

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

In the Matter of
Applications of Liberty Latin America Ltd.
and
AT&T Inc.
For Consent to the Transfer of Control of the
Licenses, Authorizations, and Spectrum Lease
Held by AT&T Mobility Puerto Rico Inc. and
AT&T Mobility USVI Inc. to Liberty Latin
America Ltd.
WT Docket No. 19-384

MEMORANDUM OPINION AND ORDER AND DECLARATORY RULING

Adopted: October 27, 2020

Released: October 27, 2020

By the Chief, Wireless Telecommunications Bureau; Chief, Wireline Competition Bureau; and
Chief, International Bureau:

I. INTRODUCTION

1. Liberty Latin America Ltd. (LLA) and AT&T Inc. (collectively, with its subsidiaries and
affiliates, AT&T) (collectively, Applicants) filed applications pursuant to sections 214 and 310(d) of the
Communications Act of 1934, as amended (the Act), seeking Commission consent to the transfer of
control of AT&T Mobility Puerto Rico Inc. (AT&T Mobility PR) and AT&T Mobility USVI Inc. (AT&T
Mobility USVI) (collectively, Transferred Companies) and the licenses, leases, and authorizations held by
them from AT&T to LLA (the Transaction). LLA also filed a petition for declaratory ruling (Petition)
to permit foreign investment above the 25% benchmark in section 310(b)(4) of the Act and section
1.5000(a)(1) of the Commission's rules.

2. On December 20, 2019, the Wireless Telecommunications Bureau (WTB), Wireline
Competition Bureau (WCB), and International Bureau (IB) (together, Bureaus) released a Public Notice
accepting the Applications for filing and establishing a pleading cycle for public comments. One party,

1 47 U.S.C. §§ 214, 310(d).

2 Application for Commission Consent to the Transfer of Control of AT&T Mobility Puerto Rico Inc.'s International
Section 214 Authorizations and Domestic Section 214 Authority to Liberty Latin America Ltd., WT Docket No. 19-
384 (filed Nov. 12, 2019), https://www.fcc.gov/ecfs/filing/1013116611893 (Lead Application, and together with the
applications listed in Appendix A, Applications).

3 Petition for Declaratory Ruling, File No. ISP-PDR-20191114-00009 (filed Nov. 14, 2019) (Petition); Supplement
to Petition for Declaratory Ruling, File No. ISP-PDR-20191114-00009 (filed Dec. 12, 2019) (Restated Petition).

4 47 U.S.C. § 310(b)(4); 47 CFR § 1.5000(a)(1).

Communications Workers of America (CWA), timely filed comments in response to the Public Notice, and no party filed a petition to deny.⁶ In response, Applicants timely filed reply comments.⁷ CWA and another party, The Hedge Clippers, timely filed responses to Applicants' reply comments.⁸ In addition, at the request of WCB staff, Applicants filed additional information and data identifying Applicants' overlapping fiber facilities and the facilities-based competitors present at or near the overlap locations.⁹

3. On December 27, 2019, the Department of Justice (DOJ), with the concurrence of the Department of Defense (DOD) and the Department of Homeland Security (DHS), requested that the Commission defer action on the Transaction while they reviewed potential national security, law enforcement, and public safety concerns.¹⁰ On July 2, 2020, DOJ, with the concurrence of DOD, filed a Petition to Adopt Conditions to Authorizations and Licenses (DOJ Petition).¹¹ DOJ advised that it had no objection to the Commission granting the Applications and the section 310(b)(4) petition provided that the Commission "conditions its approval on the assurances of Liberty Latin America, Ltd. (Liberty) to

(Continued from previous page)

⁵ *Liberty Latin America Ltd. and AT&T Inc. Seek FCC Consent to the Transfer of Control of the Licenses, Authorizations, and Spectrum Lease Held by AT&T Mobility Puerto Rico Inc. and AT&T Mobility USVI Inc. to Liberty Latin America Ltd.*, Public Notice, DA 19-1316 (WTB, WCB, IB Dec. 20, 2019).

⁶ CWA Comments.

⁷ Liberty Latin America Ltd. and AT&T Inc. Reply Comments (Applicants' Reply).

⁸ CWA Reply Comments; The Hedge Clippers Reply Comments. Several consumers submitted brief comments addressing the Transaction that raise service quality concerns that are similar to concerns we address below from CWA. Two other entities also filed comments after the comment cycle closed. Letter from Paul Kouroupas, Sr. Director, Corporate Affairs, Vitelcom Cellular, Inc. d/b/a Viya Wireless and Virgin Island Telephone Corporation d/b/a Viya, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed Mar. 17, 2020) (Viya March 17 *Ex Parte* Letter); Letter from Jeffrey Carlisle and Meredith S. Senter, Jr., Counsel to Hemisphere Media Group, Inc., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed Aug. 26, 2020); Letter from Jeffrey Carlisle and Meredith S. Senter, Jr., Counsel to Hemisphere Media Group, Inc., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed July 14, 2020) (initially raising and then withdrawing certain objections to the Transaction).

⁹ Letter from Robert L. Hoegle *et al.*, Counsel to LLA, and Peter J. Schildkraut, *et al.*, Counsel to AT&T, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed Apr. 20, 2020) and Attachs. (Overlap Analysis of LCPR and AT&T Fiber Locations in Puerto Rico, Matrix Economics, Apr. 20, 2020 (Matrix April 20, 2020 Overlap Report) and Fiber Optic Competition in Puerto Rico, FTI Consulting, Apr. 20, 2020) (FTI April 20, 2020 Report)) (Applicants' April 20 *Ex Parte* Letter); Letter from Robert L. Hoegle *et al.*, Counsel to LLA, and Peter J. Schildkraut, *et al.*, Counsel to AT&T, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed May 20, 2020) and Attachs. (Fiber Optic Competition in Puerto Rico, FTI Consulting, May 11, 2020 (FTI May 11, 2020 Report); Fiber Optic Competition in Puerto Rico, FTI Supplemental Results, May 11, 2020 (FTI Supplement Report) and Accompanying Excel File "Incremental On-Net Overlaps Using 164 Feet," May 11, 2020)) (Applicants' May 11 *Ex Parte* Letter); Letter from Robert L. Hoegle *et al.*, Counsel to LLA, and Peter J. Schildkraut, *et al.*, Counsel to AT&T, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed May 21, 2020) and Attach. (Fiber Optic Competition in Puerto Rico: FTI Fiber Inspection Results (May 20, 2020) Presentation Slides); Letter from Robert L. Hoegle *et al.*, Counsel to LLA, and Peter J. Schildkraut, *et al.*, Counsel to AT&T, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed Aug. 18, 2020) (Applicants' August 18 *Ex Parte* Letter); Letter from Robert L. Hoegle *et al.*, Counsel to LLA, and Peter J. Schildkraut, *et al.*, Counsel to AT&T, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed Sept. 9, 2020) (Applicants' September 9 *Ex Parte* Letter).

¹⁰ Letter from Lee Licata, National Security Division, DOJ, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 19-384, File Nos. ITC-T/C- 20191107-00178 *et al.* (filed Dec. 27, 2019) (NSD Letter).

¹¹ DOJ, Petition to Adopt Conditions to Authorizations and Licenses, WT Docket No. 19-384, File Nos. ITC-T/C-20191107-00178 *et al.* (filed July 2, 2020).

abide by the commitments and undertakings set forth in the July 1, 2020 Letter of Agreement” between DOJ and LLA (LOA).¹²

4. We have thoroughly reviewed the record, including the supplemental information submitted by the Applicants pursuant to WCB’s requests, which is subject to the Protective Order issued in this proceeding.¹³ We conclude that, with the condition we impose to comply with the LOA, the Transaction serves the public interest, convenience, and necessity and meets the requirements of the Act.¹⁴ Accordingly, we grant the Applications and the Petition, subject to the condition set forth below, and also grant the DOJ Petition.

II. BACKGROUND

A. Description of the Applicants

1. AT&T Inc.

5. AT&T, a Delaware corporation and global telecommunications and media company, wholly owns and controls the Transferred Companies, AT&T Mobility PR and AT&T Mobility USVI.¹⁵ Together, the Transferred Companies provide high-speed mobile voice and data services to 1.1 million postpaid and prepaid active devices in Puerto Rico and the USVI over 3G UMTS and 4G mobile networks that cover the entire population of the islands.¹⁶ AT&T Mobility PR also provides competitive local exchange carrier (LEC) and other services to enterprise customers in Puerto Rico.¹⁷ AT&T Mobility PR does not offer residential wireline service in Puerto Rico.¹⁸ AT&T Mobility USVI does not offer any wireline services in the USVI.¹⁹

2. Liberty Latin America Ltd.

6. LLA, a Bermuda company limited by shares, provides communications and entertainment services, including video, broadband, telephony, and mobile services in Puerto Rico, the Caribbean, and across Latin America.²⁰ LLA is the parent company of Leo Cable LP (Leo Cable) and Liberty Communications of Puerto Rico (LCPR).²¹ LCPR is a competitive LEC and the largest cable

¹² *Id.* at 1; Letter from John Winter, Senior Vice President, Chief Legal Officer & Secretary, LLA, to Assistant Attorney General for National Security, Department of Justice, WC Docket No. 19-384, File Nos. ITC-T/C-20191107-00178 *et al.* (Jul. 1, 2020).

¹³ *Applications of Liberty Latin America Ltd. and AT&T Inc. For Consent to the Transfer of Control of the Licenses, Authorizations, and Spectrum Lease Held by AT&T Mobility Puerto Rico Inc. and AT&T Mobility USVI Inc. to Liberty Latin America Ltd.*, WT Docket No. 19-384, Protective Order, DA 20-410 (WTB 2020).

¹⁴ 47 U.S.C. § 214.

¹⁵ Lead Application at Attach. 2 (Public Interest Statement) at 2-3.

¹⁶ *Id.* at 6.

¹⁷ *Id.* In 2009, AT&T acquired the wireless and wireline telecommunications operations of Centennial Communications Corporation (Centennial) in Puerto Rico. *Id.* at 6 (stating that AT&T provides wireline business enterprise services in the former areas served by Centennial); *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 (2009).

¹⁸ Public Interest Statement at 6; Applicants’ April 20 *Ex Parte* Letter at 5.

¹⁹ Public Interest Statement at 23.

²⁰ *Id.* at 4; Restated Petition at 2.

²¹ Public Interest Statement at 2-3. On May 14, 2020, Applicants stated that Leo Cable LP changed its name to Liberty Communications PR Holding LP, effective April 1, 2020, and Liberty Cablevision of Puerto Rico LLC

(continued....)

operator in Puerto Rico.²² LCPR currently operates an 11,500 mile hybrid fiber coaxial (HFC) cable network providing broadband services to approximately 340,000 customers, video services to approximately 220,000 customers, and fixed-line telephony to approximately 205,000 customers, virtually all of whom are residential customers.²³ LCPR provides “triple-play” service bundles (broadband Internet, digital video, and fixed-line telephony) to approximately 165,000 customers.²⁴ LCPR also provides business data services (BDS) and enhanced interconnectivity points in Puerto Rico to companies via its fiber network.²⁵ Neither LCPR nor any of its affiliates currently provides any type of wireless services in Puerto Rico or in the USVI, nor do they provide any wireline services in the USVI.²⁶

B. Description of the Transaction

7. Under LLA’s and AT&T’s stock purchase agreement, a wholly-owned subsidiary of LLA will acquire the Transferred Companies, and they will then be operated with LCPR, also wholly-owned by LLA.²⁷ In particular, LLA, through Leo Cable,²⁸ has agreed to acquire all of the outstanding capital stock of Beach Holding Corporation (Beach) from three wholly-owned subsidiaries of AT&T: AT&T Corp.; AT&T International Holdings, LLC; and SBC Telecom, Inc. (collectively Sellers).²⁹ Beach holds all of the outstanding capital stock of AT&T Mobility PR and AT&T Mobility USVI.³⁰ Applicants state that LLA’s shares are publicly traded, and U.S. persons own over 80% of LLA’s aggregate voting interests and over 67% of LLA’s aggregate equity.³¹ The Petition states that LLA is controlled by its Board of Directors, who are elected by its shareholders.³² In connection with the transaction, Applicants made filings or notifications with the Federal Trade Commission and DOJ pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976.³³

(Continued from previous page) _____
changed its name to Liberty Communications of Puerto Rico LLC, effective May 4, 2020. Letter from Robert L. Hoegle *et al.*, Counsel to LLA, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384 (filed May 14, 2020).

²² Public Interest Statement at 4.

²³ *Id.* at 5.

²⁴ *Id.*

²⁵ *Id.*

²⁶ *Id.* at 18.

²⁷ *Id.* at 2-3; Restated Petition at 1-2.

²⁸ Under the terms of the stock purchase agreement, Leo Cable may assign its rights to another LLA subsidiary. Upon completion of the proposed transaction, Dr. John C. Malone, a U.S. citizen, will hold an approximate 25.07% interest in LLA. Public Interest Statement at 3.

²⁹ Leo Cable is not acquiring any interest from AT&T in DIRECTV, AT&T’s video business, or in any submarine cable or cable landing station held by AT&T. *Id.* AT&T is also retaining certain business customers with which it has a global business relationship and is not transferring 39 GHz spectrum in Puerto Rico and the USVI to LLA. *Id.* In connection with the transaction, Applicants state that AT&T is subcontracting with the Transferred Companies to fulfill certain of AT&T’s commitments to the First Responder Network Authority in Puerto Rico and the USVI. *Id.* at 4, 17-18.

³⁰ Public Interest Statement at 6.

³¹ Restated Petition at 2.

³² *Id.* at 3.

³³ 15 U.S.C. § 18a; Public Interest Statement at 26. Applicants state that no approvals are required for the proposed Transaction from the state public service commissions in Puerto Rico or in the USVI. Applicants’ April 20 *Ex Parte* Letter at 1.

8. On October 23, 2020, DOJ announced that it is requiring the Applicants to divest certain fiber-based telecommunications assets and customer accounts in Puerto Rico, in order for LLA to proceed with its proposed acquisition of AT&T's wireline and wireless telecommunications operations in Puerto Rico and the U.S. Virgin Islands³⁴ DOJ also approved WorldNet Telecommunications, Inc. (WorldNet) as the acquirer of those assets, and indicated that "the divestiture will place WorldNet in the position to become a strong competitor in the provision of fiber-based connectivity and telecommunications services to enterprise customers throughout Puerto Rico."³⁵

III. STANDARD OF REVIEW AND PUBLIC INTEREST FRAMEWORK

9. Pursuant to sections 214(a) and 310(d) of the Act,³⁶ the Commission must determine whether the proposed transfer of control of certain licenses and authorizations held and controlled by the Transferring Companies to LLA would serve the public interest, convenience, and necessity.³⁷ In making this determination, the Commission first assesses whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.³⁸

10. If the proposed transaction does not violate a statute or rule, the Commission then considers whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.³⁹ The Commission's competitive analysis, which forms an important part of the public interest evaluation, is informed by, but not limited to, traditional antitrust principles.⁴⁰ DOJ has independent authority to examine the competitive impacts of proposed mergers and transactions involving transfers of Commission licenses,

³⁴ U.S. Department of Justice, Antitrust Division, *Justice Department Requires Divestiture in Order for Liberty Latin America to Acquire AT&T's Telecommunications Operations in Puerto Rico and the U.S. Virgin Islands* (rel. Oct. 23, 2020) (DOJ Press Release), <https://www.justice.gov/opa/pr/justice-department-requires-divestiture-order-liberty-latin-america-acquire-atts>.

³⁵ *Id.*

³⁶ 47 U.S.C. § 214(a), 310(d). Section 310(d) requires that the Commission consider the applications for transfer of Title III licenses under the same standard as if the proposed transferee were applying for licenses directly under section 308 of the Act, 47 U.S.C. § 308. *See, e.g., Applications of T-Mobile US, Inc., and Sprint Corporation for Consent To Transfer Control of Licenses and Authorizations, et al.*, WT Docket 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, 10595, para. 39 (2019) (*T-Mobile-Sprint Order*); *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585, para. 8 (2017) (*CenturyLink-Level 3 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, 5672, para. 19 (2007) (*AT&T-BellSouth Order*).

³⁷ 47 CFR § 63.03(c)(1)(v) (noting that an analysis under section 214(a) includes a determination of "whether a proposed transfer of control would serve the public interest"); *see also, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10595, para. 39; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 8; *Applications filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, WC Docket No. 10-110, Memorandum Opinion and Order, 26 FCC Rcd 4194, 4198-99, para. 7 (2011) (*CenturyLink-Qwest Order*); *AT&T-BellSouth Order*, 22 FCC Rcd at 5672, para. 19.

³⁸ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10595, para. 39; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 8; *CenturyLink-Qwest Order*, 26 FCC Rcd at 4199, para. 7.

³⁹ *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10595, para. 40; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9.

⁴⁰ *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10595, para. 40; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *see also Northeast Utils. Serv. Co. v. FERC*, 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").

but the Commission's competitive analysis under the public interest standard is somewhat broader.⁴¹ Notably, the Commission has determined it may impose and enforce narrowly tailored, transaction-specific conditions that address the potential harms of a transaction.⁴² Specifically, the Commission has repeatedly held that it will impose conditions "only to remedy harms that arise from the transaction (i.e., transaction-specific harms)" and "related to the Commission's responsibilities under the Communications Act and related statutes," and that it "will not impose conditions to remedy pre-existing harms or harms that are unrelated to the transaction."⁴³

11. If the Commission determines that a transaction raises no public interest harms or that any such harms would be ameliorated by narrowly tailored conditions, it next considers a transaction's public interest benefits. Notably, the Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.⁴⁴ The Commission will also review other claimed public interest benefits of a transaction, with the applicants bearing the burden of proving those benefits by a preponderance of the evidence.⁴⁵ As part of its public interest authority, the Commission may impose narrowly-tailored conditions to ensure for the public the transaction-specific benefits claimed by the Applicants.⁴⁶

12. Finally, if the Commission finds that narrowly tailored, transaction-specific conditions are able to ameliorate any public interest harms and the transaction is in the public interest, it may approve the transaction as so conditioned.⁴⁷ In contrast, if the Commission does not 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 it must designate the application for hearing.⁴⁸

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

13. Section 310(d) of the Act requires that the Commission make a determination as to

⁴¹ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10595-96, para. 40; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9.

⁴² *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 40; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585-86, para. 9.

⁴³ *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 40; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 9.

⁴⁴ *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 41; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 10.

⁴⁵ 47 U.S.C. § 309(e); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 41; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 10.

⁴⁶ *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 41; *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*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd at 10433, 10443-44, para. 26 (2013) (*Alaska Wireless-GCI Order*).

⁴⁷ *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 42; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 11.

⁴⁸ 47 U.S.C. § 309(e); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 42; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586-87, para. 11. Section 309(e)'s requirement applies only to those applications to which Title III of the Act applies. *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 42, n.131 (citing *ITT World Communications, Inc. v. FCC*, 595 F.2d 897, 901 (2d Cir. 1979) (*ITT World v. FCC*); *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586-87, para. 11 & n.37). The Commission is not required to designate for hearing applications for the transfer or assignment of Title II authorizations when it is unable to find that the public interest would be served by granting the applications, *see ITT World v. FCC*, 595 F.2d 897 at 901, but may do so if it finds that a hearing would be in the public interest. *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586-87, para. 11 & n.37.

whether the Applicants have the requisite qualifications to hold Commission licenses.⁴⁹ 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.”⁵⁰ 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.⁵¹

14. 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.⁵² We find that there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications of AT&T under the Act or our rules, regulations, and policies.⁵³ The only challenge that has been raised with respect to the basic qualifications of LLA, which the Commission has previously found qualified to control entities holding Commission licenses and authorizations,⁵⁴ is with respect to the financial qualifications of LLA to achieve the service quality it asserts it will provide after closing the transaction.⁵⁵ We address and reject the challenge in section V below.

15. The proposed transaction must comply with the Act, other applicable statutes, and the Commission’s rules before we can find that it is in the public interest.⁵⁶ We find that the proposed Transaction will not violate any statutory provision or Commission rule.

V. POTENTIAL PUBLIC INTEREST HARMS

16. Based on our evaluation of the record, we find that the proposed Transaction is unlikely to result in any material public interest harm in Puerto Rico where AT&T Mobility PR and LCPR operate as wireline competitive LECs. We also review and reject claims from CWA regarding a potential loss of jobs in Puerto Rico and the USVI arising as a result of the proposed Transaction, the financial viability of LLA post-transaction, and the impact of the Transaction on the deployment of the Nationwide Public

⁴⁹ 47 U.S.C. § 310(d).

⁵⁰ 47 U.S.C. §§ 308, 310(d); *see also T-Mobile-Sprint Order*, 34 FCC Rcd at 10596-97, para. 43; *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9142, para. 24 (2015) (*AT&T-DIRECTV Order*); *CenturyLink-Qwest Order*, 26 FCC Rcd at 4201, para. 11; *AT&T-BellSouth Order*, 22 FCC Rcd at 5756, para. 19.

⁵¹ *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10597, para. 43; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, para. 24; *CenturyLink-Qwest Order*, 26 FCC Rcd at 4201, para. 11; *AT&T-BellSouth Order*, 22 FCC Rcd at 5756, para. 191.

⁵² *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10597, para. 44; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, para. 25.

⁵³ *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10597, para. 44; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, para. 25.

⁵⁴ *See, e.g., International Authorizations Granted: Section 214 Applications (47 CFR § 63.18, 63.24); Section 310(b) Petitions (47 CFR § 1.5000)*, Report No. TEL-01904, Public Notice, 33 FCC Rcd 3922 (IB Apr. 26, 2018) (granting pro forma transfer of control of Columbus Networks Puerto Rico, Inc. to LLA); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of License Applications*, Report Number: 12788, Public Notice (WTB Dec. 6, 2017) (granting full assignment of Columbus Networks USA, Inc., from Liberty Global to LLA); Public Interest Statement at n.8 (listing proceedings in which LLA acquired controlling interests in Commission authorization holders).

⁵⁵ CWA Comments at 6-8; CWA Reply Comments at 4-6; The Hedge Clippers Reply Comments at 1-4.

⁵⁶ *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10598, para. 47; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9587, para. 14.

Safety Broadband Network (FirstNet).⁵⁷ Finally, we reject Viya's request to impose number portability requirements on AT&T in the USVI that are not related to the Transaction and that are the subject of a broader industry proceeding.

A. Loss of AT&T Mobility PR as a Competitive Provider of Last-Mile Business Data Services in Puerto Rico

17. In accordance with Commission precedent addressing the merger of competitive wireline providers, we find that the proposed Transaction is unlikely to result in any material public interest harm in Puerto Rico for fiber-based wireline services. No commenter raised a potential for harm from the loss of AT&T Mobility PR as a provider of last-mile facilities-based enterprise BDS. While the Applicants specifically claim that the Transaction will have little or no impact on competition for these services,⁵⁸ we have carefully evaluated those claims to confirm their accuracy and find no significant potential competitive harms.⁵⁹

18. Applicants maintain that AT&T Mobility PR and LCPR serve different customer segments and compete with each other only to a minimal extent with respect to BDS.⁶⁰ They assert that the combined company will continue to face substantial competition from other providers, particularly the incumbent LEC, Puerto Rico Telephone Company (Claro).⁶¹ The record shows that AT&T Mobility PR provides no fiber or wireline services to residential customers, and primarily uses its fiber network to provide backhaul services for its wireless network while also providing BDS to large and medium business customers concentrated in the San Juan area.⁶² In contrast, LCPR's primary offerings are to residential and small business customers served via HFC connections without service level agreements (SLAs) guaranteeing performance levels.⁶³ Of the BDS customers it does serve via a fiber network, LCPR estimates that approximately 75% of its BDS customers are small to medium-size businesses with the rest being larger business and wholesale customers.⁶⁴ Applicants maintain that the proposed Transaction will enhance and extend the reach of LCPR's fiber network, which will allow it to compete more effectively against large providers, particularly Claro, including for enterprise customers that seek service from the same provider across multiple locations.⁶⁵

⁵⁷ CWA Comments at 5-12.

⁵⁸ Public Interest Statement at 20-23.

⁵⁹ See *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9587, para. 15 (citing *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, WC Docket No. 16-70, Memorandum Opinion and Order, 31 FCC Rcd 12501, 12507, para. 15 & n.44 (WCB, IB, WTB 2016) (*Verizon-XO Order*)).

⁶⁰ Public Interest Statement at 19 ("LCPR and AT&T Mobility PR largely serve different segments of fixed-services customers. LCPR principally serves residential customers and very small and small business customers that take 'best efforts' broadband services. LCPR supplies relatively few customers that require BDS. AT&T Mobility PR's fixed-service customers are all enterprise and overwhelmingly take BDS."); Applicants' April 20 *Ex Parte* Letter at 5 (stating that "medium and large size business locations receiving fiber service from LCPR comprise less than one percent of all customers receiving wireline service.").

⁶¹ Public Interest Statement 14-15, 20-23. In addition to Claro, Applicants have identified eight competitive fiber providers that have facilities at various confirmed overlap locations. See Applicants' April 20 *Ex Parte* Letter at 3 & n.5.

⁶² Public Interest Statement at 21; Applicants' April 20 *Ex Parte* Letter at 5.

⁶³ Public Interest Statement at 19; Applicants' April 20 *Ex Parte* Letter at 5.

⁶⁴ Public Interest Statement at 19-21.

⁶⁵ *Id.* at 14; Applicants' April 20 *Ex Parte* Letter at 5 (citing *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9595, para. 27; *Verizon-XO Order*, 31 FCC Rcd at 12514-16, para. 28); Applicants' May 11 *Ex Parte* Letter at 5.

19. In response to staff requests for information, Applicants conducted an overlap analysis to determine the extent to which LCPR and AT&T Mobility PR compete in the sale of fiber-based BDS.⁶⁶ Applicants determined on-net overlap locations by considering AT&T Mobility PR and LCPR to provide service to the same locations if the locations were within a proximity of 164 feet.⁶⁷ The record shows that LCPR and AT&T Mobility PR have locations where they both own or control fiber.⁶⁸ Of those locations, Applicants identified confirmed overlap locations using a system of field inspections.⁶⁹ They summarized their data indicating that, of these confirmed overlaps, 99.1% of the locations had at least one competitive fiber provider within 0.5 miles of the location.⁷⁰ As the Commission has found when reviewing the loss of facilities-based fiber competition where providers operate as competitive LECs, the presence of other BDS competitors within 0.5 miles of the overlap location, including the incumbent LEC, means that no competitive harm is likely to occur.⁷¹ Indeed, we agree with Applicants that rather than harming

⁶⁶ See Applicants' April 20 *Ex Parte* Letter at 1-6 (containing staff information requests and Applicants' initial responses).

⁶⁷ Generally, the bigger the distance threshold, the greater the number of locations identified as overlaps. Identifying overlap locations based on a distance threshold of 164 feet (50 meters) is consistent with the Commission's precedent. *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9589-90, paras. 18-19 & n.64; Applicants' May 11 *Ex Parte* Letter at n.4 (citing *Business Data Services in an Internet Protocol Environment; et al.*, Tariff Investigation Order and Further Notice of Proposed Rulemaking, 31 FCC Rcd 4723, 4925, App. B (2016) (Empirics of Business Data Services White Paper by Dr. Marc Rysman) (referring to data from BDS providers in that proceeding that identified building locations based on addresses and latitude and longitude coordinates and assuming that locations less than approximately 164 feet apart were the same building)). Applicants initially determined on-net overlap locations by considering AT&T Mobility PR and LCPR to provide service to the same locations if the locations were located within a proximity of 100 feet, Matrix April 20, 2020 Overlap Report at 16-17; Applicants' May 11 *Ex Parte* Letter at 1-2, and then expanded its analysis based on the 164-foot threshold. See Applicants' May 11 *Ex Parte* Letter at 1-2 and FTI Supplement Report at 4-7 and App. 1 (Additional Fiber Evidence Supporting Documentation Based on Field Investigations).

⁶⁸ Applicants' September 9 *Ex Parte* Letter at 1-2 (summarizing record data).

⁶⁹ *Id.* Applicants describe "confirmed overlaps" as overlap sites where field inspections were able to confirm fiber for both LCPR and AT&T Mobility PR within a threshold distance. FTI April 20, 2020 Report at App. A (Summary of Terms and Explanation of Analysis). They explain the field inspection process FTI used to identify underground and aerial fiber at each of the confirmed overlap locations and describe the identification markers for fiber owned by various providers. *Id.* at 9-10 and App. B (Identification of Providers) at 30-48. They also provide explanations and photographic images of fiber providers in or near the confirmed overlaps. *Id.* at App. B at 28, App. C (Explanation of Supporting Documentation) and App. D (Fiber Evidence Supporting Documentation)); FTI Supplement Report at App. 1.

⁷⁰ Applicants' September 9 *Ex Parte* Letter at 1-2. Applicants stated that their statistics relate to fiber only, and that FTI did not include other types of facilities owned by competitive providers, including Claro's copper network, coaxial, HFC, and wireless facilities in its review. FTI April 20, 2020 Report at 6. On August 18, 2020, Applicants identified 50 additional potential overlap locations "during consistency checks of the Applicants' location data." Applicants' August 18 *Ex Parte* Letter at 1. Applicants have been unable to confirm from available LCPR records whether LCPR has connections, active circuits, or fiber to the locations, and because of the COVID-19 pandemic, FTI has been unable to conduct field inspections of those locations. Applicants' September 9 *Ex Parte* Letter at 2.

⁷¹ *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9594-55, para. 26. We further note that the Applicants' fiber asset divestiture settlement entered into with DOJ reinforces our conclusion that no competitive harms are likely to result from this Transaction. *DOJ Press Release* at 1.

competition, combining LCPR's and AT&T Mobility PR's facilities-based networks and services will better enable the combined company to compete against the incumbent LEC, Claro.⁷²

B. Other Issues

20. *CWA Comments.* We reject CWA's request that we deny the proposed Transaction as it is currently structured.⁷³ Based on the record before us, we do not see a need to require, as requested by CWA, further information from LLA to ensure it can invest in service quality, specifically including network disaster response, and to deploy FirstNet post-transaction.⁷⁴ We also decline to impose "clear and enforceable commitments" on LLA to honor collective bargaining agreements and to ensure that there is no reduction in employment for AT&T Mobility PR and AT&T Mobility USVI.⁷⁵ According to CWA, LLA is highly leveraged and may be unable to invest in service quality, especially in what CWA describes as deteriorating economic conditions in its territories.⁷⁶ In response, Applicants filed affidavits from LCPR's President and Chief Executive Officer and LLA's Senior Vice President and Chief Financial Officer explaining that LLA has already fully funded the purchase of the Transferred Companies through \$2.2 billion in bank and bond funding in Puerto Rico, refinanced LLA's existing Puerto Rican debt, and that it will pay the remaining \$750 million of the purchase price through LLA's existing liquidity.⁷⁷ Mr. Noyes also submitted publicly-available financial metrics for LLA, including for capital expenditures, and demonstrated that LLA's metrics are in line with other large telecommunications companies.⁷⁸

21. We recognize that the financing of transactions with increased debt levels may increase risk (including, potentially, the risk of bankruptcy if the transferee is unable to service the debt).⁷⁹ Upon consummation, AT&T Mobility PR and AT&T Mobility USVI will continue to be subsidiaries, like they were under AT&T, of a large international, publicly-traded company, LLA, and will continue to be able to raise funds and invest in their service territories.⁸⁰ We do not expect that LLA has entered into this

⁷² See *id.*; *Verizon-XO Order*, 31 FCC Rcd at 12515, para. 28; FTI May 11, 2020 Report at 13 (stating that Claro and the Puerto Rico Electric Power Authority (PREPA) are the most frequent competitive fiber providers, each serving at least 85% of the confirmed overlaps within 0.5 miles).

⁷³ CWA Comments at 2.

⁷⁴ *Id.* at 6-11; CWA Reply Comments at 7 (stating that the Commission should require the "full disclosure of relevant financial and operational data to ensure a smooth transition of service, including full LCPR financial statements, assumptions and plans, including multi-year synergies, employment levels, transaction-related investments, and projected cash flows.").

⁷⁵ CWA Comments at 5-12.

⁷⁶ *Id.* at 6-8. See The Hedge Clippers Reply Comments at 1-4 (asserting that LLA will be unable to sustain its level of indebtedness from the Transaction without impairing service, and that Puerto Rico is experiencing economic and populations losses that will impact its business).

⁷⁷ Applicants' Reply, Attachs. (Decl. of Naji Khoury and Decl. of Christopher Noyes).

⁷⁸ Decl. of Christopher Noyes at Exh. A (Financial Metrics for LLA, AT&T, Verizon, Sprint, America Movil, 2017-2019).

⁷⁹ See *Applications Filed by Altice N.V. and Cablevision Systems Corporation to Transfer Control of Authorizations From Cablevision Systems Corporation to Altice N.V.*, WC Docket No. 15-257, Memorandum Opinion and Order, 31 FCC Rcd 4365, 4374-75, para. 21 (WCB, IB, MB, WTB 2016) (*Altice-Cablevision Order*); *Applications Filed by Frontier Communications Corporation and Verizon Communications Inc. for Assignment or Transfer of Control*, WC Docket 09-95, Memorandum Opinion and Order, 25 FCC Rcd 5972, 5980-81-83, paras. 18-24 (2010) (*Verizon-Frontier Order*).

⁸⁰ See Public Interest Statement at 4, n.4 (stating that LLA provides telecommunications, video, broadband, and other services in Latin America and throughout the Caribbean to 25 countries with over 7 million homes passed);

(continued....)

Transaction with a disincentive to invest in and grow its network. It has in fact stated that integrating AT&T's mobile businesses into its existing operations, combining the fiber networks of LCPR and AT&T Mobility PR, optimizing LLA's submarine cable capacity in the USVI with the mobile operations of AT&T Mobility USVI, and rolling out 5G wireless service will accelerate service improvements throughout the islands.⁸¹

22. In determining whether LLA and its subsidiaries are financially qualified to hold licenses, we do not substitute our business judgment for that of the applicant or the marketplace.⁸² And, while we cannot know with certainty whether LLA would experience financial distress after consummating the Transaction compared with what it would experience in the absence of the transaction, we find that the representations of Applicants concerning LLA's financial viability are reasonable.⁸³ In previous transactions, the Commission has taken note of reviews by major credit agencies, including Moody's Investor Service,⁸⁴ which has assigned a B1 rating to Leo Cable considering its intended acquisition of the Transferred Companies.⁸⁵ Moody's anticipates that, post-transaction, despite some risk, the combined entity will have adequate liquidity, generating positive free cash flow, and have access to lines of credit.⁸⁶ As the Commission has found in other transactions, beyond the "ordinary and largely unpredictable market risks that accompany any business transaction," the record does not demonstrate that LLA is underfunded or an irresponsible buyer unqualified to undertake the transaction.⁸⁷ Instead, LLA has demonstrated that it has the requisite financial qualifications to hold and use these Commission licenses and authorizations in the public interest.⁸⁸

(Continued from previous page) _____

Applicants' Reply at 4-6 (describing LLA's breadth of service offerings, debt instrument performance, network investment, and customer growth).

⁸¹ Public Interest Statement at 15-16; Applicants' Reply at 8-9.

⁸² See *Altice-Cablevision Order*, 31 FCC Rcd at 4375, para. 21; *Verizon-Frontier Order*, 25 FCC Rcd at 5981-83, para. 19.

⁸³ See *Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 15-149, 31 FCC Rcd 6327, 6477, paras. 311-12 (2016) (*Charter-Time Warner Order*) (rejecting claims that the transferee's debt load would increase the risk of higher rates or bankruptcy and stating that the Commission does not ignore the business judgment of the applicants' lenders or the credit agencies).

⁸⁴ *Id.*

⁸⁵ Moody's Investors Service, Rating Action: Moody's Assigns B1 Ratings to Liberty Puerto Rico's Proposed Notes and Term Loan; Stable Outlook," Oct. 9, 2019, https://www.moodys.com/research/Moodys-assigns-B1-ratings-to-Liberty-Puerto-Ricos-proposed-notes--PR_411623.

⁸⁶ *Id.* Moody's stated, "Leo Cable's B1 CFR considers the combination of AT&T PR's and LCPR's existing operations in Puerto Rico and reflects the combined group's increased scale and leading wireless and fixed market positions in Puerto Rico, its offering of a full suite of services, the quality of its networks and mobile spectrum holdings, as well as its positive free cash flow generation. The B1 CFR also reflects the group's concentration on two small markets, Puerto Rico and US Virgin Islands, which have weak economies, adverse demographic trends and exposure to adverse weather events; the integration risks related to the business combination (namely, rebranding and integration of two different networks); a highly competitive telecom market in Puerto Rico; and the lack of track record of the combined entity."

⁸⁷ *Altice-Cablevision Order*, 31 FCC Rcd at 4375, para. 21.

⁸⁸ *Id.* (stating that although the Commission has a responsibility to consider the financial qualifications of the transferee, it is not the Commission's role to substitute its business judgment for that of the applicants or the market; rather, the relevant question here is whether it has the requisite financial qualifications to hold and use these Commission licenses and authorizations in the public interest); *Charter-Time Warner Order*, 31 FCC Rcd at 6477, para. 312.

23. CWA raises service quality and disaster response as an issue for the Commission to consider.⁸⁹ The Commission fully recognizes the devastation caused by the 2017 hurricanes and 2020 earthquake in Puerto Rico and that there is always a risk of future events.⁹⁰ We are not persuaded by CWA, however, that LLA will be incapable of responding to natural disasters impacting its network.⁹¹ In addition to affirming that LCPR fully restored service after the hurricanes and earthquake,⁹² the record indicates that combining AT&T's telecommunications infrastructure with LCPR's network will strengthen LCPR's network. Importantly, Applicants state that "through burying substantial portions of LCPR's core network in AT&T Mobility's conduit and having alternative fiber routes in and to Puerto Rico and USVI," LLA will increase its network resiliency and redundancy.⁹³

24. As the Commission has found in its effort to allocate universal service funding to providers to deploy hardened networks in Puerto Rico and the USVI, burying fiber is ideal to promote resiliency because it provides the best protection against storms and atmospheric elements in general.⁹⁴ We also remind LLA and its subsidiaries that eligible telecommunications carriers receiving federal universal service support shall use that support only for the provision, maintenance, and upgrading of facilities and services for which the support is intended.⁹⁵ LLA must use high-cost support authorized to AT&T to help restore, harden, and expand 4G LTE and 5G technology for mobile voice and broadband services and to help safeguard network equipment against future natural disasters in accordance with the *Uniendo a Puerto Rico Fund* and the *Connect USVI Fund*.⁹⁶ LLA will be subject to ongoing oversight, must comply with annual reporting and certification requirements, and must submit an updated Disaster Preparation and Response Plan for our consideration within 10 business days of the completed transfer, and comply with the Disaster Information Reporting System (DIRS) requirements.⁹⁷

⁸⁹ CWA Comments at 2-3, 11-12.

⁹⁰ *Id.* at 2-3. See *Uniendo A Puerto Rico Fund and Connect USVI Fund, Connect America Fund, ETC Annual Reports and Certifications*, WC Docket Nos. 18-143, 10-90, 14-58, Report and Order and Order on Reconsideration, 34 FCC Rcd 9109, paras. 1-9 (2019) (*2019 Uniendo Order*) (recognizing the widespread devastation caused by the 2017 hurricanes in Puerto Rico and the USVI and allocating funding to improve and expand broadband networks to withstand future storms).

⁹¹ CWA Comments at 3, 11-12.

⁹² Applicants state that LCPR restored 75% of its network by March 2018, and by June 2018, the majority had been restored, and that within three days of the January 7, 2020 earthquake in Puerto Rico, all of LCPR's systems were operating with 79% of its customers having service, depending on power availability. Applicants' Reply at 9-10; Decl. of Naji Khoury at paras. 6, 8.

⁹³ Applicants' April 20 *Ex Parte* Letter at 6; Public Interest Statement at 10-11; Applicants' Reply at 9-10. Applicants state that approximately 70% of AT&T core network fiber in Puerto Rico is already underground. Public Interest Statement at 10.

⁹⁴ *2019 Uniendo Order*, 34 FCC Rcd at 9126-27, para. 29.

⁹⁵ 47 U.S.C. § 254(e); 47 CFR § 54.7.

⁹⁶ See *2019 Uniendo Order*, 34 FCC Rcd at 9163-64, para. 104; *Wireline Competition Bureau Authorizes Stage 2 Mobile Support for Certain Providers Participating in the Uniendo a Puerto Rico Fund and the Connect USVI Fund*, Public Notice, 35 FCC Rcd 6321 (WCB 2020).

⁹⁷ See, e.g., 47 CFR §§ 54.313(n)-(o), 54.316(b), 54.1509-1515; *2019 Uniendo Order*, 34 FCC Rcd at 9174-77, paras. 133-40 and App. B (Disaster Preparation and Response Plan) (requiring all support recipients to comply with Disaster Preparation and Response Plan and DIRS requirements). Section 54.1515 of the Commission's rules requires *Uniendo Fund* recipients to amend their Disaster Preparation and Response Plan submitted to WCB following "any material change(s) to internal processes and responsibilities and provide the updated Disaster Preparation and Response Plan to the Bureau within 10 business days following the material change(s)." 47 CFR § 54.1515(c).

25. With regard to FirstNet, CWA asserts that Applicants should describe how LLA will support the network and whether the Band 14 spectrum used for FirstNet will be transferred to LLA.⁹⁸ Applicants have confirmed on the record that, while AT&T is subcontracting with the Transferred Companies to fulfill certain AT&T commitments to the First Responder Network Authority to build out and operate FirstNet, AT&T is the prime contractor for FirstNet and will remain fully responsible for fulfilling its obligations.⁹⁹ Applicants further confirm that the network AT&T is constructing in Puerto Rico and the USVI uses Band 14 spectrum, for which FirstNet holds the license, and that the spectrum will not be transferred to LLA.¹⁰⁰

26. Finally, we are not persuaded that we must impose conditions on LLA that would address job retention post-transaction.¹⁰¹ LLA has affirmed that it has no data from AT&T on which to base decisions regarding specific job functions, and that it will continue to honor collective bargaining agreements with CWA and has committed to do so in the stock purchase agreement for the Transferred Companies.¹⁰² LLA further attests that, notwithstanding the destruction that Hurricanes Irma and Maria caused to Puerto Rico's power and telecommunications infrastructure, LCPR did not lay off any employees.¹⁰³ Based on this record, we find that the alleged public interest harms CWA raises concerning jobs are speculative and unsubstantiated.¹⁰⁴

27. *Number Portability in the USVI.* We decline to adopt Viya's request to require AT&T to facilitate number portability by acting as a local presence in each rate center where telephone numbers are geographically assigned on behalf of AT&T Mobility USVI's existing customers.¹⁰⁵ Viya, the incumbent LEC in the USVI, asserts that the Transaction raises a potential competitive harm associated with number portability for the AT&T Mobility USVI customers who have phone numbers outside of the "340" Numbering Plan Area on the island.¹⁰⁶ Viya contends that, because AT&T is a nationwide provider, it has allowed the majority of its mobile customers to retain telephone numbers outside of the 340 area code, and that, post-transaction, customers could not port these numbers to Viya, placing it at a competitive disadvantage to LLA.¹⁰⁷ It explains that the numbers cannot be ported unless Viya establishes a physical presence in rate centers where those numbers are located, which it is unable to do as a local service provider in the USVI.¹⁰⁸

28. At this time, Viya, like other local providers, would need to establish points of interconnection nationwide through commercial arrangements among carriers and/or third-party providers

⁹⁸ CWA Comments at 11-12.

⁹⁹ Public Interest Statement at 4; Applicants' Reply at 11-12 (stating that AT&T's long term contracts with the Transferred Companies ensure AT&T satisfies the FirstNet program requirements and that AT&T will step in to ensure performance if the Transferred Companies do not meet their subcontracting obligations).

¹⁰⁰ Public Interest Statement at 4, 24; Applicants' Reply at 10-12.

¹⁰¹ CWA Comments at 5-6.

¹⁰² Decl. of Naji Khoury at paras. 2-4.

¹⁰³ *Id.* at para. 8.

¹⁰⁴ See *Applications of Softbank Corp., Starburst II, Inc., Sprint Nextel Corporation, and Clearwire Corporation for Consent to Transfer Control of Licenses and Authorizations*, IB Docket No. 12-343, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642, 9669-70, paras. 68-70 (2013) (considering and rejecting as speculative the claims that the transaction would negatively impact jobs).

¹⁰⁵ Viya March 17 *Ex Parte* Letter at 1-2.

¹⁰⁶ *Id.*

¹⁰⁷ *Id.*

¹⁰⁸ *Id.* at 2.

to establish the same number portability capabilities that nationwide wireless operators have at present.¹⁰⁹ We agree with Applicants that Viya has raised issues associated with establishing nationwide number portability that are not specific to the Transaction and that the Commission is currently considering in another proceeding.¹¹⁰ The issues are not unique to the marketplace where Viya operates, and Viya's ability to have customers port numbers to it are not affected by the Transaction. Consistent with Commission precedent, Viya's request to address this industry-wide issue is better addressed in a separate proceeding.¹¹¹

C. Potential Benefits

29. Having determined that there are no material harms associated with the Transaction, we next review the claimed public interest benefits, beyond fostering the free transferability of licenses and authorizations.¹¹² The Commission finds a claimed benefit to be cognizable only if it is transaction-specific—meaning it naturally arises as a result of the transaction¹¹³—and is verifiable.¹¹⁴

30. Applicants maintain that the Transaction will enhance network redundancy and resiliency because following the Transaction, LCPR will be able to bury significant portions of its fiber network in the existing AT&T Mobility PR conduit, which should allow LCPR to harden its fiber network quickly and cost effectively with little to no disturbance of public rights-of-way.¹¹⁵ The buried fiber will be significantly less susceptible to damage and destruction from storms, thus reducing the likelihood of service outages and improving the recovery time for LCPR's residential and business services.¹¹⁶ According to Applicants, the reduced costs of burying fiber will allow LCPR to bury additional portions of its network on the island.¹¹⁷ They claim that the combined fiber network resulting from the Transaction will increase the "local focus for wireless services in Puerto Rico and USVI through experienced local management and increased facilities" and facilitate the rollout of 5G wireless services by connecting to more potential cell sites without requiring new fiber backhaul construction.¹¹⁸ Applicants further assert that the Transaction will enhance competition by allowing LCPR to offer "quad play" services (multichannel video, mobile voice and data, fixed broadband Internet, and fixed telephony services) to its

¹⁰⁹ *Nationwide Number Portability, Numbering Policies for Modern Communications*, WC Docket Nos. 17-244 and 13-97, Notice of Proposed Rulemaking and Notice of Inquiry, 32 FCC Rcd 8034, 8036, para. 5 (2017) (*Number Portability NPRM*).

¹¹⁰ Letter from Robert L. Hoegle, Counsel to LLA, and Peter J. Schildkraut, Counsel to AT&T, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 19-384, at 1 (filed Apr. 3, 2020) (citing *Number Portability NPRM*).

¹¹¹ See, e.g., *Qwest-CenturyLink Order*, 26 FCC Rcd at 4201, para. 18 & n.62 (finding that rate issues related to special access, intercarrier compensation, and pole attachments are better addressed in rulemakings of general applicability or are not specific to the transaction); *Applications for the Transfer of Control of TW Telecom to Level 3 Communications, Inc.*, WC Docket No. 14-104, Memorandum Opinion and order, 29 FCC Rcd 12842, 12850-51, para. 22 (2014).

¹¹² See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50.

¹¹³ See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214. The Commission has previously put it, "likely to be accomplished as a result of the merger but unlikely to be realized by other means that entail fewer anticompetitive effects." *AT&T-BellSouth Order*, 22 FCC Rcd at 5761, para. 202.

¹¹⁴ See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50 (citing *AT&T-BellSouth Order*, 22 FCC Rcd at 5761, para. 202).

¹¹⁵ Public Interest Statement at 10; Applicants' April 20 *Ex Parte* Letter at 6.

¹¹⁶ Public Interest Statement at 11.

¹¹⁷ *Id.*

¹¹⁸ *Id.* at 16; Applicants' April 20 *Ex Parte* Letter at 6.

customers in Puerto Rico.¹¹⁹ LCPR asserts that its quad play offering will enable it to compete more effectively with Claro, which it states is the only provider in Puerto Rico that can currently offer its customers quad play services.¹²⁰

31. While the Applicants offered several claimed benefits, they failed to provide any tangible and verifiable evidence in support of such claims. We thus are unable to quantify any potential benefits that may flow to consumers from the Transaction. We do find, however, that the Transaction is likely to result in a stronger competitor and may result in increased and enhanced services to consumers.¹²¹

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

32. When analyzing a transfer of control or assignment application that includes foreign investment, we also consider public interest issues related to national security, law enforcement, foreign policy, or trade policy concerns.¹²² The Commission has recognized its public interest analysis benefits from input by the Executive Branch agencies that have expertise in these issues. The Commission accords deference to the expertise of the Executive Branch agencies in identifying and interpreting issues of concern related to national security, law enforcement, foreign policy, or trade policy concerns raised by the relevant Executive Branch agencies.¹²³ The Commission, however, makes an independent decision on the application based on the record in the proceedings.¹²⁴

33. On July 2, 2020, DOJ advised that it had no objection to the Commission's granting the applications and the section 310(b)(4) petition provided that the Commission conditions its approval on the assurances of LLA to abide by the commitments and undertakings set forth in the LOA.¹²⁵

¹¹⁹ Public Interest Statement at 12; Applicants' April 20 *Ex Parte* Letter at 6.

¹²⁰ Public Interest Statement at 14.

¹²¹ See, e.g., *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9605, para. 52 (finding that the transaction would advance the public interest by expanding the reach and capacity of fiber facilities and services for customers).

¹²² *T-Mobile-Sprint Order*, 34 FCC Rcd at 10732, para. 349; *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23918-21, paras. 59-66 (1997) (*Foreign Participation Order*), *recon. denied*, 15 FCC Rcd 18158 (2000) (in opening the U.S. telecommunications market to foreign entry in 1997, the Commission affirmed that it would consider national security, law enforcement, foreign policy, and trade policy concerns related to reportable foreign ownership as part of its overall public interest review of applications for international section 214 authority, submarine cable landing licenses, and declaratory rulings to exceed the foreign ownership benchmarks of section 310(b) of the Act). See also *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, Report and Order, FCC 20-133 (rel. Oct. 1, 2020) (setting rules and procedures for referring applications for Executive Branch review consistent with Executive Order No. 13913).

¹²³ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10733, para. 349; *Review of Foreign Ownership Policies for Broadcast, Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Report and Order, 31 FCC Rcd 11271, 11277, para. 6 (2016) (*2016 Foreign Ownership Order*), *pet. for recon. dismissed*, 32 FCC Rcd 4780 (2017); *Foreign Participation Order*, 12 FCC Rcd at 23919, para. 62.

¹²⁴ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10733, para. 349; *Foreign Participation Order*, 12 FCC Rcd at 23921, para. 66; see also *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 5741, 5762, para. 34 (2013) ("While the Commission has exercised its discretion to rely substantially on the views of the Executive Branch agencies for their expertise on matters of national security, law enforcement, foreign policy and trade policy in cases involving foreign investment in U.S. common carrier and aeronautical licensees, we do not believe it would be appropriate for us essentially to delegate this statutory responsibility to such agencies.").

¹²⁵ DOJ Petition at 1; LOA.

34. In assessing the public interest, we take into account the record developed in each particular case and accord appropriate deference to the expertise of the Executive Branch agencies on national security and law enforcement, and other concerns related to foreign ownership of Commission licensees.¹²⁶ As the Commission stated in the *Foreign Participation Order*, foreign participation in the U.S. telecommunications market may implicate significant national security or law enforcement issues uniquely within the expertise of the Executive Branch.¹²⁷ In accordance with the request of DOJ and in the absence of any objection from the Applicants, we grant the DOJ Petition and condition grant of the Applications and section 310(b)(4) petition on compliance by LLA with the commitments and undertakings set forth in the LOA.¹²⁸

VII. SECTION 310(B) FOREIGN OWNERSHIP REVIEW AND PETITION FOR DECLARATORY RULING

35. Section 310(b)(4) of the Act establishes a 25% benchmark for investment by foreign individuals, governments, and corporations in U.S.-organized entities that directly or indirectly control U.S. common carrier wireless and satellite service licensees.¹²⁹ This section of the Act also grants the Commission discretion to allow higher levels of foreign ownership in a licensee's controlling U.S.-organized parent unless the Commission finds that the public interest would be served by refusing to permit such foreign ownership.¹³⁰ The Commission's public interest analysis under section 310(b)(4) also considers national security, law enforcement, foreign policy, or trade policy issues that may be raised by the foreign ownership.¹³¹

36. LLA (Petitioner) requests a declaratory ruling, pursuant to section 310(b)(4) of the Act and section 1.5000(a)(1) of the Commission's rules,¹³² to permit foreign ownership of the Transferred Companies' proposed, controlling U.S. parent, Beach, to exceed the 25% benchmark specified in section 310(b)(4) of the Act. Petitioner asserts that the proposed foreign ownership of the Transferred Companies' controlling U.S. parent, Beach, would serve the public interest.¹³³

¹²⁶ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10734-35, para. 353; 2016 *Foreign Ownership Order*, 31 FCC Rcd at 11277, para. 6; *Foreign Participation Order*, 12 FCC Rcd at 23919, paras. 61-62.

¹²⁷ *Foreign Participation Order*, 12 FCC Rcd at 23919, para. 62.

¹²⁸ The DOJ Petition and LOA are publicly available on the Commission's website at https://licensing.fcc.gov/myibfs/download.do?attachment_key=2501456 (DOJ Petition) and https://licensing.fcc.gov/myibfs/download.do?attachment_key=2501458 (LOA).

¹²⁹ 47 U.S.C. § 310(b)(4) ("No broadcast or common carrier or aeronautical en route or aeronautical fixed radio station license shall be granted to or held by . . . any corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representatives thereof, or by any corporation organized under the laws of a foreign country, if the Commission finds that the public interest will be served by the refusal or revocation of such license.").

¹³⁰ 47 U.S.C. § 310(b)(4). Under the Commission's secondary market rules, spectrum lessees (and spectrum sublessees) providing common carrier service are subject to the same foreign ownership requirements that apply to common carrier licensees under sections 310(a) and (b) of the Act. 47 CFR §§ 1.9020(d)(2)(ii), 1.9030(d)(2)(ii), 1.9035(e)(1).

¹³¹ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10736, para. 355; *Foreign Participation Order*, 12 FCC Rcd at 23918-21, paras. 59-66.

¹³² 47 U.S.C. § 310(b)(4); 47 CFR § 1.5000(a)(1). See generally 2016 *Foreign Ownership Order*, 31 FCC Rcd 11272 (codifying the Commission's foreign ownership rules for broadcast, common carrier, aeronautical en route and aeronautical fixed radio station licenses).

¹³³ Restated Petition at 3-6.

37. According to the Petition, upon completion of the proposed transaction, LLA, which is organized under the laws of Bermuda, will acquire ultimate indirect ownership of the Transferred Companies, resulting in the Transferred Companies' proposed, controlling U.S. parent, Beach, having aggregate indirect foreign equity and voting interests of 100%.¹³⁴ As discussed above, under the LLA's and AT&T's stock purchase agreement dated October 9, 2019, a wholly-owned subsidiary of LLA, Leo Cable, will acquire the Transferred Companies in the proposed transaction.¹³⁵ The Transferred Companies will then be operated with LCPR, which is also wholly owned by LLA. In particular, LLA, through Leo Cable, has agreed to acquire all of the outstanding capital stock of Beach from three wholly-owned subsidiaries of AT&T: AT&T Corp.; AT&T International Holdings, LLC; and SBC Telecom, Inc. (collectively, Sellers). Beach holds all of the outstanding capital stock of AT&T Mobility PR and AT&T Mobility USVI.

38. The Petition states that LLA is a public company traded on the NASDAQ Stock Exchange and is controlled by its Board of Directors, who are elected by LLA's shareholders.¹³⁶ The Petition also states that although LLA is organized under the laws of Bermuda, U.S. persons own over 80% of LLA's aggregate voting interests and over 67% of LLA's aggregate equity interests.¹³⁷

39. Pursuant to section 1.5001(i) of the rules,¹³⁸ Petitioner requests that the Commission specifically approve the direct and/or indirect foreign equity and voting interests that would be held in Beach upon completion of the proposed transaction by foreign-organized entities as follows:

Liberty Latin America Ltd. (100% equity, 100% voting) (Bermuda);
LiLAC Services Ltd. (100% equity, 100% voting) (Bermuda);
LiLAC Ventures Ltd. (60% equity, 60% voting) (Cayman Islands); and
Genesis Asset Managers, LLP (8.4% equity, 8.4% voting) (Guernsey).

40. According to the Petition, Genesis Asset Managers, LLP (Genesis), an investment advisor to institutional investors and in-house pooled funds for institutional advisors, organized under the laws of Delaware with a principal business address in Guernsey, Channel Islands, holds 8.4% of LLA's voting power.¹³⁹ To accommodate ordinary-course stock purchases by Genesis, Petitioner requests advance approval, pursuant to section 1.5001(k),¹⁴⁰ for Genesis to increase its indirect equity and voting interests in Beach up to a 15% non-controlling interest.¹⁴¹

41. We received no comments regarding foreign ownership, and, as discussed above, DOJ has advised the Commission that it, with concurrence of DHS and DOD, had no objection to the Commission approving the authority sought, provided that the Commission conditions its approval on the assurances of LLA to abide by the commitment and undertakings set forth in the LOA.

42. Based on our review of the record, under section 310(b)(4) of the Act and the Commission's foreign ownership rules and policies, we find that the public interest would not be served by prohibiting foreign ownership of Beach, the controlling U.S. parent of AT&T Mobility PR and AT&T

¹³⁴ *Id.* at 10.

¹³⁵ *Id.* at 1-2

¹³⁶ *Id.* at 2.

¹³⁷ *Id.* at 3-5, 10.

¹³⁸ 47 CFR § 1.5001(i).

¹³⁹ Restated Petition at 11.

¹⁴⁰ 47 CFR § 1.5001(k).

¹⁴¹ Restated Petition at 11.

Mobility USVI, in excess of the 25% benchmark in section 310(b)(4) of the Act. We, therefore, grant the Petition subject to the conditions set out herein. This ruling authorizes, first, 100% aggregate foreign ownership of Beach, as the controlling U.S. parent of the Transferred Companies, subject to the terms and conditions set forth in section 1.5004 of the Commission's rules.¹⁴²

43. In addition, pursuant to section 1.5001(i) of the rules, we approve the foreign equity and voting interests that would be held indirectly in Beach by each of the above-listed foreign entities in the amounts specified above. We also approve Petitioner's request for advance approval, pursuant to section 1.5001(k), permitting Genesis to increase its indirect equity and voting interests in Beach up to a 15% non-controlling interest.

44. Finally, under this ruling, Petitioner has an affirmative duty to monitor its foreign equity and voting interests, calculate its interests consistent with the principles enunciated by the Commission, including the standards and criteria set forth in sections 1.5002 through 1.5003 of the rules,¹⁴³ and otherwise ensure continuing compliance with the provisions of section 310(b) of the Act.¹⁴⁴ A failure to comply and/or remain in compliance with a condition of this authorization shall constitute grounds for declaring it terminated without further action on the part of the Commission. Failure to meet a condition of this ruling may also result in monetary sanctions or other enforcement action by the Commission.

VIII. CONCLUSION

45. After thoroughly reviewing the proposed Transaction and the record in this proceeding, we conclude that the Applicants are fully qualified to transfer the authorizations and licenses in Appendix A and that the proposed Transaction will serve the public interest. We also find that the public interest would not be served by prohibiting the foreign ownership that would be held in the Transferred Companies' proposed, controlling U.S. parent, Beach, post-closing. We therefore grant the Applications and Petition subject to the condition set out herein.

IX. ORDERING CLAUSES

46. Accordingly, having reviewed the record in this matter, **IT IS ORDERED**, pursuant to sections 4(i) and (j), 5(c), 214(a), 214(c), 303(r), 309, and 310(d) of the Act, 47 U.S.C. §§ 154(i), 154(j), 155(c), 214(a), 214(c), 303(r), 309, 310(d), and sections 1.948, 63.03-04, and 63.24 of the Commission's rules, 47 C.F.R. §§ 1.948, 63.03-04, 63.24, and pursuant to the authority delegated under sections 0.51, 0.91, 0.131, 0.261, 0.291, and 0.331 of the Commission's rules, 47 CFR §§ 0.51, 0.91, 0.131, 0.261, 0.291, 0.331, that the Applications to transfer control of the licenses and authorizations listed in Appendix A **ARE GRANTED**, as conditioned in this Memorandum Opinion and Order and Declaratory Ruling.

47. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i)-(j) and 310(b) of the

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

¹⁴³ 47 CFR §§ 1.5002-1.5003.

¹⁴⁴ 47 CFR § 1.5004, note to paragraph (a).

Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i)-(j), 310(b), and sections 1.5001-04 of the Commission's rules, 47 C.F.R. §§ 1.5001-04, the Petition for Declaratory Ruling filed by Petitioner **IS GRANTED**, as conditioned in this Memorandum Opinion and Order and Declaratory Ruling.

48. **IT IS FURTHER ORDERED** that, pursuant to Sections 4(i)-(j) and 310(b) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i)-(j), 310(b), and §§ 1.5001-04 of the Commission's rules, 47 C.F.R. § 1.5001-04, the Petition to Adopt Conditions of the U.S. Department of Justice **IS GRANTED**.

49. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i)-(j), 214, 303(r), 309, 310(b), and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i)-(j), 214, 303(r), 309, 310(b), 310(d), grant of the Applications and Petition for Declaratory Ruling **IS CONDITIONED UPON** compliance by Liberty Latin America Ltd. with the Letter of Agreement from John Winter, Senior Vice President, Chief Legal Officer & Secretary, Liberty Latin America Ltd., to Assistant Attorney General for National Security, Department of Justice, dated July 1, 2020. Any failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the underlying authorizations and licenses and thus grounds for declaring the authorizations and licenses terminated without any further action on the part of the Commission. Failure to meet a condition of the license may also result in monetary sanctions or other enforcement action by the Commission.

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

FEDERAL COMMUNICATIONS COMMISSION

Donald K. Stockdale, Jr.
Chief, Wireless Telecommunications Bureau

Kris Anne Monteith
Chief, Wireline Competition Bureau

Thomas Sullivan
Chief, International Bureau

APPENDIX A

SECTION 310(d) APPLICATIONS

Parts 22, 24, 27, and 101 – Wireless Radio Services

The following applications for consent to the transfer of control of licenses from AT&T to LLA or for consent to the partitioning of licenses from AT&T to LLA are granted:

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0008836370 ¹⁴⁵	AT&T Mobility Puerto Rico Inc.	KNKA451
0008836373	AT&T Mobility USVI Inc.	KNKN523
0008857446	New Cingular Wireless PCS, LLC	WPZA237 ¹⁴⁶
0008857453	New Cingular Wireless PCS, LLC	WPZA237

Parts 27 – Wireless Radio Services Spectrum Leasing Arrangement

The following application for consent to the transfer of control of a spectrum leasing lessee from AT&T to LLA is granted:

<u>File No.</u>	<u>Lessee</u>	<u>Lead Lease ID</u>
0008871345	AT&T Mobility USVI Inc.	L000031145

PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4)

The International Bureau grants the Petition, File No. ISP-PDR-20191114-00009.

INTERNATIONAL SECTION 214 AUTHORIZATIONS

The following applications for consent to the transfer of control of international section 214 authorizations held by subsidiaries of AT&T from AT&T to LLA are granted:

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Numbers</u>
ITC-T/C-20191107-00178	AT&T Mobility USVI Inc.	ITC-214-20001101-00664
ITC-T/C-20191107-00179	AT&T Mobility Puerto Rico Inc.	ITC-214-19930315-00040, ITC-214-19940107-00011, ITC-214-19980918-00669

DOMESTIC SECTION 214 AUTHORIZATION

WCB grants the application filed by AT&T and LLA for consent to transfer control of domestic section 214 authority held by AT&T Mobility Puerto Rico Inc.¹⁴⁷

¹⁴⁵ This application is the lead application for the wireless radio services.

¹⁴⁶ The Applicants also seek permission to transfer the relief granted to the Transferred Companies for 2.3 GHz Wireless Communications Service C and D block spectrum and treatment of miscellaneous regulatory issues consistent with prior Commission precedent.

¹⁴⁷ 47 CFR § 63.03.