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

In the Matter of	)	
	)	
Applications of New Cingular Wireless PCS, LLC and United States Cellular Corporation For Consent to Assign Licenses	)	WT Docket No. 25-150
	)	
	)	

MEMORANDUM OPINION AND ORDER

Adopted: December 3, 2025 **Released: December 3, 2025**

By the Chief, Wireless Telecommunications Bureau:

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I. INTRODUCTION

1. In this Memorandum Opinion and Order, we grant the thirty-four (34) assignment applications filed by New Cingular Wireless PCS, LLC, an indirect, wholly owned subsidiary of AT&T Inc. (collectively, AT&T), and Array Digital Infrastructure Inc. (Array) (formerly known as United States Cellular Corporation or UScellular)[1] (AT&T and Array together, the Applicants), seeking Commission consent to assign several Lower 700 MHz and 3.45 GHz licenses from various subsidiaries and affiliates of Array to AT&T.[2] In addition, we grant the Applicants' request for waiver of the time-limited 40 megahertz aggregation limit on 3.45 GHz spectrum under section 27.1606(a) of the Commission's rules.

2. The proposed spectrum assignment does not trigger the Commission's total spectrum screen and triggers enhanced factor review in two of the 221 Cellular Market Areas (CMAs) included in the transaction. After carefully evaluating the potential competitive effects of the proposed assignments, we find that the likelihood of competitive harm is low, for the reasons set forth below. We also find that the transaction would result in certain public interest benefits, including enhancing AT&T's network coverage, capacity and performance resulting in a better customer experience. Finally, we find that a waiver of the aggregation limit on 3.45 GHz spectrum is warranted given the circumstances of this transaction and that a waiver would serve the public interest by ensuring the spectrum at issue is put to rapid use.

II. BACKGROUND

A. Description of the Applicants

1. AT&T

3. New Cingular Wireless PCS, LLC is an indirect, wholly owned subsidiary of AT&T Inc.,[3] a publicly traded telecommunications services provider incorporated in Delaware.[4] AT&T Inc. and its subsidiaries provide nationwide wireless service to approximately 89 million postpaid subscribers, 19

[1] On August 1, 2025, United States Cellular Corporation (UScellular) was renamed Array Digital Infrastructure, Inc. (Array). *See* Letter from Christine M. Crowe, Outside Counsel for Array Digital Infrastructure, Inc., to Marlene H. Dortch, Secretary, FCC, WT Docket Nos. 25-150, at 1 n.1 (Oct. 23, 2025).

[2] The Applicants filed the assignment applications on January 3, 2025. *See* Applications of New Cingular Wireless PCS, LLC and United States Cellular Corporation For Consent to Assign Licenses, WTB Docket No. 25-150; ULS File Nos. 0011364041 (lead), 0011369069, 0011369073, 0011369075, 0011369076, 0011369080, 0011369082, 0011369087, 0011369100, 0011369104, 0011369106, 0011369110, 0011369121, 0011369126, 0011369129, 0011369130, 0011369133, 0011369134, 0011369135, 0011369136, 0011369138, 0011369140, 0011369142, 0011369148, 0011369149, 0011369150, 0011369152, 0011369273, 0011369287, 0011369299, 0011369307, 0011369079, 0011369111, 0011369128 (filed Jan. 3, 2025) (collectively, Applications). In their filing, the Applicants state that some of the filed applications seek consent to the assignment of licenses then held by King Street Wireless, L.P. (King Street), but that UScellular was seeking Commission approval to acquire all of the interests in King Street. *See id*., Description of Transaction, Public Interest Statement, and Request for Waiver at 1 & ns.1, 2-3 (Public Interest Statement); *see also id.*, Exh. 2 (Description of Spectrum to Be Assigned in Full to New Cingular Wireless PCS, LLC) at 19-25 (identifying certain licenses currently held by King Street). The Commission granted that approval and UScellular and King Street consummated the transaction on July 14, 2025. *See 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, Memorandum Opinion and Order, DA 25-605 (WTB/OIA July 11, 2025) (*T-Mobile-UScellular Order*); *see also* Application of United States Cellular Corporation and King Street Wireless, LP for Consent to Transfer Control of Licenses, ULS File No. 0008088917 (consummated).

[3] Public Interest Statement at 1; AT&T Inc., SEC Form 10-K at 1 (filed Feb. 12, 2025) (AT&T 10-K); AT&T 10-K, Exh. 21 at 3.

[4] AT&T 10-K at 1.

million prepaid subscribers, and 10 million subscribers through resellers, and sell handsets, wireless data cards and wireless computing devices for use with its services.[5] AT&T reported 2024 total operating revenues of approximately $122.3 billion, with an operating income of approximately $19 billion.[6]

2. Array

4. When the Applications were submitted, Array, then named UScellular, was a wireless provider with approximately 4.5 million retail connections and operations in 21 states that provided wireless services, in-home/business broadband (fixed wireless access), and Internet of Things (IoT) services; UScellular also owned approximately 4,400 towers, which it used to support its own network and lease space to other providers.[7] On August 1, 2025, UScellular completed the sale of its wireless operations, customers and some spectrum assets to T-Mobile and changed its name to Array.[8] Array continues to own approximately 4,400 towers and is the fifth largest tower company in the United States.[9] Array is incorporated in Delaware and is a majority-owned subsidiary of Telephone Data Systems, Inc. (TDS).[10] Array reported total operating revenues from continuing operations of $47.1 million for the third quarter of 2025.[11]

B. Description of the Transaction

5. On November 6, 2024, AT&T and Array entered into a license purchase agreement, pursuant to which various subsidiaries and affiliates of Array would assign certain 700 MHz and 3.45 GHz licenses to AT&T.[12] In the proposed transaction, AT&T would acquire up to 24 megahertz of Lower 700 MHz spectrum and up to 40 megahertz of 3.45 GHz spectrum in 906 counties in all or parts of 221 CMAs covering approximately 12% of the population of the United States, excluding the territories.[13] The Applicants seek a waiver of section 27.1606(a) of the Commission's rules, which sets a time-limited aggregation limit of 40 megahertz of 3450-3550 MHz band licenses in any service area at any given time for four years after the close of Auction 110 for 3.45 GHz licensees, which expires on January 4, 2026.[14]

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[5] *Id.* at 1-2, 23; Public Interest Statement at 1-2.

[6] AT&T 10-K at 41.

[7] Public Interest Statement at 2. UScellular's wireless service offerings included postpaid and prepaid wireless voice, data, and messaging service. *Id.*

[8] *See* News Release, Telephone and Data Systems, Inc. and UScellular, *UScellular Completes Sale of Wireless Operations* (Aug. 1, 2025), https://investors.uscellular.com/news/news-details/2025/UScellular-Completes-Sale-of-Wireless-Operations/default.aspx (TDS and UScellular Aug. 1 News Release).

[9] *See id*. Array also states that it retained "noncontrolling investment interests[] and spectrum holdings across various bands" post-sale. *Id.*

[10] *See* UScellular, SEC Form 8-K at 1, 3 (filed May 24, 2024), https://www.sec.gov/Archives/edgar/data/821130/000110465924065665/tm2415626d2_8k.htm (pre T-Mobile-UScellular transaction); Array Digital Infrastructure, Inc., SEC Form 8-K, at 1 (filed Aug. 4, 2025), https://www.sec.gov/Archives/edgar/data/821130/000110465925073368/tm2518822d2_8k.htm (post T-Mobile-UScellular transaction); About Us, Array, https://www.arrayinc.com/about/ (last visited Dec. 1, 2025).

[11] News Release, Array, Array Reports Third Quarter 2025 Results, https://s206.q4cdn.com/566645195/files/doc_news/Array-reports-third-quarter-2025-results-2025.pdf (Nov. 7, 2025).

[12] Public Interest Statement at 2.

[13] *See id*., Exh. 3 (Spectrum Aggregation) (amended July 25, 2025) (July 25 Amended Spectrum Aggregation Exhibit).

[14] 47 CFR § 27.1606(a); *see also Facilitating Shared Use in the 3100-3550 MHz Band*, WT Docket No. 19-348, Second Report and Order, Order on Reconsideration, and Order of Proposed Modification, 36 FCC Rcd 5987, 6022-

(continued….)

6. The Applicants assert that the proposed transaction would further the public interest by improving AT&T's network capacity, resulting in service enhancements, including more customers receiving faster speeds, and the provision of additional products and services to customers in the relevant markets.[15] The Applicants state that this would allow AT&T to "offer[] improved, more robust, and more advanced services," better meeting customer needs and resulting in a better customer experience.[16] The Applicants further state that granting a waiver of the limited-duration aggregation limit on 3.45 GHz spectrum is in the public interest because the primary purpose of the aggregation limit has already been served and the requested waiver would "expedite the deployment of advanced services and enable deployment of spectrum that would otherwise lie fallow or be far less rapidly deployed."[17]

C. Transaction Review Process

7. On January 3, 2025, AT&T and Array filed 34 assignment applications seeking Commission consent to assign several Lower 700 MHz and 3.45 GHz licenses from various subsidiaries and affiliates of Array to AT&T.[18] On March 26, 2025, a public notice was released accepting the Applications for filing and seeking comment on the Applicants' request for waiver of section 27.1606(a) of the Commission's rules.[19] On April 25, 2025, two petitions to deny,[20] one petition to hold in abeyance,[21] and one comment[22] were timely filed. On May 12, 2025, AT&T and Array and Array and King Street respectively filed joint oppositions.[23] On May 22, 2025, RWA and the abeyance petitioners filed their respective replies.[24] In this docket, RWA also filed copies of pleadings it filed concerning other Array spectrum assignment transactions.[25]

(Continued from previous page)
23,6025, paras. 102, 106 (2021) (*3.45 GHz Order*). Auction 110 closed on January 4, 2022. *See Auction of Flexible-Use Service Licenses in the 3.45-3.55 GHz Band Closes, Winning Bidders Announced for Auction 110*, AU Docket No. 21-62, Public Notice, 37 FCC Rcd 308, 308, para. 1 (OEA/WTB 2022) (*Auction 110 Public Notice*).

[15] Public Interest Statement at 4; *see also* AT&T and UScellular Joint Opposition at 3-5 (May 12, 2025) (Joint Opposition).

[16] Public Interest Statement at 4, 6.

[17] *Id.* at 8.

[18] 47 U.S.C. § 310(d); Applications; Public Interest Statement at 3.

[19] *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 Public Notice*).

[20] Rural Wireless Association (RWA) Petition to Deny (Apr. 25, 2025); Public Knowledge, Communications Workers of America, New America's Open Technology Institute, and Benton Institute for Broadband & Society (Benton) Petition to Deny (Apr. 25, 2025) (Public Knowledge et al. Petition to Deny).

[21] Mark J. O'Connor and Sara Leibman Petition to Hold in Abeyance (Apr. 25, 2025) (O'Connor Leibman Abeyance Petition).

[22] NCTA—the Internet & Television Association Comments (Apr. 25, 2025) (NCTA Comments).

[23] Joint Opposition; AT&T and King Street Joint Opposition (May 12, 2025).

[24] RWA Reply to Opposition (May 22, 2025) (RWA Reply); Mark J. O'Connor and Sara Leibman Reply to Opposition (May 22, 2025) (O'Connor Leibman Reply).

[25] *See* RWA, New America's Open Technology Institute (OTI), Benton, and Communications Workers of America (CWA) Reply to Joint Opposition and Comments, WT Docket Nos. 25-192, 25-120 (Aug. 25, 2025) (Coalition Filers AFR Reply) (replying to the Joint Opposition in response to the Coalition Filers' Application for Review of the *T-Mobile-UScellular Order*); Reply to Cellco Partnership and UScellular Joint Opposition to RWA Petition to Deny, WT Docket Nos. 25-192, 25-150, GN Docket No. 24-286 (Aug. 1, 2025) (RWA Verizon-Array Reply) (responding to Verizon and Array's (then UScellular) Joint Opposition to RWA's Petition to Deny the Verizon-
(continued….)

III. STANDARD OF REVIEW AND PUBLIC INTEREST FRAMEWORK

8. Pursuant to section 310(d) of the Communications Act of 1934, as amended (the Act),[26] we must determine whether the proposed assignment to AT&T of licenses held and controlled by Array and its subsidiaries and affiliates 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.[27]

9. 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.[28] Our competitive analysis, which forms an important part of the public interest evaluation, is informed by, but not limited to, traditional antitrust principles.[29] 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.[30] Notably, the Commission has determined it may impose and enforce transaction-related conditions to ensure that the public interest is served by the transaction.[31]

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Array transaction). These pleadings were filed after the close of the comment cycle for the instant transaction. To the extent these pleadings make arguments opposing or otherwise relevant to our review of the instant proposed transaction, we treat these pleadings as informal objections or informal requests for action pursuant to section 1.41 of the rules. 47 CFR § 1.41; *see also* 47 CFR § 1.9030(e)(1)(iii) (requirements for petitions to deny *de facto* leasing applications).

[26] 47 U.S.C. § 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.*, *T-Mobile-UScellular Order* at 8, para. 13 & n.43; *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 3 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*).

[27] 47 U.S.C. § 310(d); *T-Mobile-UScellular Order* at 9, para. 13; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 8; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

[28] *See, e.g.*, *T-Mobile-UScellular Order* at 9, para. 14; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

[29] *See, e.g.*, *T-Mobile-UScellular Order* at 9, para. 14; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *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").

[30] *See, e.g.*, *T-Mobile-UScellular Order* at 9, para. 14; *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*).

[31] *See, e.g.*, *T-Mobile-UScellular Order* at 9, para. 14; *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*
(continued….)

10. 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.[32] As part of our public interest authority, we may impose conditions to ensure for the public the transaction-related benefits claimed by the applicants.[33]

11. 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.[34] 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.[35]

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

12. 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.[36] 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."[37] Therefore, as a threshold matter, the Commission must determine whether the applicants to a proposed transaction meet the requisite qualification requirements to hold and transfer licenses under section 310(d) of the Act and the Commission's rules.[38]

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Communications Corp., (A Nevada 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*).

[32] 47 U.S.C. § 309(e); *T-Mobile-UScellular Order* at 10, para.15; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 10; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

[33] *See, e.g.*, *T-Mobile-UScellular Order* at 10, para. 15; *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*).

[34] *See, e.g.*, *T-Mobile-UScellular Order* at 10, para. 16; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 1.

[35] 47 U.S.C. § 309(e); *T-Mobile-UScellular Order* at 10, para. 16; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586-87, para. 11; *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.

[36] 47 U.S.C. § 310(d).

[37] 47 U.S.C. §§ 308, 310(d); *T-Mobile-UScellular Order* at 10, para. 17; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596-97, para. 43; *Century Link-Level 3 Order*, 32 FCC Rcd at 9587, para. 12.

[38] *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.

13. AT&T will acquire certain Array spectrum licenses. No issues were credibly raised regarding the basic qualifications of AT&T.[39] We therefore find that there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications of AT&T under the Act and our rules, regulations, and policies. Array (formerly known as UScellular) and its subsidiaries and affiliates previously and repeatedly have been found qualified to hold Commission licenses.[40] While petitioners O'Connor and Leibman challenge the character qualifications of Array and its subsidiaries and affiliates to be licensees, as explained below, nothing in their petition warrants reevaluation of the qualifications of Array or its subsidiaries and affiliates. We also find that the transaction does not violate any statutory provision or Commission rule with the exception of the request for waiver of section 27.1606(a), for which we grant a waiver below.

14. In their Petition, O'Connor and Leibman argue that we should hold the Applications in abeyance based on allegations that Array and its designated entities lack the character qualifications to be licensees.[41] O'Connor and Leibman have filed *qui tam* actions in federal court against Array (then UScellular), arguing that it fraudulently obtained the benefit of designated entity credits in two FCC auctions.[42] They ask us to delay our consideration of the Applications until their *qui tam* actions have been fully resolved. 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.[43] O'Connor and Leibman raised identical arguments with regard to UScellular's assignment of licenses to T-Mobile.[44] In that proceeding, we found that O'Connor and Leibman had not shown that UScellular engaged in such conduct that would call into question UScellular's basic qualifications to hold licenses and warrant a hearing.[45] O'Connor and Leibman have

[39] We note that AT&T previously and repeatedly has been found qualified to hold Commission licenses. *See, e.g.*, *Application of AT&T Mobility Spectrum, LLC and Kaplan Telephone Company, Inc. for Consent to Assign Licenses*, WT Docket No. 14-167, Memorandum Opinion and Order, 30 FCC Rcd 8502, 8506-07, para. 9 (WTB 2015); *Application of AT&T Mobility Spectrum, LLC and Data-Max Wireless, LLC for Consent to Assign License*, WT Docket No. 16-59, Memorandum Opinion and Order, 31 FCC Rcd 12662, 12664-65, para. 6 (WTB 2016).

[40] *See, e.g.*, *T-Mobile-UScellular Order* at 11, para. 18; *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).

[41] O'Connor Leibman Abeyance Petition.

[42] *Id.* at 2-3; *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), *rev'd and remanded*, 153 F4th. 1272 (D.C. Cir. 2025); *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); *rehearing en banc denied, U.S., ex rel. O'Connor v. USCC Wireless Inv., Inc.*, No. 23-7044, 2025 WL 1073360 (D.C. Cir. Apr. 8, 2025); *petition for certiorari filed U.S. ex rel. O'Connor v. USCC Wireless Inv., Inc.* (U.S. Sept. 9, 2025).

[43] *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. 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 5, 18.

[44] *See* Mark J. O'Connor, Sara F. Leibman Petition to Hold in Abeyance, Deny, or Dismiss, GN Docket. No. 24-286 (Dec. 9, 2024).

[45] *T-Mobile-UScellular Order*, at 11-13, paras. 18-22.

presented no additional evidence here and so, for the reasons expressed in that proceeding, we conclude there is no material question of fact regarding Array's basic qualifications to be a Commission licensee.

V. PRELIMINARY ISSUES

15. Coalition Filers,[46] RWA, and Public Knowledge et al. advocate for a consolidated review of the Array spectrum transactions,[47] and Public Knowledge et al. argues for consolidated review of the 3.45 GHz spectrum transactions.[48] The Applicants oppose consolidated review of any remaining Array transactions.[49] We decline to consolidate review of the pending Array spectrum transactions and note that we previously evaluated petitioners' arguments for consolidation in the context of the *T-Mobile-UScellular Order*.[50] We disagree with petitioners that consolidation is necessary to address the public interest claims and benefits of this spectrum transfer.[51] Further, to the extent that petitioners seek review

[46] The Coalition Filers consist of RWA, CWA, OTI, and Benton. *See* Letter from Carri Bennet, Outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Nell Geiser, Director of Research, and Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA, Michael Calabrese, Director Wireless Research Future Program and Senior Advisor, OTI, and Andrew Jay Schwartzman, Senior Counsel, Benton, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-150 (Aug. 7, 2025) (Coalition Filers *Ex Parte* Letter).

[47] *Id.* at 1; Public Knowledge et al. Petition to Deny at 15-16; RWA Petition to Deny at 5; Reply to Opposition of the RWA at 2, 9-10 (RWA Reply); Letter from Carri Bennett, Outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Peter Gregory, Broadband Policy Fellow, Public Knowledge, Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA, Michael Calabrese, Wireless Future Program and Senior Advisor, OTI, to Marlene H. Dortch, Secretary, FCC, WT Docket Nos. 25-150, 25-195, GN Docket No. 24-286 at 1, 4 (July 3, 2025) (Public Knowledge Coalition July 3 *Ex Parte* Letter); Letter from Carri Bennett, Outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Peter Gregory, Broadband Policy Fellow, Public Knowledge, Hooman Hedayati, Senior Strategic Research Associate for Telecommunications Policy, CWA, Michael Calabrese, Wireless Future Program and Senior Advisor, OTI, to Marlene H. Dortch, Secretary, FCC, WT Docket Nos. 25-192, 25-150, at 1 (July 30, 2025) (Public Knowledge Coalition July 30 *Ex Parte Letter*); Letter from Carri Bennet, Outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Hooman Hedayati, Senior Strategic Research Associate, CWA, Peter Gregry, Broadband Policy Fellow, Nat Purser, Government Affairs Policy Advocate, Public Knowledge, Michael Calabrese, Director, Wireless Future Program and Senior Advisor, OTI, Andrew Jay Schwartzman, Senior Counsel, Benton, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286, WT Docket No. 25-150, at 1-2, 4 (June 2, 2025) (Public Knowledge Coalition June 2 *Ex Parte* Letter); Letter from Carri Bennet, Outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Grant Gendron, Senior Corporate Counsel EchoStar Corporation, Peter Gregory, Broadband Policy Fellow, Public Knowledge, Nell Geiser, Research Director, CWA, Jessica Dine, Policy Analyst, OTI, to Marlene H. Dortch, Secretary, FCC, GN Docket No. 24-286, WT Docket No. 25-150, at 2, 5 (May 15, 2025) (EchoStar Coalition May 15 *Ex Parte* Letter); RWA Verizon-Array Reply at 1 & n.1; Coalition Filers AFR Reply at 1.

[48] Public Knowledge et al. Petition to Deny at 13.

[49] Joint Opposition at 15-16.

[50] *T-Mobile-UScellular Order*, at 14-18, paras. 23-27. We note that the Coalition Filers filed an Application for Review of the *UScellular-T-Mobile Order* on July 30, 2025 that is pending.

[51] RWA Petition at 5 (arguing that the Commission should consolidate its review to properly address all stated public interest claims). As we previously concluded, the Array transactions involve different, unrelated buyers and contemplate each buyer acquiring differing amounts and types of spectrum, implicating different aggregation issues and public interest analyses. Although the Coalition Filers cite to their pending Application for Review to support their argument for consolidated review, we decline to reevaluate determinations made in the T-Mobile-UScellular transaction in the proposed spectrum transfer at issue. Accordingly, we find no basis for consolidating the review of the pending Array spectrum transfer applications. Additionally, as set forth below, the instant transaction involves the transfer of spectrum only, so does not trigger the HHI screen, which was evaluated when UScellular transferred its customers, wireless operations, and select spectrum assets to T-Mobile and exited the provision of mobile services.

of determinations previously made in the T-Mobile-UScellular transaction, we decline to do so here, and we note that petitioners do not offer any new rationale for consolidating the remaining Array spectrum transactions.

16. We also reject NCTA's arguments that the AT&T 3.45 GHz spectrum transactions and related waiver requests should be considered together as part of a holistic review of spectrum access policies.[52] Precedent supports reviewing each Array transaction and each AT&T 3.45 GHz transaction separately.[53] Further, we have broad discretion in how we conduct our proceedings[54] and "[o]ur review process generally takes into account, as appropriate, the effects of multiple pending applications . . . ."[55] As explained below, we have previously concluded that consolidated review of the Array (then UScellular) transactions and the AT&T 3.45 GHz transactions, respectively, is not warranted because of the differences between the transactions. Nothing in the record for the instant transaction warrants a different approach. In the *AT&T-FTC Order*, we considered and rejected arguments for the consolidated review of the AT&T 3.45 GHz spectrum transactions and related waiver requests.[56] The underlying facts of these transactions and related waiver requests have not changed since we addressed similar arguments in the *AT&T-FTC Order*. In addition, the Applicants oppose consolidated review of the AT&T 3.45 GHz spectrum transactions and the related waiver requests.[57] As we previously concluded, consolidated review is not warranted—the AT&T 3.45 GHz transactions involve different, unrelated non-AT&T parties and contemplate AT&T leasing or acquiring differing amounts and types of spectrum in different markets, implicating different aggregation issues and public interest analyses.[58] Further, our waiver rules support case-by-case consideration of waiver requests.[59] Accordingly, we continue to find no basis for consolidating our review of the AT&T 3.45 GHz transactions or the related waiver requests.

[52] NCTA Comments at 3.

[53] *See, e.g.*, *T-Mobile-UScellular Order* at 16, para. 24; *AT&T-FTC Order* at 6, para. 114 & n. 38.

[54] *See* 47 U.S.C. § 154(j); *see also, e.g.*, *T-Mobile-UScellular Order* at 16, para. 24; *AT&T-FTC Order* at 5, para. 11; *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).

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

[56] *Applications of AT&T Mobility Spectrum, LLC and FTC Management Group Inc. for Long-Term De Facto Transfer Leasing Arrangement*, WT Docket No. 25-138, Memorandum Opinion and Order, DA 25-740, at 4-5, paras. 10-11 (WTB Aug. 21, 2025) (*AT&T-FTC Order*) (rejecting arguments from Public Knowledge, OTI, and NCTA for consolidated review of all AT&T 3.45 GHz spectrum transactions and the related requests to waive the time-limited aggregation limit for 3.45 GHz spectrum).

[57] Joint Opposition at 16.

[58] *AT&T-FTC Order* at 5, para. 11. *But see* Public Knowledge Coalition Filers July 30 *Ex Parte* Letter at 1 (advocating for consolidated review based on the argument that the three transactions are interdependent and must be reviewed together to fully assess the implications on competition, rural service, consumer welfare, the labor market, and the public interest as a whole).

[59] *See* 47 CFR § 1.925(b)(3) (referring to "application to the instant case" and "factual circumstances of the instant case" in the waiver request standard).

VI. POTENTIAL PUBLIC INTEREST HARMS

17. 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 to promoting effective competition and innovation in the marketplace.[60] Regarding mobile spectrum holding 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.[61] When considering the potential competitive effects of spectrum aggregation, 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 advanced 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.[62] In reviewing applications involving a proposed transaction, the Commission evaluates the potential public interest harms, including potential competitive harms that may result from the transaction.[63]

18. Following long-standing Commission precedent, we begin our competitive analysis by determining the appropriate market definitions for the proposed transaction.[64] We then turn to our consideration of the potential competitive effects of the proposed transaction by first applying our initial two-part screen to help identify markets of potential concern,[65] and then undertaking our market-by-market analysis. The market-by-market analysis evaluates the likelihood of competitive harm in the markets implicated by this transaction to ensure that the public interest, convenience, and necessity is served.[66] As discussed in detail below, we find that, post-transaction, the likelihood of competitive harm in the markets at issue is low.

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[60] *See, e.g.*, *T-Mobile-UScellular Order* at 26-27, para. 46; *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, 10716-17, para. 11 (WTB/OEA 2024) (*T-Mobile-HTC Order*); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617-18, para. 94.

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

[62] *See, e.g.*, *T-Mobile-UScellular Order* at 26-27, para. 46; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716-17, para. 11; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617-18, para. 94.

[63] *See, e.g.*, *T-Mobile-UScellular Order* at 18, para. 28; *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, 11487, para. 11 (WTB/OEA 2024) (*T-Mobile-LB License Order*); *T-Mobile-HTC Order*, 39 FCC Rcd at 10716-17, para. 11. Pursuant to its delegated authority, the Bureau has routinely acted on spectrum assignment applications like the instant proposed transaction. 47 CFR §§ 0.131, 0.331; *see generally T-Mobile-LB License Order*, *T-Mobile-HTC Order*. Contrary to the Coalition Filers' claims, the issues raised in their pending Application for Review of the *T-Mobile-UScellular Order* do not preclude us from taking action on the instant proposed transaction. *But see* Coalition Filers *Ex Parte* Letter at 1.

[64] *See, e.g.*, *T-Mobile-UScellular Order* at 18, para. 28; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10600-01, para. 53; *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*).

[65] *See, e.g.*, *T-Mobile-UScellular Order* at 18, para. 28; *T-Mobile-LB License Order*, 39 FCC Rcd at 11492, para. 24; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25.

[66] *See, e.g.*, *T-Mobile-LB License Order*, 39 FCC Rcd at 11491, para. 22; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 23; *AT&T-Leap Order*, 29 FCC Rcd at 2752, para. 38.

A. Market Definitions and Market Participants

1. Product Market

19. 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 mobile voice and data services provided over advanced broadband wireless networks (mobile broadband services),[67] and for the purposes of our initial screens,[68] we continue to do so here. In addition, the Commission has recognized the importance of a forward-looking analysis given that ongoing innovation and reinvention are defining characteristics of the mobile telephony/broadband services market.[69] Accordingly, as the Commission has previously stated, the definition of the mobile telephony/broadband services product market not only includes traditional wireless services, but also encompasses recent advances in mobile broadband services technologies.[70] Thus, we also consider the advances by cable providers and other mobile virtual network operators (MVNOs) within the range of differentiated services offered to consumers within the broader mobile telephony/broadband services product market.[71]

2. Geographic Market

20. The Commission has previously found that the geographic market for wireless transactions is local, generally the CMA.[72] The Commission also has found, however, that a proposed transaction's competitive effects should be evaluated at the national level where a proposed transaction exhibits certain national characteristics that provide cause for concern.[73] The Applicants assert that the Commission's competitive analysis should focus on local geographic markets.[74] Petitioners argue that the proposed transaction would be harmful to competition on both a local and national level.[75] 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

[67] *See, e.g.*, *T-Mobile-UScellular Order* at 18-19, para. 30; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10601, 10603, paras. 55, 60; *AT&T-Leap Order*, 29 FCC Rcd at 2746, para. 23.

[68] *See T-Mobile-UScellular Order* at 18-19, para. 30; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603, para. 60.

[69] *T-Mobile-UScellular Order* at 19, para. 31; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603-04, para. 61.

[70] *T-Mobile-UScellular Order* at 19, para. 31; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603-04, para. 61.

[71] *T-Mobile-UScellular Order* at 19, para. 31; *see also* AT&T 10-K at 6 ("our [wireless business] competitors include two national wireless providers; a larger number of regional providers and resellers of each of those providers' services; and certain cable companies").

[72] *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; *T-Mobile-Channel 51-LB License Order*, 38 FCC Rcd at 12164, para. 33.

[73] *See, e.g.*, *T-Mobile-UScellular Order* at 20, paras. 33-34; T-*Mobile-Sprint Order*, 34 FCC Rcd at 10605-06, para. 66; *AT&T-Leap Order*, 29 FCC Rcd at 2748, para. 27.

[74] *See, e.g.*, Public Interest Statement at 6 & n.28 ("The Commission has defined the relevant geographic market to be the local markets directly affected by the transaction.") (citing *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605-06, para. 66); Joint Opposition at 10 (stating that Petitioners have not "identif[ied] any anticompetitive effects in a local market related to spectrum aggregation").

[75] Public Knowledge et al. Petition to Deny at 9. Public Knowledge et al. reference UScellular's market exit and assert that UScellular impacted the nationwide providers' pricing. *Id.* at 9. As we explain later, we have already evaluated UScellular's market exit and its effects in the *T-Mobile-UScellular Order*. *See generally T-Mobile-UScellular Order*.

providers that offer and market such services locally.[76] For this proposed transaction, we continue to use CMAs as the appropriate local market for analyzing potential spectrum aggregation issues.[77]

3. Input Market for Spectrum

21. 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 are "suitable" and "available" in the near term for the provision of mobile telephony/broadband services.[78] 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.[79]

4. Market Participants

22. Consistent with the Commission's approach in previous transactions, we focus on facilities-based entities providing mobile telephony/broadband services using the above-referenced input market for spectrum.[80] However, consistent with previous transactions, we recognize that MVNOs may provide additional competitive constraints.[81] In particular, we note that in addition to the three nationwide providers, as well as other more localized facilities-based service providers, cable companies and other MVNOs are becoming increasingly competitively relevant in the mobile wireless marketplace.[82]

B. Competitive Analysis

1. Initial Screen

23. To help identify those local markets in which competitive concerns are more likely, initially we apply a two-part screen. The first part of the screen is based on the size of the post-

[76] *T-Mobile-UScellular Order* at 20, para. 34; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10606, para. 68; *AT&T-Leap Order*, 29 FCC Rcd at 2748-49, para. 29.

[77] *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; *T-Mobile-Channel 51-LB License Order*, 38 FCC Rcd at 12164, para. 33. In the *T-Mobile-UScellular Order*, we also evaluated competitive effects at the national level because the transaction exhibited certain national characteristics that provided potential cause for concern. *See T-Mobile-UScellular Order* at 20-21, para. 34.

[78] *See, e.g.*, *T-Mobile-UScellular Order* at 21, para. 35; *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.

[79] *See, e.g.*, *Communications Marketplace Report*, GN Docket No. 24-119, 2024 Communications Marketplace Report, 39 FCC Rcd 14116, 14173-74, paras. 69-70, Fig. II.B.11 (2024) (*2024 Communications Marketplace Report*); *T-Mobile-LB License Order*, 39 FCC Rcd at 11491-92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

[80] *See, e.g.*, *T-Mobile-UScellular Order* at 21-22, para. 36; *T-Mobile-LB License Order*, 39 FCC Rcd at 11491-92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

[81] *See, e.g.*, *T-Mobile-UScellular Order* at 21-22, para. 36; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10609, para. 73; *see also 2024 Communications Marketplace Report*, 39 FCC Rcd at 14161-62, 14232, paras. 57-58, 153.

[82] *T-Mobile-UScellular Order* at 21-22, para. 36.

transaction Herfindahl-Hirschman Index (HHI) and the change in the HHI.[83] 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.[84] Further, if the acquiring entity would increase its below-1-GHz spectrum holdings so as to hold approximately one-third or more of such spectrum post-transaction, we apply enhanced factor review.[85]

24. As the proposed transaction does not result in the acquisition of wireless business units and customers, we do not apply the initial HHI screen.[86] Although the Petitioners argue that UScellular's market exit and purported related harms should be considered in the review of the instant proposed transaction, UScellular has already exited the marketplace, and we approved the sale of its customers to T-Mobile in the T-Mobile-UScellular transaction, as discussed further below. There is no need to apply the initial HHI screen in the context of this spectrum-only transaction.

25. In terms of spectrum aggregation, post transaction, AT&T would be attributed with a maximum of 355 megahertz of spectrum, including a maximum of 80 megahertz of below-1-GHz

[83] 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. *See*, *e.g.*, *T-Mobile-UScellular Order* at 24-25, para. 41 & n.143; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25 & n.85; *Application of AT&T Mobility Spectrum LLC and Club 42CM Limited Partnership for Consent to Assign Licenses*, WT Docket No. 14-145, Memorandum Opinion and Order, 30 FCC Rcd 13055, 13065-66, para. 23 & n.84 (2015) (*AT&T-Club 42 Order*).

[84] *See, e.g.*, *T-Mobile-UScellular Order* at 24-25, para. 41; *Application of New Cingular Wireless PCS, LLC and Qualcomm Incorporated for Consent to Assign License*, WT Docket No. 16-75, Memorandum Opinion and Order, 31 FCC Rcd 13336, 13341-42, para. 14 (WTB 2016) (*AT&T-Qualcomm Order*); *AT&T-Club 42 Order*, 30 FCC Rcd at 13065-66, para. 23. 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 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.

[85] *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, paras. 286-88; *see also T-Mobile-UScellular Order* at 24-25, para. 41; *AT&T-Qualcomm Order*, 31 FCC Rcd at 13341-42, para. 14; *AT&T-Club 42 Order*, 30 FCC Rcd at 13065-66, para. 23. The total amount of below-1-GHz spectrum that is currently considered suitable and available for the provision of mobile telephony/broadband services is 204 megahertz, with an associated enhanced factor review trigger of 68 megahertz. *See 2024 Communications Marketplace Report*, 39 FCC Rcd at 14173-74, paras. 69-70, Fig. II.B.11.

[86] *See, e.g.*, *AT&T-FTC Order* at 6, para. 13 & n. 38; *T-Mobile-Channel 51-LB License Order,* 38 FCC Rcd at 12165, paras. 36-37; *Application of AT&T Mobility Spectrum LLC and Fuego Wireless, LLC for Consent to Assign Licenses*, WT Docket 16-159, Memorandum Opinion and Order, 31 FCC Rcd 13389, 13394, para. 13 (WTB 2016); *Application of New Cingular Wireless PCS, LLC, and Farmers Telecommunications Corporation for Consent to Assign Licensee*, WT Docket No. 15-271, 31 FCC Rcd 2207, 2212, paras. 13-14 & n.43 (WTB 2016); *Applications of AT&T Inc., Cellco Partnership d/b/a Verizon Wireless, Grain Spectrum, LLC, and Grain Spectrum II, LLC for Consent to Assign and Lease AWS-1 and Lower 700 MHz Licenses*, WT Docket No. 13-56, Memorandum Opinion and Order, 28 FCC Rcd 12878, 12886, para. 18 & n.57 (WTB 2013); *Applications of AT&T Mobility Spectrum LLC, New Cingular Wireless PCS, LLC, Comcast Corporation, Horizon Wi-Com, LLC, NextWave Wireless, Inc., and San Diego Gas & Electric Company for Consent to Assign and Transfer Licenses*, WT Docket No. 12-240, 27 FCC Rcd 16459, 16467-68, para. 22 & n.64 (2012); *see also* Public Interest Statement at 7.

spectrum and a maximum of 80 megahertz of 3.45 GHz spectrum.[87] Thus, while AT&T does not trigger the total spectrum screen in any local market, it would be attributed with approximately one-third or more of the total suitable and available below-1-GHz spectrum in two CMAs covering 0.9% of the population implicated in the transaction: CMA 402 (Illinois 9 – Clay) and CMA 621 (Pennsylvania 10 – Bedford). As a result, these two markets are subject to enhanced factor review.[88]

2. Market-by-Market Analysis

26. Consistent with existing Commission precedent,[89] we consider various competitive variables that help to predict the likelihood of competitive harm as a result of the proposed transaction. 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;[90] the rival firms' market shares;[91] the applicant's market 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.[92] Further, we consider whether current service providers can access additional spectrum in the market either through auction or on the secondary market.[93] In assessing spectrum concentration and its likely competitive effects, we are cognizant of the need to prevent the

[87] As a result of the proposed transaction, AT&T would acquire up to 24 megahertz of Lower 700 MHz spectrum and up to 40 megahertz of 3.45 GHz spectrum in 906 counties in all or parts of 221 CMAs.

[88] The *Mobile Spectrum Holdings Report and Order* requires that, where the entity acquiring below-1-GHz spectrum already holds approximately one-third or more of the below-1-GHz spectrum in a particular market, the demonstration of the public interest benefits of the proposed transaction would need to clearly outweigh the potential public interest harms, irrespective of other factors. *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, para. 287; *see also AT&T-Qualcomm Order*, 31 FCC Rcd at 13336, 13342, paras. 1, 15; *AT&T-Club 42 Order*, 30 FCC Rcd at 13056, 13066, paras. 2, 24.

[89] *See, e.g.*, *T-Mobile-UScellular Order* at 41-42, para. 73; *AT&T-Qualcomm Order*, 31 FCC Rcd at 13342, para. 17; *AT&T-Club 42 Order*, 30 FCC Rcd at 13071, para. 34.

[90] We base the coverage analysis on providers' coverage data they submitted pursuant to the Broadband Data Collection for coverage 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) (December 2024 Broadband Data Collection).

[91] We base providers' market shares on Dec. 2024 Numbering Resource Utilization/Forecast (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.

[92] *See, e.g.*, *T-Mobile-UScellular Order* at 41-42, para. 73; *AT&T-Qualcomm Order*, 31 FCC Rcd at 13342, para. 17; *AT&T-Club 42 Order*, 30 FCC Rcd at 13071, para. 34.

[93] *See, e.g.*, *Applications of T-Mobile License LLC, Nextel West Corp. and LB License Co, LLC for License Assignment; Application of T-Mobile License LLC, Nextel West Corp. and Channel 51 License Company LLC for License Assignment*, ULS File Nos. 0010168412, 0010168420, and 0010168439, Memorandum Opinion and Order, 38 FCC Rcd 12150, 12166, para. 38 (WTB/OEA 2023) (*T-Mobile-Channel 51-LB License Order*).

undue concentration of spectrum and to promote the dissemination of licenses among a wide variety of applicants.[94]

27. *Record*. The Applicants assert that the transaction will have no adverse competitive effects and would preserve and enhance competition.[95] The Applicants acknowledge that the transaction would result in AT&T triggering enhanced factor review in four counties, but assert that this does not preclude a conclusion that the transaction would overall further the public interest.[96] The Applicants also state that other providers in the markets at issue will provide effective competitive constraints.[97]

28. RWA asserts that the transaction will result in public interest harms for consumers and rural carriers, including through increased rates as a result of the loss of a provider in the markets at issue.[98] RWA also asserts that the proposed transaction would harm the public interest by further concentrating spectrum among the three nationwide carriers, limiting rural carriers' access to spectrum.[99]

29. Public Knowledge et al. assert that the proposed transaction will harm the public interest because it would significantly increase spectrum concentration, reducing competition at the local and nationwide levels and resulting in higher prices.[100] Public Knowledge et al. suggest that AT&T is "exerting dominance" over 3.45 GHz spectrum "disincentivizing others from utilizing this spectrum and from competing with AT&T."[101] Public Knowledge et al. further state that the loss of a competitor in these markets will impact the labor market and wage growth in the markets at issue.[102] Public Knowledge et al. also assert that AT&T does not specify mitigation measures for customers who may need to switch networks or devices as a result of the proposed transaction.[103]

30. In response, the Applicants assert that the Petitioners' allegations of public interest harms lack factual basis to be given credit by the Commission.[104] The Applicants argue that the transaction opponents take issue with AT&T's spectrum aggregation generally and do not provide analysis or specific allegation of harm in the counties where enhanced factor review is triggered.[105] The Applicants further argue that the transaction opponents "do not identify any specific allegations of harm arising from AT&T holding more than 40 [megahertz] of 3.45 GHz spectrum."[106] The Applicants also assert that UScellular's

[94] *See, e.g.*, *T-Mobile-Channel 51-LB License Order*, 38 FCC Rcd at 12166, para. 38; *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6136-37, para. 6.

[95] Public Interest Statement at 6-8. For example, the Applicants state that the proposed transaction would allow AT&T to strengthen its competitive offerings. Public Interest Statement at 7.

[96] Public Interest Statement at 4; Joint Opposition at 11.

[97] Public Interest Statement at 7-8; *id*., Exh. 4 (Competitor Data).

[98] RWA Petition to Deny at i, 5-11.

[99] *Id.* at 7-9.

[100] Public Knowledge et al. Petition to Deny at 7-9.

[101] *Id.* at 12.

[102] *Id.* at 7.

[103] *Id.* at 8.

[104] Joint Opposition at 10.

[105] *Id.* at 11.

[106] *Id.*

market exit, and purported related harms (including price increases), are not at issue in the instant spectrum-only transaction.[107]

31. In its reply, RWA asserts that the Applicants mischaracterize the instant transaction as routine and fail to rebut the substantial public interest harms identified in RWA's petition.[108] RWA asserts that the Commission should not dismiss RWA's spectrum aggregation concerns given the amount of spectrum to be transferred and the competitive implications of this spectrum being concentrated with AT&T.[109] RWA also states that low-band and mid-band spectrum are critical for serving rural areas and expresses concern that the three nationwide providers "may or may not deploy" this spectrum in rural and remote areas.[110] RWA further asserts that the proposed transaction would have severe consequences for rural carriers and consumers and that UScellular's exit from the market has broad competitive implications.[111]

32. *CMA 402 (Illinois 9 – Clay)*: Illinois 9 – Clay is a rural market with a population of 136,162 and a population density of 30 people per square mile.[112] In this market, AT&T is attributed with 253 to 318 megahertz of spectrum on a county-by-county basis pre-transaction, including 43 to 68 megahertz of below-1-GHz spectrum. Through the acquisition of 12 megahertz of 700 MHz spectrum, AT&T would be attributed with 265 to 330 megahertz of spectrum, including 55 to 80 megahertz of below-1-GHz spectrum. Currently, T-Mobile is attributed with 328 to 370 megahertz of spectrum on a county-by-county basis, including 54 to 66 megahertz of below-1-GHz spectrum, and Verizon is attributed with 242 to 302 megahertz of spectrum, including 22 to 47 megahertz of below-1-GHz spectrum. Additionally, six other licensees hold up to 40 megahertz of spectrum, including up to 10 megahertz of below-1-GHz spectrum.[113]

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[107] *Id.* at 9-10.

[108] RWA Reply at 2.

[109] *Id.* at 3. RWA also argues that "[a]llowing this transaction to proceed without addressing the disproportionate amount of spectrum accumulated by AT&T would violate" the Commission's statutory obligation under section 309(j) "to avoid excessive concentration of licenses and to disseminate licenses among a wide variety of applicants" and would "further entrench market dominance at the expense of rural markets and consumer choice." *Id.* at 6; *see also* RWA Petition to Deny at 7-8.

[110] RWA Reply at 3; RWA Petition to Deny at 8 (expressing concern that AT&T is not using spectrum in numerous rural markets).

[111] RWA Reply at 2.

[112] 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).

[113] Post-transaction, UScellular would be attributed with up to 12 megahertz of spectrum, including up to 12 megahertz of below-1-GHz spectrum. In addition, EchoStar is attributed with 111 to 121 megahertz of spectrum, including 16 megahertz of below-1-GHz spectrum. EchoStar has two pending transactions seeking the Commission's consent to the assignment of certain spectrum to AT&T and SpaceX. *See* Applications of AT&T Mobility II LLC and EchoStar Corporation for Consent to Assign Licenses, WT Docket No. 25-303, ULS File Nos. 0011749148 (lead), 0011749122, 0011749151, and paper applications filed in ECFS File Nos. 50001WTAA25 and 50002WTAA25 (filed Sept. 18, 2025) (AT&T-EchoStar Applications); Amended Applications of Space Exploration Technologies Corp., Spectrum Business Trust 2025-1, and EchoStar Corporation for Consent to Assign Spectrum and Earth Station Licenses, GN Docket No. 25-302, ULS File Nos. 0011755472 (lead), 0011755474, 0011755481, and ECFS File No. 50000ALAA25 (filed Sept. 18, 2025) and ULS File Nos. 0011783097, 0011783085 (filed Nov. 20, 2025); *see also* ICFS File Nos. SES-ASG-20250918-00146 and SES-ASG-20250918-00147 and Submission ID 1091941380832 filed in ECFS (filed Sept. 18, 2025) (SpaceX-EchoStar Applications).

33. Regarding coverage in this rural market, AT&T and Verizon have significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps,[114] and T-Mobile has close-to-significant 4G LTE land area coverage at speeds of at least 5/1 Mbps. Additionally, AT&T has significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps, and T-Mobile and Verizon have deployed their 5G-NR networks at speeds of at least 7/1 Mbps to some extent in this CMA.[115] In terms of significant market share, AT&T holds {[ ]} % and Verizon holds {[ ]} % in this market.[116] No other service provider currently has a significant market share.[117]

34. *CMA 621 (Pennsylvania 10 – Bedford)*: Pennsylvania 10 – Bedford is a rural market with a population of 218,065 and a population density of 98 people per square mile. In this market, AT&T is attributed with 253 to 268 megahertz of spectrum on a county-by-county basis pre-transaction, including 43 to 68 megahertz of below-1-GHz spectrum. Through the acquisition of 12 to 42 megahertz of spectrum, including 12 megahertz of 700 MHz spectrum and up to 30 megahertz of 3.45 GHz spectrum, AT&T would be attributed with 280 to 295 megahertz of spectrum, including 55 to 80 megahertz of below-1-GHz spectrum. Currently, T-Mobile is attributed with 380 megahertz of spectrum on a county-by-county basis, including 66 to 76 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, five other licensees hold up to 50 megahertz of spectrum, including up to 10 megahertz of below-1-GHz spectrum.[118]

35. Regarding coverage in this rural market, AT&T, Verizon, and T-Mobile have significant 4G LTE population and land area coverage at speeds of at least 5/1 Mbps in this CMA. Additionally, AT&T and T-Mobile have significant 5G-NR population and land area coverage at speeds of at least 7/1 Mbps, and Verizon has deployed its 5G-NR network at speeds of at least 7/1 Mbps to some extent in this CMA.[119] In terms of significant market share, AT&T holds {[ ]} % in this market, T-Mobile holds {[ ]} %, and Verizon holds {[ ]} %. No other service provider currently has a significant market share.[120]

36. *Discussion.* Although AT&T is currently attributed with approximately one-third or more of the total suitable and available below-1-GHz spectrum in Illinois 9 – Clay and Pennsylvania 10 – Bedford and would further increase its below-1-GHz holdings in these CMAs through the proposed

[114] 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.*, *T-Mobile-UScellular Order* at 85-86, Appendix D, para. 4 & n.10; *AT&T-Qualcomm Order*, 31 FCC Rcd at 13343-44, para. 19 & n.62; *AT&T-Club 42 Order*, 30 FCC Rcd at 13071-72, para. 35 & n.141.

[115] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, AT&T has close-to-significant population coverage, and T-Mobile and Verizon have deployed their networks to some extent in this CMA.

[116] Material that is set off by double brackets {[ ]} is subject to confidential treatment under the Commission's rules and is redacted from the public version of this document.

[117] In addition to traditional facilities-based providers, December 2024 Broadband Data Collection data show that at least one cable mobile virtual network operator (MVNO) provider also offers service within this CMA.

[118] Post-transaction, UScellular would be attributed with up to 40 megahertz of spectrum. In addition, EchoStar is attributed with 111 to 121 megahertz of spectrum, including 16 to 26 megahertz of below-1-GHz spectrum. EchoStar has two pending transactions seeking the Commission's consent to the assignment of certain spectrum to AT&T and SpaceX. *See* AT&T-EchoStar Applications; SpaceX-EchoStar Applications.

[119] In terms of 5G-NR coverage at speeds of at least 35/3 Mbps, T-Mobile has significant population coverage, and AT&T and Verizon have deployed their networks to some extent in this CMA.

[120] In addition to traditional facilities-based providers, December 2024 Broadband Data Collection data show that at least one cable MVNO provider also offers service within this CMA.

transaction, we find that the likelihood of competitive harm resulting from this additional concentration of below-1-GHz spectrum in these particular CMAs is low. Besides AT&T, the two other nationwide service providers—T-Mobile and Verizon—are attributed with below-1-GHz spectrum in these CMAs, as well as substantial amounts of spectrum in total. Additionally, there is at least one nationwide provider other than AT&T that holds significant market share in both CMAs. Finally, in both CMAs, all three nationwide providers have substantial 4G LTE coverage, and at least one nationwide provider, in addition to AT&T, has deployed its 5G-NR network to some extent. For these reasons, we find that the acquisition of the additional below-1-GHz spectrum at issue is unlikely to materially lessen the ability of rival service providers to respond to any anticompetitive behavior on the part of AT&T in these local markets.

37. Accordingly, we disagree with Petitioners' concerns about potential harms that could result from this spectrum-only transaction. Consistent with section 310(d) and precedent, we look to the specific facts and markets at issue in the proposed transaction and evaluate the potential harm.[121] As explained in the *T-Mobile-UScellular Order*, in evaluating transactions or rulemakings involving spectrum access, we must weigh practical realities of deployment, innovation, and service to the public.[122] What matters is whether consumers benefit from greater availability, better quality, and more innovative services as a result of the Commission's decisions.[123] Based on the record, we disagree with Petitioners that this spectrum assignment will harm consumers or competition. With respect to Petitioners' concerns about AT&T's acquisition of 3.45 GHz spectrum specifically, the amount of 3.45 GHz spectrum AT&T holds in these CMAs is not itself *prima facie* evidence of competitive harm—3.45 GHz spectrum is one of many bands that providers are using to offer mobile wireless service, including 5G.[124] Further, other competitors are present in these CMAs and serve as a competitive constraint.

38. To the extent that Petitioners argue that UScellular's market exit and purported related harms should be considered in the review of the instant proposed transaction,[125] we note that we have already thoroughly considered this issue in the T-Mobile-UScellular transaction, and UScellular has already exited the market.[126] The question in this proceeding is whether, under the current circumstances, permitting AT&T to acquire the spectrum at issue is in the public interest.[127] Further, with respect to Petitioners' concerns that the transaction will lead to higher prices for consumers by further consolidating

[121] *T-Mobile-LB License Order*, 39 FCC Rcd at 11490-91, paras. 19, 20 ("When analyzing the potential competitive effects of a proposed transaction, the Commission consistently has analyzed the specific markets implicated in the transaction at issue"; "The Commission does not consider as part of its public interest analysis of proposed transactions spectrum aggregation regarding CMAs that are not involved in the transaction at issue"); *T-Mobile-Channel 51-LB License Order*, 38 FCC Rcd at 12157, 12159, paras. 13-14, 19.

[122] *T-Mobile-UScellular Order*, at 18, para. 29.

[123] *Id*.

[124] *See* FCC, *America's 5G Future*, https://www.fcc.gov/5G (last visited Dec. 1, 2025) (describing the efforts the FCC has taken to make additional high-band, mid-band, and low-band spectrum available for 5G services).

[125] *See, e.g.*, RWA Reply at 7 (arguing that despite the instant transaction involving the assignment of spectrum licenses, the Commission should reexamine UScellular's exit in the competitive review).

[126] *See T-Mobile-UScellular Order* at 16-18, paras. 24-27, 29. The *T-Mobile-UScellular Order* addressed and rejected Petitioners' arguments on consolidation of the proceedings, allegations of a coordinated strategy, and the exit of UScellular; further, Petitioners have not raised any new facts or information that warrant reconsideration within the context of this proceeding. RWA Petition to Deny at 4; RWA Reply at 7-10; Public Knowledge et al. Petition to Deny at 8-9; Public Knowledge Coalition July 3 *Ex Parte* Letter at 1 ("RWA explained that the [Array] transactions, taken together, would eliminate a facilities-based competitor in many rural and regional markets.").

[127] 47 U.S.C. § 310(d).

spectrum among the three nationwide providers[128] or that the elimination of UScellular as a competitor will raise prices, we note that we thoroughly evaluated the effect on consumer prices from UScellular's market exit in the *T-Mobile-UScellular Order*.[129] Further, given the current levels of spectrum attributed to rival service providers and the fact that additional spectrum will be auctioned off in the near future,[130] we find it unlikely that the acquisition of spectrum by AT&T in this transaction would allow it to foreclose entry, raise rivals' costs, or otherwise harm the public interest in the local markets at issue.[131] Finally, broader concerns about spectrum aggregation limits and concentration among entities are more appropriately addressed in a rulemaking proceeding and not an individual transaction.

VII. POTENTIAL PUBLIC INTEREST BENEFITS

39. Having determined that the likelihood of competitive harms associated with the transaction is low, we next discuss the public interest benefits of the transaction.[132] 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[133] and is verifiable.[134] 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.[135] 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.[136]

40. *Record.* The Applicants assert that AT&T would use the spectrum to be acquired in the instant transaction to enhance the performance of its 4G LTE and 5G network and offerings, including by increasing system capacity and the availability of additional products and services.[137] They further claim that the acquisition would preserve and enhance competition as AT&T has specific, near-term plans to

[128] Public Knowledge et al. Petition to Deny, Summary at 1; Public Knowledge et al. Petition to Deny at 8-11.

[129] *See generally T-Mobile-UScellular Order*.

[130] Goel et al., Wiley Rein LLP, *"One Big Beautiful Bill Act" Passes, Restoring FCC Auction Authority and Establishing Spectrum Pipeline* (July 7, 2025), https://www.wiley.law/alert-One-Big-Beautiful-Bill-Act-Passes-Restoring-FCC-Auction-Authority-and-Establishing-Spectrum-Pipeline.

[131] *See, e.g.*, *T-Mobile-Sprint Order*, 34 FCC Rcd at 10620, para. 99.

[132] *T-Mobile-UScellular Order* at 47, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671-72, para. 214.

[133] *See, e.g.*, *T-Mobile-UScellular Order* at 47, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671-72, 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.

[134] *See, e.g.*, *T-Mobile-UScellular Order* at 47, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671-72, 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.

[135] *See, e.g.*, *T-Mobile-UScellular Order* at 47, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671-72, 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.

[136] *See, e.g.*, *T-Mobile-UScellular Order* at 47, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671-72, 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.

[137] Public Interest Statement at 4-6.

deploy the spectrum to be acquired.[138] The Applicants contend that the 700 MHz spectrum to be acquired will enhance the quality of AT&T's 4G LTE service by allowing it to implement 10x10 megahertz configurations in the majority of counties implicated by the transaction.[139] The Applicants contend that this LTE configuration will result in higher system capacity, greater spectral efficiency, and better user throughput than is possible when using two separate 5x5 megahertz blocks.[140] The Applicants contend that the 3.45 GHz spectrum to be acquired would enhance AT&T's 5G network capacity in over 100 markets as it would allow AT&T to offer more customers faster speeds and, over time, to provide additional products and services in the implicated geographic areas.[141]

41. Public Knowledge et al. dismiss the claimed benefits as not verifiable or transaction-specific and as benefits that AT&T has claimed in a prior transaction.[142] They state that the Applicants have failed to show that any of the claimed benefits would be "anticipated or even probable as a direct result of the transfer of [the] licenses" at issue.[143] RWA argues that the Commission should disregard the Applicants' "unsupported assertions" or require evidence supporting them.[144] RWA also asserts that AT&T may not deploy the acquired spectrum in rural and remote areas, depriving these consumers of robust mobile broadband.[145] In response, the Applicants assert that they have clearly established the described public interest benefits of the proposed transaction and that Petitioners do not meaningfully dispute such benefits.[146] The Applicants claim that the similar transaction-specific benefits it has claimed in the past merely confirm the fact that AT&T has a stellar track record of rapidly incorporating spectrum assets into its network to improve network performance for its customers.[147]

42. *Discussion*. Based on our review of the record, we substantially credit Applicants' claims that acquisition of the spectrum will result in 4G LTE and 5G network improvements.[148] As to 4G LTE, the Applicants have submitted sufficient information establishing that the acquisition of the Lower 700 MHz spectrum would enable AT&T to implement a 10x10 megahertz LTE configuration where it currently lacks the spectrum resources to do so.[149] We also credit the Applicants' statements that this LTE configuration will allow AT&T to improve the offered speeds, capacity, and spectral efficiency of its 4G

[138] *Id.* at 7-10; *see also id*. at 5 (discussing AT&T's plans to "rapidly deploy" the 3.45 GHz spectrum at issue for advanced services and to enhance the quality of its LTE service in the "near term" upon consummation of the transaction); Joint Opposition at 4.

[139] Public Interest Statement at 5-6; Joint Opposition at 5.

[140] Public Interest Statement at 5-6.

[141] *Id.* at 4, 6; Joint Opposition at 3 (the transaction will enable AT&T to implement "[w]ider channels in the 3.45 GHz band" which will "improve efficient use of this spectrum and promote enhanced network performance" for its 5G offerings), 4, 8.

[142] Public Knowledge et al. Petition to Deny at 11-12 (citing ULS File No. 0011490039, Description of Transaction, Public Interest Statement, and Request for Waiver at 2-3 (filed Mar. 20, 2025) (the Applicants, AT&T and SoniqWave, describing claimed benefits of the AT&T-SoniqWave transaction)).

[143] Public Knowledge et al. Petition to Deny at 11.

[144] RWA Petition to Deny at 4.

[145] RWA Reply at 3-4; RWA Petition to Deny at 8 (asserting that AT&T has unused spectrum in numerous rural markets).

[146] Joint Opposition at 3-4, 6.

[147] *Id.* at 6.

[148] Public Interest Statement at 4-6.

[149] *Id.*; *see also* July 25 Amended Spectrum Aggregation Exhibit.

LTE network beyond what it is currently able to offer using that network.[150] We find it likely that AT&T would use the increased efficiencies afforded by the 10x10 megahertz LTE configuration to improve and expand the products and services that it offers to its customers. As to 5G, based on our review of the record, we credit Applicants' claims that AT&T will be able to rapidly deploy this 3.45 GHz spectrum as part of its 5G network.[151] We recognize the potential of this additional bandwidth to provide additional 5G network capacity, and we substantially credit Applicants' claimed benefits that the transaction would result in faster 5G speeds for customers and improved and expanded products and services in the markets subject to the transaction.[152]

43. We also substantially credit the Applicants' claimed public interest benefits related to preserving and enhancing competition. We find that AT&T is likely to have strong business incentives to use the spectrum to be acquired in the instant transaction to promptly and meaningfully increase the capacity of its 4G LTE and 5G networks and to use the resultant capacity gains to improve its offered speeds and introduce new products and services to its customers. Moreover, we substantially credit the Applicants' claims that, in the absence of the instant transaction, this spectrum would be unlikely to be deployed rapidly or at all given that Array does not provide mobile wireless services. We also find credible AT&T's representations that it will enhance its network offerings in rural and remote areas included in the instant transaction as consistent with AT&T's demonstrated track record of deploying its network in other rural and remote parts of the nation.[153] In view of our analysis of Applicants' detailed county-by-county and Partial Economic Area (PEA)-by-PEA submissions within the specific geographic areas implicated by the transaction, we reject Public Knowledge et al.'s view that the claimed benefits are generalized benefits that are not verifiable, transaction-specific, anticipable, or probable and RWA's view that the claimed benefits are unsupported by evidence.[154] For these reasons, we find that Applicants have

[150] Public Interest Statement at 4-6; *see also, e.g.*, *AT&T-Club 42 Order*, 30 FCC Rcd at 13076-77, paras. 46-47 (recognizing that there are "public interest benefits to the deployment of a 10×10 megahertz channel over two 5×5 megahertz channels" and the potential for a 10x10 megahertz LTE channel to be used more efficiently than two 5×5 megahertz channels, including by providing improved throughput and improved peak user rates); *AT&T-Leap Order*, 29 FCC Rcd at 2799-800, paras. 149, 151 (recognizing the relative spectral inefficiency of a 5x5 megahertz LTE channel).

[151] *See* Public Interest Statement at 5-7; Joint Opposition at 4.

[152] *See, e.g.*, Erik Dahlman, Stefan Parkvall & Johan Skold, 5G/5G-Advanced The New Generation Wireless Access Technology, at 33 (3d ed. 2023) ("[m]edium frequency bands . . . in the range 2-6 GHz . . . can provide coverage, capacity, as well as high data rates through the wider channel bandwidth possible."); FCC, *5G FAQs*, https://www.fcc.gov/5g-faqs (last visited Dec. 1, 2025) (5G networks with sufficient data rates and capacity will "improve the quality and efficiency of [current] products and services" and "support future services and applications that may not . . . exist today."). As the Commission has noted 3.45 GHz spectrum is among the spectrum that "is particularly well-suited for 5G buildouts due to its desirable mix of coverage, capacity, and propagation characteristics." *3.45 GHz Order*, 36 FCC Rcd at 5996, para. 18; *see also* Public Interest Statement at 4 (citing *Expanding Flexible Use of the 3.7 to 4.2 GHz Band*, GN Docket No. 18-22, Report and Order and Order of Proposed Modification, 35 FCC Rcd 2343, 2343, para. 3 (2020)).

[153] AT&T, *Digital Divide*, https://sustainability.att.com/priority-topics/digital-divide (last visited Dec. 1, 2025) (describing AT&T's 2024 expansion of its "fiber and wireless networks to reach more people, especially in . . . mountainous and rural regions"); AT&T Connects, *Rural Renewal: Creating a More Connected Countryside* (June 1, 2023), https://www.attconnects.com/rural-renewal-creating-a-more-connected-countryside/ (describing AT&T's commitment to "expanding and enhancing wireless networks," including 5G technologies, in rural America). We thus reject RWA's unsupported allegation that AT&T may not deploy the acquired spectrum in rural and remote areas. RWA Reply at 3-4.

[154] Public Knowledge et al. Petition to Deny at 11-12; RWA Petition to Deny at 4; *see* July 25 Amended Spectrum Aggregation Exhibit; Public Interest Statement, Exh. 5 (Nationwide Carrier Unpaired Mid-Band Holdings).

established that the proposed transaction would result in certain verifiable, transaction-related public interest benefits.

VIII. OTHER ISSUES

44. As explained below, we accept AT&T's commitments made in this proceeding as firm and definite. After a review of the record, however, we decline to impose the conditions RWA and Public Knowledge et al. request in the alternative to their petition to deny in the event the Commission approves the proposed transaction. RWA and Public Knowledge et al.'s requested remedies address generally applicable matters and, thus, are outside the scope of the instant transaction.

45. *Conditions on Array Spectrum Sales.* We decline RWA's request that we reserve portions of Array's spectrum for small and rural carriers and bar the three nationwide carriers from purchasing or leasing additional Array spectrum.[155] As set forth above in the competitive analysis, we disagree with Petitioners that there are spectrum aggregation harms in the proposed transaction. RWA's request to impose a novel remedy of reserving spectrum is more properly addressed in the context of a rulemaking.[156] Therefore, we decline to impose RWA's proposed condition on the amount of spectrum transferred in the instant transaction or in future transactions.[157]

46. *Roaming*. We deny RWA's request for a roaming condition because the instant proposed transaction is a spectrum-only transaction and does not implicate roaming issues.[158] Further, our roaming rules ensure parties have access to reasonable roaming agreements. As we previously explained in the *T-Mobile-UScellular Order*, the Commission's generally applicable roaming policies and rules are designed to ensure entities can obtain roaming agreements on reasonable terms and conditions.[159] If an entity encounters difficulties in obtaining reasonable roaming services or roaming rates, it can file complaints with the Commission pursuant to our established roaming rules.[160] For these reasons, and consistent with precedent, we decline RWA's request to impose roaming conditions on this transaction.[161]

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[155] RWA Petition at 11-12 (requesting that the Commission ensure that the 30% of UScellular's remaining spectrum after the close of the AT&T-Array and Verizon-Array spectrum assignment transactions and spectrum in the rural markets for the instant proposed transaction be "made available on an equitable basis to small and rural carriers" and that the Commission "bar any future purchases or leases of this spectrum by any of the nationwide carriers"). RWA does not specify the amount of spectrum from the instant proposed transaction that it requests be reserved for small and rural carriers.

[156] *See, e.g.*, *Wireless Telecommunications Bureau and Office of Economics and Analytics Seek Comment on AT&T Petition for Rulemaking and Mobile Spectrum Holding Policies*, WT Docket No. 23-319, RM-11966, Public Notice, DA 23-891 (WTB/OEA Sept. 22, 2023).

[157] Any competitive concerns with the individual Array spectrum transactions would be thoroughly evaluated pursuant to our review process under section 310(d). We further note, as the Applicants explain, that the Commission has already taken measures to help rural and small providers obtain spectrum through the secondary market, including the Enhanced Competition Incentive Program (ECIP). *See* Joint Opposition at 14 (citing to *WTB Launches Enhanced Competition Incentive Program Beginning February 15, 2024*, WTB Docket No. 19-38, Public Notice, 39 FCC Rcd 1277, para. 1 (WTB 2024) (establishing the ECIP Program to incentivize wireless licensees to make underutilized spectrum available to small carriers, Tribal Nations, and entities serving rural areas)). RWA's arguments that ECIP is underused are outside of the scope of our review of this transaction. *See* RWA Reply at 5.

[158] RWA Petition to Deny at 12 (requesting a condition requiring AT&T to offer fair and reasonable *reciprocal* roaming terms to rural and regional carriers with whom UScellular had pre-existing roaming agreements) (emphasis in original); *id*. at 11-12 (expressing concerns that AT&T would offer less favorable roaming agreements to rural wireless providers than UScellular).

[159] *T-Mobile-UScellular Order* at 65, para. 122.

[160] *Id*.; *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

(continued….)

47. *Employment, Labor, and Consumer Issues.* We recognize AT&T's commitment to equal employment opportunity and nondiscrimination as strengthening its investment and service quality efforts.[162] AT&T reaffirms this commitment and states that it has adjusted its employment and business practices, including as to its culture; career development, hiring, and mentorship; employee groups; suppliers; external, sector-specific surveys; and sponsorships.[163] We accept AT&T's commitments 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.

48. We decline RWA's requests that the Commission require AT&T to commit to certain labor and consumer conditions.[164] Based on our review of the record, we agree with the Applicants that the proposed consumer and labor conditions are not warranted.[165] As noted above, this is a spectrum-only transaction, and Array is a mobile tower company that does not provide mobile wireless service. Accordingly, the proposed transaction does not implicate labor issues or consumer migration or service issues,[166] and we therefore decline to adopt the requested labor and consumer conditions.[167]

(Continued from previous page)
conditions unnecessary because general roaming policies, rules, and dispute resolution process provide adequate protection). The Commission's roaming rules are found in section 20.12 of the Commission's rules and the roaming rules include 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. *See* 47 CFR § 20.12(e). *See also, e.g.*, *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers and Other Providers or Mobile Data Services,* WT Docket No. 05-265, Second Report and Order, 26 FCC Rcd 5411, 5448-53, paras. 74-87 (2011); 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). While the Commission's existing rules do not require reciprocal roaming agreements, to the extent opponents of the proposed transaction take issue with the generally applicable roaming rules, those issues are more appropriately addressed in a rulemaking and not the instant transaction.

[161] *T-Mobile-UScellular Order* at 65, para. 122 (declining to adopt proposed roaming conditions because the roaming rules were sufficient to address access to roaming post-transaction); *see also 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.

[162] Letter from David McAtee II, Senior Executive Vice President and General Counsel, AT&T Inc., to Hon. Brendan Carr, Chairman, FCC, WT Docket No. 25-150 (filed Dec. 1, 2025).

[163] *See id.* at 2-3.

[164] Public Knowledge et al. Petition to Deny at 16-17. Public Knowledge et al.'s proposed labor policies include: ensuring employees do not lose their jobs as a result of the proposed transaction; prohibiting non-competes and mandatory arbitration agreements to ensure the labor market remains strong; and promoting neutrality in the formation of unions. *Id.* at 17. Public Knowledge et al.'s proposed consumer policies include ensuring prices will not increase and customer service will not degrade, such as by maintaining a minimum service speed threshold. *Id.* at 16-17. The Applicants state that Public Knowledge et al. do not provide "any explanation of what the [proposed service speed threshold] would entail, or what harm such a condition is designed to address and, thus, should be dismissed out of hand." Joint Opposition at 13.

[165] Joint Opposition at 13 (asserting that the Petitioner's proposal's link to the transaction is "unclear").

[166] The Applicants explain that in the T-Mobile-UScellular transaction, T-Mobile and UScellular outlined their processes for customer migrations, which are not at issue in the instant transaction. Joint Opposition at 9. In the *T-Mobile-UScellular Order*, we fully considered documentation concerning the migration of UScellular's former mobile wireless customers and did not identify any issues. *T-Mobile-UScellular Order* at 61, 62, paras. 113, 116.

[167] We note that in the *T-Mobile-UScellular Order*, where we fully considered UScellular's market exit, we found that consumer conditions were not necessary and that labor conditions were unnecessary and unrelated to the
(continued….)

49. *Handset Unlocking.* We decline RWA and Public Knowledge et al.'s requests to impose handset unlocking requirements on AT&T as part of the instant transaction based on concerns about consumer choice and competition.[168] We agree with the Applicants that nothing in the record indicates that these issues are related to the instant transaction.[169] As we concluded in the *T-Mobile-UScellular Order*, general, industry-wide handset unlocking issues are more adequately addressed through the Commission's pending handset unlocking rulemaking proceeding.[170]

50. *Tower Construction*. In addition, AT&T reports that it has had productive discussions with NATE: The Communications Infrastructure Contractors Association on topics involving the tower construction industry.[171] AT&T commits to instituting and updating certain practices related to its "turf" model, pricing, master service agreements, third-party vendors and operational mandates, workforce, and related issues.[172] We accept AT&T's commitments as firm and definite, and expect that they will help ensure that post-transaction, AT&T will invest in its network and strengthen services for all customers.

IX. WAIVER OF THE TIME-LIMITED AGGREGATION LIMIT FOR 3.45 GHZ SPECTRUM

51. We grant the Applicants' requested waiver of the time-limited 40 megahertz aggregation limit for 3.45 GHz spectrum. Based on our review of the record, a waiver is warranted given the unique circumstances present here. As explained below, strict adherence to the aggregation limit would not serve the public interest because the aggregation limit is not necessary in this instance based on our competitive review, and is set to automatically expire soon.[173] In addition, waiving the aggregation limit will facilitate a benefit of imminent deployment of this valuable spectrum. Requiring the Applicants to wait 32 days until the aggregation limit automatically expires to consummate the transaction would put form over substance which is contrary to the public interest.[174]

52. Section 1.925 of the Commission's rules states that the Commission may grant a waiver when either "[t]he underlying purpose of the rule(s) would not be served or would be frustrated by application to the instant case, and . . . grant of the requested waiver would be in the public interest," or "[i]n view of unique or unusual factual circumstances of the instant case, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative."[175]

(Continued from previous page)
transaction. These types of conditions are even further attenuated in the instant proposed spectrum-only transaction. *T-Mobile-UScellular Order* at 62, 66, paras. 116, 124-26.

[168] RWA Petition to Deny at 13-14 & n. 40; Public Knowledge et al. Petition to Deny at 16-17.

[169] Joint Opposition at 12-13.

[170] *See T-Mobile-UScellular Order* at 71-72, paras. 139-140; *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). RWA and Public Knowledge et al. acknowledge that the Commission is considering relevant handset unlocking policies in this pending rulemaking. *See* RWA Petition to Deny at 13; Public Knowledge et al. Petition to Deny at 17 & n.48; Joint Opposition at 13 & n.37 (citing to RWA Petition at 13).

[171] Letter from Rhonda J Johnson, Executive Vice President, Federal Regulatory Relations, AT&T Services, Inc., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-150 (filed Dec. 1, 2025).

[172] *Id.*

[173] 47 CFR § 27.1606 (setting forth time-limited aggregation limits of 3450-3550 MHz band licenses).

[174] 47 CFR § 27.1606(a) (imposing aggregation limits of 40 megahertz for four years after the close of the auction).

[175] 47 CFR § 1.925(b)(3)(i)-(ii).

53. Under section 27.1606(a) of the Commission's rules, 3.45 GHz spectrum licensees are subject to a time-limited aggregation limit of up to 40 megahertz of 3450-3550 MHz band licenses at any given time for four years after the close of Auction 110.[176] This time-limited aggregation limit automatically expires on January 4, 2026.[177] The pre-auction four-year aggregation limit on 3.45 GHz spectrum was intended to provide greater certainty and predictability on the licenses that bidders could win and retain and to increase opportunities for smaller carriers to compete, thereby encouraging greater participation by a wider variety of bidders.[178]

54. *Record*. The Applicants explain that a waiver of section 27.1606(a) of the Commission's rules is necessary for the proposed transaction to proceed before the aggregation limit automatically expires, and that the waiver will allow them to "expedite the deployment of advanced services and enable deployment of spectrum that would otherwise lie fallow or be far less rapidly deployed, thus serving the public interest."[179] On August 1, 2025, UScellular closed on the sale of its wireless operations, customers, and approximately 30% of its spectrum to T-Mobile, and became Array, a tower company that does not provide mobile wireless service.[180] The Applicants state that AT&T is "well positioned to put UScellular's 3.45 GHz spectrum to rapid and productive use."[181] Additionally, the Applicants state that AT&T's mid-band spectrum holdings lag behind competitors T-Mobile and Verizon in the markets where AT&T seeks to acquire 3.45 GHz spectrum from Array and that currently AT&T's "most realistic catch-up opportunities" for mid-band spectrum in these markets "lie in the 3.45 GHz band."[182]

55. The Petitioners and NCTA raise general concerns about the competitive effects of the requested waiver. RWA argues that allowing AT&T to exceed the aggregation limit for 3.45 GHz spectrum would further exacerbate concerns about spectrum aggregation among the three nationwide providers.[183] RWA further argues that the aggregation limit was created to "prevent excessive concentration of mid-band spectrum" and ensure the diversity of bidders, and that granting the waiver would "further entrench AT&T's dominance" and undermine the purpose of the aggregation limit.[184] Public Knowledge et al. argue that the aggregation limit for 3.45 GHz spectrum was intended to "prevent spectrum aggregation" and the Commission must deny the requested waiver to avoid AT&T "aggregat[ing] spectrum that harms competition and the public interest."[185] NCTA argues that the requested waiver raises "significant competitive and policy concerns" and asserts that the proposed

[176] 47 CFR § 27.1606(a); *see also 3.45 GHz Order*, 36 FCC Rcd at 6022-23, 6025, paras. 102, 106.

[177] *See Auction 110 Public Notice*, 37 FCC Rcd at 308, para. 1 (announcing January 4, 2022 as the end date of the auction).

[178] *3.45 GHz Order*, 36 FCC Rcd at 6024-25, paras. 105-106.

[179] Public Interest Statement at 10.

[180] TDS and UScellular Aug. 1 News Release; *T-Mobile-UScellular Order* at 1, para. 2. The Applicants explain that T-Mobile has divested its 3.45 GHz spectrum "making plain T-Mobile's intent not to make the 3.45 GHz band part of its deployment strategy" and that Verizon did not pursue 3.45 GHz spectrum for its network). Public Interest Statement at 10.

[181] Public Interest Statement at 10; *see also* Joint Opposition at 3 ("AT&T is uniquely positioned to rapidly put the UScellular spectrum to its best and highest use.").

[182] Public Interest Statement at 12.

[183] RWA Reply at 4.

[184] *Id*. at 5.

[185] Public Knowledge et al. Petition to Deny at 14; *id.* at 15 (arguing that the requested waiver would allow AT&T to hold 3.45 GHz spectrum "far beyond what is legal").

instant transaction "highlights the continued importance of maintaining strong spectrum aggregation limits."[186]

56. In response, the Applicants state that Public Knowledge et al. "vaguely argue that the waiver of the cap would be anticompetitive without providing specifics regarding the harms they allege."[187] The Applicants also assert that Public Knowledge et al. mischaracterize the 40 megahertz aggregation limit on 3.45 GHz spectrum, which was intended to increase the diversity of bidders and not address spectrum aggregation.[188]

57. *Discussion.* Based on our careful consideration of the record, we find that based on the unique circumstances present here, strict adherence to the aggregation limit would not serve the public interest.[189] The aggregation limit is not necessary in this instance based on our competitive review and is set to expire in 32 days.[190] Based on the record, the proposed transaction would enable the spectrum at issue to be put to rapid use. Array no longer provides mobile wireless service, and AT&T asserts that it is ready to provide service with the spectrum at issue.[191] Given these unique circumstances, waiving the aggregation limit is in the public interest because it would facilitate the immediate use of this spectrum before the aggregation limit automatically expires. It is not in the public interest for the spectrum at issue to be unused or underutilized for the limited remaining duration of the aggregation limit—the time value of putting this mid-band spectrum to use in the near term under the instant transaction outweighs any value of strictly adhering to the aggregation limit.

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[186] NCTA Comments at 1, 3.

[187] Joint Opposition at 7.

[188] *Id*. at 8 (citing to *3.45 GHz Order*, 36 FCC Rcd 5987, para. 103 & n.259).

[189] In the *AT&T-FTC Order*, we previously waived the time-limited aggregation limit on 3.45 GHz spectrum because, under the circumstances of that transaction, strict adherence to the aggregation limit would not serve the public interest. *AT&T-FTC Order* at 8-9, para. 20. On the same grounds, we also recently granted waivers of the time-limited aggregation limit on 3.45 GHz spectrum for the AT&T-SoniqWave (ULS 0011490039 (lead)) and AT&T-Nsight (ULS 0011555289 (lead)) transactions. In addition, we have previously granted waivers of the six-year prohibition on assigning or leasing 600 MHz spectrum that would cause an acquiring entity or lessee to hold an attributable interest in one-third or more of the total suitable and available below-1-GHz spectrum and a request for waiver of the freeze on 900 MHz spectrum applications. *See, e.g.*, *Evergy Kansas Central, Inc.*, *Evergy Metro Inc, and Evergy Missouri, Inc., Request for Waiver of 900 MHz Application Freeze*, WT Docket No. 23-307, Order, 39 FCC Rcd 6667, 6671-72, paras. 14-15 (WTB 2024) (waiving the freeze on 900 MHz applications finding that the underlying purpose of the 900 MHz freeze would not be served where there has been significant progress towards a complete transition to 900 MHz in the relevant area and finding that the waiver was in the public interest); ParkerB.com Wireless L.L.C. and T-Mobile License LLC, ULS File No. 0009217476 (granted Dec. 29, 2020) (granting long-term *de facto* transfer leasing arrangement where the parties requested a waiver of the six-year prohibition on assigning or leasing 600 MHz spectrum); Nova Wireless LLC and USCOC of Greater Iowa, LLC for Assignment of Spectrum, ULS File No. 0009593749 (consented Sept. 30, 2022) (spectrum assignment transaction where the parties requested a waiver of the six-year prohibition on assigning or leasing 600 MHz spectrum); Sagebrush Cellular, Inc. and Spectrum Financial Partners, LLC, ULS File No. 0009600177 (consented Feb. 14, 2022) (same); Smith Bagley, Inc. and AST Telecom, LLC d/b/a Bluesky, ULS File No. 0009107973 (consented Dec. 21, 2020) (same).

[190] *See* Joint Opposition at 8 ("As the Applicants note, in Auction 110, 23 of 33 qualified bidders won spectrum licenses. Public Interest Statement at 9 & n.42 (citing to FCC, *Auction 110 Fact Sheet*, https://www.fcc.gov/auction/110 (last visited Dec. 1, 2025)). Winning bidders in Auction 110 included multiple providers that received small or rural bidding credits. *Auction of Flexible-Use Service Licenses in the 3.45-3.55 GHz Band Closes Winning Bidders Announced for Auction 110*, Docket No. AU 21-62, Public Notice, 37 FCC Rcd 308, Attach. A, Bidder Summary (WTB/OEA 2021).

[191] Joint Opposition at 3 ("AT&T is uniquely positioned to rapidly put the UScellular Spectrum to its best and highest use."); Public Interest Statement at 10.

58. We further find that allowing AT&T to exceed the time-limited aggregation limit on 3.45 GHz spectrum would not result in spectrum aggregation harms.[192] While the Petitioners and NCTA argue that granting the requested waiver would raise spectrum aggregation concerns, as explained above, we disagree that there are spectrum aggregation harms in the proposed transaction. Therefore, the fact that AT&T would be attributed with more than 40 megahertz of 3.45 GHz spectrum post-transaction in certain markets at issue does not provide a basis for denying the requested waiver. We also reject Public Knowledge et al.'s arguments that the waiver must be denied because the four-year aggregation limit on 3.45 GHz spectrum is necessary to preserve access to mid-band spectrum and that "there is no applicable adequate spectrum screen otherwise."[193] As discussed above, the proposed transaction does not trigger the total spectrum screen, and we have found the likelihood of competitive harm for this transaction to be low. Further, as explained above, the aggregation limit is scheduled to automatically expire on January 4, 2026 (in 32 days), and waiving this limit would ensure the rapid deployment of the spectrum at issue. For these reasons, we grant the requested waiver of the aggregation limit on 3.45 GHz spectrum.

X. CONCLUSION

59. Based on our review of the record and our competitive analysis, we conclude that the risk of public interest harm is low. We find it unlikely that the proposed acquisition of 700 MHz and 3.45 GHz spectrum would allow AT&T to foreclose entry, raise rivals' costs, or otherwise harm the public interest. In addition, we substantially credit the Applicants' claims that the instant transaction will produce public interest benefits including the provision of additional products and services to AT&T's customers, faster customer speeds, and a better overall customer experience.[194] We find that the proposed transaction would serve the public interest, convenience, and necessity, and the record supports that AT&T customers in the transaction's implicated markets will benefit from faster speeds and additional and improved products and services.[195] We also find that waiving the aggregation limit for 3.45 GHz spectrum, which is set to expire in 32 days in any event, is in the public interest.

XI. ORDERING CLAUSES

60. ACCORDINGLY, having reviewed the Applications and record in this matter, **IT IS ORDERED** that, pursuant to sections 4(i) and (j), 5(c), 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), and pursuant to the authority delegated under sections 0.131 and 0.331 of the Commission's rules, 47 CFR §§ 0.131 and 0.331 the applications for consent to assignment filed by AT&T and Array **ARE GRANTED**.

61. **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 the Rural Wireless Association, and collectively, Public Knowledge, Communications Workers of America, Open Technology Institute at New America, Benton Institute for Broadband & Society, and the Petition to Hold in Abeyance filed by Mark J. O'Connor and Sara F. Leibman, **ARE DENIED** for the reasons stated herein.

62. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. §§ 154(i), 154(j) and section 1.925 of the Commission's rules, 47 CFR § 1.925, the waiver requests of AT&T and Array concerning the 3.45 GHz

[192] *See id*. at 11 ("Nor do the parties identify any specific allegations of harm arising from AT&T holding more than 40 MHz of 3.45 GHz spectrum.").

[193] Public Knowledge et al. Petition to Deny at 14.

[194] *See, e.g.*, Public Interest Statement at 4, 6; Joint Opposition at 4.

[195] *See, e.g.*, Public Interest Statement at 4, 6; Joint Opposition at 3-5.

aggregation limit under section 27.1606(a) of the Commission's rules, 47 CFR § 27.1606(a) **ARE GRANTED** to the extent described herein.

63. **IT IS FURTHER ORDERED** that this Memorandum Opinion and Order **SHALL BE EFFECTIVE** upon adoption. Petitions for Reconsideration under section 1.106 of the Commission's Rules, 47 CFR § 1.106, may be filed within thirty days of the date of adoption of this Memorandum Opinion and Order.

64. This action is taken under delegated authority pursuant to sections 0.131 and 0.331 of the Commission's rules, 47 CFR §§ 0.131, 0.331.

FEDERAL COMMUNICATIONS COMMISSION

Joel Taubenblatt

Chief, Wireless Telecommunications Bureau

APPENDIX A
List of Applications

SECTION 310(d) APPLICATIONS
Part 27 Wireless Radio Services

Applications for consent to the assignment of licenses held by subsidiaries of Array from Array to AT&T:

File No.	Licensee	Lead Call Sign
0011364041[1]	ADIOC OF GREATER IOWA, LLC[2]	WPWV306
0011369069	CALIFORNIA RURAL SERVICE AREA #1, INC.	WRQR208
0011369073	HARDY CELLULAR TELEPHONE COMPANY	WRQQ850
0011369075	KANSAS #15 LIMITED PARTNERSHIP	WPWU978
0011369076	MAINE RSA #1, INC.	WRQQ865
0011369079	MAINE RSA #1, INC.	WPZA247
0011369080	NH #1 RURAL CELLULAR, INC.	WRQQ852
0011369082	OREGON RSA #2, INC.	WRQR338
0011369087	OREGON RSA #2, INC.	WQJQ783
0011369100	ADI OPERATING COMPANY, LLC	WRQQ846
0011369104	ADIOC OF KNOXVILLE, INC.	WRQQ862
0011369106	ADIOC OF MEDFORD, INC.	WRQQ951
0011369110	ADIOC NEBRASKA/KANSAS, LLC	WRQR225
0011369111	ADIOC NEBRASKA/KANSAS, LLC	WPWU977
0011369121	ADIOC NEBRASKA/KANSAS, LLC	WRQR283
0011369126	ADIOC OF CENTRAL ILLINOIS, LLC	WRQQ901
0011369128	ADIOC OF CENTRAL ILLINOIS, LLC	WQDM567
0011369129	ADIOC OF CUMBERLAND, LLC	WRQQ871
0011369130	ADIOC OF GREATER IOWA, LLC	WRQQ869
0011369133	ADIOC OF GREATER MISSOURI, LLC	WRQQ935
0011369134	ADIOC OF GREATER MISSOURI, LLC	WPWU960
0011369135	ADIOC OF GREATER NORTH CAROLINA, LLC	WRQQ874
0011369136	ADIOC OF GREATER NORTH CAROLINA, LLC	WQJQ801
0011369138	ADIOC OF GREATER OKLAHOMA, LLC	WRQQ854
0011369140	ADIOC OF GREATER OKLAHOMA, LLC	WPWU980
0011369142	ADIOC OF OREGON RSA #5, INC.	WRQQ858
0011369148	ADIOC OF RICHLAND, INC.	WRQQ905
0011369149	ADIOC OF RICHLAND, INC.	WQJQ795
0011369150	ADIOC OF VIRGINIA RSA #3, INC.	WRQQ954
0011369152	ADIOC OF WASHINGTON-4, INC.	WRQQ913
0011369273	King Street Wireless, LP	WQLE725
0011369287	King Street Wireless, LP	WQLE725
0011369299	King Street Wireless, LP	WQLE680
0011369307	King Street Wireless, LP	WQLE679

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

[2] Select licensee names have changed from the filed applications, pursuant to administrative updates, and applicable amendments. *See, e.g.*, ULS File No. 0011745438.

APPENDIX B
Petitioners and Commenters

Petitions to Deny
Rural Wireless Association, Inc.

Public Knowledge, Communications Workers of America, Open Technology Institute at New America, Benton Institute for Broadband & Society

Petition to Hold in Abeyance
Mark J. O'Connor and Sara Leibman

Comments
NCTA—The Internet & Television Association

Comments in Opposition to the Petitions to Deny/Hold in Abeyance
AT&T Services, Inc. and United States Cellular Corporation

King Street Wireless and United States Cellular Corporation

Reply Comments
Rural Wireless Association, Inc.

Mark J. O'Connor and Sara Leibman

Filers of *Ex Parte* Submissions and Letters
Rural Wireless Association, Inc., Open Technology Institute at New America, Benton Institute for Broadband & Society, and Communications Workers of America (filed Aug. 7, 2025)

Rural Wireless Association, Inc., Open Technology Institute at New America, Benton Institute for Broadband and Society, and Communications Workers of America (filed July 30, 2025)

Rural Wireless Association, Inc., Communications Workers of America, New America's Open Technology Institute (filed July 18, 2025)

Rural Wireless Association, Inc., Public Knowledge, Communications Workers of America, New America's Open Technology Institute (filed July 3, 2025)

Rural Wireless Association, Inc., Communications Workers of America, Public Knowledge, New America's Open Technology Institute, Benton Institute for Broadband & Society (filed June 2, 2025)

Rural Wireless Association, Inc., EchoStar Corporation, Communications Workers of America, Public Knowledge, New America's Open Technology Institute (filed May 15, 2025)

Mark J. O'Connor and Sara Leibman (filed Apr. 25, 2025)

Filers of Informal Comments or Objections[198]

Rural Wireless Associates, Inc. (Reply to Cellco Partnership and UScellular Joint Opposition to Rural Wireless Association, Inc.'s Petitio to Deny) (filed Aug. 1, 2025) (responding to oppositions to Petitions to Deny the Verizon-Array transaction)

Rural Wireless Associates, Inc. (Petition to Deny Verizon-Array transaction, filed July 7, 2025)

Public Knowledge, Open Technology Institute at New America, Benton Institute for Broadband & Society (Petition to Deny Verizon-Array transaction, filed July 7, 2025)

[198] This category includes pleadings filed in this docket after the close of the comment cycle for the proposed transaction.