

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

In the Matter of
Applications of Cellco Partnership and United States Cellular Corporation For Consent to Assign Licenses
WT Docket No. 25-192

MEMORANDUM OPINION AND ORDER

Adopted: May 14, 2026

Released: May 14, 2026

By the Chief, Wireless Telecommunications Bureau:

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I. INTRODUCTION

1. In this Memorandum Opinion and Order, we grant the applications filed by Cellco Partnership, doing business as Verizon Wireless (Verizon Wireless), and Array Digital Infrastructure Inc.

(Array) (formerly known as United States Cellular Corporation or UScellular)¹ (Verizon Wireless and Array together, the Applicants), seeking Commission consent to assign several cellular, AWS-1, AWS-3, and PCS licenses from subsidiaries of Array to Verizon Wireless.²

2. We find that granting these applications serves the public interest. The proposed spectrum assignment does not trigger the Commission's total spectrum screen, and while it triggers enhanced factor review in 98 local markets, we find, based on our careful evaluation, that the likelihood of competitive harm is low. We also find that the transaction would result in certain public interest benefits, including enhancing Verizon Wireless's network coverage, capacity, and performance, resulting in a stronger ability to meet increasing customer demand and provide a better customer experience. Approval of this transaction, combined with upcoming mid-band auctions³ and recent approval of other transactions,⁴ continues this agency's efforts to make additional spectrum available to facilities-based providers with the incentive and ability to build networks that benefit American consumers.

II. BACKGROUND

A. Description of the Applicants

1. Verizon Wireless

3. Verizon Wireless is an indirect wholly owned subsidiary of Verizon Communications Inc. (Verizon), a publicly traded Delaware corporation.⁵ Through its subsidiaries, Verizon offers consumer-segment customers wireless and wireline communications services and products, including fixed wireless access (FWA) offerings through its fifth-generation (5G) and fourth-generation (4G) Long-

¹ On August 1, 2025, United States Cellular Corporation was renamed Array Digital Infrastructure, Inc. See Array, *Investor FAQs*, <https://investors.arrayinc.com/resources/investor-faqs/default.aspx> (last visited May 12, 2026) (“[a]fter the transaction with T-Mobile closed in 2025, UScellular changed its name to Array Digital Infrastructure, Inc.”); Verizon Wireless and UScellular Joint Opposition at 1 (Joint Opposition).

² The Applicants filed the assignment applications on April 1, 2025. See ULS File Nos. 0011491372 (lead), 0011495024, 0011495033, 0011495069, 0011495073, 0011494848, 0011494858, 0011494879, 0011494890, 0011494909, 0011494948, 0011494952, 0011494979, 0011494981, 0011494999, 0011495012, 0011495019, 0011495028, 0011495034, 0011495036, 0011494832, 0011495041, 0011495046, 0011495050, 0011495053, 0011495067, 0011495068, 0011495076, 0011495078, 0011495080, 0011495081, 0011495084, 0011495086, 0011495091, 0011495092, 0011495094, 0011495095, 0011495096, 0011495089 (filed April 1, 2025).

³ See generally *Upper C-Band (3.98–4.2 GHz)*, GN Docket No. 25-59, Notice of Proposed Rulemaking, FCC 25-78 (2025); *Enhancing National Security Through the Auction of AWS-3 Spectrum Licenses; Applying New Average Annual Gross Revenue Benchmarks for Small Business Bidding Credits; Amendment of the Commission's Rules with Regard to Commercial Operations in the 1695–1710 MHz, 1755–1780 MHz, and 2155–2180 MHz Bands*, GN Docket Nos. 25-70, 25-71, 13-185, Report and Order and Second Report and Order, 40 FCC Rcd 5544 (2025).

⁴ See, e.g., *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, 40 FCC Rcd 4776 (WTB/OIA July 11, 2025) (*T-Mobile-UScellular Order*); *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, DA 26-1006 (WTB Dec. 3, 2025) (*AT&T-Array Order*); *Applications of AT&T Mobility II LLC and EchoStar Corporation for Consent to Assign Licenses*, WT Docket No. 25-303, Memorandum Opinion and Order, DA 26-470 (WTB May 12, 2026) (*AT&T-EchoStar Order*); *Applications of Spectrum Business Trust 2025-1, Space Exploration Technologies Corp., and EchoStar Corporation for Consent to Assign Spectrum and Earth Station Licenses*, GN Docket No. 25-302, Memorandum Opinion and Order, DA 26-471 (WTB/SB May 12, 2026) (*SpaceX-EchoStar Order*).

⁵ See Cellco Partnership, FCC Form 602, ULS File No. 0011890471, Attach. A (filed Jan. 30, 2026); Verizon Communications Inc., SEC Form 10-K at 91 (filed Feb. 17, 2026), <https://www.sec.gov/ix?doc=/Archives/edgar/data/0000732712/000073271226000007/vz-20251231.htm> (Verizon Communications Inc. 10-K).

Term Evolution (LTE) wireless networks.⁶ In 2025, Verizon’s consumer segment had approximately 116 million wireless retail connections (including FWA), of which 83% were postpaid connections.⁷ Verizon offers business-segment customers wireless and wireline communications services and products, including mobility communication services, FWA and wireline broadband, Internet of Things (IoT) connectivity solutions, advanced communication services, corporate networking solutions, local and long distance services, and security and managed network services.⁸

2. Array

4. When the Applications were submitted, Array, then named UScellular, was a wireless provider with approximately 4.4 million retail connections and operations in 21 states that provided wireless services, FWA, and IoT services. UScellular also owned approximately 4,400 towers, which it used to support its own network and lease space to other providers.⁹ On August 1, 2025, UScellular completed the sale of its wireless operations and some spectrum assets to T-Mobile and changed its name to Array.¹⁰ On January 13, 2026, Array completed the sale of additional spectrum assets to AT&T.¹¹ Array continues to own approximately 4,450 towers and is currently the fifth largest tower company in the United States.¹² Array is incorporated in Delaware and is a majority-owned subsidiary of Telephone Data Systems, Inc. (TDS).¹³ Array reported total operating revenues from continuing operations of \$52 million for the first quarter of 2026.¹⁴

B. Description of the Transaction and Transaction Review Process

5. On April 1, 2025, Verizon Wireless and Array filed applications pursuant to section 310(d) of the Communications Act of 1934, as amended,¹⁵ seeking the Commission’s consent to assign various cellular, AWS-1, AWS-3, and PCS licenses from subsidiaries of Array to Verizon Wireless. According to the Applicants, under the proposed spectrum license assignments, Array, through its subsidiaries, would assign various cellular, AWS-1, AWS-3, and PCS licenses to Verizon Wireless in 618 counties (in all or parts of 140 Cellular Market Areas (CMAs)) across 19 states, covering approximately

⁶ Verizon Communications Inc. 10-K at 4.

⁷ *Id.*

⁸ *Id.*

⁹ See UScellular, SEC Form 10-K at 1–3 (filed Feb. 21, 2025), <https://www.sec.gov/Archives/edgar/data/821130/000082113025000023/usm-20241231.htm>. UScellular’s wireless service offerings included prepaid and postpaid wireless services and wireless voice, data, and messaging services. *Id.* at 3, 65.

¹⁰ See Array Digital Infrastructure, Inc., SEC Form 10-K at 1 (filed Feb. 20, 2026), <https://www.sec.gov/ix?doc=/Archives/edgar/data/0000821130/000082113026000012/ad-20251231.htm> (Array 10-K); News Release, Telephone and Data Systems, Inc. and UScellular, UScellular Completes Sale of Wireless Operations (Aug. 1, 2025), <https://www.prnewswire.com/news-releases/uscellular-completes-sale-of-wireless-operations-302519634.html> (TDS and UScellular Aug. 1 News Release).

¹¹ *AT&T-Array Order* (consenting to the assignment of several Lower 700 MHz and 3.45 GHz licenses from of Array to AT&T); see also, e.g., ULS File No. 0011870600 (filed Jan.16, 2026) (specifying a consummation date of January 13, 2026).

¹² Array 10-K at 1. Array also holds noncontrolling investment interests in primarily wireless operating companies, and spectrum holdings across various bands. *Id.* at 16; see TDS and UScellular Aug. 1 News Release.

¹³ See Array 10-K at 45; Array, *About Array*, <https://www.arrayinc.com/about/> (last visited May 12, 2026).

¹⁴ Array, *Array Reports First Quarter 2026 Results* (May 8, 2026), <https://investors.arrayinc.com/news/news-details/2026/Array-reports-first-quarter-2026-results/default.aspx>.

¹⁵ 47 U.S.C. § 310(d).

8% of the U.S. population.¹⁶ Specifically, Verizon Wireless would acquire zero to 25 megahertz of cellular spectrum, zero to 20 megahertz of AWS-1 spectrum, zero to 10 megahertz of AWS-3 spectrum, and zero to 20 megahertz of PCS spectrum in these markets. Post-transaction, Verizon Wireless would be attributed with a maximum of 372 megahertz of spectrum, including up to 72 megahertz of below-1-gigahertz spectrum.¹⁷

6. The Applicants assert that the proposed transaction would further the public interest as Verizon Wireless would use the spectrum at issue to enhance the performance of its network and the 4G/5G services it offers its customers, resulting in greater output and faster speeds in hundreds of local markets and other quality enhancements.¹⁸ The Applicants further claim that Verizon Wireless would use the spectrum at issue to increase its network coverage and capacity to better serve its customers' increasing demands.¹⁹

7. On June 6, 2025, the Wireless Telecommunications Bureau (WTB) released a Public Notice accepting the Applications for filing and established a pleading cycle for public comments.²⁰ On July 7, 2025, two petitions to deny and a petition to hold in abeyance were timely filed.²¹ On July 22, 2025, Array filed an opposition to the petition to hold in abeyance, and Verizon Wireless and Array jointly filed an opposition to the petitions to deny.²² On August 1, 2025, petitioners filed their respective replies.²³ In addition, multiple parties filed *ex parte* submissions under our rules.²⁴ In this docket, parties

¹⁶ See, e.g., ULS File No. 0011491372, Description of Transaction and Public Interest Statement at 1, Schedule A (Licenses), Exh. 2 (Spectrum Aggregation) (amended Mar. 4, 2026) (Exh. 2 (Amended Spectrum Aggregation)) (Public Interest Statement).

¹⁷ See, e.g., *id.* at 1, Exh. 2 (Amended Spectrum Aggregation).

¹⁸ Joint Opposition at 4–5.

¹⁹ See Public Interest Statement at 1.

²⁰ *Wireless Telecommunications Bureau Accepts for Filing Cellco Partnership's and United States Cellular Corporation's Spectrum Assignment Applications*, WT Docket No. 25-192, Public Notice, DA 25-491 (WTB June 6, 2025).

²¹ The Petitions to Deny were filed by Rural Wireless Association (RWA) and, jointly, by Public Knowledge, Open Technology Institute at New America (OTI), and Benton Institute for Broadband & Society (Benton). RWA Petition to Deny, WT Docket Nos. 25-192 and 25-150, GN Docket No. 24-286 (rec. July 7, 2025) (RWA Petition to Deny); Public Knowledge, OTI, and Benton, Petition to Deny, WT Docket Nos. 25-192 and 25-150, GN Docket No. 24-286 (rec. July 7, 2025) (Public Knowledge et al. Petition to Deny). The Petition to Hold in Abeyance was filed jointly by Mark J. O'Connor and Sara Leibman. Mark J. O'Connor and Sara Leibman Petition to Hold in Abeyance (O'Connor Leibman Abeyance Petition).

²² UScellular Opposition to Petition to Hold in Abeyance (UScellular Opposition); Joint Opposition.

²³ Mark J. O'Connor and Sara Leibman Reply to Opposition (O'Connor Leibman Reply); RWA Reply to Opposition, WT Docket Nos. 25-192 and 25-150, GN Docket No. 24-286 (rec. Aug. 1, 2025) (RWA Reply).

²⁴ See 47 CFR § 1.419(b). RWA, Communications Workers of America (CWA), Public Knowledge, and OTI (Coalition Filers), filing jointly, made two such filings, RWA, CWA, OTI, and Benton, filing jointly, made one such filing, Array made one such filing, and Northeast Communications of Wisconsin, Inc. (Nsight) made one such filing. Letter from Carri Bennett, Outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Peter Gregory, Public Knowledge, Hooman Hedayati, CWA, Michael Calabrese, OTI, to Marlene H. Dortch, Secretary, FCC, WT Docket Nos. 25-192 and 25-150, GN Docket No. 24-286 (filed July 3, 2025) (Coalition Filers July 3 *Ex Parte* Letter); Letter from Carri Bennett, Outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Peter Gregory, Public Knowledge, Hooman Hedayati, CWA, Michael Calabrese, OTI, to Marlene H. Dortch, Secretary, FCC, WT Docket Nos. 25-192, 25-150, and 24-186, GN Docket No. 24-286 (filed July 18, 2025) (Coalition Filers July 18 *Ex Parte* Letter); Letter from Carri Bennett, Outside General Counsel, Stephen Sharbaugh, Regulatory Counsel, RWA, Nell Geiser, CWA, Michael Calabrese, OTI, Andrew Jay Schwartzman, Benton Senior Counselor, Benton, to Marlene H. Dortch, Secretary, FCC, WT Docket Nos. 25-192 and 25-150, GN Docket No. 24-286 (filed Aug. 7, 2025) (RWA et al. Aug. 7 *Ex Parte* Letter); Letter from Christine M. Crowe, Counsel, Array Digital

(continued....)

filed copies of pleadings previously or contemporaneously filed in other dockets concerning other Array spectrum assignment transactions.²⁵

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 Verizon Wireless 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

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Infrastructure, Inc., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-192 (filed Oct. 23, 2025) (UScellular Oct. 23 *Ex Parte* Letter); Letter from Brighid Riordan, CEO, Nsight, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-192 et al. (filed May 8, 2026) (Nsight May 8 *Ex Parte* Letter).

²⁵ See RWA, OTI, Benton, and CWA, Notice of Application for Review, WT Docket Nos. 25-192 and 25-150 (filed July 30, 2025) (copy of an Application for Review previously filed by the same entities in the *T-Mobile-UScellular* transaction docket, GN Docket No. 24-286) (RWA et. al AFR filed in *T-Mobile-UScellular*); RWA, OTI, Benton, and CWA, Notice of Reply to Joint Opposition and Comments, WT Docket Nos. 25-192 and 25-150 (filed Aug. 25, 2025) (copy of a Reply to Joint Opposition and Comments previously filed by the same entities in the *T-Mobile-UScellular* transaction docket, GN Docket No. 24-286) (RWA et al. JO&C filed in *T-Mobile-UScellular*); RWA, OTI, and Benton, Notice of Application for Review, WT Docket Nos. 25-192 and 25-150, GN Docket No. 24-286 (filed Jan. 2, 2026) (Application for Review filed by the same entities pertaining to the *AT&T-Array* transaction, co-filed in the *AT&T-Array* transaction docket, WT Docket No. 25-150, and the *T-Mobile-UScellular* transaction docket, GN Docket No. 24-286) (RWA et al. AFR filed in *AT&T-Array*). These pleadings were filed outside 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*, 40 FCC Rcd at 4783, 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*, 40 FCC Rcd at 4783–84, 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*, 40 FCC Rcd at 4784, 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*, 40 FCC Rcd at 4784, 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”).

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

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

³⁰ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4784, 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); *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*, 40 FCC Rcd at 4784, 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 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*, 40 FCC Rcd at 4785, 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*, 40 FCC Rcd at 4785, 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).

³⁴ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4785, para. 16; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 1.

³⁵ 47 U.S.C. § 309(e); *T-Mobile-UScellular Order*, 40 FCC Rcd at 4785, 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.

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

13. Verizon Wireless will acquire certain Array spectrum licenses. No issues were raised regarding the basic qualifications of Verizon Wireless.³⁹ We therefore find that there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications of Verizon Wireless under the Act and our rules, regulations, and policies. Array 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 filings 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.

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

³⁶ 47 U.S.C. § 310(d).

³⁷ 47 U.S.C. §§ 308, 310(d); *T-Mobile-UScellular Order*, 40 FCC Rcd at 4785–86, 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-UScellular Order*, 40 FCC Rcd at 4785–86, para. 17; *T-Mobile-Sprint Order*, 34 FCC Rcd 10596–97, para. 43; *CenturyLink-Level-3 Order*, 32 FCC Rcd at 9587, para. 12.

³⁹ Both Verizon Wireless and its parent company, Verizon, have previously and repeatedly been found qualified to hold Commission licenses. See, e.g., *Frontier Communications Parent, Inc. and Verizon Communications, Inc. Application for Consent to Transfer Control*, Memorandum Opinion and Order, 40 FCC Rcd 3156, 3162, para. 14 (WCB/OIA/WTB 2025); *T-Mobile License LLC, Cellco Partnership, Applications for 3.7–3.98 GHz Band Licenses, Auction No. 107*, ULS File Nos. 0009446137 and 0009446983, Memorandum Opinion and Order, 36 FCC Rcd 11486, 11491–92, para. 10 (WTB/OEA 2021); *Applications of XO Holdings and Verizon Communications Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, WC Docket No. 16-70, 31 FCC Rcd 12501, 12507, para. 13 (WCB/IB/WTB 2016).

⁴⁰ See, e.g., *AT&T-Array Order* at 7, para. 13; *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, 40 FCC Rcd 4776, 4786, para. 18 (WTB/OIA 2025); *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 F.4th 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.*, 128 F.4th 276 (D.C. Cir. 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); *cert. denied*, 2026 WL 79638 (Jan. 12, 2026); see also UScellular Oct. 23 *Ex Parte* Letter.

been fully resolved or the Commission makes a finding based on associated evidence.⁴³ As we have ruled previously, we decline to do so.⁴⁴ The Commission generally does not reevaluate the qualifications of assignors unless issues related to basic qualifications have been sufficiently raised in petitions to warrant designation for hearing on the question whether the assignee is fit to be a licensee or should instead have its licenses revoked.⁴⁵ O'Connor and Leibman raised these arguments with regard to UScellular's assignment of licenses to T-Mobile and, subsequently, UScellular's assignment of licenses to AT&T.⁴⁶ In each 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.⁴⁷ O'Connor and Leibman have presented no additional evidence here and so, for the reasons expressed in those proceedings, we conclude there is no material question of fact regarding Array's basic qualifications to be a Commission licensee.⁴⁸

V. PRELIMINARY ISSUES

15. Several parties to this transaction argue for consolidated review of the instant transaction with the transactions in which AT&T⁴⁹ and T-Mobile⁵⁰ acquired Array's wireless operations, customers, and/or spectrum assets.⁵¹ The Applicants oppose consolidated review of the transactions.⁵² We decline to consolidate review of these transactions and disagree with petitioners that consolidation is necessary to address potential public interest harms.⁵³ We also note that we previously evaluated the petitioners'

⁴³ See O'Connor Leibman Abeyance Petition at 4.

⁴⁴ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4786–88, paras. 18–22; *AT&T-Array Order* at 7, paras. 13–14.

⁴⁵ 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 also 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 6.

⁴⁶ See Mark J. O'Connor and Sara F. Leibman, Petition to Hold in Abeyance, Deny, or Dismiss, GN Docket. No. 24-286 (rec. Dec. 9, 2024); Mark J. O'Connor and Sara F. Leibman, Petition to Hold in Abeyance, WT Docket. No. 25-150 (rec. Apr. 28, 2025); see also UScellular Opposition at 2–5.

⁴⁷ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4786–88, paras. 18–22; *AT&T-Array Order* at 7, paras. 13–14.

⁴⁸ O'Connor and Leibman filed a Reply in this proceeding contending that an Application for Review that they filed as to the *T-Mobile-UScellular Order* and *UScellular-Advantage Order* challenges aspects of those orders which Array relies on in the instant proceeding. See O'Connor Leibman Reply; *Application of Advantage Spectrum, L.P. and William C. Vail and United States Cellular Corporation for Consent to Transfer of Control of Licenses*, ULS File No. 0011135862, Memorandum Opinion and Order, 40 FCC Rcd 4771 (WTB 2025) (*UScellular-Advantage Order*). We decline to reevaluate determinations made in the *T-Mobile-UScellular Order* and *UScellular-Advantage Order* in the proposed spectrum transfer at issue.

⁴⁹ *AT&T-Array Order* at 1, para. 1 (AT&T's acquisition of Lower 700 MHz and 3.45 GHz licenses held by various subsidiaries and affiliates of Array).

⁵⁰ *T-Mobile-UScellular Order*, 40 FCC Rcd 4776, 4777, 4779, paras. 2 and 6 (T-Mobile's acquisition of UScellular's wireless operations, customers, and UScellular's licensed spectrum, including 600 MHz, 2.5 GHz, 24 GHz, 700 MHz A Block, Advanced Wireless Services (AWS), and Personal Communications Service (PCS) spectrum).

⁵¹ See RWA Petition to Deny at Summary; Public Knowledge et al. Petition to Deny at i, 15–16; RWA Reply at 3; RWA et al. Aug. 7 *Ex Parte* Letter at 1–2; Coalition Filers July 3 *Ex Parte* Letter at 1–4; RWA et al. JO&C filed in *T-Mobile-UScellular* at 1.

⁵² Joint Opposition at 15–16.

⁵³ See, e.g., RWA Petition to Deny at Summary; Public Knowledge et al. Petition to Deny at 15–16. As we

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arguments for consolidation in the *T-Mobile-UScellular Order* and the *AT&T-Array Order*.⁵⁴ To the extent that petitioners seek review of determinations previously made in those orders, including on the basis of ongoing appeals of those determinations, we decline to consider the merits of those proceedings here.

VI. POTENTIAL PUBLIC INTEREST HARMS

16. 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.⁵⁵ Regarding mobile spectrum holdings policies, the Commission's fundamental goal is the preservation and promotion of competition, which in turn leads to lower prices, improved quality, and increased innovation.⁵⁶ 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.⁵⁷

17. 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.⁵⁸ Following long-standing Commission precedent, we begin our competitive analysis by

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concluded in the *AT&T-Array Order*, these transactions involve different, unrelated buyers and contemplate each buyer acquiring differing amounts and types of spectrum, implicating different aggregation issues and public interest analyses. *AT&T-Array Order* at 8–9, para. 15 & n.51. We note that RWA, OTI, Benton, and CWA filed copies of an Application for Review and associated Reply to Joint Opposition and Comments that they filed in response to the *T-Mobile-UScellular Order*; and that RWA, OTI, and Benton filed a copy of an Application for Review that they filed in response to the *AT&T-Array Order*; each of which is pending. See RWA et. al AFR filed in *T-Mobile-UScellular*; RWA et al. JO&C filed in *T-Mobile-UScellular*; RWA et al. AFR filed in *AT&T-Array*. To the extent that any party relies on these filings to support their instant request for consolidation, we decline to reevaluate determinations made in the *T-Mobile-UScellular* and *AT&T-Array* transactions in the proposed spectrum transfer at issue. Accordingly, we find no basis for consolidating the review of the identified transactions. 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. See *infra* section VI.B.1; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4799–4800, paras. 41–42.

⁵⁴ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4789–92, paras. 23–27; *AT&T-Array Order* at 8–9, paras. 15–16.

⁵⁵ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617–18, para. 94; *AT&T-Array Order* at 10, para. 17; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4801–02, para. 46.

⁵⁶ See, e.g., *Policies Regarding Mobile Spectrum Holdings; Expanding the Economic and Innovation Opportunities of Spectrum Through Incentive Auctions*, WT Docket No. 12-269, GN Docket No. 12-268, Report and Order, 29 FCC Rcd 6133, 6143–44, para. 17 (2014) (*Mobile Spectrum Holdings Report and Order*).

⁵⁷ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617–18, para. 94; *AT&T-Array Order* at 10, para. 17; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4801–02, para. 46.

⁵⁸ See, e.g., *AT&T-Array Order* at 10, para. 17; *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*); *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*). 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-*

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determining the appropriate market definitions for the proposed transaction.⁵⁹ We then turn to our consideration of the potential competitive effects of the proposed transaction. First, we apply our initial two-part screen to help identify markets of potential concern.⁶⁰ We then undertake our market analysis that evaluates the likelihood of competitive harm in the implicated markets to ensure that the public interest, convenience, and necessity is served.⁶¹ Because this transaction centers on the acquisition of spectrum only and would not result in the acquisition of wireless business units, network facilities, or customers, we begin our competitive analysis by noting that there is no loss of direct competition between Verizon Wireless and Array that would result from granting the Applications. As discussed in detail below, we find that, post-transaction, the likelihood of competitive harm in the markets at issue is low.

A. Market Definitions and Market Participants

1. Product Market

18. 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).⁶² For the purposes of our initial screens,⁶³ 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 marketplace.⁶⁴ Accordingly, as the Commission has previously stated, the mobile telephony/broadband services product market includes not only traditional wireless services, but also encompasses recent advances in mobile broadband services technologies.⁶⁵

19. We also recognize there are good arguments for adopting a broader market definition that accounts for a range of technologies and offerings, given the modern trends in the communications sector.⁶⁶ However, for purposes of our analysis today, we use the same market definition that the

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HTC Order; Applications of Cricket License Company, LLC, et al., Leap Wireless International, Inc., and AT&T Inc. for Consent to Transfer Control of Authorizations; Application of Cricket License Company, LLC and Leap Licenseco Inc. for Consent to Assignment of Authorizations, WT Docket No. 13-193, Memorandum Opinion and Order, 29 FCC Rcd 2735 (WTB/IB 2014) (*AT&T-Leap Order*).

⁵⁹ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10600–01, para. 53; *AT&T-Array Order* at 10, para. 18; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793, para. 28.

⁶⁰ See, e.g., *AT&T-Array Order* at 10, para. 18; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793, para. 28; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25.

⁶¹ See, e.g., *AT&T-Array Order* at 10, para. 18; *T-Mobile-LB License Order*, 39 FCC Rcd at 11491, para. 22; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 23.

⁶² See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10601, 10603, paras. 55, 60; *AT&T-Array Order* at 11, para. 19; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793–94, para. 30.

⁶³ See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603, para. 60; *AT&T-Array Order* at 11, para. 19; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793–94, para. 30.

⁶⁴ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603–04, para. 61; *AT&T-Array Order* at 11, para. 19; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4794, para. 31.

⁶⁵ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603–04, para. 61; *AT&T-Array Order* at 11, para. 19; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4794, para. 31. As we have explained, we also consider the offerings by mobile virtual network operators (MVNOs) and cable providers as part of the range of differentiated services offered to consumers within the broader mobile telephony/broadband services product market. *T-Mobile-UScellular Order*, 40 FCC Rcd at 4794, para. 31.

⁶⁶ See, e.g., *SpaceX-EchoStar Order* at 14, para. 32; *AT&T-EchoStar Order* at 10, para. 22.

Commission has been using for recent transactions. Even under this narrower definition, we find, as specified below, that the transaction is in the public interest.

2. Geographic Market

20. The Commission has previously found that the geographic market for wireless transactions is local, generally the CMA.⁶⁷ 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.⁶⁸ The Applicants provide assessments of competition in the local markets subject to the proposed transaction.⁶⁹ Petitioners argue that the proposed transaction would be harmful to competition on both a local and national level.⁷⁰ The Commission has repeatedly found that because most consumers use their mobile wireless services at or close to where they live, work, and travel, they generally purchase mobile wireless services from service providers that offer and market such services locally.⁷¹ For this proposed transaction, we continue to use CMAs as the appropriate local market for analyzing potential spectrum aggregation issues.⁷²

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.⁷³ 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

⁶⁷ See, e.g., *AT&T-Array Order* at 11–12, para. 20; *T-Mobile-LB License Order*, 39 FCC Rcd at 11491–92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

⁶⁸ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605–06, para. 66; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4795–96, paras. 33–34; *AT&T-Leap Order*, 29 FCC Rcd at 2748, para. 27.

⁶⁹ See, e.g., Public Interest Statement at 1 ("multiple providers currently operate in the [m]arkets [covered by the proposed transaction] and the transaction will have no impact on their ability to do so after closing" and "[c]onsumers will continue to have a variety of choices among providers that offer service within the [m]arkets"); see *id.* at Exh. 2 (Amended Spectrum Aggregation), Exh. 3 (Wireless Competition) (delineating the spectrum holdings of Verizon Wireless and other licensees on a county-by-county basis for the counties covered by the proposed transaction); Joint Opposition at 5–11.

⁷⁰ See, e.g., Public Knowledge et al. Petition to Deny at 10 (claiming that "competition will be harmed on local and national levels"); see also *id.* at 8–12; RWA Petition to Deny at 3–10 (alleging competitive harms at the local and national levels). Public Knowledge et al. and RWA reference UScellular's market exit and assert that UScellular impacted the nationwide providers' pricing. Public Knowledge et al. Petition to Deny at 9–10; RWA Petition to Deny at 8–9. As we explain later, we have already evaluated UScellular's market exit and its effects in the *T-Mobile-UScellular Order*. See *T-Mobile-UScellular Order*.

⁷¹ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10606, para. 68; *AT&T-Array Order* at 11–12, para. 20; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4795–96, para. 34.

⁷² See, e.g., *AT&T-Array Order* at 11–12, para. 20; *T-Mobile-LB License Order*, 39 FCC Rcd at 11491–92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24. 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*, 40 FCC Rcd at 4795–96, para. 34.

⁷³ See, e.g., *Applications of AT&T Inc., E.N.M.R. Telephone Cooperative, Plateau Telecommunications, Inc., New Mexico RSA 4 East Limited Partnership, and Texas RSA 3 Limited Partnership for Consent to Assign Licenses and Authorizations*, WT Docket No. 14-144, Memorandum Opinion and Order, 30 FCC Rcd 5107, 5116–17, para. 21 (2015); *AT&T-Array Order* at 12, para. 21; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4796, para. 35.

Communications Service (WCS) spectrum, H Block, Educational Broadband Service (EBS), 3.7 GHz, and 3.45 GHz.⁷⁴

B. Competitive Analysis

1. Initial Screen

22. To help identify those local markets in which competitive concerns are more likely, we apply a two-part screen. The first part of the screen is based on the size of the post-transaction Herfindahl-Hirschman Index (HHI) and the change in the HHI.⁷⁵ 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.⁷⁶ Further, if the acquiring entity would increase its below-1-gigahertz spectrum holdings so as to hold approximately one-third or more of such spectrum post-transaction, we apply enhanced factor review.⁷⁷

23. As the proposed transaction does not result in the acquisition of wireless business units and customers, we do not apply the initial HHI screen.⁷⁸ Although Petitioners argue that UScellular's market exit and purported related harms should be considered in the review of the instant proposed transaction,⁷⁹ UScellular has already exited the marketplace, and we approved the sale of its customers to

⁷⁴ 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*); *AT&T-Array Order* at 12, para. 21; *T-Mobile-LB License Order*, 39 FCC Rcd at 11491–92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

⁷⁵ 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., *AT&T-Array Order* at 12–13, para. 23 & n.83; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4799–800, para. 41 & n.143; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25 & n.85.

⁷⁶ See, e.g., *AT&T-Array Order* at 12–13, para. 23; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4799–800, para. 41; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25. 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.

⁷⁷ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, paras. 286–88; see also *AT&T-Array Order* at 12–13, para. 23; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4799–800, para. 41. 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.

⁷⁸ See, e.g., *AT&T-Array Order* at 13, para. 24; *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, 40 FCC Rcd 6105, 6110–11, para. 14 & n.38 (WTB 2025); *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, 12165, paras. 36–37 (WTB/OEA 2023) (*T-Mobile-Channel 51-LB License Order*); see also Public Interest Statement at 1 (the proposed transaction's scope is limited to the assignment of certain cellular, AWS-1, AWS-3, and PCS licenses).

⁷⁹ See, e.g., Public Knowledge et al. Petition to Deny at 9–12, 15–16; RWA Petition to Deny at 7–11.

T-Mobile in the T-Mobile-UScellular transaction, as discussed further below.⁸⁰ There is no need to apply the initial HHI screen in the context of this spectrum-only transaction.

24. In terms of spectrum aggregation, post-transaction, Verizon Wireless would be attributed with 217 to 372 megahertz of spectrum, including 47 to 72 megahertz of below-1-GHz spectrum.⁸¹ The transaction therefore does not trigger the total spectrum screen but would result in Verizon Wireless being attributed with one-third or more of the total suitable and available below-1-GHz spectrum in 98 CMAs, covering approximately 6% of the U.S. population. As a result, these markets are subject to enhanced factor review.

2. Market Analysis – Enhanced Factor Review

25. Consistent with existing Commission precedent,⁸² we undertook a detailed market-by-market analysis of the implicated CMAs, taking into account the factors ordinarily considered. These factors include, but are not limited to the: total number of rival service providers; number of rival firms that can offer competitive service plans; coverage by technology of the firms' respective networks;⁸³ rival firms' market shares;⁸⁴ applicant's market share; total amount of spectrum available; amount of spectrum suitable for the provision of mobile telephony/broadband services controlled by the applicant; and spectrum holdings of each of the rival service providers and licensees.⁸⁵

26. Based on the record and our competitive analysis, we find that the transaction is unlikely to lead to adverse competitive effects. For all 98 CMAs that trigger enhanced factor review, in considering the totality of the circumstances, we find that the likelihood of competitive harm resulting from this additional aggregation of below-1-GHz spectrum is low. We agree with the Applicants that the presence of multiple other providers operating in the transaction's relevant markets will ensure that consumers continue to have a variety of choices among providers in these markets.⁸⁶ In addition, the other two nationwide providers are attributed with substantial amounts of low-band spectrum, as well as substantial amounts of spectrum in total, in all 98 CMAs. Also, both other nationwide providers have substantial 4G LTE coverage and at least one has deployed its 5G-NR network to some extent in all 98

⁸⁰ See *T-Mobile-UScellular Order*, 40 FCC Rcd 4776; see also *AT&T-Array Order* at 13, 18, paras. 24, 38.

⁸¹ See, e.g., Public Interest Statement at 1, Exh. 2 (Amended Spectrum Aggregation).

⁸² See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10620–21, paras. 101–102; *AT&T-Array Order* at 14–15, para. 26; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4816–17, para. 73.

⁸³ We base the coverage analysis on providers' coverage data they submitted pursuant to the Broadband Data Collection for coverage as of June 30, 2025. 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) (Broadband Data Collection).

⁸⁴ We base providers' market shares on June 2025 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.

⁸⁵ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10620–21, para. 101; *AT&T-Array Order* at 14–15, para. 26; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4816–17, para. 73.

⁸⁶ Public Interest Statement at 1, Exh. 3 (Wireless Competition).

CMAs.⁸⁷ Finally, the other two nationwide providers have significant market shares in 96 of the 98 CMAs.⁸⁸ 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 Verizon Wireless in these local markets.

27. Accordingly, we disagree with RWA's concerns that this spectrum-only transaction will harm consumers,⁸⁹ competition,⁹⁰ or rural and regional carriers,⁹¹ and we likewise disagree with its general characterization of the competitive effects of the instant transaction.⁹² 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,⁹³ we note that we have already thoroughly considered this issue in the T-Mobile-UScellular transaction, and UScellular has already exited the mobile wireless marketplace.⁹⁴

⁸⁷ Staff analysis of June 2025 Broadband Data Collection data.

⁸⁸ In CMA 505 (Missouri 2 – Harrison), AT&T has a significant market share, and in CMA 534 (Nebraska 2 – Cherry), T-Mobile and Viaero Wireless have significant market shares and AT&T has some market presence.

⁸⁹ RWA Petition to Deny at 9–10, 15; *see also* Public Knowledge et al. Petition to Deny at 7–9; Coalition Filers July 18 *Ex Parte* Letter at 2–3.

⁹⁰ RWA Petition to Deny at 2, 5–6, 11–13; *see also* Public Knowledge et al. Petition to Deny at 9–12.

⁹¹ RWA Petition to Deny at 4–6, 11–13; *see also* Nsight May 8 *Ex Parte* Letter at 1, Attach. at 6-7. RWA further argues that rural carriers were not given the opportunity to acquire the subject spectrum licenses in their service area(s). RWA Petition to Deny at 6; RWA Reply at 9; *see also* Coalition Filers July 3 *Ex Parte* Letter at 1–2; RWA et al. Aug. 7 *Ex Parte* Letter at 1–2. However, as noted in the *T-Mobile-UScellular Order*, UScellular's spectrum transactions involved five different, unrelated buyers including smaller providers and there was no indication that TDS or UScellular sought to exclude any providers from the publicly announced process undertaken beginning in 2023. *See T-Mobile-UScellular Order*, 40 FCC Rcd at 4791–93, paras. 24–27.

⁹² We disagree with RWA's characterization of the competitive effects of the instant transaction. RWA Petition to Deny at 4–6; RWA Reply at 6–8; Coalition Filers July 3 *Ex Parte* Letter at 3–4; Coalition Filers July 18 *Ex Parte* Letter at 3. Although RWA's Petition points to the lapse of the Commission's auction authority and lack of a spectrum pipeline as a basis for its arguments about competitive effects, we note that the Commission's general auction authority has since been re-instituted through the One Big Beautiful Bill Act. RWA Petition to Deny at 4 (discussing the Commission's lapse of auction authority and the lack of a spectrum pipeline); Pub. L. No. 119-21, § 40002(b)(2), 139 Stat. 72 (2025) (OBBB Act). We agree with the Applicants that the Petitioners fail to identify a single anticompetitive effect in any local market as a result of this spectrum assignment. RWA Petition to Deny at 4–11; Public Knowledge et al. Petition to Deny at 7–17. Further, we disagree with Public Knowledge that Verizon Wireless exceeding the low-band threshold in this case results in competitive harm. Public Knowledge et al. Petition to Deny at 13–14. Lastly, we note that our analysis is consistent with precedent. *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10620–21, paras. 101–02 & n.329; *T-Mobile-HTC Order*, 39 FCC Rcd at 10728, para. 41; *AT&T-Array Order* at 27, para. 59.

⁹³ *See, e.g.,* RWA Petition to Deny at 10–11 (arguing that the exit of UScellular “removes a vital advocate for rural and regional interoperability and technological parity” and that, without UScellular's presence, “rural carriers will face even greater difficulty in negotiating the implementation of needed technology transitions”); RWA Reply at 8–9 (arguing that the exit of UScellular is relevant to the competitive analysis of the proposed transaction). RWA also alleges that the assignment of spectrum licenses under the proposed transaction would “effectively” eliminate Array and preclude other potential competitors from competing in the relevant markets. RWA Reply at 7; *see also* RWA et al. Aug. 7 *Ex Parte* Letter at 1–2; Coalition Filers July 18 *Ex Parte* Letter at 1–2. We find these views unpersuasive as to Array, which does not provide mobile wireless service. TDS and UScellular Aug. 1 News Release. We also find these views unpersuasive as to other, hypothetical acquirers of the spectrum at issue. *See* 47 U.S.C. § 310(d) (in acting on an assignment application, we consider the proposal before us, not other possible proposals).

⁹⁴ *See T-Mobile-UScellular Order*, 40 FCC Rcd at 4791–93, 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.

Additionally, the Petitioners have presented no new information to warrant revisiting this issue.⁹⁵ The question in this proceeding is whether, under the current circumstances, permitting Verizon Wireless to acquire the spectrum at issue is in the public interest.⁹⁶ Further, with respect to Petitioners' concerns that the transaction will lead to higher prices for consumers by further consolidating spectrum among the three nationwide providers⁹⁷ or that the elimination of UScellular as a competitor will raise prices,⁹⁸ we note that we thoroughly evaluated the effect on consumer prices from UScellular's exit in the *T-Mobile-UScellular Order*.⁹⁹ 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,¹⁰⁰ we find it unlikely that the acquisition of spectrum by Verizon Wireless in this transaction would allow it to foreclose entry, raise rivals' costs, or otherwise harm the public interest in the local markets at issue.¹⁰¹ Finally, broader concerns about spectrum aggregation limits and concentration among entities¹⁰² are more appropriately addressed in a rulemaking proceeding and not an individual transaction.

VII. POTENTIAL PUBLIC INTEREST BENEFITS

28. Having determined that the likelihood of competitive harms associated with the transaction is low, we next discuss the public interest benefits of the transaction.¹⁰³ 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 transaction¹⁰⁴ and is verifiable.¹⁰⁵ 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.¹⁰⁶ Further, the Commission is "more likely to find marginal cost reductions

⁹⁵ We agree with the Applicants that requests for remedies related to former transactions have no place in the instant proceeding and that Petitioners offer no new analysis to the generalized claims of harm. Joint Opposition at 8–11 & n.31; *see also, e.g.*, Public Knowledge et al. Petition to Deny at 9–10 (arguing that the transaction results in competitive harm for 10% to 12% of the U.S. population); RWA Petition to Deny at 3–11.

⁹⁶ 47 U.S.C. § 310(d).

⁹⁷ *See, e.g.*, Public Knowledge et al. Petition to Deny at 10–12.

⁹⁸ *See, e.g., id.*; RWA Petition to Deny at 8–10; Coalition Filers July 3 *Ex Parte* Letter at 2–3.

⁹⁹ *See T-Mobile-UScellular Order*.

¹⁰⁰ *See* OBBB Act § 40002(b)(2); *see also Auction of Advanced Wireless Services (AWS-3) Licenses; Notice and Filing Requirements, Minimum Opening Bids, Upfront Payments, and Other Procedures for Auction 113; Bidding Scheduled to Begin June 2, 2026*, AU Docket No. 25-117, Public Notice, DA 25-1075 (OEA/WTB 2025).

¹⁰¹ *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10620–21, paras. 99, 101–102.

¹⁰² *See, e.g., RWA et al. Aug. 7 Ex Parte Letter* at 1; Coalition Filers July 18 *Ex Parte Letter* at 1–3.

¹⁰³ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671–72, para. 214.

¹⁰⁴ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, 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.

¹⁰⁵ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, 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; *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, WT Docket No. 12-301, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2342, para. 58 (WTB/IB 2013) (*T-Mobile-MetroPCS Order*).

¹⁰⁶ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, 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

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to be cognizable than reductions in fixed cost¹⁰⁷ as, in general, reductions in marginal cost are more likely to result in lower prices for consumers. And benefits expected to occur only in the distant future may be discounted or dismissed because, among other things, predictions about the distant future are inherently more speculative than predictions that are expected to occur closer to the present.¹⁰⁸

29. We find that Applicants have established specific benefits that are verifiable and transaction-related. Based on our review of the record, we find that Verizon Wireless's acquisition of the spectrum at issue will allow it to meaningfully supplement its existing holdings in the relevant markets.¹⁰⁹ We credit Verizon Wireless's claim that it will use the acquired spectrum to increase its 4G/5G and related network coverage and capacity given its strong business incentives to meet increasing customer demand and improve its network's competitiveness in the relevant markets.¹¹⁰ This will enable Verizon Wireless to offer a better overall customer experience by improving its network to address increased customer demand, offering faster speeds, and enhanced coverage in the relevant markets, including in rural, remote, and densely populated communities, likely resulting in broader network deployment and improved indoor use and benefiting critical infrastructure.¹¹¹ We also credit the Applicants' assertion that Verizon Wireless will be able to promptly put the acquired spectrum to use, thus quickly realizing claimed benefits, based on Verizon Wireless's existing operating presence throughout the relevant markets and track record of consistently building out its network, as described above.¹¹² We also note that the Applicants have filed short-term spectrum manager leases for the spectrum so that Verizon Wireless can "begin putting the spectrum into service immediately" to "increase capacity and improve network

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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.

¹⁰⁷ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4802, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10672, 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.

¹⁰⁸ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10672, 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.

¹⁰⁹ See Public Interest Statement at 1, Exh. 2 (Amended Spectrum Aggregation). The Applicants provide technical disclosures related to Verizon Wireless's pre- and post-transaction spectrum holdings for the frequency bands at-issue as well as data on the spectrum holdings of other licensees on a county-by-county and CMA-by-CMA basis. *Id.* at 1, Exh. 2 (Amended Spectrum Aggregation), Exh. 3 (Wireless Competition).

¹¹⁰ See Joint Opposition at 4–5 (citing Public Interest Statement at 1); Public Interest Statement at 1, Exh. 3 (Wireless Competition) (comparing Verizon Wireless's wireless spectrum holdings with those of other licensees in the relevant markets); Joint Opposition at 5 (contending that the claimed network improvements will foster competition in an evolving wireless market); *id.* at 4–5 (explaining that these benefits will be enabled in part by the ability of below-1 GHz cellular spectrum to provide coverage and connectivity over broad geographic areas). We also credit the Applicants' claims that Verizon Wireless will attain some spectral efficiency and capacity gains due to the greater contiguity of spectrum enabled by combining the acquired spectrum holdings with its existing holdings. Joint Opposition at 5; Public Interest Statement at 1, Exh. 2 (Amended Spectrum Aggregation); see also *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, 12901–902, paras. 56, 59 (WTB 2013).

¹¹¹ Joint Opposition at 2, 4–5 & n.8 (citing Public Interest Statement); see also Public Interest Statement at 1, Exh. 2 (Amended Spectrum Aggregation).

¹¹² Joint Opposition at 4.

performance for customers,” indicating that consumers are likely to experience the benefits in the near term.¹¹³

30. We disagree with the arguments of Public Knowledge et al. and RWA that the claimed public interest benefits are generalized, not verifiable, not supported by the record, and not transaction-related.¹¹⁴ Verizon Wireless has a demonstrated track record of investing in and expanding its network to offer improved services and capabilities, and has provided evidence in the record of how this transaction will benefit consumers.¹¹⁵ We also agree with the Applicants that this spectrum would likely go underutilized in the absence of the instant transaction given that Array does not provide mobile wireless services.¹¹⁶

VIII. OTHER ISSUES

31. *Request for Divestiture.* We decline RWA’s request that we require Verizon Wireless to divest spectrum as a condition to the transaction.¹¹⁷ As set forth above in the competitive analysis, we disagree with Petitioners that there are spectrum aggregation harms in the proposed transaction.¹¹⁸ We also reject RWA’s argument that Verizon’s spectrum holdings of both blocks of cellular licenses results in significant spectrum concentration or limits the ability of rural carriers to compete.¹¹⁹ Accordingly, we find no reason to require Verizon Wireless to divest its cellular spectrum or any other of its spectrum holdings in the instant transaction.

32. *Roaming.* With regard to the arguments expressing concern for roaming,¹²⁰ as we have previously explained, the Commission’s general roaming policies and rules are designed to ensure that entities can obtain roaming agreements on reasonable terms and conditions.¹²¹ Consistent with our

¹¹³ ULS File No. 0011988930 (lead application), Exh. 1, Description of Lease and Public Interest Statement (filed Apr. 9, 2026).

¹¹⁴ See Public Knowledge et al. Petition to Deny at 7, 12–13; RWA Reply at 3–6 (contending that Applicants do not provide quantifiable support for their claims of greater output and faster speeds); Coalition Filers July 3 *Ex Parte* Letter at 3; Coalition Filers July 18 *Ex Parte* Letter at 3; Coalition Filers July 18 *Ex Parte* Letter at 3–4.

¹¹⁵ See Public Interest Statement at 1, Exh. 2 (Amended Spectrum Aggregation), Exh. 3 (Wireless Competition); Joint Opposition at 4–5 (describing Verizon’s history of enhancing network deployment); see also Press Release, Verizon, Verizon Has the Best 5G Network in America (Feb. 11, 2025), <https://www.verizon.com/about/news/verizon-has-best-5g-network-america>; Press Release, Verizon, Verizon Delivers a One-Two Punch with Best Wireless Network Performance Results (July 23, 2025), <https://www.verizon.com/about/news/verizon-delivers-best-wireless-network-performance-results> (each describing Verizon’s expansion of its network and related operations in recent years).

¹¹⁶ TDS and UScellular Aug. 1 News Release.

¹¹⁷ RWA Petition to Deny at 11–13; RWA Reply at 6–8.

¹¹⁸ RWA Petition to Deny at 11–13; RWA Reply at 6–8.

¹¹⁹ RWA Petition to Deny at 2, 5 & n.18, 11–13. The Commission eliminated the cellular cross-interest rule for rural service areas that had prevented an entity from having an ownership interest in both A-Block and B-Block licenses, in favor of a case-by-case approach. See, e.g., *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6229, para. 250 & n.666. We note that numerous spectrum bands have been added into service since the 2008 case Petitioners urge us to rely upon. RWA Petition to Deny at 11–13.

¹²⁰ See, e.g., RWA Petition to Deny at 6–10, 13–15; RWA Reply at 8–10; Coalition Filers July 3 *Ex Parte* Letter at 2; Coalition Filers July 18 *Ex Parte* Letter at 2.

¹²¹ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10708–11, paras. 293–98 & nn.1021, 1028 (declining roaming conditions including reciprocal roaming and VoLTE conditions as not narrowly tailored to remedy harms arising from the transaction); *T-Mobile-UScellular Order*, 40 FCC Rcd at 4839–40, paras. 121–22 (declining roaming conditions); *AT&T-Array Order* at 22, para. 46 & n.160 (declining roaming conditions). We note that RWA presents generalized arguments that “rural carriers could have difficulty” entering into reciprocal roaming agreements with Verizon

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precedent, we deny RWA's request that we require Verizon Wireless to enter into roaming agreements with certain rural and regional carriers, or that we require Verizon Wireless to implement VoLTE handovers with its rural and regional roaming partners¹²² because this is a spectrum-only transaction and does not implicate roaming issues.¹²³

33. *Handset Unlocking.* We decline Public Knowledge et al.'s request that we impose an unlocking condition on Verizon Wireless as part of the transaction.¹²⁴ Such a condition would not be designed to address transaction-related harms,¹²⁵ and we have recently addressed Verizon's company-specific obligations under the rules in a different proceeding.¹²⁶

34. *Other Issues.* We decline Public Knowledge et al.'s request that we attach conditions to this transaction that would "maintain a service speed threshold" or that we require a "commit[ment] to pro-labor policies"¹²⁷ as generalized and vague requests untethered to any alleged transaction-related harms. The proposed transaction does not implicate labor issues or consumer migration or service issues, and we therefore decline to adopt the requested labor and consumer conditions.¹²⁸ We also decline RWA's request that we use this transaction as a venue to examine Array's use of universal service high-cost funds.¹²⁹

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Wireless; however, RWA fails to support these arguments or explain how the claims are related to the spectrum transfer at issue. Similarly, RWA argues that Verizon Wireless should be required to implement network handovers with rural partners; however, RWA fails to establish how the network handovers relate to the spectrum assignment. Thus, we find RWA's generalized claims are not supported by the record and are not transaction-related. RWA Petition to Deny at 13–15; RWA Reply at 8–10 & n.46 (RWA presenting the same generalized claims against AT&T in its reply to the Joint Opposition in this transaction); *see also* Coalition Filers July 18 *Ex Parte* Letter at 2.

¹²² RWA Petition to Deny at 7–8, 13–14; *see also* Coalition Filers July 3 *Ex Parte* Letter at 2; Coalition Filers July 18 *Ex Parte* Letter at 2.

¹²³ *See T-Mobile-Sprint Order*, 34 FCC Rcd at 10709–11, paras. 294–98; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4839–40, paras. 121–22; *AT&T-Array Order* at 22, para. 46.

¹²⁴ Public Knowledge et al. Petition to Deny at 16–17; *see also* Coalition Filers July 3 *Ex Parte* Letter at 4; Coalition Filers July 18 *Ex Parte* Letter at 4.

¹²⁵ We have consistently found that general, industry-wide handset unlocking issues are more adequately addressed through Commission rulemaking proceedings. *AT&T-Array Order* at 24, para. 49; *T-Mobile UScellular Order*, 40 FCC Rcd at 4846–47, 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).

¹²⁶ *Service Rules for the 698–746, 747–762 and 777–792 MHz Bands et al.*, WT Docket No. 06-150 et al., Order, DA 26-43 (WTB Jan. 12, 2026).

¹²⁷ Public Knowledge et al. Petition to Deny at 16–17; *see also* Coalition Filers July 3 *Ex Parte* Letter at 4; Coalition Filers July 18 *Ex Parte* Letter at 4.

¹²⁸ Public Knowledge et al. Petition to Deny at 8–9. 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 transaction. These types of conditions are even further attenuated in the instant proposed spectrum-only transaction. *T-Mobile-UScellular Order*, 40 FCC Rcd at 4837, 4840–41, paras. 116, 124–26.

¹²⁹ *See* Coalition Filers July 3 *Ex Parte* Letter at 3. As we previously concluded in the *T-Mobile-UScellular Order*, the record does not indicate that USF support was used improperly and any reallocation of previous USF funding would require a broader rulemaking proceeding. *See T-Mobile-UScellular Order*, 40 FCC Rcd at 4842–4845, paras. 128–135. Nothing in the present record merits revisiting these conclusions.

IX. CONCLUSION

35. 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 Verizon Wireless's proposed acquisition of certain cellular, AWS-1, AWS-3, and PCS licenses would foreclose entry, raise rivals' costs, or otherwise harm the public interest. In addition, we substantially credit the Applicants' claims that the instant transaction is likely to produce public interest benefits that will enable Verizon Wireless to provide a better overall experience to its customers, including by improving its network to better serve increasing customer demand, enhancing coverage in rural areas and indoor environments, increasing network capacity and offered speeds, and enabling the provision of better products and services within the relevant markets.¹³⁰ Accordingly, based on the record, we find that the proposed transaction would serve the public interest, convenience, and necessity.

X. ORDERING CLAUSES

36. 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), 155(c), 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 Verizon Wireless and Array **ARE GRANTED**.

37. **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 by Public Knowledge, Open Technology Institute at New America, and 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.

38. **IT IS FURTHER ORDERED** that this Memorandum Opinion and Order **SHALL BE EFFECTIVE** upon adoption, 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 date of adoption of this Memorandum Opinion and Order.

39. 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

¹³⁰ See, e.g., Public Interest Statement at 1; Joint Opposition at 4–7.

APPENDIX A
List of Applications

SECTION 310(d) APPLICATIONS

Applications for consent to the assignment of licenses held by subsidiaries of Array from Array to Verizon Wireless:

<u>File No.</u>	<u>Assignor</u>	<u>Lead Call Sign</u>
0011491372 ¹	ADI OPERATING COMPANY, LLC	KNKA207
0011495024	MCDANIEL CELLULAR TELEPHONE COMPANY	KNKN213
0011495033	OREGON RSA #2, INC.	KNKN258
0011495069	ADIOC OF GREATER IOWA, LLC	KNKA456
0011495073	ADIOC OF GREATER IOWA, LLC	KNLF881
0011494848	BANGOR CELLULAR TELEPHONE, L.P.	KNKA710
0011494858	CALIFORNIA RURAL SERVICE AREA #1, INC.	KNKN260
0011494879	CEDAR RAPIDS CELLULAR TELEPHONE, L.P.	KNKA646
0011494890	DUBUQUE CELLULAR TELEPHONE, L.P.	KNKA626
0011494909	HARDY CELLULAR TELEPHONE COMPANY	KNKN640
0011494948	JACKSONVILLE CELLULAR TELEPHONE COMPANY	KNKA756
0011494952	KANSAS #15 LIMITED PARTNERSHIP	KNKN911
0011494979	KENOSHA CELLULAR TELEPHONE, L.P.	KNKA602
0011494981	MADISON CELLULAR TELEPHONE COMPANY	KNKA612
0011494999	MAINE RSA #1, INC.	KNKA601
0011495012	MAINE RSA #1, INC.	KNLF933
0011495019	MAINE RSA #4, INC.	KNKN923
0011495028	NH #1 RURAL CELLULAR, INC.	KNKA483
0011495034	OREGON RSA #2, INC.	WQYB217
0011495036	RACINE CELLULAR TELEPHONE COMPANY	KNKA632
0011494832	ADI OPERATING COMPANY, LLC	WQUI699
0011495041	ADIOC OF KNOXVILLE, INC.	KNKA309
0011495046	ADIOC OF MEDFORD, INC.	KNKA683
0011495050	ADIOC NEBRASKA/KANSAS, LLC	KNKN284
0011495053	ADIOC NEBRASKA/KANSAS, LLC	WQGD659
0011495067	ADIOC OF CENTRAL ILLINOIS, LLC	KNKA450
0011495068	ADIOC OF CUMBERLAND, LLC	KNKA786
0011495076	ADIOC OF GREATER MISSOURI, LLC	KNKA501
0011495078	ADIOC OF GREATER NORTH CAROLINA, LLC	KNKA482
0011495080	ADIOC OF GREATER OKLAHOMA, LLC	KNKA305
0011495081	ADIOC OF GREATER OKLAHOMA, LLC	KNLF590
0011495084	ADIOC OF LACROSSE, LLC	KNKA659

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

0011495086	ADIOC OF OREGON RSA #5, INC.	KNKN672
0011495091	ADIOC OF VIRGINIA RSA #3, INC.	KNKA447
0011495092	ADIOC OF WASHINGTON-4, INC.	KNKN207
0011495094	VERMONT RSA NO. 2-B2, INC.	KNKQ277
0011495095	WESTERN SUB-RSA LIMITED PARTNERSHIP	KNKQ282
0011495096	YAKIMA MSA LIMITED PARTNERSHIP	KNKA507
0011495089	ADIOC OF RICHLAND, INC.	KNKA723

APPENDIX B
Petitioners and Commenters

Petitions to Deny

Public Knowledge, Open Technology Institute at New America, and Benton Institute for Broadband & Society, Petition to Deny (July 7, 2025)

Rural Wireless Association, Inc., Petition to Deny (July 7, 2025)

Petitions to Hold in Abeyance

Mark O'Connor and Sara Leibman, Petition to Hold in Abeyance (July 7, 2025)

Oppositions to the Petitions to Deny/Hold in Abeyance

UScellular, Opposition to Petition to Hold in Abeyance (July 22, 2025)

Verizon Wireless and UScellular, Joint Opposition to Petitions to Deny (July 22, 2025)

Replies

Mark O'Connor and Sara Leibman, Reply to Opposition to Petition to Hold in Abeyance (Aug. 1, 2025)

Rural Wireless Association, Inc., Reply to Joint Opposition to Petition to Deny (Aug. 1, 2025)

Ex Parte Submissions¹³²

Rural Wireless Association, Inc., Communications Workers of America, Public Knowledge, and New America's Open Technology Institute, *Ex Parte* Submission (July 3, 2025)

Rural Wireless Association, Inc., Communications Workers of America, Public Knowledge, and New America's Open Technology Institute, *Ex Parte* Submission (July 18, 2025)

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

Array Digital Infrastructure, *Ex Parte* Submission (Oct. 23, 2025)

Northeast Communications of Wisconsin, Inc., *Ex Parte* Submission (May 8, 2026)

Filings Made Outside of the Comment Cycle

Rural Wireless Association, Inc., Open Technology Institute at New America, Benton Institute for Broadband & Society, and Communications Workers of America (July 30, 2025) (notice and copy of Application for Review pertaining to the T-Mobile-UScellular transaction)

Rural Wireless Association, Inc., Open Technology Institute at New America, Benton Institute for Broadband & Society, and Communications Workers of America (Aug. 25, 2025) (notice and copy of Reply to Joint Opposition and Comments pertaining to the T-Mobile-UScellular transaction)

¹³² The filings listed in this section are *ex parte* submissions and/or were submitted after the August 1, 2025 close of the pleading cycle for this transaction by their respective filers. They are accorded consideration as *ex parte* filings under the Commission's rules. 47 CFR §§ 1.1200 *et seq.*; *see generally* 47 CFR § 1.419(b).

Rural Wireless Association, Inc., Open Technology Institute at New America, and Benton Institute for Broadband & Society (Jan. 2, 2026) (copy of Application for Review pertaining to the AT&T-Array transaction)