

**DESCRIPTION OF TRANSACTION
AND PUBLIC INTEREST STATEMENT**

Grizzly Wireless L.L.C. (“Grizzly”) and Omega Wireless, LLC (“Omega”) hereby seek Federal Communications Commission (“Commission”) consent to the assignment of the 3.45 GHz band and 600 MHz band licenses specified in Attachments A and B (the “Licenses”). For the reasons set forth below, approval of the proposed license assignments would serve the public interest, convenience and necessity.

Description of Transaction

Pursuant to the terms of a License Purchase Agreement, Grizzly will, following receipt of the Commission’s consent, assign to Omega all of its right, interest and title to the 3.45 GHz band licenses specified in Attachment A. Concurrently, Omega will, following receipt of the Commission’s consent, assign to Grizzly all of its right, interest and title to the 600 MHz band licenses specified in Attachment B.¹ This transaction is intended to better align both parties’ spectrum holdings with their respective business objectives and are being undertaken in the ordinary course. Grizzly is a newly-formed, wholly-owned subsidiary of EchoStar Corporation, and Omega is a long-standing Commission licensee; the qualifications of both parties to acquire the Licenses are thus a matter of public record.²

Standard of Review

Section 310(d) of the Communications Act of 1934, as amended (the “Act”), requires the Commission to determine whether a transaction is consistent with the public interest, convenience and necessity.³ In making this determination, the Commission first assesses whether the transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules, including whether the applicant is qualified.⁴ Second, if the transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related

¹ The application setting forth the assignment of 600 MHz band licenses from Omega to Grizzly is designated as the lead application for this transaction. *See* ULS File No. 0011499145. Two other assignment applications, to assign 3.45 GHz licenses from Grizzly to Omega, are in ULS File Nos. 0011512940 and 0011512927.

² Additional information regarding Grizzly’s and Omega’s ownership may be found in their respective FCC Form 602 ownership reports. *See* ULS Form 602 File Nos. 0011492960 (filed for EchoStar Corporation, Grizzly’s corporate parent, on Mar. 20, 2025) and 0011514228 (filed for Omega on Apr. 4, 2025).

³ 47 U.S.C. § 310(d).

⁴ *See, e.g., Applications of T-Mobile US, Inc., and Sprint Corporation*, 34 FCC Rcd 10578, 10595-96 (2019); *Application of Cellco Partnership d/b/a Verizon Wireless and Nextlink Wireless, LLC, for Consent to Long-Term De Facto Transfer Spectrum Leasing Arrangement*, 31 FCC Rcd 7767, 7769-70 (WTB 2016).

statutes.⁵ Third, the Commission employs a balancing test that weighs any potential public interest harms of the transaction against any potential public interest benefits.⁶

Extensive review is not required when an application demonstrates on its face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act. In the absence of anti-competitive effects, a detailed showing of benefits is not necessary.⁷ The instant transaction meets this standard: not only is the transaction permitted under the Act and the Commission's rules, but it will also serve the public interest without raising any competitive concerns.

Public Interest Statement

There are no regulatory impediments to this transaction. The Licenses are not subject to the FCC's unjust enrichment rules or any other transferability or eligibility restrictions. The proposed transaction also does not raise competitive concerns. While there is a geographic overlap between the Licenses and other spectrum attributable to Grizzly and Omega, the resulting spectrum aggregation of both parties does not exceed the Commission's applicable spectrum screens and thus does not raise any competitive concerns.⁸

With regard to Grizzly, the net increase in its total attributable spectrum – from 10 MHz to 20 MHz in the various relevant counties across several states – is well below the Commission's 385 MHz spectrum screen and thus does not raise any competitive concerns. *See* Exhibit B for Grizzly's Spectrum Aggregation Analysis. Similarly, with regard to Omega, the net increase in its total attributable spectrum – from 20 MHz to 30 MHz in 12 Michigan counties – is well below the Commission's 385 MHz spectrum screen and thus does not raise any competitive concerns. *See* Exhibit C. Moreover, other wireless carriers continue to hold significant levels of attributable spectrum in all of these areas. *See* Exhibit D. Finally, the proposed transaction will serve the public interest by allowing both parties to better align their spectrum holdings with their long-term business objectives.

Conclusion

As demonstrated above, the proposed transaction is not prohibited, and will serve the public interest, convenience, and necessity. The transaction poses no potential to adversely affect

⁵ *Id.*

⁶ *Id.*

⁷ *See Tele-Communications, Inc. and AT&T Corp.*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech Corp. and SBC Communications, Inc.*, 14 FCC Rcd 14712, 14740-41 (1999); *Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 FCC Rcd 21292, 21315 (1998).

⁸ The current spectrum screen triggering competitive review is 385 megahertz, with a threshold for enhanced factor review of 68 megahertz of below 1-GHz spectrum. *See Applications of T-Mobile License LLC, Nextel West Corp. and LB License Co, LLC for License Assignment*, et al., Memorandum Opinion and Order, 38 FCC Rcd 12150, ¶ 34, n.132 (WTB/OEA rel. Dec. 29, 2023).

competition or cause other public interest harms that could offset these public interest benefits. Accordingly, Commission approval of this transaction is warranted.

ATTACHMENT A: FCC LICENSES
(Licenses being Assigned from Grizzly to Omega)

Licensee	Call Sign	Service	Market#	Block	Expiration Date
Grizzly Wireless L.L.C.	WRQP397	3.45 GHz Band (PK)	PEA013	G	5/4/2037
Grizzly Wireless L.L.C.	WRQP401	3.45 GHz Band (PK)	PEA014	G	5/4/2037
Grizzly Wireless L.L.C.	WRQP405	3.45 GHz Band (PK)	PEA015	G	5/4/2037
Grizzly Wireless L.L.C.	WRQP538	3.45 GHz Band (PK)	PEA056	G	5/4/2037
Grizzly Wireless L.L.C.	WRQP561	3.45 GHz Band (PK)	PEA064	G	5/4/2037
Grizzly Wireless L.L.C.	WRQP591	3.45 GHz Band (PK)	PEA074	G	5/4/2037

ATTACHMENT B: FCC LICENSES
(Licenses being Assigned from Omega to Grizzly)

Licensee	Call Sign	Service	Market#	Block	Expiration Date
Omega Wireless, LLC	WRBY677	600 MHz Band (WT)	PEA246	G	7/26/2030
Omega Wireless, LLC	WRBY678	600 MHz Band (WT)	PEA246	F	7/26/2030
Omega Wireless, LLC	WRBY679	600 MHz Band (WT)	PEA192	F	7/26/2030
Omega Wireless, LLC	WRBY680	600 MHz Band (WT)	PEA202	F	7/26/2030
Omega Wireless, LLC	WRBY681	600 MHz Band (WT)	PEA202	G	7/26/2030
Omega Wireless, LLC	WRBY682	600 MHz Band (WT)	PEA173	F	7/26/2030
Omega Wireless, LLC	WRBY683	600 MHz Band (WT)	PEA173	G	7/26/2030
Omega Wireless, LLC	WRBY684	600 MHz Band (WT)	PEA192	G	7/26/2030
Omega Wireless, LLC	WRBY685	600 MHz Band (WT)	PEA048	F	7/26/2030
Omega Wireless, LLC	WRBY686	600 MHz Band (WT)	PEA130	G	7/26/2030
Omega Wireless, LLC	WRBY687	600 MHz Band (WT)	PEA261	F	7/26/2030
Omega Wireless, LLC	WRBY688	600 MHz Band (WT)	PEA261	G	7/26/2030
Omega Wireless, LLC	WRBY689	600 MHz Band (WT)	PEA226	G	7/26/2030
Omega Wireless, LLC	WRBY690	600 MHz Band (WT)	PEA226	F	7/26/2030
Omega Wireless, LLC	WRBY691	600 MHz Band (WT)	PEA127	F	7/26/2030
Omega Wireless, LLC	WRBY692	600 MHz Band (WT)	PEA387	E	7/26/2030
Omega Wireless, LLC	WRBY693	600 MHz Band (WT)	PEA098	F	7/26/2030
Omega Wireless, LLC	WRBY694	600 MHz Band (WT)	PEA055	F	7/26/2030
Omega Wireless, LLC	WRBY695	600 MHz Band (WT)	PEA132	A	7/26/2030
Omega Wireless, LLC	WRBY696	600 MHz Band (WT)	PEA257	F	7/26/2030

Licensee	Call Sign	Service	Market#	Block	Expiration Date
Omega Wireless, LLC	WRBY697	600 MHz Band (WT)	PEA257	G	7/26/2030
Omega Wireless, LLC	WRBY698	600 MHz Band (WT)	PEA217	F	7/26/2030
Omega Wireless, LLC	WRBY699	600 MHz Band (WT)	PEA217	G	7/26/2030
Omega Wireless, LLC	WRBY700	600 MHz Band (WT)	PEA189	F	7/26/2030
Omega Wireless, LLC	WRBY701	600 MHz Band (WT)	PEA189	G	7/26/2030
Omega Wireless, LLC	WRBY702	600 MHz Band (WT)	PEA242	F	7/26/2030
Omega Wireless, LLC	WRBY703	600 MHz Band (WT)	PEA242	G	7/26/2030
Omega Wireless, LLC	WRBY704	600 MHz Band (WT)	PEA235	F	7/26/2030
Omega Wireless, LLC	WRBY705	600 MHz Band (WT)	PEA235	G	7/26/2030
Omega Wireless, LLC	WRBY706	600 MHz Band (WT)	PEA220	F	7/26/2030
Omega Wireless, LLC	WRBY707	600 MHz Band (WT)	PEA220	G	7/26/2030
Omega Wireless, LLC	WRBY708	600 MHz Band (WT)	PEA120	F	7/26/2030
Omega Wireless, LLC	WRBY709	600 MHz Band (WT)	PEA120	G	7/26/2030
Omega Wireless, LLC	WRBY710	600 MHz Band (WT)	PEA135	F	7/26/2030
Omega Wireless, LLC	WRBY711	600 MHz Band (WT)	PEA135	G	7/26/2030
Omega Wireless, LLC	WRBY712	600 MHz Band (WT)	PEA107	A	7/26/2030
Omega Wireless, LLC	WRBY713	600 MHz Band (WT)	PEA062	A	7/26/2030
Omega Wireless, LLC	WRBY714	600 MHz Band (WT)	PEA172	A	7/26/2030
Omega Wireless, LLC	WRBY715	600 MHz Band (WT)	PEA319	G	7/26/2030
Omega Wireless, LLC	WRBY716	600 MHz Band (WT)	PEA139	G	7/26/2030
Omega Wireless, LLC	WRBY717	600 MHz Band (WT)	PEA394	G	7/26/2030
Omega Wireless, LLC	WRBY718	600 MHz Band (WT)	PEA101	G	7/26/2030

Licensee	Call Sign	Service	Market#	Block	Expiration Date
Omega Wireless, LLC	WRBY719	600 MHz Band (WT)	PEA101	F	7/26/2030
Omega Wireless, LLC	WRBY720	600 MHz Band (WT)	PEA073	F	7/26/2030
Omega Wireless, LLC	WRBY721	600 MHz Band (WT)	PEA073	G	7/26/2030
Omega Wireless, LLC	WRBY722	600 MHz Band (WT)	PEA266	A	7/26/2030
Omega Wireless, LLC	WRBY723	600 MHz Band (WT)	PEA068	F	7/26/2030
Omega Wireless, LLC	WRBY724	600 MHz Band (WT)	PEA056	F	7/26/2030
Omega Wireless, LLC	WRBY725	600 MHz Band (WT)	PEA061	F	7/26/2030
Omega Wireless, LLC	WRBY726	600 MHz Band (WT)	PEA197	F	7/26/2030
Omega Wireless, LLC	WRBY727	600 MHz Band (WT)	PEA121	F	7/26/2030
Omega Wireless, LLC	WRBY728	600 MHz Band (WT)	PEA194	F	7/26/2030
Omega Wireless, LLC	WRBY729	600 MHz Band (WT)	PEA159	G	7/26/2030
Omega Wireless, LLC	WRBY730	600 MHz Band (WT)	PEA247	F	7/26/2030
Omega Wireless, LLC	WRBY731	600 MHz Band (WT)	PEA156	F	7/26/2030
Omega Wireless, LLC	WRBY732	600 MHz Band (WT)	PEA052	F	7/26/2030
Omega Wireless, LLC	WRBY733	600 MHz Band (WT)	PEA052	G	7/26/2030
Omega Wireless, LLC	WRBY734	600 MHz Band (WT)	PEA054	F	7/26/2030
Omega Wireless, LLC	WRBY735	600 MHz Band (WT)	PEA096	F	7/26/2030
Omega Wireless, LLC	WRBY736	600 MHz Band (WT)	PEA283	F	7/26/2030
Omega Wireless, LLC	WRBY737	600 MHz Band (WT)	PEA283	G	7/26/2030
Omega Wireless, LLC	WRBY738	600 MHz Band (WT)	PEA227	F	7/26/2030
Omega Wireless, LLC	WRBY739	600 MHz Band (WT)	PEA227	G	7/26/2030
Omega Wireless, LLC	WRBY740	600 MHz Band (WT)	PEA210	F	7/26/2030

Licensee	Call Sign	Service	Market#	Block	Expiration Date
Omega Wireless, LLC	WRBY741	600 MHz Band (WT)	PEA210	G	7/26/2030
Omega Wireless, LLC	WRBY742	600 MHz Band (WT)	PEA360	F	7/26/2030
Omega Wireless, LLC	WRBY743	600 MHz Band (WT)	PEA360	G	7/26/2030
Omega Wireless, LLC	WRBY744	600 MHz Band (WT)	PEA212	G	7/26/2030
Omega Wireless, LLC	WRBY745	600 MHz Band (WT)	PEA212	F	7/26/2030
Omega Wireless, LLC	WRBY746	600 MHz Band (WT)	PEA188	F	7/26/2030
Omega Wireless, LLC	WRBY747	600 MHz Band (WT)	PEA138	F	7/26/2030
Omega Wireless, LLC	WRBY748	600 MHz Band (WT)	PEA184	G	7/26/2030
Omega Wireless, LLC	WRBY749	600 MHz Band (WT)	PEA366	A	7/26/2030
Omega Wireless, LLC	WRBY750	600 MHz Band (WT)	PEA093	F	7/26/2030
Omega Wireless, LLC	WRBY751	600 MHz Band (WT)	PEA093	G	7/26/2030
Omega Wireless, LLC	WRBY752	600 MHz Band (WT)	PEA111	F	7/26/2030
Omega Wireless, LLC	WRBY753	600 MHz Band (WT)	PEA111	G	7/26/2030
Omega Wireless, LLC	WRBY754	600 MHz Band (WT)	PEA086	F	7/26/2030
Omega Wireless, LLC	WRBY755	600 MHz Band (WT)	PEA086	G	7/26/2030
Omega Wireless, LLC	WRBY756	600 MHz Band (WT)	PEA082	F	7/26/2030
Omega Wireless, LLC	WRBY757	600 MHz Band (WT)	PEA082	G	7/26/2030
Omega Wireless, LLC	WRBY758	600 MHz Band (WT)	PEA308	F	7/26/2030
Omega Wireless, LLC	WRBY759	600 MHz Band (WT)	PEA262	F	7/26/2030
Omega Wireless, LLC	WRBY760	600 MHz Band (WT)	PEA128	F	7/26/2030
Omega Wireless, LLC	WRBY761	600 MHz Band (WT)	PEA151	F	7/26/2030
Omega Wireless, LLC	WRBY762	600 MHz Band (WT)	PEA336	A	7/26/2030

Licensee	Call Sign	Service	Market#	Block	Expiration Date
Omega Wireless, LLC	WRBY763	600 MHz Band (WT)	PEA335	G	7/26/2030
Omega Wireless, LLC	WRBY764	600 MHz Band (WT)	PEA044	A	7/26/2030
Omega Wireless, LLC	WRBY765	600 MHz Band (WT)	PEA274	F	7/26/2030
Omega Wireless, LLC	WRBY766	600 MHz Band (WT)	PEA274	G	7/26/2030
Omega Wireless, LLC	WRBY767	600 MHz Band (WT)	PEA187	F	7/26/2030
Omega Wireless, LLC	WRBY768	600 MHz Band (WT)	PEA187	G	7/26/2030
Omega Wireless, LLC	WRBY769	600 MHz Band (WT)	PEA279	F	7/26/2030
Omega Wireless, LLC	WRBY770	600 MHz Band (WT)	PEA279	G	7/26/2030
Omega Wireless, LLC	WRBY771	600 MHz Band (WT)	PEA158	F	7/26/2030
Omega Wireless, LLC	WRBY772	600 MHz Band (WT)	PEA158	G	7/26/2030
Omega Wireless, LLC	WRBY773	600 MHz Band (WT)	PEA089	A	7/26/2030
Omega Wireless, LLC	WRBY774	600 MHz Band (WT)	PEA329	A	7/26/2030
Omega Wireless, LLC	WRBY775	600 MHz Band (WT)	PEA113	F	7/26/2030
Omega Wireless, LLC	WRBY776	600 MHz Band (WT)	PEA092	F	7/26/2030
Omega Wireless, LLC	WRBY777	600 MHz Band (WT)	PEA083	F	7/26/2030
Omega Wireless, LLC	WRBY778	600 MHz Band (WT)	PEA064	F	7/26/2030
Omega Wireless, LLC	WRBY779	600 MHz Band (WT)	PEA058	F	7/26/2030
Omega Wireless, LLC	WRBY780	600 MHz Band (WT)	PEA326	A	7/26/2030
Omega Wireless, LLC	WRBY781	600 MHz Band (WT)	PEA074	A	7/26/2030
Omega Wireless, LLC	WRBY782	600 MHz Band (WT)	PEA129	F	7/26/2030
Omega Wireless, LLC	WRBY783	600 MHz Band (WT)	PEA215	G	7/26/2030
Omega Wireless, LLC	WRBY784	600 MHz Band (WT)	PEA049	F	7/26/2030

Licensee	Call Sign	Service	Market#	Block	Expiration Date
Omega Wireless, LLC	WRBY785	600 MHz Band (WT)	PEA049	G	7/26/2030
Omega Wireless, LLC	WRBY786	600 MHz Band (WT)	PEA041	F	7/26/2030
Omega Wireless, LLC	WRBY787	600 MHz Band (WT)	PEA041	G	7/26/2030
Omega Wireless, LLC	WRBY788	600 MHz Band (WT)	PEA198	G	7/26/2030
Omega Wireless, LLC	WRBY789	600 MHz Band (WT)	PEA198	F	7/26/2030
Omega Wireless, LLC	WRBY790	600 MHz Band (WT)	PEA216	F	7/26/2030
Omega Wireless, LLC	WRBY791	600 MHz Band (WT)	PEA216	G	7/26/2030
Omega Wireless, LLC	WRBY792	600 MHz Band (WT)	PEA232	F	7/26/2030
Omega Wireless, LLC	WRBY793	600 MHz Band (WT)	PEA232	G	7/26/2030
Omega Wireless, LLC	WRBY794	600 MHz Band (WT)	PEA164	F	7/26/2030
Omega Wireless, LLC	WRBY795	600 MHz Band (WT)	PEA164	G	7/26/2030