinghouse and Small Business Administration pursuant to Section 8(a) of Small Business Act as amended (15 U.S.C. 637 (a)), or the Secretary of Commerce pursuant to Section 5 of Executive Order 11625.

⁴ T-Mobile's net procurement is based on (a) expenditures with entities classified by T-Mobile's systems as vendors located in California plus (b) any spend with non-California based, Clearinghouse-certificated WBDVBEs plus (c) the California market pro rata share of T-Mobile's nation-wide spend for wireless handsets and SIM cards. It does not include CA-based spend for cities, counties, taxes, fees, employee reimbursements, rents or equipment rebates.

T-Mobile West LLC dba T-Mobile WMDVBE Procurement by Ethnicity – 2015 Annual Report GO 156 Section 9.1.2

Attachment 2 - 2015 WMDVBE Procurement by Product and Services Categories

Line No.			Direct	Sub	Products	1	Services	2	TOTAL	
1		Asian-Pacific	\$335,650,784	\$19,644,354	\$320,389,238	12.17%	\$34,905,900	2.91%	\$355,295,138	9.27%
2		African-American	\$1,662,640	\$0	\$0	0.00%	\$1,662,640	0.14%	\$1,662,640	0.04%
3	Minority Man	Hispanic	\$3,012,078	\$0	\$603,370	0.02%	\$2,408,708	0.20%	\$3,012,078	0.08%
4	Minority Men	Native-American	\$0	\$0	\$0	0.00%	\$0	0.00%	\$0	0.00%
5		Other	\$3,231	\$0	\$0	0.00%	\$3,231	0.00%	\$3,231	0.00%
6		Total Minority Men	\$340,328,733	\$19,644,354	\$320,992,608	12.20%	\$38,980,479	3.25%	\$359,973,086	9.39%
7		Asian-Pacific	\$7,164,971	\$0	\$0	0.00%	\$7,164,971	0.60%	\$7,164,971	0.19%
8		African-American	\$0	\$0	\$0	0.00%	\$0	0.00%	\$0	0.00%
9		Hispanic	\$1,292,273	\$32,034	\$0	0.00%	\$1,324,307	0.11%	\$1,324,307	0.03%
10	Minority Women	Native-American	\$0	\$0	\$0	0.00%	\$0	0.00%	\$0	0.00%
11		Other	\$0	\$0	\$0	0.00%	\$0	0.00%	\$0	0.00%
12		Total Minority Women ⁸	\$8,457,245	\$32,034	\$0	0.00%	\$8,489,278	0.71%	\$8,489,278	0.22%
13	Total Minority Business Enterprise (MBE)		\$348,785,977	\$19,676,387	\$320,992,608	12.20%	\$47,469,757	3.95%	\$368,462,364	9.62%
14	Women Business Enterprise (WBE) ⁴		\$66,364,922	\$25,175,704	\$3,418,547	0.13%	\$88,122,078	7.34%	\$91,540,625	2.39%
15	Service Disabled Veteran Business Enterprise (DVE	BE)	\$56,561	\$62,508	\$0	0.00%	\$119,069	0.01%	\$119,069	0.00%
16	TOTAL WMDVBE Procurement ⁵		\$415,207,460	\$44,914,600	\$324,411,155	12.33%	\$135,710,905	11.31%	\$460,122,060	12.01%
17	Net Procurement ⁶		\$3,832,158,815	na	\$2,631,764,080	68.68%	\$1,200,394,736	31.32%	\$3,832,158,815	100.00%

¹Products include vendors with primary SIC Category Codes 24, 28, 36, 39, 50, 57 and 59.

² Services include vendors with primary SIC Category Codes 15, 16, 17, 42, 48, 49, 65, 72, 73, 75, 76, 81, 86, 87, 89, 93 and 99.

³ The total procurement for minority women, i.e., \$8.134 million, is included as part of Total Minority Business Enterprises (Line 13). Consistent with Commission direction, total procurement for minority women is not included in Women Business Enterprises (Line 14) although T-Mobile believes that the failure to include that procurement in WBE as well as MBE provides the Commission with an incomplete view of procurement.

⁴ T-Mobile notes than an existing certified WBE supplier became LGBT certified in Q4 of 2015 and therefore T-Mobile had \$2,784,119 of LGBT certified Services spend in 2015 that is all reported under WBE (Line 14). As a Joint Utility, T-Mobile maintained the template for reporting for the 2015 Annual Report, but will be reporting all 2016 spend with this supplier as LGBTBE under Services as part of WMDVLGBTBE procurement.

⁵ WMDVBE supplier spend is based on total spend with all vendors certificated by the Supplier Clearinghouse and Small Business Administration pursuant to Section 8(a) of Small Business Act as amended (15 U.S.C. 637 (a)), or the Secretary of Commerce pursuant to Section 5 of Executive Order 11625.

⁶ T-Mobile's net procurement is based on (a) expenditures with entities classified by T-Mobile's systems as vendors located in California plus (b) any spend with non-California based, Clearinghouse-certificated WBDVBEs plus (c) the California market pro rata share of T-Mobile's nation-wide spend for wireless handsets and SIM cards. It does not include CA-based spend for cities, counties, taxes, fees, employee reimbursements, rents or equipment rebates.

T-Mobile West LLC dba T-Mobile WMDVBE Procurement by Ethnicity – 2015 Annual Report GO 156 Section 9.1.2

Attachment 3 – 2015 WMDVBE Procurement by Product and Services Categories – Detailed

Line No.	Product/Service Category	Primary SIC Category Codes	Minority (MBE)	Women (WBE) ^{1,2}	Service Disabled Veteran (DVBE)	Total WMDVBE ³
1	Construction/Facilities/Transportation Services	15,16,17,42,49,75,76	\$1,255,611	\$1,819,433	\$0	\$3,075,044
2	96		0.03%	0.05%	0.00%	0.08%
3	Raw Materials	24,28	\$0	\$1,697,676	\$0	\$1,697,676
4	96		0.00%	0.04%	0.00%	0.04%
5	Finished Products Misc Goods	39,50,57,59	\$222,774,565	\$1,720,871	\$0	\$224,495,436
6	96		5.81%	0.04%	0.00%	5.86%
7	Technical Equipment/Analysis Instrumen	36	\$98,218,043	\$0	\$0	\$98,218,043
8	96		2.56%	0.00%	0.00%	2.56%
9	Professional Services	65,73,87,89,93	\$40,127,825	\$85,283,710	\$107,438	\$125,518,974
10	96		1.05%	2.23%	0.00%	3.28%
11	Legal Services	81	\$544,336	\$767,160	\$0	\$1,311,496
12	96		0.01%	0.02%	0.00%	0.03%
13	Communications/Other Services	48,72,86,99	\$5,541,985	\$251,776	\$11,631	\$5,805,392
14	96		0.1496	0.0196	0.00%	0.15%
15	SubTotal		\$368,462,365	\$91,540,626	\$119,069	\$460,122,060
16	Percent of Net Procurement		9.62%	2.39%	0.00%	12.01%
17	Direct Net Procurement ⁴		\$3,832,158,815			
18	Renewable and non-renewable energy ⁶		na	na	na	na
19	Wireless		na	na	na	na
20	Broadband		na	na	na	na
21	SmartGrid		na	na	na	na
22	Rail Projects		na	na	na	na

¹The total procurement for minority women, i.e., \$8.134 million, is included as part of Total Minority Business Enterprises (MBE column). Consistent with Commission direction, total procurement for minority women is not included in Women Business Enterprises (WBE column) although T-Mobile believes that the failure to include that procurement in WBE as well as MBE provides the Commission with an incomplete view of procurement.

² T-Mobile notes than an existing certified WBE supplier became LGBT certified in Q4 of 2015 and therefore T-Mobile had \$2,784,119 of LGBT certified Professional Services spend in 2015 that is all reported under WBE. As a Joint Utility, T-Mobile maintained the template for reporting for the 2015 Annual Report, but will be reporting all 2016 spend with this supplier as LGBTBE under Professional Services as part of WMDVLGBTBE procurement.

³ WMDVBE supplier spend is based on total spend with all vendors certificated by the Supplier Clearinghouse and Small Business Administration pursuant to Section 8(a) of Small Business Act as amended (15 U.S.C. 637 (a)), or the Secretary of Commerce pursuant to Section 5 of Executive Order 11625.

⁴ T-Mobile's net procurement is based on (a) expenditures with entities classified by T-Mobile's systems as vendors located in California plus (b) any spend with non-California based, Clearinghouse-certificated WBDVBEs plus (c) the California market pro rata share of T-Mobile's nation-wide spend for wireless handsets and SIM cards. It does not include CA-based spend for cities, counties, taxes, fees, employee reimbursements, rents or equipment rebates.

⁵ T-Mobile does not currently track renewable and non-renewable energy procurement, wireless, broadband, smart grid or rail projects by WMDVBE.

2016 Annual Plan

T-Mobile has prepared the following Joint 2016 Plan ("Plan"), which is intended to summarize T-Mobile's current plans to achieve its short, medium, and long-term Program goals for increasing utilization of WMDVLGBTBE⁸ suppliers. This Plan reflects the WMDVLGBTBE strategic efforts in 2016 according to the T-Mobile Supplier Diversity strategic pillars of: Inspire and Motivate Employees; Measure Progress; and Actively Outreach, Engage and Invite Diverse Suppliers.

Overview (10.1.2)

Inspire and Motivate Employees

The first strategic pillar for T-Mobile's Program in 2016 is to inspire and motivate employees to embed Supplier Diversity into their day-to-day efforts of supporting the business. While we continue to maintain a procurement policy that is consistent with, and otherwise promotes the Commission's goals as set forth in GO 156, we strive to ensure Supplier Diversity goes beyond a policy and into practice. These are some of the strategic efforts in 2016 to communicate, educate, train and empower employees to help make Supplier Diversity a part of the everyday course of business.



Internal Communications & Scorecard

We are investing in providing employees with all the information, training and feedback needed to take every day and extraordinary action for Supplier Diversity. We recognize that internal program marketing is necessary to unleash Supplier Diversity at the individual level. Towards that end, T-Mobile intends to launch a dedicated page on our intranet site that expands upon the external website content and makes available additional resources for internal champions and procurement professionals. As we continue to communicate and train our employees, this page will serve as an ongoing resource to find the latest information about our performance and how to get involved.

Our Diversity & Inclusion team has successfully inspired our employees with the compelling story of our employee and customer diversity. The Supplier Diversity Program has designed its communications to match the branding of Diversity & Inclusion initiatives to emphasize the similarity and connectedness between efforts to increase workplace diversity and efforts to increase WMDVLGBTBE procurement. To that end, the Supplier Diversity Program has launched regular updates that communicate T-Mobile's progress

⁸ Consistent with our understanding of the Commission's intent, we report WMDVBE goals for 2016 in the Annual Plan and attachments. The Supplier Diversity Program, however, already includes LGBTBEs. Given the expected reporting of LGBTBEs for 2016 pursuant to GO 156, the qualitative information in the Annual Plan uses the revised definition of WMDVLGBTBE.

towards WMDVLGBTBE procurement as certified by Supplier Clearinghouse. These regular updates use techniques that encourage employees to get involved through community collaboration, altruism, competition, achievement and status. The goal of the Program is to inspire and motivate employees when it comes to Supplier Diversity and to incorporate those values into everyday life.

Partnering with Diversity & Inclusion

In 2016, Supplier Diversity intends to further leverage opportunities to integrate and partner with the Diversity & Inclusion team. In addition to matching the branding of Diversity & Inclusion for communications, Supplier Diversity will more closely internally partner on strategic initiatives and incorporate WMDVLGBTBE procurement reporting into the executive structure already in place for Diversity & Inclusion. In short, we will more purposefully and explicitly connect Supplier Diversity as a key program that is a part of diversity and inclusion at T-Mobile overall.

Employee Training and Toolkit

The Supplier Diversity team intends to launch an internal training program on Supplier Diversity for sourcing and procurement teams (see "Measure Progress" section below). The training will include the rich media assets of the Program, such as branded images and the new sizzle reel viewable on the T-Mobile Supplier Diversity external website. It will also lead to interactivity by requiring employees to click through different educational sections on why Supplier Diversity matters, what Supplier Diversity means, and how to incorporate it into their roles at T-Mobile. The training will end with a downloadable PDF toolkit for reference that will also be available on the new Supplier Diversity intranet site.

Category-Level Goal Setting

In 2016, T-Mobile also intends to implement programs designed to explicitly encourage category managers and procurement teams to set goals for WMDVLGBTBE procurement activities and otherwise encourage accountability for these programs at a leadership level.

Legal Diversity Task Force

In 2016, T-Mobile intends to implement a plan for increasing the annual spend with diverse law firms and suppliers. As currently structured, the plan is based on initiatives to increase exposure of WMDVLGBTBE law firms and suppliers with key stakeholders within the Legal Department. As part of that outreach, representatives of the Legal Department are planning to attend the annual conference of the National Association of Minority & Women Owned Law Firms (NAMWOLF). The Legal Department will monitor the progress of these initiatives and will continue to develop and modify its plans to achieve the important goals of increasing diversity of the law firms and suppliers with whom we work.

Measure Progress

The second strategic pillar for T-Mobile Supplier Diversity in 2016 is to measure progress transparently, accurately and efficiently. We are looking forward to making big strides as a result of our process improvement efforts for diversity data enhancement and transparency within T-Mobile to better engage, manage, and track WMDVLGBTBE procurement. In our 2015 Annual Report, we noted the continued

challenges related to our data and technology solutions for Supplier Diversity. This Plan outlines the benefits we expect from efforts to successfully launch our new solution as well as the focus for our 2016 Summer Intern.

Rollout New Technology Support

Following the RFP in 2015 for a new Supplier Diversity third party technology solution, the Program will be successfully launching this solution to ensure it is used in everyday practice at T-Mobile. This new online service will provide a searchable database for diverse supplier discovery, a registry of T-Mobile's existing and potential diverse suppliers, a Tier II spend tracking and reporting module with automated reminders to prime suppliers, and spend scrub for small and diverse supplier classifications to enrich spend with greater certainty of verification. With regards to discovery, with the number of different certification schema for WMDVLGBTBEs from the Federal, state, local and non-profit level, T-Mobile is looking forward to having this service to efficiently track and verify the associated status of suppliers that currently or want to work with T-Mobile. The reporting capabilities of this service will allow for more granular tracking of WMDVLGBTBEs and spend, as well as transparency to T-Mobile procurement and sourcing professionals. We intend to launch the new solution, along with the necessary education, training and outreach to successfully implement, and look forward to having results of this new investment show over the next 12-18 months.

Scale Tier II Reporting

T-Mobile believes that it currently only captures a small portion of Tier II spend because the current process is manual for both data collection and outreach, requiring hours of time for both T-Mobile and the prime supplier each quarter. The new Supplier Diversity service tool includes a Tier II spend report module for direct and indirect spend of T-Mobile's prime suppliers, including support for onboarding primes, the option to import data, and automated quarterly requests to prime suppliers to upload their data. This solution will enable the Supplier Diversity Program to automate the outreach, follow-up and collection of Tier II spend data.

Summer Intern

In 2016, for the second year in a row, the Supplier Diversity Program will provide an opportunity for a student to uncover the next set of opportunities to move the Program forward as part of T-Mobile's competitive Summer Internship Program. The Supplier Diversity intern will dig into our WMDVLGBTBE procurement processes and spend and assist the Supplier Diversity Manager in T-Mobile's ongoing quest to expand its diversity procurement Program.

Actively Outreach, Engage, and Invite Diverse Suppliers

The third strategic pillar for T-Mobile Supplier Diversity in 2016 is our external-facing efforts to actively outreach, engage, and invite diverse suppliers. We recognize that in order for T-Mobile to implement best practices for external engagement with the diverse business community, we will eventually need to move from a reactive to a more proactive strategic sourcing approach to WMDVLGBTBE procurement. The following reflects some of the key anticipated T-Mobile external activities for 2016.

Launch of Supplier Diversity Portal

To date, T-Mobile has utilized a manually-intensive tracking system for WMDVLGBTBEs who have reached out to T-Mobile. This has sometimes made it difficult to always connect potential new diverse suppliers to the right category managers and business owners. We are looking forward to not only having a dynamic software-based interface for WMDVLGBTBEs who are interested in working with T-Mobile, but also the scalability of our new Supplier Diversity service internally to support access and transparency for all T-Mobile procurement and sourcing professionals. Once we have the T-Mobile Supplier Diversity service and registration site successfully launched, we will be linking to it from all internal and external communications and identify additional ways to promote it externally to WMDVLGBTBEs. The T-Mobile Supplier Diversity Program will also be working with individual procurement teams to support targeted external sourcing activities based upon their individualized category-level strategies.

Partnerships, Conferences and Recruitment Efforts

In 2016 we will continue to work with the following organizations to strengthen our outreach to and engagement with the diverse business community, and plan on attending more WMDVLGBTBE events. T-Mobile Supplier Diversity will host a booth at one of the diverse business conferences with attendance of 3-5 sourcing professionals from across T-Mobile, as well as participation from frontline staff from our local retail stores, to generate the most visibility for the Program and opportunity for WMDVLGBTBEs.

California Public Utilities Commission Joint Utilities Committee

T-Mobile plans to attend more of the quarterly California Public Utilities Commission meetings in-person to share best practices on supplier diversity, meet individually with California-based utilities to learn from their programs and conduct better outreach, as well as understand future regulatory requirements.

National Veteran-Owned Businesses Association ("NaVOBA")

T-Mobile Supplier Diversity intends to make more of a strategic effort for DVBEs in partnership with initiatives from Diversity & Inclusion internally and with NaVOBA externally, including to continue advertising in Vetrepreneur Magazine.

National Gay & Lesbian Chamber of Commerce ("NGLCC")

T-Mobile is proud to have become corporate partners with the NGLCC, and has already kicked off the relationship to include participation in NGLCC's councils for collaboration between corporate members, which will include participation from both T-Mobile Supplier Diversity and the Pride & Allies Network. In partnership with NGLCC, we have already identified LGBTBEs for an active RFP and will continue to leverage this relationship to help propel LGBT procurement. In 2016, we plan to attend the NGLCC national conference to discover, source and engage with LGBTBEs.

National Minority Supplier Development Council ("NMSDC")

We are planning to attend and find deeper opportunities for engagement at the NMSDC national conference to discover, source and engage MBEs, as well as improve and promote the T-Mobile Supplier Diversity Program.

Northwest Mountain Minority Supplier Development Council

T-Mobile intends to continue its long-standing relationship with this regional council for work at our Headquarters in Bellevue, WA. The planned activities include sponsoring the Business Conference & Opportunity Fairs, attending and sponsoring the annual scholarship and fundraiser silent auction, and completing a T-Mobile-specific training course on Supplier Diversity program optimization and implementation.

Women's Business Enterprise National Council ("WBENC")

We are planning to attend and find deeper opportunities for engagement at the WBENC corporate members' Summit & Salute and the National Conference to discover, source and engage WBEs as well as improve and promote the T-Mobile Supplier Diversity Program.

Summary of WMDVBE Short, Mid and Long-Term Goals (10.1.1)

The following attachments summarize T-Mobile's short-, mid-, and long-term goals. Recognizing the recent inclusion of lesbian, gay, bi-sexual, and transgender business enterprises (LGBTBEs) in the definition of diverse suppliers pursuant to GO 156, T-Mobile's Supplier Diversity Program will work towards incorporation of LGBTBE goals for the 2017 Annual Plan at a level commensurate with the nascence of LGBT procurement and based upon the Commission's guidance. We strive to bring T-Mobile's broader efforts to build critical awareness around issues important to LGBT employees and customers to our supply base as well.

- Attachment 4 *Short-Term Goals for WMDVBE Procurement*
- Attachment 5 *Mid-Term Goals for WMDVBE Procurement*
- Attachment 6 Long-Term Goals for WMDVBE Procurement

Required Additional Disclosures (10.1.3 - 10.1.6)

Plans for Recruiting WMDVLGBTBE Suppliers Where Utilization Has Been Low

T-Mobile is committed to recruiting and developing WMDVLGBTBE talent in traditional, non-traditional, and low utilization areas, and to otherwise encourage those suppliers to register with the Supplier Clearinghouse or any other recognized certifying entity. For examples of activities that T-Mobile will undertake in 2016, see above sections "Partnerships, Conferences & Recruitment Efforts" under "Actively Outreach, Engage and Invite Diverse Suppliers" and "Legal Diversity Task Force" under "Inspire and Motivate Employees".

Plans for Recruiting WMDVLGBTBE Suppliers in Excluded Categories

Not applicable

Plans for Prime Contractor Utilization of WMDVLGBTBE Subcontractors

Prime suppliers will continue to be encouraged to report on a quarterly basis the amount of direct and indirect spend with diverse businesses. When applicable, T-Mobile will continue to include prime contractor utilization of WMDVLGBTBE subcontractors in our contract language.

Plans for Complying with WMDVLGBTBE Program Guidelines

T-Mobile intends to continue striving to meet the Commission's goals as established in General Order 156.

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Attachment 4. Short Term Goals for WMDVBE Procurement

	Short-Term Goals											
Line	Services	Minoriț	y (MBE)	Minority Total (MBE)	Women (WBE)	Service Disabled Veteran	Total WMDVBE					
No.		Men	Women			(DVBE)						
1												
2	Construction/Facilities/Transportation Services	0.02%	0.02%	0.05%	0.07%	0.003%	0.12%					
3	Professional Services	0.40%	0.40%	0.80%	2.3%	0.0016%	3.12%					
4	Legal Services	0.01%	0.01%	0.02%	0.04%	0.002%	0.06%					
5	Communications/Other Services	0.11%	0.11%	0.22%	0.01%	0.0005%	0.23%					
6	Subtotal	0.54%	0.54%	1.09%	2.44%	0.01%	3.53%					

	Products	Minorit	y (MBE)	Minority Total	Women (WBE)	Service Disabled Veteran	Total WMDVBE
		Men	Women	(MBE)		(DVBE)	
7							
8	Raw Materials	0.002%	0.002%	0.005%	0.06%	0.003%	0.07%
9	Finished Products Misc Goods	4.3%	4.3%	8.56%	0.07%	0.003%	8.63%
10	Technical Equipment/Analysis Instruments	1.9%	1.9%	3.8%	0.01%	0.003%	3.77%
11	Subtotal	6.16%	6.16%	12.32%	0.14%	0.0096%	12.47%
12	Total	6.71%	6.71%	13.41%	2.57%	0.02%	16.00%

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Attachment 5. Mid Term Goals for WMDVBE Procurement

	Mid-Term Goals										
	Services	Minoriț	y (MBE)	Minority Total	Women (WBE)	Service Disabled Veteran	Total WMDVBE				
Line No.		Men Women (MBE)			(WBL)	(DVBE)	MIDVEL				
1	Construction/Facilities/Transportation Services	0.03%	0.03%	0.06%	0.08%	0.004%	0.15%				
2	Professional Services	0.5%	0.5%	1.0%	2.90%	0.002%	3.90%				
3	Legal Services	0.01%	0.01%	0.03%	0.04%	0.002%	0.07%				
4	Communications/Other Services	0.14%	0.14%	0.27%	0.01%	0.0006%	0.29%				
5	Subtotal	0.68%	0.68%	1.36%	3.04%	0.01%	4.41%				

	Products		y (MBE)	Total (WBF)	Women (WBE)	Service Disabled Veteran	Total WMDVBE
		Men	Women	(MBE)	((DVBE)	
7							
8	Raw Materials	0.003%	0.003%	0.006%	0.07%	0.004%	0.08%
9	Finished Products Misc Goods	5.35%	5.35%	10.70%	0.08%	0.004%	10.79%
10	Technical Equipment/Analysis Instruments	2.35%	2.35%	4.70%	0.01%	0.004%	4.72%
11	Subtotal	7.70%	7.70%	15.41%	0.17%	0.01%	15.59%
12	Total	8.38%	8.38%	16.76%	3.22%	0.02%	20.00%

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Attachment 6. Long Term Goals for WMDVBE Procurement

	Long-Term Goals											
	Services	Minoriț	y (MBE)	Minority Total	Women (WBE)	Service Disabled Veteran	Total WMDVBE					
Line No.		Men	Women	(MBE)) í	(DVBE)						
1	Construction/Facilities/Transportation Services	0.04%	0.04%	0.07%	0.10%	0.005%	0.18%					
2	Professional Services	0.60%	0.60%	1.20%	3.5%	0.002%	4.69%					
3	Legal Services	0.02%	0.02%	0.03%	0.05%	0.002%	0.09%					
4	Communications/Other Services	0.16%	0.16%	0.32%	0.02%	0.001%	0.34%					
5	Subtotal	0.81%	0.81%	1.63%	3.65%	0.01%	5.29%					

	Products	Minority (MBE)		Minority Total (MBE)	Women (WBE)	Service Disabled Veteran	Total WMDVBE
		Men	Women	(MDL)		(DVBE)	
7	Products						
8	Raw Materials	0.004%	0.004%	0.007%	0.09%	0.005%	0.10%
9	Finished Products Misc Goods	6.42%	6.42%	12.84%	0.10%	0.005%	12.95%
10	Technical Equipment/Analysis Instruments	2.82%	2.82%	5.64%	0.02%	0.005%	5.66%
11	Subtotal	9.24%	9.24%	18.49%	0.21%	0.01%	18.71%
12	Total	10.06%	10.06%	20.12%	3.86%	0.02%	24.00%