

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

In this application, Actel, LLC (“Actel” or “Assignor”) and Citizens Band License Company, LLC (“CBLC” or “Assignee,” and together with Actel, the “Parties”) seek consent from the Commission to the assignment of the 3.5 GHz priority access licenses set forth in the Form 608 herein from Actel to CBLC (the “Licenses”).

The proposed assignment of the Licenses does not implicate unjust enrichment concerns under Sections 1.2110(b)-(e) of the Commission’s rules, and there is no FCC debt associated with the Licenses. In addition, this transaction does not include any microwave or international Section 214 authorizations.

For the reasons set forth below, the Parties respectfully submit that Commission approval of the proposed transaction will serve the public interest, convenience, and necessity.

Description of Actel

Actel is a limited liability company organized under the laws of the state of Delaware. It is wholly owned by Lumen Technologies, Inc. An FCC Form 602 Ownership Report for Actel is on file with the Commission.

Description of CBLC

CBLC is a limited liability company organized under the laws of the state of Delaware. It is majority owned and controlled by Jonathan D. Foxman and Daniel E. Hopkins. An FCC Form 602 Ownership Report for CBLC is on file with the Commission.

Transition Issues

The transaction involves only the assignment of spectrum and does not include the transfer of any other assets, facilities, or customers. Also, there will be no loss of an existing service provider in any area, and there will be no discontinuance, reduction, loss, or impairment of service to end-user customers.

Public Interest Statement

The proposed transaction is in the public interest. Section 310(d) of the Communications Act of 1934, as amended (the “Act”), requires that the Commission determine whether the proposed transaction is consistent with the public interest, convenience and necessity.¹ To make

¹ Section 310(d) provides that “[n]o construction permit or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter...to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.” 47 U.S.C. § 310(d).

that assessment, the Commission considers whether the transaction: (1) would result in the violation of the Act or any other applicable statutory provision; (2) would result in a violation of the Commission rules; (3) would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) promises to yield affirmative public interest benefits.²

The Commission has determined that applications that demonstrate on their face that a transaction will yield affirmative competitive public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise,³ do not require extensive review or expenditure of considerable resources by the Commission.⁴ This transaction meets this standard and should thus be granted promptly. Specifically, the proposed transaction will not result in any violation of the Act, any other applicable statutory provision, or the Commission's rules, and hence, no waiver of any such requirement is requested or needed.

Finally, the Licenses will provide spectrum capacity to allow CBLC to offer mobile wireless broadband services to consumers in rural areas.

Conclusion

As demonstrated above, CBLC is well-qualified to acquire, control and make beneficial public use of the Licenses. Also, the proposed transaction will not adversely affect competition in the subject county, and will otherwise serve the public interest, convenience, and necessity.

For these reasons, the Commission's grant of consent of the proposed assignment described in this application is warranted.

² *Applications of SBC Communications Inc. and BellSouth Corporation*, 15 FCC Rcd 25459, 25463-64 (WTB/IB 2000) (citation omitted); *Applications of Ameritech Corp. and SBC Communications Inc.*, 14 FCC Rcd 14712, 14737-38 (1999) ("Ameritech/SBC"); *See also Application of WorldCom, Inc. and MCI Communications Corp.*, 13 FCC Rcd 18025, 18030-33 (1998); *Merger of MCI Communications Corporation and British Telecommunications plc*, 12 FCC Rcd 15351, 15367-68 (1997).

³ *See Applications of Tele-Communications, Inc. and AT&T Corp.*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech/SBC*, 14 FCC Rcd at 14740-42.

⁴ *See Ameritech/SBC*, 14 FCC Rcd at 14740-42.