

**DESCRIPTION OF TRANSACTION  
AND PUBLIC INTEREST STATEMENT**

Tradewinds Wireless Holdings, LLC (“Assignor” or “Tradewinds”) and Grizzly Wireless L.L.C. (“Assignee” or “Grizzly”) hereby seek Federal Communications Commission (“Commission”) consent to the assignment the 600 MHz band licenses specified in Attachment A (the “600 MHz Licenses”). For the reasons set forth below, approval of the proposed license assignment would serve the public interest, convenience and necessity.

**Description of Transaction**

Pursuant to the terms of a License Purchase Agreement, Tradewinds will, following receipt of the Commission’s consent, assign to Grizzly all of its right, interest and title to the 600 MHz Licenses. Grizzly is a newly-formed, wholly-owned subsidiary of EchoStar Corporation, whose qualifications to acquire the 600 MHz Licenses are a matter of public record.<sup>1</sup>

**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.<sup>2</sup> 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 to be a licensee.<sup>3</sup> 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 any public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.<sup>4</sup> Third, the Commission employs a balancing test that weighs any potential public interest harms of the transaction against any potential public interest benefits.<sup>5</sup>

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.<sup>6</sup> The instant transaction

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<sup>1</sup> Additional information Grizzly’s ownership may be found in its FCC Form 602 ownership reports. See ULS Form 602 File No. 0011492960 (filed for EchoStar Corporation, Grizzly’s corporate parent, on Mar. 20, 2025).

<sup>2</sup> 47 U.S.C. § 310(d).

<sup>3</sup> See, e.g., *Applications of T-Mobile US, Inc., and Sprint Corporation*, 34 FCC Rcd 10578, 10595-96 (2019); *Application of Celco 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).

<sup>4</sup> *Id.*

<sup>5</sup> *Id.*

<sup>6</sup> 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).

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 600 MHz Licenses are not subject to the FCC's unjust enrichment rules or any other transferability or eligibility restrictions. Likewise, the proposed transaction does not raise competitive concerns. While there is a geographic overlap between the 600 MHz Licenses and other spectrum attributable to Grizzly, the resulting spectrum aggregation does not exceed the Commission's applicable spectrum screens and thus does not raise any competitive concerns.<sup>7</sup>

With regard to Grizzly (and its affiliates), the net increase in 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. Moreover, other wireless carriers continue to hold significant levels of attributable spectrum in all of these areas. *See* Exhibit C. Finally, the proposed transaction will serve the public interest by enabling Grizzly and its parent EchoStar to obtain important low-band spectrum to support long-term business objectives.

Inasmuch as Tradewinds has not undertaken any construction activities, there will be no subscriber impact and thus, no subscriber transition plan is required.

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

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<sup>7</sup> 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).

## ATTACHMENT A: 600 MHz LICENSES

NO.	CALL SIGN	SPECTRUM TYPE	PEA	PEA NAME	CHANNEL BLOCK	EXPIRATION DATE
1	WRAM783	600 MHz	PEA342	Mitchell, SD	A	1/9/2028
2	WRAM784	600 MHz	PEA290	Watertown, SD	A	1/9/2028
3	WRAM785	600 MHz	PEA276	Rapid City, SD	G	1/9/2028
4	WRAM786	600 MHz	PEA276	Rapid City, SD	F	1/9/2028
5	WRAM787	600 MHz	PEA307	Yankton, SD	A	1/9/2028
6	WRAM788	600 MHz	PEA394	Martin, SD	A	1/9/2028
7	WRAM789	600 MHz	PEA348	Aberdeen, SD	A	1/9/2028
8	WRAM790	600 MHz	PEA286	Sioux Falls, SD	G	1/9/2028
9	WRAM791	600 MHz	PEA286	Sioux Falls, SD	F	1/9/2028