

## DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

United States Cellular Corporation, and its wholly owned subsidiary, United States Operating Company, LLC (collectively, “USCC”) and Nsight Spectrum, LLC (“Nsight,” and together with USCC, the “Applicants”) seek Federal Communications Commission (“Commission”) consent to the proposed assignment of the C-Band and CBRS licenses listed below in Schedule A (the “Licenses”) from USCC to Nsight.

The proposed transaction involves only the assignment of spectrum; it does not include the transfer of customers or any network assets or facilities. There are no related international Section 214 or other wireless authorizations involved in the proposed transaction, and there is no customer transition issues related to this application. The proposed transaction will provide Nsight with additional spectrum capacity, which will help it meet the demands of its customers for broadband wireless services in the counties covered by the Licenses.

The proposed transaction will have no adverse competitive effects. As shown in **Exhibit 2**, upon closing Nsight will hold at most 292 MHz in any of the counties associated with the Licenses, which is below the applicable spectrum screen. **Exhibit 3** depicts the current licensed providers in each of the counties associated with the Licenses. As shown in Exhibit 3, multiple providers currently operate in the counties and will continue to do so after closing. As a result, consumers will continue to have a variety of choices among providers that offer service within the counties.

Nsight’s financial, technical, and legal qualifications to hold and control FCC licenses are matters of public record. Moreover, the proposed spectrum assignment will fully comply with the Commission’s rules and will not require any rule waivers. For these reasons, the proposed transaction will serve the public interest, and the Applicants request prompt Commission approval.

Schedule A

<b>Call Sign</b>	<b>Radio Service</b>	<b>Market</b>	<b>Frequencies</b>
WRNL503	PM – 3.7 GHz	PEA185 – Marquette, MI	3860-3980 MHz
WRTU905	PL – 3.5 GHz PAL	D55017 – Chippewa, WI	10 MHz between 3550-3560 MHz
WRTU906	PL – 3.5 GHz PAL	D55017 – Chippewa, WI	10 MHz between 3550-3560 MHz
WRTY909	PL – 3.5 GHz PAL	D55035 – Eau Claire, WI	10 MHz between 3550-3560 MHz
WRTU910	PL – 3.5 GHz PAL	D55035 – Eau Claire, WI	10 MHz between 3550-3560 MHz