

**DESCRIPTION OF TRANSACTION
AND PUBLIC INTEREST STATEMENT**

By this and five other contemporaneously filed FCC Form 603 assignment applications, the applicants respectfully request consent to a number of simultaneous assignments of Advanced Wireless Service (“AWS”), Personal Communications Services (“PCS”), Educational Broadband Service (“2.5 GHz”) and 600 MHz Band (“600 MHz”) spectrum by and among (i) subsidiaries of T-Mobile USA, Inc. (“T-Mobile USA”) and (ii) Cellco Partnership d/b/a Verizon Wireless (“Cellco”) and a certain affiliate (together, the “Parties”), as described herein.

These assignments involve only the transfer of spectrum; no network or other assets or customers are involved. The assignments are, in some markets, intra-market license exchanges that will enable more efficient operations resulting from larger blocks of contiguous spectrum and/or the alignment of spectrum blocks held in adjacent markets. All of these intra-market exchanges involve the exchange of an even amount of spectrum, where neither Party will increase its spectrum holdings in the market. The remaining inter-market exchange assignments will augment spectrum holdings of the assignees, expanding capacity and thereby benefiting consumers.

For the reasons set forth in more detail below, the Parties submit that Commission approval of the proposed transactions is consistent with the public interest, convenience and necessity and that the applications should be approved expeditiously and without conditions.

Description of the Parties

Three of the applicants, T-Mobile License LLC (“T-Mobile License”), Sprint Spectrum Realty Company, LLC (“Sprint Realty”), and Nextel West Corp. (“Nextel West”) and together with T-Mobile License and Sprint Realty, the “T-Mobile Licensees”),¹ are direct or indirect wholly owned subsidiaries of T-Mobile USA and its parent, T-Mobile US, Inc. (“T-Mobile US”), a publicly traded company, and part of the family of companies that operate under the T-Mobile® brand names. Deutsche Telekom AG, a publicly traded German company based in Bonn, Germany (“DT”), indirectly holds approximately 51.4 percent of T-Mobile US’s shares. Specifically, DT holds its controlling interest in T-Mobile US through its wholly-owned subsidiary T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”), which owns all of the equity and voting interests of T-Mobile Global Holding GmbH (“T-Mobile Holding”), which owns an 89.01 percent equity and voting interests of Deutsche Telekom Holding B.V. (“DT Holding B.V.”), which in turn holds the approximate 51.4 percent interest in T-Mobile US. In addition, DT holds a

¹ While Nextel West and Sprint Realty (but not T-Mobile License) are both assigning spectrum to Cellco, T-Mobile License and Nextel West are the sole assignees of the spectrum being assigned by Cellco and Alltel.

direct 10.99 percent equity and voting interest in DT Holding B.V. DT also holds a proxy to vote additional shares of T-Mobile US.

Led by a management team with decades of collective experience in the telecommunications industry, T-Mobile US is headquartered in Bellevue, Washington, offers nationwide wireless voice and data services to consumer and business customers and provides service to 129.5 million subscribers.² The Commission has repeatedly found that the T-Mobile Licensees and their controlling companies have the requisite character and qualifications to hold Commission authorizations.³ An FCC Form 602 providing current ownership information for the T-Mobile Licensees is on file with the Commission.⁴

The remaining two applicants include Cellco and one of its affiliates: Alltel Corporation (“Alltel” and, collectively with Cellco, the “VZW Licensees”).⁵ Cellco is a wholly-owned subsidiary of Verizon Communications Inc. that offers voice, data and video services and solutions on its award-winning networks and platforms, delivering on customers’ demand for mobility, reliable network connectivity, security and control. The Commission has repeatedly found that each VZW Licensee has the requisite character and other qualifications to hold Commission authorizations.⁶ Additional information as to Cellco’s ownership is provided in its Form 602, which is on file with the Commission.

² See News, T-Mobile Delivers Best-in-Class Customer Results in 2024 as More People Joined the Un-carrier Than Ever Before and Is Poised for Another Exciting Year of Growth in 2025 (Jan. 29, 2025), <https://www.t-mobile.com/news/business/t-mobile-q4-2024-earnings> (last visited Feb. 7, 2025).

³ See, e.g., *Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of License and Authorizations*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, ¶ 44 (2019) (“*Merger Approval Order*”); *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2330, ¶ 19 (WTB/IB 2013); *Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515, 2519-20 ¶ 10 (2008).

⁴ See FCC File No. 0011417919. Based on prior guidance from the Wireless Telecommunications Bureau, this Form 602 filing for T-Mobile USA, satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission’s rules for the wholly-owned subsidiaries of T-Mobile USA, including the three T-Mobile Licensees. See 47 C.F.R. §§ 1.919, 1.2112(a); see also *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999) (“Form 602 FAQ’s”).

⁵ While Cellco and Alltel are both assigning spectrum to T-Mobile License and Nextel West, Cellco is the sole assignee of the spectrum being assigned by Nextel and Sprint Realty.

⁶ See, e.g., *Applications of Cellco Partnership d/b/a Verizon Wireless, SpectrumCo LLC, and Cox TMI*, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698, ¶ 40 (2012).

Description of the Transaction

Pursuant to a License Exchange Agreement dated as of February 1, 2025 (the “Exchange Agreement”), the Parties, *inter alia*,⁷ will exchange the entireties or portions, as the case may be, of their AWS, PCS, 600 MHz and 2.5 GHz licenses described immediately below.

(i) Sprint Realty has agreed to assign to Cellco the applicable portion of the Sprint Realty license shown in Application 1 (the “Sprint Realty Exchange License”);

(ii) Nextel West has agreed to assign to Cellco the applicable portion of the Nextel West license shown in Application 2 (the “Nextel West Exchange License”);

(iii) Cellco has agreed to assign to T-Mobile License the entirety of the Cellco licenses shown in Application 3 (collectively, the “Cellco T-Mobile License Exchange Licenses”);

(iv) Cellco has agreed to assign to Nextel West the entirety of the Cellco licenses shown in Application 4 (collectively, the “Cellco Nextel West Exchange Licenses”);

(v) Alltel has agreed to assign to T-Mobile License the entirety of the Alltel licenses shown in Application 5 (collectively, the “Alltel T-Mobile Exchange Licenses”); and

(vii) Alltel has agreed to assign to Nextel West the entirety of the Alltel licenses shown in Application 6 (collectively, the “Alltel Nextel West Exchange License”).

The Sprint Realty Exchange License, the Nextel West Exchange License, the Cellco T-Mobile License Exchange Licenses, the Cellco Nextel West Exchange Licenses, the Alltel T-Mobile License Exchange Licenses and the Alltel Nextel West Exchange Licenses are referred to herein, collectively, as the “Exchange Licenses.”

The license assignments described above will all occur concurrently at the closing of the transactions contemplated by the Exchange Agreement (the “Exchange Closing”).

Transition Issues

The transaction involves only assignments of spectrum and does not include the transfer of any other assets, facilities or customers. There will be no loss of an existing service provider in any of the market areas subject to these transactions. The VZW Licensees are using some of their Exchange Licenses to provide service to customers in

⁷ The Parties have agreed that the instant filings will not include an FCC Form 603 assignment applications for the assignment of the Cellco license with call sign WRAM747 and that the T-Mobile Licensees may, at their option, elect to cause the Parties to file a separate application for the assignment of such Cellco license at a later time.

certain markets. The VZW Licensees will continue to provide service on Exchanged Licenses with the same amounts and type of spectrum that the T-Mobile Licensees will be assigning to the VZW Licensees in each such market (in the case of a market that is the subject of an intra-market exchange) or on other spectrum currently held by the VZW Licensees or their affiliates. Similarly, the T-Mobile Licensees are currently using some of their Exchange Licenses to provide service to customers in certain markets. The T-Mobile Licensees will continue to provide service on Exchange Licenses with the same amounts and type of spectrum that the VZW Licensees will be assigning to the T-Mobile Licensees in each such market (in the case of a market that is the subject of an intra-market exchange) or on other spectrum currently held by the T-Mobile Licensees or their affiliates. Therefore, these transitions will not result in any discontinuance, reduction or loss of service to customers.

The Parties have agreed to enter into pre-closing spectrum manager leasing arrangements to allow the Parties to utilize the Exchange License spectrum pending the Exchange Closing, thereby expediting the realization of public benefits associated with spectrum efficiencies. These pre-closing leasing arrangements will commence, market-by-market, on the date set forth in each lease notification as it is filed, and all will terminate upon the Exchange Closing or ninety days after the termination of the Exchange Agreement (but, unless extended, no later than one year following the commencement date of the pre-closing leases). The Parties intend to file the cancellation notices as appropriate and in accordance with the Commission's rules.

Public Interest Statement

Section 310(d) of the Communications Act of 1934, as amended (the "Act") requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.⁸ To make that assessment, the Commission first assesses whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.⁹ If the proposed transaction does not violate a statute or rule, then the Commission considers whether the transaction could result in public interest harms by substantially frustrating or

⁸ Section 310(d) provides that "no 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).

⁹ 47 U.S.C. § 310(d); *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9139-40 ¶ 18 (2015) ("*AT&T/DIRECTV Order*"); *Applications of Comcast Corp., General Electric Co., and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licenses*, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4247 ¶ 22 (2011) ("*Comcast/NBCU Order*"); *Application of EchoStar Communications Corp., General Motors Corp., and Hughes Electronics Corp., Transferors, and EchoStar Communications Corp., Transferee*, Hearing Designation Order, 17 FCC Rcd 20559, 20574 ¶ 25 (2002) ("*Echostar/DIRECTV HDO*").

impairing the objectives or implementation of the Act or related statutes.¹⁰ In the absence of such harms or if any exist but have been ameliorated by narrowly tailored conditions, the Commission next evaluates the transaction's public interest benefits.¹¹

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate Section 310(d) of the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.¹² The instant applications meet this standard.¹³

The assignments proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, the assignments fully comply with all

¹⁰ See *AT&T/DIRECTV Order* ¶ 18; *Comcast/NBCU Order* ¶ 22; *EchoStar-DIRECTV HDO* ¶ 25.

¹¹ *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, ¶¶ 9-10 (2017).

¹² See, e.g., *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9682 ¶ 102 (2013) (“[U]nder the Commission’s sliding scale approach, where potential public interest harms appear unlikely . . . we will accept a lesser showing of public interest benefits.”). See also *Tele-Communications, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd. 3160, 3170 ¶ 16 (1999); *Ameritech-SBC Order*, 14 FCC Rcd. at 14,740-41 ¶ 54.

¹³ In several other similarly styled transactions where licensee subsidiaries of T-Mobile USA and Cellco and its licensee subsidiaries swapped spectrum, there was no opposition from the public, and the FCC consented to the applications on routine public notice. See *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 9449 (rel. Mar. 19, 2014) (consenting to ULS file nos. 0006012654 (lead) *et al.*), *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 10276 (rel. Feb. 11, 2015) (consenting to ULS file nos. 0006470946 (lead) *et al.*), *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 12788 (rel. Dec. 6, 2017) (consenting to ULS file nos. 0007935651 (lead) *et al.*), *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 18428 (rel. Feb. 22, 2024) (consenting to ULS file nos. 0010160298 (lead) *et al.*), and *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 18727 (rel. Jun. 20, 2024) (consenting to ULS file nos. 0010911424 (lead) *et al.*).

Commission rules and regulations and require no waivers. Therefore, they do not frustrate or impair the Commission's implementation or enforcement of, or the objectives of, the Act or other statutes.

Notably, the assignments will yield public interest benefits by allowing the Parties to make more efficient use of the spectrum and to offer improved services to their respective customers. The proposed transaction promotes the Commission's secondary market policies, which seek to ensure the efficient use of spectrum.¹⁴

A portion of the spectrum being assigned in this transaction will occur as intra-market exchanges of spectrum within the same market. The T-Mobile Licensees and the VZW Licensees will assign PCS spectrum to each other within the same market areas, which will allow these Parties to enjoy the efficiency benefits associated with larger blocks of contiguous spectrum and/or alignment of spectrum held in adjacent markets. Aligning the spectrum blocks held in adjacent market areas allows the carriers to operate more efficiently by facilitating handoffs when users transition to the adjacent markets. Spectrum alignment also reduces coordination burdens associated with operations at the edge of market boundaries, because the licensee can then operate on the same frequency block in adjacent markets.

In addition, the T-Mobile Licensees and the VZW Licensees will assign AWS, 2.5 GHz and 600 MHz spectrum to each other in inter-market exchanges within market areas where the assigning carrier is not receiving any spectrum from the other carrier.¹⁵ As a result of these transactions, the T-Mobile Licensees and the VZW Licensees will increase their spectrum holdings in certain markets and have small decreases in others. These exchanges will enable added capacity and improved data throughput speeds within existing coverage areas, and any decreases can be appropriately managed through uses of other spectrum in those markets. Thus, Commission approval of these applications will enhance competition and improve the quality of services in the wireless marketplace overall.

Finally, the subject authorizations were initially licensed by the Commission more than three years ago, and none currently is subject to any installment financing. The Exchange Licenses are not subject to any bidding credits or restrictions on ownership based on designated entity status; therefore, Commission approval of the assignments would not

¹⁴ *Principles for Promoting the Efficient Use of Spectrum by Encouraging the Development of Secondary Markets, Policy Statement*, Policy Statement, 15 FCC Rcd 24,178, 24,186-87 ¶¶ 1, 19-22 (2000).

¹⁵ Notably, Nextel West is assigning 10 MHz of mid-band AWS spectrum (call sign WQGB380) to Cellco in two Hawaii markets (HI 1 – Kauai (CMA385) and HI 2 – Maui (CMA386) to effectuate a divestiture of 20 MHz of mid-band spectrum in those two Hawaii markets. See *In the Matter of T-Mobile License LLC Application for 2.5 GHz Band Licenses, Auction 108*, Memorandum Opinion and Order, DA 24-171 (February 27, 2024). T-Mobile US is assigning another 10 MHz of mid-band spectrum in these two markets to another operator, and it expects to file applications to effectuate that assignment in the near future.

result in any unjust enrichment concerns.¹⁶

Spectrum Aggregation/Competition Analysis

As discussed below, these assignments – which will not reduce the number of competitors, service offerings or customer choices in any market – do not raise any spectrum aggregation or competitive concerns.

Spectrum Aggregation. In the case of the intra-market exchanges, in all counties the Parties' licensed spectrum holdings in the relevant markets will be the same both pre- and post-consummation, because (i) the T-Mobile Licensees' acquisition of Exchange Licenses from the VZW Licensees will be offset by assignments of Exchange Licenses by the T-Mobile Licensees to the VZW Licensees with the same amounts and the same type of spectrum in each market, and (ii) the VZW Licensees' acquisition of Exchange Licenses from the T-Mobile Licensees will be offset by assignments of Exchange Licenses by the VZW Licensees to the T-Mobile Licensees with the same amounts and the same type of spectrum in each market, with each carrier's spectrum holdings remaining below the spectrum screen levels that the Commission has found may warrant further review (*see Exhibits 2A and 2B*).¹⁷

In all markets where the T-Mobile Licensees' acquisition of Exchange Licenses from the VZW Licensees will result in a gain of spectrum (in the case of an inter-market exchange), the T-Mobile Licensees' spectrum holdings (with the exceptions described below) will remain below the spectrum screen levels (*see Exhibit 2A*). In all markets where the VZW Licensees' acquisition of Exchange Licenses from the T-Mobile Licensees will result in a gain of spectrum (in the case of an inter-market exchange), the VZW Licensees' spectrum holdings will remain below the spectrum screen levels (*see Exhibit 2B*).

T-Mobile US

In twelve of the 64 total counties where spectrum is being assigned to the T-Mobile Licensees, T-Mobile US's resulting spectrum aggregation will remain below the total spectrum screens combining both low- and mid-band spectrum and for the below-1-GHz spectrum screen, thus obviating the need for further competitive review in those counties (*see Exhibit 2A*). In two of the remaining 52 total counties, where T-Mobile US's resulting

¹⁶ See 47 C.F.R. § 1.2111.

¹⁷ See *Communications Marketplace Report*, 2022 Communications Marketplace Report, GN Docket No. 22-203, FCC 22-103, ¶ 84 (rel. Dec. 30, 2022) ("2022 Communications Marketplace Report"). Consistent with the 2022 Communications Marketplace Report, the Parties understand that the initial spectrum screen is 385 MHz for all spectrum (*i.e.*, approximately one-third of 1123 MHz total included spectrum, including the 280 MHz of the 3.7-4.2 GHz spectrum effective as of the close of Auction 107 and the 100 MHz of the 3.45-3.55 GHz spectrum effective as of the close of Auction 110) and 68 MHz for below-1-GHz spectrum (*i.e.*, one-third of 204 MHz total available and suitable spectrum below 1 GHz). See *id.*

spectrum aggregation will remain above the total spectrum screen for both low- and mid-band spectrum, T-Mobile US's holdings after the transaction will be the same as its currently approved spectrum holdings, so no competitive review is required.¹⁸ In three of the remaining 50 total counties, where T-Mobile US will remain above the screen for below-1-GHz spectrum, the T-Mobile Licensees are not acquiring any low-band spectrum, so no competitive review is required.¹⁹ In the remaining forty-seven counties (impacting six markets), T-Mobile US' spectrum holdings below-1-GHz will increase from 66 MHz to 76 MHz.

The following is an enhanced factor review for the six impacted markets.

Enhanced Factor Review (Spectrum Aggregation/Competition Analysis)

The Transaction would result in T-Mobile holding an attributable interest in one-third or more of the total suitable and available below-1-GHz spectrum in three areas overlapping a total of six CMAs, thus triggering enhanced factor review in those areas.²⁰ Despite triggering the low-band spectrum screen, the proposed 600 MHz license acquisition will serve the public interest and promote competition, investment, and innovation. As documented above, the Transaction will result in significant and verifiable public interest benefits already recognized by the Bureaus in both the *TMO/LB License 600 MHz Dallas Assignment Order* and the *TMO/Channel 51 600 MHz Assignment Order*.

In these CMAs, the assignment is for 10 megahertz of spectrum, which, if approved, would result in T-Mobile exceeding the screen by 8 megahertz on an assigned basis. The factors that led the Bureau to determine there was a low likelihood of competitive harm in both the *TMO/Channel 51 600 MHz Assignment Order* and *TMO/LB License 600 MHz Dallas Assignment Order* are present in these CMAs. As demonstrated in more detail below, due to the Commission's successful efforts to increase the total spectrum allocated and licensed for mobile broadband use and the current spectrum

¹⁸ In these two counties, the T-Mobile Licensees are acquiring 2.5 GHz spectrum only, and T-Mobile US is already attributed with a total of 116.5 MHz of attributable EBS spectrum. T-Mobile US's unchanged attributable spectrum holdings of total low-and mid-band spectrum will remain at 410 MHz (Maricopa, AZ) and 400 MHz (Oldham, KY). These spectrum positions have already been considered and approved by the Commission. See *Merger Approval Order*. See also *In the Matter of T-Mobile License LLC Application for 2.5 GHz Band Licenses, Auction 108*, Memorandum Opinion and Order, DA 24-171 (February 27, 2024).

¹⁹ In these three counties, Waukesha, WI, Edgecombe, NC and Cass, TX, T-Mobile US already is attributed with 76 MHz of low-band spectrum.

²⁰ See *Policies Regarding Mobile Spectrum Holdings*, Report & Order, 29 FCC Rcd 6133, 6238-40, ¶¶ 282-88, 6213, ¶ 197 (2014) ("*Mobile Spectrum Holdings Order*"), *recon. denied*, *Order on Reconsideration*, 30 FCC Rcd 8635 (2015).

holdings of rival providers, the addition of 10 megahertz to T-Mobile's holdings in these CMAs will not foreclose market entry by a competitor or raise rivals' costs.²¹

In both the *TMO/LB License 600 MHz Dallas Assignment Order* and the *TMO/Channel 51 600 MHz Assignment Order*, the Bureaus undertook a detailed examination of each CMA where T-Mobile's spectrum holdings triggered the spectrum screen. Specifically, for each such CMA, the Bureaus examined the spectrum holdings of competitors, 4G LTE population and land area coverage (5 Mbps download/1 Mbps upload), and 5G-NR population and land area coverage (at both 7 Mbps download/1 Mbps upload and 35 Mbps download/3 Mbps upload speeds, respectively, hereinafter "5G-NR 7/1" and "5G-NR 35/3").²² In every instance, due to the spectrum holdings, 4G population and land area coverage, and 5G population and land area coverage of its competitors in the examined PEA, the Bureaus determined that it was "highly unlikely" that T-Mobile gaining access to additional 600 MHz spectrum would "allow it to foreclose entry, raise rivals' costs, or otherwise harm the public interest."²³ An examination of the competitive factors in the PEA—namely 4G LTE and 5G-NR population and land coverage, and the spectrum holdings of competitors—reveals that the same factors that led the Bureaus to determine that the assignment of similar 600 MHz spectrum from LB License to T-Mobile was unlikely to result in competitive harm are present in the PEA. As discussed below, the Transaction counties overlap developed Metropolitan Service Areas ("MSAs") with established carriers and extensive geographic coverage where T-Mobile's competitors possess significant spectrum assets sufficient to sustain a competitive presence.

Section 1.1 *Indiana 8 – Brown CMA*

The Transaction overlaps CMA410 (IN 8 – Brown), as shown in *Fig. 1*.

²¹ *Channel 51/LB Lease Order on Reconsideration*, 35 FCC Rcd at 14063-65, ¶¶ 11, 13. See also, e.g., *TMO/Channel 51 600 MHz Assignment Order* at ¶ 43 ("Based on our evaluation of the factors ordinarily considered, including the fact that multiple licensees have access to considerable amounts of spectrum, we find that the likelihood of competitive harm is low in these markets post-transaction. We find it highly unlikely that the assignment of 10 megahertz of spectrum to T-Mobile in this cluster would allow it to foreclose entry, raise rivals' costs, or otherwise harm the public interest."); *TMO/LB License 600 MHz Dallas Assignment Order* at ¶ 43.

²² See, e.g., *TMO/LB License 600 MHz Dallas Assignment Order* at ¶¶ 27-31; *TMO/Channel 51 600 MHz Assignment Order* at ¶¶ 41-43.

²³ *TMO/LB License 600 MHz Dallas Assignment Order* at ¶ 31; *TMO/Channel 51 600 MHz Assignment Order* at ¶¶ 43.

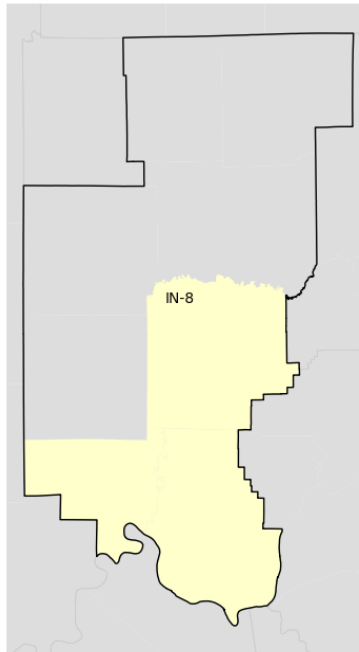


Figure 1: CMA410 Transaction Overlap

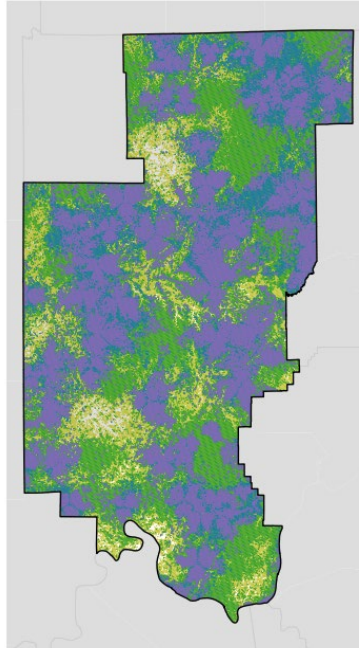


Figure 2: AT&T Coverage

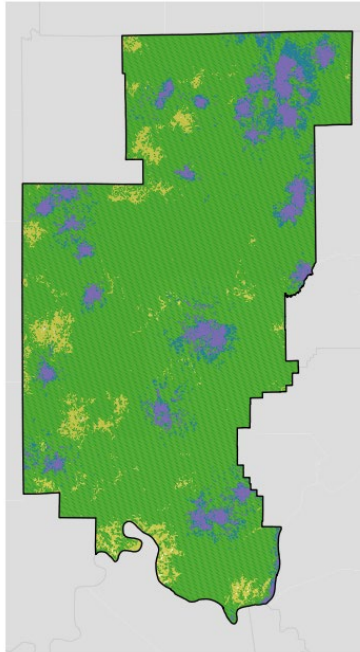


Figure 3: Verizon Coverage

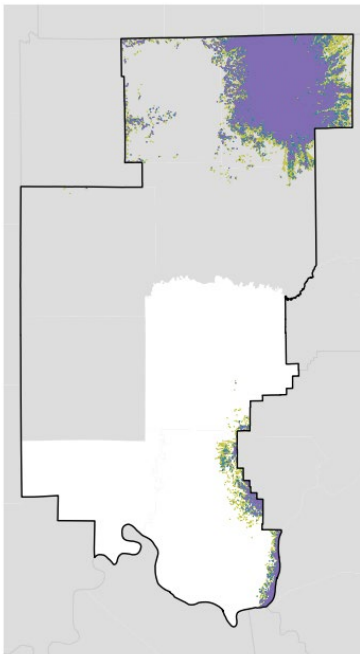


Figure 4: EchoStar Coverage

INDIANA AREA								
CMA Carrier	Low Speed Data		4G LTE		5G 7/1		5G 35/3	
	% POPs	% Area	% POPs	% Area	% POPs	% Area	% POPs	% Area
410 AT&T Inc.	99.7%	97.6%	95.3%	83.8%	76.4%	51.7%	56.7%	36.0%
410 EchoStar Network Corporation	28.7%	12.0%			26.3%	9.5%	24.9%	7.9%
410 T-Mobile USA, Inc.	95.7%	83.3%	83.6%	57.7%	75.1%	44.1%	61.4%	26.3%
410 Verizon Communications Inc.	100.0%	99.9%	98.9%	94.4%	31.9%	9.8%	21.3%	5.4%

Figure 5: Summary Coverage Data for CMAs Overlapping FCC License

AT&T (*Fig. 2*) possesses significant low speed data, 4G LTE, and 5G 7/1 coverage across the CMA and has substantial 5G-NR 35/3 coverage.²⁴ AT&T also possesses substantial spectrum assets in the market. Specifically, in the counties subject to the Transaction, it holds 55 megahertz of low band spectrum and between 210-230 megahertz of spectrum below 6 GHz.

Verizon (*Fig. 3*) provides significant low speed data and 4G LTE coverage in the CMA and has both 5G-NR 7/1 and 5G-NR 35/3 coverage for approximately one quarter of the CMA population. Verizon’s spectrum holdings in the Transaction counties—after close of this Transaction—are sufficient to support robust deployments, including 47 megahertz of low band spectrum and between 220-240 of spectrum below 6 GHz.

EchoStar (*Fig. 4*) shows coverage, including 5G, in the CMA. EchoStar could extend its coverage from the north or expand west from the adjacent market.²⁵ In the Transaction counties, EchoStar holds 16 megahertz of low band spectrum and 95 megahertz of spectrum below 6 GHz.

²⁴ “Significant coverage” is used herein consistently with the definition utilized by the Bureaus in the *TMO/Channel 51 600 MHz Assignment Order*; specifically, in its analysis, the Bureaus noted that coverage of 70% or more of the population and 50% or more of the land area in a market qualifies as “significant” and is presumptively sufficient for a service provider to have a competitive presence in the market. *See TMO/Channel 51 600 MHz Assignment Order* at ¶ 42, n.150. The data concerning population and land area coverage was derived from the FCC’s Broadband Data Collection (“BDC”) for the second quarter of 2024, the latest data currently available. Coverage data for the relevant carriers for voice (low speed data), 4G LTE and 5G-NR (for 7/1 Mbps and 35/3 Mbps) was downloaded for the states involved in the transaction. For each CMA overlapping the transaction counties, whether the overlap was whole or partial, land area coverage was obtained by determining the number of H3 hexagons at resolution 9 for the whole county, considering only land area. Percentage land area coverage was determined by filtering each carrier’s coverage to include only land area H3s and then dividing the number of H3 hexagons shown in the BDC data as having coverage for a relevant technology by the total H3s comprising the county land area. For population coverage, Kontur’s data for the third quarter of 2023 was utilized (*see Kontur, United States Of America: Population Density for 400m H3 Hexagons*, <https://data.humdata.org/dataset/kontur-population-united-states-of-america> (last accessed Jan. 22, 2024)). Because the lowest resolution available was H3 400m data (*i.e.*, H3 resolution 8), the data was pre-processed to divide the H3 resolution 8 pops evenly among the seven H3 resolution 9 children hexagons. Population data was then aggregated over county land area by carrier and technology to develop population percentage coverage metrics.

²⁵ Note that EchoStar does not provide 4G LTE service.

Section 1.2

Kentucky Area

The Transaction overlaps CMA445 (KY 3 – Meade), CMA446 (KY 4 – Spencer), CMA447 (KY 5 – Barren), and CMA448 (KY 6 – Madison), as shown in *Fig. 6*.

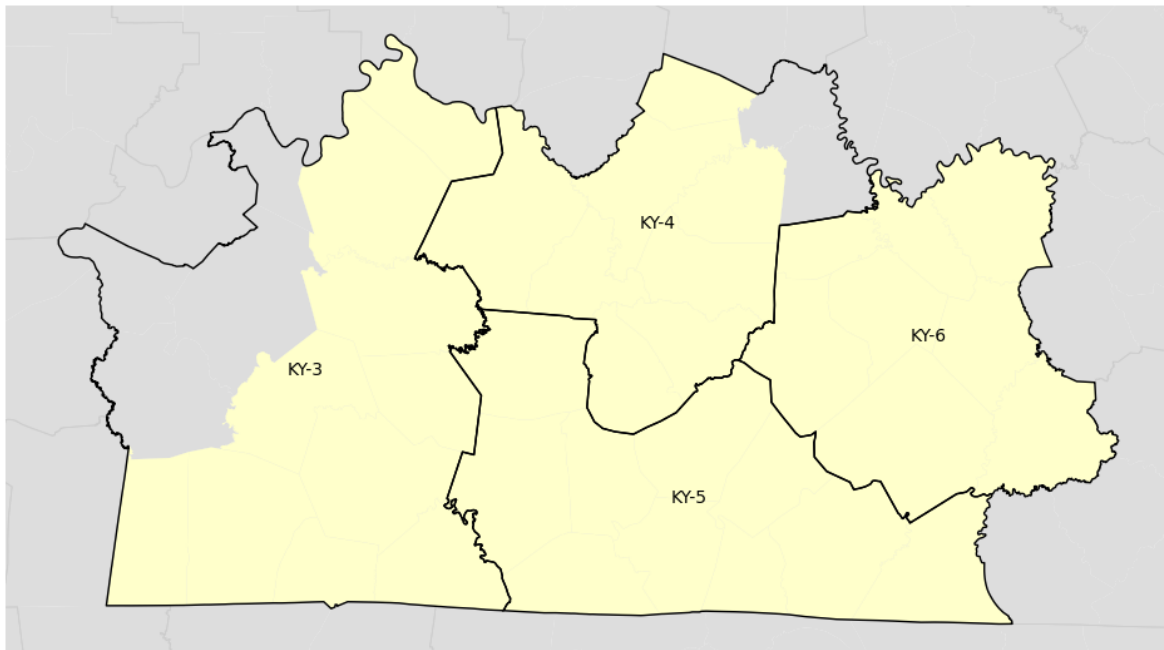


Figure 6: Kentucky Area Transaction Overlap

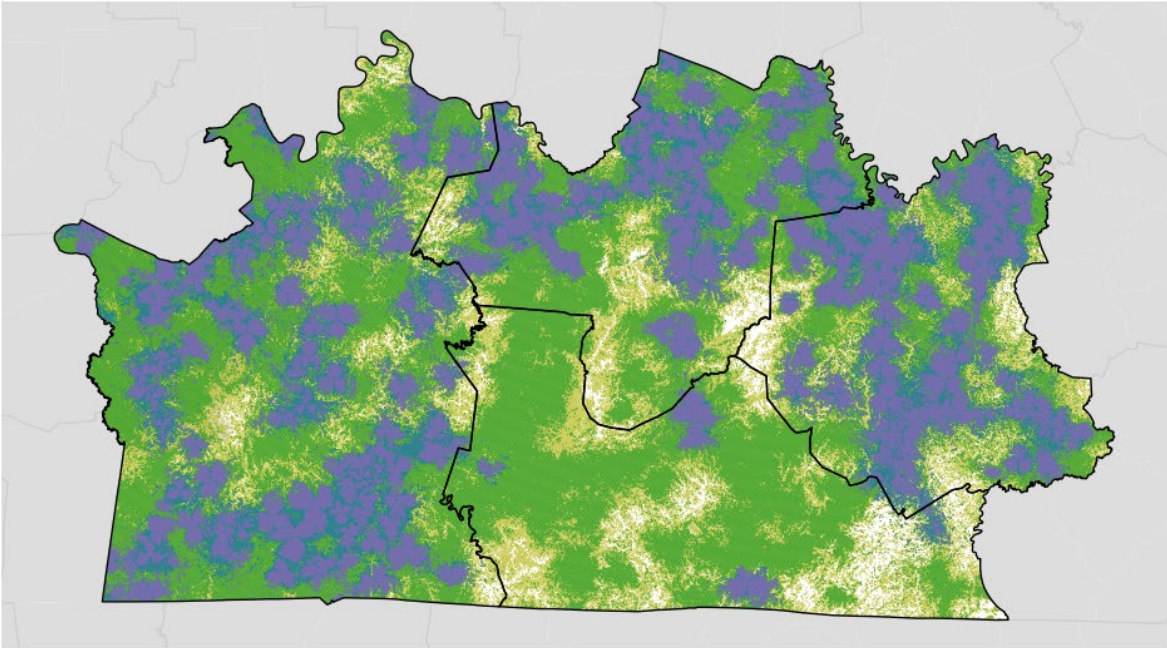


Figure 7: AT&T Coverage

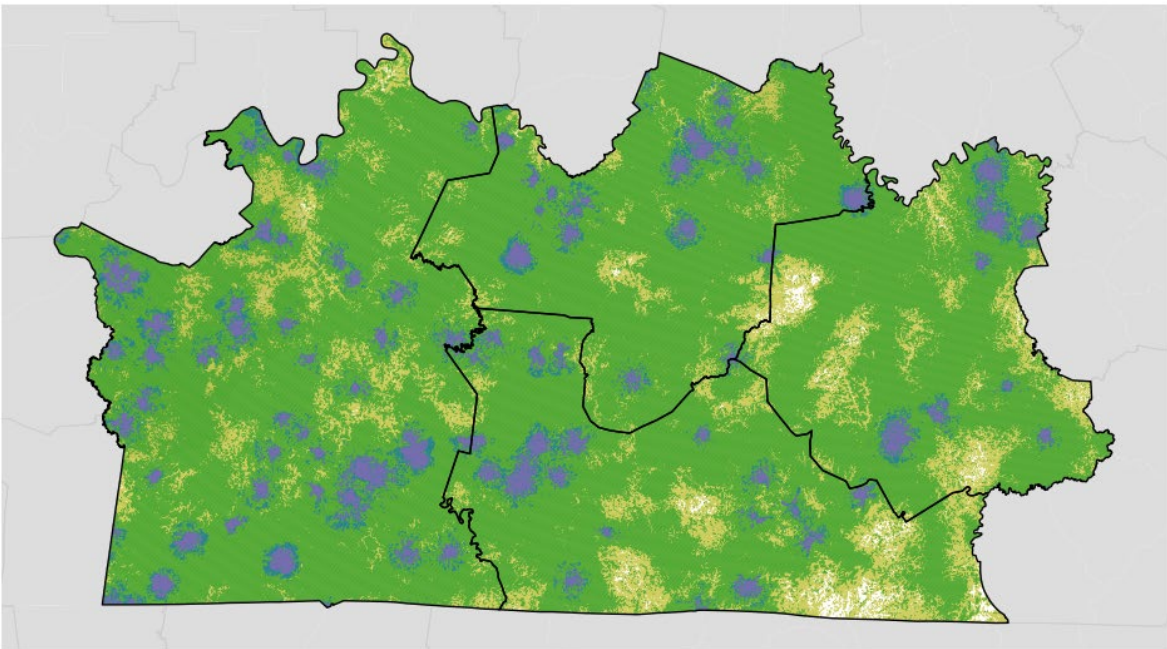


Figure 8: Verizon Coverage

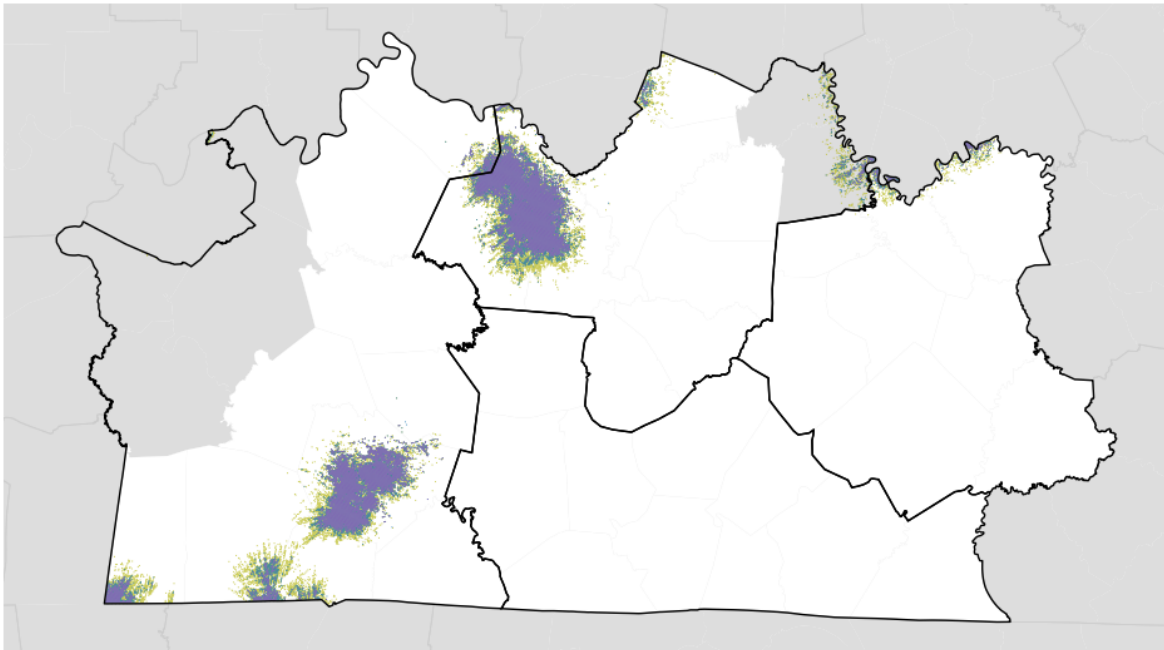


Figure 9: EchoStar Coverage

KENTUCKY AREA								
CMA Carrier	Low Speed Data		4G LTE		5G 7/1		5G 35/3	
	% POPs	% Area	% POPs	% Area	% POPs	% Area	% POPs	% Area
445 AT&T Inc.	99.6%	97.7%	95.2%	84.1%	67.7%	40.6%	45.5%	27.0%
445 EchoStar Network Corporatio:	31.2%	6.5%			27.0%	4.2%	23.3%	3.1%
445 T-Mobile USA, Inc.	92.6%	78.4%	80.9%	53.9%	72.3%	42.6%	58.3%	26.4%
445 Verizon Communications Inc.	100.0%	99.8%	96.7%	87.5%	25.6%	10.4%	15.8%	5.4%
446 AT&T Inc.	99.1%	95.0%	94.4%	78.7%	71.9%	37.7%	57.9%	27.9%
446 EchoStar Network Corporatio:	34.1%	11.9%			30.8%	8.4%	28.6%	6.4%
446 T-Mobile USA, Inc.	94.3%	79.0%	86.0%	57.1%	80.0%	46.0%	69.1%	31.0%
446 Verizon Communications Inc.	100.0%	99.8%	98.1%	90.3%	8.1%	7.3%	4.8%	3.8%
447 AT&T Inc.	96.5%	87.3%	83.9%	59.8%	9.0%	4.5%	7.7%	3.4%
447 EchoStar Network Corporation								
447 T-Mobile USA, Inc.	89.1%	67.7%	71.4%	40.9%	61.1%	29.6%	46.0%	17.3%
447 Verizon Communications Inc.	99.5%	97.0%	93.8%	76.2%	20.2%	6.7%	13.2%	3.7%
448 AT&T Inc.	99.0%	94.4%	93.4%	75.0%	78.0%	47.0%	59.5%	34.3%
448 EchoStar Network Corporatio:	1.0%	0.8%			0.4%	0.3%	0.3%	0.2%
448 T-Mobile USA, Inc.	92.4%	73.2%	82.4%	52.3%	75.6%	42.5%	62.1%	27.7%
448 Verizon Communications Inc.	99.7%	97.8%	94.8%	78.2%	20.8%	5.3%	13.6%	2.9%

Figure 10: Summary Coverage Data for CMAs Overlapping FCC License

AT&T (Fig. 7) possesses significant low speed data and 4G LTE in all CMAs, and close to significant 5G 7/1 coverage in all but one CMA. AT&T also has extensive 5G-NR 35/3 coverage in three out of four CMAs. AT&T possesses substantial spectrum assets in the cluster. Specifically, in the counties subject to the Transaction, it holds between 31-55 megahertz of low band spectrum and between 210-240 megahertz of spectrum below 6 GHz.

Verizon (*Fig. 8*) provides significant low speed data and 4G LTE coverage in all of the Transaction CMAs and has launched 5G-NR 7/1 and 5G-NR 35/3 coverage in every CMA. Verizon's spectrum holdings in the Transaction counties—after close of this Transaction—are sufficient to support robust deployments, including 47-71 megahertz of low band spectrum and between 220-251 of spectrum below 6 GHz.

EchoStar (*Fig. 9*) shows substantial coverage in two of the four CMAs, and has launched 5G-NR 7/1 and 35/3 in those CMAs. EchoStar could expand from its core coverage into the adjacent areas with relatively little effort. In the Transaction counties, EchoStar holds 16 megahertz of low band spectrum and between 95-105 megahertz of spectrum below 6 GHz.

Section 1.3 ***Tennessee 3 – Macon CMA***

The Transaction overlaps CMA645 (TN 3 – Macon), as shown in *Fig. 11*.

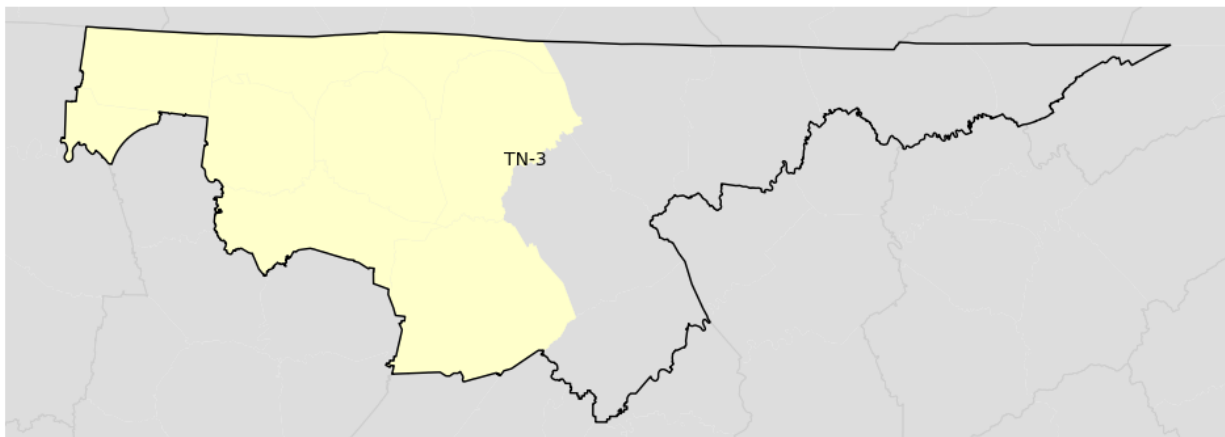


Figure 11: CMA645 Transaction Overlap

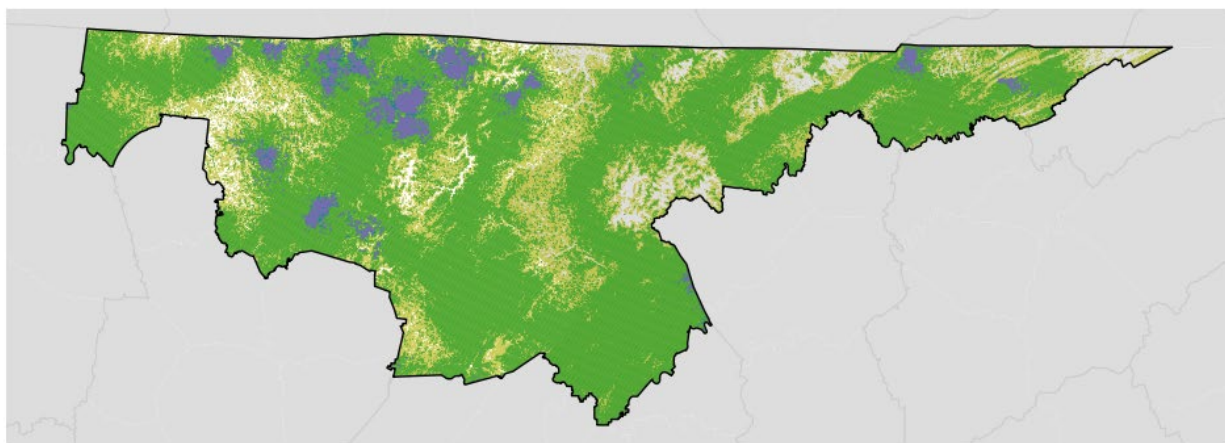


Figure 12: AT&T Coverage

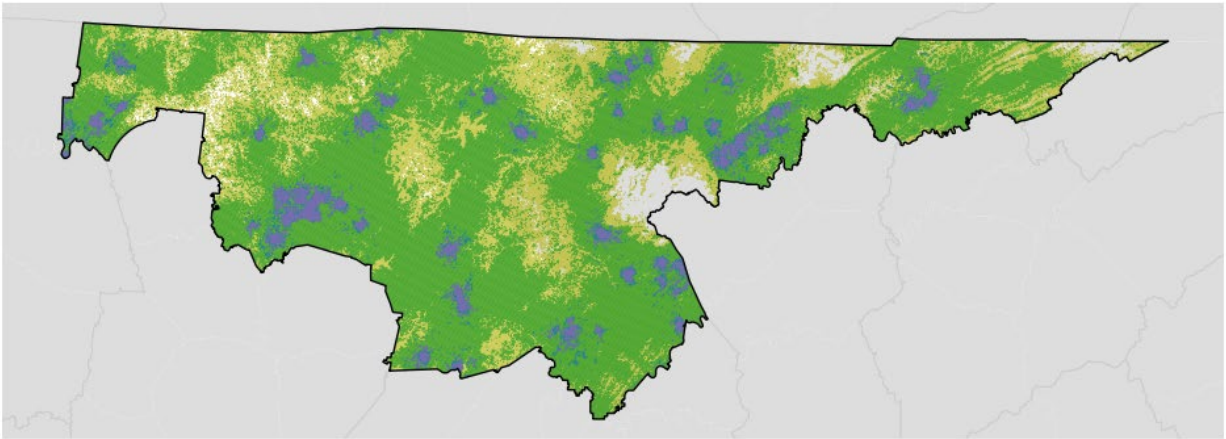


Figure 13: Verizon Coverage

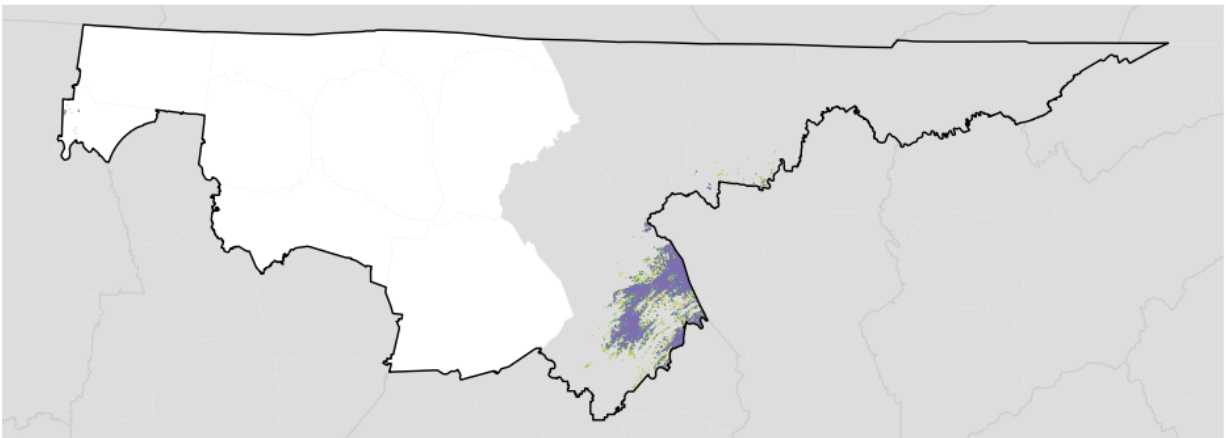


Figure 14: EchoStar Coverage

CMA Carrier	TENNESSEE AREA							
	Low Speed Data		4G LTE		5G 7/1		5G 35/3	
	% POPs	% Area	% POPs	% Area	% POPs	% Area	% POPs	% Area
645 AT&T Inc.	98.7%	91.9%	92.1%	68.5%	9.5%	3.8%	8.0%	3.2%
645 EchoStar Network Corporation	5.5%	2.2%			4.5%	1.6%	3.8%	1.3%
645 T-Mobile USA, Inc.	78.3%	47.9%	65.8%	29.6%	60.0%	23.5%	47.8%	14.9%
645 Verizon Communications Inc.	99.2%	94.8%	92.3%	68.8%	27.3%	6.8%	20.3%	4.0%

Figure 15: Summary Coverage Data for CMAs Overlapping FCC License

AT&T (Fig. 12) possesses significant low speed data and 4G LTE coverage in the CMA and has launched 5G 7/1 and 5G 35/3. AT&T has also launched 5G-NR 35/3 in the CMA and has close to significant coverage for 5G-NR 35/3 in the CMA. AT&T possesses substantial spectrum assets in the CMA. Specifically, in the counties subject to the Transaction, it holds 30 megahertz of low band spectrum and between 215-220 megahertz of spectrum below 6 GHz.

Verizon (*Fig. 13*) provides significant low speed data and 4G LTE coverage in the CMA and has launched 5G-NR 7/1 and 5G-NR 35/3. Verizon's spectrum holdings in the Transaction counties—after close of this Transaction—are sufficient to support robust deployments, including 47 megahertz of low band spectrum and between 220-225 of spectrum below 6 GHz.

EchoStar's coverage (*Fig. 14*) shows some coverage in the CMA. EchoStar could expand the adjacent area to the east with relatively little effort.²⁶ In the Transaction counties, EchoStar holds 16 megahertz of low band spectrum and 105 megahertz of spectrum below 6 GHz.

Competitive Summary

In summary, AT&T, Verizon, and EchoStar all have substantial low speed data, 4G LTE and 5G-NR population and land area coverage indicative of mature network deployments in the CMAs. As shown in the coverage maps above, the extent of other carriers' network coverage in the CMAs—the principal benefit of low-band spectrum—is comparable. The state of competition is such that the Transaction poses little to no risk of competitive harm. As evidenced by the above coverage maps, competitors in the six CMAs have robust 4G LTE and 5G-NR deployments with sufficient coverage to facilitate robust competition. Competitors in the six CMAs moreover have access to additional spectrum such that the Transaction, which represents only an incremental increase in T-Mobile's spectrum holdings, will have no impact on their ability to compete or deploy mobile broadband technologies. Additionally, there will be no discontinuance, reduction, loss, or impairment of service to end-user customers and no loss of an existing service provider in the CMAs as a result of the Transaction.

Cellco and its Affiliates

In all of the counties in the transaction, the VZW Licensees' spectrum aggregation will be below the current spectrum screen, thus obviating the need for further competitive review in those counties (see Exhibit 2B). Further, the instant transaction will not affect the VZW Licensees' spectrum holdings below 1 GHz.

The T-Mobile Licensees and the VZW Licensees will continue to provide service to their respective customers, and there will be no reduction in the number of actual competitors providing service. Moreover, there are numerous other carriers holding CMRS spectrum in the markets in which the T-Mobile Licensees and the VZW Licensees are acquiring spectrum, which will ensure that a high degree of competition continues to exist (see Exhibit 3). In addition, the efficiency benefits arising in these markets where the carriers will acquire larger blocks of contiguous spectrum will promote competition and provide public interest benefits. For these reasons, the proposed license assignments do

²⁶ Note that EchoStar does not provide 4G LTE service.

not raise any competitive or other public interest concerns. The various pre-closing spectrum manager leases discussed above will be terminated at the Exchange Closing.

Statement of No Environmental Impact

As required by Section 1.923(e) of the Commission's rules,²⁷ the applicants state that the assignment of licenses involved in this transaction will not have a significant environmental effect, as defined by Section 1.1307 of the Commission's rules.²⁸ An assignment of licenses does not involve any engineering changes and, therefore, cannot have a significant environmental impact.

Foreign Ownership of the T-Mobile Licensees

As noted above, each T-Mobile Licensee is a wholly owned subsidiary of T-Mobile USA. T-Mobile USA in turn is a wholly owned direct subsidiary of T-Mobile US, a U.S.-organized entity. DT, a publicly traded German corporation, indirectly holds approximately 51.4 percent of T-Mobile US's shares as described above. DT also holds a proxy to vote additional shares of T-Mobile US. Accordingly, DT has *de facto* control of T-Mobile US – and thus T-Mobile License, Sprint Realty and Nextel West.

By order released November 5, 2019, the Commission granted, subject to certain conditions, T-Mobile US's Petition for Declaratory Ruling under Section 310(b)(4) of the Act on behalf of its current and future licensee and lessee subsidiaries that it would not serve the public interest to prohibit more than 25 percent indirect foreign ownership in T-Mobile US.²⁹ That ruling also specifically permitted: (i) the foreign entities with a controlling interest in T-Mobile US (*i.e.*, DT Holding B.V., T-Mobile Holding, T-Mobile Global and DT) to increase the aggregate level of their controlling ownership interests in the reorganized T-Mobile US, at some future time, up to any amount, including 100 percent of T-Mobile US's equity and voting interests; and (ii) specific foreign entities with a non-controlling interest in T-Mobile US (*i.e.*, Kreditanstalt für Wiederaufbau, the Federal Republic of Germany, SoftBank Group, SoftBank and Mr. Masayoshi Son, a Japanese citizen and the founder and CEO of SoftBank) to increase their aggregate interest in T-Mobile US, at some future time, up to and including a non-controlling indirect 49.99 percent equity and voting interest.³⁰ That declaratory ruling, in accordance with Section 1.5001(c)(1) of the rules, specifically listed as covered by such ruling T-Mobile License, Sprint Realty and Nextel West (among other licensee subsidiaries of T-Mobile USA) and

²⁷ 47 C.F.R. § 1.923(e).

²⁸ *Id.* § 1.1307.

²⁹ See IBFS File No. ISP-PDR-20180618-00002 (filed June 18, 2018), granted by *Merger Approval Order*, ¶¶ 361-63.

³⁰ *Id.*

the types of wireless service licenses that are the subject of the instant transaction. The foreign ownership in the licensees as approved has not materially changed since November 5, 2019 and will not be affected by the instant transaction.

Conclusion

The Parties respectfully submit that T-Mobile License, Sprint Realty, Nextel West, Cellco and Alltel are qualified to obtain the applicable spectrum licenses referenced above and that Commission approval of the requested assignments will serve the public interest, convenience and necessity. Accordingly, the Parties respectfully request that the Commission grant the instant applications.

T-Mobile Licensee	Geographic Area										Assignment Type	VZW Assignee
	Market Type	#	Market Name	FIPS	Market Counties	Call Sign	Band	Block	MHz	Frequencies	Full / Partition	
Sprint Spectrum Realty Company, LLC	BTA	77	Cheyenne, WY	56021	Laramie	KNLF243	PCS	A3/A4	20	1850-1860; 1930-1940	Partition	Cellco Partnership
Sprint Spectrum Realty Company, LLC	BTA	77	Cheyenne, WY	56001	Albany	KNLF243	PCS	A3/A4	20	1850-1860; 1930-1940	Partition	Cellco Partnership
Nextel West Corp.	EA	172		15009	Maui	WQGB380	AWS	E	10	1740-1745; 2140-2145	Partition	Cellco Partnership
Nextel West Corp.	EA	172		15007	Kauai	WQGB380	AWS	E	10	1740-1745; 2140-2145	Partition	Cellco Partnership
Nextel West Corp.	EA	172		15005	Kalawao	WQGB380	AWS	E	10	1740-1745; 2140-2145	Partition	Cellco Partnership

VZW Licensee	Geographic Area					Call Sign					Assignment Type	T-Mobile Assignee
	Market Type	#	Market Name	FIPS	Market Counties							
Cellco Partnership	BTA	77	Cheyenne, WY	56001	Albany	KNLH660	PCS	D	10	1865-1870 / 1945-1950	Full	Nextel West
Cellco Partnership	MTA	22	Cheyenne, WY	56001	Albany	WQYH216	PCS	A5	10	1860-1865 / 1940-1945	Full	Nextel West
Cellco Partnership	BTA	77	Cheyenne, WY	56021	Laramie	KNLH660	PCS	D	10	1865-1870 / 1945-1950	Full	Nextel West
Cellco Partnership	MTA	22	Cheyenne, WY	56021	Laramie	WQYH216	PCS	A5	10	1860-1865 / 1940-1945	Full	Nextel West
Cellco Partnership	FIPS	02090	Fairbanks North Star Borough	02090	Fairbanks North Star Borough	WRVK230	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	Nextel West
Cellco Partnership	FIPS	02090	Fairbanks North Star Borough	02090	Fairbanks North Star Borough	WRVK231	2.5 GHz	2	50.5	2551.5-2602 / 0-0	Full	Nextel West
Cellco Partnership	FIPS	04013	Maricopa	04013	Maricopa	WRVK232	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	Nextel West
Cellco Partnership	FIPS	17179	Tazewell	17179	Tazewell	WRVK233	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	Nextel West
Cellco Partnership	FIPS	21125	Laurel	21125	Laurel	WRVK234	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	Nextel West
Cellco Partnership	FIPS	21185	Oldham	21185	Oldham	WRVK235	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	Nextel West
Cellco Partnership	FIPS	36117	Wayne	36117	Wayne	WRVK236	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	Nextel West
Cellco Partnership	FIPS	37065	Edgecombe	37065	Edgecombe	WRVK237	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	T-Mobile License LLC
Cellco Partnership	FIPS	40125	Pottawatomie	40125	Pottawatomie	WRVK238	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	T-Mobile License LLC
Cellco Partnership	FIPS	40125	Pottawatomie	40125	Pottawatomie	WRVK239	2.5 GHz	2	50.5	2551.5-2602 / 0-0	Full	T-Mobile License LLC
Cellco Partnership	FIPS	55133	Waukesha	55133	Waukesha	WRVK240	2.5 GHz	1	49.5	2502-2551.5 / 0-0	Full	Nextel West
Cellco Partnership	FIPS	55133	Waukesha	55133	Waukesha	WRVK241	2.5 GHz	2	50.5	2551.5-2602 / 0-0	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21001	Adair	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21021	Boyle	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21045	Casey	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21053	Clinton	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21079	Garrard	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21087	Green	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21137	Lincoln	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21147	McCreary	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21151	Madison	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21199	Pulaski	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21203	Rockcastle	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21207	Russell	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21217	Taylor	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	96	Richmond, KY	21231	Wayne	WRAM732	600 MHz	A	10	617-622 / 663-668	Full	Nextel West
Cellco Partnership	PEA	112	Bowling Green, KY	21003	Allen	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21009	Barren	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21031	Butler	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21057	Cumberland	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21061	Edmonson	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21099	Hart	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21141	Logan	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21169	Metcalfe	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21171	Monroe	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21213	Simpson	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21219	Todd	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	21227	Warren	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47027	Clay	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47035	Cumberland	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47049	Fentress	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47087	Jackson	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47111	Macon	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47133	Overton	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47137	Pickett	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47141	Putnam	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC
Cellco Partnership	PEA	112	Bowling Green, KY	47169	Trousdale	WRAM746	600 MHz	A	10	617-622 / 663-668	Full	T-Mobile License LLC

	VZW Licensee	Geographic Area										Assignment Type	T-Mobile Assignee
		Market Type	#	Market Name	FIPS	Market Counties	Call Sign	Band	Block	MHz	Frequencies	Full / Partition / Disaggregated	
	Cellco Partnership	PEA	162	Elizabethtown, KY	18025	Crawford	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	18061	Harrison	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	18175	Washington	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21027	Breckinridge	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21085	Grayson	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21093	Hardin	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21123	Larue	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21155	Marion	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21163	Meade	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21179	Nelson	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21215	Spencer	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Cellco Partnership	PEA	162	Elizabethtown, KY	21229	Washington	WRAM748	600 MHz	G	10	647-652 / 693-698	Full	Nextel West
	Alltel Corporation	BTA	443	Texarkana, TX-AR	5057	Hempstead	WPZI372	PCS	C	5	1895.0-1897.5, 1975.0-1977.5	Full	T-Mobile License LLC
	Alltel Corporation	BTA	443	Texarkana, TX-AR	5073	Lafayette	WPZI372	PCS	C	5	1895.0-1897.5, 1975.0-1977.5	Full	T-Mobile License LLC
	Alltel Corporation	BTA	443	Texarkana, TX-AR	48067	Cass	WPZI373	PCS	C	5	1895.0-1897.5, 1975.0-1977.5	Full	Nextel West
	Alltel Corporation	BTA	443	Texarkana, TX-AR	5057	Hempstead	WQBK369	PCS	C	5	1897.5-1900.0, 1977.5-1980.0	Full	T-Mobile License LLC
	Alltel Corporation	BTA	443	Texarkana, TX-AR	5073	Lafayette	WQBK369	PCS	C	5	1897.5-1900.0, 1977.5-1980.0	Full	T-Mobile License LLC
	Alltel Corporation	BTA	443	Texarkana, TX-AR	48067	Cass	WQBK372	PCS	C	5	1897.5-1900.0, 1977.5-1980.0	Full	Nextel West