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Admitted in: KS, MA, ME, MO, NY

July 15, 2025

VIA ONLINE PORTAL

Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, KS 66604-4027

Re: Docket No. 25-USCZ-367-ETC
FCC Approval

To Whom It May Concern:

On behalf of USCOC of Nebraska/Kansas, LLC, and Kansas #15, LP, d/b/a U.S. Cellular ("UScellular"), as required per the Order Granting Relinquishment of Eligible Telecommunications Carrier Designated at ordered paragraph B, dated July 15, 2025, UScellular hereby submits a copy of the FCC Memorandum Opinion and Order, dated July 11, 2025.

Please let me know if you have any questions.

Sincerely,

Lisa A. Gilbreath

Enclosure
cc: Service List (modified March 31, 2025)

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of	)	
	)	
Applications of T-Mobile US, Inc. and United States Cellular Corporation	)	GN Docket No. 24-286
	)	
	)	
For Consent to Transfer Control of Licenses, Authorizations, and Leases	)	
	)	

MEMORANDUM OPINION AND ORDER

Adopted: July 11, 2025 **Released: July 11, 2025**

By the Acting Chief, Wireless Telecommunications Bureau, and Acting Chief, Office of International Affairs:

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I. INTRODUCTION

1. In this Memorandum Opinion and Order, we approve the Applications of T-Mobile US, Inc. (T-Mobile) and United States Cellular Corporation (UScellular, together with T-Mobile, the Applicants), filed pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended (the Act),[1] seeking Federal Communications Commission (Commission or FCC) approval to transfer control and assign to T-Mobile certain spectrum licenses, an international section 214 authorization, and spectrum leases held by UScellular and its subsidiaries.[2]

2. Under the proposed transaction, T-Mobile would acquire UScellular's wireless operations, customers, and approximately 30% of UScellular's licensed spectrum.[3] Although the transaction triggers our initial screens in certain markets, that is only the first step in our review. After a careful and thorough review of the record in coordination with the Office of Economics and Analytics (OEA), we find that the proposed transfer of control and assignment of licenses and authorizations to T-Mobile will serve the public interest, convenience, and necessity. In particular, our competitive analysis demonstrates the transaction is unlikely to harm the public interest. We note that mobile broadband consumers depend on competition to motivate innovation that, in turn, promotes consumer benefits that the industry has already delivered and will deliver in the future. While we analyze a traditional product market for the provision of mobile telephony/broadband services for purposes of the Commission's initial screens, we recognize that the nature of these services is continually evolving. For example, in addition to the traditional facilities-based wireless providers that T-Mobile competes with, cable companies have become an increasingly significant competitive presence in mobile broadband, offering mobile wireless services at competitive prices. Also, UScellular, based on the record, has struggled to attract and retain

[1] 47 U.S.C. §§ 214, 310(d).

[2] Applications of T-Mobile US, Inc. and United States Cellular Corporation for Transfer of Control and Assignment of Certain Licenses, Authorizations, and Leases, GN Docket No. 24-286, ULS File No. 0011180491 (Lead Section 310(d) Application) (filed Sept. 13, 2024); Application of T-Mobile US, Inc. and United States Cellular Corporation for Assignment of International Section 214 Authorization, ICFS File No. ITC-ASG-20240913-00139 (filed Sept. 13, 2024) (T-Mobile/UScellular Applications or Applications).

[3] *T-Mobile and UScellular Seek FCC Consent to the Proposed Transfer of Control and Assignment of Certain Spectrum Licenses, Authorizations, and Spectrum Leases Held by UScellular to T-Mobile*, GN Docket No. 24-286, Public Notice, 39 FCC Rcd 11710, 11710 (WTB/OEA Oct. 30, 2024) (*Pleading Cycle Public Notice*).

customers in recent years, and we find that it has been unable to act as a significant competitive constraint on the three nationwide providers. Accordingly, based on our review of the record and in-depth analysis of the data, we find that the transaction is unlikely to lead to anti-competitive unilateral or coordinated effects and is unlikely to harm the public interest.

3. Further, our review of the record demonstrates that the proposed transaction is likely to result in substantial public interest benefits, due in large part to increased network efficiencies and spectrum utilization, which will result in additional capacity and coverage benefits, including in rural areas. In addition, T-Mobile will have the ability to offer improved fixed wireless access (FWA) service to current and new FWA users with higher speeds and capacity than was possible with either of the standalone companies. In an economy increasingly dependent upon access to broadband services for innovation in a wide variety of sectors and services, these network deployment synergies will yield significant public interest benefits. For these reasons, we conclude that the public interest, convenience and necessity would be served by approving these Applications.

II. BACKGROUND

A. Description of the Applicants

1. T-Mobile

4. T-Mobile is a publicly traded Delaware corporation controlled by Deutsche Telekom AG (Deutsche Telekom).[4] T-Mobile and its subsidiaries offer nationwide wireless voice and data services to consumer and business customers; they provide service to approximately 129.5 million postpaid and prepaid customers, as of December 31, 2024, as well as offering a wide selection of wireless devices and accessories.[5] In addition, T-Mobile offers a fixed wireless product that is available to tens of millions of domestic households where T-Mobile has excess network capacity.[6] T-Mobile reported 2024 total revenues of approximately $81 billion, with an operating income of approximately $18 billion.[7]

2. UScellular

5. UScellular is a publicly traded Delaware corporation that is a majority-owned subsidiary of Telephone and Data Systems, Inc. (TDS).[8] UScellular serves approximately 4.5 million customers across portions of 21 states in various geographies, with approximately 40% of its covered population in rural areas.[9] UScellular's offerings include postpaid and prepaid wireless voice, data, messaging service, in-home/business broadband (fixed wireless access), and Internet of Things (IoT) services.[10] UScellular

[4] T-Mobile/UScellular Applications, Description of Transaction, Public Interest Statement, and Related Demonstrations, at 1-2 (Public Interest Statement).

[5] T-Mobile US, Inc., SEC Form 10-K, at 6-7 (filed Jan. 31, 2025) (79% postpaid customers, 16% prepaid customers, and 5% wholesale and other services).

[6] T-Mobile US, Inc., SEC Form 10-K, at 6 (filed Jan. 31, 2025).

[7] T-Mobile US, Inc., SEC Form 10-K, at 33 (filed Jan. 31, 2025).

[8] Public Interest Statement at 3.

[9] Public Interest Statement at iii, 2, 26. The Applicants state that UScellular's calculation of covered population in rural areas is based on Metropolitan Statistical Areas. Public Interest Statement at 2 & n.6. Regarding rural areas, the Applicants state, "Unless otherwise noted, the Applicants utilize the Commission's baseline definition of 'rural areas' as those counties with a population density of 100 or fewer persons per square mile (based upon the most recently available Census data)." Public Interest Statement at 26 & n.107 (citing *Facilitating the Provision of Spectrum-Based Services to Rural Areas and Promoting Opportunities for Rural Telephone Companies to Provide Spectrum-Based Services*, WT Docket No. 02-381, Report and Order and Further Notice of Proposed Rulemaking, 19 FCC Rcd 19078, 19087-88, para. 11 (2004)); *see also* 47 CFR § 1.2110(f)(4)(B).

[10] Public Interest Statement at 2-3.

also owns approximately 4,400 towers that it uses to support its own network as well as lease space on these towers to other providers.[11] It reported 2024 total revenues of approximately $3.8 billion.[12]

B. Description of the Transaction

6. On May 24, 2024, TDS, UScellular, T-Mobile, and USCC Wireless Holdings, LLC (USCC Holdings) entered into a Securities Purchase Agreement (Purchase Agreement), pursuant to which, among other terms, UScellular agreed to sell its wireless operations and select spectrum assets to T-Mobile for $4.4 billion, payable in cash and the assumption of certain debt.[13] According to the Applicants, the wireless operations include: subscribers, network assets and operations (excluding owned towers), sales and distribution, and customer care.[14] Under the Purchase Agreement, T-Mobile will acquire approximately 30% of UScellular's spectrum portfolio, including all of the company's 600 MHz, 2.5 GHz, and 24 GHz, as well as the majority of its 700 MHz A Block, Advanced Wireless Services (AWS), and Personal Communications Service (PCS) holdings.[15] The transaction involves the acquisition of wireless assets in 198 Cellular Market Areas (CMAs) of the 734 CMAs nationwide, covering approximately 10% of the U.S. population.[16]

7. At the closing of the proposed transaction, T-Mobile and UScellular will also enter into a Master License Agreement (MLA), pursuant to which, among other terms, T-Mobile will: (a) license from UScellular, for a minimum of 15 years, space on a minimum of approximately 2,000 existing or to-be-constructed towers owned by UScellular; and (b) extend the license term for the approximately 600 towers owned by UScellular on which T-Mobile is already a tenant for a new 15-year term commencing at closing.[17] In addition, the MLA provides for an interim license on an additional approximately 1,800 towers owned by UScellular in furtherance of a smooth transition.[18]

8. Also pursuant to the Purchase Agreement, the Applicants state that in order to assist with transitioning UScellular's customers to T-Mobile's network for continuity of service during integration, the parties have filed a series of short-term spectrum manager leases for a period not to exceed one year after the closing of this transaction.[19] Following the transition of customers, spectrum licenses for the

[11] Public Interest Statement at 3.

[12] United States Cellular Corporation, SEC Form 10-K, at 28 (filed Feb. 21, 2025).

[13] Telephone and Data Systems, Inc., SEC Form 8-K, Purchase Agreement, at 3 (filed May 28, 2024) (TDS May 28 Form 8-K, Purchase Agreement); *see also* Public Interest Statement at 3-4. The transaction conceptually will involve two major steps: (1) the *pro forma* restructuring of UScellular such that the assets being sold to T-Mobile will be moved into USCC Holdings; and (2) the transfer of USCC Holdings from UScellular to T-Mobile. Following the completion of these steps, USCC Holdings and its subsidiaries will be indirect, wholly owned subsidiaries of T-Mobile and their FCC licenses and authorizations will be indirectly controlled by T-Mobile. Public Interest Statement at 3-4.

[14] Telephone and Data Systems, Inc., SEC Form 8-K, Press Release and Presentation, at 10 (filed May 28, 2024); *see also* Joint Opposition of T-Mobile US, Inc. and United States Cellular Corporation at 25 (filed Jan. 8, 2025) (Joint Opposition).

[15] TDS May 28 Form 8-K, Purchase Agreement at 10; *see also* Public Interest Statement, Appx. B, Declaration of Ankur Kapoor ¶¶ 6-8 (Sept. 13, 2024) (Public Interest Statement, Kapoor Decl.).

[16] Public Interest Statement at 31, 35; Public Interest Statement, Appx. E, Declaration of Jonathan Orszag ¶ 126 (Sept. 13, 2024) (Public Interest Statement, Orszag Decl.); *see also* Joint Opposition at 17 & n.76.

[17] TDS May 28 Form 8-K, Purchase Agreement at 4; *see also* Telephone and Data Systems, Inc., SEC Form 8-K, Press Release and Presentation, at 10 (filed May 28, 2024); Joint Opposition at 25.

[18] TDS May 28 Form 8-K, Purchase Agreement at 4.

[19] TDS May 28 Form 8-K, Purchase Agreement at 5; Public Interest Statement at 4; *see also Pleading Cycle Public Notice* at 1 .

remaining 70% of UScellular's spectrum will be retained by UScellular and transferred to other third parties.[20]

9. The Applicants argue that the proposed transaction is beneficial for several reasons, including: (1) T-Mobile's commitment to serve rural and other hard-to-connect communities across the United States; (2) more competitive choices for UScellular customers benefiting from T-Mobile's greater resources and ability to provide lower prices, more robust plans, and a better network experience; and (3) access to T-Mobile's 5G network, enhanced by UScellular's spectrum and leased tower assets.[21] They explain that T-Mobile's spectrum depth and the extent of its coverage in UScellular's footprint are lower on average than elsewhere in the country and, as a result of the transaction, T-Mobile will acquire spectrum that is complementary to its current holdings.[22] T-Mobile contends that it will be able to deploy the UScellular spectrum on existing T-Mobile towers within the UScellular footprint almost immediately after closing of the transaction and at virtually no cost.[23] T-Mobile further asserts that it will use the network assets acquired from UScellular to enhance its network performance in UScellular's footprint, much of which encompasses rural areas.[24] T-Mobile asserts that the proposed transaction will result in a greater number of customers receiving faster speeds as 5G will become available across a much larger expanse of the combined network.[25] The resulting improved network, T-Mobile claims, will position it to provide more robust competition in regions where the company has been historically behind other mobile network operators (MNOs) in terms of subscribers.[26] In addition, T-Mobile asserts that substantial efficiencies will result that will allow T-Mobile to further innovate and enhance competition in these areas in the future.[27]

[20] UScellular has already filed applications for the assignment of certain spectrum to Verizon and AT&T. *See Wireless Telecommunications Bureau Accepts for Filing New Cingular Wireless PCS, LLC's and United States Cellular Corporation's Spectrum Assignment Applications*, WT Docket No. 25-150, Public Notice, DA 25-276, (WTB Mar. 26, 2025) (*AT&T-UScellular Transaction Public Notice*); *Wireless Telecommunications Bureau Accepts for Filing Cellco Partnership's and United States Cellular Corporation's Spectrum Assignment Applications*, WT Docket No. 25-192, Public Notice, DA 25-491 (WTB June 6, 2025) (*Verizon Wireless-UScellular Transaction Public Notice*).

[21] Public Interest Statement, Appx. C, Declaration of Laurent Therivel ¶¶ 55-57 (Sept. 13, 2024) (Public Interest Statement, Therivel Decl.); *see also* Public Interest Statement at 9-17; UScellular, UScellular and TDS Announce Sale of Wireless Operations and Select Spectrum Assets to T-Mobile for Approximately $4.4 Billion in Cash and Assumed Debt (May 28, 2024), https://investors.uscellular.com/news/news-details/2024/UScellular-and-TDS-Announce-Sale-of-Wireless-Operations-and-Select-Spectrum-Assets-to-T-Mobile-for-Approximately-4.4-Billion-in-Cash-and-Assumed-Debt/default.aspx.

[22] Public Interest Statement at 17-18; Public Interest Statement, Kapoor Decl. ¶¶ 2-4, 6.

[23] Public Interest Statement at 18; Public Interest Statement, Kapoor Decl. ¶¶ 6, 12.

[24] Public Interest Statement at 18; Public Interest Statement, Kapoor Decl. ¶¶ 2-3, 9-13, 20, 22-23.

[25] Public Interest Statement at 22; Public Interest Statement, Kapoor Decl. ¶ 14; *see also* Press Release, T-Mobile, T-Mobile to Acquire UScellular Wireless Operations and Deliver Exceptional Value, a Superior 5G Experience and Unparalleled Benefits to Millions of Customers (May 28, 2024), https://www.t-mobile.com/news/business/uscellular-acquisition-operations-assets.

[26] Public Interest Statement at 18; Public Interest Statement, Kapoor Decl. ¶¶ 2-4; Public Interest Statement, Appx. A, Declaration of Michael Katz ¶¶ 10-11 (Sept. 13, 2024) (Public Interest Statement, Katz Decl.).

[27] Public Interest Statement at 18; Public Interest Statement, Katz Decl. ¶¶ 6, 10, 12.

C. Transaction Review Process

10. T-Mobile and UScellular filed their Applications on September 13, 2024.[28] On October 30, 2024, a Public Notice was released accepting the Applications for filing and establishing a pleading cycle for petitions to deny, oppositions, and replies.[29] On November 26, 2024, the Wireless Telecommunications Bureau (WTB) issued a Public Notice[30] and a Protective Order[31] regarding access to Numbering Resource Utilization and Forecast (NRUF) reports filed by carriers engaged in the provision of wireless telecommunications services and disaggregated, carrier-specific local number portability (LNP) data related to wireless telecommunications carriers. On December 9, 2024, five petitions to deny[32] and two comments[33] were timely filed. Four oppositions were filed, including a joint opposition from T-Mobile and UScellular, on January 8, 2025.[34] On January 28, 2025, five replies were filed.[35]

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[28] T-Mobile/UScellular Applications. On September 11, 2024, in anticipation of the filing of the applications, the Commission opened a docket and articulated the *ex parte* procedures related to the proposed transaction in a Public Notice, and WTB issued a Protective Order regarding the submission and handling of confidential and highly confidential information. *Federal Communications Commission Opens Docket For Proposed Transfer of Wireless Operations, Customers, and Certain Spectrum Licenses and Spectrum Leases of UScellular to T-Mobile*, GN Docket No. 24-286, Public Notice, DA 24-925 (WTB/OEA Sept. 11, 2024); *Applications of T-Mobile US, Inc. and United States Cellular Corporation for Consent To Transfer Control of Licenses and Authorizations*, GN Docket No. 24-286, Protective Order, DA 24-928 (WTB Sept. 11, 2024).

[29] *Pleading Cycle Public Notice*, 39 FCC Rcd at 11710.

[30] *Applications of T-Mobile and UScellular for Proposed Transfer of Wireless Operations, Customers, and Certain Spectrum Licenses and Leases; NRUF Reports and LNP Reports Placed Into the Record, Subject to the Protective Order*, GN Docket No. 24-286, CC Docket No. 99-200, Public Notice, DA 24-1190 (WTB/OEA Nov. 26, 2024).

[31] *Applications of T-Mobile US, Inc. and United States Cellular Corporation for Consent to Transfer Control of Licenses, Authorizations, and Leases*, GN Docket No. 24-286, NRUF/LNP Protective Order, DA 24-1191 (WTB Nov. 26, 2024).

[32] Communications Workers of America Petition to Deny (CWA Petition); EchoStar Petition to Deny (EchoStar Petition); Mark J. O'Connor, Sara F. Leibman Petition to Hold in Abeyance, Deny, or Dismiss (O'Connor/Leibman Petition); Public Knowledge, Open Technology Institute at New America, Benton Institute for Broadband & Society, Access Humboldt, Institute for Local Self-Reliance (Public Knowledge et al. Petition); and Rural Wireless Association Petition to Deny (RWA Petition). Zafa II LLC and HMZ Madison Inc. (Zafa) also filed a Petition for Review, but subsequently requested via email that the FCC remove its petition from the record. Accordingly, we treat Zafa's petition as withdrawn even though Zafa failed to formally withdraw in the Commission's electronic comment filing system. Emails from Henry Zachs, manager HMZ Madison Inc., Zafa, to Joel Rabinovitz, special counsel, Office of the General Counsel, FCC, et al. (Dec. 16 and 18, 2024).

[33] *See* Computer and Communications Industry Association (CCIA) Comments; Redzone Wireless Comments. There are also filings that are titled "Comments" that were filed after the established petition/comment deadline of December 9, 2024, as specified in the Public Notice. *Pleading Cycle Public Notice* at 1. Pursuant to Commission rules, because these comments were not filed by the deadline, they will be treated as *ex parte* filings. 47 CFR§ 1.419(b). Filings submitted after the December 9, 2024 deadline include letters from the International Center for Law & Economics (ICLE *Ex Parte* Letter); the Conference of National Black Churches (CNBC *Ex Parte* Letter); StartOut (StartOut *Ex Parte* Letter); the American Consumer Institute (ACI *Ex Parte* Letter); the Association of Women's Business Centers (AWCB *Ex Parte* Letter); Jeffrey Westling, Director, Technology & Innovation Policy, the American Action Forum, in his individual capacity (Westling *Ex Parte* Letter); TechFreedom (TechFreedom *Ex Parte* Letter); the League of United Latin American Citizens (LULAC *Ex Parte* Letter); the US Black Chambers, Inc. and United States Hispanic Chamber of Commerce; the Center for Individual Freedom (CFIF *Ex Parte* Letter); AT&T (AT&T *Ex Parte* Letter); and the Farm Bureaus of Kansas, Oregon, Washington and Wisconsin (Kansas Farm Bureau et al. *Ex Parte* Letter).

[34] The Free State Foundation Opposition (FSF Opposition); Information Technology & Innovation Foundation Opposition (ITIF Opposition); Joint Opposition; UScellular Opposition to O'Connor/Leibman Petition.

11. On December 27, 2024, pursuant to section 308(b) of the Communications Act, WTB and OEA requested additional information and documents from T-Mobile and UScellular.[36] T-Mobile submitted responses to the information and data requests on a rolling basis from January 8, 2025, through May 21, 2025.[37] UScellular submitted responses to the information and data requests on a rolling basis from January 17, 2025, through May 21, 2025.[38] On April 22, 2025, WTB and OEA requested information and documents from certain wireless and cable service providers.[39] The wireless and cable

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[35] Advanced Communications Law & Policy Institute Reply (ACLP Reply); EchoStar Reply; O'Connor/Leibman Reply; Public Knowledge et al. Reply; RWA Reply.

[36] Letter from Joel Taubenblatt, Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Nancy J. Victory, Counsel to T-Mobile, GN Docket 24-286 (rel. Dec. 27, 2024) (T-Mobile Request); Letter from Joel Taubenblatt, Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Christine M. Crowe, Counsel to UScellular, GN Docket 24-286 (rel. Dec. 27, 2024) (UScellular Request).

[37] *See* Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Jan. 8, 2025) (T-Mobile Jan. 8 Response); Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Jan. 17, 2025) (T-Mobile Jan. 17 Response); Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Feb. 3, 2025) (T-Mobile Feb. 3 Response); Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Feb. 27, 2025) (T-Mobile Feb. 27 Response); Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Mar. 17, 2025) (T-Mobile Mar. 17 Response); Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Apr. 10, 2025) (T-Mobile Apr. 10 Response); Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 2, 2025) (T-Mobile May 2 Response); Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 12, 2025) (T-Mobile May 12 Response); Letter from Nancy J. Victory, Counsel to T-Mobile, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 20, 2025) (T-Mobile May 20 Response). T-Mobile filed responses to the Data Request on January 22, 2025, February 3, 2025, March 17, 2025, April 10, 2025, May 2, 2025, May 12, 2025, May 16, 2025, and May 20, 2025.

[38] Letter from Christine M. Crowe, Counsel for UScellular, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Jan. 17, 2025) (UScellular Jan. 17 Response); Letter from Christine M. Crowe, Counsel for UScellular, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Jan. 30, 2025) (UScellular Jan. 30 Response); Letter from Christine M. Crowe, Counsel for UScellular, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Feb. 14, 2025) (UScellular Feb. 14 Response); Letter from Christine M. Crowe, UScellular, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Feb. 28, 2025) (UScellular Feb. 28 Response); Letter from Christine M. Crowe, UScellular, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Mar. 4, 2025) (UScellular Mar. 4 Response); Letter from Christine M. Crowe, Counsel for UScellular, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (Mar. 27, 2025) (UScellular Mar. 27 Response); Letter from Christine M. Crowe, UScellular, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 8, 2025) (UScellular May 8 Response); Letter from Christine M. Crowe, Counsel for UScellular, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 21, 2025) (UScellular May 21 Response). UScellular filed responses to the Data Request on February 28, 2025, March 27, 2025 and May 8, 2025.

[39] Letter from Joel Taubenblatt, Acting Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Anne Sokolin-Maimon, Vice President, Regulatory Affairs, Mediacom Communications Corporation, GN Docket 24-286 (rel. Apr. 22, 2025); Letter from Joel Taubenblatt, Acting Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Jeffrey H. Blum, Executive Vice President, External & Legislative Affairs, EchoStar Corporation, GN Docket 24-286 (rel. Apr. 22, 2025); Letter from Joel Taubenblatt, Acting Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Cristina C. Chou, Vice President, Regulatory Affairs, Altice USA, Inc., GN Docket 24-286 (rel. Apr. 22, 2025); Letter from Joel Taubenblatt, Acting Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Catherine Bohigian, Executive Vice President, Government Affairs, Charter Communications, Inc., GN Docket 24-286 (rel. Apr. 22, 2025); Letter from Joel Taubenblatt, Acting Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Barry Ohlson, Vice President, Regulatory Affairs, Cox Communications, Inc., GN Docket 24-286 (rel. Apr. 22, 2025); Letter from Joel Taubenblatt, Acting Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Hank Hultquist, Vice President,

(continued….)

service providers submitted materials in response to WTB and OEA's requests between May 13 and May 19, 2025.[40]

12. In connection with the transaction, the Applicants have also made filings with the U.S. Department of Justice (DOJ), Antitrust Division, the Committee on Foreign Investment in the United States (CFIUS), and various state public utility commissions. On November 26, 2025, at the request of DOJ, the Commission referred the Applications to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Service Sector (Committee) for its views on any national security or law enforcement concerns related to the Applications and deferred action on the Applications until the Committee completed its review.[41] On June 20, 2025, the National Telecommunications and Information Administration (NTIA) filed a letter stating that "the Committee has reviewed the applications and has no recommendation at this time to the Commission approving the applications and no objection to the Commission granting [them]."[42]

III. STANDARD OF REVIEW AND PUBLIC INTEREST FRAMEWORK

13. Pursuant to sections 214(a) and 310(d) of the Act,[43] we must determine whether the proposed transfer of control and assignment to T-Mobile of licenses and authorizations held and

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Federal Regulatory, AT&T Services, Inc, GN Docket 24-286 (rel. Apr. 22, 2025); Letter from Joel Taubenblatt, Acting Chief, WTB, and Kate Matraves, Acting Chief, OEA, to Brian Josef, Vice President, Comcast Corporation, GN Docket 24-286 (rel. Apr. 22, 2025); Letter from Joel Taubenblatt, Acting Chief, WTB, and Kate Matraves, Acting Chief, OEA, to William H. Johnson, Senior Vice President & Deputy General Counsel, Verizon Communications Inc., GN Docket 24-286 (rel. Apr. 22, 2025).

[40] Letter from Richard C. Landon, Counsel for Mediacom Communications Corporation, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 13, 2025) (Mediacom Request Response); Letter from Jeffrey H. Blum, Executive Vice President, External & Legislative Affairs, EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 13, 2025) (EchoStar Request Response); Letter from Tara M. Corvo, Counsel for Altice USA, Inc., to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 13, 2025) (Altice Request Response); Letter from Catherine Wang and Patricia Cave, Counsel for Charter Communications, Inc., to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 13, 2025) (Charter Request Response); Letter from Christina E. Fahmy, Counsel for Cox Communications, Inc., to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 19, 2025) (Cox Request Response); Letter from Maureen R. Jeffreys, Counsel for AT&T Services, Inc., to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 13, 2025) (AT&T Request Response); Letter from Melanie A. Medina, Counsel for Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 13, 2025) (Comcast Request Response); Letter from Joshua S. Turner, Counsel for Verizon Communications Inc., to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (May 13, 2025) (Verizon Request Response).

[41] *T-Mobile-UScellular Transfer of Control and Assignment Applications Referred To The Committee for the Assessment of Foreign Participation in the United States Telecommunications Service Sector*, GN Docket No. 24-286, Public Notice, DA 24-1194 (OIA/WTB Nov. 26, 2025) (*Referral Public Notice*) (citing Letter from Makenzie B. Skopowski, Attorney Advisor, Foreign Investment Review Section, National Security Division, DOJ, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286, ICFS File No. ITC-ASG-20240913-00139 (filed Nov. 19, 2024)); *see also Committee for the Assessment of Foreign Participation in the United States Telecommunications Service Sector Reviewing T-Mobile-UScellular Transfer of Control and Assignment Applications*, GN Docket No. 24-286, Public Notice, DA 24-1221 (OIA/WTB Dec. 5, 2024) (announcing the review by the Committee).

[42] Letter from Andrew Coley, NTIA, to Thomas Sullivan, Acting Chief, OIA, FCC, GN Docket No. 24-286, ITC-ASG-20240913-00139 (filed June 20, 2025).

[43] 47 U.S.C. §§ 214(a), 310(d). Section 310(d) of the Act requires that the Commission consider applications for transfer or assignment of Title III licenses under the same standard as if the proposed transferee or assignee were applying for licenses directly under section 308 of the Act, 47 U.S.C. § 308. *See, e.g.*, *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, WC Docket No. 16-403, Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585, para. 8 (2017) (*CenturyLink-Level*
(continued….)

controlled by UScellular and its subsidiaries will serve the public interest, convenience, and necessity. In making this determination, we first assess whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.[44]

14. If the proposed transaction does not violate a statute or rule, we then consider whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.[45] Our competitive analysis, which forms an important part of the public interest evaluation, is informed by, but not limited to, traditional antitrust principles.[46] The United States Department of Justice has independent authority to examine the competitive impacts of proposed mergers and transactions involving transfers of Commission licenses, but the Commission's competitive analysis under the public interest standard is somewhat broader, and often takes a more extensive view of potential and future competition and its impact on the relevant markets.[47] Notably, the Commission has determined it may impose and enforce transaction-related conditions to ensure that the public interest is served by the transaction.[48]

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3 Order); *Application of Verizon Communications Inc. and Straight Path Communications, Inc. for Consent to Transfer Control of Local Multipoint Distribution Service, 39 GHz, Common Carrier Point-to-Point Microwave, and 3650-3700 MHz Service Licenses*, ULS File No. 0007783428, Memorandum Opinion and Order, 33 FCC Rcd 188, 189, para. 5 & n.11 (WTB 2018) (*Verizon-Straight Path Order*); *Applications of GCI Communication Corp., ACS Wireless License Sub, Inc., ACS of Anchorage License Sub, Inc., and Unicom, Inc. for Consent to Assign Licenses to the Alaska Wireless Network, LLC*, WT Docket No. 12-187, WC Docket No. 09-197, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 10433, 10442, para. 23 & n.71 (2013) (*Alaska Wireless-GCI Order*).

[44] 47 U.S.C. § 310(d); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 8; *Verizon-Straight Path Order*, 33 FCC Rcd at 190, para. 5; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

[45] *See, e.g.*, *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *Verizon-Straight Path Order*, 33 FCC Rcd at 190, para. 5; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

[46] *See, e.g.*, *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *Verizon-Straight Path Order*, 33 FCC Rcd at 190, para. 6; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10443, para. 25; *see also Northeast Utils. Serv. Co. v. Fed. Energy Regulatory Comm'n*, 993 F.2d 937, 947 (1st Cir. 1993) (public interest standard does not require agencies "to analyze proposed mergers under the same standards that the Department of Justice . . . must apply").

[47] *See, e.g.*, *Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holdings Inc., Transferor to Sirius Satellite Radio Inc., Transferee*, MB Docket No. 07-57, Memorandum Opinion and Order and Report and Order, 23 FCC Rcd 12348, 12365-66, para. 32 (2008) (*XM-Sirius Order*); *AT&T Inc. and BellSouth Corporation Application for Transfer of Control*, WC Docket No. 06-74, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5674, para. 21 (2007) (*AT&T-BellSouth Order*); *Applications of Nextel Communications, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations, File Nos. 0002031766, et al.*, WT Docket No. 05-63, Memorandum Opinion and Order, 20 FCC Rcd 13967, 13978, para. 22 (2005) (*Sprint-Nextel Order*); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation for Consent to Transfer Control of Licenses and Authorizations, File Nos. 0001656065, et al.; Applications of Subsidiaries of T-Mobile USA, Inc. and Subsidiaries of Cingular Wireless Corporation for Consent to Assignment and Long-Term De Facto Lease of Licenses, File Nos. 0001771442, 0001757186, and 0001757204; Applications of Triton PCS License Company, LLC, AT&T Wireless PCS, LLC, and Lafayette Communications Company, LLC for Consent to Assignment of Licenses, File Nos. 0001808915, 0001810164, 0001810683, and 50013CWAA04*, WT Docket Nos. 04-70, 04-254, and 04-323, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21545, para. 42 (2004) (*Cingular-AT&T Wireless Order*).

[48] *See, e.g.*, *Applications of AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-90, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9141, para. 22 (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*, MB Docket No. 10-56, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4249, para. 25 (2011); *Application of EchoStar Communications Corp., (A Nevada*
(continued….)

15. If we determine that a transaction raises no public interest harms or that any such harms have been ameliorated by the Commission-imposed conditions or voluntary commitments, we next consider a transaction's public interest benefits. Applicants bear the burden of proving those benefits by a preponderance of the evidence.[49] As part of our public interest authority, we may impose conditions to ensure for the public the transaction-related benefits claimed by the Applicants.[50]

16. Finally, if we are able to find that transaction-related conditions are able to ameliorate any public interest harms and the transaction is in the public interest, we may approve the transaction as so conditioned or agreed.[51] In contrast, if we are unable to find that a proposed transaction even with such conditions serves the public interest or if the record presents a substantial and material question of fact, then we must designate the application for hearing.[52]

IV. QUALIFICATIONS OF THE APPLICANTS AND COMPLIANCE WITH COMMUNICATIONS ACT AND COMMISSION RULES AND POLICIES

17. Section 310(d) of the Act requires that we make a determination as to whether the Applicants have the requisite qualifications to hold Commission licenses.[53] Among the factors the Commission considers in its public interest review is whether the applicant for a license has the requisite "citizenship, character, financial, technical, and other qualifications."[54] Therefore, as a threshold matter, the Commission must determine whether the applicants to a proposed transaction meet the requisite

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Corp.), General Motors Corp., and Hughes Electronics Corp (Delaware Corps.) (Transferors) and EchoStar Communications Corp. (A Delaware Corp.) (Transferee), CS Docket No. 01-348, Hearing Designation Order, 17 FCC Rcd 20559, 20575, para. 27 (2002) ; *see also Application of WorldCom, Inc. and MCI Commc'ns Corp. for Transfer of Control of MCI Communications Corporation to WorldCom, Inc.*, CC Docket No. 97-211, Memorandum Opinion and Order, 13 FCC Rcd 18025, 18032, para. 10 (1998) (stating that the Commission may attach conditions to the transfers); *Applications of T-Mobile US, Inc., and Sprint Corp., for Consent to Transfer Control of Licenses and Authorizations, Applications of American H Block Wireless L.L.C., DBSD Corp., Gamma Acquisition L.L.C., and Manifest Wireless L.L.C. for Extension of Time*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, 10596, para. 42 (2019) (*T-Mobile-Sprint Order*); *Frontier Communications Parent, Inc. and Verizon Communications, Inc. Application for Consent to Transfer Control*, WC Docket No. 24-445, Memorandum Opinion and Order, DA 25-421, 2025 WL 1431138, at *5, para. 9 (WCB/OIA/WTB May 16, 2025) (*Verizon-Frontier Order*).

[49] 47 U.S.C. § 309(e); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 10; *Verizon-Straight Path Order*, 33 FCC Rcd at 190-91, para. 7; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23; *Verizon-Frontier Order* at *5, para. 10.

[50] *See, e.g.*, *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10443, para. 26; *Applications of AT&T Inc. and Centennial Communications Corp. for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, WT Docket No. 08-246, Memorandum Opinion and Order, 24 FCC Rcd 13915, 13929, para. 30 (2009) (*AT&T-Centennial Order*); *Verizon-Frontier Order* at *5, para. 10.

[51] *See, e.g.*, *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 11; *Verizon-Straight Path Order*, 33 FCC Rcd at 191, para. 8.

[52] 47 U.S.C. § 309(e); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586-87, para. 11; *Verizon-Straight Path Order*, 33 FCC Rcd at 191, para. 8; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10444, para. 27. Section 309(e)'s requirement applies only to those applications to which Title III of the Act applies. *ITT World Commc'ns, Inc. v. FCC*, 595 F.2d 897, 900-01 (2d Cir. 1979); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586-87, para. 11 & n.37.

[53] 47 U.S.C. § 310(d).

[54] 47 U.S.C. §§ 308, 310(d); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596-97, para. 43; *Century Link-Level 3 Order*, 32 FCC Rcd at 9587, para. 12; *Verizon-Straight Path Order,* 33 FCC Rcd at 191, para. 9.

qualification requirements to hold and transfer licenses under section 310(d) of the Act and the Commission's rules.[55]

18. T-Mobile will acquire certain UScellular spectrum licenses and all of UScellular's wireless operations and customers. No issues were credibly raised regarding the basic qualifications of T-Mobile.[56] We therefore find that there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications of T-Mobile under the Act and our rules, regulations, and policies. UScellular previously and repeatedly has been found qualified to hold Commission licenses.[57] While petitioners O'Connor and Leibman challenge the character qualifications of UScellular and its subsidiaries to be licensees, as explained below, nothing in their petition warrants reevaluation of the qualifications of UScellular or its subsidiaries. We examine the foreign ownership issues in section X. In addition, we find that the proposed transaction will not violate any statutory provisions or Commission rules.[58]

19. In their Petition, O'Connor and Leibman argue that we should hold in abeyance, deny, or dismiss the Applications, based on allegations that UScellular and its designated entities lack the character qualifications to be licensees.[59] O'Connor and Leibman have filed *qui tam* actions in federal court against UScellular, arguing that it fraudulently obtained the benefit of designated entity credits in two FCC auctions.[60] They ask us "simply"[61] to delay our consideration of the Applications until their *qui tam* actions have been fully resolved, or in the alternative, to dismiss the Applications as to certain licenses.[62] We decline to do so. The Commission generally does not reevaluate the qualifications of transferors unless issues related to basic qualifications have been sufficiently raised in petitions to warrant designation for hearing on the question whether the transferee is fit to be a licensee or should instead have its licenses revoked.[63] We find, for the reasons discussed below, that has not occurred here.[64]

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[55] *See*, *e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd 10596-97, para. 43; *CenturyLink-Level-3 Order*, 32 FCC Rcd at 9587, para. 12; *Verizon-Straight Path Order*, 33 FCC Rcd at 191-92, para. 9.

[56] We note that T-Mobile previously and repeatedly has been found qualified to hold Commission licenses. *See, e.g.*, *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, WT Docket No. 12-301, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2329, para. 19 (WTB/IB 2013) (*T-Mobile-MetroPCS Order*).

[57] *See, e.g.*, *Application of United States Cellular Corporation and Hershey Cooperative Telephone Company for Consent to Assign License*, WT Docket No. 16-14, Memorandum Opinion and Order, 31 FCC Rcd 10669, 10671-72, para. 7 (WTB 2016).

[58] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10598, para. 47; *Century Link-Level 3 Order*, 32 FCC Rcd at 9587, para. 14; *Verizon-Straight Path Order*, 33 FCC Rcd at 193, para. 13.

[59] O'Connor/Leibman Petition at 7-8, 30, 34.

[60] O'Connor/Leibman Petition at 2, 8; *U. S. ex rel. O'Connor v. U.S. Cellular Corp. et al*., No. 20-cv-2070, 2023 WL 2424605 (D.D.C.) (dismissed Mar. 9, 2023), *appeal pending*, *U.S. ex rel. O'Connor v. U.S. Cellular Corp. et al*., No. 23-7041; *U.S. ex rel. O'Connor v. U.S. Cellular Corp. et al.*, No. 20-cv-2071, 2023 WL 2598678 (D.D.C.) (dismissed Mar. 22, 2023); *dismissal aff'd*, *U.S., ex rel. O'Connor v. USCC Wireless Inv., Inc., et al.*, Case No. 23-7044 (D.C. Cir. Feb. 11, 2025).

[61] *See, e.g.*, O'Connor/Leibman Petition at 6; O'Connor/Leibman Reply at 4, 9. O'Connor and Leibman's request is disingenuous, to say the least. As noted above, O'Connor and Leibman's recent *qui tam* actions have been dismissed by the district court, albeit on procedural grounds. One of those dismissals has been affirmed by the U.S. Court of Appeals and the other appeal of their dismissal is pending. Thus, it is highly unlikely that O'Connor and Leibman's fraud allegations will ever be adjudicated.

[62] *See, e.g.*, O'Connor/Leibman Petition at 6-7, 30, 31 & n.60.

[63] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10597-98, para. 45; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9587, para. 13; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10445, para. 29. *See generally Jefferson Radio Co. v.*

(continued….)

20. O'Connor and Leibman essentially allege that UScellular improperly took control of King Street Wireless L.P. (King Street) and Advantage Spectrum, L.P. (Advantage). With regard to King Street, O'Connor and Leibman filed a *qui tam* action in 2008, alleging that King Street was a sham entity set up by UScellular for the purpose of obtaining bidding credits.[65] At the time the *qui tam* action was filed, while King Street was the highest bidder for a number of licenses at auction, the Commission had not yet granted King Street's application and issued those licenses. The *qui tam* complaint was partially unsealed to allow the Commission to evaluate O'Connor and Leibman's allegations during the application review process.[66] In 2009, the Commission granted King Street the bidding credits and issued the licenses.[67] O'Connor and Leibman chose not to appeal that decision and voluntarily dismissed their *qui tam* action.[68] Further, O'Connor and Leibman specifically state here that they do not seek "to relitigate the Commission staff decisions to grant [the designated entity] bidding credits."[69] We therefore will not consider here any allegations of fraud relating to the formation of King Street.

21. With respect to later actions, O'Connor and Leibman's claim is essentially that a 2011 Network Sharing Agreement (NSA) between King Street and UScellular, which UScellular states was superseded by a 2012 NSA, was required to be reported to the Commission and amounted to a transfer of *de facto* control.[70] Determining whether one company has *de facto* control of another involves a fact-intensive case-by-case analysis.[71] But to prove fraud under the False Claims Act, as O'Connor and Leibman are attempting to do in their *qui tam* actions and here in arguing that UScellular lacks the requisite qualifications to hold licenses, they must show that UScellular and King Street *knowingly* made a false claim or certification.[72] Further, when the Commission finds an entity to be ineligible for bidding credits, for example, because it is actually controlled by another company, typically it denies the applicant the bidding credits and requires it to pay the full bid amount but grants the licenses, finding the applicant

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FCC, 340 F.2d 781, 783 (D.C. Cir. 1964); *Stereo Broadcasters, Inc. v. FCC*, 652 F.2d 1026, 1030 (D.C. Cir. 1981) (Commission policy generally prohibits the assignment of a license while basic qualifications issues raised against the licensee remain unresolved, and thus serves as a deterrent to licensee misconduct). O'Connor and Leibman are incorrect, however, that *Jefferson Radio* requires us to wait until a district court has determined their fraud allegations to reach a decision here. *See* O'Connor/Leibman Reply at 9.

[64] O'Connor and Leibman specifically and repeatedly state they "do not seek to relitigate the fraud allegations before the Commission." *See, e.g.*, O'Connor/Leibman Petition at 6, 8. They therefore perhaps have waived their argument that UScellular is unqualified. We nonetheless review their claims to determine whether questions have been sufficiently raised so as to warrant a hearing on the issue.

[65] *U.S. ex rel. O'Connor v. U.S. Cellular Corp. et al.*, No. 1:07-cv-00800-JDB (D.D.C. Apr. 24, 2008).

[66] *See U.S. ex rel. O'Connor v. U.S. Cellular Corp. et al.*, No. 20-cv-2071, 2023 WL 2598678 at *2-3 (D.D.C. Mar. 22, 2023) (describing history of 2008 action).

[67] *Id.*

[68] *Id.*

[69] O'Connor/Leibman Petition at 8.

[70] While O'Connor and Leibman allege violations of several Commission rules, they all are predicated on the existence of the 2011 NSA. *See* O'Connor/Leibman Petition at 4, 10.

[71] *See Intermountain Microwave*, 24 Rad. Reg. 7 (P&F) 983, 984 (1963); *Application of Stereo Broadcasters*, Docket No. 20590, Memorandum Opinion and Order, 55 FCC 2d 819, 821-22, para. 7 (1975).

[72] 31 U.S.C. § 3729(a)(1); *see also* 31 U.S.C. § 3729(a)(1)(G). Thus, for example, while O'Connor and Leibman allege that King Street filed false construction notices, pursuant to section 1.9020(e) of the Commission's rules, in meeting the rule, King Street was permitted to rely upon construction undertaken by UScellular pursuant to the spectrum manager leases between King Street and UScellular.

to be qualified.[73] In other words, to support their allegations of fraud and raise sufficient questions about UScellular's qualifications, it is not enough for them to show that UScellular and King Street violated Commission rules or that UScellular was in control of King Street.[74] With respect to the 2011 NSA, we find on the basis of the current record that even assuming, *arguendo*, that the agreement did violate our rules and King Street would be required to pay back the bidding credits for unjust enrichment,[75] O'Connor and Leibman have not shown such egregious behavior on the part of UScellular that would call into question UScellular's basic qualifications to hold licenses and warrant a hearing.[76]

22. With regard to Advantage, most of the allegations are with respect to actions taken by UScellular and Advantage before Advantage was granted the licenses, actions O'Connor and Leibman knew about at the time Advantage's original license applications were under consideration. Yet, again, they chose not to object to those applications and state here that they do not seek to relitigate Advantage's eligibility for bidding credits. We therefore will not consider those allegations as a basis for calling into question UScellular's previously reviewed qualifications. The remaining allegation is that construction notices filed in 2022 show that UScellular was using all of Advantage's spectrum, contrary to our rules.[77] UScellular responds that O'Connor and Leibman misread the notices, and that UScellular was using only half of Advantage's spectrum, which is permissible under the Designated Entity rules.[78] Again, even assuming O'Connor and Leibman to be correct, we find that this allegation does not rise to the level that would require us to set for hearing whether UScellular is qualified to hold licenses. In sum, we do not find there is currently a material question of fact regarding UScellular's basic qualifications to be a Commission licensee.[79]

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[73] *See, e.g.*, *Northstar Wireless, LLC, SNR Wireless LicenseCo, LLC, Applications for New Licenses in the 1695-1710 MHz, 1755-1780 MHz and 2155-2180 MHz Bands*, Report No. AUC-97AUC, Memorandum Opinion and Order, 30 FCC Rcd 8887, 8948-50, paras. 149-52 (2015); *id.* at 8951 para. 156 ("none of [the] allegations constitute grounds to render an adverse decision as to Applicants' basic qualifications to hold licenses, or to grant any of the relief requested in the petitions other than the denial of the bidding credits sought by Applicants"); *Baker Creek Communications, L.P.*, File No. 0000000111, Memorandum Opinion and Order, 13 FCC Rcd 18709, 18712-714, paras. 6-7 (WTB 1998).

[74] *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10597-598, para. 45.

[75] *Cf., e.g.*, Application of CBRS Acquisition LLC, and Ringer Mobile, LLC, ULS File No. 0011335151, Public Interest Statement at 2 (filed Nov. 19, 2024) (recognizing licenses are subject to the unjust enrichment rules and that approval will be conditioned on paying the applicable unjust enrichment amount).

[76] *Compare generally Terry Keith Hammond Application for Renewal of License for Station KBKW (FM) Shamrock, Texas*, EB Docket No. 06-163, Order to Show Cause, Notice of Opportunity for Hearing and Hearing Designation Order, 21 FCC Rcd 10267 (2006) (hearing designated with respect to licensee's felony conviction and issues concerning possible rule violations, false certifications and failure to respond to Commission inquiries), *with generally Springfield Broadcasting Partners*, Notice of Apparent Liability for Forfeiture, 14 FCC Rcd 3683 (1999), Memorandum Opinion and Order and Forfeiture Order, 14 FCC Rcd 19230 (1999) (forfeiture imposed for 304 violations of children's advertising limits; renewal application granted); *Application of Morgan County Industries, Inc.*, File No. BR-20040317ADA, Memorandum Opinion and Order and Notice of Apparent Liability for Forfeiture, 21 FCC Rcd 13712 (MB Nov. 4, 2006) (forfeiture proposed for station operation at an unauthorized location; renewal application granted); *Application of High I-Q Radio, Inc.*, File Nos. BLH-980203KB, BAPH-980421HW, Memorandum Opinion and Order, 19 FCC Rcd 7225 (2004) (license assignment approved in case involving unauthorized transfer of control, commercial operation of a radio station authorized as a non-commercial station, and failure to timely file certain contracts).

[77] O'Connor/Leibman Petition at 19-21; O'Connor/Leibman Reply at 17-18.

[78] UScellular Opposition at 11-12.

[79] As the Applicants describe (*see* Public Interest Statement at 4-5), there are also separate pending transfer of control applications whereby UScellular will acquire all of the interests in King Street Wireless, LP (ULS File No.

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V. PRELIMINARY ISSUES

23. *Consolidation of UScellular Transactions*. Public Knowledge et al.,[80] the Rural Wireless Association, Inc. (RWA),[81] and EchoStar Corporation (EchoStar)[82] (together, the Consolidation

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0008088917 (filed Feb. 2, 2018)) and Advantage Spectrum, L.P. (ULS File No. 0011135862 (filed July 1, 2024)). As discussed here and in the contemporaneously issued UScellular-Advantage Memorandum Opinion and Order (*see Application of Advantage Spectrum, L.P. and William C. Vail and United States Cellular Corporation For Consent to Transfer Control of Licenses*, ULS File No. 0011135862, Memorandum Opinion and Order, DA 25-604 (WTB July 11, 2025)), we are denying the Petition to Deny filed against the UScellular-Advantage application, and we are consenting to those transfer of control applications. In addition, as part of this Memorandum Opinion and Order, we are also granting the applications filed by King Street (*see, e.g.*, ULS File Numbers 0011227307, 0011227342, 0008088917 and 0011227390) and Advantage (*see, e.g.*, ULS File Nos. 0011227092, 0011227112, 0011227171 and 0011227216) to assign the licenses held by those entities to subsidiaries of T-Mobile. Thus, upon consummation of the subject transaction, and its various steps, the licenses held by King Street and Advantage will become T-Mobile licenses. Finally, we dismiss the informal objections filed against the spectrum manager leases by O'Connor and Leibman for the same reasons we discuss in this section. *See* Informal Objection by Mark O'Connor and Sara Leibman (filed Sept. 12, 2024) (asking the Commission not to immediately process Advantage lease notifications for ULS File Nos. 0011220488, 0011220473, 0011220477 filed in connection with the transaction); Informal Objection by Mark O'Connor and Sara Leibman (filed Oct. 15, 2024) (asking the Commission to hold King Street lease notifications for ULS File Nos. 0011220527, 0011220574, 0011220601, and 0011220590 in abeyance).

[80] Public Knowledge et al. Petition at 13.

[81] RWA Petition at 10; *see also* RWA Reply at 13-14; Letter from Carri Bennet, outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Harold Feld, Senior Vice President, Public Knowledge, Peter Gregory, Broadband Policy Fellow, Public Knowledge, Nell Geiser, Director of Research, Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA, and Michael Calabrese, Director, Wireless Future Program & Senior Advisor, New America's Open Technology Institute, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286, 1-2 (filed May 13, 2025) (RWA et al. May 13, 2025 *Ex Parte* Letter); Letter from Carri Bennet, outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Andrew Jay Schwartzman, Senior Counselor, Benton Institute for Broadband & Society, Peter Gregory, Broadband Policy Fellow, Nat Purser, Government Affairs Policy Advocate, Public Knowledge, Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA, Michael Calabrese, Director, Wireless Future Program & Senior Advisor, New America's Open Technology Institute to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 at 1-2 (filed June 3, 2025) (RWA et al. June 3, 2025 *Ex Parte* Letter).

[82] EchoStar Petition at 12-13; EchoStar Reply at 10-12; Letter from Carri Bennet, outside General Counsel, and Stephen Sharbaugh, Regulatory Counsel, RWA, Harold Feld, Senior Vice President, Peter Gregory, Broadband Policy Fellow, Public Knowledge, Hadass Kogan, Vice President and Associate General Counsel, EchoStar Corporation, Nell Geiser, Director of Research, Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA; Michael Calabrese, Director, Wireless Future Program & Senior Advisor, New America's Open Technology Institute, Andrew Jay Schwartzman, Benton Senior Counselor, Benton Institute for Broadband & Society, and Stephanie Joyce, Chief of Staff and Senior Vice President, CCIA to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286, at 3 (filed Mar. 21, 2025) (RWA et al. Mar. 21, 2025 *Ex Parte* Letter); Letter from Carri Bennet, outside General Counsel, and Stephen Sharbaugh, Regulatory Counsel, RWA, Hadass Kogan, Vice President and Associate General Counsel, EchoStar Corporation, Peter Gregory, Broadband Policy Fellow, Public Knowledge, Michael Calabrese, Director, Wireless Future Program & Senior Advisor, New America's Open Technology Institute, Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA; Andrew Jay Schwartzman, Benton Senior Counselor, Benton Institute for Broadband & Society, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286, at 3 (filed Apr. 15, 2025) (RWA et al. Apr. 15, 2025 *Ex Parte* Letter); Letter from Carri Bennet, outside General Counsel, and Stephen Sharbaugh, Regulatory Counsel, RWA, Hadass Kogan, Vice President and Associate General Counsel, EchoStar Corporation, Harold Feld, Senior Vice President, and Peter Gregory, Broadband Policy Fellow, Public Knowledge, Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA; Michael Calabrese, Director, Wireless Future Program & Senior Advisor, New America's Open Technology Institute, to Marlene H.
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Petitioners) each urge the Commission to consolidate its consideration of the instant transaction with the pending transactions in which Verizon[83] and AT&T[84] have reached agreements to purchase certain of UScellular's spectrum assets.[85] The Consolidation Petitioners argue that consolidation of the UScellular spectrum transactions would "enable the Commission's review of the spectrum concentration issue common to each transaction"[86] and "will be a more efficient use of government resources . . . ."[87] They argue that "the Applicants admit[] the announced Verizon and AT&T deals are contingent on the approval of the proposed T-Mobile transaction, which signals the significant connection among the proposed transactions."[88] In addition, RWA, joined by other parties, alleges that the UScellular transactions "effectuate a scheme that would likely violate the antitrust laws were it subject to them" and that the three nationwide providers "agreed to divide the spoils of a fourth competitor."[89]

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Dortch, Secretary, FCC, GN Docket No. 24-286, at 3 (filed Apr. 24, 2025) (RWA et al. Apr. 24, 2025 *Ex Parte* Letter).

[83] *Applications of Cellco Partnership and United States Cellular Corporation*, WT Docket No. 25-192, ULS File No. 0011491372 (lead) (filed Apr. 1, 2025); *see also* UScellular, UScellular announces sale of select spectrum assets for $1.0 billion (Oct. 18, 2024) (UScellular-Verizon Announcement), https://investors.uscellular.com/news/news-details/2024/UScellular-announces-sale-of-select-spectrum-assets-for-1.0-billion/default.aspx ("UScellular reached an agreement with Verizon to sell 663 million MHz POPs of its Cellular (850 MHz) spectrum licenses as well as 11 million MHz POPs of its AWS and 19 million MHz POPs of its PCS licenses for a total of $1.0 billion.").

[84] *Applications of New Cingular Wireless PCS, LLC and United States Cellular Corporation for Consent to Assign Licenses*, WT Docket No. 25-150, ULS File No. 0011364041 (lead) (filed Jan. 3, 2025) (amended May 13, 2025); *see also* UScellular, UScellular announces sale of select spectrum assets to AT&T for $1.018 billion, (Nov. 7, 2024) (UScellular-AT&T Announcement), https://investors.uscellular.com/news/news-details/2024/UScellular-announces-sale-of-select-spectrum-assets-to-ATT-for-1.018-billion/default.aspx ("The agreement with AT&T includes the sale of 1,250 million MHz-Pops of 3.45 GHz and 331 million MHz-Pops of 700 MHz B/C block licenses for a total of $1.018 billion.").

[85] Two smaller service providers, Nsight Spectrum and Nex-Tech Wireless, are also pursuing separate transactions to purchase certain spectrum from UScellular. *See* Joint Opposition at 28 & n.124 ("[T]he two referenced transactions were entered into with then-undisclosed, smaller service providers (Nsight Spectrum and Nex-Tech Wireless)."); *see also* UScellular-Verizon Announcement. Although not initially included in the Consolidation Petitioners' requests on this issue, Public Knowledge et al. and EchoStar advocate for the FCC to consolidate its review of all five pending transactions. Public Knowledge et al. Reply at 10 (stating that "the individual transactions involving the consolidation of UScellular spectrum to *five independent carriers* should be considered collectively") (emphasis added); *see also* EchoStar Reply at 10 (advocating for the FCC to consolidate its review of "*[a]ll [o]ther* [t]ransactions [i]nvolving UScellular's [s]pectrum") (emphasis added).

[86] Public Knowledge et al. Petition at 13 & n.43 (citing *Wireless Telecommunications Bureau Consolidates Review of Verizon Wireless-SpectrumCo-Cox, Verizon Wireless-Leap Wireless, and T-Mobile-Verizon Wireless Transactions*, Public Notice, 27 FCC Rcd 9093 (2012) (consolidating applications in light of the "commonality of issues, particularly with respect to the aggregation of spectrum" and "for administrative convenience")); EchoStar Petition at 13 (same).

[87] Public Knowledge et al. Reply at 11. EchoStar also argues that consolidation would avoid a situation where UScellular would operate as a spectrum holding company if this transaction were approved while the other transactions remain pending. EchoStar Reply at 12. EchoStar's argument does not warrant consolidated review on this basis. We note that UScellular's spectrum will be used for customer transition pursuant to a short-term spectrum lease. *See* T-Mobile May 2 Response at 8-9. Further, the Applicants' Purchase Agreement has termination provisions that prevent T-Mobile from keeping spectrum that could otherwise be used by competitors. *Id.* (citing FCC-TMUS_000025649, Securities Purchase Agreement, May 24, 2024).

[88] RWA Reply at 14; *see also* RWA Petition at 10; EchoStar Reply at 11.

[89] RWA et al. May 13, 2025 *Ex Parte* Letter at 1-2; RWA et al. June 3, 2025 *Ex Parte* Letter at 1-2.

24. *Discussion.* We decline to consolidate the Applications in the instant case. UScellular's separate transactions involve five different, unrelated buyers—T-Mobile, AT&T, Verizon, Nsight Spectrum, and Nex-Tech Wireless—and contemplate each buyer acquiring differing amounts and types of spectrum, implicating different aggregation issues and public interest analyses.[90] In considering these arguments, we note that we have broad discretion as to how we conduct our proceedings[91] and that "[o]ur review process generally takes into account, as appropriate, the effects of multiple pending applications . . . ."[92] "The Commission's rules do not prohibit the filing of sequential or concurrent applications involving the same licenses, nor do they prohibit the filing of applications that are contingent upon grant of another application then pending before the Commission."[93] Upon review of the record, the arguments presented by the Consolidation Petitioners have not persuaded us that we should consolidate our review of the separate transactions.

25. We find that consolidation of the proceedings would not facilitate an efficient resolution of the issues, nor is it necessary to allow for full and thoughtful review of each transaction. Our competitive analysis below addresses the change in market concentration under the instant transaction and the decision of TDS and UScellular to exit the wireless marketplace and pursue an alternative business model as a tower provider. Further, we note that T-Mobile is leasing all of the spectrum bands from UScellular as part of the transition of UScellular's customers for one year. Thus, any spectrum transfers to other wireless providers would likely take place following the customer transition. Processing the transactions separately will not limit the ability of interested parties to raise any issues germane to each respective transaction. Further, we find that the delay in the transfer and transitioning of subscribers is not in the public interest and may have the effect of creating uncertainty on issues that might be unrelated to T-Mobile's acquisition of subscribers.

26. While it is true that the other UScellular transactions are contingent on the closing of this transaction, such contingency does not suggest that the transactions are more deeply—or improperly—intertwined.[94] Instead, it reflects the simple business reality that UScellular chose not to bind itself to sell the majority of its spectrum to other providers were this transaction—the sale of its wireless business—to fall through.

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[90] The instant transaction involves the transfer of UScellular's 600 MHz, 2.5 GHz, and 24 GHz, and the majority of its 700 MHz A Block, AWS, and PCS holdings, as well as the sale of its wireless operations, including subscribers, network assets and operations (excluding owned towers), sales and distribution, and customer care. The AT&T transaction involves the sale of certain 3.45 GHz and 700 MHz B/C block licenses. *AT&T-UScellular Transaction Public Notice*, DA 25-276, at 1-2. The Verizon transaction involves the sale of certain Cellular (850 MHz) spectrum licenses, AWS licenses, and PCS licenses. *Verizon Wireless-UScellular Transaction Public Notice*, DA 25-491, at 1.

[91] *See* 47 U.S.C. § 154(j); *see also Application of Cellco Partnership d/b/a Verizon Wireless and XO Holdings for Consent to Transfer of Control of Nextlink Wireless, LLC, et al.; Application of Verizon Communications, Inc. and Straight Path Communications, Inc. for Consent to Transfer of Control of Straight Path Spectrum, LLC*, File Nos. 0007765708, 0007783428, Memorandum Opinion and Order, 32 FCC Rcd 5058, 5060, para. 6 (WTB 2017); *Application of AT&T Inc. and Qualcomm Incorporated for Consent to Assign Licenses and Authorizations*, WT Docket No. 11-18, Order, 26 FCC Rcd 17589, 17622, para. 80 (2011) (*AT&T-Qualcomm Order*); *Applications Filed for the Acquisition of Certain Assets of CIMCO Communications, Inc. by Comcast Phone LLC et al.*, WC Docket No. 09-183, Memorandum Opinion and Order and Order on Reconsideration, 25 FCC Rcd 3401, 3404, para. 8, & n.16 (2010).

[92] *AT&T-Qualcomm Order*, 26 FCC Rcd at 17622, para. 80.

[93] *Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo, LLC and Cox TMI, LLC For Consent to Assign AWS-1 Licenses, et al.*, WT Docket No. 12-4, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698, 10709, para. 27 (2012) (citations omitted).

[94] *But see* RWA Reply at 14; *see also* RWA Petition at 10; EchoStar Reply at 11.

27. Finally, with respect to the claims by RWA that the three nationwide wireless providers are executing a coordinated strategy to divide UScellular's assets,[95] these claims are merely speculative and have no basis in the record. Rather, the record indicates that UScellular reached out to multiple buyers and conducted intensive negotiations.[96] The record confirms that each of the five UScellular transactions were negotiated separately in light of unique business considerations and issues and spectrum holdings of the purchasers,[97] and that the non-T-Mobile respective agreements were reached over the course of "months after the May 2024 agreement with T-Mobile."[98] Further, UScellular's decision to exit the mobile wireless marketplace was driven by a determination, with its parent company, to change its existing business model,[99] and that it was based on a thorough evaluation of the industry.[100] Based on the record, we find that there is no basis to support the contention of a coordinated strategy to divide

[95] RWA et al. June 3, 2025 *Ex Parte* Letter at 1-2.

[96] The record indicates that in marketing the sale, UScellular and its parent TDS conducted outreach to a wide range of strategic parties. *See, e.g.*, TDS-USCC-FCC-003-00309908 at TDS-USCC-FCC-003-00309911 (Discussion Materials for Board of Directors, Feb. 12, 2024). {[

]}. *See also* FCC-TMUS_000000273. T-Mobile and UScellular eventually held a meeting of principals on {[
]}. *See, e.g.*, TDS-USCC-FCC-001-00008369 at TDS-USCC-FCC-001-00008372 (Discussion Materials for UScellular Board of Directors, Mar. 12, 2024). {[
]}. *See, e.g.*, TDS-USCC-FCC-001-00008369 at TDS-USCC-FCC-001-00008372, TDS-USCC-FCC-001-00008375-76. UScellular also finalized a plan to {[ ]} by engaging with numerous potential bidders who participated in the {[ ]} *See, e.g.*, TDS-USCC-FCC-002-00442526 ({[ ]}, June 4, 2024). Although RWA argues that small rural carriers were not aware of the potential opportunity to purchase spectrum from UScellular, we reject these arguments based on UScellular and TDS' broad outreach discussed above, and the fact that two small rural carriers, Nsight and Nex-Tech Wireless, announced deals to acquire certain UScellular spectrum. *See* RWA Reply at 11; RWA et al. June 3, 2025 *Ex Parte* Letter at 2 (contending that "rural and regional carriers [were excluded] from the divesture process").

Material set off by double brackets {[ ]} is confidential and is redacted from the public version of this document.

[97] *See* AT&T Comments at 3-4.

[98] Joint Opposition at 36.

[99] *See, e.g.*, Public Interest Statement, Therivel Decl. ¶¶ 51, 54, 58; *see also* TDS-USCC-FCC-002-00040289 (Project Horizon, Towers Working Session, July 14, 2023); TDS-USCC-FCC-002-00040045 (Project Horizon – Working Session, Preliminary perspectives on TowerCo full potential, July 6, 2023); TDS-USCC-FCC-001-00000151 (2023 Strategic Long Range Forecast, Board of Directors Update, Aug. 2023); TDS-USCC-FCC-001-00000204 (2024 Strategic Long-Range Forecast, Board of Directors Review, Aug. 6, 2024); TDS-USCC-FCC-001-00000250 (UScellular Strategic Long-Range Forecast (SLRF) Update (UScellular consolidated, Standalone WirelessCo & TowerCo, Board of Directors, Jan. 18, 2024); TDS-USCC-FCC-003-00354679 (Center View Partners: TDS Discussion Materials, July 22, 2024).

[100] *See, e.g.*, TDS-USCC-FCC-003-00373797 at TDS-USCC-FCC-003-00373824 (Wireless Co. Financial Update, Feb. 12, 2024) ({[ ]}); TDS-USCC-FCC-003-00003111 at TDS-USCC-FCC-003-00003114 (Center View Partners: TDS Discussion Materials July 22, 2024 {
]}) and at TDS-USCC-FCC-003-00003133 ({[ ]}).

UScellular's assets and/or customer base amongst the competing nationwide providers. Additionally, there is no indication that TDS or UScellular sought to exclude any providers from the publicly announced process undertaken beginning in 2023.

VI. POTENTIAL PUBLIC INTEREST HARMS

28. In reviewing a proposed transaction, the Commission evaluates the potential public interest harms, including potential competitive harms that may result from the transaction. We begin our competitive analysis by determining the appropriate market definitions for the proposed transaction.[101] We then turn to our consideration of the potential competitive effects of the proposed transaction. First, we apply our initial two-part screen, and analyze the increase in market concentration, as well as the increase in spectrum aggregation. In our consideration of increased spectrum aggregation, we assess spectrum aggregation above the total spectrum screen, as well as "enhanced factor review." We also evaluate the millimeter wave (mmW) spectrum threshold. We then evaluate the potential for harmful unilateral and coordinated effects arising from the loss of UScellular as a competitive constraint. Finally, we then consider other potential public interest harms that might arise from the proposed transaction. Overall, and based on all the factors considered, we find that the likelihood of public interest harm is low.

29. We reject the opponents' implicit assumption that a reduction in the number of competitors from four to three is dispositive. The Commission has never adopted a rigid numerical threshold to define effective competition, and doing so would fail to account for the dynamic and evolving nature of the communications marketplace. Our analysis instead turns on a fact-specific assessment of the competitive landscape, including market entry and exit conditions, consumer behavior, network investment incentives, and other indicia of market performance. Moreover, we are charged with managing spectrum—a scarce and valuable public resource—in a manner that promotes its highest and best use. In evaluating transactions or rulemakings involving spectrum access, we must weigh practical realities of deployment, innovation, and service to the public. What matters is whether consumers benefit from greater availability, better quality, and more innovative services as a result of the Commission's decisions.

A. Market Definitions and Market Participants

1. Product Market

30. Product market definition is designed to aid the assessment of a transaction's likely competitive effects,[102] focusing on consumers' ability and willingness to switch from one product to a different product in response to an increase in price or reduction in quality.[103] In previous mobile wireless transactions, the Commission has defined the relevant product market as a combined "mobile telephony/broadband services" product market that comprises mobile voice and data services, including

[101] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10600-01, para. 53; *SprintCom, Inc., Shenandoah Personal Communications, LLC, and NTELOS Holdings Corp. for Consent to Assign Licenses and Spectrum Lease Authorizations and to Transfer Control of Spectrum Lease Authorizations and an International Section 214 Authorization*, WT Docket No. 15-262, Memorandum Opinion and Order, 31 FCC Rcd 3631, 3636, para. 10(WTB/IB 2016) (*Sprint-Shentel Order*); *Applications of Cricket License Company, LLC, et al., Leap Wireless International, Inc., and AT&T Inc. for Consent to Transfer Control of Authorizations; Application of Cricket License Company, LLC and Leap Licenseco Inc. for Consent to Assignment of Authorization*, WT Docket No. 13-193, Memorandum Opinion and Order, 29 FCC Rcd 2735, 2746, para. 22 (WTB/IB 2014) (*AT&T-Leap Order*).

[102] *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10601, 10603, paras. 55, 60.

[103] *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10601, para. 55. Such consumer responses play a major role in constraining pricing by competitors. *Id.*

mobile voice and data services provided over advanced broadband wireless networks (mobile broadband services),[104] and for the purposes of our initial screens,[105] we continue to do so here.

31. We acknowledge, however, the importance of a forward-looking analysis, which several commenters have raised.[106] As the Commission has recognized, a defining characteristic of the mobile telephony/broadband services market has been, and will continue to be, ongoing innovation and reinvention.[107] As it stated, "[a]s new generations of wireless technologies have been adopted, the dynamics of competition have continually evolved to adapt to emerging consumer preferences and use cases."[108] Thus, the definition of the mobile telephony/broadband services product market not only includes traditional wireless services, but also encompasses the recent significant and rapidly evolving advances in mobile broadband services technologies.[109] In particular, our competition analysis of mobile telephony/broadband services considers the significant and evolving advances by mobile virtual network operators (MVNOs) and cable providers within the range of differentiated services offered to consumers within the broader mobile telephony/broadband services product market.[110]

32. As noted above, a key characteristic of the mobile wireless marketplace is ongoing innovation.[111] New technologies and uses continue to emerge, and consumer preferences are continuously evolving, with many consumers considering all available forms of technology when selecting a broadband service. Thus, while we apply our current product market definition of mobile telephony/mobile broadband services in the instant case, we also consider developing changes and trends in technologies, services, uses, and consumer preferences. The Free State Foundation, for example, asserts that the "'mobile telephony/broadband services' product market exists within a broader broadband marketplace that is characterized by convergence and cross-platform competition between traditional mobile wireless services and substitutable or potentially substitutable [FWA], cable, fiber, and satellite services."[112] For purposes of this instant transaction, we discuss the potential impact on FWA offerings in our discussion of transaction benefits below.[113]

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[104] *See*, *e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10601, 10603, paras. 55, 60; *Sprint-Shentel Order*, 31 FCC Rcd at 3636, para. 11; *AT&T-Leap Order*, 29 FCC Rcd at 2746, para. 23.

[105] *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10603, para. 60.

[106] *See, e.g.*, FSF Opposition at 2 ("Given the pro-competitive conditions for wireless services, the Commission's merger review should incorporate a forward-looking analysis. Static market indicators fail to capture the critical role of future investment and innovation in driving competition and benefitting consumers."); Westling *Ex Parte* Letter at 4 ("Increasingly, the distinction between the types of service matters less to consumers; they just want their phones to work.").

[107] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603-04, para. 61.

[108] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603-04, para. 61.

[109] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603-04, para. 61.

[110] *See, e.g.*, Public Interest Statement at 39-40; *see also* ICLE *Ex Parte* Letter at 6 ("Including cable-wireless providers in the relevant market would offer a more accurate picture of the competitive landscape that the entity would face after the transaction.").

[111] *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10603-04, para. 61.

[112] FSF Opposition at 2; *see also* ACLP Reply at 3 (asserting that "the bright lines that once separated discrete segments of the advanced communications market have blurred to the point of irrelevance").

[113] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605, para. 64 ("[W]e are not persuaded that fixed services should be included within the relevant product market. We find that in response to a small but significant and non-transitory price increase in mobile wireless services, at this point in time, too few mobile consumers would be likely to switch from mobile wireless services to fixed services to make that price increase unprofitable.").

2. Geographic Market

33. The Commission has previously found that the geographic market for wireless transactions is local and also has evaluated a transaction's competitive effects at the national level where a transaction exhibits certain national characteristics that provide cause for concern.[114] The Applicants point to the Commission's precedent of looking at transactions at both the local and national level, but assert that the transaction will not create competitive harm at the local level as neither company engages in pricing or competitive decisions on a CMA-level basis.[115] Commenters raise concern that the transaction will impact competition at both the local and national levels,[116] and some argue that the Applicants effectively ignore the local or regional impact of the transaction.[117]

34. For this proposed transaction, we continue to use CMAs as the local geographic market for analyzing potential competitive harms and, in addition, we analyze the nationwide competitive effects on the mobile telephony/broadband services market.[118] The Commission has repeatedly found that because most consumers use their mobile wireless services at or close to where they live, work, and travel, they generally purchase mobile wireless services from service providers that offer and market such services locally.[119] Defining local geographic markets for mobile wireless services does not preclude us, however, from recognizing that two key competitive variables—service plan offerings and prices—typically do not vary for most service providers across most geographic markets where they sell services.[120] Although the proposed transaction does not cover all markets in the United States, it does cover 198 CMAs that are geographically dispersed throughout the United States, covering 10% of the U.S. population.[121] We therefore find that, in analyzing the relevant geographic markets, it is appropriate

[114] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605-06, para. 66; *AT&T-Leap Order*, 29 FCC Rcd at 2748, para. 27; *T-Mobile-MetroPCS Order,* 28 FCC Rcd at 2332, para. 29.

[115] Public Interest Statement at iv, 9.

[116] *See, e.g.*, Public Knowledge et al. Petition at 7 (stating that a "transaction of this magnitude, which completely wipes out a smaller, competitive market participant does not serve the public interest, as competition will be harmed on local and national levels"); CCIA Comments at 2 (noting that alongside "concerns regarding the national mobile wireless market, competitive risks are also evident in regional markets").

[117] *See* RWA Petition at 5-8 (arguing "[c]ontrary to the Applicants' framing, the primary question facing the Commission is whether the elimination of UScellular as a *regional or local* mobile wireless carrier will harm overall competition" and asserting that the Applicants "effectively ignore the local market impact of the proposed transaction and focus solely on the nationwide market") (emphasis in original).

[118] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605-06, para. 66; *AT&T-Leap Order*, 29 FCC Rcd at 2748, para. 27; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2332-33, paras. 29, 31-33; *see also* Public Interest Statement at 9.

[119] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10606, para. 68; *AT&T-Leap Order*, 29 FCC Rcd at 2748-49, para. 29; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2332-33, para. 31; *see also Policies Regarding Mobile Spectrum Holdings; Expanding the Economic and Innovation Opportunities of Spectrum Through Incentive Auctions*, WT Docket No. 12-269, GN Docket No. 12-268, Report and Order, 29 FCC Rcd 6133, at 6225-26, para. 238 (2014) (*Mobile Spectrum Holdings Report and Order*). In addition, the Commission has explained that wireless service sold in distant locations is generally not a good substitute for service sold near a consumer's home or work. *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10606, para. 68; *AT&T-Leap Order*, 29 FCC Rcd at 2748-49, para. 29; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2332-33, para. 31; *see also Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6225-26, para. 238.

[120] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10606, para. 68; *AT&T-Leap Order*, 29 FCC Rcd at 2749, para. 30; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2333, para. 32; *see also Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6226, para. 239.

[121] Public Interest Statement at 31, 35; Public Interest Statement, Orszag Decl. ¶ 126; *see also* Joint Opposition at 17 & n.76.

to consider any potential competitive effects that may result from the proposed transaction on both a local and national basis.

3. Input Market for Spectrum

35. When a proposed transaction would increase the concentration of spectrum holdings in any local market, the Commission evaluates the acquiring firm's post-transaction holdings of spectrum that is "suitable" and "available" in the near term for the provision of mobile telephony/broadband services.[122] The Commission has previously determined that the following bands, or portions thereof, should be included in the input market for spectrum: 600 MHz, 700 MHz, cellular, specialized mobile radio service (SMR), broadband Personal Communications Service (PCS), Advanced Wireless Services (AWS) in the 1710-1755 and 2110-2155 MHz band (AWS-1), AWS-3, AWS in the 2000-2020 MHz and 2180-2200 MHz spectrum bands (AWS-4), Broadband Radio Service (BRS), Wireless Communications Service (WCS) spectrum, H Block, Educational Broadband Service (EBS), 3.7 GHz, and 3.45 GHz.[123] In addition, we note that the Commission has adopted a separate threshold for mmW spectrum holdings, which includes the 24 GHz, 28 GHz, Upper 37 GHz, 39 GHz, and 47 GHz bands, as an initial analytical tool to aid in identifying certain markets for further review in proposed secondary market transactions.[124]

4. Market Participants

36. Consistent with the Commission's approach in previous transactions, we focus our initial analysis of market concentration on facilities-based entities providing mobile telephony/broadband services using the above-referenced input market for spectrum.[125] However, we recognize that MVNOs may provide additional competitive constraints, which we account for in our evaluation of the likely competitive effects.[126] In particular, we note that in addition to the three nationwide providers, as well as

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[122] *See, e.g.*, *Applications of AT&T Inc., E.N.M.R. Telephone Cooperative, Plateau Telecommunications, Inc., New Mexico RSA 4 East Limited Partnership, and Texas RSA 3 Limited Partnership for Consent to Assign Licenses and Authorizations*, WT Docket No. 14-144, Memorandum Opinion and Order, 30 FCC Rcd 5107, 5116-17, para. 21 (2015) (*AT&T-Plateau Order*); *AT&T-Leap Order*, 29 FCC Rcd at 2749-50, para. 32; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2333-34, para. 34.

[123] *See, e.g.*, *Communications Marketplace Report*, GN Docket No. 24-119, 2024 Communications Marketplace Report, FCC 24-136, 39 FCC Rcd 14116, 14173-74, paras. 69-70, Fig. II.B.11 (2024) (*2024 Communications Marketplace Report*); *Application of T-Mobile US, Inc., Nextel West Corp., and LB License Co, LLC for License Assignment*, ULS File No. 0010923038, Memorandum Opinion and Order, 39 FCC Rcd 11482, 11491-92, para. 23 (WTB/OEA 2024) (*T-Mobile-LB License Order*); *Application of T-Mobile License LLC and Horry Telephone Cooperative, Inc. to Assign Spectrum Licenses; Application of Horry Telephone Cooperative, Inc. and T-Mobile License LLC to Assign Spectrum Licenses; Application of Horry Telephone Cooperative, Inc. and T-Mobile License LLC to Assign Spectrum Licenses*, ULS File Nos. 0010864059, 0010877919, and 0010902770, Memorandum Opinion and Order, 39 FCC Rcd 10712, 10721, para. 24 (WTB/OEA 2024) (*T-Mobile-HTC Order*); *see also T-Mobile-Sprint Order*, 34 FCC Rcd at 10607, para. 70.

[124] *See, e.g.*, *2024 Communications Marketplace Report*, 39 FCC Rcd at 14174, para. 70; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614-15, para. 87; *Use of Spectrum Bands Above 24 GHz for Mobile Radio Services et al.*, GN Docket No. 14-177 et al., Second Report and Order et al., 32 FCC Rcd 10988, 11009-11, paras. 70, 74 & n.189 (2017) (*Spectrum Frontiers Second Report and Order*); *Use of Spectrum Bands Above 24 GHz for Mobile Radio Services et al.*, GN Docket No. 14-177 et al., Report and Order and Further Notice of Proposed Rulemaking, 31 FCC Rcd 8014, 8083-84, paras. 189-190 (2016) (*Spectrum Frontiers Report and Order*).

[125] *See, e.g.*, *T-Mobile-LB License Order*, 39 FCC Rcd at 11491-92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24; *see also T-Mobile-Sprint Order*, 34 FCC Rcd at 10609, para. 73; *AT&T-Leap Order*, 29 FCC Rcd at 2751-52, para. 35, 37; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2334-35, para. 37.

[126] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10609, paras. 73; *AT&T-Leap Order*, 29 FCC Rcd at 2752, para. 37; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2334-35, para. 37; *see also 2024 Communications Marketplace Report*, 39 FCC Rcd at 14161-62, 14232, paras. 57-58, 153; Public Interest Statement at 8 (noting that the

(continued….)

other more localized facilities-based service providers, cable companies and other MVNOs are becoming increasingly competitively relevant in the mobile wireless marketplace. Many commenters similarly assert that the traditional wireless companies face increased competition from cable providers.[127] ACLP notes, for example, that "[n]ow, most major ISPs offer, or seek to offer, triple- or quadruple-play options of voice, video, data, and/or mobile," and "T-Mobile and [UScellular] compete with a broader array of firms than at any time in the past" including "a growing number of cable companies that are competing for prepaid and post-paid mobile telephone and broadband customers."[128]

B. Competitive Effects of the Proposed Transaction

37. Horizontal transactions, in which rival firms in the same market combine assets, raise potential competitive concerns when the combined entity has the incentive and the ability, either by itself or in coordination with other service providers, to raise prices, lower quality, or otherwise harm competition in a relevant market.[129] In this section, we first describe the current market characteristics of the mobile wireless industry, and apply our initial two-part screen to identify markets where increased market concentration and spectrum aggregation resulting from the proposed transaction may raise competitive concerns. We next evaluate the potential for unilateral effects, considering factors on a nationwide and market-by-market basis; the market characteristics of each cluster are set out in Appendix D. We then turn to evaluating the potential for coordinated effects.

38. Based on our careful review of the record and thorough competitive analysis, we find that the instant transaction is unlikely to lead to unilateral or coordinated effects. In particular, we find that UScellular's exit from the market is unlikely to materially affect T-Mobile's incentive and ability to raise prices. We note that T-Mobile largely competes on a nationwide basis with AT&T and Verizon. In addition, the success of cable MVNOs in attracting and retaining customers demonstrates that they represent a new and noteworthy competitive threat. Our detailed market-by-market analysis of the CMAs triggered by the Commission's initial screens lends further support to our findings.

1. Characteristics of the Mobile Wireless Industry

39. In the market for mobile broadband services, three facilities-based mobile wireless service providers can be described as "nationwide": AT&T, T-Mobile, and Verizon.[130] Although none of

(Continued from previous page)
"Commission's analysis is . . . not limited to facilities-based carriers and also includes an assessment of the competitive effects of [MVNOs] and resellers") (internal citations omitted).

[127] ACI *Ex Parte* Letter at 2 ("[T]his drop in subscribership could be attributed to a range of factors such as growing competition from traditional wireless providers and cable wireless providers . . . ."); *id.* at 4 ("Market leaders also face stiff competition from satellite providers like EchoStar, other wireless providers like Verizon and AT&T, and cable wireless providers like Xfinity Mobile that 'offer competitive prices through bundled services.'" (citation omitted)); CFIF *Ex Parte* Letter at 2 ("UScellular faces fierce competition from other mobile wireless carriers, as well as wireless offerings from cable wireless."); ICLE *Ex Parte* Letter at 5-6 ("There are several compelling reasons why cable wireless providers such as Xfinity Mobile and Spectrum Mobile should be included within the market defined as relevant to the T-Mobile/UScellular transaction . . . ."); FSF Opposition at 2, 5-6 ("[P]arties to the proposed merger acknowledge that between 2020 and 2024, cable wireless MVNOs increased their market share within UScellular's geographic territory and that those trends are continuing." (citation omitted)); ACLP Reply at 4, 7 ("The MVNOs to whom these firms lease access on their networks (*e.g.*, cable companies; resellers) will also see improved and expanded 5G service . . . .").

[128] ACLP Reply at 3-4 (citation omitted).

[129] *Applications of T-Mobile, US Inc. and Ka'ena Corporation for Consent to Transfer Control of International Section 214 Authorizations*, GN Docket No. 23-171, Memorandum Opinion and Order, 39 FCC Rcd 4053, 4056, para. 8 (OIA/WTB 2024) (*T-Mobile-Mint/Ultra Order*); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10611, paras. 79; *AT&T-Leap Order*, 29 FCC Rcd at 2745, para. 21; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2330, para. 21.

[130] *2024 Communications Marketplace Report*, 39 FCC Rcd at 14160-61, para. 56.

these three service providers has a network that is truly ubiquitous, all three have networks that cover at least 95% of the population with 4G LTE, and at least 75% of the population with 5G-NR at speeds of at least 7/1 Mbps.[131] Collectively, these three service providers account for approximately 371 million U.S. postpaid and prepaid connections.[132] UScellular is best characterized as a multi-regional service provider; it has developed wireless networks and customer service operations in portions of 21 states.[133] There are also dozens of other facilities-based mobile wireless service providers throughout the United States, many of which provide service in a single, often rural, geographic area.[134]

40. In addition, many MVNOs provide service to customers.[135] Currently, five cable MVNOs offer wireless services within UScellular's footprint.[136] The Applicants note that "large cable providers—most notably, Charter and Comcast—have each launched wireless offerings that overlap with UScellular's service areas . . . ."[137] The Applicants contend that large cable providers have created "competitive disruption" in the wireless marketplace through such means as "targeted marketing tactics and aggressive bundled pricing and promotion."[138] They argue that in having "sizable Wi-Fi networks . . . that they now use to offload the vast majority of their traffic" and being able to bundle wireless services with their broadband and video offerings, "[c]able wireless providers have significant advantages over traditional MVNOs."[139] Similarly, numerous commenters argue that there is increased competition from cable providers.[140] In addition, information from third-party providers indicates that consumers choose mobile telephony/broadband services from a wide variety of providers based upon their respective needs and that connectivity has become increasingly intermodal in nature as service is provided not only by traditional facilities-based mobile wireless service providers, but also by cable MVNO providers (who

[131] *2024 Communications Marketplace Report*, 39 FCC Rcd at 14160-61, para. 56.

[132] *2024 Communications Marketplace Report*, 39 FCC Rcd at 14160-61, para. 56. In addition, EchoStar has built a network that it claims covers over 70% of the U.S. population. *Id.*

[133] *2024 Communications Marketplace Report*, 39 FCC Rcd at 14160-61, para. 56.

[134] *2024 Communications Marketplace Report*, 39 FCC Rcd at 14160-61, para. 56.

[135] *2024 Communications Marketplace Report*, 39 FCC Rcd at 14161, para. 57. MVNOs do not own any network facilities but instead purchase mobile wireless services wholesale from facilities-based providers and resell these services. *Id.*

[136] According to the Applicants, the cable MVNOs offering wireless services are Altice, Charter, Comcast, Cox, and Mediacom. Public Interest Statement at 39.

[137] Public Interest Statement at 39.

[138] Public Interest Statement at 39.

[139] Public Interest Statement at 39-40.

[140] ACI *Ex Parte* Letter at 4 ("Market leaders also face stiff competition from satellite providers like EchoStar, other wireless providers like Verizon and AT&T, and cable wireless providers like Xfinity Mobile that 'offer competitive prices through bundled services.'") (citation omitted)); CFIF *Ex Parte* Letter at 2 ("UScellular faces fierce competition from other mobile wireless carriers, as well as wireless offerings from cable wireless."); ICLE *Ex Parte* Letter at 5-6 ("There are several compelling reasons why cable wireless providers such as Xfinity Mobile and Spectrum Mobile should be included within the market defined as relevant to the T-Mobile/UScellular transaction . . . ."); FSF Opposition at 2, 5-6 ("[P]arties to the proposed merger acknowledge that between 2020 and 2024, cable wireless MVNOs increased their market share within UScellular's geographic territory and that those trends are continuing." (citation omitted)); ACLP Reply at 4, 7 ("The MVNOs to whom these firms lease access on their networks (*e.g.,* cable companies; resellers) will also see improved and expanded 5G service . . . .").

offload much of their traffic on to their own wi-fi networks),[141] fixed wireless providers, and innovative services such as emergency satellite communications.[142]

2. Initial Screen

41. To help identify those local markets in which competitive concerns are more likely, we apply an initial two-part screen. The first part of the screen is based on the size of the post-transaction Herfindahl-Hirschman Index (HHI) and the change in the HHI.[143] The second part of the screen, which is applied on a county-by-county basis, identifies those local markets where an entity would hold approximately one-third or more of the total spectrum suitable and available for the provision of mobile telephony/broadband services post-transaction.[144] Further, if the acquiring entity would increase its

[141] The cable MVNO providers offload mobile traffic on their networks to achieve cost reductions. *See, e.g.*, Charter Communications, Inc., Annual Report, SEC Form 10-K, at 10, 22 (filed Jan. 31, 2025); Comcast Corporation, SEC Form 10-K, at 1-4 (filed Jan. 31, 2025); Charter Request Response at 4, 6-7; Comcast Request Response at 2; *see also* Public Interest Statement at 14, 35 (stating that cable companies benefit from offloading more mobile wireless traffic onto their own Wi-Fi networks which allows them to aggressively price their wireless offerings and increase market share).

[142] *See, e.g.*, Comcast Request Response at 3 ("Comcast notes, however, that the overall broadband marketplace is intensely competitive and consumers have multiple choices among facilities-based fixed broadband providers, including cable operators, telcos, new fiber providers, fixed wireless providers, and satellite broadband providers."); Mediacom Request Response at 4-5 ("The Proposed Transaction will allow T-Mobile to integrate its 5G home Internet services in previous US Cellular underserved communities, thereby improving the performance of a formerly regional cellular provider that had been a direct competitor to Mediacom. The infusion of capital, national advertising scale, and other resources into the previously fiscally challenged US Cellular could present a strong challenge to Mediacom's market position."); Charter Request Response at 2, 5; *see also, e.g.*, Altice production: ALTICE-CID-00000344; ALTICE-CID-00000513; ALTICE-CID-00000525; Cox production: COX-00000001 (Cellular Portfolio Competitive Landscape, No date available); COX-00000003; COX-00000004; COX-00000042 ({[ ]}, Nov. 6, 2024); Mediacom production: MCM_0000041_Prod002 (Pricing Spreadsheet, No date available); MCM_0000042_Prod002 (Pricing Spreadsheet, Sept. 11, 2024); AT&T production: ATT-FCC-TMOUSC-000000012 ({[ ]}, No date available); ATT-FCC-TMOUSC-000000013 ({[ ]}, No date available); ATT-FCC-TMOUSC-000010023 ({]}, Dec. 2, 2024); ATT-FCC-TMOUSC-000011606 ({[ ]}, Nov. 11, 2024); Verizon production: VZW-FCC-000035 ({[ ]}, Sept. 10, 2024); VZW-FCC-000088 ({[ ]}, No date available); VZW-FCC-000091 ({[ ]}, Feb. 1, 2025); VZNUSC-0000001 ({[ ]}, Oct. 11, 2024); VZNUSC-0000005 ({[ ]}, Mar. 3, 2023); VZNUSC-0007880 ({[ ]}, Dec. 2023); VZNUSC-0011103 ({[ ]}, Oct. 18, 2024); VZNUSC-0022717 ({[ ]}, May 14, 2021); VZNUSC-0037347 ({[ ]}, Dec. 3, 2024); VZNUSC-0037943 ({[ ]}, June 24, 2021); EchoStar production: ECHOSTAR_RFI24286_0003553 ({]}, Aug. 2022); ECHOSTAR_RFI24286_0009010 at ECHOSTAR_RFI24286_0009027 ({[ ]}, No date available); ECHOSTAR_RFI24286_0009041 at ECHOSTAR_RFI24286_0009044-046 ({[ ]}, July 2024); ECHOSTAR_RFI24286_0000194 ({[ ]}, No date available).

[143] The initial HHI screen identifies for further case-by-case market analysis those markets in which, post-transaction: (1) the HHI would be greater than 2800 and the change in HHI would be 100 or greater; or (2) the change in HHI would be 250 or greater, regardless of the level of the HHI. *E.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614-15, para. 87 & n.277; *AT&T-Leap Order*, 29 FCC Rcd at 2753, para. 41 & n.140; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2335, para. 38 & n.94.

[144] *E.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614-15, para. 87; *AT&T-Leap Order*, 29 FCC Rcd at 2753, para. 41; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2335, para. 38. The total amount of spectrum that is currently considered suitable and available for the provision of mobile telephony/broadband services is 1,123 megahertz, with (continued….)

below-1-GHz spectrum holdings so as to hold approximately one-third or more of such spectrum post-transaction, we apply enhanced factor review.[145] Finally, the Commission has also adopted a separate mmW spectrum threshold as an initial analytical tool to aid in identifying certain markets for further review.[146]

42. As discussed in detail below, the application of the two-part screen suggests that the proposed transaction may raise competitive concerns because it would increase market concentration in certain markets subject to the instant transaction. The HHI screen is triggered in 122 of the 198 CMAs subject to the transaction, which cover 28.4 million people (8.5% of the U.S. population).[147] Similarly, the Commission's spectrum screen is also triggered in 38 of the CMAs subject to the transaction, and 147 CMAs are subject to enhanced factor review. The mmW spectrum threshold is not triggered. We emphasize, however, that the two-part screen is only the first step in our competitive evaluation and does not in and of itself predict the likely competitive effects of the proposed transaction on consumers.[148]

a. Market Concentration

43. Increased market concentration arising from a proposed transaction is an indicator of potential harm to competition, and in antitrust analysis, triggers a presumption that the merger is likely to enhance market power.[149] As the Commission has made clear, however, market concentration measures are merely the beginning of the competitive analysis, and the presumption may be rebutted by evidence showing that the merger is unlikely to enhance market power.[150]

44. *Record*. For the CMAs subject to the transaction, T-Mobile undertook a CMA-by-CMA analysis of the post-transaction spectrum holdings and coverage of MNOs, as well as the market presence of cable MVNOs.[151] Of the 198 CMAs where T-Mobile is acquiring any form of assets from UScellular, the Applicants' review identifies the 157 CMAs where UScellular has more than what the Applicants describe as "incidental mobile coverage."[152] The Applicants state that by applying the Commission's criteria for identifying service providers deemed to have a competitive local presence in a CMA, T-

(Continued from previous page)
an associated spectrum screen trigger of 385 megahertz. *2024 Communications Marketplace Report*, 39 FCC Rcd at 14173-74, paras. 69-70, Fig. II.B.11. We note that 3.7 GHz and 3.45 GHz spectrum are not available for use in Hawaii, Alaska, and the territories. In these areas, the total amount of suitable and available spectrum is 743 megahertz, and the associated spectrum screen trigger is 250 megahertz. *2024 Communications Marketplace Report*, 39 FCC Rcd at 14173, para. 69 & n.189.

[145] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10615, para. 87; *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, paras. 286-88.

[146] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614-15, para. 87; *see also Spectrum Frontiers Second Report and Order*, 32 FCC Rcd at 11009-11, paras. 70, 74 & n.189; *Spectrum Frontiers Report and* Order, 31 FCC Rcd at 8083-84, paras. 189-190. The mmW spectrum threshold trigger is 1850 megahertz. *Id.*

[147] The 122 CMAs triggered by the HHI screen include 6 Top 100 CMAs—Milwaukee, WI; Oklahoma City, OK; Tulsa, OK; Omaha, NE-IA; Knoxville, TN; and Des Moines, IA.

[148] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10615, para. 88.

[149] *See, e.g.*, *T-Mobile-Sprint Order,* 34 FCC Rcd at 10615-16*,* para. 89.

[150] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10615-16*,* para. 89.

[151] *See* Public Interest Statement at 37-40; *see also* Public Interest Statement, Appx. F, CMA Specific Analysis (Appx. F, Applicants' CMA Specific Analysis).

[152] Public Interest Statement at 37.

Mobile, UScellular, or both are deemed to lack a competitive presence in 33 of those 157 CMAs.[153] According to the Applicants, in the remaining 124 CMAs where both T-Mobile and UScellular have a competitive presence, the following providers also have a competitive presence: Verizon in 116 CMAs; AT&T in all 124 CMAs; cable wireless in 113 CMAs; and EchoStar in 20 CMAs.[154] CCIA observes that "the parties acknowledge in their filing the competitive risk of this transaction given the high concentration in the market and the HHI variance as a result of this market concentration."[155] CWA claims that HHI analyses indicate that the proposed transaction would significantly increase concentration in numerous local markets.[156]

45. *Discussion.* Post-transaction, T-Mobile would trigger the HHI screen in 122 CMAs which, as noted above, cover 28.4 million people (around 8.5% of the U.S. population).[157] The average HHI, post-transaction, would be {[ ]} across the CMAs subject to the transaction, and the average change in the HHI would be {[ ]}.[158] Accordingly, given the increase in concentration as indicated by the HHI screen, we carefully review these markets. For ease of analysis, we grouped the CMAs into five larger geographic clusters, the characteristics of which are set out in Appendix D.

b. Spectrum Concentration

46. Spectrum is an essential input in the provision of mobile wireless services, and ensuring that sufficient spectrum is available for incumbent licensees, as well as potential new entrants, is critical

[153] Public Interest Statement at 37-38 & n.166 (stating that the Commission has previously determined that coverage of 70% or more of the population and more than 50% of the land area is presumptively sufficient for a service provider to have a competitive presence in a market).

[154] Public Interest Statement at iv, 38; *see also* Joint Opposition at 18.

[155] CCIA Comments at 4; *see also id.* ("In light of the considerable risk of higher prices for consumers from the elimination of a competitor in an already highly concentrated market, the agencies should carefully analyze the potential anticompetitive risks of the proposed transaction."); *id.* at 1 (observing that the proposed transaction would decrease the number of facilities-based service providers in the areas where UScellular operates).

[156] CWA Petition at 25-26. Redzone Wireless, LLC (Redzone Wireless) argues that by increasing T-Mobile's presence and market share in Maine as result of the transaction, T-Mobile will be less likely to comply with the Commission's interference rules and asks the Commission to defer action "until T-Mobile demonstrates compliance with the Commission's field strength limits for the 2.5 GHz band in Maine." Redzone Wireless Comments at 2, 6. We agree with the Applicants that Redzone Wireless' complaints are inappropriate for consideration in the context of this proceeding since they relate to rules governing 2.5 GHz band facilities operating in Maine and no 2.5 GHz spectrum in Maine is being assigned under the proposed transaction. Joint Opposition at 40. Redzone Wireless has not demonstrated that any nexus exists between the interference it complains about and this transaction. Assuming, *arguendo*, that T-Mobile is the source of the interference Redzone Wireless is receiving, T-Mobile is operating pursuant to licenses that it already holds. Consenting to the transaction Applications will have no impact on the interference. *See, e.g.*, *Notifications of AT&T Inc. and T-Mobile USA, Inc. for Short-Term Spectrum Manager Leasing Arrangements*, ULS File Nos. 0006972875 et al., Order, 31 FCC Rcd 3344, 3344, para. 1 (WTB 2016) (finding that interference allegations "are not specific to the proposed spectrum leasing arrangements between [the parties], and are better treated in a proceeding designed to address the interference claims").

[157] The list of triggered CMAs is provided in Appendix C.

[158] For the subset of CMAs where UScellular currently has subscribers, the average HHI post-transaction would be {[ ]} across the CMAs subject to the transaction, and the average change in the HHI would be {[ ]}. We note that, in the NRUF data, MVNO subscribers are attributed to their host networks and cannot be separately identified. To the extent that MVNOs act as competitive constraints, the HHI calculations will overstate market concentration. We have calculated alternative HHIs, using subscriber data on cable MVNOs from the third-party requests to adjust NRUF-based market shares. Separately accounting for cable MVNOs, the average HHI, post-transaction, would be {[ ]} across the CMAs subject to the transaction, and the average change in the HHI would be {[ ]}.

to promoting effective competition and innovation in the marketplace.[159] Regarding mobile spectrum holdings policies, the Commission's fundamental goal is the preservation and promotion of competition, which in turn, leads to lower prices, improved quality, and increased innovation.[160] When considering the potential competitive effects of spectrum aggregation resulting from a proposed transaction, the Commission has considered whether there would be an increased likelihood that rival service providers or potential entrants would be foreclosed from expanding capacity, deploying mobile broadband technologies, or entering the market, and also whether rivals' costs would be increased to the extent that they would be less likely to be able to compete robustly.[161] The spectrum screen, applied on a county-by-county basis, identifies local markets where an entity would hold approximately one-third or more of the total spectrum suitable and available for the provision of mobile telephony/ broadband services, post-transaction.[162] Further, if the acquiring entity would increase its below-1-GHz spectrum holdings such that it would hold approximately one-third or more of such spectrum post-transaction, we apply enhanced factor review.[163] Finally, the Commission has also adopted a separate mmW spectrum threshold as an initial analytical tool to aid in identifying certain markets for further review.[164]

(i) Application of Total Spectrum Screen

47. *Record*. In determining the amount of spectrum they would hold post-transaction, the Applicants took into account the planned sale of T-Mobile's 800 MHz spectrum pursuant to the T-Mobile/Sprint Final Judgment and the pending sale of certain of T-Mobile's 3.45 GHz spectrum.[165] They conclude that the proposed transaction will not result in T-Mobile exceeding the spectrum screen in any of the markets involved in the instant transaction.[166]

48. EchoStar argues that "the proposed transaction would substantially harm competition by exacerbating T-Mobile's already dominant levels of spectrum concentration, raising rivals' costs and by extension, harming consumers."[167] EchoStar asserts, further, that "T-Mobile's own justification for this transaction relies on the very benefit that T-Mobile in general, and this transaction in particular, would deny competitors—the 'multiplicative' efficiency that results from spectrum aggregation."[168] CCIA describes spectrum as an "increasingly scarce resource used by an ever-diminishing set of firms," noting

[159] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617-18, para. 94; *AT&T-Leap Order*, 29 FCC Rcd at 2745-46, para. 21; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2330-31, para. 22.

[160] *See, e.g.*, *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6143-44, para. 17.

[161] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617-18, para. 94; *Applications of AT&T Inc. and Cellular Properties, Inc. for Consent to Assign Authorizations*, WT Docket No. 15-78, Memorandum Opinion and Order, 31 FCC Rcd 318, 322, para. 9 (WTB/IB 2016).

[162] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614-15, para. 87; *AT&T-Leap Order*, 29 FCC Rcd at 2749-50, para. 32; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2333-34, para. 34.

[163] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614-15, para. 87; *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, paras. 286-88.

[164] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614-15, para. 87; *Spectrum Frontiers Second Report and Order*, 32 FCC Rcd at 11009-11, paras. 70, 74 & n.189; *Spectrum Frontiers Report and* Order, 31 FCC Rcd at 8083-84, paras. 189-190.

[165] Public Interest Statement at 37.

[166] Public Interest Statement at 37.

[167] EchoStar Petition at 2.

[168] EchoStar Reply at 1-2.

the large percentage of spectrum held by the three nationwide service providers.[169] RWA states that "[c]ontrary to the public interest, small rural carriers were not made aware of UScellular's interest in selling the spectrum in their markets and therefore never had the opportunity to acquire this spectrum in their markets, which is needed to compete locally with the nationwide mobile wireless carriers and other regional and rural wireless carriers."[170] The Free State Foundation counters, however, that "it is unlikely that the combination of spectrum resources that would be enabled by the merger would be harmful to competition or consumers," and that "[t]he combination of spectrum enables the likely public benefit of more capacious and faster networks."[171]

49. *Discussion.* In analyzing T-Mobile's post-transaction spectrum holdings for purposes of applying our initial spectrum screen, we consider T-Mobile's existing spectrum holdings. Accordingly, our analysis shows that, post-transaction, T-Mobile would be attributed with one-third or more of the total suitable and available spectrum in 38 CMAs covering approximately 3% of the U.S. population. While we note that T-Mobile and Grain Management, LLC (Grain) have filed applications where T-Mobile would assign its 800 MHz spectrum licenses to Grain, and Grain would assign certain 600 MHz spectrum licenses to T-Mobile (T-Mobile-Grain transaction),[172] because the transaction is pending and has not yet been approved, we do not factor the spectrum effect of that transaction into T-Mobile's spectrum holdings. However, we note that if we were to take into account the reduction in T-Mobile's holdings due to the T-Mobile-Grain transaction, T-Mobile would not trigger the total spectrum screen in any of the CMAs in this instant transaction. As noted above, for ease of analysis, we grouped the CMAs into five larger geographic clusters, the details and characteristics of which are set out in Appendix D.

(ii) Enhanced Factor Review

50. *Record*. Regarding the application of enhanced factor review,[173] the Applicants state that T-Mobile has undertaken the same analysis conducted in the Commission's enhanced factor review for every impacted CMA, "which demonstrates the healthy state of competition in these geographic areas."[174] The Applicants assert that, having taken into account "the planned sale of T-Mobile's 800 MHz spectrum . . . and the pending sale of certain of T-Mobile's 3.45 GHz spectrum, the Transaction will not result in T-Mobile [. . .] triggering the low-band screen for enhanced factor review in any CMA or county."[175] Some commenters assert that T-Mobile appears to have taken steps to avoid triggering the enhanced competitive

[169] CCIA Comments at 4-5 (citing *Communications Marketplace Report*, GN Docket No. 22-203, 2022 Communications Marketplace Report, 37 FCC Rcd 15514, 15580, para. 86 (2022)).

[170] RWA Petition at 11; *see also* RWA Reply at 11-12 ("The fact that two rural carriers have announced deals to acquire a small amount of UScellular's spectrum does not mean that UScellular's intentions regarding its spectrum were known among all, or even most, rural carriers."). *But see supra* para. 27 & n. 97 (addressing the process conducted by USCC and TDS with outreach to selected buyers); *but see also* TDS-USCC-FCC-002-00442526 (UScellular, {[ ]}) 27 & n.100 (addressing the process conducted by USCC and TDS with outreach to selected buyers).

[171] FSF Opposition at 7.

[172] *See Wireless Telecommunications Bureau Accepts for Filing T-Mobile USA, Inc.'s and Grain Management LLC's Assignment Applications and Seeks Comment on Waiver Requests*, WT Docket No. 25-178, Public Notice, DA 25-429 (WTB May 20, 2025) (*T-Mobile-Grain Public Notice*).

[173] The trigger for enhanced factor review is currently 68 megahertz of below-1-GHz spectrum.

[174] Public Interest Statement at 37; Appx. F, Applicants' CMA Specific Analysis.

[175] Public Interest Statement at 37 (citing *United States of America et al., v. Deutsche Telekom AG, T-Mobile US, Inc., Softbank Group Corp., Sprint Corporation, and DISH Network Corporation*, AmendedFinal Judgment, Case No. 1:19-cv-02232-TJK, at 12-14 (D.D.C. Oct. 23, 2023) (requiring T-Mobile to conduct an auction to divest its 800 MHz spectrum licenses by October 1, 2024)).

review[176] by "intentionally structur[ing] the proposed acquisition to keep T-Mobile below the Commission's spectrum screen and the low-band trigger for enhanced competitive review,"[177] and "attempting to auction off" certain spectrum holdings to ensure it does not exceed the Commission's threshold for enhanced factor review.[178] EchoStar asserts that the existence of a call option for T-Mobile to acquire even more 600 MHz spectrum than it has already disclosed may counter Applicants' statements that the transaction will not result in T-Mobile exceeding the threshold for enhanced factor review.[179]

51. *Discussion.* For purposes of determining whether enhanced factor review is triggered, we consider T-Mobile's existing spectrum holdings and we consider only the transaction before us. Post-transaction, T-Mobile would be attributed with one-third or more of the total suitable and available spectrum below 1 GHz in 147 CMAs covering approximately 9% of the U.S. population, and these markets would be subject to enhanced factor review as set forth in paragraph 286 of the *Mobile Spectrum Holdings Report and Order*.[180] However, we again note that if we were to take into account the reduction in T-Mobile's low-band holdings of the pending T-Mobile-Grain transaction, T-Mobile would not trigger an enhanced factor review. As noted above, for ease of analysis, we have grouped the CMAs into five larger geographic clusters, the characteristics of which are set out in Appendix D.

(iii) mmW Spectrum Threshold

52. As part of the proposed transaction, T-Mobile would also acquire between zero and 300 megahertz of mmW spectrum from UScellular, depending on the CMA. Post-transaction, T-Mobile would be attributed with a maximum of 1,525 megahertz of mmW spectrum on a county-by-county basis in the CMAs subject to the transaction, and would not trigger the mmW spectrum threshold in any CMA.[181] As the threshold is not triggered, we see no need to evaluate these markets further on the basis of increased mmW spectrum holdings.

(iv) Other Spectrum Issues.

53. *Spectrum Foreclosure.* The Applicants state that "[a]s a result of the Transaction, T-Mobile will acquire spectrum that is complementary to its current holdings, allowing it to increase its spectrum depth within the UScellular footprint and do so rapidly."[182] EchoStar argues, however, that "first and foremost this transaction is about taking spectrum out of circulation and in turn, about foreclosure of the ability of competitors to compete in the wireless market on a stand-alone basis."[183] The

[176] *But see* EchoStar Petition at 12 ("To ameliorate what T-Mobile itself apparently recognizes as the excessive spectrum concentration stemming from this transaction, T-Mobile will supposedly jettison its current 3.45 GHz band spectrum to at least two spectrum holding companies, SoniqWave and Columbia Capital subsidiary N77License Co. But the heavily qualified licensing status of the 3.45 GHz spectrum makes it a poor substitute for the spectrum this transaction removes from other competitors' use.").

[177] CFIF *Ex Parte* Letter at 2.

[178] ACI *Ex Parte* Letter at 4-5.

[179] EchoStar Reply at 4-5.

[180] *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, para. 286.

[181] We note that AT&T is attributed with a maximum of 1,700 megahertz of mmW spectrum in the CMAs subject to the transaction, Verizon is attributed with a maximum of 2,450 megahertz, and other licensees, including EchoStar, are attributed with a maximum of 1,450 megahertz.

[182] Public Interest Statement at 18.

[183] EchoStar Reply at 2; *see also* EchoStar Petition at 9 (quoting Reply Comments of DISH Network Corporation, WT Docket No. 23-319 (Nov. 8, 2023), Exhibit 1, Brattle Group, Economics of the FCC's Spectrum Screen: Relevance and Proposed Modifications, at 18 (Nov. 5, 2023) ("T-Mobile's roll-up pattern is consistent with its spectrum foreclosure strategy: it has accumulated substantially more critical mid-band spectrum for 5G than any other carrier, which has raised its rivals' costs. Indeed, holding 'relatively more spectrum can give a firm

(continued….)

Applicants respond that EchoStar "fails to explain why the Transaction will have any foreclosure effect on competition in the UScellular service areas."[184] The Applicants also contend that the transaction enables T-Mobile to improve its service, expand capacity, and generate a competitive response in the form of increased competition and consumer welfare which should be viewed as a competitive benefit.[185]

54. The Applicants' publicly available corporate filings disclose a Put/Call Agreement relating to certain spectrum licenses in the 600 MHz band.[186] EchoStar contends that the Applicants' spectrum foreclosure strategy is demonstrated in the purchase agreement which has a provision that includes a spectrum call option that would give T-Mobile the right to acquire or withhold from competitors even more UScellular spectrum across dozens of additional license areas.[187] EchoStar argues that T-Mobile's call option or UScellular's put option is designed to foreclose the ability of competitors to compete in the wireless market on a standalone basis and that T-Mobile has no need to use or interest in using this spectrum.[188] EchoStar argues that although the Applicants claim to have structured the transaction so as to mitigate some of the spectrum aggregation issues that might raise regulatory concerns, "the mitigation is illusory."[189] If T-Mobile has additional rights to acquire 600 MHz spectrum as part of this transaction, EchoStar argues, the resulting tying-up of spectrum is not some future eventuality; it is immediate and should weigh heavily in the Commission's evaluation.[190]

(Continued from previous page) ———————————
advantages over its horizontal competitors by decreasing its required non-spectrum capital expenditures to meet a given network capacity goal while simultaneously increasing its competitors' required non-spectrum capital expenditures.'")).

[184] Joint Opposition at 22.

[185] Joint Opposition at 22-23 & n. 98 ("Additional capacity entering the UScellular footprint will benefit consumers and increase competition as expansion of output is a core goal of antitrust policy.").

[186] *E.g.*, United States Cellular Corporation, SEC Form 8-K, at 5 (filed May 28, 2024) ("Concurrently with the execution of the Purchase Agreement, Buyer and numerous FCC-license holding Seller affiliates (the 'PCA Seller Affiliates') have entered into a Put/Call Agreement (the 'Put/Call Agreement') pursuant to which, subject to the terms of the Put/Call Agreement, (i) the PCA Seller Affiliates have the right to require Buyer to purchase certain spectrum licenses relating to the 600 MHz band held by the PCA Seller Affiliates, and (ii) Buyer has the right to require the PCA Seller Affiliates to sell this same spectrum to Buyer, in each case, for an agreed upon purchase price in the aggregate of approximately $106M. The term of the Put/Call Agreement will run from its effective date to the date that is one year from the Closing or, if later, the date of certain specified events relating to the Designated Entities. The put right of the PCA Seller Affiliates is subject to certain conditions in the event such put right is exercised prior to consummation of the transfer of the Designated Entity Spectrum Licenses pursuant to the Purchase Agreement.").

[187] EchoStar Reply at 2 (citing FCC-TMUS_000025649, at FCC-TMUS_000026097 (T-Mobile, Securities Purchase Agreement By and Among Telephone and Data Systems, Inc., United States Cellular Corporation, USCC Wireless Holdings, LLC and T-Mobile US, Inc., May 24, 2024); FCC-TMUS_000001018, at FCC-TMUS_000001029 (T-Mobile, Corporate Development & Spectrum, TMUS Board of Directors Meeting, Mar. 14-15, 2024)).

[188] *See* EchoStar Reply at 2, 4-5 (citing FCC-TMUS_000001018, at FCC-TMUS_000001029 (T-Mobile, Corporate Development & Spectrum, TMUS Board of Directors Meeting, Mar. 14-15, 2024); FCC-TMUS_000000969, at FCC-TMUS_000000973 (T-Mobile, Project Odyssey: Preliminary Perspective, Dec. 11, 2023)). *But see* TDS-USCC-FCC-002-00442526, at TDS-USCC-FCC-002-00442528 (UScellular, {[

]}).

[189] EchoStar Reply at 5 (citing Transcript, Telephone and Data Systems, Inc., United States Cellular Corporation M&A Call, Fair Disclosure Wire at 8 (May 28, 2024)); *see also* Public Interest Statement at 37 (referencing the planned sale of T-Mobile's 800 MHz spectrum and pending sale of certain of T-Mobile's 3.45 GHz spectrum).

[190] EchoStar Reply at 5.

55. *Discussion*. We disagree with EchoStar and find that the record does not support the argument that T-Mobile intentionally purchases spectrum to warehouse spectrum or foreclose competition or that the spectrum purchases at issue here are part of a foreclosure strategy.[191] The Applicants have documented that T-Mobile will use the spectrum it is acquiring to improve T-Mobile's service and capacity in UScellular's footprint.[192] Further, multiple entities already hold significant amounts of spectrum in the markets at issue. Thus, it is highly unlikely that the spectrum T-Mobile is acquiring would allow it to foreclose competition, as discussed further in our competitive analysis below. In addition, we find the fact that T-Mobile has a spectrum call option for UScellular's remaining 600 MHz spectrum does not itself give rise to foreclosure concerns.[193] Spectrum ownership in the markets at issue is subject to change and any transfer of spectrum pursuant to the call option remains speculative. Therefore, it would be premature to consider the potential competitive effects of this option unless it is actually exercised. In the event T-Mobile exercises this option, the transaction would be subject to the Commission's review consistent with our statutory obligations.

3. Unilateral Effects

56. In this section, we evaluate the potential unilateral competitive effects of the proposed transaction. Horizontal unilateral effects arise when the combined entity has the incentive and ability to raise prices or otherwise harm competition post-transaction, regardless of the anticipated actions of rival firms.[194] The degree of direct competition or substitution between the merging parties' products and whether there are non-merging parties that are selling close substitutes (or that could quickly reposition their products to be close substitutes) are important factors in determining the likelihood and magnitude of any potential unilateral price increases.[195] We begin our unilateral effects analysis by examining an

[191] As discussed in the Network Related Claims section below, there is no evidence that T-Mobile's acquisition of the spectrum at issue is designed to foreclose any competitor or competition within a market. In contrast, we find that the evidence presented by EchoStar on spectrum foreclosure is speculative and is not supported by the record in this proceeding. Further, we do not find EchoStar's spectrum foreclosure arguments relating to T-Mobile's participation in the 3.45 GHz auction as evidence of foreclosure. EchoStar Reply at 2-3, 6 & n.14. The document cited by EchoStar in support of its foreclosure argument sets forth the additional considerations for T-Mobile's spectrum considerations. *See* FCC-TMUS_000000158, at FCC-TMUS_000000166 (T-Mobile, US Corporate Development Update, Apr. 2024). Lastly, we reject EchoStar's characterizations that T-Mobile's spectrum purchase is aimed at foreclosing competition in unrelated markets as unsupported by the record in this proceeding. *See* EchoStar Reply at 6-7.

[192] *See*, *e.g.*, Joint Opposition at 5. As explained above, UScellular contemplates reassigning its spectrum, in varying amounts and types, to five different, unrelated buyers, which further weighs against Petitioner's foreclosure argument.

[193] To the extent that EchoStar is asserting that the Commission should limit T-Mobile's 600 MHz spectrum holdings, the Commission has not adopted a band-specific limit on 600 MHz spectrum in secondary market transactions. *See*, *e.g.*, *Application of T-Mobile US, Inc., T-Mobile License LLC, and Channel 51 License Co LLC for License Assignment; Application of T-Mobile US, Inc. Nextel West Corp., and Channel 51 License Co LLC for License Assignment*, ULS File Nos. 011358403 and 0011358399, Memorandum Opinion and Order, DA 25-341, at 5-6, para. 12 & n.39 (WTB Apr. 15, 2025) (*T-Mobile-Channel 51 Order*); *T-Mobile-LB License Order*, 39 FCC Rcd at 11490-91, para. 20; *T-Mobile-HTC Order*, 39 FCC Rcd at 10720, para. 21.

[194] *Application of Verizon Communications Inc and America Movil, S.A.B. de C.V. for Consent To Transfer Control of International Section 214 Authorization*, GN Docket No. 21-112, Memorandum Opinion and Order, 36 FCC Rcd 16994, 17008-09, para. 38 (2021) (*Verizon-TracFone Order*); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10625-26, para. 111.

[195] *E.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10625-26, para. 111; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9166, para. 84; *see also United States v. H&R Block*, 833 F. Supp. 2d 36, 81 (D.D.C. 2011) (stating that unilateral effects in a differentiated product market are likely to be profitable where the products controlled by the merging firms are close substitutes, products offered by non-merging firms are sufficiently different to make a small but significant (continued….)

additional screen, which measures the upward pricing pressure that would likely to be created by the proposed transaction. We then proceed by evaluating additional evidence from the record indicating potential unilateral price effects on both a within-footprint and nationwide basis. Finally, we examine the local market characteristics of the CMAs involved in the transaction. Based on all of the circumstances, we conclude that the likelihood of competitive harm arising from unilateral effects is low.

57. *Record*. The Applicants contend that T-Mobile's prices are generally lower than those of UScellular for comparable rate plans and assert that the transaction does not create a significant likelihood that T-Mobile would raise prices post-transaction.[196] In particular, the Applicants state that the transaction is not large enough in scope to prompt T-Mobile to unilaterally alter its pricing or service plan features.[197] The Applicants point out that the transaction involves the acquisition of wireless assets in only 198 of the 734 CMAs nationwide and wireless customers representing only approximately 1% of total U.S. wireless connections.[198] The Applicants further assert that because UScellular's footprint constitutes a minimal percentage of T-Mobile's overall service area, T-Mobile will not be incentivized to raise prices on its consumer rate plans on a nationwide basis or reduce plan features, as doing so would disadvantage the company relative to its main competitors.[199]

58. The Applicants claim that UScellular competes primarily with Verizon and AT&T and only to a lesser extent with T-Mobile, as well as competing with the cable wireless providers across most of its footprint.[200] According to the Applicants, within the UScellular footprint, UScellular tends to attract more customers in less-densely populated areas, while T-Mobile tends to attract more customers in more-densely populated areas.[201] The Applicants further assert that within the UScellular footprint, T-Mobile lags behind AT&T, Verizon, and UScellular in terms of network coverage and signal strength.[202]

59. The Applicants claim that UScellular does not pose a meaningful competitive constraint to T-Mobile today and is likely to become an even more limited competitor to T-Mobile in the future.[203] T-Mobile asserts that it "does not consider UScellular's presence, including UScellular's coverage or pricing, when making its own coverage, pricing, or other key competitive decisions, and it does not adjust its consumer prices to reflect local competition in any portion of the United States (including UScellular's operating geographies)."[204] T-Mobile further claims that this national focus is reflected in T-Mobile's competitive tracking and analyses, which largely emphasize the activities of other nationwide providers (mainly, AT&T and Verizon), and increasingly the largest cable wireless providers—Charter's Spectrum Mobile and Comcast's Xfinity Mobile.[205] T-Mobile points to an example of T-Mobile's alerts when a

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and non-transitory price increase profitable for the merging firms, and non-merging firms are unlikely to reposition their products to offer close substitutes for the products offered by the merging firms).

[196] Public Interest Statement at i, iii, 31.

[197] Public Interest Statement at iii, 31; *see also* Joint Opposition at 17.

[198] Public Interest Statement at 31; *see also* Joint Opposition at 17 & n.76.

[199] Public Interest Statement at 31; *see also* Joint Opposition at 17.

[200] Public Interest Statement at iv, 31-32; Public Interest Statement, Therivel Decl. ¶ 33.

[201] Public Interest Statement, Orszag Decl. ¶¶ 22, 106.

[202] Public Interest Statement, Orszag Decl. ¶ 105; *see also* Public Interest Statement, Orszag Decl., Appendix A at 66-67, Fig. 20 & Fig. 21.

[203] Public Interest Statement at iii-iv, 32; Public Interest Statement, Orszag Decl. ¶ 67; *see also* Joint Opposition at 11-12, 17.

[204] Public Interest Statement at 32; *see also* Public Interest Statement, Katz Decl. ¶ 16; Public Interest Statement, Kapoor Decl. ¶ 15; Public Interest Statement, Orszag Decl. ¶ 67; Joint Opposition at 11-12, 17.

competitor makes a noteworthy change, such as a pricing change or new device offers.[206] Over the last three years, T-Mobile states that it has created a total of {[ ]} competitive alerts, and of those, only a very small fraction, {[ ]}, were for UScellular.[207]

60. In addition, the Applicants contend that following the closing of the transaction, legacy UScellular customers will have the opportunity to migrate to a lower-priced T-Mobile plan or maintain their legacy UScellular rate plan.[208] The Applicants contend that the Commission has recognized that an intention to retain existing rate plans assists in offsetting theoretical unilateral effects.[209] T-Mobile's internal projections estimate that {[ ]}% of UScellular's over four million subscribers would see a decrease in price by switching to a comparable T-Mobile plan.[210] T-Mobile's preliminary projections indicate up to {[ ]} in net present value in cost savings to UScellular customers and an estimated average monthly savings of {[ ]} for each customer who migrates to a T-Mobile plan.[211] T-Mobile presents an extensive plan-by-plan comparison of UScellular's and T-Mobile's price plans and concludes that the estimated average monthly savings for each customer who migrates to a T-Mobile plan would be {[ ]}.[212] T-Mobile asserts that certain customer segments, such as seniors, first responders, and teachers, will see even greater monthly savings when they switch to T-Mobile's plans, because of T-Mobile's discounted plans that provide significant savings over comparable UScellular plans.[213]

61. RWA argues that the Commission should not credit T-Mobile's claims that it will not raise consumer rates for UScellular subscribers, noting that "T-Mobile has previously failed to fulfill such promises and raised consumer rates."[214] CCIA also asserts potential pricing harms to UScellular subscribers from the transaction based on previous T-Mobile price increases.[215] Public Knowledge

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[205] Public Interest Statement at 32; Public Interest Statement, Katz Decl. ¶ 17.

[206] Public Interest Statement at 32; Public Interest Statement, Katz Decl. ¶ 17; *see also* Joint Opposition at 12.

[207] Public Interest Statement at 32-33; Public Interest Statement, Katz Decl. ¶ 17; *see also* Joint Opposition at 12.

[208] Public Interest Statement at 33; Public Interest Statement, Katz Decl. ¶ 13.

[209] Public Interest Statement at 33 (citing *T-Mobile-Sprint Order*, 34 FCC Rcd at 10670-71, para. 212).

[210] Public Interest Statement at 25; Public Interest Statement, Katz Decl. ¶ 13; *see also* Joint Opposition at 6-7.

[211] Public Interest Statement at ii, 25; Public Interest Statement, Katz Decl. ¶¶ 13-14; *see also* Joint Opposition at 6-7.

[212] Public Interest Statement at ii-iii, 25 (citing Public Interest Statement, Orszag Decl. ¶ 139); *see also* Joint Opposition at 7.

[213] Public Interest Statement at 25; Public Interest Statement, Katz Decl. ¶ 14; *see also* Joint Opposition at 7. T-Mobile further claims that UScellular subscribers will enjoy significant add-on benefits consistent with comparable T-Mobile plans, including Netflix, Apple TV+ On Us, international roaming, and in-flight Wi-Fi, among others, at no additional cost. Public Interest Statement at 25; Public Interest Statement, Katz Decl. ¶ 14.

[214] RWA Petition at 8 & n.23 (citing news articles documenting price increases); *see also* RWA Reply at 6. *But see* Joint Opposition at 7 ("RWA omits from its selective quotations of the article the following salient passage: 'But notably, [previous T-Mobile price lock-in] promises didn't cover every T-Mobile customer. The company excluded certain plans or limited them to customers switching plans or newly signing up. So it seems as though only those who fall outside of those terms are potentially seeing rate hikes.'" (citation omitted)).

[215] CCIA Comments at 3 ("T-Mobile's price hikes illustrate the negative outcomes of market consolidation: after agreeing to lock its prices for three years as part of the settlement on the Sprint acquisition, earlier this year T-Mobile notified its users of significant rate increases for a number of legacy calling plans." (citation omitted)).

contends that UScellular's exit from its markets will harm consumers "as these markets will see less competition and higher prices as an effect."[216]

62. In response to Public Knowledge, et al. and CCIA, the Applicants assert that they do not provide evidentiary support and do not make a meaningful attempt to explain how a regional provider with approximately 1% of all wireless connections and a geographically limited footprint exerts competitive pressure on T-Mobile and any other MNO at the national level.[217]

a. GUPPI

63. Upward pricing pressure analysis is an initial competitive effects screen used to quantify the competitive effects of a transaction stemming from a loss of direct competition between rivals.[218] The Commission has previously used the Gross Upward Pricing Pressure Index (GUPPI) and other measures of upward pricing pressure as additional methods to measure the competitive constraints that parties exert on one another.[219] When a company (for example, T-Mobile) raises its prices, it loses sales to its competitors. After a merger, the sales that would have been lost to the company being acquired (for example UScellular) are recaptured by the newly combined firm. Using data on prices, profit margins, and customer substitution patterns, the GUPPI provides a measure of the lost profits that would be recaptured as a result of the merger.[220] The GUPPI serves as a simple indicator of the potential for unilateral effects *absent* any reductions in marginal costs.[221] Importantly, GUPPI analysis does not account for any downward pricing pressure resulting from efficiencies or synergies that may be created by the proposed transaction, nor does it calculate the actual magnitude of upward pricing pressure (that is, how much prices might rise).[222]

64. The Applicants did not submit a GUPPI analysis. We conducted a GUPPI analysis within UScellular's footprint using data submitted by the Applicants and the Commission's internal Local Number Portability (LNP) dataset.[223] We note that, all else being equal, the greater the switching between

[216] Public Knowledge et al. Petition at 6; *see also* Public Knowledge et al. Reply at 4 ("[The Applicants] make vague assertions that consumer prices will not rise, but provide little evidence that amounts to uncertain promises that the loss of market competition will not result in T-Mobile price hikes.").

[217] Joint Opposition at 11.

[218] Joseph Farrell & Carl Shapiro, *Antitrust Evaluation of Horizontal Mergers: An Economic Alternative to Market Definition*, 10(1) The B.E. Journal of Theoretical Economics 2 (2010) (Farrell and Shapiro, 2010); *see also* Roy Epstein & Daniel Rubinfeld, *Understanding UPP*, 10(1) The B.E. Journal of Theoretical Economics 2-3 (2010).

[219] *See Verizon-TracFone Order*, 36 FCC Rcd at 17010-11, para. 41; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10636, para. 129; *AT&T-Leap Order*, 29 FCC Rcd at 2765-66, paras. 70-71; *Applications of AT&T Inc. and Deutsche Telekom AG For Consent To Transfer Control of Licenses and Authorizations*, Staff Analysis and Findings, 26 FCC Rcd 16184, 16325-26, Appx. C, para. 20 (WTB 2011) (*AT&T-T-Mobile Staff Report*).

[220] Elizabeth Xiao-Ru Wang, Economic Tools for Evaluating Competitive Harm in Horizontal Mergers at 4 (2013), https://media.crai.com/sites/default/files/publications/Economic-Tools%20for-Evaluating-Competitive-Harm-in-Horizontal-Mergers.pdf.

[221] While there is no definitive threshold to demonstrate harm or a lack thereof, GUPPIs are commonly compared to thresholds of 5% and 10%. *T-Mobile-Sprint Order*, 34 FCC Rcd at 10636, para. 129 & n.447 (citing Carl Shapiro, Remarks as Prepared for the American Bar Association Section of Antitrust Law Fall Forum at 24 (2010)); Farrell & Shapiro (2010) at 14.

[222] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10636, para. 129 & n.447; *AT&T-T-Mobile Staff Report*, 26 FCC Rcd at 16325-26, Appx. C, para. 20.

[223] We used data submitted by the Applicants to construct customer lifetime value (CLV) margins, similar to those used by T-Mobile and UScellular in the normal course of business. FCC-TMUS_000047015, at FCC-TMUS_000047025; TDS-USCC-FCC-003-00071677; *see generally* TDS-USCC-FCC-002-00310484; *see also Verizon-TracFone Order*, 36 FCC Rcd at 17012, para. 43 & n.132 (explaining how to calculate a CLV margin); *T-*

(continued….)

T-Mobile and UScellular, and the larger the value of each product's profit margins, the greater the likelihood for adverse price effects.[224]

65. *Discussion.* As shown in Fig. 1, the GUPPIs within UScellular's footprint for T-Mobile and UScellular are {[ ]}% and {[ ]}% respectively.[225] T-Mobile's nationwide GUPPI is {[ ]}%. As previously noted, the GUPPI values are typically compared to thresholds of 5% and 10%. In both the within footprint and nationwide scenarios, the GUPPI values for T-Mobile fall well below both thresholds, indicating that adverse unilateral effects from the proposed transaction are unlikely.[226]

66. In contrast, the GUPPI value for UScellular exceeds both the 5% and 10% thresholds, which suggests—ignoring possible merger efficiencies and other potential mitigating factors—that after the merger, T-Mobile might have an increased incentive to raise the price to UScellular customers. In this case, however, we find that UScellular customers will be protected from such potential post-merger price increases. As the evidence on pricing and competition presented below shows, there are a number of factors that effectively lessen the upward pricing pressure resulting from the transaction. In addition, as discussed in section VI.B.3.c, the factors ordinarily considered in our local market-by-market analysis indicate that T-Mobile would be unlikely to adversely affect the public interest post-transaction. Further, T-Mobile has indicated in the record that UScellular customers will be able to remain on their existing UScellular plans, at their current prices, or switch to T-Mobile plans, which are frequently less expensive than comparable UScellular plans. Overall, we do not believe that UScellular customers face a risk of a significant price increase following consummation of the transaction.

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Mobile-Sprint Order, 34 FCC Rcd at 10637, para. 132 & n.453. Since 2004, the Commission has relied on porting data from the LNP database to calculate diversion ratios in evaluating mobile wireless transactions. *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10626, para. 112; *AT&T-Leap Order*, 29 FCC Rcd at 2765, para. 70 & n.248; *AT&T-T-Mobile Staff Report*, 26 FCC Rcd at 16212-13, 16216-18, 16319-23, para. 51 & n.148, paras. 55-56, Appx. C, paras. 8-15; *AT&T-Centennial Order*, 24 FCC Rcd at 13948, para. 75 & n.288. We also conducted the analysis using internal porting data submitted by the Applicants. We note that our LNP data do not permit us to distinguish between MVNO customer ports and the ports of the underlying facilities-based providers that the MVNOs use. As a result, the switching rates used in our analysis overstate the degree of switching between facilities-based providers. Generally speaking, this will inflate the value of the screens and lead to results that are conservative with respect to the likelihood of unilateral harms.

[224] Consistent with Commission precedent, our analysis also accounted for the ability of customers to leave the market entirely following a price increase. *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10637, para. 132 & n.454. Generally speaking, the greater the propensity of consumers to exit the market, the lower the likelihood of adverse price effects. Consumers' ability to exit the market is accounted for by scaling the estimated switching rates by an industry "recapture rate." The recapture rate is the percentage of customers that leave their provider due to a price increase, but still remain in the mobile wireless market. As in the *T-Mobile-Sprint Order*, all results assume an industry recapture rate of 90%. *T-Mobile-Sprint Order*, 34 FCC Rcd at 10637, para. 132 & n.454.

[225] The GUPPI, as measured by the value of diverted sales from T-Mobile that are now recaptured by UScellular can be expressed as: $GUPPI_T = D_{T \to U} * M_U * P_U/P_T$, where $D_{T \to U}$ is the "diversion ratio" from T-Mobile to UScellular, or the fraction of customers leaving T-Mobile that would choose wireless service from UScellular following a price increase by T-Mobile, M_U is the percentage profit margin at UScellular, and P_U and P_T are the prices of the UScellular and T-Mobile products, respectively. The GUPPI calculation for UScellular is analogous. *See* Steven C. Salop & Serge Moresi, Updating the Merger Guidelines: Comments at 19-20 (2009), https://ssrn.com/abstract=2756487.

[226] As discussed in the following section, T-Mobile largely uses a nationwide pricing strategy, in which there is no variation between prices at the local level. To the extent that T-Mobile's prices are set nationally, the nationwide GUPPI calculation is likely to be a more accurate measure of upward pricing pressure and T-Mobile's incentive to raise prices unilaterally. Public Interest Statement at i, iii and iv; Public Interest Statement, Katz Decl. ¶ 15; Public Interest Statement, Orszag Decl. ¶¶ 72-75.

Fig. 1: GUPPI Inputs and Calculations

	Prices	Margins	Switching to UScellular (or T-Mobile)	GUPPI
T-Mobile (within UScellular footprint)	{[			]}
T-Mobile (nationwide)	{[			]}
UScellular	{[			]}

Note: Prices and profit margins correspond to the 2024 values submitted by the Applicants. T-Mobile values are share-weighted based on T-Mobile branded prepaid, branded postpaid, and MetroPCS. UScellular values are share-weighted based on branded prepaid and postpaid. The GUPPI calculations scale switching to UScellular (or T-Mobile) using a recapture rate of 90%. Switching between the Applicants is based on LNP data. Diversion based on porting data is aggregated from monthly and CMA level data to a weighted average across UScellular's footprint (or nationwide) using Applicant submitted subscriber data as weights.

b. Evidence on Pricing and Competition

67. *Record.* The Applicants assert that T-Mobile prices its service offerings at the national level, without adjusting consumer prices to reflect local competition in any part of the country,[227] and in particular that it does not consider UScellular when determining its competitive actions.[228] Some commenters likewise argue that T-Mobile sets its prices nationally, without particular consideration of UScellular's localized pricing.[229] RWA contends, however, that the Applicants' claim "runs directly counter to the Applicants' admission that T-Mobile receives alerts when UScellular makes a pricing change or new device offer."[230] Public Knowledge asserts that "T-Mobile makes claims that UScellular's footprint presence has no effect on national pricing but does not include or analyze the effect of UScellular pricing on carriers other than T-Mobile that may influence national pricing."[231]

68. *Discussion.* Our analysis based on the record corroborates many of the Applicants' claims concerning any potential unilateral harms that could result from the proposed transaction. The evidence supports T-Mobile's claim that it largely sets prices on a nationwide basis, particularly for postpaid plans.[232] While T-Mobile has pursued non-national pricing strategies for its postpaid plans in the

[227] Public Interest Statement at 32; *see also* Joint Opposition at 17 ("The Transaction will not alter this approach; because UScellular's footprint constitutes such a minimal percentage of T-Mobile's overall service area, the Transaction is not large enough in scope to prompt T-Mobile to unilaterally alter its pricing strategy or service plan features.").

[228] Public Interest Statement at i, iii and iv; Public Interest Statement, Katz Decl. ¶ 16; Public Interest Statement, Orszag Decl. ¶¶ 72-75.

[229] FSF Opposition at 4-5 ("UScellular subscribers likely would benefit or be unharmed in pricing as a result of the merger."); ICLE *Ex Parte* Letter, Executive Summary at 1 ("T-Mobile sets its plan prices nationally and does not adjust them based on local competition, including UScellular's presence, pricing, or service offerings and quality.").

[230] RWA Petition at 8.

[231] Public Knowledge et al. Reply at 4.

[232] Public Interest Statement at i, iii-iv; T-Mobile Mar. 17 Response at 5-11. T-Mobile states that pricing for its prepaid plans are also set nationwide with some exceptions where it has run promotions on a non-national basis. T-Mobile Mar. 17 Response at 11-12.

past,[233] it has abandoned those efforts due to administrative complexity, concerns about brand reputation, and low profitability.[234] We note that nationwide pricing alone is not necessarily proof that there is a low likelihood of harm. If, for example, T-Mobile has an incentive to raise prices in particular local areas, then this will increase its incentive to raise prices nationwide. We find, however, that the nationwide GUPPI calculation for T-Mobile of {[ ]}% indicates that the transaction is highly unlikely to create significant upward pricing pressure for T-Mobile on a nationwide basis. We further note that, as proxied by Average Revenue Per User (ARPU), on an inflation adjusted basis, the three nationwide providers' prices for mobile wireless services have decreased each year in the period following the close of the T-Mobile-Sprint Transaction.[235]

69. Degradations in the quality of the services provided resulting from the proposed transaction could also result in consumer harm. T-Mobile claims, however, that, like pricing, it engages in a national network planning process, whereby it applies consistent criteria across its entire footprint.[236] Internal documents show T-Mobile's Customer-Driven Coverage model uses information on {[ ]} to select areas where network upgrades or new deployments would be the most beneficial to the business.[237] The model explicitly incorporates the network performance and coverage of AT&T and Verizon, but does not incorporate any measures of UScellular's network.[238] Thus, while UScellular's presence could still impact the model through means such as increasing T-Mobile's churn, any effects would be indirect and likely significantly smaller than those created by either AT&T or Verizon. We therefore agree that the proposed transaction is unlikely to have any adverse effect on T-Mobile's network planning process.

70. T-Mobile's internal documents corroborate its claim that UScellular does not play a large part in its competitive decision-making, showing that it largely focuses its competitive analysis and tracking on AT&T and Verizon, while also monitoring {[ ]}.[239] The evidence also supports the Applicants' argument that UScellular is too small to create an effective competitive

[233] T-Mobile Mar. 17 Response at 10-11; FCC-TMUS_000037893, at FCC-TMUS_000037903 (T-Mobile, {[ ]}, No date available); FCC-TMUS_000040199, at FCC-TMUS_000040200 (T-Mobile, {[ ]}, No date available).

[234] T-Mobile Mar. 17 Response at 10-11; Public Interest Statement, Katz Decl. ¶ 15; *see generally* FCC-TMUS_000037893 (T-Mobile, {[ ]}, No date available).

[235] Staff used information from companies' annual reports to calculate ARPU and adjusted for inflation using the Consumer Price Index (CPI). AT&T Inc., SEC Form 10-K, at 23 (filed Feb. 12, 2025); AT&T Inc., SEC Form 10-K, at 23 (filed Feb. 13, 2023); Verizon Communications Inc., SEC Form 10-K, at 31 (filed Feb. 12, 2025); Verizon Communications Inc., SEC Form 10-K, at 29 (filed Feb. 10, 2023); T-Mobile US, Inc., SEC Form 10-K, at 40 (filed Jan. 31, 2025); T-Mobile US, Inc., SEC Form 10-K, at 41 (filed Feb. 14, 2023); U.S. Bureau of Labor Statistics, *CPI Inflation Calculator*, https://www.bls.gov/data/inflation_calculator.htm (last visited July 8, 2025). Additionally, industry-wide CPI for the "Wireless Telephone Services" sector has declined each year following the T-Mobile-Sprint Transaction. U.S. Bureau of Labor Statistics, *Series Report*, https://data.bls.gov/series-report (last visited July 8, 2025) (data for Wireless Telephone Services can be retrieved using series code CUUS0000SEED03).

[236] Public Interest Statement, Kapoor Decl. ¶ 15.

[237] *See generally* FCC-TMUS_000031967 (T-Mobile, CDC V3 Deep Dive, Aug. 20, 2024).

[238] *Id.*

[239] *See, e.g.*, FCC-TMUS_000037687, at FCC-TMUS_000037700-703 (T-Mobile, Agenda: Board of Directors Meeting, Aug. 31, 2022-Sept. 1, 2022); FCC-TMUS_000008732, at FCC-TMUS_000008741-745 (T-Mobile, Business Update: TMUS Board of Directors Meeting, June 15, 2023); FCC-TMUS_000034624, at FCC-TMUS_000034705-706 (T-Mobile, Agenda: Board of Directors Meeting, June 12-14, 2024); FCC-TMUS_000005842, at FCC-TMUS_000005846, FCC-TMUS_000005848, FCC-TMUS_000005850-854 (T-Mobile, {[ ]}, Nov. 25, 2021).

constraint on T-Mobile; NRUF data show that UScellular's subscriber base constitutes approximately {[ ]}% of subscribers nationwide in the mobile wireless services market, far less than the market shares of the three nationwide providers.[240] Even within its own footprint, UScellular ranks {[ ]} in terms of market share. If applied nationwide, the proposed transaction would lead to a change in HHI of {[ ]}, well below the threshold value of the Commission's initial screen.[241] We note that if there were a high degree of switching from T-Mobile to UScellular, this could provide evidence that UScellular acts as a competitive constraint. However, an analysis of the LNP data demonstrates that switching from T-Mobile to UScellular is uncommon. At the nationwide level, customers who port away from T-Mobile switch to UScellular only {[ ]}% of the time.[242] Restricting the analysis to CMAs within UScellular's footprint, T-Mobile customers port to UScellular at only a {[ ]}% rate.

71. Additionally, UScellular has struggled to maintain market share in recent years. In fact, UScellular's handset subscribers have declined every year since 2019.[243] In many markets, UScellular falls behind {[ ]} in terms of the share of gross adds, further demonstrating UScellular's continued struggle to attract subscribers.[244] In addition, the record demonstrates that the decision by UScellular to exit the mobile wireless marketplace was driven by a decision made with its parent company to change its existing business model due to the challenges the company faced.[245] TDS

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[240] Analysis based on *NRUF/LNP Confidential Information*.

[241] We note that the Commission's HHI screen is typically applied on CMA-by-CMA basis. *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614-15, para. 87, & n.277. Nonetheless, in this circumstance, it is instructive to consider the HHI on the level at which T-Mobile makes pricing decisions.

[242] Analysis based on *NRUF/LNP Confidential Information*.

[243] United States Cellular Corporation, SEC Form 10-K, Exhibit 13, at 5 (filed Feb. 25, 2020); United States Cellular Corporation, SEC Form 10-K, Exhibit 13, at 5 (filed Feb. 18, 2021); United States Cellular Corporation, SEC Form 10-K, at 24 (filed Feb. 17, 2022); United States Cellular Corporation, SEC Form 10-K, at 24 (filed Feb. 16, 2023); United States Cellular Corporation, SEC Form 10-K, at 25 (filed Feb. 16, 2024); United States Cellular Corporation, SEC Form 10-K, at 30 (filed Feb. 21, 2025).

[244] TDS-USCC-FCC-001-00006679, at TDS-USCC-FCC-001-00006692 (UScellular, {

]}); TDS-USCC-FCC-002-00062810, at TDS-USCC-FCC-002-00062812 (UScellular, {[

]}); TDS-USCC-FCC-001-00000034, at TDS-USCC-FCC-001-00000038 (UScellular, SLRF 2023 Stage Setting, May 2023) ({[

]}); TDS-USCC-FCC-001-00000051, at TDS-USCC-FCC-001-00000054 (UScellular, 2024 SLRF Stage Setting, May 2024) ({[

]}); TDS-USCC-FCC-001-00000051, at TDS-USCC-FCC-001-00000056 (UScellular, 2024 SLRF Stage Setting, May 2024) ({[

]}); TDS-USCC-FCC-001-00001429, at TDS-USCC-FCC-001-00001438 (UScellular, {[

]}); *see also* TDS-USCC-FCC-001-00001531, at TDS-USCC-FCC-001-00001540 (UScellular, Board Update, No date available) (noting that {[ ]}); Public Interest Statement at 14-17, 39.

[245] Public Interest Statement, Therivel Decl. ¶¶ 51-54.

"retained a consulting firm to perform a strategic review of UScellular's business and assets and to assess whether alternative business models could fix the inefficiencies caused by the company's structural disadvantages."[246] Corporate documents detail UScellular's internal assessment of the gradual decline of its existing business model.[247] In its filings, UScellular states its conclusion that "[a]n exit from wireless is the best strategic alternative for UScellular and our customers, and the proposed deal with T-Mobile provides the best path forward for consumers."[248] While some commenters argue that UScellular would remain viable as a mobile provider,[249] many commenters agree with the Applicants that UScellular is in decline as a service provider.[250] Regardless, corporate documents indicate that UScellular's decision to exit the mobile wireless market was based on a thorough evaluation of the wireless industry;[251] the growth of the tower market and the potential for UScellular as a tower company;[252] and the apparently substantial value of TDS' fiber assets.[253]

72. In addition to competing with AT&T and Verizon, the Applicants view cable MVNOs as significant competitors, as evidenced by the fact that both T-Mobile and UScellular consistently monitor

[246] Public Interest Statement, Therivel Decl. ¶ 51; *see also* TDS-USCC-FCC-002-00040289 (UScellular, {[ ]}, July 14, 2023); TDS-USCC-FCC-002-00040045 (UScellular, {[ ]}, July 6, 2023).

[247] *See, e.g.*, TDS-USCC-FCC-001-00000151 (UScellular, 2023 Strategic Long-Range Forecast: Board of Directors Update, Aug. 2023); TDS-USCC-FCC-001-00000204 (UScellular, 2024 Strategic Long-Range Forecast, Aug. 6, 2024); TDS-USCC-FCC-001-00000250 (UScellular, UScellular Strategic Long-Range Forecast (SLRF) Update, Jan. 18, 2024); TDS-USCC-FCC-003-00354679 (UScellular, Center View Partners: TDS Discussion Materials, July 22, 2024).

[248] Public Interest Statement, Therivel Decl. ¶ 58.

[249] *See, e.g.*, Public Knowledge et al. Petition at 12 ("UScellular has not attempted to argue that it meets the failing firm defense's strict requirements, and indeed, it cannot."); RWA Petition at i ("[T]here is considerable evidence demonstrating that UScellular can and will remain viable without T-Mobile's assistance as a regional or local mobile wireless carrier or even as hybrid fixed and mobile wireless carrier in the market.").

[250] *See, e.g.*, ACI *Ex Parte* Letter at 2 ("[UScellular's] loss in subscribership has . . . reduced cashflow that would have been available for spending on network enhancements and improving the customer experience."); ICLE *Ex Parte* Letter at 1 ("UScellular is a struggling regional carrier with significant structural disadvantages compared to national carriers . . . . Its disadvantages include a lack of economies of scale and density, high operational costs, and limited resources to keep up with the capital expenditures required for 5G deployment and other critical network upgrades. As a result of these disadvantages, UScellular has experienced declining subscriber numbers, market share, and revenue."); Westling *Ex Parte* Letter at 6 ("Due to its regional, largely rural footprint, UScellular also lacks the economies of scale to vigorously compete on price . . . ."); ACLP Reply at 6 ("[UScellular] has become a laggard and will remain so unless it merges with another firm." (citing Drew FitzGerald, The Wall Street Journal, *U.S. Cellular Owner Explores Sale* (Aug. 4, 2023), https://www.wsj.com/articles/u-s-cellular-owner-explores-sale-746bd1d8)).

[251] *See, e.g.*, TDS-USCC-FCC-003-00373797, at TDS-USCC-FCC-003-00373824 (UScellular, WirelessCo Financial Update, Feb. 12, 2024) (showing {[ ]}).

[252] *See, e.g.*, TDS-USCC-FCC-003-00003111, at TDS-USCC-FCC-003-00003114 (UScellular, Center View Partners: TDS Discussion Materials, July 22, 2024) (saying that {[ ]}); TDS-USCC-FCC-003-00003111, at TDS-USCC-FCC-003-00003133 (UScellular, Center View Partners: TDS Discussion Materials, July 22, 2024) {]}.

[253] *See, e.g.*, TDS-USCC-FCC-003-00003111, at TDS-USCC-FCC-003-00003114 (UScellular, Center View Partners: TDS Discussion Materials, July 22, 2024) ({[ ]}).

the progress of cable MVNOs.[254] While UScellular has struggled to attract and retain subscribers in recent years, cable MVNOs have experienced significant growth, adding more than 16 million lines in the last five years.[255] In terms of total wireless subscribers, as of March 31, 2025, the two largest cable MVNOs, Charter and Comcast, reported 10.4 million and 8.1 million lines, respectively.[256] UScellular indicates that {[ ]},[257] and internal documents provided by the Applicants support their claims regarding {[ ]}.[258] For example, T-Mobile suggests that {[

]}.[259] Additional internal documents show that T-Mobile {[

]}.[260] Similarly, internal documents from UScellular show that {[

]}.[261] Moreover, a dynamic view of the telecommunications market shows that the

[254] *See, e.g.*, FCC-TMUS_000034624, at FCC-TMUS_000034706 (T-Mobile, Agenda: Board of Directors Meeting, June 12-14, 2024); FCC-TMUS_000008576, at FCC-TMUS_000008582, FCC-TMUS_000008584-586, FCC-TMUS_000008592-593 (T-Mobile, {[ ]}, May 12, 2023); FCC-TMUS_000012292, at FCC-TMUS_000012296, Mar. 29, 2024); TDS-USCC-FCC-001-00006679, at TDS-USCC-FCC-001-00006692 (UScellular, {[ ]}, Dec. 2023); TDS-USCC-FCC-002-00062810, at TDS-USCC-FCC-002-00062812 (UScellular, {[ ]}, May 2024).

[255] MoffettNathanson, Wireless Q4 2024: Two Warnings, and the Enduring Mystery of "Excess Subscriber Growth" at 12 (2025) (last accessed June 26, 2025). Additionally, cable companies {[ ]}. *See, e.g.*, ALTICE-CID-00000344, at ALTICE-CID-00000354 (Altice, {[ ]}, June 2024); ALTICE-CID-00000440, at ALTICE-CID-00000497 (Altice, {[ ]}, Nov. 2024); COX-00000042, at COX-00000043 (Cox, {[ ]}, Nov. 6, 2024).

[256] CCO Holdings, LLC, SEC Form 10-Q, at 12 (filed Apr. 25, 2025); Comcast Corporation, SEC Form 10-Q, at 17 (filed Apr. 24, 2025); *see also* Charter Request Response, Attach. 4 at 1 ("As of March 31, 2025, Charter served 10.4 million mobile lines."); Comcast Request Response at 4 & n.4 (May 13, 2025) (citing Comcast Corporation, Q1 2025 Trending Schedule at 7 (2025), https://www.cmcsa.com/static-files/d6059a82-1dec-483d-a469-38795e5afae1) (navigate to Connectivity & Platforms: Customer Metrics Chart, Total Domestic Wireless Lines, 2025 1Q).

[257] Public Interest Statement at 14-15; TDS-USCC-FCC-002-00162106, at TDS-USCC-FCC-002-00162106 (UScellular, Business Blitz Notes, July 2024).

[258] TDS-USCC-FCC-001-00001324, at TDS-USCC-FCC-001-00001327; TDS-USCC-FCC-002-00097747, at TDS-USCC-FCC-002-00097748; FCC-TMUS_000047201, at FCC-TMUS_000047214 (T-Mobile, {[ ]}, No date available); FCC-TMUS_000046816, at FCC-TMUS_000046826 (T-Mobile, {[ ]}, Sept. 23, 2021).

[259] FCC-TMUS_000047201, at FCC-TMUS_000047201 (T-Mobile, {[ ]}, No date available); FCC-TMUS_000046816, at FCC-TMUS_000046833 (T-Mobile, {]}, Sept. 23, 2021); FCC-TMUS_000012951, at FCC-TMUS_000012980 (T-Mobile, {[ ]}, July 2024).

[260] FCC-TMUS_000035527, at FCC-TMUS_000035544 (T-Mobile, Agenda: Board of Directors Meeting, Nov. 21-22, 2024); FCC-TMUS_000035972, at FCC-TMUS_000035989 (T-Mobile, Agenda: Board of Directors Meeting, June 14-15, 2022); FCC-TMUS_000046873, at FCC-TMUS_000046968-970, FCC-TMUS_000046976-978 (T-Mobile, Marketing Learning System for Week Ending 4/12, Apr. 2025); FCC-TMUS_000047201, at FCC-TMUS_000047222 (T-Mobile, {[ ]}, No date available).

[261] TDS-USCC-FCC-002-00103332, at TDS-USCC-FCC-002-00103338-340 (UScellular, SLRF Stage Setting 2023, Apr. 10, 2023); TDS-USCC-FCC-002-00144964, at TDS-USCC-FCC-002-00144967-970, TDS-USCC-FCC-002-00144972 (UScellular, 2024 SLRF Stage Setting, Apr. 16, 2024); TDS-USCC-FCC-002-00062555, at TDS-USCC- (continued….)

competitive forces generated by cable MVNOs have grown each year. For example, one analyst report has estimated that in the fourth quarter of 2024, cable MVNOs accounted for approximately 15% of industry gross adds, the group's highest share ever recorded.[262] Thus, taking into consideration the persistent growth of cable MVNOs and the growing number of cable companies entering the wireless market,[263] we conclude that cable MVNOs could continue to act as competitive constraints moving forward.

c. Local Market Analysis

73. Consistent with Commission precedent, we next consider various competitive variables that help to predict the likelihood of competitive harm at the local level that could result from the proposed transaction.[264] These competitive variables include, but are not limited to: the total number of rival service providers; the number of rival firms that can offer competitive service plans; the coverage by technology of the firms' respective networks;[265] the rival firms' market shares;[266] the applicant's market

(Continued from previous page)
FCC-002-00062558 (UScellular, Subscriber and Promotions Update, May 2024); TDS-USCC-FCC-002-00108313, at TDS-USCC-FCC-002-00108313 (UScellular, Postpaid Promotions, June 3, 2023); TDS-USCC-FCC-002-00108935, at TDS-USCC-FCC-002-00108939 (UScellular, Untitled, June 9, 2023); TDS-USCC-FCC-001-00001439, at TDS-USCC-FCC-001-00001447 (UScellular, Postpaid Handset Results, No date available). Additionally, AT&T and Verizon {[ ]}. *See, e.g.*, ATT-FCC-TMOUSC-000013724, at ATT-FCC-TMOUSC-000013728, ATT-FCC-TMOUSC-000013735, ATT-FCC-TMOUSC-000013737 (AT&T, Postpaid Wireless Account Inflow and Outflow Research: Q4 2023 Update, 2023); ATT-FCC-TMOUSC-000013602, at ATT-FCC-TMOUSC-000013604, ATT-FCC-TMOUSC-000013606, ATT-FCC-TMOUSC-000013613, ATT-FCC-TMOUSC-000013615 (AT&T, {[ ]}, 2023); VZNUSC-0030658, at VZNUSC-0030661, VZNUSC-0030664, VZNUSC-0030713 (Verizon, {[ ]}, 2024); VZNUSC-0030128, at VZNUSC-0030134, VZNUSC-003172-76 (Verizon, {[ ]}, Dec. 10, 2024); VZNUSC-0015093, at VZNUSC-0015096 (Verizon, {[ ]}, July 28, 2023); VZNUSC-0016572, at VZNUSC-0016576 (Verizon, {[ ]}, Oct. 2022).

[262] Jeff Baumgartner, Light Reading, *With 18M Mobile Lines, Cable Still 'Biggest Headwind' for AT&T, T-Mobile, and Verizon* (Mar. 14, 2025), https://www.lightreading.com/wireless/with-18m-mobile-lines-cable-still-biggest-headwind-for-at-t-t-mobile-and-verizon.

[263] *See, e.g.*, Press Release, Cox Communications, Cox Announces Successful Completion of Mobile Launch in Markets Nationwide (Jan. 5, 2023), https://newsroom.cox.com/2023-01-05-Cox-Announces-Successful-Completion-of-Mobile-Launch-in-Markets-Nationwide; Press Release, Mediacom, Mediacom Communications Launches Mediacom Mobile (July 16, 2024), https://mediacomcable.com/about/news/mediacom-communications-launches-mediacom-mobile/.

[264] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10620-23, paras. 101, 106; *AT&T-Leap Order*, 29 FCC Rcd at 2767, para. 75; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2338, para. 47.

[265] We base the coverage analysis on providers' coverage data they submitted pursuant to the Broadband Data Collection (BDC) as of December 31, 2024. Broadband Deployment Accuracy and Technological Availability Act, Pub. L. No. 116-130, 134 Stat. 228 (2020) (codified at 47 U.S.C. §§ 641-646) (Broadband DATA Act); 47 U.S.C. § 642(a)(1)(A) (BDC). For 4G LTE, these data are based on speed thresholds of 5/1 Mbps with a minimum cell edge probability of 90% and minimum cell loading of 50%. For 5G-NR, these data are based on speed thresholds of 7/1 Mbps and 35/3 Mbps with a minimum cell edge probability of 90% and minimum cell loading of 50%. 47 U.S.C. § 642(b)(2)(B)(ii); *see also Establishing the Digital Opportunity Data Collection; Modernizing the FCC Form 477 Data Program*, WC Docket Nos. 19-195 and 11-10, Second Report and Order and Third Further Notice of Proposed Rulemaking, 35 FCC Rcd 7460, 7479-80, paras. 44-45 (2020) (*BDC Second Report and Order*). For 4G LTE and 5G-NR, providers must submit two types of propagation maps: one that models outdoor stationary usage and one that models in-vehicle mobile usage. *See BDC Second Report and Order*, 35 FCC Rcd at 7481-82, para. 48. We report the various speed thresholds based on the outdoor stationary propagation maps.

share; the total amount of spectrum available; the amount of spectrum suitable for the provision of mobile telephony/broadband services controlled by the applicant; and the spectrum holdings of each of the rival service providers and licensees.[267]

74. *Record*. The Applicants conducted CMA-specific analyses of coverage, population-weighted average spectrum holdings, and cable competition in 198 markets.[268] In terms of coverage, the Applicants indicate that AT&T has a competitive presence[269] in 118 of the 122 markets that trigger the HHI screen, and Verizon has a competitive presence in 113 of these 122 markets.[270] Additionally, the Applicants indicate that EchoStar has a competitive presence in 29 of these 122 markets.[271] Further, across the 122 markets that trigger the HHI screen, the Applicants indicate that AT&T's population-weighted average low-band and mid-band spectrum holdings range from 6 to 55 megahertz and 186 to 260 megahertz, respectively, while Verizon's population-weighted average low-band and mid-band spectrum holdings range from 22 to 94 megahertz and 180 to 275 megahertz, respectively.[272] Moreover, across the 122 markets that trigger the HHI screen, the Applicants indicate that EchoStar's population-weighted average low-band and mid-band spectrum holdings range from 10 to 26 megahertz and 90 to 140 megahertz, respectively.[273] Finally, for 112 of the 122 markets that trigger the HHI screen, the Applicants indicate that there is at least one major cable provider providing mobile services.[274]

75. ICLE argues that some areas where UScellular has coverage are not well served by T-Mobile, such as "much of Nebraska, portions of Wisconsin, Iowa, Kansas, Oklahoma, and much of Appalachia."[275] As such, ICLE claims that the proposed transaction would not reduce the number of

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[266] We base HHIs and providers' market shares on June 2024 NRUF data, which indicate the number of phone numbers that a wireless service provider has been assigned in a particular rate center (there are approximately 18,000 rate centers in the country). *See* 47 CFR § 52.15(e)(5). Rate centers are geographic areas used by local exchange carriers for a variety of reasons, including the determination of toll rates. *2024 Communications Marketplace Report*, 39 FCC Rcd at 14162-63, para. 59 & n.156. We calculate the total number of wireless subscribers from the total number of assigned phone numbers reported by wireless service providers in their required NRUF reports. For purposes of geographical analysis, the rate center data can be associated with a geographic point, and all points that fall within a county boundary can be aggregated together and associated with much larger geographic areas based on counties. We note that the aggregation to larger geographic areas, such as to whole counties or groups of counties, reduces the level of inaccuracy inherent in combining non-coterminous areas, such as rate center areas and counties.

[267] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10621, para. 102; *AT&T-Leap Order*, 29 FCC Rcd at 2767, para. 75; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2338, para. 47.

[268] *See generally* Appx. F, Applicants' CMA Specific Analysis.

[269] The Applicants define a carrier as having a competitive presence in a CMA if it exceeds the 70% population and 50% geographic coverage criteria for any tier of service tracked in the BDC reporting. Appx. F, Applicants' CMA Specific Analysis at 2.

[270] *See, e.g.*, Appx. F, Applicants' CMA Specific Analysis at 4-6.

[271] *Id.*

[272] *See, e.g.*, Appx. F, Applicants' CMA Specific Analysis at 6. The Applicants present carrier spectrum holdings based on data downloaded from the Universal Licensing System (ULS) as of late May 2024. Appx. F, Applicants' CMA Specific Analysis at 1.

[273] *See, e.g.*, Appx. F, Applicants' CMA Specific Analysis at 6.

[274] *See, e.g.*, Appx. F, Applicants' CMA Specific Analysis at 7. The Applicants use areas where cable providers report fixed broadband service availability in the BDC system as a proxy for where they market, and thus provide, mobile services to customers. *Id.* at 3.

[275] ICLE *Ex Parte* Letter at 5.

competitors in these markets since T-Mobile would replace UScellular in areas where it currently lacks coverage.[276] In contrast, RWA asserts that the proposed transaction would result in the "hyper-concentration" of spectrum by T-Mobile in certain markets such as Wisconsin, North Carolina, Oklahoma, Nebraska, Kansas, and Missouri.[277] For example, RWA contends that T-Mobile's spectrum holdings would increase by approximately 15% to 30% in some Wisconsin markets as a result of the proposed transaction.[278] EchoStar also raises concerns about T-Mobile's accumulation of spectrum, arguing that it is anticompetitive.[279] Specifically, EchoStar highlights a number of markets in Wisconsin where T-Mobile is acquiring 600 MHz spectrum from UScellular as part of the proposed transaction,[280] as well as the Dallas, Texas partial economic area (PEA) where T-Mobile holds five of the seven blocks of 600 MHz spectrum available in the market.[281]

76. In response to EchoStar, the Applicants assert that the Commission should deny EchoStar's arguments concerning the Dallas, Texas PEA, since the market is not subject to the proposed transaction and the Commission generally does not consider band-specific aggregation in its case-by-case review.[282] EchoStar replies by saying that it included the Dallas, Texas PEA as an example of T-Mobile's spectrum foreclosure strategy, and argues that T-Mobile's acquisition of 600 MHz spectrum in markets subject to the proposed transaction serves the same anticompetitive purposes.[283]

77. *Discussion.* For ease of analysis, we have grouped the 122 markets that trigger the HHI screen into five geographical clusters: Central Eastern, Central Western, Mid-Atlantic, Northeastern, and Western United States.[284] Appendix D provides additional details, including information on spectrum holdings, coverage, porting, and market shares, used to evaluate the competitive circumstances in these markets. In the vast majority (115) of the 122 local markets, we have no concerns when evaluating the factors ordinarily considered. To begin with, in 114 of the CMAs,[285] there would be at least three providers with significant market share post-transaction.[286] Second, all three nationwide providers are attributed with substantial amounts of spectrum, including low-band spectrum. Moreover, EchoStar is also attributed with substantial amounts of spectrum in these markets. Further, all three nationwide providers have substantial 4G LTE coverage in the vast majority of these markets, and at least one

[276] ICLE *Ex Parte* Letter at 5.

[277] RWA Petition at 9-10.

[278] RWA Petition at 10 & n.29.

[279] EchoStar Petition at 9; EchoStar Reply at 6-7.

[280] EchoStar Reply at 6-7.

[281] EchoStar Petition at 9.

[282] Joint Opposition at 24.

[283] EchoStar Reply at 6-7.

[284] The geographic clusters we use are based on UScellular's self-reported operational footprint. *See, e.g.*, United States Cellular Corporation, SEC Form 10-K, at 1 (filed Feb. 21, 2025); *see also* Public Interest Statement, Orszag Decl. ¶ 16, Fig. 1.

[285] One of the markets that triggers the HHI screen—Maryland 1– Garrett—is a single-county market, and therefore we believe the shares in this market based on June 2024 NRUF data are unreliable and inaccurate, and we cannot rely on them in our analysis.

[286] There are 12 CMAs out of the 115 local markets in which the number of providers with significant market share would decrease from 4 to 3 and T-Mobile would have a market share of greater than 50% post-transaction. However, after evaluation of the factors ordinarily considered, including the fact that all three nationwide providers will have a significant market share post-transaction in these markets, we find that the potential for competitive harm in these markets is limited.

nationwide provider, in addition to T-Mobile, has deployed its 5G-NR network to some extent in each of the markets. Accordingly, based on our careful evaluation of these factors, we find that the potential for competitive harm in each of these markets is limited.

78. In the remaining seven of the 122 triggered markets, post-transaction market concentration is very high, ranging from {[ ]}%. These seven markets are: Cumberland, MD-WV (Mid-Atlantic cluster); Alton-Granite City, IL (Central East cluster); Iowa 3 – Monroe (Central East cluster); Iowa 6 – Iowa (Central East cluster); Nebraska 10 – Cass (Central West cluster); Oklahoma 6 – Seminole (Central West cluster); and West Virginia 5 – Tucker (Mid-Atlantic cluster). Six of the markets are rural markets, and one is non-rural (Cumberland, MD-WV). Specifically, the post-transaction HHI would range from {[ ]}. In Alton-Granite City, IL, Nebraska 10 – Cass, and West Virginia 5 – Tucker, post-transaction, there would be two providers with significant market shares and one provider with some market presence. In Iowa 3 – Monroe and Iowa 6 – Iowa, pre-transaction, T-Mobile and UScellular had the highest market shares and, post-transaction, T-Mobile would have a market share of greater than 50%. In Cumberland, MD-WV and Oklahoma 6 – Seminole, post-transaction, there would be two providers with significant market shares. However, all three nationwide providers are attributed in these markets with substantial amounts of spectrum, including low-band spectrum. Moreover, EchoStar is also attributed with substantial amounts of spectrum in these markets. Further, all three nationwide providers have substantial 4G LTE coverage in the vast majority of these seven markets, and at least one nationwide provider, in addition to T-Mobile, has deployed its 5G-NR network to some extent in each of the markets. As such, despite the current high market shares, based on our careful evaluation of the competitive effects in these local markets, we find that the other participants in these markets will continue to provide competitive alternatives and that therefore the potential for competitive harm in these markets is limited.

79. In addition to our analysis of the markets that trigger the HHI screen, we also analyzed the competitive effects of the instant transaction on those markets in which the total spectrum screen is triggered, as well as those markets that are subject to enhanced factor review. We again note that if the T-Mobile-Grain transaction were to be approved, T-Mobile would not trigger the total spectrum screen or enhanced factor review in any local market.

80. Post-transaction, in 37 of the 38 CMAs where the total spectrum screen is triggered, all three nationwide providers would have significant market share post-transaction. Further, besides T-Mobile, the two other nationwide providers—AT&T and Verizon—are attributed with substantial amounts of spectrum in these 38 CMAs. In addition, EchoStar has substantial amounts of spectrum in these markets. Finally, all three nationwide providers have substantial 4G LTE coverage in these 38 CMAs, and at least one nationwide provider, in addition to T-Mobile, has deployed its 5G-NR network to some extent in all 38 CMAs. Therefore, based on our evaluation of the factors ordinarily considered, we find it highly unlikely that the assignment of this spectrum to T-Mobile in these markets would allow it to foreclose entry or raise rivals' costs.[287]

d. Overall Unilateral Effects

81. Following our careful examination of the national and local factors affecting competition, we find that the proposed transaction does not significantly increase the likelihood of T-Mobile taking

[287] Considering enhanced factor review, in 130 of the 147 triggered CMAs, all three nationwide providers have significant market share. Further, besides T-Mobile, AT&T, and Verizon, are attributed with low-band spectrum, as well as substantial amounts of spectrum in total, in these 147 CMAs. Further, EchoStar holds low-band spectrum in these 147 CMAs. Finally, all three nationwide providers have substantial 4G LTE coverage in 141 of the 147 CMAs, and at least one nationwide provider, in addition to T-Mobile, has deployed its 5G-NR network to some extent in all 147 CMAs. Given these facts, we find that the likelihood of competitive harm is low in the 147 CMAs where enhanced factor review is triggered.

unilateral actions that would cause competitive harm. Our analysis of upward pricing pressure effects resulting from the transaction indicates that it is unlikely that T-Mobile would have incentive to unilaterally raise prices nationally or within UScellular's footprint. The GUPPI calculations for T-Mobile, both on a nationwide basis and within UScellular's footprint, fall well below the generally accepted thresholds, suggesting that the likelihood of adverse unilateral effects resulting from an increased incentive to raise T-Mobile's price is highly unlikely. While the GUPPI value for UScellular exceeds the typical 5% and 10% thresholds, the record shows that T-Mobile largely makes competitive decisions on a nationwide basis, and UScellular does not act as a significant competitive constraint, either at the national level or within the UScellular footprint. Further, the competitive reaction to, and the success of, cable MVNOs demonstrates the significance of their growing competitive presence. Finally, T-Mobile's public statement to maintain the prices of UScellular's existing plans and allow existing UScellular subscribers to switch to T-Mobile plans should they prefer,[288] further protects consumers against potential unilateral price increases.

82. Our examination of the market-by-market characteristics further confirms that the removal of UScellular as a competitor is unlikely to significantly raise the risk of unilateral competitive harms, for example, through new incentives to decrease network quality or coverage. T-Mobile's two major rivals, AT&T and Verizon, generally have sufficient spectrum, coverage, and market presence to effectively compete in the markets triggered by our initial screen. In addition, cable companies offering mobile wireless services operate in over 90% of these markets, providing an additional check against anticompetitive behavior at a local level. This combination of market factors effectively incentivizes T-Mobile to maintain or improve its network, and we therefore find that there is a low likelihood of competitive harms by T-Mobile decreasing its network quality or coverage. Overall, our analysis of the unilateral competitive effects—in which we consider factors at the nationwide, within footprint, and local levels—demonstrates that post-transaction T-Mobile is unlikely to have an increased incentive to unilaterally raise prices or otherwise engage in anticompetitive behavior.

4. Coordinated Effects

83. Coordinated effects arise when competing firms take actions that are only profitable as a result of accommodating actions from rivals.[289] Transactions that reduce the number of competitors in a market may increase concentration to the point where coordination becomes more likely.[290] The ability of rival firms to successfully coordinate depends on the strength and predictability of rivals' competitive responses to a price increase or other anti-competitive action.[291] Coordinated effects are less likely if, for example, the relevant market is marked by leapfrogging technological innovation, such that the gains from innovation are high.[292] In addition, a maverick firm may effectively constrain coordination either through its disruptive behavior or refusal to follow industry consensus on prices or other strategic actions, to the benefit of consumers.[293]

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[288] *See, e.g.*, Public Interest Statement at 24-25.

[289] *See, e.g.*, *Verizon-TracFone Order*, 36 FCC Rcd at 17014-15, para. 48; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10654-55, para. 178; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2336-37, para. 43.

[290] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10654-55, para. 178.

[291] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10654-55, para. 178; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2336-37, para. 43.

[292] *Verizon-TracFone Order*, 36 FCC Rcd at 17014-15, para. 48; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10655, para. 179.

[293] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10655, para. 179; *see also* Joseph E. Harrington, Jr., *Evaluating Mergers for Coordinated Effects and the Role of "Parallel Accommodating Conduct"*, 78 Antitrust L.J. 651, 664 (2012);Courtney D. Lang, *The Maverick Theory: Creating Turbulence for Mergers*, 59 St. Louis U.L.J. 257, 257 (continued….)

84. *Record*. The Applicants assert that in addition to the unlikelihood of tacit coordination across the wireless industry generally, the transaction itself will not facilitate tacit coordination between wireless service providers.[294] The Applicants contend that UScellular does not operate as a maverick in its limited footprint or nationwide.[295] According to the Applicants, cable wireless providers have adopted the mantle of mavericks in UScellular's footprint because of their ability to bundle services, subsidize wireless offerings through margins on their traditional offerings, and offload more traffic onto their own Wi-Fi networks, which allows them to aggressively price their wireless offerings and increase market share.[296] The Applicants state that this is in contrast to UScellular, which has a small share of subscribers—approximately 1% of wireless subscribers nationwide—and which operates in a limited footprint that covers approximately 10% of the U.S. population.[297]

85. The Applicants further argue that UScellular's product offerings and pricing strategies lack a disruptive element and are generally more expensive and offer less value than what other providers such as T-Mobile offer.[298] The Applicants assert that UScellular also lacks the ability to effectively invest in its network in order to compete with both established nationwide and cable wireless providers,[299] and that due to UScellular's structural disadvantages, it "is losing share to rival mobile wireless providers, making it unlikely to effectively disrupt tacit coordination."[300]

86. CCIA argues, by contrast, that "UScellular serves as a maverick firm in its Mobile Network Operator markets today."[301] CCIA asserts that in markets such as mobile wireless services, a smaller competitor could act as a maverick firm, providing a check on such actions as collusive pricing by "refusing to follow industry consensus on prices or other strategic actions," and thus exerting "outsized competitive pressure" on national wireless carriers.[302]

87. In response, the Applicants reiterate that UScellular is not a maverick, asserting that UScellular's overall structure and financial health greatly constrain its freedom of market movement in pricing and other maverick-style strategies.[303] The Applicants state that, in contrast, T-Mobile has consistently engaged in maverick behavior, and increasingly cable wireless providers have acted as mavericks throughout UScellular's footprint.[304] The Applicants assert that as a result of the competition

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(2014); Jonathan B. Baker, *Mavericks, Mergers, and Exclusion: Proving Coordinated Competitive Effects Under the Antitrust Laws*, 77 N.Y.U. L. Rev. 135, 140 (2002).

[294] Public Interest Statement at iv, 35; *see also* Public Interest Statement, Orszag Decl. ¶¶ 125-28.

[295] Public Interest Statement at iv, 35; *see also* Public Interest Statement, Orszag Decl. ¶¶ 125, 127; Public Interest Statement, Appx. D, Declaration of Michael C. Irizarry ¶¶ 26-28 (Sept. 13, 2024) (Public Interest Statement, Irizarry Decl.); Public Interest Statement, Therivel Decl. ¶ 47.

[296] Public Interest Statement at 35; *see also* Joint Opposition at 18.

[297] Public Interest Statement at 35; *see also* Public Interest Statement, Orszag Decl. ¶ 126.

[298] Public Interest Statement at 36; *see also* Public Interest Statement, Orszag Decl. ¶ 127.

[299] Public Interest Statement at 36; *see also* Public Interest Statement, Orszag Decl. ¶ 127.

[300] Public Interest Statement at 36; *see also* Public Interest Statement, Orszag Decl. ¶ 128.

[301] CCIA Comments at 3.

[302] CCIA Comments at 3; *see also* RWA et al. June 3, 2025 *Ex Parte* Letter at 2 (expressing concern over the loss of UScellular as a "facilities-based competitor in many rural and regional markets"). *But see* ICLE *Ex Parte* Letter, Executive Summary at 1 ("Given its small size, limited footprint, and uncompetitive pricing, UScellular plays no role as a 'maverick' disrupting the market and is unlikely to do so in to the foreseeable future.").

[303] Joint Opposition at 12-13; *see also* Public Interest Statement at 35; Public Interest Statement, Orszag Decl. ¶ 125.

[304] Joint Opposition at 13; *see also* Public Interest Statement at 35; Public Interest Statement, Katz Decl. ¶ 4.

from cable, UScellular's retail postpaid subscribers recently fell to under four million for the first time in over 20 years, inconsistent with an entity capable of disrupting competition.[305]

88. *Discussion.* Based on our careful evaluation of the record, we do not find that the proposed transaction is likely to significantly increase the likelihood of coordinated effects. We do not find any evidence in the record to support CCIA's claim that UScellular acts as a maverick or engages in disruptive behavior that benefits consumers. We also point out the emergence of cable MVNOs in the market may limit the ability to effectively coordinate. In addition, we note that the proposed transaction will not increase the incentive of the three nationwide providers to collude in the mobile wireless marketplace given that UScellular is not currently an effective competitive constraint. As noted, prices are set at the national level, and while prices in the mobile wireless marketplace can be readily monitored and easily changed, the exit of UScellular does not increase concentration at the nationwide level in any meaningful way. Further, we find that CCIA's comments that the transaction would increase the opportunities for coordinated behavior are unsupported by the record and no party has offered evidence of increased coordinated behavior—whether on price or non-price dimensions—following the close of the T-Mobile-Sprint Transaction.

VII. POTENTIAL PUBLIC INTEREST BENEFITS

89. Having determined that the likelihood of competitive harms associated with the transaction is low, we next discuss the public interest benefits of the transaction.[306] The Commission finds a claimed benefit to be cognizable when it arises as a result of the transaction and likely could not be accomplished in the absence of the transaction[307] and is verifiable.[308] Because much of the information relating to the potential benefits of a transaction is in the sole possession of the applicants, they are required to provide sufficient evidence supporting each claimed benefit so that the Commission can verify its likelihood and magnitude.[309] Further, the Commission is "more likely to find marginal cost reductions to be cognizable than reductions in fixed cost"[310] as, in general, reductions in marginal cost are more likely to result in lower prices for consumers. And benefits expected to occur only in the distant future may be discounted or dismissed because, among other things, predictions about the distant future are inherently more speculative than predictions that are expected to occur closer to the present.[311]

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[305] Joint Opposition at 13-14; *see also* Public Interest Statement, Orszag Decl. ¶ 128.

[306] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214.

[307] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50 (citing *AT&T-BellSouth Order*, 22 FCC Rcd at 5761, para. 202); *AT&T-DIRECTV Order*, 30 FCC Rcd at 9237, paras 273-74.

[308] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50; *AT&T-Leap Order*, 29 FCC Rcd at 2793-94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58.

[309] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *AT&T-Leap Order*, 29 FCC Rcd at 2793-94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58. In addition, "the magnitude of benefits must be calculated net of the cost of achieving them." *See, e.g.*, *AT&T-Leap Order*, 29 FCC Rcd at 2793-94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58.

[310] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50; *AT&T-Leap Order*, 29 FCC Rcd at 2793-94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58.

[311] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *AT&T-Leap Order*, 29 FCC Rcd at 2793-94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58.

90. We find here, in the context of the instant transaction, that it would result in increased network efficiencies and spectrum utilization, resulting in additional capacity and coverage benefits for both T-Mobile and UScellular mobile customers with increased data speeds and coverage quality. In addition, the resulting excess capacity with expanded coverage will be able to be used to serve current and new FWA users with higher speeds than either standalone company can provide.

A. Network-Related Claims

91. *Record*. The Applicants claim that the transaction will generate benefits to consumers from the realization of network and engineering efficiencies.[312] T-Mobile asserts that the proposed transaction will result in a greater number of customers receiving faster speeds as 5G will become available across a much greater expanse of the combined network.[313] T-Mobile contends that integrating UScellular's wireless assets, including approximately 30% of its licensed spectrum, into T-Mobile's network will result in greater capacity and faster speeds as compared to either standalone network.[314] The Applicants assert that incorporating use of the leased UScellular towers into T-Mobile's network will improve the combined network's capacity, speed, and performance[315] and will reduce network congestion in the footprint.[316] T-Mobile further asserts that, because all of the spectrum being acquired is within bands already supported by radios on existing T-Mobile towers and all towers that will be added to the combined network going forward, the cost of this additional capacity for those towers is zero.[317] The Applicants further assert that T-Mobile's improved network performance, in turn, will induce AT&T and Verizon to augment their deployments to enhance the performance and service quality of their networks, and that this competition will extend to EchoStar and to the cable wireless providers.[318]

92. EchoStar asserts that the proposed network benefits should be treated with skepticism because they have been previously claimed by T-Mobile as a result of its acquisition of Sprint and in other recent transactions and because they are not transaction-specific.[319] EchoStar claims that the

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[312] Public Interest Statement, Orszag Decl. ¶¶ 129-135.

[313] Public Interest Statement at 22; Public Interest Statement, Kapoor Decl. ¶ 14.

[314] Public Interest Statement at 19-22; Joint Opposition at 2-5; *see also* Public Interest Statement, Kapoor Decl. ¶¶ 3, 9-10 (stating that T-Mobile's network performance in the UScellular footprint is below T-Mobile's national averages due to a lack of spectrum depth across all bands).

[315] Public Interest Statement, Kapoor Decl. ¶ 12.

[316] Public Interest Statement at ii, 21, 24; Public Interest Statement, Kapoor Decl. ¶ 16. T-Mobile projects that {[ ]}% fewer sectors will experience network congestion compared to the standalone UScellular network and {[ ]}% fewer sectors will experience congestion compared to the standalone T-Mobile network. Public Interest Statement at ii, 21, 24; Public Interest Statement, Kapoor Decl. ¶ 16. T-Mobile states that it used "an actual speed (as opposed to offered speed) threshold of 8 Mbps to define congestion during the busy hour." Public Interest Statement, Kapoor Decl. ¶ 16; *see also* Public Interest Statement at 24 & n.98. T-Mobile asserts that these reductions in congested sectors will directly improve customer experience and customer satisfaction.

[317] Public Interest Statement, Kapoor Decl. ¶ 12. The Applicants state that the cost of adding additional capacity to the T-Mobile network in the UScellular footprint will also be reduced as a result of the transaction. Public Interest Statement at 20. The estimated capital expenditure cost-per-gigabit post-transaction when T-Mobile needs to split a cell will be reduced by {[ ]} percent as compared to the standalone T-Mobile network. *Id.*

[318] Public Interest Statement at 42; *see also* Public Interest Statement, Therivel Decl. ¶¶ 31-32.

[319] EchoStar Petition at 14-15 (arguing that T-Mobile already claimed population coverage of 98.2% nationwide and 90% rural coverage with low-band spectrum and 88% nationwide and 66.7% rural of mid-band coverage from the T-Mobile/Sprint transaction); *id.* at 14-15 (arguing that T-Mobile has alleged duplicative benefits for network performance and 5G coverage in several recent proceedings including transfers from Sprint, Columbia Capital and SoniqWave, and that T-Mobile fails to show that it would suffer from network congestion in the absence of the proposed transaction); *see also* Letter from Carri Bennet, outside General Counsel, Stephen Sharbaugh, Regulatory (continued….)

Applicants have not provided evidence of network congestion now or in the future to justify the spectrum acquisition.[320] EchoStar contends that UScellular's exit from the market demonstrates that wireless competitors lack contiguous spectrum blocks to compete in the market.[321] EchoStar further argues that the spectrum aggregation benefits T-Mobile claims from the instant transaction denies competitors spectrum efficiencies[322] while enhancing T-Mobile's ability to exercise spectrum foreclosure.[323] Public Knowledge argues that the benefits are not transaction-specific, verifiable, or supported by the public interest.[324] RWA asserts that UScellular customers may be harmed by the transaction because it may deprive them of any advanced mobile services or leave them with diminished service following the network integration.[325] RWA requests that the Commission require T-Mobile to operate certain cell sites for at least five years.[326]

93. The Applicants respond that the fact-based technical showings in the Public Interest Statement demonstrate the substantial, transaction-specific public interest benefits that will result solely from the combination of unique network assets at issue in the transaction.[327] They argue that currently the standalone T-Mobile and UScellular networks each have limitations in the UScellular footprint.[328] The Applicants contend that their benefits showing quantifies the improvements in network performance that will result from the transaction—including substantial improvements compared to the standalone networks.[329] The Applicants argue that the petitioners fail to substantiate their claims that the benefits are not transaction-specific.[330]

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Counsel, RWA; Grant Gendron, Senior Corporate Counsel, EchoStar Corporation, Peter Gregory, Broadband Policy Fellow, Public Knowledge, Nell Geiser, Director of Research, CWA, and Jessica Dine, Policy Analyst, New America's Open Technology Institute to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (filed May 15, 2025) (RWA et al. May 15, 2025 *Ex Parte* Letter).

[320] EchoStar Petition at 10; EchoStar Reply at 3, 9-10.

[321] EchoStar Reply at 4-5, 8 (arguing that low-band spectrum as well as 600 MHz spectrum is essential to EchoStar's spectral efficiency and carrier aggregation).

[322] EchoStar Petition at 2-3; EchoStar Reply at 1-3, 8-9 & n.23 (asserting that T-Mobile's justification for the proposed transaction would deny competitors the same multiplicative spectrum efficiency).

[323] EchoStar Reply at 8-9. EchoStar adds that T-Mobile currently holds the most spectrum from any carrier and the transaction would further extend T-Mobile's lead in low-band spectrum holdings. EchoStar Reply 9-10 (citing FCC-TMUS_000000001, at FCC-TMUS_000000011 (Supplemental Materials, No date available)) ({[

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[324] Public Knowledge et al. Petition at 10.

[325] RWA Petition at 6 (noting that the Applicants imply that approximately 0.5% of UScellular customers, approximately 22,500 customers according to RWA, will not obtain the same or better coverage from the combined network).

[326] RWA Petition at 19-21 (stating the possibility of service interruptions if cell sites where UScellular is the only provider are shut down to ensure the continuance of operations in rural areas).

[327] Joint Opposition at 4.

[328] Public Interest Statement at 18.

[329] Joint Opposition at 5.

[330] Joint Opposition at 5 & n.20 (asserting that T-Mobile has a well-documented history of using acquired spectrum and network assets to improve network performance increasing the likelihood and verifiability of the public interest benefits).

94. *Network Engineering Submissions*. The Applicants base their network engineering analysis and performance claims on a broad variety of engineering data and calculations submitted between January 17, 2025 and May 21, 2025 which, taken together, constitute the Applicants' network engineering plans.[331] In support of the network performance estimates, the Applicants produced the models for offered capacity and offered speed, as well as network performance metrics utilized in T-Mobile's ordinary course of business and network planning. These models were run for the combined network, the standalone UScellular network, and the standalone T-Mobile network.[332] Additionally, T-Mobile submitted its demand model for the standalone T-Mobile network.[333] With respect to the Applicants' claim that the combined network will deploy more spectrum resulting in increased data speeds and improved customer experience,[334] the Applicants performed an analysis of the network capacity at the sector level on all T-Mobile sites including UScellular sites to be leased by T-Mobile post-transition in areas where T-Mobile currently has no coverage or marginal coverage.[335] T-Mobile submitted spectrum efficiency estimates of the network model and associated modifications as the T-Mobile network has evolved from LTE to 5G.[336]

95. *Coverage Submissions*. T-Mobile submitted data and information in support of its claim that the transaction will result in an increase in 5G availability overall,[337] and that, for almost all UScellular customers, there will be no decrease in coverage. While T-Mobile's initial estimates suggested that a small percentage of UScellular's current customers might experience some degradation of coverage (estimated to be 0.5%),[338] T-Mobile later indicated that its additional analysis found that

[331] *See* T-Mobile Jan. 17 Response. T-Mobile filed supplemental responses on February 3, 2025, February 27, 2025, March 17, 2025, April 10, 2025, May 2, 2025, May 12, 2025, May 20, 2025, and May 21, 2025. T-Mobile filed responses to the Data Request on February 3, 2025, May 2, 2025, May 12, 2025, May 16, 2025, and May 20, 2025 relating to network engineering data.

[332] T-Mobile Jan. 17 Response at 7; FCC-TMUS_000026346; FCC-TMUS_000026347; FCC-TMUS_000026348 (T-Mobile network coverage metrics in the engineering model); *see also* T-Mobile May 2 Response at 2-4.

[333] T-Mobile Jan. 17 Response at 7.

[334] Public Interest Statement, Kapoor Decl. ¶ 11. T-Mobile submitted its results of its network engineering model and the associated network inputs. T-Mobile May 2 Response at 2 (stating that the network engineering model used to calculate capacity and speed was provided to the Commission at Bates No. FCC-FCC-TMUS_000026350 for T-Mobile and at Bates No. FCC-TMUS_000026348 for UScellular and the post-transaction T-Mobile).

[335] T-Mobile Jan. 17 Response at 8. Specifically, T-Mobile contends that its network analysis shows the average spectrum holdings for these UScellular sites pre-transaction are {[ ]} megahertz of low-band spectrum and {[ ]}megahertz of mid-band spectrum; post-transaction, when these sites and spectrum are incorporated into the T-Mobile network, these figures rise to {[ ]} megahertz of low-band spectrum and {[ ]} megahertz of mid-band spectrum. T-Mobile contends that its network analysis shows the transaction will have a demonstrable impact on network performance in these same areas, with {[ ]} offered speed ({[ ]} Mbps for standalone UScellular compared to {[ ]} Mbps for the combined network). T-Mobile explained that its engineering model is updated periodically to incorporate new licensed spectrum added to T-Mobile's network as well as actual performance measurements from T-Mobile's network. *Id.* In support of the claims, T-Mobile produced the following analysis and supporting calculations. *See* FCC-TMUS_000026345; FCC-TMUS_000026349; FCC-TMUS_000026350_2; FCC-TMUS_000047014; FCC-TMUS_000047304 (LTE spectrum efficiency data from T-Mobile's network). T-Mobile May 2 Response at 3 & n.4. *See infra* Appx. E at § II.

[336] T-Mobile May 12 Response at 2. T-Mobile states that within the UScellular footprint, the post-transaction plans will result in less than {[ ]} percent of traffic being on LTE (consistent with its national network). *Id.*

[337] *See* FCC-TMUS_000026345; FCC-TMUS_000026349; FCC-TMUS_000026350_2, T-Mobile May 12 Response at 3 (T-Mobile Data Request Response, Attachment A); UScellular May 8 Response at 1-2 (UScellular Data Request Response, Attachment A).

[338] Public Interest Statement at 22-23. The Applicants explain that the estimated coverage metrics in the network model were modified during the pendency of this transaction. T-Mobile Feb. 3 Response at 3-4 (describing T-

(continued….)

certain measures that it will implement post-transaction will ensure that all UScellular customers will experience comparable or improved coverage post-implementation.[339]

96. *Network Planning and Competition Submissions*. T-Mobile submitted data and documents on its network planning process which is designed to maintain nationwide competitiveness against AT&T and Verizon.[340] T-Mobile explains that it evaluates the localized measures of AT&T's and Verizon's coverage and network performance to identify areas in which to prioritize cell site builds.[341] T-Mobile also submitted documents and information in support of its claims that the network improvements from the proposed transaction will increase competition. Specifically, T-Mobile contends that the increase in the number of cell sites and spectrum will improve its competitive positioning as a result of this transaction.[342] T-Mobile states that due to the multiplicative nature of spectrum and tower assets, T-Mobile will be able to service a greater number of subscribers using the combined network post-transaction.[343] T-Mobile explains that the spectrum that T-Mobile will acquire from UScellular is currently used within T-Mobile's existing Radio Access Network (RAN) in the UScellular footprint, and therefore will require no additional equipment to be installed in LTE and 5G base stations.[344]

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Mobile's keep-site analysis to reflect {[ ]}); T-Mobile May 2 Response at 2-4 (citing FCC-TMUS_000026348 and FCC-TMUS_000026350); *see also* FCC-TMUS_000026349. T-Mobile states that to determine which sites to keep, T-Mobile engaged in what it refers to as a Coverage Based Retention Analysis (CBRA) methodology that uses the Atoll propagation software.

[339] T-Mobile May 12 Response at 2-3 (stating that the measures it will implement post-transaction to ensure coverage are: {[

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[340] T-Mobile Jan. 17 Response at 9 (citing FCC-TMUS_000031967; FCC-TMUS_000031999; FCC-TMUS_000032000).

[341] T-Mobile Jan. 17 Response at 9-10; *see* FCC-TMUS_000031967 at 14-16, 32 (Aug. 20, 2024) ({[ ]}); *see also* T-Mobile May 2 Response at 5 (stating that the datasets include only AT&T and Verizon and do not include UScellular data into the analysis). T-Mobile provided data and documentation on its ordinary course Customer Driven Coverage (CDC) model with associated datasets that include only AT&T and Verizon and did not include any UScellular data. T-Mobile May 2 Response at 5. T-Mobile's model is a {[

]}. *Id.*

[342] T-Mobile May 2 Response at 5-6 (explaining that T-Mobile uses a combination of {]} to classify as Small Markets and Rural Areas (SMRA) consisting of approximately 128 million POPs divided into 775 areas used to evaluate T-Mobile's competitive positioning). The SMRA markets are used to {[ ]}. *Id.*; s*ee also* FCC-TMUS_000033604; FCC-TMUS_000046871; FCC-TMUS_000046872.

[343] T-Mobile Feb. 27 Response at 2-4.

[344] T-Mobile Jan. 17 Response at 11-12. T-Mobile contends that there is virtually no cost to updating T-Mobile's facilities to utilize the acquired UScellular spectrum because the network changes needed to deploy the UScellular spectrum on existing T-Mobile towers only requires the reconfiguration of the site channel usage by T-Mobile's network engineers, which can be done remotely without the need to visit the sites. *Id.* T-Mobile states that its cell sites are typically {[ ]}. T-Mobile May 2 Response at 8 (citing T-Mobile Data Request Response, Attachment A); *see also* T-Mobile Feb. 3 Response at 8-9; FCC-TMUS_000033319.

97. *Discussion*. T-Mobile provided two similar offered capacity and offered speed models: one for the UScellular standalone network (UScellular Capacity Model),[345] and one for T-Mobile's standalone and combined networks (T-Mobile Capacity Model).[346] The T-Mobile Capacity Model calculates the overall offered downlink speeds, overall offered downlink capacities, rural offered downlink speeds, and rural offered downlink capacities for the T-Mobile standalone network and the combined network. The UScellular Capacity Model calculates the overall offered downlink speeds and overall offered downlink capacities for the UScellular standalone network. The offered downlink speeds and capacities are calculated for each sector at all available sites based on the average spectral efficiencies and the amount of available spectrum for each sector in each band of operation.[347] The combined network has {[ ]} UScellular keep-sites in addition to the acquired UScellular spectrum.[348]

98. The Applicants contend that the improvements relative to the standalone T-Mobile network are expected to be an estimated {[ ]}times in offered network capacity, from {[ ]} EB to {[ ]} EB, and an estimated {[ ]}times in offered speed, from {[ ]} Mbps to {[ ]} Mbps.[349] In addition, T-Mobile estimates that the improvements relative to the standalone UScellular network are expected to be an estimated {[ ]}times in offered network capacity, from {[ ]} EB to {[ ]} EB, and an estimated {[ ]}times in offered speed, from {[ ]} Mbps to {[ ]} Mbps.[350] T-Mobile's aforementioned models show that the expected improvements relative to standalone T-Mobile network are estimated to be {[ ]}times in offered network capacity, from {[ ]} EB to {[ ]} EB, and an estimated {[ ]}times in offered speed, from {[ ]} Mbps to {[ ]} Mbps; whereas, the expected improvements relative to standalone UScellular network are estimated to be {[ ]}times in offered network capacity, from {[ ]} EB to {[ ]} EB, and an estimated {[ ]}times in offered speed, from {[ ]} Mbps to {[ ]} Mbps. T-Mobile asserts that these changes to the combined networks' capacities are the result of T-Mobile's addition of {[ ]} more sites to the "keep site" list after the Public Interest Statement was prepared. We generally agree with T-Mobile's assertion as a justification for the slight differences. We find that the modeled standalone T-Mobile and UScellular network offered speeds and capacities are similar to the claimed values.

99. In response to the data request, T-Mobile and UScellular each submitted cell site data, deployed carriers, offered capacity, and traffic demand information for their respective networks within the UScellular footprint.[351] We have analyzed each data set and present our analysis in the attached Technical Appendix.[352] In analyzing the spectrum data for spectrum utilization, which is a measure of how much spectrum is deployed compared to the amount available, we find that T-Mobile seems to be more intensely deploying its available spectrum resources, whereas UScellular seems to be generally underutilizing its spectrum resources.[353] Post-transaction, T-Mobile is expected to increase the acquired spectrum utilization to current T-Mobile's high utilization rates by deploying additional spectrum resources.

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[345] T-Mobile Jan. 17 Response at 8. In support of the claims T-Mobile produced the following analysis and supporting calculations: FCC-TMUS_000026345; T-Mobile May 2 Response at 3 & n.4.

[346] *See* FCC-TMUS_000026350_2; T-Mobile May 20 Response at 3.

[347] *See infra* Appx. E at § II.

[348] *See* FCC-TMUS_000026345; FCC-TMUS_000026348.

[349] Public Interest Statement, Kapoor Decl. ¶ 10; *see also* Public Interest Statement at ii, 19, 20-22.

[350] Public Interest Statement, Kapoor Decl. ¶ 10; *see also* Public Interest Statement at ii, 19, 20-22.

[351] T-Mobile Data Request Response, Attachment A; UScellular Data Request Response, Attachment A.

[352] *See infra* Appx. E.

[353] *See infra* Appx. E at § II.

100. In addition, we analyzed T-Mobile and UScellular's data to obtain sector traffic loading statistics, which provide some insights into traffic demand versus deployed capacity. The Broadband Data Collection (BDC) service availability data specifications require LTE and 5G network average sector loading of 50%,[354] and higher loadings can result in more traffic congestion and reduced average user speeds. In our analysis of the data, we find that the vast majority of sectors in the T-Mobile and UScellular networks have sector loading of less than 50%, but the trend towards higher sector loading, and thus higher traffic, is clearly evident for T-Mobile in 2024 as compared to 2022 and 2023; but, not so for UScellular, where the sector loading data appears to stay nearly the same from 2023 to 2024.[355] In analyzing sector loading by band and technology, we observe that, by 2024, a higher percentage of sectors are loaded in T-Mobile's network as compared to UScellular's, for mid-band spectrum using 5G technology.[356] Post-transaction, we expect T-Mobile to have more capacity available and a less loaded or congested network. Since these analyses focus on 2024 and earlier for standalone networks of the Applicants, we find that the Applicants' overall offered capacity and speed models based on the amount of spectrum deployed at each sector, verified by our spectrum utilization analysis, is sound and that the increase in offered capacity for the combined network should alleviate network loading and congestion[357] compared to the standalone companies.

101. T-Mobile states that it can only achieve the broad coverage and deep capacity necessary to deploy robust 5G services throughout the UScellular footprint by adding the complementary spectrum and leased access to complementary tower assets of UScellular.[358] T-Mobile contends that, in areas where UScellular currently provides service but T-Mobile does not, the combined network post-transaction will deploy more spectrum than UScellular currently does, so UScellular customers in these areas will see increased data speeds and improved customer experience.[359] T-Mobile states that it utilized a CBRA methodology that identified the UScellular towers that could improve T-Mobile's coverage and capacity when added to the T-Mobile network, thereby improving T-Mobile's overall network performance and coverage while retaining UScellular's existing coverage.[360] While T-Mobile initially forecasted that, post-transaction, 0.5% of UScellular customers might have a coverage class change (a degradation in coverage), it states that it has performed additional analysis and expects that implementing certain measures will ensure that all UScellular customers will experience comparable or improved coverage.[361] T-Mobile provided a list of the {[ ]} UScellular keep-sites it had identified.[362] To

[354] *BDC Second Report and Order*, 35 FCC Rcd at 7477, para. 39.

[355] *See infra* Appx. E at § II, Figs. 1, 2, Tbl. 4.

[356] *See infra* Appx. E at § II, Figs. 1, 2, Tbls. 4, 5.

[357] *See infra* Appx. E at § II.

[358] Joint Opposition at 5.

[359] Public Interest Statement, Kapoor Decl. ¶ 11.

[360] Public Interest Statement, Kapoor Decl. ¶ 13; T-Mobile May 2 Response at 4; *see also* FCC-TMUS_000031332 (Project Odyssey Coverage Based Retention Analysis, Dec. 11, 2023); FCC-TMUS_000031959 (UScellular Coverage Based Retention Analysis CBRA 2.0, Sept. 3, 2024) (explaining the CBRA modeling methodology).

[361] T-Mobile May 12 Response at 2-3 (stating that the measures it will implement post-transaction to ensure coverage are: {[

]}); see also FCC-TMUS_000031959 (explaining the CBRA modeling methodology and the use of {[

]}).

[362] T-Mobile May 2 Response at 3-4; *see also* FCC-TMUS_000026345; FCC-TMUS_000026348; FCC-TMUS_000026349.

assess their coverage claims, we analyzed the Applicants' LTE and 5G coverage using the BDC December 2024 service availability data. We found that there are areas where UScellular offers service while T-Mobile does not.[363] Based on the provided site data, we examined the map of current T-Mobile sites and UScellular keep-sites along with the coverage data, and found that many of the UScellular keep-sites are complementary to current T-Mobile sites for coverage.[364] After reviewing the map of the keep-sites and the CBRA methodology along with the use of certain measures it will implement,[365] we generally find that the overall methodology employed is sound and, given the increased number of sites and the additional spectrum deployed, we agree with the Applicants' claim that the combined network post-transaction represents a "broad and deep" improvement in 5G performance in the UScellular footprint.

102. We have reviewed Applicants' claims regarding the network and engineering benefits that would result from the proposed transaction, as well as their responses to our requests for additional information along with the documents and data submitted. We find that the record supports the Applicants' contentions that the proposed transaction would result in network benefits, including for UScellular and T-Mobile customers.

103. We disagree with EchoStar that the network benefits are not transaction-specific or that the transaction is aimed at harming specific competitors or competition either on a national or CMA basis.[366] EchoStar has not offered evidence in support of its generalized arguments that the network benefits have previously been achieved in other transactions. In contrast, we find that the Applicants have submitted sufficient supporting documentation and data to verify the claim that the transaction will generate significant improvements in network performance. Likewise, EchoStar has failed to demonstrate that the transaction is "taking spectrum out of circulation," that it will "foreclos[e] the ability of

[363] *See infra* Appx. E at § III.

[364] *See infra* Appx. E at § III.

[365] *See* FCC-TMUS_000031332 (Project Odyssey Coverage Based Retention Analysis, Dec. 11, 2023); FCC-TMUS_000031959 (UScellular Coverage Based Retention Analysis CBRA 2.0, Sept. 3, 2024); T-Mobile May 12 Response at 2-3 (stating the measures it will implement post-transaction to ensure comparable or improved coverage).

[366] The Applicants' internal documents relating to the proposed transaction show that T-Mobile's interest in UScellular was predicated on {[ ]} in UScellular's footprint as compared to {[ ]}. *See* FCC-TMUS_000000236-FCC-TMUS_000000239 ({[ ]}, Dec. 13, 2023). Further, T-Mobile expected cost savings in the form of a {[ ]}, and it had concerns that {[ ]}. *Id*. at FCC-TMUS 000000237. T-Mobile's preliminary analysis of the network benefits of the transaction includes a determination that {[ ]}. FCC-TMUS_000000244, at FCC-TMUS_000000254 (Project Odyssey: Approach and Progress, Oct. 5, 2023). Further, within the UScellular footprint T-Mobile indicated that {[ ]} with an evaluation that T-Mobile's network {[ ]}. *Id.* at FCC-TMUS_000000257. T-Mobile's spectrum interest was based on {[ ]}. *Id.* at FCC-TMUS_000000260. With respect to UScellular's exit from the market, UScellular's documents indicate that {[ ]}. *See* TDS-USCC-FCC-001-00000204, at TDS-USCC-FCC-001-00000217 (2024 Strategic Long-Range Forecast, Aug. 6, 2024). Further, due to UScellular's {[ ]}. *See* TDS-USCC-FCC-001-00000204, at TDS-USCC-FCC-001-00000217 (2024 Strategic Long-Range Forecast, Aug. 6, 2024).

competitors to compete in the wireless market on a standalone basis" based on spectrum utilization analysis, or that it is aimed at the foreclosure of markets or spectrum.[367] As the Commission has noted previously, "[o]ur statutory duty is to protect efficient competition, not competitors."[368]

104. Similarly we reject Public Knowledge's arguments that the transaction will harm the public interest and that the claimed benefits are not verifiable, as we find these arguments to be unsubstantiated and generalized claims not supported by the record.[369] With respect to RWA's claim that the transaction may cause some UScellular customers to experience lost or diminished service or that the Bureau should condition the transaction on a requirement to maintain specific UScellular towers, we accept T-Mobile's explanations that, since the filing of the Public Interest Statement, it performed additional analysis and expects to implement additional network optimization measures post-transaction that will ensure that all UScellular customers will experience comparable or improved coverage post-implementation.[370] We find that T-Mobile's network model along with the company's representation to the Bureau on measures that the company will implement post-transaction to ensure that all UScellular customers will experience comparable or improved coverage are sufficient in the instant case and that the network benefits are supported by the record.[371]

B. Fixed Wireless Access

105. *Record.* The Applicants assert that T-Mobile will leverage the increased capacity of the combined network to expand its 5G FWA service throughout UScellular's footprint, which would increase the number of households eligible for its FWA offering by over {[ ]}, and the number of households that can be supported by the offering by approximately {[ ]} households.[372] The Applicants also explain that T-Mobile's FWA service, which is 5G-based, would generally provide faster speeds than UScellular's offering, which is 4G- and 5G-based, and note that this should reduce customer churn.[373] The Applicants claim that these improvements would increase FWA competition in UScellular's footprint and likely spur competitors to improve their offerings and/or lower their prices.[374] By contrast, UScellular explains that, while it offers an FWA service, FWA is generally sold as an add-on to its mobile service only when it has available site capacity from its underlying mobile network.[375]

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[367] EchoStar Reply at 2; EchoStar Petition at 8. We also reject EchoStar's argument that we must find that T-Mobile's network is congested as a prerequisite for an approval in the instant case. EchoStar Reply at 3-4, 9-10. Our analysis sets forth an explanation of the public interest benefits of the instant transaction. EchoStar Reply at 2, 7.

[368] *AT&T-BellSouth Order*, 22 FCC Rcd at 5756, para. 195.

[369] Public Knowledge et al. Petition at 9-10 (stating that the Commission should find, regardless of whether the proposed transaction harms the public interest, that the public interest is not benefited by this transaction).

[370] T-Mobile May 12 Response at 2-3.

[371] T-Mobile May 12 Response at 2-3.

[372] Public Interest Statement at iii-iv, 19, 28-29, 42-43; Public Interest Statement, Katz Decl. ¶ 9; Public Interest Statement, Kapoor Decl. ¶ 19; Joint Opposition at 3; T-Mobile Feb. 27 Response at 7-8. The Applicants claim that this increase in supported households "is more than twice the maximum number of households {[ ]} that UScellular has the ability to serve today." Public Interest Statement at 29.

[373] *See* Public Interest Statement at 1-2, 28 (T-Mobile's FWA uses 5G); FCC-TMUS_000035789 (Broadband Facts, No date available) (UScellular's FWA uses 4G and 5G); FCC-TMUS_000035790 (Broadband Facts, No date available) (same); FCC-TMUS_000035791 (Broadband Facts, No date available) (same); Public Interest Statement at 42 (UScellular's customer churn depends on offered FWA speeds).

[374] *See* Public Interest Statement at iv, 42-43; *see also* Public Interest Statement, Kapoor Decl. ¶19.

[375] *See* UScellular May 21 Response at 4-6; UScellular Feb. 28 Response at 18-19; Public Interest Statement, Irizarry Decl. ¶ 36.

UScellular explains that it would be uneconomical for UScellular to invest in increasing its mobile network capacity strictly in an attempt to grow its FWA business.[376] To support these claims, the Applicants submitted narrative explanations and business and technical documents describing their respective FWA offerings, competitive analyses and future plans.[377] We also analyzed the Applicants' recent BDC data for LTE and 5G coverage.[378] For the reasons below, we conclude that the Applicants' claimed FWA benefits are verifiable and creditable public interest benefits arising from the proposed transaction.

106. Most commenters agree that T-Mobile would enhance FWA availability and quality in UScellular's footprint,[379] and several commenters concur that the improved FWA would increase broadband competition.[380] RWA, however, argues that UScellular's current FWA service already provides competitive benefits, as evidenced by UScellular's continually growing FWA user base, and that the proposed transaction puts these benefits at risk as certain customers will lose coverage under the combined network.[381] The Applicants respond that, while demand for UScellular's FWA service

[376] *See* UScellular May 21 Response at 4-6; UScellular Feb. 28 Response at 18-19; Public Interest Statement, Irizarry Decl. ¶ 36; TDS-USCC-FCC-001-00000204, at TDS-USCC-FCC-001-00000227 (2024 Strategic Long-Range Forecast, Aug. 6, 2024) (non-investment in FWA capacity); TDS-USCC-FCC-001-00008434, at TDS-USCC-FCC-001-00008436 (UScellular B2B HSI Pricing & Capacity Utilization Strategy, Nov. 2023) (FWA offerings require capacity and may not be cost-effective); TDS-USCC-FCC-001-00008458, at USCC-FCC-001-00008459-460 (FWA usage per subscriber is greater than mobile usage per subscriber), USCC-FCC-001-00008467 (FWA alone does not justify increasing network capacity) ({]}, Aug. 12, 2024).

[377] *See*, *e.g.*, Public Interest Statement at iii-iv, 1-2, 19, 28-29, 42-43; UScellular Feb. 28 Response at 16-20; UScellular May 21 Response; TDS-USCC-FCC-001-00000051, at TDS-USCC-FCC-001-00000062 (2024 SLRF Stage Setting, May 2024); TDS-USCC-FCC-001-00000089, at TDS-USCC-FCC-001-00000104 (2022 Strategic Long-Range Forecast, Aug. 2022); TDS-USCC-FCC-001-00000151, at TDS-USCC-FCC-001-00000176 (2023 Strategic Long-Range Forecast, Aug. 2023); TDS-USCC-FCC-001-00001188, at TDS-USCC-FCC-001-00001196 (2020 Strategic Long Range Forecast, Aug. 2020); TDS-USCC-FCC-001-00000151, at TDS-USCC-FCC-001-00000200 (2023 Strategic Long-Range Forecast, Aug. 2023); TDS-USCC-FCC-001-00000204, at TDS-USCC-FCC-001-00000227, TDS-USCC-FCC-001-00000232, TDS-USCC-FCC-001-00000237 (2024 Strategic Long-Range Forecast, Aug. 6, 2024); TDS-USCC-FCC-001-00001268, at TDS-USCC-FCC-001-00001281 (2021 Strategic Long-Range Forecast, Aug. 2021); TDS-USCC-FCC-001-00008434, at TDS-USCC-FCC-001-00008436 (UScellular B2B HSI Pricing & Capacity Utilization Strategy, Nov. 2023); TDS-USCC-FCC-001-00008451, at TDS-USCC-FCC-001-00008452 (2023 SLRF – FWA Capacity Review, May 24, 2023); TDS-USCC-FCC-001-00008458, at TDS-USCC-FCC-001-00008459-460 ({[ ]}, Aug. 12, 2024); T-Mobile Feb. 27 Response at 6-9; T-Mobile May 2 Response at 11; T-Mobile May 20 Response at 1-3, Exhibit G, "TMO and Combined Network_HSI Eligible and Supported Homes.xlsx."; FCC-TMUS_000035789 (Broadband Facts, No date available); FCC-TMUS_000035790 (Broadband Facts, No date available); FCC-TMUS_000035791 (Broadband Facts, No date available); FCC-TMUS_000035792; FCC-TMUS_000035838 (T-Mobile and US Cellular FWA Plans, Feb. 13, 2025).

[378] *See infra* Appx. E at § IV (analyzing the Applicants' BDC-submitted December 2024 LTE coverage data to estimate available households in the footprint).

[379] *See*, *e.g.*, ACI *Ex Parte* Letter at 3; ACLP Reply at 7; CFIF *Ex Parte* Letter at 1; FSF Opposition at 1-5 (the transaction would enable more subscribers to receive FWA speeds that meet or exceed the Commission's benchmark); ICLE *Ex Parte* Letter at 12-13; ITIF Opposition at 1; LULAC *Ex Parte* Letter at 2; NREA *Ex Parte* Letter at 2; AWBC *Ex Parte* Letter at 1-2; Kansas Farm Bureau et al. *Ex Parte* Letter at 1.

[380] CFIF *Ex Parte* Letter at 1; FSF Opposition at 1-2; Westling *Ex Parte* Letter at 4-5; ITIF Opposition at 1.

[381] RWA Petition at 5-6 (contending that UScellular remains competitive based in part on its FWA offering and that by Applicants' admission, approximately 22,500 customers will lose coverage under the combined network); *see also* RWA et al. Mar. 21, 2025 *Ex Parte* Letter (contending that the transaction would result in loss of coverage for UScellular subscribers due to a shutdown of USF-funded cell sites); RWA et al. May 15, 2025 *Ex Parte* Letter 1-2 (same). RWA also proposes that T-Mobile be required to "continue operation of cell sites where UScellular is the (continued….)

continues to grow, UScellular is technologically and financially unable to meet demand long-term as UScellular's FWA relies on extra capacity and existing infrastructure from its mobile network, which is on a long-term declining trajectory.[382] RWA responds that UScellular will thus have the capacity to continue to grow its FWA service since more mobile network capacity is "likely to become available due to UScellular's decreasing mobile wireless subscribership as UScellular uses the same spectrum for its mobile and fixed wireless offerings."[383]

107. *Discussion*. Based on our review of the record, we substantially credit the Applicants' claimed public interest benefits related to improved FWA service. In doing so, we reject RWA's view that UScellular's FWA offering is already highly competitive and will be able to continue to grow to keep pace with expected long-term increases in demand. The Applicants have submitted sufficient information evidencing that UScellular's FWA service currently offers low speeds.[384] The Applicants have also provided sufficient information evidencing that UScellular is unlikely to have sufficient available mobile network capacity to meet increasing FWA demand based on an inability to adequately invest in its underlying mobile network.[385] We find that this decline in investment will not, as RWA suggests, result in additional capacity for FWA but, rather, make it even less likely that UScellular will have network capacity to dedicate to its (lower priority) FWA offering.[386] The submitted information demonstrates that T-Mobile, on the other hand, would have significant resources and incentives to expand the availability and quality of FWA service within its footprint.[387] Based on this information provided by Applicants, and our related analyses,[388] we find that there is significant corroborating record evidence supporting the

(Continued from previous page)
only mobile wireless carrier" as a condition for approval, however, based on our review of T-Mobile's network coverage and capacity plans post-transaction discussed in this section, we find this condition is not warranted. *See* RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 3.

[382] *See* Joint Opposition at 14-15.

[383] RWA Reply at 4-5.

[384] *See*, *e.g.*, Public Interest Statement, Irizarry Decl. ¶ 36; UScellular Feb. 28 Response at 20; UScellular May 21 Response at 4-6 (describing UScellular's target and threshold speeds for selling FWA service to customers); TDS-USCC-FCC-001-00008458, at TDS-USCC-FCC-001-00008465-466 ({[ ]}, Aug 12. 2024) ({[ ]}); FCC-TMUS_000035789 (Broadband Facts, No date available) (UScellular's FWA uses 4G and 5G); FCC-TMUS_000035790 (Broadband Facts, No date available) (same); FCC-TMUS_000035791 (Broadband Facts, No date available) (same).

[385] *See*, *e.g.*, UScellular May 21 Response at 4-6; UScellular Feb. 28 Response at 18-19; Public Interest Statement, Irizarry Decl. ¶ 36; TDS-USCC-FCC-001-00000151, at TDS-USCC-FCC-001-00000153 (UScellular detailing plans to significantly reduce network investment), TDS-USCC-FCC-001-00000159 (2023 Strategic Long-Range Forecast, Aug. 2023); TDS-USCC-FCC-001-00000204, at TDS-USCC-FCC-001-00000215 (2024 Strategic Long-Range Forecast, Aug. 6, 2024) (detailing declining network investment).

[386] *See*, *e.g.*, UScellular May 21 Response at 4-6; UScellular Feb. 28 Response at 18-19; Public Interest Statement, Irizarry Decl. ¶ 36; TDS-USCC-FCC-001-00000204, at TDS-USCC-FCC-001-00000227 (2024 Strategic Long-Range Forecast, Aug. 6, 2024); TDS-USCC-FCC-001-00008434, at TDS-USCC-FCC-001-00008436 (UScellular B2B HSI Pricing & Capacity Utilization Strategy, Nov. 2023); TDS-USCC-FCC-001-00008458, at TDS-USCC-FCC-001-00008459-460, TDS-USCC-FCC-001-00008467 ({[ ]}, Aug 12. 2024).

[387] T-Mobile May 20 Response at 1-3, Exhibit G, "TMO and Combined Network_HSI Eligible and Supported Homes.xlsx" (identifying sector-level data supporting the Applicants' claims related to FWA Eligible and Supported Households); T-Mobile Feb. 27 Response at 6-7 (describing T-Mobile's FWA market share and revenues), 8-9 (describing T-Mobile's technical ability and business goals related to expanding FWA in the footprint); *see also* FCC-TMUS_000035792 (describing T-Mobile's FWA business trends); FCC-TMUS_000035838 (T-Mobile and US Cellular FWA Plans, Feb. 13, 2025).

[388] *See infra* Appx. E at § IV.

Applicants' claims concerning the number of additional households that T-Mobile would make eligible, and be able to support, for FWA. We conclude that T-Mobile is likely to have both the additional network capacity and the available households required to realize these and the other claimed benefits.

108. We also reject RWA's claim that FWA competition would be harmed by the transaction. While T-Mobile initially estimated that a small percentage of UScellular's current customers might experience some degradation of coverage post-transaction, we are persuaded by the evidence, including supplemental information supplied by T-Mobile in response to the Bureau's information requests, that practically all UScellular customers will experience comparable or improved coverage post-transaction.[389] Further, even if a small minority of UScellular customers were to receive a reduced level of FWA service quality initially post-transaction, information submitted by the Applicants demonstrates that these deficiencies are likely to be short-lived.[1] In particular, T-Mobile will have financial incentives to utilize its excess 5G network capacity to continue to expand and improve its FWA service post-transaction, consistent with the Applicants' comprehensive customer transition and migration plans and T-Mobile's demonstrated history of rapidly growing its FWA service subscriber base in recent years.[390] We are also persuaded by the evidence that T-Mobile's FWA service would improve cost and performance compared to either company's current offering and find that T-Mobile's FWA offering would thus enhance customer choice and fixed wireless competition in the footprint.

C. Rural Areas

109. *Record*. The Applicants assert that the combined network would significantly improve mobile and fixed network service quality and availability for rural populations in the footprint.[391] In these areas, the Applicants claim that the combined network would offer increased: (i) capacity (to {[ ]} exabyte (EB));[392] (ii) percentage of covered rural POPs with speeds of at least 50 Mbps and 500 Mbps (to {[ ]} percent and {[ ]} percent, respectively);[393] and (iii) availability of FWA service (an additional {[ ]} households will be eligible for FWA and {[ ]} households will be able to be supported, relative to T-Mobile's existing FWA offering).[394] The Applicants maintain that T-Mobile would not increase prices in rural areas and that the combined network would bring "increased competition and choice" to these regions.[395] To support these claims, the Applicants provide narrative explanations, data, and documents characterizing their current standalone networks, including

[389] *See supra* para. 95.

[390] *See* Earnings Release, T-Mobile, T-Mobile Leads the Industry Once Again With Continued Durable Customer Growth, Including Best Ever Q1 Postpaid Gross and Net Additions, Translating to Outstanding Financial Growth, at 2 (Mar. 31, 2025), https://s29.q4cdn.com/310188824/files/doc_financials/2025/q1/Q1-2025-Earnings-Release-vFinal.pdf (reporting approximately 6.9 million High Speed Internet customers as of Q1 2025, an increase from approximately 5.2 million customers in Q1 2024); FCC-TMUS_000035792; FCC-TMUS_000035838 (T-Mobile and US Cellular FWA Plans, Feb. 13, 2025); *infra* section VII.B.

[391] *See, e.g.*, Public Interest Statement at 18, 26-27, 29; Public Interest Statement, Kapoor Decl. ¶¶ 20-23.

[392] Compared to current capacities of {[ ]} EB for T-Mobile and {[ ]} EB for UScellular. *See* Public Interest Statement at 26, 45; Public Interest Statement, Kapoor Decl. ¶ 20 (discussing T-Mobile's planned use of low-band spectrum for improving service in rural areas).

[393] Compared to current 50 Mbps figures of {[ ]} percent for the standalone UScellular network and {[ ]} percent for the standalone T-Mobile network and current 500 Mbps figures of {[ ]} percent for the standalone UScellular network and {[ ]} percent for the standalone T-Mobile network. *See* Public Interest Statement at 27.

[394] *See* Public Interest Statement at 29; T-Mobile Feb. 27 Response at 8; Public Interest Statement, Kapoor Decl. ¶ 23.

[395] *See*, *e.g.*, Public Interest Statement at ii (discussing competition and choice), ii-iii, 41 (discussing T-Mobile's pricing in the UScellular footprint); Public Interest Statement, Katz Decl. ¶¶ 10 and 13.

descriptions of constraints that each standalone company faces in expanding its offerings in rural areas, T-Mobile's post-transaction rural area plans to retain, expand and/or modify network and spectrum assets and offer target capacities and speeds to customers, and forecasts comparing the competitiveness of standalone T-Mobile's offerings in rural areas and its projected competitive improvements post-transaction.[396]

110. A majority of commenters agree that the transaction would expand and/or accelerate the deployment of high-quality mobile and fixed wireless options in rural communities based on the technical superiority of T-Mobile's network, its demonstrated history of such results in other contexts, and/or financial incentives that T-Mobile would have to do so.[397] ICLE opines that T-Mobile's offerings would provide a competitive alternative service to traditional broadband service in rural areas.[398] AWCB suggests that the improvements would provide rural businesses with access improved business tools, fostering economic growth.[399] No commenters directly dispute these claimed technical benefits.[400]

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[396] *See*, *e.g.*, T-Mobile Feb. 27 Response at 8 (FWA expansion in rural areas); T-Mobile May 2 Response at 5-7 (describing T-Mobile's Small Markets and Rural Area development plans), 11; T-Mobile Mar. 17 Response at 17-21 (describing T-Mobile's plans to develop its network in rural portions of the UScellular footprint post-transaction, commitments to rural communities, and challenges developing its standalone network in rural areas); Public Interest Statement, Kapoor Decl. ¶¶ 3, 7,13, 20-23; T-Mobile May 16, 2025 production, TMO and Combined Network_Offered Traffic and Speed_Jan-25.xlsx (T-Mobile May 16th Offered Traffic and Speed Model) (modeling T-Mobile's post-transaction sites in rural areas); T-Mobile May 16, 2025 production, SMRA Markets Graduation_TMO and Combined.xlsx (T-Mobile May 16th SMRA Markets Graduation Analysis); UScellular Feb. 28 Response at 13-15; *see also* FCC-TMUS_000000236, at FCC-TMUS_000000238 (Dec. 13, 2023); FCC-TMUS_000000586, at FCC-TMUS_000000661-662 (Jan 24, 2024); FCC-TMUS_000000758, at FCC-TMUS_000000767, FCC-TMUS_000000829-830 (Jan. 31, 2024); FCC-TMUS_000000969, at FCC-TMUS_000000995, FCC-TMUS_000000998, FCC-TMUS_000001001 (Dec. 11, 2023); FCC-TMUS_000046870; FCC-TMUS_000046996.TDS-USCC-FCC-001-00000237; TDS-USCC-FCC-001-00000227; TDS-USCC-FCC-001-00000176; TDS-USCC-FCC-001-00000232; TDS-USCC-FCC-001-00000062.

[397] ACI *Ex Parte* Letter at 2-3 (citing improving coverage and service in rural areas); ACLP Reply at 8 (the transaction would provide rural customers with fast, reliable, and affordable broadband service, and competition would flourish as other firms respond); CFIF *Ex Parte* Letter at 1, 3; CNBC *Ex Parte* Letter at 1; ICLE *Ex Parte* Letter at 2-3, 12-13; Westling *Ex Parte* Letter at 5-6 (the transaction's improved mobile wireless offerings would spur additional competition); Kansas Farm Bureau et al. *Ex Parte* Letter at 1; LULAC *Ex Parte* Letter; NREA *Ex Parte* Letter; StartOut *Ex Parte* Letter; TechFreedom *Ex Parte* Letter at 3.

[398] ICLE *Ex Parte* Letter at 12.

[399] AWCB *Ex Parte* Letter at 1.

[400] RWA, however, contends that nationwide providers "have historically underinvested in rural areas and often lack the community engagement necessary to provide reliable service in these regions." RWA et al. June 3, 2025 *Ex Parte* Letter at 2-3. We find that T-Mobile has submitted sufficient documentation and adequately addressed these concerns for reasons set forth below. Several commenters filed Petions to Deny or related comments contending that the transaction could create harms impacting rural populations. RWA contends that the transaction would harm rural customers and other rural carriers since T-Mobile may enter into unfavorable roaming agreements with those carriers. RWA Petition at 12-13, 18-19; RWA Reply at 12-13; RWA et al. Mar. 21, 2025 *Ex Parte* Letter at 2; RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 2; RWA et al. Apr. 24, 2025 *Ex Parte* Letter at 2; RWA et al. May 15, 2025 *Ex Parte* Letter at 2-3; *see also* CWA Petition at 31-33 (raising roaming concerns). RWA requests a requirement that "T-Mobile offer fair and reasonable roaming arrangements to rural carriers with whom UScellular has an existing roaming arrangement." RWA Petition at 12-13, 18-19; RWA Reply at 12-13; *see also* RWA et al. May 15, 2025 *Ex Parte* Letter at 3. RWA also contends that the transaction would result in undue spectrum concentration among nationwide providers post-transaction making it difficult for rural providers to survive. RWA Petition at 9-11; RWA et al. Mar. 21, 2025 *Ex Parte* Letter at 2; RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 2; RWA et al. Apr. 24, 2025 *Ex Parte* Letter at 2; *see also, e.g.*, RWA et al. May 15, 2025 *Ex Parte* Letter at 2-3 (raising concerns related to ensuring the fair access to UScellular's remaining spectrum by other carriers); RWA et

(continued….)

111. *Discussion.* Based on our review of the record, we substantially credit the Applicants' claimed public interest benefits related to improved network performance, higher quality service offerings, better user experiences for mobile services, and an increased availability of fixed wireless access offerings. The Applicants have submitted sufficient documentation for us to corroborate that the combined network in rural areas would merge complementary spectrum and network assets, while also retaining sufficient assets from the standalone T-Mobile and UScellular networks, to achieve the claimed network performance benefits.[401] We also find that T-Mobile's network planning documents support its claims that it would add a significant number of sites ({[ ]}) to rural areas post-transaction and that approximately 90% of the sites T-Mobile would lease from UScellular are located in rural areas.[402] We have also found sufficient evidence from T-Mobile's planning documents that it would prioritize increasing the commercial competitiveness of its network across the footprint's rural areas post-transaction.[403] We find that the UScellular keep-sites would provide expanded and enhanced coverage, and additional capacity, to current T-Mobile standalone coverage.[404]

112. Taken as a whole, these findings support the Applicants' claims that the combined network in rural areas would have greater capacity than the sum of the two standalone networks and offer enhanced coverage compared to either standalone network. The findings also support Applicants' claims that the number of T-Mobile's covered rural POPs with offered speeds equal to or greater than 50 Mbps and 500 Mbps, respectively, would increase compared to the number under either standalone network. Based on the information provided by Applicants[405] and our related analyses,[406] we find there is sufficient

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al. Apr. 24, 2025 *Ex Parte* Letter at 3 (same); RWA et al. June 3, 2025 *Ex Parte* Letter at 2 (same); EchoStar Petition at 5-6 (same). CWA contends that the proposed transaction would harm retail store workers and customers in rural areas. CWA Petition at 13-14, 23-25; *see also* Public Knowledge et al. Reply at 5-8, 12. EchoStar and Public Knowledge each contend that the Applicants' claimed benefits are not verifiable and/or transaction-specific. *See, e.g.*, EchoStar Petition at 13-16; Public Knowledge et al. Petition at 9-13. We deny each of these requests for reasons discussed elsewhere. *See*, *e.g.*, *infra* section VIII.B (denying petitioners' roaming claims in view of the Commission's existing roaming policies and rules); *supra* section VI.B.2.b (denying petitioners' spectrum concentration arguments); *supra* section VIII.C (denying petitioners' claims related to retail store workers and customers); *infra* section VII.A (denying petitioners' claims that the cited benefits are not verifiable and transaction-specific).

[401] *See, e.g.*, T-Mobile Mar. 17 Response at 17-21; T-Mobile May 2 Response at 5-7 (describing T-Mobile's forecast network improvements in the UScellular footprint); T-Mobile May 16, 2025 production, SMRA Markets Graduation_TMO and Combined.xlsx (T-Mobile May 16th SMRA Markets Graduation Analysis) (same); T-Mobile May 2 Response at 11 (describing T-Mobile's plans to add new cell sites in the UScellular footprint); FCC-TMUS_000046870 (same); TMUS_000046996 (No date available); T-Mobile May 16, 2025 production, TMO and Combined Network_Offered Traffic and Speed_Jan-25.xlsx (T-Mobile May 16th Offered Traffic and Speed Model) (describing T-Mobile's planned keep-sites); T-Mobile Feb. 27 Response at 7-8.

[402] *See, e.g.*, T-Mobile Mar. 17 Response at 17-21 (describing T-Mobile's post-transaction plans to add {[ ]} cellular sites in rural portions of the UScellular footprint and that approximately 90 percent of the more than 2,000 cellular sites T-Mobile plans to lease from UScellular are to be located in rural portions of the UScellular footprint); T-Mobile May 2 Response at 5-7 (describing T-Mobile's forecast network improvements in the UScellular footprint), 11; FCC-TMUS_000046870; TMUS_000046996 (No date available); T-Mobile May 16, 2025 production, TMO and Combined Network_Offered Traffic and Speed_Jan-25.xlsx (T-Mobile May 16th Offered Traffic and Speed Model) (describing T-Mobile's planned keep-sites).

[403] *See*, *e.g.* T-Mobile May 16, 2025 production, SMRA Markets Graduation_TMO and Combined.xls

[404] *See infra* Appx. E at § III.

[405] *See infra* para. 109. The findings we make here also address RWA's concerns that certain key cell sites would be removed post-transaction, and we thus decline to adopt a formal requirement that T-Mobile continue operation of cell sites where UScellular is currently the only mobile wireless carrier. *See*, *e.g.*, RWA et al. Apr. 15, 2025 *Ex*
(continued….)

corroborating evidence supporting the Applicants' claims on the number of additional households that T-Mobile would make eligible, and be able to support, for FWA in rural areas. We find it likely that T-Mobile would leverage its greater economies of scale,[407] and experience gained from developing mobile and fixed services in other rural areas,[408] to enhance customer choice and competition in rural areas of the UScellular footprint.

VIII. OTHER PUBLIC INTEREST ISSUES

A. Network Integration and Customer Migration

113. We find it likely that T-Mobile can replicate the success of prior customer transitions in the instant case and find customer transition conditions are unnecessary. We begin by noting that in T-Mobile's Annual Progress Report on compliance with the conditions set forth in the *T-Mobile-Sprint Order*, T-Mobile states that it has "already met seven of its commitments related to 5G network deployment and all of its commitments related to in-home broadband deployment" for that specific transaction.[409] T-Mobile produced its network integrations and customer migration plans, which include detailed customer transition planning for retail postpaid, retail prepaid, wholesale, enterprise, government, and IoT customers.[410] According to T-Mobile, it will utilize its experience to quickly complete network integration and customer migration, promptly delivering synergies and enhancing the customer experience in the process.[411] T-Mobile asserts that the vast majority of benefits will be realized soon after closing, due to the complementary nature of the network assets at issue and the compatibility of devices of the UScellular customer base.[412] Almost immediately after the transaction closes, T-Mobile states that it plans to rapidly deploy the UScellular spectrum in its network and to activate a built-in network feature

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Parte Letter at 3. As set forth in this section, the Applicants have made a sufficient showing that T-Mobile's network plans would ensure continued coverage following the transaction.

[406] *See infra* Appx. E at §§ II, IV.

[407] *See*, *e.g.*, Public Interest Statement at 10-14; Public Interest Statement, Therivel Decl. ¶¶ 6-15, 23-26.

[408] *See*, *e.g.*, T-Mobile Mar. 17 Response at 17-21.

[409] *See* T-Mobile US, Inc., Fifth Annual Progress Report on T-Mobile's 5G Network Deployment, Rural 5G Network Deployment, and In-Home Broadband Commitments, WT Docket No. 22-211, 7 (filed May 30, 2025).

[410] T-Mobile Feb. 3 Response at 4-8; *see also* FCC-TMUS_000033288 ({[ ]}, No date available); FCC-TMUS_000033112 ({]}, Oct. 28, 2024); FCC-TMUS_000037261 at FCC-TMUS_000037305 (T-Mobile Board of Directors Meeting, Sept. 12-13, 2024); FCC-TMUS_000047008 (T-Mobile Network Experience, No date available); T-Mobile May 2 Response at 11 (stating that any MVNO contracts between UScellular and MVNOs hosted on UScellular's network would continue pursuant to their terms after the closing of the transaction). As part of its customer planning, T-Mobile has indicated that current UScellular customers will have the choice to switch to a T-Mobile plan or keep their current UScellular plan. Public Interest Statement at 24-25; T-Mobile Feb. 3 Response at 6-7.

[411] Public Interest Statement at 29; *see also* Public Interest Statement, Kapoor Decl. ¶¶ 24-25. T-Mobile states that the company has considerable experience with customer and network integration based on its prior acquisitions of MetroPCS and Sprint, and insights from these transactions have informed T-Mobile's planning for the UScellular transition. T-Mobile Feb. 3 Response at 5. Contrary to the claims of Public Knowledge et al., based on the information T-Mobile provided, the record does not support Public Knowledge's speculation that T-Mobile would fail to ensure that vulnerable populations (e.g., the elderly, disabled, or digitally disadvantaged) are successfully transferred or transitioned following the transaction. *See* Public Knowledge et al. Reply at 9.

[412] Public Interest Statement at 29-30; Public Interest Statement, Kapoor Decl. ¶¶ 24-25. T-Mobile estimates network integration to be fully completed 18 to 24 months after closing. Public Interest Statement, Kapoor Decl. ¶ 25; *see also* Public Interest Statement at iii, 31.

known as Multi-Operator Core Network (MOCN).[413] T-Mobile claims that MOCN will allow its customers and nearly all UScellular customers to receive service from whichever network will provide them with better service.[414]

114. T-Mobile claims that nearly all of the UScellular consumer handsets are compatible with T-Mobile's network, stating that these customers can be migrated shortly after closing via an over-the-air software update with no need to obtain new handsets or SIM cards.[415] T-Mobile states that because MOCN will allow for the unification of the UScellular and T-Mobile radio access networks almost immediately after closing, UScellular customers with compatible devices will be able to receive uninterrupted service from both the T-Mobile and UScellular networks during the integration process.[416]

115. T-Mobile states that it will utilize the T-Mobile network as the anchor network and increase network density and coverage by integrating the UScellular base stations into its network and adding the UScellular spectrum to its towers in the UScellular footprint.[417] T-Mobile further claims that because the acquired UScellular spectrum is located in bands already supported on T-Mobile's network, it can be quickly and easily deployed on T-Mobile sites within the UScellular footprint via a software reconfiguration in most cases almost immediately after closing.[418] According to T-Mobile, the UScellular base stations will then be integrated by adding T-Mobile radios and equipment to the selected sites, which is the most time-consuming process of network integration and is estimated to be completed in 18-24 months.[419]

116. Based on the record, we disagree with RWA's arguments that the proposed transaction will harm consumers and competition and that a condition is necessary to remedy service impacts to some UScellular subscribers.[420] The record indicates that as T-Mobile approaches network integration, it will adjust its plans to ensure better coverage for all customers, such as supplemental site builds, network optimization, and power level adjustments[421] and will address any handset compatibility issues.[422] We

[413] Public Interest Statement at 30; Public Interest Statement, Kapoor Decl. ¶ 24.

[414] Public Interest Statement at 30; Public Interest Statement, Kapoor Decl. ¶ 24.

[415] Public Interest Statement at iii, 30; Public Interest Statement, Kapoor Decl. ¶ 24; *see also* Joint Opposition at 10; Joint Opposition, Appx. A, Reply Declaration of Ankur Kapoor ¶ 5 (Jan. 8, 2025) (Joint Opposition, Kapoor Reply Decl.). T-Mobile states that "T-Mobile plans to upgrade all UScellular customers with incompatible handsets to a T-Mobile handset that supports all bands T-Mobile has deployed not only in the UScellular footprint but nationwide." Joint Opposition, Kapoor Reply Decl. ¶ 5. T-Mobile further states that this process is fully funded in T-Mobile's business plan, and T-Mobile will begin provisioning compatible handsets to these customers as soon as practicable after the closing of the transaction. Joint Opposition, Kapoor Reply Decl. ¶ 5; Joint Opposition at 10.

[416] Public Interest Statement at 30; Public Interest Statement, Kapoor Decl. ¶ 24.

[417] Public Interest Statement, Kapoor Decl. ¶ 26; Public Interest Statement at 30.

[418] Public Interest Statement at 30-31; Public Interest Statement, Kapoor Decl. ¶ 26.

[419] Public Interest Statement at 31; Public Interest Statement, Kapoor Decl. ¶ 26.

[420] RWA Petition at 6-7 (citing to the Applicants' public interest statement and expert declarations in support for the contention that not all UScellular customers will be transitioned to the T-Mobile network).

[421] Joint Opposition at 9-10; Joint Opposition, Kapoor Reply Decl. ¶ 4; T-Mobile May 12 Response at 2-3.

[422] T-Mobile Feb. 3 Response at 7-8. T-Mobile states that for the small number of customers that have incompatible devices, T-Mobile plans to upgrade these customers to an "all bands" supported device which should give these customers an immediate uplift in performance. *Id*. T-Mobile contends that the device-upgrade plan is fully funded in the business plans and T-Mobile will start executing it promptly after the transaction closes. *Id*. T-Mobile asserts that it continues to assess compatibility of UScellular devices other than handsets, but that compatibility in certain cases will depend upon the availability of vendor support and the potential for module replacement. *Id*. T-Mobile currently believes over 96 percent of all UScellular devices will be compatible, with the overwhelming majority of (continued….)

credit T-Mobile's network analysis that it will implement engineering measures that will ensure that all UScellular customers will experience comparable or improved coverage post-implementation.[423] Accordingly, we reject RWA's request for a condition.

117. *Short-Term Spectrum Manager Leases*. The Applicants state that the parties have filed a series of short-term spectrum manager leases for a period not exceeding one year post-closing.[424] The Applicants assert that these leases are necessary to ensure that UScellular customers, including those primarily reliant on spectrum that T-Mobile is not buying from UScellular, experience continuity of service during integration, which the Applicants claim will ensure a seamless transition for UScellular subscribers to T-Mobile's network.[425]

118. EchoStar argues that the Applicants' short-term spectrum leases are not justified and would undermine competition by foreclosing the use of spectrum by competing providers.[426] EchoStar contends that the Applicants' estimation of a seamless and timely integration is inconsistent with the length of time the additional spectrum would be available to T-Mobile as part of the transaction.[427] Further, EchoStar asserts that the leases could be vehicles for T-Mobile to acquire more spectrum or subject to extension requests that would further delay the use of spectrum by competing providers.[428]

119. The Applicants respond that the compatibility of both networks with MOCN functionality will almost immediately permit T-Mobile subscribers to access the current UScellular network and allow UScellular subscribers to access the T-Mobile network in its present form.[429] The Applicants assert that short-term leases are needed because having access to each of two separate networks does not confer the same benefit as having access to a fully integrated single network.[430] The Applicants contend that the short-term leases do not provide T-Mobile with the ability to lock up spectrum for long periods that could otherwise be used by competitors given the leases are for a one-year period.[431]

120. We note that T-Mobile was able to successfully transition customers in prior transactions in an efficient and expedient manner without suffering substantial customer loss.[432] In T-Mobile's acquisition of Sprint, the Commission recognized that customer transition conditions were unnecessary

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identified incompatibilities related to M2M, IOT, or FWA devices and not customer handsets. *Id.* Further, we reject RWA's request that pricing commitments should be imposed as part of the transaction, as UScellular customers will have the choice to switch to a T-Mobile plan or retain their UScellular plan. Further, our competitive analysis fully sets forth our evaluation of pricing pressure following the transaction and rejects RWA's speculation on prices as unsupported by the record. *See* RWA Reply at 5-7.

[423] T-Mobile has stated: {[

]}. T-Mobile May 12 Response at 2-3.

[424] Public Interest Statement at 4.

[425] Public Interest Statement at 4.

[426] EchoStar Petition at 11; EchoStar Reply at 3.

[427] EchoStar Petition at 11; EchoStar Reply at 3.

[428] EchoStar Petition at 11.

[429] Joint Opposition at 23; *see also* Public Interest Statement at 30.

[430] Joint Opposition at 23; *see also* Public Interest Statement at 4.

[431] T-Mobile May 2 Response at 8.

[432] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10728, para. 339; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2347, para. 70.

based upon T-Mobile's prior successful transition and the submission of internal documentation of T-Mobile's customer transition plans.[433] We find it likely that T-Mobile can replicate the success of prior customer transitions in the instant case and find customer transition conditions unnecessary. We disagree with RWA and EchoStar and find that T-Mobile has submitted sufficient documentation in response to WTB and OEA's Information Request that indicates that the company has developed sufficient customer transition plans for each of the customer segments in the instant transaction. The one year lease of spectrum as part of T-Mobile's customer transition plans is reasonable given the large number of UScellular customers transitioning to T-Mobile's network as part of the transaction. EchoStar's concerns over additional spectrum transactions in the future are merely speculative in nature and we decline to consider potential transactions that have not been filed.

B. Roaming

121. In light of the Commission's existing regulatory framework, we decline CWA and RWA's requests to impose roaming conditions on this transaction.[434] A mobile wireless provider purchases roaming service from another mobile wireless provider to enable its subscribers, when traveling outside its service area, to use the facilities of the other provider to place and receive calls, continue in-progress calls, and transmit and receive data.[435] The Commission has previously determined that the availability of both voice and data roaming arrangements is critical to promoting seamless consumer access to mobile services nationwide, to promoting innovation and investment, and to promoting facilities-based competition among providers.[436] The Commission also has established a special dispute-resolution framework to ensure that providers negotiate in good faith to develop commercially reasonable terms and conditions for roaming agreements and to confirm that host providers are properly implementing such agreements when supplying roaming services.[437]

122. We disagree with petitioners, RWA and CWA, that the Commission should require T-Mobile to offer the same roaming terms and conditions that UScellular offered with rural and regional providers, or to impose reciprocal roaming terms.[438] The Applicants respond that the conditions proposed by petitioners—that a facilities-based provider is required to have the same terms and roaming terms as another provider—represents an abrupt departure from the existing regulatory framework and would be inappropriate to adopt in the context of the instant transaction.[439] As they note, to comply with the

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[433] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10728, paras. 338-39.

[434] *See* CWA Petition at 33; RWA Petition at 18-19.

[435] *Verizon-TracFone Order*, 36 FCC Rcd at 17031, para. 99; *T-Mobile-Sprint Order,* 34 FCC at 10708, para. 293.

[436] *T-Mobile-Sprint Order,* 34 FCC at 10708-09, para. 293 (citing *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers and Other Providers of Mobile Data Services*, Second Report and Order, 26 FCC Rcd 5411, 5418-23, paras. 13-21 (2011) (*Data Roaming Order*), *aff'd sub nom. Cellco Partnership v. FCC*, 700 F.3d 534 (D.C. Cir. 2012); *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers and Other Providers of Mobile Data Services*, Order on Reconsideration and Second Further Notice of Proposed Rulemaking, 25 FCC Rcd 4181, 4182, para. 2 (2010)); *see also AT&T-Leap Order*, 29 FCC Rcd at 2784-85, para. 108.

[437] *See, e.g.*, *Data Roaming Order,* 26 FCC Rcd at 5448-53, paras. 74-87; 47 CFR § 20.12(e)(1); *see also Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers and Other Providers of Mobile Data Services*, WT Docket No. 05-265, Declaratory Ruling, 29 FCC Rcd 15483, 15484, para. 1, (WTB 2014) (granting T-Mobile petition regarding Commission review of data roaming disputes).

[438] CWA Petition at 33; RWA Petition at 18-19; *see also* RWA et al. May 15, 2025 *Ex Parte* Letter at 3, ("RWA asks the FCC consider . . . ensuring fair roaming agreements are in place with T-Mobile prior to UScellular exiting [the market] . . . .").

[439] Joint Opposition at 34; *see also id.* at 33 (arguing that any need to impose additional roaming requirements on T-Mobile should be done in a rulemaking proceeding which could afford broad industry participation) (citing *General*

(continued….)

Commission's data roaming rule, a facilities-based commercial mobile radio service provider is required only to negotiate in good faith to permit data service customers to roam on its network in accordance with commercially reasonable terms (i.e., inbound roaming).[440] We find that concerns about the availability of roaming service post-transaction are addressed adequately by the Commission's general roaming policies and rules, which are designed to ensure that entities can obtain roaming agreements on reasonable terms and conditions.[441] Furthermore, if any provider encounters difficulties in obtaining reasonable roaming services or roaming rates, it can file complaints with the Commission pursuant to our established roaming rules.[442] For these reasons, we decline petitioners' request to impose roaming conditions to this transaction.

C. Employment

123. We recognize T-Mobile's commitment to equal opportunity employment and nondiscrimination as strengthening its investment and service quality efforts.[443] T-Mobile states that it is modifying its practices, including its leadership and public messaging; hiring and recruiting; career development, mentorship, and training; supplier and vendor diversity, corporate sponsorships, and memberships; and employee resource groups.[444] We accept T-Mobile's commitment to modify its practices as firm and definite, and expect that these changes will prevent DEI discrimination in the post-transaction company, as consistent with the law and the public interest.

124. After review of the record, however, we decline petitioners' request that we impose job-related conditions on approval of the transaction.[445] We recognize that the current workforce needs of the telecommunications industry are critical, and that the telecommunications industry requires a robust and safe workforce.[446] However, we do not find sufficient evidence demonstrating the transaction will have

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Motors Corporation and Hughes Electronics Corporation, Transferors and the News Corporation Limited, Transferee, for Authority to Transfer Control, MB Docket No. 03-124, Memorandum Opinion and Order, 19 FCC Rcd 473, 534, para. 131 (2004)).

[440] Joint Opposition at 33-34 (citing 47 CFR § 20.12(e)). T-Mobile states, {[

]}. Public Interest Statement at 22 & n.94; Public Interest Statement, Kapoor Decl. ¶ 5; *see also* Public Interest Statement, Orszag Decl. ¶ 133; Public Interest Statement, Irizarry Decl. ¶ 8.

[441] *See Verizon-Tracfone Order*, 36 FCC Rcd at 17033, para. 102; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10710, para. 297; *AT&T-Leap Order*, 29 FCC Rcd at 2784, para. 107; *see also* FSF Opposition at 7 ("[T]o the extent that roaming concerns are valid, the Commission has existing rules that address roaming practices and disputes.").

[442] *Data Roaming Order*, 26 FCC Rcd at 5448-53, paras. 74-87; *see also, e.g.*, *Verizon-TracFone Order*, 36 FCC Rcd at 17033, para. 102 (citing *T-Mobile-Sprint Order*, 34 FCC Rcd at 10710, para. 297) (finding roaming conditions unnecessary because general roaming policies, rules, and dispute resolution process provide adequate protection).

[443] Letter from Mark W. Nelson, Executive Vice President and General Counsel, T-Mobile, to Hon. Brendan Carr, Chairman, FCC, WC Docket No. 24-244, GN Docket No. 24-286 (filed July 8, 2025).

[444] *See id.* at 2-4.

[445] *See* Public Knowledge et al. Petition at 15; CWA Petition at 31; National Wireless Independent Dealer Association Comments (NWIDA Comments).

[446] *See Verizon-Frontier Order*, 2025 WL 1431138, at *7, para. 23 & n. 73 (citing *Lumen Technologies, Inc. and Connect Holding, LLC Application for Consent to Transfer Control*, WC Docket No. 21-350, Memorandum Opinion and Order and Declaratory Ruling, 37 FCC Rcd 9523, 9544, para. 45 (WCB Aug. 19, 2022)).

employment effects warranting the employment conditions proposed by CWA or that such conditions are transaction-related.

125. CWA argues that the transaction will further entrench T-Mobile's dominant position in many local labor markets for retail wireless workers, pointing to what it claims is direct evidence of T-Mobile's market power.[447] It also points to its own market share analysis of postpaid wireless retail store market share that would result from approval of the transaction and identifies an area of "extensive overlap between store locations."[448] CWA argues that T-Mobile and UScellular bear the burden to show that the transaction will enhance competition in the upstream labor and downstream retail markets, and have failed to do so for multiple labor markets.[449]

126. The Applicants respond that "CWA's unsubstantiated and unverified claims regarding the impact of the [t]ransaction on wireless retail store employment competition are both legally wrong and not transaction-specific."[450] The Applicants further contend that CWA's assertion that the Commission should consider the transaction's impact on competition in the relevant labor market misstates the applicable precedent.[451] The Applicants explain that the Commission has limited its transaction review to markets that are squarely within its expertise and statutory authority,[452] and notes the Commission's references to labor market concentration in previous transaction decisions were limited to describing CWA's advocated positions.[453]

127. We agree with the Applicants that there is insufficient evidence that ties job losses to this transaction, and we believe that CWA has failed to demonstrate the need for labor specific conditions.[454]

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[447] CWA Petition at 5-22 (arguing, among other things, that there were anticompetitive effects on the labor market from the T-Mobile-Sprint merger; that the absence of collective bargaining agreements is evidence of anti-union actions; and that retail wireless store employees fear that this merger will result in job losses); *see also, e.g.*, RWA et al. May 15, 2025 *Ex Parte* Letter at 4; RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 3-4; RWA et al. Mar. 21, 2025 *Ex Parte* Letter at 3-4; Letter from Nell Geiser, Director of Research, Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286 (filed July 10, 2025).

[448] CWA Petition at 22-25 (conducting state-level analysis, and deeper dive for Dane County, Wisconsin, of wireless retail store market shares).

[449] CWA Petition at 3; Public Knowledge et al. Reply at 5-8; *see also, e.g.*, RWA et al. Mar. 21, 2025 *Ex Parte* Letter at 3; RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 3; RWA et al. May 15, 2025 *Ex Parte* Letter at 3.

[450] Joint Opposition at 34.

[451] Joint Opposition at 34.

[452] Joint Opposition at 35; *see also* TechFreedom *Ex Parte* Letter at 6 ("[W]hile the FCC may be the expert agency when it comes to telecommunications markets, it lacks the expertise necessary to understand and assess labor markets as part of its merger review process."); FSF Opposition at 7 ("To the extent such [employment market] claims have validity, they are more fitting for review by agencies such as the National Labor Relations Board.").

[453] Joint Opposition at 35 & n.147 (asserting "the Commission has not addressed labor market concentration in any of its subsequent public interest analyses, which instead examined only whether a transaction would result in job gains or losses" and citing to *T-Mobile-Sprint Order*, 34 FCC Rcd at 10722-24, paras. 325-30; *Verizon-TracFone Order*, 36 FCC Rcd at 17034-36, paras. 106-09).

[454] Additionally, we disagree with RWA's assertion that the Applicants are disregarding our administrative process with the decision of UScellular to reduce employment. *See* RWA et al. May 15, 2025 *Ex Parte* Letter at 1-2. Consistent with our precedent, we decline to impose job related conditions and find that it is not in the public interest to impose employment conditions in the current instance. *T-Mobile-Sprint Order*, 34 FCC Rcd at 10724, para. 330.

D. High-Cost Support and Lifeline Program

128. *High-Cost Support.* UScellular is a competitive eligible telecommunications carrier (ETC) that receives mobile legacy high-cost support to provide mobile services in rural areas of the U.S. As a condition to receiving this support, mobile legacy high-cost support recipients are currently required to use all of this support toward the deployment, maintenance, and operation of voice and broadband networks that support 5G service.[455] As detailed below, we decline petitioners' request to impose conditions requiring the repayment of UScellular's mobile legacy high-cost support or the reallocation of high-cost funds to other mobile legacy high-cost recipients. The record does not indicate that USF support was used improperly. We also conclude that any reallocation of funding as requested by petitioners would require a broader rulemaking proceeding.

129. RWA asserts that mobile high-cost support to UScellular should have ceased while the transaction was pending,[456] and that the transaction would result in wasted universal service funds because the Applicants "imply that some of the UScellular's cell sites will be decommissioned" which RWA claims is a waste of taxpayer dollars.[457] RWA further contends that the Commission should exercise its audit authority to review whether UScellular has spent its funds pursuant to Commission rules.[458] RWA and Public Knowledge et al. assert that any Commission approval of the transaction

[455] *Establishing a 5G Fund for Rural America*, GN Docket No. 20-32, Report and Order, 35 FCC Rcd 12174, 12200-01, para. 65 (2020).

[456] *See* RWA Comments, WC Docket No. 09-197, GN 24-286, at 2-3, & n.11 (June 5, 2025) (RWA Comments on ETC Relinquishment) ("RWA believes that UScellular's receipt of USF should cease effective May 28, 2024, the date of the announcement of the transaction with T-Mobile . . . .").

[457] RWA Petition at 14 (citing Public Interest Statement at 31). RWA points to statements from the Applicants that "UScellular base stations will then be integrated by adding T-Mobile radios and equipment to *the selected sites*," and concludes that based on this language, the "only reasonable conclusion is that the non-selected sites will be decommissioned." RWA Petition at 14; *see also* RWA Reply at 9 (stating that it is unclear which UScellular towers will be used by T-Mobile as part of its network integration); RWA et al. Mar. 21, 2025 *Ex Parte* Letter at 2 (asserting that the proposed transaction may result in wasted USF funds "when T-Mobile inevitably shuts down UScellular's USF-funded cell sites"); RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 2 (same); RWA et al. Apr. 24, 2025 *Ex Parte* Letter at 2 (same); RWA et al. May 15, 2025 *Ex Parte* Letter at 3 (asserting the proposed transaction may result in wasted USF funds "when UScellular shutters its network, which includes USF-funded cell sites"). To support its claims, RWA references T-Mobile's decommissioning of certain Sprint cell towers following the T-Mobile-Sprint transaction. RWA Petition at 14 & n.42. However, that was a different transaction, and here, in contrast to the T-Mobile-Sprint transaction, UScellular's cell towers will not be transferred to T-Mobile. Thus, T-Mobile lacks the ability to decommission UScellular's towers. Public Knowledge et al. also argue that T-Mobile will likely cease to use many of the high-cost supported UScellular towers and related infrastructure, or will reap the benefits of these funds which it claims should not be used by a top-three national carrier. Public Knowledge et al. Petition at 9.

[458] RWA Petition at 15; *see also* RWA Reply at 10-11 (advocating for an audit of UScellular to review how it spent its legacy mobile high-cost support); RWA et al. Mar. 21, 2025 *Ex Parte* Letter at 2 (advocating for the FCC to audit UScellular's use of high-cost support); RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 2 (same); RWA et al. Apr. 24, 2025 *Ex Parte* Letter at 2 (same); RWA et al. June 3, 2025 *Ex Parte* Letter at 3 (same); RWA Comments on ETC Relinquishment at 3. RWA also cites to a publicly posted letter from UScellular announcing UScellular's plans to lay off employees. RWA Comments on ETC Relinquishment at 4 (citing Letter from Izik Youker, UScellular, Director, HR Strategic Business Partner and Employee Relations, to James Clopton, Department of Employment Services (Mar. 26, 2025), https://abc17news.b-cdn.net/abc17news.com/2025/04/USCellular-Layoff-Notice-003.pdf). RWA asserts that UScellular's recent reduction in force announcements are "inconsistent with the ongoing operation and maintenance of a robust mobile network" and further evidence that UScellular is winding down its network while continuing to receive USF support. RWA Comments on ETC Relinquishment at 3-4. However, the reductions in force largely impact retail store locations, and there is no evidence in the record that these employment actions have impacted UScellular's service or network operations. *See, e.g.*, Letter from Izik Youker, UScellular, (continued….)

should be conditioned upon the return of high-cost support disbursed to UScellular while the transaction was pending and that previously allocated support should be reallocated to other mobile legacy high-cost support recipients.[459]

130. The Applicants state that UScellular has used its high-cost support consistent with the Commission's rules, which allow for high-cost support to be applied towards tower buildouts, equipment upgrades, and associated maintenance, among other uses.[460] The Applicants point out that if the transaction is approved and consummated, UScellular no longer will be eligible for the monthly high-cost support it currently receives, and this support would not be transferred to T-Mobile.[461] The Applicants assert that granting the Applications is the most expedient way to achieve RWA's favored outcome—accelerating the transition of UScellular's high-cost support to other purposes, which, the Applicants contend, the Commission may determine in a separate rulemaking.[462] The Applicants argue that there is no precedent for the kind of remedy that RWA and Public Knowledge, et al. request in any of the transactions that the Commission has approved involving the acquisition of high-cost support recipients or their assets by non-USF recipient providers.[463]

131. We conclude that the transaction does not warrant any action to protect universal service high-cost funds. UScellular will relinquish its ETC designations and cease being eligible for mobile legacy high-cost support, and UScellular's current mobile legacy high-cost support will not be transferred to T-Mobile.[464] Consistent with this Order, UScellular's exit from the mobile business is imminent.

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Director, HR Strategic Business Partner and Employee Relations, to James Clopton, Department of Employment Services (Mar. 26, 2025), https://abc17news.b-cdn.net/abc17news.com/2025/04/USCellular-Layoff-Notice-003.pdf (providing locations impacted by reductions in force).

[459] RWA Petition at 15, 16-17; *see also* RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 3 (advocating for the Commission to claw back high-cost funds received by UScellular since the announcement of the transaction and for the reallocation of legacy mobile high-cost support allocated to UScellular to other carriers in need of additional support); RWA et al. Apr. 24, 2025 *Ex Parte* Letter at 3 (same); RWA et al. May 15, 2025 *Ex Parte* Letter at 3 (same); RWA Comments on ETC Relinquishment at 7. In support of its request to reallocate UScellular's high-cost support to other carriers, RWA cites to recent waiver petitions filed by Carolina West Wireless, LLC and East Kentucky Network, LLC concerning the amount of their mobile legacy high-cost support. *See* RWA et al. May 15, 2025 *Ex Parte* Letter at 3 & n. 9; RWA Comments on ETC Relinquishment at 7 & n.23 (same).

[460] Joint Opposition at 26.

[461] Joint Opposition at 26-27; *see also* UScellular Feb. 28 Response at 15; T-Mobile Feb. 27 Response at 10, 14 (Feb. 27, 2025). The Applicants state that T-Mobile is not a high-cost eligible telecommunications carrier in the areas where UScellular receives support and the Applicants are not requesting the transfer of UScellular's high-cost support to T-Mobile. Joint Opposition at 27 & n.117; *see also* T-Mobile Feb. 27 Response at 14 (Feb. 27, 2025) ("T-Mobile has no plans to obtain designations to receive legacy High-Cost Universal Support post-Transaction.").

[462] Joint Opposition at 27.

[463] Joint Opposition at 27 (citing *Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC*, WT Docket No. 08-95, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 17444 (2008); *Applications of AT&T Inc. and Atlantic Tele-Network, Inc. for Consent to Transfer Control of and Assign Licenses and Authorizations*, WT Docket No. 13-54, Memorandum Opinion and Order, 28 FCC Rcd 13670 (WTB/IB 2013)).

[464] Joint Opposition at 26-27, 27 n.117; UScellular Feb. 28 Response at 15; T-Mobile Feb. 27 Response at 10, 14; TDS May 28 Form 8-K, Purchase Agreement at 153, Section 9.16. UScellular has already started the process of relinquishing its ETC designations with the FCC and the states in its service territory contingent with and conditioned upon approval and closing of the transaction. *See, e.g.*, UScellular Corporation Petition for Relinquishment of Eligible Telecommunications Carrier Designations, WC Docket No. 09-197, GN Docket No. 24-286 (filed Apr. 30, 2025); Letter from David A. LaFuria and Steven M. Chernoff, Counsel to UScellular, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 09-197 and GN Docket No. 24-286, at 2-3 (filed May 23, 2025) (providing the status of UScellular's state-level ETC relinquishment petitions).

Therefore, all mobile legacy high-cost support payments to UScellular will cease for periods following the release of this Order.[465]

132. During the transaction's pendency, UScellular remained eligible for mobile legacy high-cost support and was authorized to use that support for the intended purposes of deployment, maintenance and operation of qualifying voice and broadband networks that support 5G.[466] We agree with Applicants' assertion that there is no basis in prior Commission precedent for requiring the repayment of high-cost support properly disbursed to UScellular.

133. We also find no basis for acting on RWA's request that the Commission direct the Universal Service Administrative Company (USAC) to audit UScellular's use of high-cost support since the transaction was announced. There is no evidence in the record that UScellular failed to use its mobile legacy high-cost support for its intended purposes or that UScellular otherwise failed to comply with its ETC service obligations while the transaction was pending.[467] The Applicants affirmatively state that UScellular used its mobile high-cost support for its intended purposes of the deployment, maintenance and operation of voice and broadband networks that support 5G service meeting the Commission's performance requirements.[468] UScellular also provided state-by-state documentation of its annual 5G tower expenses and high-cost support for 2020 through the third quarter of 2024. These documents indicate that UScellular's 5G tower expenses included operating expenses, tower maintenance and capital expenses the total of which{[ ]}, the annual mobile legacy high-cost support it received for each state, with {[ ]} accounting for most of UScellular's 5G tower-related expenses during this period.[469] Thus, the record does not indicate concern about UScellular's use of high-cost support.

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[465] To the extent UScellular is still owed USF support for periods prior to the release of this Order, UScellular would still be eligible for that support, and must comply with the applicable rules governing that support.

[466] *See* 47 U.S.C. § 254(e); 47 CFR §§ 54.7(a), 54.322(c).

[467] Reply Comments of United States Cellular Corporation, WC Docket No. 09-197, GN Docket No. 24-286, at 2 (June 20, 2025) (UScellular ETC Reply Comments).

[468] Joint Opposition at 26.

[469] *See generally* TDS-USCC-FCC-001_00008469-00008543. We note that this documentation indicates that the vast majority of UScellular's 5G tower upgrades occurred before 2024. *See id*. RWA has not identified any specific issues in the provided documentation concerning UScellular's use of high-cost funds, and instead makes generalized claims that the documentation should be more granular and does not cover enough time. *See* UScellular ETC Reply Comments at 2 (stating RWA raises concerns about "unexplained 'recent actions' but does not describe any such actions related to UScellular's 5G investments"). Despite RWA's arguments to the contrary, the documentation UScellular provided covers a sufficient time period and provides enough information for us to preliminarily assess whether there are apparent issues concerning UScellular's use of mobile high-cost support. In addition, we note that UScellular annually certifies its compliance with the rules governing mobile legacy high-cost support, designating states have also certified UScellular's compliance with the rules governing high-cost support, and UScellular is in compliance with the Commission's reporting requirements for mobile legacy high-cost support. *See* 47 CFR §§ 54.313(c)(4), 54.314(a)-(b); *see also* UScellular ETC Reply Comments 2-3, 2 n.9 (citing UScellular Feb. 28 Response, Attachment at 15) ("RWA's challenges to the adequacy of UScellular's responses to the adequacy of UScellular's response to a USF-related FCC information request are. . . unfounded—UScellular has fully responded to the Commission's questions"). As noted below, the record does not indicate any real issues concerning UScellular's use of mobile legacy high-cost support, and there is no indication that UScellular has failed to meet its ETC service obligations since the transaction was announced. UScellular has received mobile high-cost support for fifteen states in its service area. In 2023, UScellular received approximately $95 million annually in mobile legacy high-cost support. *See, e.g.*, FCC, 2024 Universal Service Monitoring Report, at 53, Table 3.9 (OEA Jan. 15, 2025) (2023 frozen high-cost support claims for TDS including UScellular). In 2024, UScellular received approximately $96 million "High-Cost Funding Disbursement Search," Universal Service Administrative Company, USAC Open Data, https://opendata.usac.org/High-Cost/High-Cost-Funding-Disbursement-Search/cegz-dzzi.

134. For the foregoing reasons, we decline to condition approval of the transaction on the repayment of UScellular's mobile legacy high-cost support since May 2024, or the repayment of UScellular's mobile legacy high-cost support for any UScellular towers that are decommissioned within five years after the close of the transaction. As explained above, precedent does not support these proposed conditions, and the record does not indicate that the transaction will give T-Mobile a USF windfall or result in wasted USF funds.

135. We also decline RWA's request that we condition approval of the transaction on the reallocation of UScellular's annual mobile legacy high-cost support to other mobile carriers serving high-cost areas. Mobile legacy high-cost support payments are calculated as specified in the *2011 USF/ICC Transformation Order*.[470] When high-cost support recipients exit the market, the Commission does not redistribute their high-cost mobile legacy high-cost support amounts to other carriers. A rulemaking would be required to increase mobile legacy high-cost support amounts for all ETCs eligible for this type of support.

136. *Lifeline Program.* We decline Public Knowledge, et al.'s, suggestion that we impose a condition to this transaction involving Lifeline participation.[471] As noted by the Applicants, UScellular is not a major participant in the Lifeline program, and numerous other providers offer Lifeline in UScellular's service area.[472]

137. We find that the transaction will have a limited impact on the Lifeline marketplace or Lifeline customers. UScellular is not a major participant in the Lifeline program, having only approximately {[ ]} Lifeline customers in fifteen states.[473] Further, UScellular is not the only Lifeline provider, nor the only wireless Lifeline provider, in any of the fifteen states where UScellular offers Lifeline service.[474] In contrast, T-Mobile's Assurance Wireless brand is a significant provider of Lifeline service, and there is no indication that Assurance intends to cease providing Lifeline service.[475]

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[470] *See Connect America Fund*, WC Docket No. 10-90 et al., Report and Order and Further Notice of Proposed Rulemaking, 26 FCC Rcd 17663, 17675, para. 29 (2011).

[471] Public Knowledge et al. Petition at 15.

[472] Joint Opposition at 28.

[473] T-Mobile Feb. 27 Response at 10; *see also* FCC-TMUS_000035793 (UScellular Lifeline subscriber counts excluding Oklahoma and Oregon). In 2023, Lifeline program claims from TDS (UScellular's parent company) accounted for 0.2 percent of total Lifeline program claims). 2024 Universal Service Monitoring Report, at 35, Table 2.5 (2025), https://docs.fcc.gov/public/attachments/DOC-408848A1.pdf (2024 Universal Service Monitoring Report). In December 2024, there were approximately 8.79 million Lifeline subscribers nationwide. *See* Universal Serv. Admin. Co. Website, Table: Lifeline Participation Rate (data as of December 2024), *available at* https://www.usac.org/lifeline/resources/program-data/#Participation. Given UScellular's limited participation in Lifeline and relatively low Lifeline subscribership, this transaction is readily distinguishable from the Verizon-Tracfone transaction where Verizon made commitments related to Lifeline advertising and service offerings to address the effect of the transaction on Lifeline consumers.

[474] *See* UScellular, *Helping Families Connect*, https://www.uscellular.com/plans/lifeline (identifying the fifteen states where UScellular offers Lifeline service) (last visited May 7, 2025); *see also, e.g.*, Universal Serv. Admin. Co., *FCC Filings*, Third Quarter 2025, Low Income, Appx. LI-03 Eligible Telecommunications Carriers 1Q 2025, https://www.usac.org/about/reports-orders/fcc-filings/#results (last visited June 11, 2025) (identifying all ETCs by state); UScellular Corporation Petition for Relinquishment of Eligible Telecommunications Carrier Designations, WC Docket No. 09-197, GN Docket No. 24-286, at 5 (filed Apr. 30, 2025) (UScellular FCC ETC Relinquishment Petition) (requesting to relinquish UScellular's ETC designation in New Hampshire, North Carolina, Tennessee and Virginia and stating that in these states "UScellular's ETC service area is served by more than one ETC, including the incumbent LEC and multiple wireless ETCs").

[475] 2024 Universal Service Monitoring Report, at 35, Table 2.5 (indicating that in 2023 T-Mobile accounted for 22.3% of total Lifeline claims).

138. The record confirms that UScellular's Lifeline customers, excluding in Oklahoma and Oregon, will have the option to remain on their current UScellular Lifeline plan without taking any further action[476] and T-Mobile indicates that it has "no plans to change the terms and conditions of those plans."[477] UScellular indicates that T-Mobile's network integration and seamless customer migration will result in "continuity of service" with "no risk of customers being left without service."[478] In Oregon and Oklahoma, while T-Mobile does not offer or intend to offer Lifeline service, UScellular is taking steps to help its approximately {[ ]} Lifeline customers (approximately 10% of its total Lifeline customers) transition to other Lifeline providers.[479] We find that these measures are sufficient to ensure the transaction has minimal impact on UScellular Lifeline customers' service. Further, UScellular's Lifeline customers within T-Mobile's designated ETC service area have the option to switch to an Assurance Wireless Lifeline plan[480] which T-Mobile states are "competitive and consistent with FCC requirements," and "generally comparable or better than current UScellular Lifeline service plans."[481] T-Mobile states that it currently has no plans to change the terms and conditions of Assurance Wireless's Lifeline plans.[482] UScellular's Lifeline customers also have the option to transfer to another Lifeline provider.

E. Handset Unlocking

139. We decline to impose any specific handset unlocking requirements on T-Mobile as part of this transaction because there is no indication that handset unlocking concerns are related to this

[476] T-Mobile Feb. 27 Response at 10; *see also* UScellular FCC ETC Relinquishment Petition at 6 (stating that for New Hampshire, Virginia, North Carolina and Tennessee "[i]mmediately following the closing of the Transaction, all UScellular Lifeline customers will continue on their current plans if they choose. These customers will not need to take any action in order for that to occur"). T-Mobile identified eight states (Illinois, Iowa, Kansas, Missouri, Nebraska, Tennessee, Washington and Wisconsin) where UScellular and Assurance Wireless' Lifeline service area may not be identical, but its filings indicate Lifeline customers in these non-overlap areas will also remain on their current plans. *See* T-Mobile Feb. 27 Response at 12, 14; U.S. Cellular Corp.'s Notice of Relinquishment of its Eligible Telecommunications Carrier Designation Pursuant to 47 U.S.C. § 214(E)(4), and request for Waiver of WAC 480-120-083 at 3-4, (Wash. Utils. and Transp. Comm'n Mar. 18, 2025), https://www.utc.wa.gov/casedocket/2025/250179/docsets.

[477] T-Mobile Feb. 27 Response at 12.

[478] *See* UScellular FCC ETC Relinquishment Petition at 6; *see also* Public Interest Statement at iii (estimating that "nearly all of UScellular's customer devices are compatible with T-Mobile's network, and thus the migration of the vast majority of UScellular customers can be accomplished almost immediately after closing"); T-Mobile Feb. 27 Response at 10 ("T-Mobile intends to facilitate a seamless transition of UScellular Lifeline customers at closing").

[479] *See* T-Mobile Feb. 27 Response at 11 (stating that for UScellular Lifeline customers in Oregon and Oklahoma "T-Mobile will support those customers on their current UScellular Lifeline plans for a period of time following closing, while assisting them in transitioning to one of the myriad authorized Lifeline providers in those states"); *see also* United States Cellular Corp.'s Notice of Relinquishment of its Eligible Telecommunications Carrier and Eligible Telecommunications Provider Designations Pursuant to 47 U.S.C. § 214(e)(4) at 7, Corp. Petition for ETC Designation, States Cellular Corp., No. UM 1084 (filed with Oregon Pub. Utils. Comm'n Mar. 11, 2025) (specifying the timing and types of notices to UScellular Lifeline customers in Oregon), https://edocs.puc.state.or.us/efdocs/HAQ/um1084haq335367026.pdf.

[480] T-Mobile Feb. 27 Response at 10.

[481] T-Mobile Feb. 27 Response at 13; *see also* Assurance Wireless, *Our Plans*, https://www.assurancewireless.com/plans (last visited June 11, 2025) (describing Assurance Wireless's Lifeline plans) and UScellular, *Helping Families Connect*, https://www.uscellular.com/plans/lifeline (last visited June 11, 2025) (describing UScellular's Lifeline plans).

[482] T-Mobile Feb. 27 Response at 13.

transaction.[483] Several parties have argued that the Commission should impose specific handset unlocking requirements on T-Mobile claiming that its current policies are anti-competitive.[484]

140. We agree with the Applicants and certain commenters that the handset unlocking-related concerns of the above parties and their requests for unlocking conditions are not related to this transaction.[485] The Applicants note that the Commission's recent handset unlocking Notice of Proposed Rulemaking inquired into the costs and benefits of a rule that would require all mobile wireless service providers to unlock handsets 60 days after they are activated with the service provider.[486] The Applicants point to arguments from Public Knowledge and others submitted in that proceeding in favor of a general rule applicable to all mobile wireless providers as evidence underscoring that their concerns are entirely separate from this transaction.[487] We conclude that commenters' concerns are more adequately addressed through that rulemaking proceeding.[488]

F. Tower Construction and Maintenance

141. In addition, T-Mobile reports that it has had very productive discussions with NATE: The Communications Infrastructure Contractors Association over the last several months on topics related to tower construction and maintenance.[489] T-Mobile commits to institute updates to certain practices related to pricing, master service agreements, third party vendors and operational mandates, workforce integrity, and turf vendor models, and to continue constructive dialogue with NATE and its members.[490] We accept T-Mobile's commitment as firm and definite, and expect that it will help ensure that post-transaction, T-Mobile will invest in its network and strengthen services for all customers.

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[483] The Commission previously considered handset unlocking issues in a broader rulemaking proceeding. *See, e.g., Promoting Consumer Choice and Wireless Competition Through Handset Unlocking Requirements and Policies*, WT Docket No. 24-186, Notice of Proposed Rulemaking, 39 FCC Rcd 8111 (2024) (*Handset Unlocking NPRM*).

[484] RWA Petition at 21-22; Public Knowledge et al. Petition at 14. RWA requests that the Commission require T-Mobile to "unlock its customer handsets, including any UScellular customer handsets acquired through this transaction, within 60 days of closing on the transaction." RWA Petition at 21. Public Knowledge similarly advocates for requiring T-Mobile "to adhere to the same 60-day unlocking period" that the Commission previously adopted in the *T-Mobile-Mint/Ultra Order*. Public Knowledge et al. Petition at 14 (citing *T-Mobile-Mint/Ultra Order*, 39 FCC Rcd at 4061, para. 19). New America also notes the "similar handset unlocking requirements" adopted in the *T-Mobile-Mint/Ultra Order. See, e.g.*, RWA et al. Mar. 21, 2025 *Ex Parte* Letter at 4-5; RWA et al. Apr. 15, 2025 *Ex Parte* Letter at 4; RWA et al. May 15, 2025 *Ex Parte* at 5; RWA et al. June 3, 2025 *Ex Parte* Letter at 4.

[485] *See* Joint Opposition at 31-32; *see also* Westling *Ex Parte* Letter at 7-8 (advocating against a handset unlocking condition and stating "[t]he FCC should take care not to impose conditions as a means to impose regulations, which should be promulgated through notice and comment rulemaking, unrelated to the actual competitive concerns of the transaction"); TechFreedom *Ex Parte* Letter at 9 (advocating against a handset unlocking condition); ACLP Reply at 8 (same) Center for Individual Freedom Comments at 2-3 (advocating against certain "pro-consumer" conditions).

[486] Joint Opposition at 31-32 (citing *Handset Unlocking NPRM*).

[487] Joint Opposition at 32 & n.134 (citing Public Knowledge, Consumer Reports, and Open Technology Institute Reply, WT Docket No 24-186, at 2 (filed Sept. 24, 2024)).

[488] *See Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations and Modify a Spectrum Leasing Arrangement*, WT Docket No. 09-104, Memorandum Opinion and Order, 25 FCC Rcd 8704, 8749, para. 104 (2010); *AT&T-Centennial Order*, 24 FCC Rcd at 13972, para. 141.

[489] Letter from Mike Simpson, Senior Vice President and Chief Procurement Officer, T-Mobile, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 24-244, GN Docket No. 24-286 (filed July 8, 2025).

[490] *Id.* at 1-3.

IX. NATIONAL SECURITY, LAW ENFORCEMENT, FOREIGN POLICY, AND TRADE CONCERNS

142. When analyzing a transfer of control or assignment application that includes foreign investment, we also consider public interest issues related to national security, law enforcement, foreign policy, or trade policy concerns.[491] As part of our public interest analysis, the Commission coordinates with the relevant Executive Branch agencies that have expertise in these particular issues.[492] The Commission accords deference to the expertise of these Executive Branch agencies in identifying issues related to national security, law enforcement, foreign policy, or trade policy concerns raised by the relevant Executive Branch agencies.[493] The Commission, however, ultimately makes an independent decision on the application based on the record in the proceedings.

143. Pursuant to Commission practice, the Applications were referred to the relevant Executive Branch agencies for their review of any national security, law enforcement, foreign policy, or trade policy concerns related to the foreign ownership of the Applicants.[494] On November 19, 2024, the Committee requested that the Commission refer the Applications for the Committee's review for any national security and law enforcement concerns that may be raised by foreign participation in the United States telecommunications services sector and requested that the Commission defer action on the Applications until the Committee concluded its review.[495] On November 26, 2024, the Commission

[491] *See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927 (2020) (setting rules and procedures for referring applications for Executive Branch review consistent with Executive Order No. 13913) (*Executive Branch Review Order*); *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, IB Docket Nos. 97-142 and 95-22, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23918-21, paras. 59-66 (1997) (*Foreign Participation Order*), *Pet. for Recon. denied*, *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, IB Docket No. 97-142, Order on Reconsideration, 15 FCC Rcd 18158 (2000) (explaining that in opening the U.S. telecommunications market to foreign entry in 1997, the Commission affirmed that it would consider national security, law enforcement, foreign policy, and trade policy concerns related to reportable foreign ownership as part of its overall public interest review of applications for international section 214 authority, submarine cable landing licenses, and declaratory rulings to exceed the foreign ownership benchmarks of section 310(b) of the Act); *see also T-Mobile-Sprint Order*, 34 FCC Rcd at 10732-33, para. 349.

[492] *See Executive Branch Review Order*, 35 FCC Rcd at 10935-36, paras. 17, 24.

[493] *Id.* at 10930, para. 7 (citing *Foreign Participation Order*, 12 FCC Rcd at 23920-21, paras. 65-66); *Amendment of the Commission's Regulatory Policies to Allow Non-U.S. Licensed Space Stations to Provide Domestic and International Satellite Service in the United States*; *Amendment of Section 25.131 of the Commission's Rules and Regulations to Eliminate the Licensing Requirement for Certain International Receive-Only Earth Stations,* IB Docket No. 96-111, CC Docket No. 93-23, RM-7931, Report and Order, 12 FCC Rcd 24094, 24171-72, paras. 179, 182 (1997); *see also T-Mobile/Sprint Order,* 34 FCC Rcd at 10733, para. 349; *Review of Foreign Ownership Policies for Broadcast, Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended,* GN Docket No. 15-236, Report and Order, 31 FCC Rcd 11272, 11277, para. 6 (2016), *Pet. for Recon. dismissed, Review of Foreign Ownership Policies for Broadcast, Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended,* GN Docket No. 15-236, Order on Reconsideration, 32 FCC Rcd 4780 (2017).

[494] *See Applications Filed for the Transfer of Control of Conterra Ultra Broadband, LLC, Network USA, LLC, Detel Wireless, LLC, Broadplex, LLC, and Tim Ron Enterprises, LLC d/b/a Network Communications*, WC Docket No. 20-240, Public Notice, 35 FCC Rcd 10658, 10664 (WCB/IB/WTB 2020) (citing the *Foreign Participation Order*, 12 FCC Rcd at 23918-19, paras. 61-63); *Referral Public Notice*, DA 24-1194 (referring the Applications to the Committee).

[495] *See* Letter from Makenzie B. Skopowski, Attorney Advisor, Foreign Investment Review Section, National Security Division, DOJ, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286, File No. ITC-ASG-20240913-00139 (filed Nov. 19, 2024).

referred the Applications to the Committee and deferred action on the Applications until the Committee completed its review.[496] On April 10, 2025, the Committee notified the Commission that the Applicants had provided complete responses to initial questions posed by the Committee and that the Committee was conducting an initial review to assess whether granting the Applications would pose a risk to the national security or law enforcement interests of the United States.[497] On June 20, 2025, NTIA notified the Commission that the Committee has no recommendation regarding the Commission approving the Applications and no objection to their grant.[498] The letter also stated that the Applicants have made representations to the Committee that the customers, licenses, and other assets acquired by T-Mobile will be subject to the requirements of T-Mobile's Amended and Restated National Security Agreement with CFIUS and that the Committee may take action to address T-Mobile's failure to comply with the NSA.[499]

X. FOREIGN OWNERSHIP

144. On November 5, 2019 the Commission granted a petition for a declaratory ruling filed by T-Mobile to approve the aggregate foreign equity and voting interests in T-Mobile as the controlling U.S. parent of the "subject common carrier Licensee-Subsidiaries", in excess of the section 310(b)(4) statutory benchmarks (2019 Declaratory Ruling).[500] The 2019 Declaratory Ruling also granted specific and advance approval of certain foreign individuals and entities,[501] subject to the terms and conditions set forth in section 1.5004 of the Commission's rules, including the requirement to obtain Commission approval before foreign ownership of the T-Mobile Licensee-Subsidiaries exceeds the terms and conditions of the 2019 Declaratory Ruling.[502] According to the Applicants, "T-Mobile's foreign

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[496] *Referral Public Notice*, DA 24-1194; *see also Committee for the Assessment of Foreign Participation in the United States Telecommunications Service Sector Reviewing T-Mobile-UScellular Transfer of Control and Assignment Applications*, GN Docket No. 24-286, Public Notice, DA 24-1221 (OIA/WTB Dec. 5, 2024) (announcing the review by the Committee).

[497] Letter from Makenzie B. Skopowski, Department of Justice, Attorney Advisor, Foreign Investment Review Section, National Security Division, DOJ, to Marlene H. Dortch, Secretary, FCC, GN 24-286, ICFS File No. ITC-ASG-20240913-00139, and Attach. (corrected version filed Apr. 10, 2025).

[498] Letter from Andrew Coley, NTIA, Attorney Advisor, to Thomas Sullivan, Acting Chief, Office of International Affairs, FCC, GN Docket No. 24-286, ITC-ASG-20240913-00139 (filed June 20, 2025) (NTIA June 20, 2025 Letter).

[499] *See* Letter from Mary Jean Fell, Vice President, Legal, T-Mobile US. Inc., and Adriana Rios Welton, General Counsel and Chief Government Affairs, United States Cellular Corporation (June 18, 2025) (attached to the NTIA June 20, 2025 Letter).

[500] 47 U.S.C. § 310(b)(4); 47 CFR § 1.5000(a)(1); *see also T-Mobile-Sprint Order*, 34 FCC Rcd at 10738-39, paras. 361-63 (granting petition for declaratory ruling).

[501] The 2019 Declaratory Ruling states: "pursuant to section 1.5001(i) of the rules, this ruling specifically permits the following direct and/or indirect foreign equity and voting interests which we find would be held in T-Mobile upon closing: DT Holding, T-Mobile Holding, T-Mobile Global, and Deutsche Telekom (42% equity and 69% voting interest); KfW (7.14% equity and 17% voting interest); the FRG (12% equity and 32% voting interest); SoftBank Capital and SoftBank (27% equity and 0.00% voting interest); and Mr. Son (5.67% equity and 0.00% voting interest). This ruling also specifically permits DT Holding, T-Mobile Holding, T-Mobile Global, and Deutsche Telekom to increase the aggregate level of their controlling ownership interests in the reorganized T-Mobile, at some future time, up to any amount, including 100% of T-Mobile's equity and voting interests; and specifically permits the combined company's non-controlling foreign interest holders, SoftBank Group, SoftBank, and Mr. Son, to increase their aggregate interests in T-Mobile, at some future time, up to and including a non-controlling 49.99% equity and voting interest in T-Mobile." *T-Mobile-Sprint Order*, 34 FCC Rcd at 10738 para. 362.

[502] *T-Mobile-Sprint Order*, 34 FCC Rcd at 10738, para. 361; *see also* 47 CFR § 1.5004. The 2019 Declaratory Ruling also stated that "under this ruling, after closing T-Mobile would continue to have an affirmative duty to (continued….)

ownership, as approved, has not materially changed since November 5, 2019, and will not be affected by the Transaction."[503] Based on the information provided in the T-Mobile/UScellular Applications, the proposed transaction does not require a new section 310(b) petition for declaratory ruling pursuant to section 1.5004(e) of the Commission's rules.[504] T-Mobile continues to be subject to the terms and conditions set forth in the 2019 Declaratory Ruling and section 1.5004 of the Commission's rules, including the requirement to obtain Commission approval before foreign ownership of the T-Mobile Licensee-Subsidiaries exceeds the terms and conditions of the 2019 Declaratory Ruling.[505]

XI. CONCLUSION

145. Based on our review of the record and our competitive analysis, we conclude that the risk of public interest harms is low. The record demonstrates that, post-transaction, all local markets will remain competitive. T-Mobile largely competes on a nationwide basis with AT&T and Verizon, and in addition, cable MVNOs are playing a significantly more important role in the mobile wireless marketplace. Further, we find that UScellular is currently unable to act as an effective competitive constraint on the three nationwide wireless providers. Moreover, it is unlikely to play such a role in the future as UScellular's declining customer base, combined with its higher per subscriber costs, would impede its ability to meet continually growing consumer demand for advanced services. Accordingly, we find that the transaction is unlikely to lead to anti-competitive unilateral or coordinated effects and is unlikely to harm the public interest.

146. In addition, we substantially credit the Applicants' claims that T-Mobile's combined network will produce public interest benefits based largely on greater network efficiencies and spectrum utilization compared to either standalone network. We find it likely that the combined network will thus offer improved coverage and greater capacity, which will enable higher data speeds, reduced congestion and more widely available mobile and fixed wireless access services throughout the UScellular footprint. We also find it likely that these benefits will be particularly pronounced in rural areas based in large part on T-Mobile's plans to use the acquired spectrum and network assets to densify its network in these regions. We thus conclude that overall, the proposed transaction would serve the public interest, convenience, and necessity.

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monitor its foreign equity and voting interests, calculate these interests consistent with the principles enunciated by the Commission, including the standards and criteria set forth in sections 1.5002 through 1.5003 of the Commission's rules, and otherwise ensure continuing compliance with the provisions of section 310(b) of the Act." *T-Mobile-Sprint Order*, 34 FCC Rcd at 10738-39, para. 363; *see also* 47 CFR §§ 1.5002-1.5003; 1.5004, Note to paragraph (a).

[503] Public Interest Statement at 45.

[504] 47 CFR § 1.5004(e).

[505] 47 CFR § 1.5004. While all of the terms and conditions set forth in section 1.5004 of the Commission's rules apply, we highlight the following provisions: (1) where a previously unapproved foreign-organized entity is inserted into the vertical ownership chain of a licensee, or its controlling U.S.-organized parent, without prior Commission approval, the licensee shall file a letter to the attention of the Chief, Office of International Affairs, within 30 days after the insertion of the new, foreign-organized entity; (2) a licensee that has received a foreign ownership ruling, including a U.S.-organized successor-in-interest to such licensee as part of a *pro forma* reorganization, or any subsidiary or affiliate relying on such licensee's ruling, shall file a new petition for declaratory ruling under §1.5000 to obtain Commission approval before its foreign ownership exceeds the routine terms and conditions of this section, and/or any specific terms or conditions of its rulings; and (3) if at any time the licensee, including any successor-in-interest and any subsidiary or affiliate knows, or has reason to know, that it is no longer in compliance with its foreign ownership ruling or the Commission's rules relating to foreign ownership, it shall file a statement with the Commission explaining the circumstances within 30 days of the date it knew, or had reason to know, that it was no longer in compliance.

XII. ORDERING CLAUSES

147. Accordingly, having reviewed the record in this matter, **IT IS ORDERED**, pursuant to sections 4(i) and (j), 5(c), 214, 303(b), 303(r), 309, 310(b), and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 155(c), 214, 303(b), 303(r), 309, 310(b), and 310(d), and sections 1.948, 63.04, 63.18, and 63.24 of the Commission's rules, 47 CFR §§ 1.948, 63.04, 63.18, 63.24, and pursuant to the authority delegated under sections 0.131, 0.19, 0.331 and 0.351 of the Commission's rules, 47 CFR §§ 0.131, 0.19, 0.331 and 0.351, that the Applications seeking consent to the transfer of control and assignment of certain spectrum licenses, an international section 214 authorization, and spectrum leases held by UScellular and its subsidiaries to T-Mobile listed in Appendix A **ARE GRANTED**, to the extent specified in this Memorandum Opinion and Order.

148. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j), 303(r), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 303(r), 309, 310(d), the Petitions to Deny filed by Communications Workers of America, EchoStar, Rural Wireless Association, and collectively, Public Knowledge, Open Technology Institute at New America, Benton Institute for Broadband & Society, Access Humboldt, and Institute for Local Self-Reliance, and the Petition to Hold in Abeyance, Deny, or Dismiss filed by Mark J. O'Connor and Sara F. Leibman, **ARE DENIED** for the reasons stated herein.

149. **IT IS FURTHER ORDERED** that this Memorandum Opinion and Order **SHALL BE EFFECTIVE** upon release, in accordance with section 1.102 of the Commission's rules, 47 CFR § 1.102. Petitions for reconsideration under section 1.106 of the Commission's Rules, 47 CFR § 1.106, may be filed within thirty days of the release date of this Memorandum Opinion and Order.

FEDERAL COMMUNICATIONS COMMISSION

Joel Taubenblatt
Acting Chief, Wireless Telecommunications Bureau

Thomas P. Sullivan

Acting Chief, Office of International Affairs

APPENDIX A

List of Applications[1]

SECTION 310(d) APPLICATIONS

Parts 24, 27, 30, and 101—Wireless Radio Services

Applications for consent to the transfer of control and assignment of licenses held by subsidiaries of UScellular from UScellular to T-Mobile:

File No.	Licensee	Lead Call Sign
0011180491[2]	UNITED STATES CELLULAR OPERATING COMPANY LLC	WHT381
0011227092	Advantage Spectrum, L.P.	WQXW424
0011227112	Advantage Spectrum, L.P.	WQXW422
0011227171	Advantage Spectrum, L.P.	WQXW427
0011227216	Advantage Spectrum, L.P.	WQXW509
0011181428	BANGOR CELLULAR TELEPHONE, L.P.	WLT437
0011181434	CALIFORNIA RURAL SERVICE AREA #1, INC.	WLR339
0011181438	CEDAR RAPIDS CELLULAR TELEPHONE, L.P.	WLT332
0011181441	DUBUQUE CELLULAR TELEPHONE, L.P.	WLT769
0011181447	HARDY CELLULAR TELEPHONE COMPANY	WMG753
0011181450	JACKSONVILLE CELLULAR TELEPHONE COMPANY	WLL515
0011181454	KANSAS #15 LIMITED PARTNERSHIP	WMK428
0011181460	KENOSHA CELLULAR TELEPHONE, L.P.	WLS605
0011227307	King Street Wireless, LP	WQLE654
0011227342	King Street Wireless, LP	WQLE660
0011227390	King Street Wireless, LP	WQLE657
0011181463	MADISON CELLULAR TELEPHONE COMPANY	WPOV373
0011181470	MAINE RSA #1, INC.	WMQ586
0011181472	MAINE RSA #1, INC.	KNLF933
0011181481	MAINE RSA #4, INC.	WPJD830
0011181484	MCDANIEL CELLULAR TELEPHONE COMPANY	WLU826
0011181494	NH #1 RURAL CELLULAR, INC.	WLK946
0011181500	OREGON RSA #2, INC.	WLS661
0011181505	OREGON RSA #2, INC.	WQYB217
0011181509	PCS WISCONSIN, LLC	KNLG200
0011181514	RACINE CELLULAR TELEPHONE COMPANY	WML773
0011181520	UNITED STATES CELLULAR OPERATING COMPANY LLC	WQUI699
0011164921	UNITED STATES CELLULAR OPERATING COMPANY OF CHICAGO, LLC	WQNT941
0011181533	UNITED STATES CELLULAR OPERATING COMPANY OF KNOXVILLE	WLB807
0011181544	UNITED STATES CELLULAR OPERATING COMPANY OF MEDFORD	WLR434

[1] In addition, as noted in the *Pleading Cycle Public Notice*, to assist with transitioning UScellular's customers to T-Mobile's network, the parties have filed a series of short-term spectrum manager leases for a period not to exceed one year after the closing of this transaction. *Pleading Cycle Public Notice*, 39 FCC Rcd at 11710, n.3. These applications are also being accepted today. *Id.*

[2] This application is the lead application for the wireless radio services.

File No.	Licensee	Lead Call Sign
0011237194	UNITED STATES CELLULAR OPERATING COMPANY OF MEDFORD	WQZM894
0011164929	USCC SERVICES, LLC	WRJI984
0011181548	USCOC NEBRASKA/KANSAS, LLC	WLS717
0011181557	USCOC NEBRASKA/KANSAS, LLC	WQGD659
0011181560	USCOC OF CENTRAL ILLINOIS, LLC	WHA717
0011181565	USCOC OF CUMBERLAND, LLC	WLV260
0011181572	USCOC OF GREATER IOWA, LLC	WHB481
0011181577	USCOC OF GREATER IOWA, LLC	KNLF881
0011181583	USCOC OF GREATER MISSOURI, LLC	WLR440
0011181586	USCOC OF GREATER NORTH CAROLINA, LLC	WLL518
0011181592	USCOC OF GREATER OKLAHOMA, LLC	WLA261
0011181599	USCOC OF GREATER OKLAHOMA, LLC	KNLF590
0011181602	USCOC OF LACROSSE, LLC	WLU542
0011181615	USCOC OF OREGON RSA #5, INC.	WMQ867
0011237204	USCOC OF OREGON RSA #5, INC.	WQZM878
0011181631	USCOC OF PENNSYLVANIA RSA NO. 10-B2, LLC	WQVL740
0011181634	USCOC OF RICHLAND, INC.	WLS669
0011181641	USCOC OF VIRGINIA RSA #3, INC.	WMJ224
0011181643	USCOC OF WASHINGTON-4, INC.	WLS666
0011181650	VERMONT RSA NO. 2-B2, INC.	WPOR638
0011181659	WESTERN SUB-RSA LIMITED PARTNERSHIP	WMS469
0011181669	YAKIMA MSA LIMITED PARTNERSHIP	WMR566

Part 27 – Wireless Radio Services Spectrum Leasing Arrangements

Applications for consent to the transfer of control of spectrum leasing arrangements, pursuant to which subsidiaries of UScellular are the spectrum lessee, from UScellular to T-Mobile have been assigned the file numbers listed below:

File No.	Lessee/Sublessee	Lead Call Sign or Lease ID
7007ATNL24	USCC Services, LLC	WQXW422[3]
7008WYNL24	USCC Services, LLC	WQLE654[4]
0011239681	USCC Services, LLC	L000043874

INTERNATIONAL SECTION 214 AUTHORIZATION

Applications for consent to the assignment of international section 214 authorization held by USCC Wireless Holdings, LLC, a subsidiary of UScellular, to T-Mobile:

File No.	Authorization Holder	Authorization Number
ITC-ASG-20240913-00139	USCC Wireless Holdings, LLC	ITC-214-19981009-00698

[3] *See also* Sublease File Number 6053ATSL24 (filed Sept. 13, 2024) for related sublease application.

[4] *See also* Sublease File Number 6054WYSL24 (filed Sept. 13, 2024) for related sublease application.

APPENDIX B

Petitioners and Commenters

Petitions to Deny Filed on or Before December 9, 2024

Communications Workers of America (CWA) Petition to Deny (rec. Dec. 9, 2024) (CWA Petition)
EchoStar Corporation Petition to Deny (EchoStar) (rec. Dec. 9, 2024) (EchoStar Petition)
Mark J. O'Connor and Sara F. Leibman Petition to Hold in Abeyance, Deny, or Dismiss (rec. Dec. 9, 2024) (O'Connor/Leibman Petition)
Public Knowledge, Open Technology Institute at New America, Benton Institute For Broadband & Society, Access Humboldt, and Institute For Local Self-Reliance, Petition to Deny (rec. Dec. 9, 2024) (Public Knowledge et al. Petition)
Rural Wireless Association, Inc. (RWA) Petition to Deny (rec. Dec. 9, 2024) (RWA Petition)
Zafa II LLC and HMZ Madison Inc. (Zafa) Petition for Review (rec. Dec. 9, 2024) (*Withdrawn*)

Comments Filed on or Before December 9, 2024

Computer and Communications Industry Association (CCIA) (rec. Dec. 9, 2024) (CCIA Comments)
National Wireless Independent Dealer Association (rec. Nov. 20, 2024) (NWIDA Comments)
Redzone Wireless, LLC (Redzone Wireless) (rec. Dec. 9, 2024) (Redzone Wireless Comments)
Robert Grodevant (rec. Nov. 8, 2024) (*Text*)

Comments in Opposition to the Petitions to Deny Filed on or Before January 8, 2025

Free State Foundation Opposition to Petitions to Deny (rec. January 8, 2025) (FSF Opposition)
Information Technology and Innovation Foundation Opposition to Petitions to Deny (rec. January 8, 2025) (ITIF Opposition)

Reply Comments Filed on or Before January 28, 2025

Advanced Communications Law and Policy Institute at New York Law School Reply Comments (rec. Jan. 28, 2025) (ACLP Reply)
EchoStar Corporation Reply (rec. Jan. 28, 2025) (EchoStar Reply)

Replies to Opposition to the Petitions to Deny Filed on or Before January 28, 2025

Mark J. O'Connor and Sara F. Leibman Reply to Opposition of United States Cellular Corporation (rec. Jan. 28, 2025) (O'Connor/Leibman Reply)
Public Knowledge, Communications Workers of America, Open Technology Institute at New America, Benton Institute For Broadband & Society, Access Humboldt, and Institute For Local Self-Reliance, Reply to Opposition of Petitions to Deny (rec. Jan. 28, 2025) (Public Knowledge et al. Reply)
Rural Wireless Association, Inc. Reply to Opposition (rec. Jan. 28, 2025) (RWA Reply)

Filers of *Ex Parte* Submissions and Letters

Altice USA, Inc.
American Consumer Institute
Association of Women's Business Centers
AT&T Services, Inc.
Brandon Wright
Center for Individual Freedom
Charter Communications, Inc.
Comcast Corporation

Conference of National Black Churches
Cox Communications, Inc.
EchoStar Corporation
Kansas Farm Bureau, Oregon Farm Bureau, Washington Farm Bureau, Wisconsin Farm Bureau
International Center for Law & Economics
Jeffrey Westling, Director, Technology & Innovation Policy, the American Action Forum, in his individual capacity
King Street Wireless, L.P., United States Cellular Corporation
League of United Latin American Citizens
Mark O'Connor and Sara Leibman
Matthew Lawrence LeFluer
Mediacom Communications Corporation
Nathan Skinner
National Rural Education Association
Public Knowledge, Communications Workers of America, Open Technology Institute at New America, Benton Institute for Broadband & Society
Public Knowledge, Open Technology Institute at New America, Benton Institute for Broadband & Society
Rural Wireless Association, Inc.
Rural Wireless Association, Inc., Communications Workers of America, Public Knowledge, New America's Open Technology Institute
Rural Wireless Association, Inc., Communications Workers of America, Public Knowledge, New America's Open Technology Institute, Benton Institute for Broadband & Society
Rural Wireless Association, Inc., EchoStar Corporation, Communications Workers of America, Public Knowledge, New America's Open Technology Institute
Rural Wireless Association, Inc., EchoStar Corporation, Public Knowledge, Communications Workers of America, New America's Open Technology Institute, Benton Institute for Broadband & Society
Rural Wireless Association, Inc., EchoStar Corporation, Public Knowledge, Communications Workers of America, New America's Open Technology Institute, Benton Institute for Broadband & Society, Computer & Communications Industry Association
StartOut
TechFreedom
T-Mobile US, Inc.
T-Mobile US, Inc., United States Cellular Corporation
US Black Chambers, Inc. and United States Hispanic Chamber of Commerce Comments
United States Cellular Corporation
Verizon Communications Inc.
Womble Bond Dickinson (US) LLP

APPENDIX C

List of CMAs that Trigger the Market Concentration Screen

CMA	Name	2020 Population	2020 Population Density
21	Milwaukee, WI	1,574,731	1,082.47
45	Oklahoma City, OK	1,360,341	388.38
57	Tulsa, OK	1,002,118	177.07
65	Omaha, NE-IA	868,797	572.43
79	Knoxville, TN	711,176	436.94
98	Davenport-Rock Island, IA-IL	368,625	215.73
102	Des Moines, IA	644,482	372.09
103	Peoria, IL	351,640	195.79
113	Madison, WI	561,504	469.00
125	Appleton-Oshkosh-Neenah, WI	414,877	298.42
131	Rockford, IL	338,798	426.65
133	Manchester-Nashua, NH	422,937	482.73
152	Portland, ME	339,768	312.02
157	Roanoke, VA	257,692	218.71
172	Lincoln, NE	322,608	385.18
183	Asheville, NC	290,645	262.73
189	Racine, WI	197,727	594.67
191	Yakima, WA	256,728	59.77
195	Cedar Rapids, IA	230,299	321.25
201	Waterloo-Cedar Falls, IA	156,132	155.94
203	Lynchburg, VA	182,131	133.88
214	Richland-Kennewick-Pasco, WA	303,622	103.18
216	Janesville-Beloit, WI	163,687	227.93
218	Wilmington, NC	362,395	348.96
224	Bangor, ME	152,199	44.80
229	Medford, OR	223,259	80.21
233	Wichita Falls, TX	139,568	81.31
239	Joplin, MO	181,409	143.60
244	Kenosha, WI	169,151	621.90
256	Charlottesville, VA	206,749	176.23
257	Hagerstown, MD	154,705	337.95
258	Jacksonville, NC	204,576	268.21
260	Lawton, OK	121,125	113.28
263	Wausau, WI	138,013	89.33
269	Cumberland, MD-WV	95,044	126.39
277	Sheboygan, WI	118,034	230.87
278	Columbia, MO	183,610	267.88
279	Lewiston-Auburn, ME	111,139	237.51
286	Dubuque, IA	99,266	163.18

CMA	Name	2020 Population	2020 Population Density
290	La Crosse, WI	120,784	267.41
296	Iowa City, IA	152,854	248.93
302	Enid, OK	62,846	59.37
305	Alton-Granite City, IL	21,512	58.26
336	California 1 – Del Norte	224,394	15.99
344	California 9 – Mendocino	159,764	33.54
394	Illinois 1 – Jo Daviess	324,411	73.57
396	Illinois 3 – Mercer	174,257	35.67
397	Illinois 4 – Adams	199,015	41.06
413	Iowa 2 – Union	49,325	17.14
414	Iowa 3 – Monroe	87,307	31.35
415	Iowa 4 – Muscatine	147,019	66.61
416	Iowa 5 – Jackson	105,096	42.27
417	Iowa 6 – Iowa	161,339	38.64
420	Iowa 9 – Ida	56,277	20.72
421	Iowa 10 – Humboldt	199,830	57.90
422	Iowa 11 – Hardin	112,022	36.36
423	Iowa 12 – Winneshiek	108,736	27.27
424	Iowa 13 – Mitchell	62,007	24.53
425	Iowa 14 – Kossuth	96,891	27.73
426	Iowa 15 – Dickinson	80,372	26.27
431	Kansas 4 – Marshall	154,357	44.70
435	Kansas 8 – Ellsworth	130,554	26.91
436	Kansas 9 – Morris	53,030	12.47
437	Kansas 10 – Franklin	115,975	25.31
441	Kansas 14 – Reno	165,808	28.75
442	Kansas 15 – Elk	140,394	28.70
463	Maine 1 – Oxford	87,233	23.12
464	Maine 2 – Somerset	134,382	9.23
465	Maine 3 – Kennebec	239,093	98.86
467	Maryland 1 – Garrett	28,806	44.52
506	Missouri 3 –Schuyler	54,472	19.28
508	Missouri 5 – Linn	65,310	20.72
509	Missouri 6 – Marion	90,095	30.89
514	Missouri 11 – Moniteau	166,548	53.36
518	Missouri 15 – Stone	147,023	41.04
519	Missouri 16 – Laclede	117,799	36.63
534	Nebraska 2 – Cherry	24,913	1.91
535	Nebraska 3 – Knox	109,621	16.47
537	Nebraska 5 – Boone	155,198	28.79
542	Nebraska 10 – Cass	86,993	22.95
548	New Hampshire 1 – Coos	241,907	50.96

CMA	Name	2020 Population	2020 Population Density
549	New Hampshire 2 – Carroll	267,620	118.13
567	North Carolina 3 – Ashe	174,793	89.75
568	North Carolina 4 – Henderson	430,960	181.24
571	North Carolina 7 – Rockingham	343,714	111.31
572	North Carolina 8 – Northampton	288,747	107.96
573	North Carolina 9 – Camden	127,600	55.97
574	North Carolina 10 – Harnett	466,900	240.75
575	North Carolina 11 – Hoke	248,841	78.96
576	North Carolina 12 – Sampson	167,954	63.84
577	North Carolina 13 – Greene	265,427	98.71
578	North Carolina 14 – Pitt	292,678	79.67
598	Oklahoma 3 – Grant	239,005	42.67
599	Oklahoma 4 – Nowata	213,137	49.86
601	Oklahoma 6 – Seminole	213,992	38.99
602	Oklahoma 7 – Beckham	131,562	20.32
603	Oklahoma 8 – Jackson	85,465	21.72
604	Oklahoma 9 – Garvin	226,834	33.93
605	Oklahoma 10 – Haskell	76,835	14.46
607	Oregon 2 – Hood River	92,651	8.86
608	Oregon 3 – Umatilla	169,134	6.53
610	Oregon 5 – Coos	287,666	29.06
611	Oregon 6 – Crook	308,059	10.20
645	Tennessee 3 – Macon	417,295	73.27
649	Tennessee 7 – Bledsoe	341,117	114.65
682	Virginia 2 – Tazewell	126,842	56.63
683	Virginia 3 – Giles	228,617	94.83
684	Virginia 4 – Bedford	198,372	108.00
685	Virginia 5 – Bath	61,780	38.93
687	Virginia 7 – Buckingham	93,899	37.26
697	Washington 5 – Kittitas	174,949	18.99
698	Washington 6 – Pacific	220,666	46.56
699	Washington 7 – Skamania	34,771	9.86
703	West Virginia 3 – Monongalia	294,334	130.96
704	West Virginia 4 – Grant	251,351	79.65
705	West Virginia 5 – Tucker	119,859	24.94
707	West Virginia 7 – Raleigh	232,055	65.58
713	Wisconsin 6 – Trempealeau	132,838	34.67
714	Wisconsin 7 – Wood	302,898	58.42
715	Wisconsin 8 – Vernon	259,245	43.89
716	Wisconsin 9 – Columbia	443,418	127.70
717	Wisconsin 10 – Door	131,988	93.37

Note: 2020 U.S. Census population data.

APPENDIX D

Cluster Market Characteristics

1. *Central East*: There are 47 CMAs in the Central Eastern United States[1] in which T-Mobile triggers the HHI screen.[2] 20 of these CMAs are non-rural markets with populations ranging from approximately 99,300 to 1.6 million, and population densities of 125 to 1,069 people per square mile,[3] while 27 CMAs are rural markets with populations ranging from approximately 21,500 to 324,400, and population densities of 17 to 92 people per square mile.

2. Considering first the 20 non-rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}. In terms of significant market share, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}%, and Verizon currently holds {[ ]}%. No other service provider currently has a significant market share in these non-rural markets.[4] Cellcom currently has some market presence in Appleton-Oshkosh-Neenah, WI with a market share of {[ ]}%.

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[1] Within the Central East region, there are 19 other CMAs that do not trigger the HHI screen but would trigger the total spectrum screen or enhanced factor review if the T-Mobile-Grain transaction were not approved. We have conducted a competitive analysis of these CMAs and found that the likelihood of competitive harm is low.

[2] In numerical order, the 20 non-rural CMAs are: CMA 21: Milwaukee, WI; CMA 65: Omaha, NE-IA; CMA 98: Davenport-Rock Island, IA-IL; CMA 102: Des Moines, IA; CMA 103: Peoria, IL; CMA 113: Madison, WI; CMA 125: Appleton-Oshkosh-Neenah, WI; CMA 131: Rockford, IL; CMA 189: Racine, WI; CMA 195: Cedar Rapids, IA; CMA 201: Waterloo-Cedar Falls, IA; CMA 216: Janesville-Beloit, WI; CMA 239: Joplin, MO; CMA 244: Kenosha, WI; CMA 277: Sheboygan, WI; CMA 278: Columbia, MO; CMA 286: Dubuque, IA; CMA 290: La Crosse, WI; CMA 296: Iowa City, IA; and CMA 716: Wisconsin 9 – Columbia. In numerical order, the 27 rural CMAs are: CMA 263: Wausau, WI; CMA 305: Alton-Granite City, IL; CMA 394: Illinois 1 – Jo Daviess; CMA 396: Illinois 3 – Mercer; CMA 397: Illinois 4 – Adams; CMA 413: Iowa 2 – Union; CMA 414: Iowa 3 – Monroe; CMA 415: Iowa 4 – Muscatine; CMA 416: Iowa 5 – Jackson; CMA 417: Iowa 6 – Iowa; CMA 420: Iowa 9 – Ida; CMA 421: Iowa 10 – Humboldt; CMA 422: Iowa 11 – Hardin; CMA 423: Iowa 12 – Winneshiek; CMA 424: Iowa 13 – Mitchell; CMA 425: Iowa 14 – Kossuth; CMA 426: Iowa 15 – Dickinson; CMA 506: Missouri 3 – Schuyler; CMA 508: Missouri 5 – Linn; CMA 509: Missouri 6 – Marion; CMA 514: Missouri 11 – Moniteau; CMA 518: Missouri 15 – Stone; CMA 519: Missouri 16 – Laclede; CMA 713: Wisconsin 6 – Trempealeau; CMA 714: Wisconsin 7 – Wood; CMA 715: Wisconsin 8 – Vernon; and CMA 717: Wisconsin 10 – Door.

[3] The population density is measured by the number of people per square mile using 2020 Census data. Rural markets are characterized by fewer than 100 people per square mile. *See Facilitating the Provision of Spectrum-Based Services to Rural Areas and Promoting Opportunities for Rural Telephone Companies to Provide Spectrum-Based Services*, WT Docket No. 02-381, Report and Order, 19 FCC Rcd 19078, 19087-88, paras. 11-12 (2004).

[4] In these markets, Charter holds up to {[ ]}% of subscribers and Comcast holds up to {[ ]}%. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}%. In addition, EchoStar's shares would be {[ ]}%, and Altice has started to offer service in some of these markets. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

To calculate market shares that include cable and hybrid MVNOs, we relied on zip-code level subscriber data submitted by the MVNOs, or, in certain cases, an allocation of subscribers based on a provider's publicly available SEC filings and BDC Fixed Subscription data. In the cases where these market shares were based on zip-code level subscriber data submitted by the providers, we aggregated data from the level of the zip code to the CMA. In the cases where we relied instead on SEC filings and BDC data, we first used the SEC 10-Q for the period ending June 30, 2024 to identify the reported number of mobile nationwide subscribers for given provider. As cable MVNOs offer mobile service in their fixed service areas, we allocated the reported number of nationwide subscribers of that same provider to a given CMA, based on the percentage of its fixed subscribers that were located that CMA, as

(continued….)

3. In these 20 non-rural markets, T-Mobile is attributed with 255 to 350 megahertz of spectrum on a county-by-county basis pre-transaction, including 44 to 66 megahertz of below-1-GHz spectrum.[5] With T-Mobile acquiring 30 to 102 megahertz of spectrum, including 10 to 32 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 313 to 390 megahertz of spectrum, including 66 to 76 megahertz of below-1-GHz spectrum.[6] AT&T is attributed with 206 to 285 megahertz of spectrum on a county-by-county basis, including 6 to 55 megahertz of below-1-GHz spectrum, and Verizon is attributed with 227 to 362 megahertz of spectrum, including 22 to 72 megahertz of below-1-GHz spectrum.[7] Additionally, EchoStar is attributed with 96 to 131 megahertz of spectrum, including 16 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and 116.5 megahertz of spectrum, including up to 24 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with 80 to 159 megahertz of spectrum on a county-by-county basis post-transaction, including 10 to 59 megahertz of below-1-GHz spectrum.[8]

4. According to providers' BDC coverage data, regarding service coverage[9] in these 20 non-rural markets,[10] AT&T and T-Mobile have significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in 16 of the markets,[11] and Verizon has significant 4G LTE population and

(Continued from previous page)
reported in its June 2024 BDC Fixed Subscription Data filing. As an example, if a provider reported having 5,000,000 mobile subscribers as of June 30, 2024, and reported that 2% of its fixed subscribers were located in a given CMA, we would assign 2% of its 5,000,000 mobile subscribers, or 100,000, to that CMA.

We then proceeded to modify the MNO subscriber numbers by removing these MVNO subscriber totals from the NRUF subscriber count of their respective MNO partners. The MNO partner for Charter, Comcast, and Cox is Verizon. The MNO partner for Altice is T-Mobile. For EchoStar, which is a hybrid MVNO/MNO that reports some of its subscribers through the NRUF system, we first subtracted the NRUF reported EchoStar subscribers from the subscriber total that EchoStar provided to us as part of this proceeding. We then considered the remaining subscribers as MVNO subscribers. As EchoStar is a partner with both AT&T and T-Mobile, we assigned 50% of the subscribers in each CMA to AT&T and T-Mobile, respectively, and removed these MVNO subscribers from AT&T's and T-Mobile's NRUF totals, as we did with the cable MVNO subscribers. Finally, we recalculated HHIs that include the MVNOs as separate entities, and with the modified subscriber totals from their MNO partners.

[5] We derive spectrum holdings from the Applicants' submissions and our licensing databases as of June 2, 2025.

[6] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 299 to 376 megahertz of spectrum post-transaction in these markets, including 52 to 62 megahertz of below-1-GHz spectrum.

[7] The spectrum holdings for licensees other than T-Mobile in our market-by-market analysis do not incorporate pending transactions.

[8] There are currently several pending transactions before the Commission that would reduce UScellular's spectrum holdings. These transactions include applications where UScellular would assign 700 MHz and 3.45 GHz licenses to AT&T (*see AT&T UScellular Transaction Public Notice* at 1), Cellular, PCS, AWS-1, and AWS-3 licenses to Verizon (*see Verizon Wireless UScellular Transaction Public Notice* at 1), C-Band licenses to Nsight (*see* ULS File No. 0011246540), and 700 MHz licenses to Nex-Tech Wireless (*see* ULS File No. 0011297172).

[9] We base the coverage analysis on providers' coverage data they submitted pursuant to the Broadband Data Collection (BDC) as of December 31, 2024. *See* supra para. 73 & n.265.

[10] The Commission has previously found that coverage of 70% or more of the population and 50% or more of the land area is presumptively sufficient for a service provider to have a competitive presence in the market. *See*, *e.g.*, *Sprint-Shentel Order*, 31 FCC Rcd at 3642-43, para. 25 & n.77; AT*&T-Leap Order*, 29 FCC Rcd at 2769-70, para. 81 & n.279; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2339, para. 50 & n.119. As noted above, we base the coverage analysis on providers' coverage data they submitted pursuant to the BDC as of December 31, 2024.

[11] These markets are Omaha, NE-IA, Davenport-Rock Island, IA-IL, Des Moines, IA, Peoria, IL, Madison, WI, Appleton-Oshkosh-Neenah, WI, Rockford, IL, Cedar Rapids, IA, Waterloo-Cedar Falls, IA, Janesville-Beloit, WI, Joplin, MO, Columbia, MO, Dubuque, IA, La Crosse, WI, Iowa City, IA, and Wisconsin 9 – Columbia.

land area coverage at speeds of at least 5/1 Mbps in 19 of the markets.[12] Further, T-Mobile has significant 4G LTE population coverage at speeds of at least 5/1 Mbps in four of the markets,[13] while AT&T has significant 4G LTE population coverage and close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in one of the markets,[14] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in three of the markets,[15] and Verizon has significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets.[16] Also, Cellcom has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in one of the markets,[17] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets.[18]

5. T-Mobile has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in 15 of the markets,[19] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in one of the markets,[20] and significant 5G-NR population coverage at speeds of at least 7/1 Mbps in four[21] of the markets.[22] AT&T has significant 5G-NR

[12] These markets are Milwaukee, WI, Omaha, NE-IA, Davenport-Rock Island, IA-IL, Des Moines, IA, Peoria, IL, Madison, WI, Appleton-Oshkosh-Neenah, WI, Rockford, IL, Cedar Rapids, IA, Waterloo-Cedar Falls, IA, Janesville-Beloit, WI, Joplin, MO, Columbia, MO, Kenosha, WI, Sheboygan, WI, Dubuque, IA, La Crosse, WI, Iowa City, IA, and Wisconsin 9 – Columbia.

[13] These markets are Milwaukee, WI, Racine, WI, Kenosha, WI, and Sheboygan, WI.

[14] This market is Milwaukee, WI.

[15] These markets are Racine, WI, Kenosha, WI, and Sheboygan, WI.

[16] This market is Racine, WI.

[17] This market is Appleton-Oshkosh-Neenah, WI.

[18] This market is Sheboygan, WI.

[19] These markets are Omaha, NE-IA, Davenport-Rock Island, IA-IL, Des Moines, IA, Peoria, IL, Madison, WI, Appleton-Oshkosh-Neenah, WI, Rockford, IL, Cedar Rapids, IA, Waterloo-Cedar Falls, IA, Janesville-Beloit, WI, Joplin, MO, Columbia, MO, Dubuque, IA, Iowa City, IA, and Wisconsin 9 – Columbia.

[20] This market is La Crosse, WI.

[21] These markets are Milwaukee, WI, Racine, WI, Kenosha, WI, and Sheboygan, WI.

[22] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population and land area coverage in Omaha, NE-IA, Davenport-Rock Island, IA-IL, Des Moines, IA, Peoria, IL, Madison, WI, Appleton-Oshkosh-Neenah, WI, Rockford, IL, Cedar Rapids, IA, Waterloo-Cedar Falls, IA, Janesville-Beloit, WI, Joplin, MO, Dubuque, IA, and Iowa City, IA, significant population coverage and close-to-significant land area coverage in Wisconsin 9 – Columbia, and significant population coverage in Milwaukee, WI, Racine, WI, Kenosha, WI, Sheboygan, WI, Columbia, MO, and La Crosse, WI. Further, AT&T has significant 5G-NR population and land area coverage at speeds of at least 35/3 Mbps in Davenport-Rock Island, IA-IL and Des Moines, IA, significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Omaha, NE-IA and Iowa City, IA, significant 5G-NR population coverage at speeds of at least 35/5 Mbps in Milwaukee, WI, Cedar Rapids, IA, Waterloo-Cedar Falls, IA, and Kenosha, WI, significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Joplin, MO, close-to-significant 5G-NR population and land area coverage at speeds of at least 35/3 Mbps in Madison, WI, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Peoria, IL, Appleton-Oshkosh-Neenah, WI, Rockford, IL, Racine, WI, Janesville-Beloit, WI, Sheboygan, WI, Columbia, MO, Dubuque, IA, La Crosse, WI, and Wisconsin 9 – Columbia. Additionally, Verizon has significant 5G-NR population and land area coverage at speeds of at least 35/3 Mbps in Omaha, NE-IA, significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Des Moines, IA, significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Kenosha, WI, close-to-significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Milwaukee, WI and Rockford, IL, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Davenport-Rock Island, IA-IL, Peoria, IL, Madison, WI, Appleton-Oshkosh-Neenah, WI, Racine, WI, Cedar Rapids, IA, Waterloo-Cedar Falls, IA, Janesville-Beloit, WI, Sheboygan, WI, Dubuque, IA, La Crosse, WI, (continued….)

population and land area coverage at speeds of at least 7/1 Mbps in 10 of the markets,[23] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in two of the markets,[24] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in six of the markets,[25] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in two of the markets.[26] Verizon has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in four of the markets,[27] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in one of the markets,[28] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in four of the markets,[29] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in three of the markets,[30] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in eight of the markets.[31] Finally, EchoStar has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in 13 of the markets,[32] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in three of the markets,[33] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in two of the markets,[34] close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in one of the markets,[35] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in

(Continued from previous page)
Iowa City, IA, and Wisconsin 9 – Columbia. Finally, EchoStar has significant 5G-NR population and land area coverage at speeds of at least 35/3 Mbps in Milwaukee, WI, Madison, WI, Rockford, IL, Racine, WI, Janesville-Beloit, WI, Kenosha, WI, La Crosse, WI, and Iowa City, IA, significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Omaha, NE-IA, Peoria, IL, and Sheboygan, WI, significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Davenport-Rock Island, IA-IL, Des Moines, IA, Appleton-Oshkosh-Neenah, WI, Cedar Rapids, IA, Waterloo-Cedar Falls, IA, Columbia, MO, and Dubuque, IA, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Joplin, MO and Wisconsin 9 – Columbia, while Cellcom has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Appleton-Oshkosh-Neenah, WI.

[23] These markets are Davenport-Rock Island, IA-IL, Des Moines, IA, Peoria, IL, Madison, WI, Appleton-Oshkosh-Neenah, WI, Rockford, IL, Janesville-Beloit, WI, Joplin, MO, Columbia, MO, and Wisconsin 9 – Columbia.

[24] These markets are Omaha, NE-IA and Iowa City, IA.

[25] These markets are Milwaukee, WI, Racine, WI, Cedar Rapids, IA, Waterloo-Cedar Falls, IA, Kenosha, WI, and Sheboygan, WI.

[26] These markets are Dubuque, IA and La Crosse, WI.

[27] These markets are Omaha, NE-IA, Des Moines, IA, Peoria, IL, and Rockford, IL.

[28] This market is Davenport-Rock Island, IA-IL.

[29] These markets are Milwaukee, WI, Madison, WI, Cedar Rapids, IA, and Kenosha, WI.

[30] These markets are Racine, WI, La Crosse, WI, and Iowa City, IA.

[31] These markets are Appleton-Oshkosh-Neenah, WI, Waterloo-Cedar Falls, IA, Janesville-Beloit, WI, Joplin, MO, Sheboygan, WI, Columbia, MO, Dubuque, IA, and Wisconsin 9 – Columbia.

[32] These markets are Milwaukee, WI, Omaha, NE-IA, Peoria, IL, Madison, WI, Appleton-Oshkosh-Neenah, WI, Rockford, IL, Racine, WI, Cedar Rapids, IA, Janesville-Beloit, WI, Kenosha, WI, Sheboygan, WI, La Crosse, WI, and Iowa City.

[33] These markets are Davenport-Rock Island, IA-IL, Des Moines, IA, and Columbia, MO.

[34] These markets are Waterloo-Cedar Falls, IA and Dubuque, IA.

[35] This market is Wisconsin 9 – Columbia.

one of the markets,[36] while Cellcom has close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets.[37]

6. In 24 of the 27 rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.[38] In these 24 rural Central Eastern markets, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}%, and Verizon currently holds {[ ]}% in 23 of the 24 markets.[39] Additionally, Cellcom currently holds {[ ]}%, {[ ]}%, and {[ ]}% in Wausau, WI, Wisconsin 7 – Wood, and Wisconsin 10 – Door, respectively. No other service provider currently has a significant market share in these 24 rural markets.[40]

7. In these 27 rural markets, T-Mobile is attributed with 186 to 348 megahertz of spectrum on a county-by-county basis pre-transaction, including 44 to 66 megahertz of below-1-GHz spectrum. With T-Mobile acquiring 30 to 131.5 megahertz of spectrum, including 10 to 32 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 228 to 395 megahertz of spectrum, including 66 to 76 megahertz of below-1-GHz spectrum.[41] AT&T is attributed with 178 to 288 megahertz of spectrum on a county-by-county basis, including 6 to 80 megahertz of below-1-GHz spectrum, and Verizon is attributed with 207 to 347 megahertz of spectrum, including 22 to 47 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 96 to 126 megahertz of spectrum, including 16 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and 156.5 megahertz of spectrum, including up to 47 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with 12 to 179 megahertz of spectrum on a county-by-county basis post-transaction, including up to 59 megahertz of below-1-GHz spectrum.

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[36] This market is Joplin, MO.

[37] This market is Appleton-Oshkosh-Neenah, WI.

[38] In the three remaining rural markets—Alton-Granite City, IL, Iowa 3 – Monroe, and Iowa 6 – Iowa—the post-transaction HHIs would be {[ ]}, respectively, and the changes in HHI would be {[ ]}, respectively. In terms of significant market share in Alton-Granite City, IL, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}%. Verizon has some market presence in Alton-Granite City, IL with a market share of {]}%. In terms of significant market share in Iowa 3 – Monroe and Iowa 6 – Iowa, T-Mobile would hold {[ ]}% post-transaction, respectively, while AT&T currently holds {[ ]}%, respectively, and Verizon currently holds {]}%, respectively. Based on porting data, subscribers do not tend to switch to UScellular when leaving T-Mobile in these three rural markets. In Alton-Granite City, IL, Iowa 3 – Monroe, and Iowa 6 – Iowa, approximately {[ ]}% of T-Mobile's subscribers who ported out, respectively, ported to UScellular from November 2023 to October 2024. *See* 2023-2024 LNP Data. Including cable providers' shares in the market share calculations for Alton-Granite City, IL, Iowa 3 – Monroe, and Iowa 6 – Iowa would lower T-Mobile's post-transaction market shares to {[ ]}%, respectively, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}%, respectively. In addition, EchoStar's shares would be {[ ]}%, respectively. Based on these numbers, the post-transaction HHI in these three markets would be {[ ]} with changes in the HHI of {[ ]}, respectively.

[39] In Wausau, WI, Verizon has {[ ]} market share.

[40] In these markets, Charter holds up to {[ ]}% of subscribers and Comcast holds up to {[ ]}%. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}% in 23 of the 24 markets. In addition, EchoStar's shares would be {]}%, and Altice has started to offer service in some of these markets. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

[41] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 214 to 381 megahertz of spectrum post-transaction in these markets, including 52 to 62 megahertz of below-1-GHz spectrum.

8. According to providers' BDC coverage data, regarding service coverage in these 27 rural markets, T-Mobile has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in 23 of the markets,[42] close-to-significant 4G LTE population coverage and significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in one of the markets,[43] significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets,[44] and significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in one of the markets.[45] AT&T has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in 24 of the markets,[46] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets.[47] Verizon has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in 26 of the markets.[48] Also, Cellcom has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in one of the markets,[49] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets.[50]

9. T-Mobile has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in 14 of the markets,[51] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in three of the markets,[52] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in four of the markets,[53] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in two of the markets,[54] and has deployed its 5G-NR at speeds of

[42] These markets are Wausau, WI, Alton-Granite City, IL, Illinois 1 – Jo Daviess, Illinois 3 – Mercer, Illinois 4 – Adams, Iowa 3 – Monroe, Iowa 4 – Muscatine, Iowa 5 – Jackson, Iowa 6 – Iowa, Iowa 9 – Humboldt, Iowa 10 – Humboldt, Iowa 11 – Hardin, Iowa 13 – Mitchell, Iowa 14 – Kossuth, Iowa 15 – Dickinson, Missouri 3 – Schuyler, Missouri 5 – Linn, Missouri 6 – Marion, Missouri 11 – Moniteau, Missouri 15 – Stone, Missouri 16 – Laclede, Wisconsin 6 – Trempealeau, and Wisconsin 7 – Wood.

[43] This market is Iowa 2 – Union.

[44] This market is Wisconsin 10 – Door.

[45] This market is Iowa 12 – Winneshiek.

[46] These markets are Wausau, WI, Alton-Granite City, IL, Illinois 1 – Jo Daviess, Illinois 3 – Mercer, Illinois 4 – Adams, Iowa 2 – Union, Iowa 3 – Monroe, Iowa 4 – Muscatine, Iowa 5 – Jackson, Iowa 6 – Iowa, Iowa 9 – Ida, Iowa 10 – Humboldt, Iowa 11 – Hardin, Iowa 13 – Mitchell, Iowa 14 – Kossuth, Iowa 15 – Dickinson, Missouri 3 – Schuyler, Missouri 5 – Linn, Missouri 6 – Marion, Missouri 11 – Moniteau, Missouri 15 – Stone, Missouri 16 – Laclede, Wisconsin 6 – Trempealeau, and Wisconsin 7 – Wood.

[47] This market is Wisconsin 10 – Door.

[48] These markets are Alton-Granite City, IL, Illinois 1 – Jo Daviess, Illinois 3 – Mercer, Illinois 4 – Adams, Iowa 2 – Union, Iowa 3 – Monroe, Iowa 4 – Muscatine, Iowa 5 – Jackson, Iowa 6 – Iowa, Iowa 9 – Ida, Iowa 10 – Humboldt, Iowa 11 – Hardin, Iowa 12 – Winneshiek, Iowa 13 – Mitchell, Iowa 14 – Kossuth, Iowa 15 – Dickinson, Missouri 3 – Schuyler, Missouri 5 – Linn, Missouri 6 – Marion, Missouri 11 – Moniteau, Missouri 15 – Stone, Missouri 16 – Laclede, Wisconsin 6 – Trempealeau, Wisconsin 7 – Wood, Wisconsin 8 – Vernon, and Wisconsin 10 – Door.

[49] This market is Wausau, WI.

[50] This market is Wisconsin 10 – Door.

[51] These markets are Alton-Granite City IL, Illinois 1 – Jo Daviess, Illinois 3 – Mercer, Iowa 3 – Monroe, Iowa 4 – Muscatine, Iowa 5 – Jackson, Iowa 6 – Iowa, Iowa 9 – Ida, Iowa 10 – Humboldt, Iowa 11 – Hardin, Iowa 13 – Mitchell, Iowa 14 – Kossuth, Iowa 15 – Dickinson, and Missouri 6 – Marion.

[52] These markets are Wausau, WI, Illinois 4 – Adams, and Missouri 3 – Schuyler.

[53] These markets are Missouri 5 – Linn, Missouri 11 – Moniteau, Missouri 15 – Stone, and Wisconsin 10 – Door.

[54] These markets are Missouri 16 – Laclede and Wisconsin 7 – Wood.

at least 7/1 Mbps to some extent in four[55] of the markets.[56] AT&T has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in five of the markets,[57] close-to-significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in one of the markets,[58] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[59] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in 15 of the markets.[60] Verizon has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[61] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in 24 of the markets.[62] Finally, EchoStar has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets[63] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in eight of

[55] These markets are Iowa 2 – Union, Iowa 12 – Winneshiek, Wisconsin 6 – Trempealeau, and Wisconsin 8 – Vernon.

[56] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population and land area coverage in Illinois 1 – Jo Daviess, Iowa 4 – Muscatine, Iowa 5 – Jackson, Iowa 6 – Iowa, Iowa 10 – Humboldt, Iowa 11 – Hardin, Iowa 13 – Mitchell, Iowa 14 – Kossuth, and Iowa 15 – Dickinson, significant population and close-to-significant land area coverage in Iowa 3 – Monroe, significant population coverage in Wausau, WI, Missouri 3 – Schuyler, Missouri 5 – Linn, Missouri 6 – Marion, Missouri 11 – Moniteau, and Wisconsin 10 – Door, significant land area coverage in Iowa 9 – Ida, close-to-significant population coverage in Illinois 3 – Mercer, and has deployed its network to some extent in Alton-Granite City, IL, Illinois 4 – Adams, Iowa 2 – Union, Iowa 12 – Winneshiek, Missouri 15 – Stone, Missouri 16 – Laclede, Wisconsin 6 – Trempealeau, Wisconsin 7 – Wood, and Wisconsin 8 – Vernon. Further, AT&T has significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Illinois 4 – Adams and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Wausau, WI, Alton-Granite City, IL, Illinois 1 – Jo Daviess, Illinois 3 – Mercer, Iowa 2 – Union, Iowa 3 – Monroe, Iowa 4 – Muscatine, Iowa 6 – Iowa, Iowa 10 – Humboldt, Iowa 11 – Hardin, Iowa 12 – Winneshiek, Iowa 14 – Kossuth, Missouri 3 – Schuyler, Missouri 5 – Linn, Missouri 6 – Marion, Missouri 11 – Moniteau, Missouri 15 – Stone, Missouri 16 – Laclede, Wisconsin 6 – Trempealeau, Wisconsin 7 – Wood, and Wisconsin 10 – Door. Additionally, Verizon has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Illinois 1 – Jo Daviess, Illinois 3 – Mercer, Illinois 4 – Adams, Iowa 3 – Monroe, Iowa 4 – Muscatine, Iowa 5 – Jackson, Iowa 6 – Iowa, Iowa 9 – Ida, Iowa 10 – Humboldt, Iowa 11 – Hardin, Iowa 12 – Winneshiek, Iowa 13 – Mitchell, Iowa 14 – Kossuth, Iowa 15 – Dickinson, Wisconsin 6 – Trempealeau, Wisconsin 7 – Wood, Wisconsin 8 – Vernon, and Wisconsin 10 – Door. Finally, EchoStar has significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Wausau, WI and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Alton-Granite City, IL, Illinois 1 – Jo Daviess, Iowa 6 – Iowa, Iowa 10 – Humboldt, Missouri 11 – Moniteau, Wisconsin 7 – Wood, and Wisconsin 10 – Door, while Cellcom has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Wisconsin 10 – Door.

[57] These markets are Alton-Granite City, IL, Illinois 4 – Adams, Missouri 6 – Marion, Missouri 11 – Moniteau, and Wisconsin 7 – Wood.

[58] This market is Illinois 3 – Mercer.

[59] This market is Wisconsin 10 – Door.

[60] These markets are Wausau, WI, Illinois 1 – Jo Daviess, Iowa 2 – Union, Iowa 3 – Monroe, Iowa 4 – Muscatine, Iowa 6 – Iowa, Iowa 10 – Humboldt, Iowa 11 – Hardin, Iowa 12 – Winneshiek, Iowa 14 – Kossuth, Missouri 3 – Schuyler, Missouri 5 – Linn, Missouri 15 – Stone, Missouri 16 – Laclede, and Wisconsin 6 – Trempealeau.

[61] This market is Iowa 10 – Humboldt.

[62] These markets are Alton-Granite City, IL, Illinois 1 – Jo Daviess, Illinois 3 – Mercer, Illinois 4 – Adams, Iowa 3 – Monroe, Iowa 4 – Muscatine, Iowa 5 – Jackson, Iowa 6 – Iowa, Iowa 9 – Ida, Iowa 11 – Hardin, Iowa 12 – Winneshiek, Iowa 13 – Mitchell, Iowa 14 – Kossuth, Iowa 15 – Dickinson, Missouri 3 – Schuyler, Missouri 5 – Linn, Missouri 6 – Marion, Missouri 11 – Moniteau, Missouri 15 – Stone, Missouri 16 – Laclede, Wisconsin 6 – Trempealeau, Wisconsin 7 – Wood, Wisconsin 8 – Vernon, and Wisconsin 10 – Door.

[63] This market is Wausau, WI.

the markets,[64] while Cellcom has deployed its 5G-NR network at speeds of at least 7/1 Mbps in one of the markets.[65]

10. *Central West*: There are 23 CMAs in the Central Western United States[66] in which T-Mobile triggers the HHI screen.[67] Four of these CMAs are non-rural markets with populations ranging from approximately 121,100 to 1.4 million, and population densities of 112 to 386 people per square mile, while nineteen CMAs are rural markets with populations ranging from approximately 24,900 to 239,000, and population densities of 2 to 81 people per square mile.

11. Considering first the four non-rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}. In terms of significant market share, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}%, and Verizon currently holds {[ ]}%. No other service provider currently has a significant market share in these non-rural markets.[68]

12. In these four non-rural markets, T-Mobile is attributed with 282 to 328 megahertz of spectrum on a county-by-county basis pre-transaction, including 44 to 54 megahertz of below-1-GHz spectrum. With T-Mobile acquiring 22 to 62 megahertz of spectrum, including 12 to 22 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 326.5 to 390 megahertz of spectrum, including 56 to 76 megahertz of below-1-GHz spectrum.[69] AT&T is attributed with 246 to 308 megahertz of spectrum on a county-by-county basis, including 6 to 80 megahertz of below-1-GHz spectrum, while Verizon is attributed with 222 to 377 megahertz of spectrum, including 22 to 72 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 101 to 131 megahertz of spectrum, including 16 to 26 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 10 and 20 megahertz of spectrum, including up to 10 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with 20 to 125 megahertz of spectrum on a county-by-county basis post-transaction, including up to 37 megahertz of below-1-GHz spectrum.

13. According to providers' BDC coverage data, regarding service coverage in these four non-rural markets, AT&T, T-Mobile, and Verizon each have significant 4G LTE population and land area

[64] These markets are Alton-Granite City, IL, Illinois 1 – Jo Daviess, Iowa 6 – Iowa, Iowa 10 – Humboldt, Iowa 11 – Hardin, Missouri 11 – Moniteau, Wisconsin 7 – Wood, and Wisconsin 10 – Door.

[65] This market is Wisconsin 10 – Door.

[66] Within the Central West region, there are 13 other CMAs that do not trigger the HHI screen but would trigger the total spectrum screen or enhanced factor review if the T-Mobile-Grain transaction were not approved. We have conducted a competitive analysis of these CMAs and found a low likelihood of competitive harm.

[67] In numerical order, the four non-rural CMAs are: CMA 45: Oklahoma City, OK; CMA 57: Tulsa, OK; CMA 172: Lincoln, NE; and CMA 260: Lawton, OK. In numerical order, the 19 rural CMAs are: CMA 233: Wichita Falls, TX; CMA 302: Enid, OK; CMA 431: Kansas 4 – Marshall; CMA 435: Kansas 8 – Ellsworth; CMA 436: Kansas 9 – Morris; CMA 437: Kansas 10 – Franklin; CMA 441: Kansas 14 – Reno; CMA 442: Kansas 15 – Elk; CMA 534: Nebraska 2 – Cherry; CMA 535: Nebraska 3 – Knox; CMA 537: Nebraska 5 – Boone; CMA 542: Nebraska 10 – Cass; CMA 598: Oklahoma 3 – Grant; CMA 599: Oklahoma 4 – Nowata; CMA 601: Oklahoma 6 – Seminole; CMA 602: Oklahoma 7 – Beckham; CMA 603: Oklahoma 8 – Jackson; CMA 604: Oklahoma 9 – Garvin; and CMA 605: Oklahoma 10 – Haskell.

[68] In these markets, Charter holds up to {[ ]}% of subscribers. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}%. In addition, EchoStar's shares would be {[ ]}%. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

[69] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 322.5 to 376 megahertz of spectrum post-transaction in these markets, including 52 to 62 megahertz of below-1-GHz spectrum.

coverage at speeds of at least 5/1 Mbps in these markets. AT&T, T-Mobile, and Verizon have significant 5G-NR population coverage at speeds of at least 7/1 Mbps in these markets, AT&T and T-Mobile have significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in these markets, and Verizon has significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in three[70] of the markets.[71] Finally, EchoStar has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in these markets and significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in two of the markets.[72]

14. In 17 of the 19 rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.[73] In these 17 rural Central Western markets, T-Mobile would hold {[ ]}% post-transaction, while in 16 of the 17 Central Western markets, AT&T holds {[ ]}% and Verizon holds {[ ]}%.[74] Additionally, Nex-Tech Wireless has a significant market share of {[ ]}% in Kansas 8 – Ellsworth, Viaero Wireless has a significant market share of {[ ]}% in Nebraska 2 – Cherry, and Pine Cellular has a significant market share of {[ ]}% in Oklahoma 10 – Haskell. No other service provider currently has a significant market share in these 17 rural markets.[75] AT&T has some market presence in Nebraska 2 – Cherry with a market share of {[ ]}%, while Nex-Tech Wireless has some market presence in Kansas 9 – Morris with a market share of {[ ]}% and Viaero Wireless has some market presence in Nebraska 3 – Knox with a market share of {[ ]}%.

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[70] These markets are Oklahoma City, OK, Lincoln, NE and Lawton, OK.

[71] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, AT&T, T-Mobile, and Verizon have significant population coverage in these markets. AT&T and T-Mobile have significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in these markets, and Verizon has significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Oklahoma City, OK, Lincoln, NE, and Lawton, OK. Additionally, EchoStar has significant 5G-NR population coverage at speeds of at least 35/3 Mbps in these markets, significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Lincoln, NE, and close-to-significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Lawton, OK.

[72] These markets are Lincoln, NE and Lawton, OK.

[73] In the two remaining rural markets—Nebraska 10 – Cass and Oklahoma 6 – Seminole—the post-transaction HHIs would be {[ ]}, respectively, and the changes in HHI would be {[ ]}, respectively. In terms of significant market share, T-Mobile would hold {[ ]}% post-transaction, respectively, while AT&T currently holds {[ ]}% in Oklahoma 6 – Seminole, and Verizon currently holds {[ ]}% in Nebraska 10 – Cass. In addition, AT&T currently has some market presence in Nebraska 10 – Cass with a market share of {[ ]}%. Based on porting data, subscribers do not tend to switch to UScellular when leaving T-Mobile in these two rural markets. In Nebraska 10 – Cass and Oklahoma 6 – Seminole, approximately {]}% of T-Mobile's subscribers who ported out, respectively, ported to UScellular from November 2023 to October 2024. *See* 2023-2024 LNP Data. Additionally, in these markets, Charter currently holds {[ ]}% of subscribers in Nebraska 10 – Cass. Including cable providers' shares in the market share calculations for Nebraska 10 – Cass and Oklahoma 6 – Seminole would lower T-Mobile's post-transaction market shares to {[ ]}%, respectively, while AT&T's shares would be {[ ]}%, respectively, and Verizon's would be {[ ]}% in Nebraska 10 – Cass. In addition, EchoStar's shares would be {[ ]}%, respectively, in Nebraska 10 – Cass and Oklahoma 6 – Seminole, and Altice has started to offer service in Oklahoma 6 – Seminole. Based on these numbers, the post-transaction HHI in these three markets would be {[ ]} with changes in the HHI of {[ ]}, respectively.

[74] In Oklahoma 10 – Haskell, Verizon has {[ ]} market share.

[75] In these markets, Charter holds up to {[ ]}% of subscribers. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}% in 16 of the 17 markets. In addition, EchoStar's shares would be {[ ]}%, and Altice and Comcast have started to offer service in some of these markets. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

15. In these 19 rural markets, T-Mobile is attributed with 104 to 358 megahertz of spectrum on a county-by-county basis pre-transaction, including 44 to 66 megahertz of below-1-GHz spectrum. With T-Mobile acquiring 10 to 79.5 megahertz of spectrum, including up to 32 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 156 to 390 megahertz of spectrum, including 54 to 76 megahertz of below-1-GHz spectrum.[76] AT&T is attributed with 196 to 308 megahertz of spectrum on a county-by-county basis, including 6 to 68 megahertz of below-1-GHz spectrum, while Verizon is attributed with 192 to 342 megahertz of spectrum, including 22 to 72 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 101 to 131 megahertz of spectrum, including 16 to 26 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and 187 megahertz of spectrum, including up to 67 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with up to 174 megahertz of spectrum on a county-by-county basis post-transaction, including up to 59 megahertz of below-1-GHz spectrum.

16. According to providers' BDC coverage data, regarding service coverage in these 19 rural markets, AT&T has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in these markets, T-Mobile has significant 4G LTE population and land area coverage in 18 of the markets[77] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets,[78] and Verizon has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in 15 of the markets.[79] Additionally, Pine Cellular has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in one of the markets,[80] Nex-Tech Wireless has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in one of the markets,[81] Pioneer Enid Cellular has significant 4G LTE population coverage and close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in one of the markets,[82] and MBO Wireless has significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets.[83]

17. T-Mobile has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in 17 of the markets,[84] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[85] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some

[76] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 142 to 376 megahertz of spectrum post-transaction in these markets, including 40 to 62 megahertz of below-1-GHz spectrum.

[77] These markets are Wichita Fallas, TX, Enid, OK, Kansas 4 – Marshall, Kansas 8 – Ellsworth, Kansas 9 – Morris, Kansas 10 – Franklin, Kansas 14 – Reno, Kansas 15 – Elk, Nebraska 2 – Cherry, Nebraska 3 – Knox, Nebraska 5 – Boone, Nebraska 10 – Cass, Oklahoma 3 – Grant, Oklahoma 4 – Nowata, Oklahoma 6 – Seminole, Oklahoma 7 – Beckham, Oklahoma 8 – Jackson, and Oklahoma 9 – Garvin.

[78] This market is Oklahoma 10 – Haskell.

[79] These markets are Wichita Falls, TX, Kansas 4 – Marshall, Kansas 8 – Ellsworth, Kansas 9 – Morris, Kansas 10 – Franklin, Kansas 14 – Reno, Kansas 15 – Elk, Nebraska 2 – Cherry, Nebraska 3 – Knox, Nebraska 5 – Boone, Nebraska 10 – Cass, Oklahoma 3 – Grant, Oklahoma 4 – Nowata, Oklahoma 7 – Beckham, and Oklahoma 8 – Jackson.

[80] This market is Oklahoma 10 – Haskell.

[81] This market is Kansas 8 – Ellsworth.

[82] This market is Kansas 9 – Morris.

[83] This market is Oklahoma 6 – Seminole.

[84] These markets are Wichita Falls, TX, Enid, OK, Kansas 4 – Marshall, Kansas 8 – Ellsworth, Kansas 9 – Morris, Kansas 10 – Franklin, Kansas 14 – Reno, Kansas 15 – Elk, Nebraska 3 – Knox, Nebraska 5 – Boone, Nebraska 10 – Cass, Oklahoma 3 – Grant, Oklahoma 4 – Nowata, Oklahoma 6 – Seminole, Oklahoma 7 – Beckham, Oklahoma 8 – Jackson, and Oklahoma 9 – Garvin.

[85] This market is Nebraska 2 – Cherry.

extent in one[86] of the markets.[87] AT&T has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in seven of the markets,[88] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in one of the markets,[89] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[90] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[91] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in eight of the markets.[92] Verizon has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in 17[93] of the markets. Finally, EchoStar has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets[94] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in five of the markets.[95]

[86] This market is Oklahoma 10 – Haskell.

[87] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population and land area coverage in Wichita Falls, TX, Enid, OK, Kansas 8 – Ellsworth, Kansas 10 – Franklin, Kansas 14 – Reno, Kansas 15 – Elk, Nebraska 5 – Boone, Nebraska 10 – Cass, Oklahoma 3 – Grant, Oklahoma 4 – Nowata, and Oklahoma 7 – Beckham, significant population coverage in Kansas 4 – Marshall, Kansas 9 – Morris, Oklahoma 6 – Seminole, Oklahoma 8 – Jackson, and Oklahoma 9 – Garvin, close-to-significant population coverage in Nebraska 3 – Knox, and has deployed its network to some extent in Nebraska 2 – Cherry and Oklahoma 10 – Haskell. AT&T has significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Enid, OK and Oklahoma 8 – Jackson, close-to-significant 5G-NR population and land area coverage at speeds of at least 35/3 Mbps in Oklahoma 3 – Grant and Oklahoma 9 – Garvin, close-to-significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Wichita Falls, TX, Nebraska 5 – Boone, and Oklahoma 6 – Seminole, close-to-significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Oklahoma 7 – Beckham, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Kansas 4 – Marshall, Kansas 8 – Ellsworth, Kansas 9 – Morris, Kansas 10 – Franklin, Kansas 14 – Reno, Kansas 15 – Elk, Nebraska 3 – Knox, Nebraska 10 – Cass, Oklahoma 4 – Nowata, and Oklahoma 10 – Haskell. Verizon has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Wichita Falls, TX, Enid, OK, Nebraska 3 – Knox, Nebraska 5 – Boone, Nebraska 10 – Cass, Oklahoma 3 – Grant, Oklahoma 4 – Nowata, Oklahoma 7 – Beckham, Oklahoma 8 – Jackson, and Oklahoma 9 – Garvin. Additionally, EchoStar has significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Wichita Falls, TX, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Kansas 4 – Marshall, Nebraska 5 – Boone, and Oklahoma 3 – Grant.

[88] These markets are Enid, OK, Oklahoma 3 – Grant, Oklahoma 4 – Nowata, Oklahoma 6 – Seminole, Oklahoma 7 – Beckham, Oklahoma 8 – Jackson, and Oklahoma 9 – Garvin.

[89] This market is Wichita Falls, TX.

[90] This market is Kansas 15 – Elk.

[91] This market is Nebraska 5 – Boone.

[92] These markets are Kansas 4 – Marshall, Kansas 8 – Ellsworth, Kansas 9 – Morris, Kansas 10 – Franklin, Kansas 14 – Reno, Nebraska 3 – Knox, Nebraska 10 – Cass, and Oklahoma 10 – Haskell.

[93] These markets are Wichita Falls, TX, Enid, OK, Kansas 4 – Marshall, Kansas 8 – Ellsworth, Kansas 9 – Morris, Kansas 10 – Franklin, Kansas 14 – Reno, Kansas 15 – Elk, Nebraska 2 – Cherry, Nebraska 3 – Knox, Nebraska 5 – Boone, Nebraska 10 – Cass, Oklahoma 3 – Grant, Oklahoma 4 – Nowata, Oklahoma 7 – Beckham, Oklahoma 8 – Jackson, and Oklahoma 9 – Garvin.

[94] This market is Wichita Falls, TX.

[95] These markets are Kansas 4 – Marshall, Nebraska 5 – Boone, Nebraska 10 – Cass, Oklahoma 3 – Grant, and Oklahoma 8 – Jackson.

18. *Mid-Atlantic*: There are 31 CMAs in the Mid-Atlantic United States[96] in which T-Mobile triggers the HHI screen.[97] Sixteen of these CMAs are non-rural markets with populations ranging from approximately 95,000 to 711,200, and population densities of 107 to 430 people per square mile, while fifteen CMAs are rural markets with populations ranging from approximately 28,800 to 417,300, and population densities of 25 to 94 people per square mile.

19. Considering first 15 of the 16 non-rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.[98] In terms of significant market share, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}% and Verizon currently holds {[ ]}%. No other service provider currently has a significant market share in these 15 non-rural markets.[99]

20. In these 16 non-rural markets, T-Mobile is attributed with 290.5 to 410 megahertz of spectrum on a county-by-county basis pre-transaction, including 44 to 66 megahertz of below-1-GHz spectrum. With T-Mobile acquiring up to 72 megahertz of spectrum in these markets, including up to 32 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 325 to 410 megahertz of spectrum, including 64 to 76 megahertz of below-1-GHz spectrum.[100] AT&T is attributed with 218 to 283 megahertz of spectrum on a county-by-county basis, including 18 to 55 megahertz of below-1-GHz spectrum, and Verizon is attributed with 202 to 332 megahertz of spectrum, including 22 to 72 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 96 to 121 megahertz of spectrum,

[96] Within the Mid-Atlantic region, there are 10 other CMAs that do not trigger the HHI screen but would trigger the total spectrum screen or enhanced factor review if the T-Mobile-Grain transaction were not approved. We have conducted a competitive analysis of these CMAs and found a low likelihood of competitive harm.

[97] In numerical order, the 16 non-rural CMAs are: CMA 79: Knoxville, TN; CMA 157: Roanoke, VA; CMA 183: Asheville, NC; CMA 203: Lynchburg, VA; CMA 218: Wilmington, NC; CMA 256: Charlottesville, VA; CMA 257: Hagerstown, MD; CMA 258: Jacksonville, NC; CMA 269: Cumberland, MD-WV; CMA 568: North Carolina 4 – Henderson; CMA 571: North Carolina 7 – Rockingham; CMA 572: North Carolina 8 – Northampton; CMA 574: North Carolina 10 – Harnett; CMA 649: Tennessee 7 – Bledsoe; CMA 684: Virginia 4 – Bedford; and CMA 703: West Virginia 3 - Monongalia. In numerical order, the 15 rural CMAs are: CMA 467: Maryland 1 – Garrett; CMA 567: North Carolina 3 – Ashe; CMA 573: North Carolina 9 – Camden; CMA 575: North Carolina 11 – Hoke; CMA 576: North Carolina 12 – Sampson; CMA 577: North Carolina 13 – Greene; CMA 578: North Carolina 14 – Pitt; CMA 645: Tennessee 3 – Macon; CMA 682: Virginia 2 – Tazewell; CMA 683: Virginia 3 – Giles; CMA 685: Virginia 5 – Bath; CMA 687: Virginia 7 – Buckingham; CMA 704: West Virgina 4 – Grant; CMA 705: West Virgina 5 – Tucker; and CMA 707: West Virginia 7 – Raleigh.

[98] In the remaining non-rural market—Cumberland, MD-WV—the post-transaction HHI would be {[ ]}, and the change in HHI would be {[ ]}. In terms of significant market share, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}%. Based on porting data, subscribers do not tend to switch to UScellular when leaving T-Mobile in this non-rural market. In Cumberland, MD-WV, approximately {[ ]}% of T-Mobile's subscribers who ported out ported to UScellular from November 2023 to October 2024. *See* 2023-2024 LNP Data. Including cable providers' shares in the market share calculations for Cumberland, MD-WV would lower T-Mobile's post-transaction market share to {[ ]}%, while AT&T's share would be {[ ]}%. In addition, EchoStar's share would be {[ ]}%, and Comcast has started to offer service in this market. Based on these numbers, the post-transaction HHI in this market would be {[ ]} with a change in the HHI of {[ ]}.

[99] In these markets, Charter holds up to {[ ]}% of subscribers and Comcast holds up to {[ ]}%. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}%. In addition, EchoStar's shares would be {[ ]}%, while Altice has started to offer service in some of these markets. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

[100] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 311 to 406 megahertz of spectrum post-transaction in these markets, including 50 to 62 megahertz of below-1-GHz spectrum.

including 16 to 26 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and 90 megahertz of spectrum, including up to 20 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with up to 149 megahertz of spectrum on a county-by-county basis post-transaction, including up to 57 megahertz of below-1-GHz spectrum.

21. According to providers' BDC coverage data, regarding service coverage in these 16 non-rural markets, AT&T and Verizon have significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in these markets, while T-Mobile has significant 4G LTE population coverage at speeds of at least 5/1 Mbps in these markets, significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in 14 of the markets,[101] and close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in one of the markets.[102]

22. T-Mobile has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in 10 of the markets,[103] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in three of the markets,[104] and significant 5G-NR population coverage at speeds of at least 7/1 Mbps in three[105] of the markets.[106] AT&T has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in three of the markets,[107]

[101] These markets are Knoxville, TN, Roanoke, VA, Lynchburg, VA, Wilmington, NC, Charlottesville, VA, Hagerstown, MD, Jacksonville, NC, Cumberland, MD-WV, North Carolina 4 – Henderson, North Carolina 7 – Rockingham, North Carolina 8 – Northampton, North Carolina 10 – Harnett, Virginia 4 – Bedford, and West Virginia 3 – Monongalia.

[102] This market is Tennessee 7 – Bledsoe.

[103] These markets are Knoxville, TN, Wilmington, NC, Charlottesville, VA, Hagerstown, MD, Jacksonville, NC, Cumberland, MD-WV, North Carolina 4 – Henderson, North Carolina 8 – Northampton, North Carolina 10 – Harnett, and Virginia 4 – Bedford.

[104] These markets are Roanoke, VA, Tennessee 7 – Bledsoe, and West Virginia 3 – Monongalia.

[105] These markets are Asheville, NC, Lynchburg, VA, and North Carolina 7 – Rockingham.

[106] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population and land area coverage in Hagerstown, MD and North Carolina 10 – Harnett, significant population coverage and close-to-significant land area coverage in Knoxville, TN, Wilmington, NC, and Cumberland, MD-WV, significant population coverage in Roanoke, VA, Asheville, NC, Lynchburg, VA, Charlottesville, VA, Jacksonville, NC, North Carolina 8 – Northampton, and West Virginia 3 – Monongalia, close-to-significant population coverage in Tennessee 7 – Bledsoe, and has deployed its network to some extent in North Carolina 4 – Henderson, North Carolina 7 – Rockingham, and Virginia 4 – Bedford. Further, AT&T has significant 5G-NR population coverage at speeds of at least 35/3 Mbps in West Virginia 3 – Monongalia, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Knoxville, TN, Roanoke, VA, Asheville, NC, Lynchburg, VA, Wilmington, NC, Charlottesville, VA, Hagerstown, MD, Jacksonville, NC, Cumberland, MD-WV, North Carolina 4 – Henderson, North Carolina 7 – Rockingham, North Carolina 8 – Northampton, North Carolina 10 – Harnett, Tennessee 7 – Bledsoe, and Virginia 4 – Bedford. Additionally, Verizon has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Knoxville, TN, Roanoke, VA, Asheville, NC, Lynchburg, VA, Wilmington, NC, Charlottesville, VA, Hagerstown, MD, Jacksonville, NC, Cumberland, MD-WV, North Carolina 4 – Henderson, North Carolina 7 – Rockingham, North Carolina 8 – Northampton, North Carolina 10 – Harnett, Tennessee 7 – Bledsoe, and West Virginia 3 – Monongalia. Finally, EchoStar has significant 5G-NR population and land area coverage at speeds of at least 35/3 Mbps in Knoxville, TN and Hagerstown, MD, significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 35/3 Mbps in Wilmington, NC, significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Roanoke, VA, Asheville, NC, and Jacksonville, NC, close-to-significant 5G-NR population coverage at speeds of at least 35/3 Mbps in North Carolina 10 – Harnett, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Lynchburg, VA, Charlottesville, VA, Cumberland, MD-WV, North Carolina 4 – Henderson, North Carolina 7 – Rockingham, North Carolina 8 – Northampton, Tennessee 7 – Bledsoe, Virginia 4 – Bedford, and West Virginia 3 – Monongalia.

[107] These markets are Hagerstown, MD, Cumberland, MD-WV, and West Virginia 3 – Monongalia.

significant 5G-NR population coverage at speeds of at least 7/1 Mbps in three of the markets,[108] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[109] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in nine of the markets.[110] Verizon has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[111] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[112] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in 14 of the markets.[113] Finally, EchoStar has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in three of the markets,[114] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in one of the markets,[115] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in three of the markets,[116] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[117] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in eight of the markets.[118]

23. In 14 of the 15 rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.[119] In 13 of the 14 rural Mid-Atlantic markets, T-Mobile would hold {[ ]}% post-transaction and AT&T currently holds {[ ]}%,

[108] These markets are Knoxville, TN, Roanoke, VA, and Wilmington, NC.

[109] This market is Jacksonville, NC.

[110] These markets are Asheville, NC, Lynchburg, VA, Charlottesville, VA, North Carolina 4 – Henderson, North Carolina 7 – Rockingham, North Carolina 8 – Northampton, North Carolina 10 – Harnett, Tennessee 7 – Bledsoe, and Virginia 4 – Bedford.

[111] This market is Knoxville, TN.

[112] This market is Wilmington, NC.

[113] These markets are Roanoke, VA, Asheville, NC, Lynchburg, VA, Charlottesville, VA, Hagerstown, MD, Jacksonville, NC, Cumberland, MD-WV, North Carolina 4 – Henderson, North Carolina 7 – Rockingham, North Carolina 8 – Northampton, North Carolina 10 – Harnett, Tennessee 7 – Bledsoe, Virginia 4 – Bedford, and West Virginia 3 – Monongalia.

[114] These markets are Knoxville, TN, Wilmington, NC, and Hagerstown, MD.

[115] This market is North Carolina 10 – Harnett.

[116] These markets are Roanoke, VA, Asheville, NC, and Jacksonville, NC.

[117] This market is Lynchburg, VA.

[118] These markets are Charlottesville, VA, Cumberland, MD-WV, North Carolina 4 – Henderson, North Carolina 7 – Rockingham, North Carolina 8 – Northampton, Tennessee 7 – Bledsoe, Virginia 4 – Bedford, and West Virginia 3 – Monongalia.

[119] In the remaining rural market—West Virginia 5 – Tucker—the post-transaction HHI would be {[ ]}, and the change in HHI would be {[ ]}. In terms of significant market share, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}%. Verizon has some market presence with a market share of {[ ]}%. Based on porting data, subscribers do not tend to switch to UScellular when leaving T-Mobile in this rural market. In West Virginia 5 – Tucker, approximately {[ ]}% of T-Mobile's subscribers who ported out ported to UScellular from November 2023 to October 2024. *See* 2023-2024 LNP Data. Including cable providers' shares in the market share calculations for West Virginia 5 – Tucker would lower T-Mobile's post-transaction market share to {[ ]}%, while AT&T's share would be {[ ]}% and Verizon's would be {[ ]}%. In addition, EchoStar's share would be {[ ]}%, and Altice has started to offer service in this market. Based on these numbers, the post-transaction HHI in this market would be {[ ]} with a change in the HHI of {[ ]}.

while in 12 of the 14 rural Mid-Atlantic markets, Verizon currently holds {[ ]}%.[120] Additionally, Carolina West Wireless currently has a significant market share of {[ ]}% in North Carolina 3 – Ashe. No other service provider currently has a significant market share in these 14 rural markets.[121]

24. In these 15 rural markets, T-Mobile is attributed with 201 to 370 megahertz of spectrum on a county-by-county basis pre-transaction, including 44 to 76 megahertz of below-1-GHz spectrum. With T-Mobile acquiring 10 to 91.5 megahertz of spectrum, including zero to 22 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 249.5 to 390 megahertz of spectrum, including 56 to 76 megahertz of below-1-GHz spectrum.[122] AT&T is attributed with 216 to 282.5 megahertz of spectrum on a county-by-county basis, including 6 to 55 megahertz of below-1-GHz spectrum, while Verizon is attributed with 212 to 337 megahertz of spectrum, including 22 to 72 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 96 to 121 megahertz of spectrum, including 16 to 26 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and 236.5 megahertz of spectrum, including up to 67 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with 12 to 159 megahertz of spectrum on a county-by-county basis post-transaction, including 12 to 59 megahertz of below-1-GHz spectrum.

25. According to providers' BDC coverage data, regarding service coverage in these 15 rural markets, AT&T has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in 14 of the markets[123] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets.[124] Verizon has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in 12 of the markets,[125] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets.[126] T-Mobile has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in five of the markets,[127] significant 4G LTE population coverage and close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in two of the markets,[128]

[120] We note that CMA 467: Maryland 1 – Garrett is a single-county market; for this reason, we believe that the post-transaction market shares based on June 2024 NRUF data for AT&T, T-Mobile, and Verizon in this market of {[ ]}%, respectively, are unreliable and inaccurate and so we do not report them here.

[121] In these markets, excluding the single-county market Maryland 1 – Garrett, Charter holds up to {[ ]}% of subscribers and Comcast holds up to {[ ]}%. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}% in 12 of the markets. In addition, EchoStar's shares would be {[ ]}%, and Altice has started to offer service in some of these markets. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

[122] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 235.5 to 376 megahertz of spectrum post-transaction in these markets, including 42 to 62 megahertz of below-1-GHz spectrum.

[123] These markets are Maryland 1 – Garrett, North Carolina 3 – Ashe, North Carolina 9 – Camden, North Carolina 11 – Hoke, North Carolina 12 – Sampson, North Carolina 13 – Greene, North Carolina 14 – Pitt, Tennessee 3 – Macon, Virginia 2 – Tazewell, Virginia 3 – Giles, Virginia 5 – Bath, Virginia 7 – Buckingham, West Virginia 4 – Grant, and West Virginia 7 – Raleigh.

[124] This market is West Virginia 5 – Tucker.

[125] These markets are Maryland 1 – Garrett, North Carolina 9 – Camden, North Carolina 11 – Hoke, North Carolina 12 – Sampson, North Carolina 13 – Greene, North Carolina 14 – Pitt, Tennessee 3 – Macon, Virginia 2 – Tazewell, Virginia 3 – Giles, Virginia 5 – Bath, Virginia 7 – Buckingham, and West Virginia 7 – Raleigh.

[126] This market is West Virginia 4 – Grant.

[127] These markets are Maryland 1 – Garrett, North Carolina 11 – Hoke, North Carolina 12 – Sampson, Virginia 3 – Giles, and Virginia 7 – Buckingham.

[128] These markets are West Virginia 4 – Grant and West Virginia 7 – Raleigh.

significant 4G LTE population coverage at speeds of at least 5/1 Mbps in five of the markets,[129] and close-to-significant 4G LTE population coverage at speeds of at least 5/1 Mbps in two of the markets.[130] Additionally, Carolina West Wireless has close-to-significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in one of the markets.[131]

26. T-Mobile has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in three of the markets,[132] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in one of the markets,[133] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in six of the markets,[134] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in two of the markets,[135] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in three[136] of the markets.[137] AT&T has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in one of the markets,[138] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in two of the markets,[139] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in 12 of the markets.[140] Verizon has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in 14 of the markets.[141] Finally, EchoStar has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some

[129] These markets are North Carolina 9 – Camden, North Carolina 13 – Greene, North Carolina 14 – Pitt, Virginia 2 – Tazewell, and Virginia 5 – Bath.

[130] These markets are Tennessee 3 – Macon and West Virginia 5 – Tucker.

[131] This market is North Carolina 3 – Ashe.

[132] These markets are Maryland 1 – Garrett, North Carolina 11 – Hoke, and Virginia 3 – Giles.

[133] This market is North Carolina 12 – Sampson.

[134] These markets are North Carolina 9 – Camden, North Carolina 13 – Greene, North Carolina 14 – Pitt, Virginia 5 – Bath, West Virginia 4 – Grant, and West Virginia 7 – Raleigh.

[135] These markets are Virginia 2 – Tazewell and Virginia 7 – Buckingham.

[136] These markets are North Carolina 3 – Ashe, Tennessee 3 – Macon, and West Virginia 5 – Tucker.

[137] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population coverage in North Carolina 14 – Pitt, Virginia 3 – Giles, Virginia 5 – Bath, West Virginia 4 – Grant, and West Virginia 7 – Raleigh, close-to-significant population coverage in North Carolina 13 – Greene, and has deployed its network to some extent in Maryland 1 – Garrett, North Carolina 3 – Ashe, North Carolina 9 – Camden, North Carolina 11 – Hoke, North Carolina 12 – Sampson, Tennessee 3 – Macon, Virginia 2 – Tazewell, Virginia 7 – Buckingham, and West Virginia 5 – Tucker. Further, AT&T has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in all 15 markets, while Verizon has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Maryland 1 – Garrett, North Carolina 11 – Hoke, North Carolina 12 – Sampson, North Carolina 13 – Greene, North Carolina 14 – Pitt, Tennessee 3 – Macon, Virginia 2 – Tazewell, Virginia 3 – Giles, Virginia 5 – Bath, Virginia 7 – Buckingham, West Virginia 4 – Grant, West Virginia 5 – Tucker, and West Virginia 7 – Raleigh. Finally, EchoStar has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Maryland 1 – Garrett, North Carolina 11 – Hoke, North Carolina 12 – Sampson, North Carolina 13 – Greene, North Carolina 14 – Pitt, Virginia 3 – Giles, West Virginia 4 – Grant, and West Virginia 7 – Raleigh, and Carolina West Wireless has deployed its 5G-NR network at speeds of at least 35/3 Mbps in North Carolina 3 – Ashe.

[138] This market is Maryland 1 – Garrett.

[139] These markets are West Virginia 4 – Grant and West Virginia 7 – Raleigh.

[140] These markets are North Carolina 3 – Ashe, North Carolina 9 – Camden, North Carolina 11 – Hoke, North Carolina 12 – Sampson, North Carolina 13 – Greene, North Carolina 14 – Pitt, Tennessee 3 – Macon, Virginia 2 – Tazewell, Virginia 3 – Giles, Virginia 5 – Bath, Virginia 7 – Buckingham, and West Virginia 5 – Tucker.

[141] These markets are Maryland 1 – Garrett, North Carolina 9 – Camden, North Carolina 11 – Hoke, North Carolina 12 – Sampson, North Carolina 13 – Greene, North Carolina 14 – Pitt, Tennessee 3 – Macon, Virginia 2 – Tazewell, (continued….)

extent in eight of the markets,[142] while Carolina West Wireless has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in one of the markets.[143]

27. *Northeast*: There are nine CMAs in the Northeastern United States[144] in which T-Mobile triggers the HHI screen.[145] Four of these CMAs are non-rural markets with populations ranging from approximately 111,100 to 422,900, and population densities of 114 to 479 people per square mile, while five CMAs are rural markets with populations ranging from approximately 87,200 to 241,900, and population densities of 9 to 93 people per square mile.

28. Considering first the four non-rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}. In terms of significant market share, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}%, and Verizon currently holds {[ ]}%. No other service provider currently has a significant market share in these non-rural markets.[146]

29. In these four non-rural markets, T-Mobile is attributed with 201.5 to 380 megahertz of spectrum on a county-by-county basis pre-transaction, including 54 to 76 megahertz of below-1-GHz spectrum. With T-Mobile acquiring 10 to 82 megahertz of spectrum in these markets, including up to 22 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 283.5 to 390 megahertz of spectrum, including 76 megahertz of below-1-GHz spectrum.[147] AT&T is attributed with 218 to 254 megahertz of spectrum on a county-by-county basis, including 18 to 43 megahertz of below-1-GHz spectrum, and Verizon is attributed with 247 to 307 megahertz of spectrum, including 47 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 101 to 140 megahertz of spectrum, including 10 to 20 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and 12 megahertz of spectrum, including up to 12 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with 45 to 147 megahertz of spectrum on a county-by-county basis post-transaction, including 22 to 47 megahertz of below-1-GHz spectrum.

30. According to providers' BDC coverage data, regarding service coverage in these four non-rural markets, AT&T, T-Mobile, and Verizon each have significant 4G LTE population and land area

(Continued from previous page)
Virginia 3 – Giles, Virginia 5 – Bath, Virginia 7 – Buckingham, West Virginia 4 – Grant, West Virginia 5 – Tucker, and West Virginia 7 – Raleigh.

[142] These markets are Maryland 1 – Garrett, North Carolina 11 – Hoke, North Carolina 12 – Sampson, North Carolina 13 – Greene, North Carolina 14 – Pitt, Virginia 3 – Giles, West Virginia 4 – Grant, and West Virginia 7 – Raleigh.

[143] This market is North Carolina 3 – Ashe.

[144] Within the Northeast region, there are four other CMAs that do not trigger the HHI screen but would trigger the total spectrum screen or enhanced factor review if the T-Mobile-Grain transaction were not approved. We have conducted a competitive analysis of these CMAs and found a low likelihood of competitive harm.

[145] In numerical order, the four non-rural CMAs are: CMA 133: Manchester-Nashua, NH; CMA 152: Portland, ME; CMA 279: Lewiston-Auburn, ME; and CMA 549: New Hampshire 2 – Carroll. In numerical order, the five rural CMAs are: CMA 224: Bangor, ME; CMA 463: Maine 1 – Oxford; CMA 464: Maine 2 – Somerset; CMA 465: Maine 3 – Kennebec; and CMA 548: New Hampshire 1 – Coos.

[146] In these markets, Charter holds up to {]}% of subscribers and Comcast holds up to {[ ]}%. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}%. In addition, EchoStar's shares would be {[ ]}%. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

[147] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 269.5 to 376 megahertz of spectrum post-transaction in these markets, including 62 megahertz of below-1-GHz spectrum.

coverage at speeds of at least 5/1 Mbps in all four markets. T-Mobile has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in two of the markets,[148] significant 5G-NR population coverage and close-to-significant 5G-NR land area coverage at speeds of at least 7/1 Mbps in one of the markets,[149] and significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one[150] of the markets.[151] AT&T has close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets[152] and has deployed its 5G-NR networks at speeds of at least 7/1 Mbps to some extent in three of the markets.[153] Verizon has deployed its 5G-NR networks at speeds of at least 7/1 Mbps to some extent in all four markets. Finally, EchoStar has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in two of the markets,[154] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in two of the markets.[155]

31. In the five rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}. In these five rural Northeastern markets, T-Mobile would hold {[ ]}% post-transaction, while AT&T currently holds {[ ]}%, and Verizon currently holds {[ ]}%. No other service provider currently has a significant market share in these rural markets.[156]

32. In these five rural markets, T-Mobile is attributed with 248.5 to 338 megahertz of spectrum on a county-by-county basis pre-transaction, including 44 to 56 megahertz of below-1-GHz spectrum. With T-Mobile acquiring 30 to 77 megahertz of spectrum, including 20 to 32 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 302.5 to 390 megahertz of spectrum, including 76 megahertz of below-1-GHz spectrum.[157] AT&T is attributed with 186 to 234 megahertz of spectrum on a county-by-county basis, including 6 to 31 megahertz of below-1-GHz spectrum, while Verizon is attributed with 247 to 302 megahertz of spectrum, including 47 to 72 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 101 to 110 megahertz of spectrum, including 10 to 16 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and

[148] These markets are Manchester-Nashua, NH and Lewiston-Auburn, ME.

[149] This market is Portland ME.

[150] This market is New Hampshire 2 – Carroll.

[151] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population coverage and close-to-significant land area coverage in Manchester-Nashua, NH, significant population coverage in Lewiston-Auburn, ME, close-to-significant population coverage in Portland, ME, and has deployed its network to some extent in New Hampshire 2 – Carroll. Further, AT&T has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in all four markets. Additionally, Verizon has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Manchester-Nashua, NH, Portland, ME, and Auburn-Lewiston, ME. Finally, EchoStar has significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Manchester-Nashua, NH and Lewiston-Auburn, ME and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Portland, ME.

[152] This market is Portland, ME.

[153] These markets are Manchester-Nashua, NH, Lewiston-Auburn, ME, and New Hampshire 2 – Carroll.

[154] These markets are Manchester-Nashua, NH and Lewiston-Auburn, ME.

[155] These markets are Portland, ME and New Hampshire 2 – Carroll.

[156] In these markets, Charter holds up to {]}% of subscribers and Comcast holds up to {[ ]}%. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}%. In addition, EchoStar's shares would be {[ ]}%. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

[157] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 288.5 to 376 megahertz of spectrum post-transaction in these markets, including 62 megahertz of below-1-GHz spectrum.

110 megahertz of spectrum, including up to 10 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with 137 to 179 megahertz of spectrum on a county-by-county basis post-transaction, including 37 to 59 megahertz of below-1-GHz spectrum.

33. According to providers' BDC coverage data, regarding service coverage in these five rural markets, T-Mobile has significant 4G LTE population coverage and close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in one of the markets,[158] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in four of the markets.[159] AT&T has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in one of the markets[160] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in four of the markets,[161] and Verizon has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in four of the markets[162] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in one of the markets.[163]

34. T-Mobile has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in two of the markets,[164] and close-to-significant population coverage at speeds of at least 7/1 Mbps in three[165] of the markets.[166] AT&T has close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[167] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in four of the markets.[168] Verizon has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in four of the markets.[169] Finally, EchoStar has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in one of the markets.[170]

35. *West*: There are 12 CMAs in the Western United States[171] in which T-Mobile triggers the HHI screen.[172] One of these CMAs is a non-rural market with a population of approximately 303,600,

[158] This market is New Hampshire 1 – Coos.

[159] These markets are Bangor, ME, Maine 1 – Oxford, Maine 2 – Somerset, and Maine 3 – Kennebec.

[160] This market is New Hampshire – Coos.

[161] These markets are Bangor, ME, Maine 1 – Oxford, Maine 2 – Somerset, and Maine 3 – Kennebec.

[162] These markets are Bangor, ME, Maine 1 – Oxford, Maine 3 – Kennebec, and New Hampshire 1 – Coos.

[163] This market is Maine 2 – Somerset.

[164] These markets are Bangor, ME and New Hampshire 1 – Coos.

[165] These markets are Maine 1 – Oxford, Maine 2 – Somerset, and Maine 3 – Kennebec.

[166] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, AT&T and T-Mobile have deployed their networks to some extent in all five rural markets, while EchoStar has deployed its network to some extent in Bangor, ME.

[167] This market is Bangor, ME.

[168] These markets are Maine 1 – Oxford, Maine 2 – Somerset, Maine 3 – Kennebec, and New Hampshire 1 – Coos.

[169] These markets are Bangor, ME, Maine 2 – Somerset, Maine 3 – Kennebec, and New Hampshire 1 – Coos.

[170] This market is Bangor, ME.

[171] Within the West region, there is one other CMA that does not trigger the HHI screen but would trigger enhanced factor review if the T-Mobile-Grain transaction were not approved. We have conducted a competitive analysis of this CMA and found a low likelihood of competitive harm.

[172] The one non-rural CMA is CMA 214: Richland-Kennewick-Pasco, WA. In numerical order, the 11 rural CMAs are: CMA 191: Yakima, WA; CMA 229: Medford, OR; CMA 336: California 1 – Del Norte; CMA 344: California 9 – Mendocino; CMA 607: Oregon 2 – Hood River; CMA 608: Oregon 3 – Umatilla; CMA 610: Oregon 5 – Coos; CMA 611: Oregon 6 – Crook; CMA 697: Washington 5 – Kittitas; CMA 698: Washington 6 – Pacific; and CMA 699: Washington 7 – Skamania.

and a population density of 102 people per square mile, while 11 CMAs are rural markets with populations ranging from approximately 34,800 to 308,100, and population densities of 7 to 80 people per square mile.

36. Considering first the non-rural CMA Richland-Kennewick-Pasco, WA, the post-transaction HHI in this market would be {[ ]} with a change in the HHI of {[ ]}. In terms of significant market share, T-Mobile would hold {[ ]}% post-transaction, while AT&T holds {[ ]}%, and Verizon holds {[ ]}%. No other service provider currently has a significant market share in this non-rural market.[173]

37. In this rural market, T-Mobile is attributed with 311.5 megahertz of spectrum on a county-by-county basis pre-transaction, including 54 megahertz of below-1-GHz spectrum. With T-Mobile acquiring 52 megahertz of spectrum, including 22 megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 363.5 megahertz of spectrum, including 76 megahertz of below-1-GHz spectrum.[174] AT&T is attributed with 245 megahertz of spectrum on a county-by-county basis, including 55 megahertz of below-1-GHz spectrum, and Verizon is attributed with 252 to 277 megahertz of spectrum, including 22 to 47 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 96 megahertz of spectrum, including 16 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and 49.5 megahertz of spectrum, including up to 25 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with 135 megahertz of spectrum on a county-by-county basis post-transaction, including 35 megahertz of below-1-GHz spectrum.

38. According to providers' BDC coverage data, regarding service coverage in this non-rural market, AT&T, T-Mobile, and Verizon each have significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps. AT&T and T-Mobile each have significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps, and Verizon and EchoStar each have significant 5G-NR population coverage at speeds of at least 7/1 Mbps in this market.[175]

39. In the 11 rural CMAs, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}. In these 11 rural Western markets, T-Mobile would hold {[ ]}% post-transaction, while AT&T holds {[ ]}%, and Verizon holds {[ ]}%. No other service provider currently has a significant market share in these rural markets.[176]

40. In these 11 rural markets, T-Mobile is attributed with 239 to 390 megahertz of spectrum on a county-by-county basis pre-transaction, including 54 to 66 megahertz of below-1-GHz spectrum. With T-Mobile acquiring up to 79.5 megahertz of spectrum in these markets, including up to 22

[173] In this market, Charter holds{[ ]}% of subscribers. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market share to {[ ]}%, while AT&T's share would be {[ ]}% and Verizon's would be {[ ]}%. In addition, EchoStar's share would be {[ ]}%. Based on these numbers, the post-transaction HHI in this market would be {[ ]} with a change in the HHI of {[ ]}.

[174] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 349.5 megahertz of spectrum post-transaction in this market, including 62 megahertz of below-1-GHz spectrum.

[175] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population and land area coverage, Verizon has significant population coverage, AT&T has close-to-significant population coverage, and EchoStar has deployed its network to some extent in this market.

[176] In these markets, Charter holds up to {[ ]}% of subscribers and Comcast holds up to {[ ]}%. Including cable providers' shares in the market share calculations would lower T-Mobile's post-transaction market shares to {[ ]}%, while AT&T's shares would be {[ ]}% and Verizon's would be {[ ]}%. In addition, EchoStar's shares would be {[ ]}%, and Altice has started to offer service in some of these markets. Based on these numbers, the average post-transaction HHI in this cluster would be {[ ]} with an average change in the HHI of {[ ]}.

megahertz of below-1-GHz spectrum, T-Mobile would be attributed with 281 to 390 megahertz of spectrum, including 56 to 76 megahertz of below-1-GHz spectrum.[177] AT&T is attributed with 228 to 295 megahertz of spectrum on a county-by-county basis, including 18 to 55 megahertz of below-1-GHz spectrum, while Verizon is attributed with 215 to 302 megahertz of spectrum, including 22 to 72 megahertz of below-1-GHz spectrum. Additionally, EchoStar is attributed with 95 to 121 megahertz of spectrum, including 10 to 26 megahertz of below-1-GHz spectrum, and multiple other licensees are attributed with between 5 and 100 megahertz of spectrum, including up to 35 megahertz of below-1-GHz spectrum. Finally, UScellular would be attributed with up to 177 megahertz of spectrum on a county-by-county basis post-transaction, including up to 57 megahertz of below-1-GHz spectrum.

41. According to providers' BDC coverage data, regarding service coverage in these 11 rural markets, T-Mobile has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in one of the markets,[178] significant 4G LTE population coverage and close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in two of the markets,[179] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in eight of the markets.[180] Further, AT&T has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in five of the markets,[181] significant 4G LTE population coverage and close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in two of the markets,[182] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in four of the markets.[183] Additionally, Verizon has significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in five of the markets,[184] significant 4G LTE population coverage and close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps in two of the markets,[185] and significant 4G LTE population coverage at speeds of at least 5/1 Mbps in four of the markets.[186]

42. T-Mobile has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in one of the markets,[187] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in nine of the markets,[188] and close-to-significant 5G-NR population coverage at speeds of at least 7/1

[177] If the T-Mobile-Grain transaction were to be approved, T-Mobile would be attributed with 267 to 376 megahertz of spectrum post-transaction in these markets, including 42 to 62 megahertz of below-1-GHz spectrum.

[178] This market is Washington 5 – Kittitas.

[179] These markets are Yakima, WA and Oregon 2 – Hood River.

[180] These markets are Medford, OR, California 1 – Del Norte, California 9 – Mendocino, Oregon 3 – Umatilla, Oregon 5 – Coos, Oregon 6 – Crook, Washington 6 – Pacific, and Washington 7 – Skamania.

[181] These markets are Yakima, WA, Medford, OR, Oregon 2 – Hood River, Oregon 6 – Crook, and Washington 5 – Kittitas.

[182] These markets are Oregon 3 – Umatilla and Washington 7 – Skamania.

[183] These markets are California 1 – Del Norte, California 9 – Mendocino, Oregon 5 – Coos, and Washington 6 – Pacific.

[184] These markets are Yakima, WA, Oregon 2 – Hood River, Oregon 5 – Coos, Oregon 6 – Crook, and Washington 5 – Kittitas.

[185] These markets are Oregon 3 – Umatilla and Washington 6 – Pacific.

[186] These markets are Medford, OR, California 1 – Del Norte, California 9 – Mendocino, and Washington 7 – Skamania.

[187] This market is Washington 5 – Kittitas.

[188] These markets are Yakima, WA, Medford, OR, California 1 – Del Norte, California 9 – Mendocino, Oregon 2 – Hood River, Oregon 3 – Umatilla, Oregon 5 – Coos, Oregon 6 – Crook, and Washington 6 – Pacific.

Mbps in one[189] of the markets.[190] AT&T has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps in one of the markets,[191] significant 5G-NR population coverage at speeds of at least 7/1 Mbps in five of the markets,[192] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in five of the markets.[193] Verizon has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in two of the markets,[194] close-to-significant 5G-NR population coverage at speeds of at least 7/1 Mbps in one of the markets,[195] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in eight of the markets.[196] Finally, EchoStar has significant 5G-NR population coverage at speeds of at least 7/1 Mbps in two of the markets,[197] and has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in three of the markets.[198]

[189] This market is Washington 7 – Skamania.

[190] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population and land area coverage in Washington 5 – Kittitas, significant population coverage in Yakima, WA, Medford, OR, California 1 – Del Norte, California 9 – Mendocino, Oregon 2 – Hood River, Oregon 3 – Umatilla, Oregon 5 – Coos, Oregon 6 – Crook, and Washington 6 – Pacific, and has deployed its network to some extent in Washington 7 – Skamania. Further, AT&T has significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Medford, OR, close-to-significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Yakima, WA, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in California 1 – Del Norte, California 9 – Mendocino, Oregon 2 – Hood River, Oregon 3 – Umatilla, Oregon 5 – Coos, Oregon 6 – Crook, Washington 5 – Kittitas, Washington 6 – Pacific, and Washington 7 – Skamania. Additionally, Verizon has significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Yakima, WA, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Medford, OR, California 1 – Del Norte, California 9 – Mendocino, Oregon 2 – Hood River, Oregon 3 – Umatilla, Oregon 5 – Coos, Oregon 6 – Crook, Washington 5 – Kittitas, and Washington 6 – Pacific. Finally, EchoStar has significant 5G-NR population coverage at speeds of at least 35/3 Mbps in Yakima, WA and Medford, OR, and has deployed its 5G-NR network at speeds of at least 35/3 Mbps to some extent in Oregon 5 – Coos, Oregon 6 – Crook, and Washington 6 – Pacific.

[191] This market is Washington 5 – Kittitas.

[192] These markets are Yakima, WA, Medford, OR, California 9 – Mendocino, Oregon 2 – Hood River, and Washington 6 – Pacific.

[193] These markets are California 1 – Del Norte, Oregon 3 – Umatilla, Oregon 5 – Coos, Oregon 6 – Crook, and Washington 7 – Skamania.

[194] These markets are Yakima, WA and Oregon 6 – Crook.

[195] This market is Medford, OR.

[196] These markets are California 1 – Del Norte, California 9 – Mendocino, Oregon 2 – Hood River, Oregon 3 – Umatilla, Oregon 5 – Coos, Washington 5 – Kittitas, Washington 6 – Pacific, and Washington 7 – Skamania.

[197] These markets are Yakima, WA and Medford, OR.

[198] These markets are Oregon 5 – Coos, Oregon 6 – Crook, and Washington 6 – Pacific.

APPENDIX E

Technical Appendix

1. This Appendix contains a summary of the Commission's engineering analysis of the technical information that was submitted by the Applicants to support their claimed efficiencies in connection with the proposed transaction between T-Mobile and UScellular. The proposed transaction would combine certain terrestrial access networks and spectrum holdings of T-Mobile and UScellular. This Appendix first defines and explains the terminology used. Then, it provides Capacity, Spectrum, and Loading Analysis, Coverage Analysis, and Fixed Wireless Access Analysis performed by the engineering staff. As explained below, we find that the proposed transaction is likely to generate benefits for both UScellular and T-Mobile customers, including by increasing 5G network coverage and capacity for mobile and FWA services, throughout the footprint.

I. TERMINOLOGY

2. *Spectrum* is the set of radio wave frequencies used by an operator to provide communications services to its subscribers.[1] It is measured in Hertz (Hz) which represents the number of wave cycles that will pass a point in one second.[2] Since radio waves travel at the speed of light, the wave length is easily calculated from the wave's frequency. When referring to radio spectrum used for mobile broadband services, frequency is typically measured in kilohertz (1000 Hertz), megahertz (MHz) (1 million Hertz), or gigahertz (GHz) (1 billion Hertz). Note that these units can refer to either the frequency of a radio wave or the bandwidth between two frequencies. For example, there is five megahertz of bandwidth between the radio frequency 1930 MHz (1.93 GHz) and 1935 MHz (1.935 GHz).

3. The portion of spectrum used in the cell consists of one or more *radio channels. Radio Frequency carrier* (or RF carrier) refers both to the radio equipment for a radio channel and the signals broadcast over the air on that radio channel.[3] For example, both LTE and 5G can operate with 5+5 megahertz RF carriers, where 5 megahertz is used for uplink transmissions from subscriber devices to the network and another 5 megahertz is used for downlink transmissions from the network to subscriber devices. One RF carrier can support many devices concurrently.

4. *Network equipment* includes cell sites that make up the radio network.[4] Cell sites typically include a support structure (i.e., a tower, building, or other structure that provides a desired

[1] Newton's Telecom Dictionary 1187 (31st ed. 2018) (Spectrum is defined as "[a] continuous range of frequencies, usually wide in extent within which waves have some specific common characteristics.").

[2] Weisman, C.J. (2002). *The essential guide to RF and wireless*. Pearson Education, at 9 (Weisman (2002)) ("The number of times a signal goes through a complete up and down cycle (from point A to point E) in one second is the signal's *frequency* (measured in Hertz and abbreviated Hz).").

[3] Weisman (2002) at 9-10 ("Frequency is what separates one [Radio Frequency or RF] signal from another and it is what distinguishes one wireless application from another."); *Id.* at 11-12 ("Only analog signals (sine waves) are used to carry information 'on their backs' as they travel through the air. These analog 'carrier' signal s can carry either analog or digital 'information' signals. The process of combining information signals on top of carrier signals is called modulation. . . . When an information signal is combined with a carrier signal the result is known as wireless communications, and the analog signal doing the carrying is called RF or the *carrier*. . . ."); Calhoun, G., *Digital cellular radio*. Artech House, at 206-07 (1988) ("Most radio transmission utilizes a continuous wave of a fixed frequency, called the *carrier* . . . The modulated carrier—i.e., the carrier with the information . . . actually occupies a narrow region of the spectrum . . . the width of this region—the *occupied bandwidth*—is also measured in KHz or MHz. This is what is commonly referred to as a radio *channel*.").

[4] Tabbane, S. (2000). Handbook of Mobile Radio Networks. Artech House, at 206-07 (Tabbane (2000)) ("The cellular architecture was originally designed as a means of providing a region of substantial geographic size . . . with a communications network using a limited frequency allocation and servicing an increasing traffic demand . . . . The mechanism is based on the pathloss property of radio waves, which means that a frequency used on one site can be

(continued….)

height above the ground), antennas, cables, radios, processors, etc. One site contains one or more sectors,[5] with most sites having three sectors.[6] A sector corresponds to a geographic cell of radio coverage that uses a portion of the spectrum to communicate with a number of subscriber devices, such as smartphone devices, within that geographic area.[7]

5. *Macrocell* refers to a traditional large-scale cell site with traditional antennas or remote radio heads mounted on a tower, building rooftop, or similar large structure, which are then connected to an equipment cabinet or shelter at the base of the tower or within the building or structure.[8]

6. *Spectral efficiency* refers to the amount of traffic a given amount of spectrum in a cell can support.[9] Newer technologies generally increase spectral efficiency compared to older technologies, for example, 5G has a greater spectral efficiency than LTE and therefore provides more capacity per RF carrier of equal size.

7. *Offered Speed* is the average downlink speed of each sector in the network, measured in megabits per second (Mbps). It is calculated as the product of spectrum deployed (downlink megahertz) and spectral efficiency (bits per second/hertz), summed across all bands deployed in each sector.[10]

8. *Offered Capacity* or *Offered Traffic* is the downlink capacity of the entire network, measured in exabytes per month (EB/month). Offered capacity is calculated by converting the offered speed for each sector to a monthly value, and then summing across all sectors in the network.[11]

9. *Carried Traffic* is the amount of traffic usage or traffic demand of the network.

10. *Loading* refers to the ratio of the carried traffic to offered traffic.

11. *Busy Hour* refers to the busiest hour of the day with the highest amount of traffic on the network or the sector.

12. *Coverage* (area) refers to the geographic footprint within which user access to a wireless network is predicted to be available with high confidence and with an estimated minimum downlink user speed.

(Continued from previous page)
reused on another site provided that the two sites are sufficiently far from each other. Each site covers an area called a *cell*, the size of which usually depends on user density.").

[5] *Sectorization* is defined in the Commission's rules as: "The use of an antenna system at any broadband station, booster station and/or response station hub that is capable of simultaneously transmitting multiple signals over the same frequencies to different portions of the service area and/or simultaneously receiving multiple signals over the same frequencies from different portions of the service area." 47 CFR § 27.4; *see also* Tabbane (2000) at 220 (graphical examples of sites having between one to three sectors).

[6] Tabbane (2000) at 295.

[7] *Id.* Each sector can be considered a new cell as it uses a different set of channels and a directional antenna.

[8] Macrocells are traditionally defined having a radius between 1 and 30 km. Tabbane (2000) at 297.

[9] Spectral efficiency is a measure of modulation efficiency and can be defined as the number of "bits per second per Hertz" or the number of bits that are transmitted in a given period of time, usually one second, over a radio channel with a defined bandwidth. George Calhoun, Digital Cellular Radio 304-05, 394 (1988).

[10] *See* Public Interest Statement, Kapoor Decl. ¶ 9 & n.2.

[11] *See id.* ¶ 9 & n.3.

13. *Rural Area*, according to the Census Bureau, is defined as an area encompassing all population, housing, and territory not included in an urban area.[12]

14. *In-Home Broadband* or *fixed wireless access (FWA) service* refers to residential broadband service.[13]

15. *Eligible Household* refers to a household located within T-Mobile's coverage area with sufficient signal quality as well as capacity suitable to support the FWA service.[14]

16. *Supported Household* is determined based on a calculation that recognizes that the FWA use by one subscriber, as well as ordinary mobile usage growth, will impact the continued availability of "excess" capacity and used assumptions about characterizing such use to determine how many FWA subscribers could be supported in a specific area.[15]

17. *H3 resolution-9 hexagons (hex-9s)* refers to the smallest hexagonal geography shown on the FCC National Broadband Map for an area with fixed or mobile wireless coverage.[16]

18. *Broadband Serviceable Locations (BSLs)* are business or residential locations at which mass-market fixed broadband Internet access service exists or can be installed. BSLs can include structures that are (or contain) housing units or group quarters.[17]

II. CAPACITY, SPECTRUM, AND LOADING ANALYSIS

19. In response to WTB and OEA's Information and Data Requests, the Applicants provided network capacity models providing their methodology used to support their claims related to overall offered downlink speeds, downlink capacities, rural downlink speeds, and rural downlink capacities for UScellular's standalone network, T-Mobile's standalone network, and the combined network.[18] The Applicants also provided information indicating that the combined network would include {[ ]} UScellular keep-sites (in addition to the acquired UScellular spectrum).[19]

20. In these models, the offered downlink speeds and capacities are calculated at all sites relevant to each model based on an average spectral efficiency and the amount of available spectrum for

[12] The Census Bureau states, "Rural encompasses all population, housing, and territory not included within an urban area." United States Census Bureau, Urban and Rural, https://www.census.gov/programs-surveys/geography/guidance/geo-areas/urban-rural.html (last visited July 10, 2025).

[13] *See* Public Interest Statement at 1-2.

[14] *See*, *e.g.*, T-Mobile May 20 Response.

[15] *See*, *e.g.*, *id.* at 2 ("Thus, while an area might start with having 25 Eligible Households, that excess capacity might allow only 5 Supported Households so, after the fifth subscriber commits, the eligibility for the region would be reduced to zero.").

[16] *See* FCC, *FCC National Broadband Map*, https://broadbandmap.fcc.gov/home (last visited July 10, 2025) (shown as "Hex Level: 9" on a coverage map). Hex-9 average edge length is approximately 0.2 km with an average area of approximately 0.1 square km. *See* Tables of Cell Statistics Across Resolutions, https://h3geo.org/docs/core-library/restable/ (last visited July 10, 2025).

[17] FCC Broadband Data Collection Help Center, *About the Fabric: What a Broadband Serviceable Location (BSL) Is and Is Not* (Apr. 15, 2024), https://help.bdc.fcc.gov/hc/en-us/articles/16842264428059-About-the-Fabric-What-a-Broadband-Serviceable-Location-BSL-Is-and-Is-Not (last visited July 10, 2025). Each BSL record includes an address (if available), unit count, and land-use category. *Id.*

[18] *See* FCC-TMUS_000026345 (UScellular's standalone network); FCC-TMUS_000026350_2 (T-Mobile standalone network and the combined network).

[19] *See* T-Mobile May 2 Response at 3-4; *see also* FCC-TMUS_000026345; FCC-TMUS_000026348; FCC-TMUS_000026349.

each sector in the 600 MHz, 700 MHz, 850 MHz, AWS1, AWS3, PCS, EBS/BRS, and C-Band. The sector downlink speeds are calculated by the deployed downlink bandwidths multiplied by average spectral efficiencies. The Applicants' average spectral efficiency values for LTE and 5G technologies are shown in Table 1, below.[20] These values are the same for 5G technology, and generally lower for LTE technology, than the corresponding values used previously in the T-Mobile and Sprint transaction, summarized in Table 2, below. The Applicants state that values supplied in this matter reflect T-Mobile's "actual network build and performance"[21] and explain that low-band LTE networks mainly serve users in worse than normal signal strength conditions (because 5G and mid-bands are preferred for use over LTE in the mid-band coverage areas) and the amount of low band LTE spectrum is insignificant compared to the overall spectrum amount.[22]

	Spectral Efficiency (bps/Hz)	
Band	**LTE**	**5G**
600 MHz	{[ ]}	{[ ]}
700 MHz	{[ ]}	{[ ]}
850 MHz	{[ ]}	{[ ]}
AWS1 (1700 MHz)	{[ ]}	{[ ]}
AWS3 (1700 MHz)	{[ ]}	{[ ]}
PCS (1900 MHz)	{[ ]}	{[ ]}
EBS (2.5 GHz)	{[ ]}	{[ ]}
C-Band/DoD	{[ ]}	{[ ]}

Table 1: Average Spectral Efficiency Values Provided by the Applicants in the T-Mobile-UScellular Transaction.[23]

[20] *See* FCC-TMUS_000026345 (providing spectral efficiency values for LTE and 5G in the standalone UScellular network); *see also* FCC-TMUS_000026350_2 (providing spectral efficiency values for LTE and 5G in the standalone T-Mobile network and the combined network). T-Mobile also submitted measured downlink LTE-related spectral efficiency values from T-Mobile's current network that match the assumed values in the T-Mobile Capacity Model and the UScellular Capacity model. *See* T-Mobile May 2 Response at 2-3 & n.4; FCC-TMUS_000047304 (summarizing average LTE-specific downlink spectral efficiency by band and providing spectral efficiency snapshots for each T-Mobile site). T-Mobile explains that the low-band spectrum serves as a base layer of coverage and tends to serve subscribers at the fringes of cell sites where signal strengths and data rates are lower resulting in lower spectral efficiency. We credit T-Mobile's assertion that "[e]ven if the spectral efficiency were held fixed at the levels used for the Sprint transaction, the net effect on the results would be marginal." T-Mobile May 2 Response at 3 & n.5.

[21] T-Mobile May 2 Response at 2.

[22] *Id.* at 2-3.

[23] This table is based on information provided by the Applicants. *See* FCC-TMUS_000026345 (providing spectral efficiency values for LTE and 5G); *see also* FCC-TMUS_000026350_2 (providing spectral efficiency values for LTE and 5G in the standalone T-Mobile network and the combined network).

Average Spectral Efficiency (bps/Cell)				Percentage Increase
Spectrum	**Antennas**	**LTE**	**5G**	
Low band	4x2 MIMO	2.1	2.5	19%
Mid band	4x4 MIMO	2.5	3.8	52%
mmWave	mMIMO	N/A	7	N/A

Table 2: Average Spectral Efficiency Values Provided by the Applicants in the T-Mobile-Sprint Transaction.[24]

21. The Applicants' network capacity models also calculate the total monthly downlink traffic tonnage by multiplying the calculated sector downlink speeds and the equivalent number of busy seconds per day for thirty days, then summing up the total traffic tonnage for all sectors. The models assume that network busy hour carries {[ ]}% of total daily traffic (the equivalent of {[ )]} of traffic per day).[25]

22. The capacity model for UScellular's network yields an overall average downlink speed of {[ ]} Mbps with the offered downlink capacity of {[ ]} exabytes[26] per month, which is consistent with the Applicants' claims.[27] The model for the standalone T-Mobile and combined network yields overall average downlink speeds of {[ ]} Mbps and {[ ]} Mbps, respectively, with offered downlink capacities of {[ ]} exabytes and {[ ]} exabytes per month, respectively. For rural areas, the network capacity model yields an overall average downlink speed of {[ ]} Mbps and {[ ]} Mbps with the offered downlink capacities of {[ ]} exabytes and {[ ]} exabytes per month for standalone T-Mobile and the combined networks, respectively.[28] We find that the modeled standalone T-Mobile and the combined offered network speeds and capacities are similar to, and consistent with, the Applicants' claimed speeds and capacities. We note that the modeled average speed is the sector average speed, meaning the average speed in a sector with a single active user. The average user speeds in a real-world deployment could be lower than the modeled average sector speed depending on the number of simultaneous active users or load on each sector. At the same time, instantaneous user speeds could

[24] *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10774, para. 43, App. F, § V.A.1, Fig. A6 (citing Applications of T-Mobile USA, Inc., and Sprint Corporation for Consent To Transfer Control of Licenses and Authorizations, ULS File No. 0008224209 (filed June 18, 2018, amended July 5, 2018), Exh. 1—Description of the Transaction, Public Interest Statement, and Related Demonstrations at 25-26, Table 3) (providing a summary of spectral efficiency values supplied by the Applicants of the T-Mobile and Sprint transaction)).

[25] *See* FCC-TMUS_000026345 (UScellular's standalone network); FCC-TMUS_000026350_2 (T-Mobile standalone network and the combined network).

[26] 1 exabyte is 1 billion gigabytes.

[27] *See* FCC-TMUS_000026345; Public Interest Statement at 19-22, Fig. 1, Fig. 2 (Applicants claiming an offered downlink capacity of {[ ]} exabytes per month and offered average downlink speed of {[ ]} Mbps for the standalone UScellular network).

[28] These numbers are generally consistent with values claimed by the Applicants. *See* Public Interest Statement at 19-22, Fig. 1, Fig. 2 (the Applicants claiming overall average downlink speeds of {[ ]} Mbps, with offered downlink capacities of {[ ]} exabytes per month, for the standalone T-Mobile and combined networks, respectively). While there is a difference between the speeds and capacities determined by staff from the provided models and those claimed by the Applicants in the Public Interest Statement, staff notes that the provided models incorporate Applicants' updated network planning, which includes {]} more UScellular keep-sites for the combined company than identified in the Applicants' Public Interest Statement. T-Mobile May 2 Response at 3. Staff finds that this difference in numbers determined from the models and Applicants' claimed numbers to be consistent with incorporating the additional keep-sites.

exceed the average user speed due to, for example, the bursty nature of Internet traffic and the typical broadband user behavior.[29]

23. Next, we analyzed the Applicants' overall network spectrum utilization, from 2022 to 2024, based on their response to the engineering data request,[30] which is the ratio of deployed spectrum to the available spectrum at the sector level. Spectrum utilization is a measure of the intensity of spectrum deployment. 100% spectrum utilization means that all available spectrum is deployed on all sites in the network, whereas 50% spectrum utilization would mean, for example, that only half the amount of available spectrum is deployed on all sites or all available spectrum is deployed in only half of the sites. Table 3 is based on the information supplied by Applicants and lists the overall average spectrum utilizations for the combined LTE and 5G networks of both companies from 2022 to 2024.

	2022		2023		2024	
Band	**T-Mobile**	**UScellular**	**T-Mobile**	**UScellular**	**T-Mobile**	**UScellular**
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
800 MHz[31]	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
2.5 GHz	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
3.45 GHz	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
C-Band	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%

Table 3: 2022-2024 LTE & 5G Overall Average Spectrum Utilization[32]

24. The spectrum data suggests that T-Mobile is more intensely deploying its available spectrum resources than UScellular. By 2024, T-Mobile seems to be nearly maximizing its spectrum utilization in all available and deployed bands except the 2.5 GHz band (in which it has high utilization, but not as much as other bands),[33] whereas UScellular seems to be underutilizing its spectrum resources in

[29] *See* FCC, Measuring Broadband America, A Report on Consumer Wireline Broadband Performance in the U.S., at 4 (2011), https://docs.fcc.gov/public/attachments/DOC-308828A1.pdf (last visited July 10, 2025) (explaining, "Broadband Internet access service is 'bursty' in nature. On a short time scale, broadband speeds or information rates may vary widely").

[30] *See* T-Mobile Data Request Response, Attachment A; UScellular Data Request Response, Attachment A.

[31] T-Mobile's 800 MHz spectrum was subject to a divestiture requirement. *See* Public Interest Statement at 37 (citing *United States of America et al., v. Deutsche Telekom AG, T-Mobile US, Inc., Softbank Group Corp., Sprint Corporation, and DISH Network Corporation, Amended Final Judgment*, Case No. 1:19-cv-02232-TJK, at 12-14 (D.D.C. Oct. 23, 2023) (requiring T-Mobile to conduct an auction to divest its 800 MHz spectrum licenses by October 1, 2024)).

[32] Specifically, staff determined these values based on spectrum deployment and site information provided by the Applicants. *See* T-Mobile Data Request Response, Attachment A; UScellular Data Request Response, Attachment A.

[33] T-Mobile has C-Band and 3.45 GHz available only in a limited number of sites. *See* T-Mobile Data Request Response, Attachment A (Site Data tab); *see also* T-Mobile May 2 Response at 12-13 (stating that "while 850 MHz spectrum is listed in the historic deployed carriers data, that category is absent from either the site data or modeled deployed carriers data because T-Mobile closed a transaction to sell its only 850 MHz license in December of 2024"). T-Mobile also states that it generally has "{[

]}." *See* T-Mobile May 2 Response at 13.

all bands except in the PCS band. We find that, based on the Applicants' available and deployed spectrum data, T-Mobile is more intensely deploying its spectrum resources than UScellular.

25. We also analyzed the Applicants' network average downlink sector loading, which is the ratio of downlink average carried traffic to downlink average offered capacity at the sector level, for the busy hour from 2022 to 2024 based on information the Applicants provided in their response to the engineering data request.[34] Typical network design targets average sector loading of 50%,[35] and higher loadings can result in more traffic congestion and reduced average user speeds. In this analysis, we independently calculated the sector offered capacity using the spectral efficiencies in Table 2 to analyze a typical LTE deployment scenario.[36]

26. Figure 1 shows the standalone T-Mobile cumulative distribution function (CDF) of the average sector loadings for the combined LTE and 5G traffic for all sectors.

{[

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Figure 1: T-Mobile LTE & 5G Sector Loading CDF

27. From Figure 1, we find that approximately {[ ]}% of sectors have an average sector loading of less than 50% for 2022, 2023, and 2024, respectively; whereas, approximately {[ ]}% of sectors have an average sector loading of less than 70% for 2022, 2023, and 2024, respectively. This shows the trend of significant increases in T-Mobile's overall carried traffic, relative to its offered capacity, in 2024, compared to 2022 and 2023. Also, we find that approximately

[34] *See* T-Mobile Data Request Response, Attachment A; UScellular Data Request Response, Attachment A.

[35] *BDC Second Report and Order*, 35 FCC Rcd at 7477, para. 39.

[36] Since the average spectral efficiency values for the LTE low-band from Table 2 are larger than those that T-Mobile currently reports for its network, in Table 1, this analysis yields an upper estimate on sector offered capacity and thus a lower (i.e., conservative) estimate on traffic loading. If the spectral efficiency values in Table 1 were used instead, the analysis would yield very similar results.

{[ ]}% of T-Mobile average traffic loads occur at the busiest 5% of all sectors or 95th percentile for 2022, 2023, and 2024, respectively.[37] Overall in 2024, approximately {[ ]}% of T-Mobile's sectors have a loading of at least 50% and 70%, respectively.[38]

28. Figure 2 shows the standalone UScellular cumulative distribution function (CDF) of the average sector loading for the combined LTE and 5G traffic for all sectors.

{[

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Figure 2: UScellular LTE & 5G Sector Loading CDF

29. From Figure 2, we find that approximately {[ ]}% of UScellular's sectors have average sector loading of less than 50% for 2022, 2023, and 2024, respectively; whereas, approximately {[ ]}% of sectors have average sector loading of less than 70% for 2022, 2023, and 2024, respectively. This shows the trend of similar amount of overall carried traffic, relative to its offered capacity, for UScellular in 2023 and 2024, compared to 2022. Also, we find that approximately {[ ]}% of UScellular average traffic loads occur at the busiest 5% of all

[37] That is, as shown in Figure 1, the 95% level of the Cumulative Percentile of All Sectors (y-axis) corresponds to Overall Sector Loading values (x-axis) of less than {[ ]}% for 2022, 2023 and 2024, respectively.

[38] That is, as shown in Figure 1, the Cumulative Percentile of All Sectors (y-axis) for 2024 is approximately {[ ]}% at Overall Sector Loading values (x-axis) of less than 50% and 70%, respectively. *See infra* Tbl. 4.

sectors or 95th percentile for 2022, 2023, and 2024, respectively.[39] Overall in 2024, approximately {[ ]}% of UScellular sectors have a loading of at least 50% and 70%, respectively.[40]

30. Table 4 summarizes these observations of sector loading in the standalone T-Mobile and UScellular networks based on the information provided by the Applicants.[41]

	at less than 50% Sector Loading			at less than 70% Sector Loading		
	2022	2023	2024	2022	2023	2024
T-Mobile	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
UScellular	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
	at 50% Sector Loading or more			at 70% Sector Loading or more		
	2022	2023	2024	2022	2023	2024
T-Mobile	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%
UScellular	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%	{[ ]}%

Table 4: Percentage of Sectors Loaded

31. Overall, we observe a large increase in the percentage of T-Mobile sectors loaded at more than the 50% or 70% sector loading thresholds from 2023 to 2024; whereas, the percentage of UScellular sectors loaded at more than the 50% or 70% sector loading thresholds stays nearly the same from 2023 to 2024. Additionally, in 2024, approximately {[ ]}% of T-Mobile sectors versus {[ ]}% of UScellular sectors have loadings of at least 70%, which indicates that the T-Mobile network is slightly more heavily loaded than the UScellular network at the 70% loading threshold.

32. Table 5 is based on information provided by the Applicants[42] and shows the standalone T-Mobile and UScellular average sector loading by band and by environment for both LTE and 5G networks.

[39] That is, as shown in Figure 2, the 95% level of the Cumulative Percentile of All Sectors (y-axis) corresponds to Overall Sector Loading values (x-axis) of less than {[ ]}% for 2022, 2023 and 2024, respectively.

[40] That is, as shown in Figure 2, the Cumulative Percentile of All Sectors (y-axis) for 2024 is approximately {[ ]}% at Overall Sector Loading values (x-axis) of less than 50% and 70%, respectively. *See infra* Tbl. 4.

[41] T-Mobile Data Request Response, Attachment A; UScellular Data Request Response, Attachment A.

[42] *See* T-Mobile Data Request Response, Attachment A; UScellular Data Request Response, Attachment A.

Average LTE Sector Loading			
T-Mobile Rural	2022	2023	2024
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%
2.5 GHz	{[ ]}%	{[ ]}%	{[ ]}%

Average 5G Sector Loading			
T-Mobile Rural	2022	2023	2024
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%
2.5 GHz	{[ ]}%	{[ ]}%	{[ ]}%

Average LTE Sector Loading			
UScellular Rural	2022	2023	2024
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%
800 MHz	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%
C-Band	{[ ]}%	{[ ]}%	{[ ]}%
3.45 GHz	{[ ]}%	{[ ]}%	{[ ]}%
EBS	{[ ]}%	{[ ]}%	{[ ]}%

Average 5G Sector Loading			
UScellular Rural	2022	2023	2024
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%
800 MHz	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%
C-Band	{[ ]}%	{[ ]}%	{[ ]}%
3.45 GHz	{[ ]}%	{[ ]}%	{[ ]}%
EBS	{[ ]}%	{[ ]}%	{[ ]}%

Average LTE Sector Loading			
T-Mobile Non-Rural	2022	2023	2024
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%
2.5 GHz	{[ ]}%	{[ ]}%	{[ ]}%

Average 5G Sector Loading			
T-Mobile Non-Rural	2022	2023	2024
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%
2.5 GHz	{[ ]}%	{[ ]}%	{[ ]}%

Average LTE Sector Loading			
UScellular Non-Rural	2022	2023	2024
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%
800 MHz	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%
C-Band	{[ ]}%	{[ ]}%	{[ ]}%
3.45 GHz	{[ ]}%	{[ ]}%	{[ ]}%
EBS	{[ ]}%	{[ ]}%	{[ ]}%

Average 5G Sector Loading			
UScellular Non-Rural	2022	2023	2024
600 MHz	{[ ]}%	{[ ]}%	{[ ]}%
700 MHz	{[ ]}%	{[ ]}%	{[ ]}%
800 MHz	{[ ]}%	{[ ]}%	{[ ]}%
PCS	{[ ]}%	{[ ]}%	{[ ]}%
AWS	{[ ]}%	{[ ]}%	{[ ]}%
C-Band	{[ ]}%	{[ ]}%	{[ ]}%
3.45 GHz	{[ ]}%	{[ ]}%	{[ ]}%
EBS	{[ ]}%	{[ ]}%	{[ ]}%

Table 5: LTE and 5G Average Sector Loading by Band and by Environment

33. As evident from the table above, the UScellular network is similarly loaded for the low bands, on average, as compared to T-Mobile for both network types. While T-Mobile's network is more loaded than UScellular's for certain bands using 5G technology, we note that congestion typically occurs when sectors are highly loaded (not at average loading) at the most loaded sectors. We expect congestion to be lower in the combined T-Mobile network than in the standalone T-Mobile network described in Table 5 due to T-Mobile's acquisition of spectrum and network assets. Thus, post-transaction, we expect T-Mobile to have more capacity available and a less congested network.

34. With regard to congestion, T-Mobile claims that, in the UScellular footprint, the transaction will reduce network congestion resulting in {[ ]}% fewer sectors that will experience congestion compared to standalone UScellular and standalone T-Mobile, respectively.[43] T-Mobile defines congestion as actual user speed threshold of 8 Mbps during the busy hour[44] whereas UScellular considers a site congested when {[ ]}.[45] This difference in the minimum user speed congestion thresholds alone suggests that UScellular customers could get a performance boost post-transaction when they experience congestion.

35. The Applicants' capacity models indicate that the offered capacity of the combined network is {[ ]} exabytes relative to {[ ]} exabytes for standalone T-Mobile and {[ ]} exabytes for UScellular,[46] or approximately {[ ]} percent increase in offered capacity relative to the sum of standalone T-Mobile and UScellular offered capacities. This substantial overall capacity increase is the result of additional acquired spectrum deployed on all T-Mobile sites in addition to the UScellular keep-sites.[47] We find that the Applicants' average capacity model methodology based on the amount of spectrum deployed at each sector is sound and the additional increase in offered capacity would substantially alleviate network loading and congestion compared to the standalone companies as discussed previously.

III. COVERAGE ANALYSIS

36. We analyzed the Applicants' LTE and 5G coverage using the H3 resolution-9 hexes (hex-9s) based on the BDC LTE and 5G December 2024 availability data.[48] We limit our analysis to states where UScellular offers meaningful coverage (number of hex-9s) and populations (pops). Table 6 lists the number of covered hex-9s and pops for UScellular and T-Mobile networks. The total UScellular and T-Mobile hexes and pops[49] include all areas and pops that either company claims coverage for in these states. Table 7 lists the number of covered hex-9s where only UScellular has coverage and T-Mobile does not, separately for LTE and 5G coverage. For 5G, there are approximately one million hex-9s and approximately 1.5 million pops that are served by UScellular but not by T-Mobile. For LTE, there

[43] Public Interest Statement, Kapoor Decl. ¶ 16.

[44] *Id.*

[45] UScellular May 21 Response at 2.

[46] *See* FCC-TMUS_000026345 (UScellular's standalone network); FCC-TMUS_000026350_2 (T-Mobile's standalone network).

[47] Public Interest Statement, Kapoor Decl. ¶ 12.

[48] FCC, *FCC National Broadband Map, Data Download*, https://broadbandmap.fcc.gov/data-download/data-by-provider (last visited June 4, 2025). In the Tables presented in this Appendix, "LTE 5/1" refers to an LTE download speed of 5 Mbps and upload speed of 1 Mbps and "5G 7/1" refers to a 5G download speed of 7 Mbps and upload speed of 1 Mbps.

[49] Denoted "Total USC & TMO Hexes" and "Total USC & TMO Pops," respectively, in the headings of Table 6.

are approximately 900,000 hex-9s and approximately one million pops that are served by UScellular but not by T-Mobile. Based on our analysis, the majority of the {[ ]} UScellular sites (keep-sites)[50] that T-Mobile intends to lease to expand its current coverage footprint are located in areas where standalone T-Mobile has only partial coverage.[51]

37. Table 8 and Table 9 compare T-Mobile and UScellular (combined) LTE and 5G coverage versus Verizon and AT&T coverage for 2024, respectively. These tables show that Verizon and AT&T have superior LTE 5/1 Mbps coverage compared to T-Mobile and UScellular (combined) in most states.[52] However, T-Mobile and UScellular (combined) 5G 7/1 Mbps coverage is superior to Verizon and AT&T in all these states. Overall, Verizon and AT&T currently offer superior LTE 5/1 Mbps coverage in these states compared to both T-Mobile and UScellular (combined). Verizon and AT&T cover approximately 2.9 million and 2.6 million more hex-9s and approximately 1.8 million and 1.6 million more pops, respectively, than T-Mobile and UScellular (combined).

38. We performed a geographical analysis of the coverage areas to be provided by the keep-sites to further verify the Applicants' coverage claims, based on the assumption that each keep-site coverage[53] radius is 1, 2, and 3 miles for urban, suburban and rural, respectively. Figure 3 shows a sample map of current keep-sites coverage analysis. It appears that many of the keep-sites are complementary to current T-Mobile's network for both coverage and capacity. These additional keep-sites would expand and enhance coverage and capacity[54] to the standalone T-Mobile network in these areas. Figure 4 shows the cumulative distribution function (CDF) of these keep-sites for UScellular coverage only (where standalone T-Mobile currently has no coverage). From the CDF in Figure 4, approximately {[ ]}%[55] and {[ ]}% of the keep-sites would contribute at least {[ ]}% additional cell coverage area where standalone T-Mobile currently has no coverage, respectively. These keep-sites would mainly help to expand standalone T-Mobile coverage.

[50] *See* T-Mobile May 2 Response at 3-4; *see also* FCC-TMUS_000026345; FCC-TMUS_000026348; FCC-TMUS_000026349; *see also supra* VII.A.

[51] *See infra* Appx. E, para. 38.

[52] T-Mobile and UScellular (combined) have superior LTE 5/1 Mbps coverage to Verizon in Iowa and Oklahoma and to AT&T in Iowa and Maine. *Infra* Appx. E, Tbls. 6, 8, 9.

[53] This analysis was performed based on December 2024 BDC LTE data.

[54] The keep-sites with a large percentage of overlapping coverage would augment standalone T-Mobile network capacity.

[55] In other words, {[ ]}% of the keep-sites contribute less than {[ ]}% of the keep-site cell coverage area and so would help with the capacity augmentation.

LTE 5/1 Coverage	Total USC Hexes	Total USC Pops	Total TMO Hexes	Total TMO Pops	Total USC & TMO Hexes	Total USC & TMO Pops
CA	145,185	328,209	1,797,438	39,028,156	1,824,406	39,038,007
IL	324,951	1,460,258	1,075,028	12,480,934	1,119,832	12,553,581
IA	1,088,913	3,040,267	1,171,543	3,043,838	1,281,336	3,154,825
KS	433,386	673,044	1,495,022	2,849,623	1,519,121	2,866,031
ME	200,545	974,843	201,698	1,105,381	273,487	1,201,488
MD	15,001	183,294	205,407	6,056,317	206,594	6,058,794
MO	376,003	1,468,000	1,014,265	5,816,745	1,100,522	5,882,950
NE	631,866	1,716,120	1,295,221	1,902,946	1,350,893	1,932,601
NH	43,475	593,384	123,374	1,260,154	127,558	1,275,414
NC	367,841	2,699,002	826,161	9,658,940	924,752	9,875,116
OK	533,894	3,182,767	1,207,616	3,844,774	1,258,559	3,877,174
OR	423,458	979,094	830,653	4,125,649	916,012	4,139,597
TN	112,273	1,235,265	581,040	6,306,921	605,144	6,374,051
VA	120,786	962,113	589,978	8,079,636	618,112	8,121,674
WA	227,480	890,417	916,693	7,499,939	947,105	7,515,298
WV	91,550	642,189	241,586	1,466,981	258,895	1,488,408
WI	484,962	4,789,272	713,781	5,396,871	834,520	5,627,383
Total USC States	**5,621,569**	**25,817,538**	**14,286,504**	**119,923,805**	**15,166,848**	**120,982,392**

5G 7/1 Coverage	Total USC Hexes	Total USC Pops	Total TMO Hexes	Total TMO Pops	Total USC & TMO Hexes	Total USC & TMO Pops
CA	108,873	288,355	1,636,748	38,659,968	1,664,557	38,675,440
IL	290,041	1,324,413	930,734	12,298,479	1,004,539	12,407,123
IA	931,835	2,878,555	1,030,737	2,940,926	1,207,617	3,109,889
KS	226,590	395,112	1,262,005	2,784,712	1,297,970	2,799,632
ME	164,491	787,302	175,583	1,032,469	245,137	1,141,031
MD	16,591	176,687	188,817	5,985,126	191,455	5,990,659
MO	339,033	935,810	835,039	5,620,164	963,103	5,730,284
NE	350,729	1,419,143	955,102	1,810,539	1,014,952	1,848,550
NH	14,819	104,484	95,438	1,147,321	99,111	1,158,730
NC	360,009	2,529,377	730,102	9,368,488	853,707	9,652,679
OK	337,659	1,345,532	1,007,196	3,730,905	1,085,537	3,784,987
OR	265,550	906,454	619,613	4,040,451	665,531	4,065,473
TN	75,192	1,023,447	493,589	6,088,885	512,365	6,155,766
VA	65,119	707,426	507,826	7,882,539	524,566	7,910,358
WA	214,802	858,451	746,558	7,331,471	791,313	7,359,490
WV	72,394	568,133	188,366	1,369,570	208,548	1,401,619
WI	451,407	4,639,384	544,279	5,144,518	715,986	5,503,924
Total USC States	**4,285,134**	**20,888,065**	**11,947,732**	**117,236,531**	**13,045,994**	**118,695,634**

Table 6: UScellular (USC) vs. T-Mobile (TMO) December 2024 BDC Coverage Data for LTE and 5G

	LTE 5/1 Coverage		5G 7/1 Coverage	
	USC Only (Hexes)	USC Only (Pops)	USC Only (Hexes)	USC Only (Pops)
CA	26,968	9,851	27,809	15,472
IL	44,804	72,647	73,805	108,644
IA	109,793	110,987	176,880	168,963
KS	24,099	16,408	35,965	14,920
ME	71,789	96,107	69,554	108,562
MD	1,187	2,477	2,638	5,533
MO	86,257	66,205	128,064	110,120
NE	55,672	29,655	59,850	38,011
NH	4,184	15,260	3,673	11,409
NC	98,591	216,176	123,605	284,191
OK	50,943	32,400	78,341	54,082
OR	85,359	13,948	45,918	25,022
TN	24,104	67,130	18,776	66,881
VA	28,134	42,038	16,740	27,819
WA	30,412	15,359	44,755	28,019
WV	17,309	21,427	20,182	32,049
WI	120,739	230,512	171,707	359,406
Total USC States	**880,344**	**1,058,587**	**1,098,262**	**1,459,103**

Table 7: UScellular (USC) Only December 2024 BDC Coverage Data for LTE and 5G

LTE 5/1 Coverage	VZW Only - no TMO or USC (Hexes)	VZW Only - no TMO or USC (Pops)	TMO or USC Only - no VZW (Hexes)	TMO or USC Only (no VZW) (Pops)	Total VZW Hexes	Total VZW Pops
CA	552,789	419,752	126,852	29,992	2,250,343	39,427,767
IL	257,985	249,987	7,439	5,572	1,370,378	12,797,996
IA	74,359	27,654	78,104	60,716	1,277,591	3,121,763
KS	303,448	66,957	46,654	3,765	1,775,915	2,929,223
ME	125,767	123,387	26,775	22,168	372,479	1,302,707
MD	33,746	83,408	7,321	14,634	233,019	6,127,568
MO	404,945	221,182	84,748	56,157	1,420,719	6,047,975
NE	268,825	23,505	88,973	3,550	1,530,745	1,952,556
NH	49,129	73,963	5,092	12,274	171,595	1,337,103
NC	311,535	460,513	43,256	150,330	1,193,031	10,185,299
OK	99,544	44,998	515,555	520,529	842,548	3,401,643
OR	609,682	68,277	73,506	17,147	1,452,188	4,190,727
TN	270,997	400,005	25,953	33,059	850,188	6,740,997
VA	310,958	424,312	23,041	24,326	906,029	8,521,660
WA	253,381	127,276	94,655	30,204	1,105,831	7,612,370
WV	111,054	116,936	59,657	105,153	310,292	1,500,191
WI	277,935	205,950	104,983	253,192	1,007,472	5,580,141
Total USC States	**4,316,079**	**3,138,062**	**1,412,564**	**1,342,768**	**18,070,363**	**122,777,686**

5G 7/1 Coverage	VZW Only - no TMO or USC (Hexes)	VZW Only - no TMO or USC (Pops)	TMO or USC Only - no VZW (Hexes)	TMO or USC Only (no VZW) (Pops)	Total VZW Hexes	Total VZW Pops
CA	60,805	339,657	899,184	2,842,233	826,178	36,172,864
IL	59,350	103,117	532,919	1,362,023	530,970	11,148,217
IA	12,722	12,940	892,131	1,121,425	328,208	2,001,404
KS	41,116	26,809	1,039,472	797,554	299,614	2,028,887
ME	1,873	7,156	235,734	959,097	11,276	189,090
MD	4,668	23,763	123,079	1,732,129	73,044	4,282,293
MO	22,415	35,368	791,617	2,657,230	193,901	3,108,422
NE	47,105	21,795	801,897	350,029	260,160	1,520,316
NH	3,427	14,109	86,945	794,291	15,593	378,548
NC	56,870	196,083	537,907	2,534,578	372,670	7,314,184
OK	27,680	38,609	837,916	1,081,300	275,301	2,742,296
OR	13,975	24,450	521,577	796,180	157,929	3,293,743
TN	21,707	70,989	347,231	1,985,618	186,841	4,241,137
VA	16,704	62,032	410,106	2,934,980	131,164	5,037,410
WA	9,202	38,672	643,639	1,847,274	156,876	5,550,888
WV	4,172	14,743	182,991	876,391	29,729	539,971
WI	30,314	45,133	527,644	2,125,308	218,656	3,423,749
Total USC States	**434,105**	**1,075,425**	**9,411,989**	**26,797,640**	**4,068,110**	**92,973,419**

Table 8: Verizon (VZW) and combined T-Mobile (TMO) and UScellular (USC) December 2024 BDC Coverage Data for LTE and 5G

LTE 5/1 Coverage	ATT Only - no TMO or USC (Hexes)	ATT Only - no TMO or USC (Pops)	TMO or USC Only - no ATT (Hexes)	TMO or USC Only (no ATT) (Pops)	Total ATT Hexes	Total ATT Pops
CA	464,854	329,046	194,050	156,160	2,095,210	39,210,893
IL	242,998	237,742	13,326	23,455	1,349,504	12,767,868
IA	77,705	26,343	87,194	83,850	1,271,847	3,097,318
KS	266,924	62,113	87,349	14,079	1,698,696	2,914,065
ME	69,788	90,800	75,161	94,889	268,114	1,197,399
MD	33,641	80,227	6,861	21,846	233,374	6,117,175
MO	385,711	218,380	54,638	36,946	1,431,595	6,064,384
NE	314,834	24,941	71,137	4,078	1,594,590	1,953,464
NH	45,717	79,913	4,577	9,413	168,698	1,345,914
NC	249,037	413,165	63,910	104,899	1,109,879	10,183,382
OK	178,687	60,987	125,239	46,710	1,312,007	3,891,451
OR	546,679	61,162	97,538	26,789	1,365,153	4,173,970
TN	267,108	377,097	27,906	50,595	844,346	6,700,553
VA	182,192	297,932	77,203	117,043	723,101	8,302,563
WA	221,424	103,138	102,616	73,101	1,065,913	7,545,335
WV	84,041	92,942	44,742	70,156	298,194	1,511,194
WI	249,107	193,877	124,670	199,562	958,957	5,621,698
Total USC States	**3,880,447**	**2,749,805**	**1,258,117**	**1,133,571**	**17,789,178**	**122,598,626**

5G 7/1 Coverage	ATT Only - no TMO or USC (Hexes)	ATT Only - no TMO or USC (Pops)	TMO or USC Only - no ATT (Hexes)	TMO or USC Only (no ATT) (Pops)	Total ATT Hexes	Total ATT Pops
CA	244,753	520,479	495,182	746,434	1,414,128	38,449,485
IL	192,015	263,010	207,447	474,570	989,107	12,195,563
IA	13,558	11,230	925,740	1,221,848	295,435	1,899,271
KS	99,244	51,829	751,789	507,659	645,425	2,343,802
ME	29,153	53,589	130,890	340,002	143,400	854,618
MD	26,406	94,794	27,278	215,923	190,583	5,869,530
MO	176,944	183,135	361,006	488,042	779,041	5,425,377
NE	30,331	17,129	845,489	519,509	199,794	1,346,170
NH	5,732	37,127	75,294	523,506	29,549	672,351
NC	47,774	153,604	512,647	2,356,025	388,834	7,450,258
OK	160,997	106,501	353,455	186,555	893,079	3,704,933
OR	124,457	59,526	418,144	590,477	371,844	3,534,522
TN	103,811	205,688	230,807	1,112,590	385,369	5,248,864
VA	58,792	175,204	270,601	1,028,574	312,757	7,056,988
WA	128,601	133,076	286,753	593,233	633,161	6,899,333
WV	50,480	83,231	72,933	172,925	186,095	1,311,925
WI	84,906	101,328	371,398	996,684	429,494	4,608,568
Total USC States	**1,577,954**	**2,250,480**	**6,336,853**	**12,074,556**	**8,287,095**	**108,871,558**

Table 9: AT&T (ATT) and combined T-Mobile (TMO) and UScellular (USC) December 2024 BDC Coverage Data for LTE and 5G

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Figure 3: UScellular Keep-Sites with LTE Coverages

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Figure 4: Keep-Sites CDF of UScellular Only Coverage

IV. FIXED WIRELESS ACCESS ANALYSIS

39. The Applicants claim that, post-transaction, T-Mobile would offer its FWA service to approximately {[ ]} additional households in the UScellular footprint, and have the capacity to support an additional {[ ]} households in that footprint, compared to standalone T-Mobile's FWA offerings.[56] In order to assess this increase in the number of households eligible for T-Mobile's FWA service, we analyzed the Applicants' BDC-submitted December 2024 LTE coverage to calculate an estimate of the number of Broadband Serviceable Locations (BSLs) and units (as a proxy for number of households) in their coverage areas. See Table 10 below.

Scenario	Total Number of BSLs	Total Number of Units
Combination of USCC and TMO LTE coverages within USCC spectrum license area, but excluding TMO FWA and USCC FWA available BSLs	2,569,256	3,259,373
Combination of USCC and TMO LTE coverages within USCC spectrum license area, but excluding TMO FWA available BSLs	5,306,628	6,875,741

Table 10: Count of BSLs and Units potentially available to T-Mobile for FWA post-transaction

40. Since this analysis does not account for 4G or 5G sector-level capacity available for FWA, the numbers above are based only on coverage availability and are not an exact calculation of the number of households classified as Eligible Households by T-Mobile; it simply presents a calculation of an estimate of the universe of BSLs or Units that exist in the UScellular licensed areas where T-Mobile could potentially offer FWA service. As seen from the table above, the number of eligible households that T-Mobile claims is less than the upper limit of Units in both scenarios, namely 3,259,373 and 6,875,741.

41. In reviewing T-Mobile's submission,[57] we determined that of the {[ ]} pre-transaction sectors T-Mobile operates in the UScellular markets, {[ ]} have sufficient excess capacity to offer fixed wireless service.[58] Pre-transaction, these sectors offer service to approximately {[ ]} households with the capacity to serve approximately {[ ]} households with fixed wireless service.[59] Post-transaction, {[ ]} of T-Mobile's current {[ ]} sectors would have the capacity to offer fixed wireless service, with approximately {[ ]} households eligible for service and the capacity to serve approximately {[ ]} households.[60] This increase of approximately {[ ]} eligible households and approximately {[ ]} households potentially served is due exclusively to the network capacity increases created by increased spectrum deployment as a result of the transaction on T-Mobile's current network.[61]

[56] Public Interest Statement at iii, 28-29; Public Interest Statement, Kapoor Decl. ¶ 19.

[57] *See* T-Mobile May 20 Response at 1-3, Exhibit G, "TMO and Combined Network_HSI Eligible and Supported Homes.xlsx."

[58] *See id.*

[59] *See id.*

[60] *See id.*

[61] *See id.* (enumerating T-Mobile pre-transaction sites within the UScellular footprint).

42. Further, T-Mobile's submission indicates that {[ ]} keep-sites would have excess capacity to serve FWA users out of {[ ]} keep-sites currently operated by UScellular, based on T-Mobile adding its own spectrum to that currently deployed by UScellular.[62] Across these sites, T-Mobile would offer service to an additional approximately {[ ]} households currently outside its own network, and have the capacity to serve an additional approximately {[ ]} households.[63] When combined with the approximately {[ ]} newly eligible households and approximately {[ ]} newly supported households in T-Mobile's current footprint, we calculate the same approximately {[ ]} newly eligible households and approximately {[ ]} newly supported households as claimed by the Applicants.[64] After reviewing the submitted sector data for the claimed FWA eligible and supported households, we find credible evidence to support this claim.

43. T-Mobile additionally claims that of the approximately {[ ]} additional eligible households and capacity to serve {[ ]} additional households, that approximately {[ ]} additionally eligible households would be rural, and that the excess capacity could serve approximately {[ ]} rural households.[65] In reviewing T-Mobile's submission, we calculate that, as a result of the proposed transaction, T-Mobile would be able to offer service to an additional approximate {[ ]} rural households, with capacity to serve an additional approximate {[ ]} rural households.[66] After reviewing the submitted sector data for the claimed rural FWA eligible and supported households, we find credible evidence to support this claim.[67]

[62] *See id.*; T-Mobile May 2 Response at 3-4; FCC-TMUS_000026345; FCC-TMUS_000026348; FCC-TMUS_000026349.

[63] *See* T-Mobile May 20 Response at 1-3, Exhibit G, "TMO and Combined Network_HSI Eligible and Supported Homes.xlsx."

[64] *See id.*

[65] *See* Public Interest Statement at 29; T-Mobile Feb. 27 Response at 8; Public Interest Statement, Kapoor Decl. ¶ 23.

[66] *See* T-Mobile Data Request Response, Attachment A; T-Mobile May 20 Response at 1-3, Exhibit G, "TMO and Combined Network_HSI Eligible and Supported Homes.xlsx."

[67] While there is a difference between the additional {[ ]} rural households claimed by T-Mobile and the {[ ]} rural households we calculated, we find T-Mobile's estimate conservative and the claims are supported for the reasons described herein.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing FCC approval was served via electronic mail this July 15, 2025, to the parties appearing on the Commission's service list (last modified March 31, 2025).

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