

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

In the Matter of
Applications of T-Mobile USA, Inc. and
Grain Management, LLC For Consent
To Assign Licenses
WT Docket No. 25-178

MEMORANDUM OPINION AND ORDER

Adopted: July 1, 2026

Released: July 1, 2026

By the Chief, Wireless Telecommunications Bureau:

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I. INTRODUCTION

1. In this Memorandum Opinion and Order, we take another step to bring more intensive use of spectrum for the American people by approving a spectrum assignment exchange between T-Mobile US, Inc. and its licensee subsidiaries (together, T-Mobile) and Grain Management, LLC and its

licensee subsidiaries (together, Grain, and together with T-Mobile, the Applicants).¹ Specifically, we grant the applications for T-Mobile to assign certain 800 MHz licenses to Grain and for Grain to assign certain 600 MHz licenses to T-Mobile. We also grant the Applicants' requests for waiver of certain part 90 operational rules, the permanent discontinuance rule, and portions of the renewal standard to ensure expanded use of the 800 MHz licenses.

2. In granting this relief, we impose upon Grain strict conditions designed to ensure that Grain does not warehouse spectrum to the detriment of underserved populations, but instead puts the spectrum to use in a rapid and meaningful way to support a range of terrestrial services and direct-to-device (D2D) operations. Building on the Federal Communications Commission's recent actions to facilitate robust use of spectrum through secondary market transactions, as well as acquisition of new spectrum through auctions,² our approval of this spectrum exchange between T-Mobile and Grain continues the agency's efforts to ensure that the national resource of spectrum delivers powerful benefits to the American people.

3. The 800 MHz licenses that Grain is acquiring (817–824 MHz paired with 862–869 MHz)—a valuable source of paired, broadband-ready, low-band spectrum—have been underutilized in recent years. As a condition for approval of the T-Mobile-Sprint transaction, the United States Department of Justice (DOJ) required T-Mobile to divest these 800 MHz licenses with certain limitations on the entities to whom the spectrum could be divested.³ For years, this 800 MHz spectrum has not been

¹ See Application of NewLevel, LLC and Nextel West Corp. for Assignment of Certain Licenses and Authorizations, Universal Licensing System (ULS) File No. 0011483054 (lead) (filed Mar. 17, 2025), amended Mar. 25, 2025, amended Mar. 28, 2025, amended Apr. 21, 2025, amended Apr. 29, 2025; see also Application of NewLevel, LLC and T-Mobile License LLC for Assignment of Certain Licenses and Authorizations, ULS File No. 0011483083 (filed Mar. 17, 2025); Application of NewLevel, LLC and Nextel West Corp. for Assignment of Certain Licenses and Authorizations, ULS File No. 0011483120 (filed Mar. 17, 2025); (assignment applications from Grain to T-Mobile of 600 MHz spectrum); Application of Nextel West Corp. and Prism License Co 2 LLC for Assignment of Certain Licenses and Authorizations, ULS File No. 0011483454 (filed Mar. 17, 2025), amended Aug. 4, 2025; Application of T-Mobile License LLC and Prism License Co 1 LLC for Assignment of Certain Licenses and Authorizations, ULS File No. 0011483434 (filed Mar. 17, 2025), amended Aug. 4, 2025; Application of T-Mobile USA, Inc. and Prism License Co 1 LLC for Assignment of Certain Licenses and Authorizations, ULS File No. 0011483478 (filed Mar. 17, 2025), amended Aug. 4, 2025 (assignment applications of 800 MHz spectrum from T-Mobile to Grain). The Applicants filed the Description of Transaction, Public Interest Statement, and Request For Waiver on April 18, 2025 (Public Interest Statement). On August 21, 2025 and August 22, 2025, the Applicants filed three additional applications. See Application of NewLevel, LLC and T-Mobile USA, Inc. for Assignment of Certain Licenses and Authorizations, ULS File No. 0011699387 (filed Aug. 21, 2025); Application of NewLevel, LLC and Nextel West Corp. for Assignment of Certain Licenses and Authorizations, ULS File No. 0011700326 (filed Aug. 22, 2025); Application of NewLevel, LLC and T-Mobile License LLC for Assignment of Certain Licenses and Authorizations, ULS File No. 0011699465 (filed Aug. 22, 2025) (assignment applications from Grain to T-Mobile of 600 MHz spectrum) (collectively, Applications). In addition, the Applicants filed a supplemental Public Interest Statement associated with these August 21, 2025 and August 22, 2025 applications (Supplemental Public Interest Statement). On August 22, 2025, the Applicants withdrew ULS File Nos. 0011483120 and 0011699387.

² See, e.g., *Applications of Cellco Partnership and United States Cellular Corporation for Consent to Assign Licenses*, WT Docket No. 25-192, Memorandum Opinion and Order, DA 26-486 (WTB May 14, 2026) (*Verizon-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*); *Auction of Advanced Wireless Services (AWS-3) Licenses Closes, Winning Bidders Announced for Auction 113*, AU Docket No. 25-117, Public Notice, DA 26-633 (WTB/OEA June 26, 2026) (*Auction 113 Closing Public Notice*).

³ See *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*

(continued....)

used to its fullest potential while T-Mobile has attempted to divest its licenses.⁴ Today, with our approval of this spectrum exchange, we chart a path forward towards highly productive use of this spectrum.

4. In granting these applications, we find that the likelihood of competitive harm as a result of the T-Mobile/Grain exchange of licenses is low,⁵ particularly given that no markets are triggered under our standard spectrum aggregation screens. We also find that assignment to T-Mobile of the 600 MHz licenses is likely to result in consumers receiving greater capacity, speed, and reliability, and expanded competition from the 600 MHz deployment, and that T-Mobile, through this acquisition, will continue to deploy and improve its 5G network.

5. However, we recognize and agree with the significant concerns raised in the record that grant of Grain's associated waiver requests for the 800 MHz licenses could yield incentives for warehousing of the spectrum, introducing the potential that the best use of this valuable spectrum will be unrealized.⁶ Accordingly, consistent with our policy of promoting buildout and ensuring efficient use of valuable spectrum resources, we address these concerns by imposing stricter buildout conditions than those proposed by the Applicants to ensure faster deployment and constant, intensive use of the 800 MHz spectrum. We reject Grain's initial proposal of six (6) and twelve (12) years for interim and final buildout deadlines, respectively. Instead we impose three (3) and eight (8) years for those deadlines. We also reject Grain's unprecedented request to meet buildout deadlines through nationwide metrics that permit lack of service to particular licensed markets. Instead we ensure that the performance metrics are met on a license-by-license basis. We also facilitate quality user experiences by requiring Grain to offer meaningful broadband service.

6. In recognition of the rapid growth in demand for D2D services, we also provide incentives for Grain to partner with D2D operators in the near term. Specifically, we tie Grain's completion of a transparent competitive solicitation process and submission of complete D2D applications before the end of 2026 with the application of clearly defined, achievable D2D performance requirements for this 800 MHz spectrum. We will consider D2D applications associated with these 800 MHz licenses even if Grain completes its solicitation and files application after 2026, but we will not guarantee the certainty of the clearly defined, achievable performance metrics that otherwise would have applied.

7. The conditional waiver relief granted herein is intended to foster intensive use of the 800 MHz licenses and the provision of reliable services—whether D2D, terrestrial, or both—in the near term. It reflects technological flexibility for the 800 MHz licenses and recognizes the growing convergence of wireless and satellite broadband. The relief we grant also affords Grain the potential to offer the spectrum to a range of entities, such as terrestrial mobile providers, utilities, and private enterprise service providers, which can increase the use of the spectrum and enable consumer access to a variety of new services. We admonish Grain against partitioning and disaggregating the 800 MHz licenses in ways that

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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, 10592, para. 35 (2019) (*T-Mobile-Sprint Order*); T-Mobile US, Inc., SEC Form 10-K at 16 (filed Feb. 2, 2024).

⁴ See, e.g., T-Mobile US, Inc., SEC Form 10-K, at 81–82 (filed Jan. 31, 2025) (noting that DISH Network was offered but did not purchase the 800 MHz spectrum); T-Mobile US, Inc., SEC Form 10-K, at 16 (filed Feb. 2, 2024); see also DISH Network Corp., SEC Form 10-Q, at 17 (filed May 15, 2024) (stating that DISH did not exercise its option to purchase the 800 MHz spectrum which expired on its own terms on April 1, 2024).

⁵ Under our traditional analysis, post-transaction, neither T-Mobile's nor Grain's attributable spectrum triggers the Commission's total spectrum screen or enhanced factor review, and the proposed spectrum exchange results in a net decrease in the previously approved total spectrum and below-1-GHz spectrum attributable to T-Mobile.

⁶ See Petition to Deny of the Rural Wireless Association, Inc., WT Docket No. 25-178, at 2–3 (filed June 20, 2025) (RWA Petition).

would result in significant areas of these licenses being unserved and returned to the Commission. We also clarify, under the stringent performance conditions adopted herein, that Grain or any entities engaging in secondary market transactions with Grain may not engage in “license-saver builds.”

8. We find that on balance the proposed transaction, with the conditions imposed herein, will serve the public interest, convenience, and necessity. More broadly, approval of this transaction and the grant of conditional waiver relief for the 800 MHz licenses will further pave the way for U.S. leadership in wireless and next-generation technology.

II. BACKGROUND

A. Description of the Applicants

9. *T-Mobile.* T-Mobile US, Inc. which wholly owns licensee subsidiaries, T-Mobile USA, Inc., T-Mobile License LLC, and Nextel West Corp., is a publicly traded Delaware corporation controlled by Deutsche Telekom AG (Deutsche Telekom).⁷ T-Mobile offers nationwide wireless voice and data services to consumer and business customers; it provides service to approximately 142.4 million postpaid and prepaid customers as of December 31, 2025 and offers a wide selection of wireless devices and accessories.⁸ In addition, T-Mobile offers a fixed wireless service that is available to tens of millions of domestic households where T-Mobile has excess network capacity.⁹

10. *Grain Management.* Grain Management is a U.S.-based organization with expertise in managing investments in the digital communications infrastructure industry.¹⁰ Grain has invested in companies to target key areas of telecommunications infrastructure and accelerate and expand the provision of services in the telecommunications sector.¹¹

B. Description of the Transaction and Transaction Review Process

11. In March 2025, T-Mobile and Grain filed assignment applications, seeking the Commission’s consent to a spectrum exchange whereby T-Mobile would sell its 800 MHz spectrum licenses to Grain in exchange for \$2.9 billion cash consideration and Grain’s 600 MHz spectrum licenses.¹² Specifically, Grain would acquire 4.85 megahertz to 14 megahertz of 800 MHz spectrum from T-Mobile in 3,224 counties (in all or parts of 730 Cellular Market Areas (CMAs)) covering approximately 100% of the U.S. population, and T-Mobile would acquire 10 megahertz of 600 MHz spectrum from Grain in 212 counties (in all or parts of 84 CMAs) covering approximately 15% of the U.S. population.¹³

12. In their public interest statement, the Applicants explain that the proposed assignment of the 800 MHz spectrum licenses from T-Mobile to Grain, with the requested waiver relief, furthers the public interest by repurposing the spectrum for a broad array of potential users including utilities,

⁷ Public Interest Statement at 5–6.

⁸ T-Mobile US, Inc., SEC Form 10-K at 6–7 (filed Feb. 11, 2026) (reporting 81% postpaid customers, 15% prepaid customers, and 4% wholesale and other services).

⁹ T-Mobile US, Inc., SEC Form 10-K at 7 (filed Feb. 11, 2026).

¹⁰ Public Interest Statement at 5.

¹¹ Public Interest Statement at 5 & n.6 (citing ULS File No. 0009444835 (approving NewLevel II, L.P.’s acquisition of 3.7 GHz licenses)); *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 13-56, Memorandum Opinion and Order, 28 FCC Rcd 12878, 12880, 12885–86, paras. 5, 17 (2013) (*AT&T-Verizon Wireless-Grain Order*).

¹² Public Interest Statement at 2; T-Mobile US, Inc., SEC Form 10-K at 8 (filed Feb. 11, 2026).

¹³ *See* Public Interest Statement, T-Mobile Spectrum Aggregation Exhibit; Public Interest Statement, Grain Spectrum Aggregation Exhibit; Supplemental Public Interest Statement, Spectrum Aggregation Exhibit.

terrestrial wireless providers, and enterprise customers.¹⁴ The Applicants initially proposed to condition the requested waiver relief on meeting buildout requirements for the 800 MHz licenses within 6 and 12 years.¹⁵ The Applicants later modified the proposal to “maximize and speed up spectrum utilization through more robust, flexible deployments,” particularly focusing on enabling potential deployment of the spectrum by D2D operators and proposing to meet buildout requirement conditions at 3 and 9 years.¹⁶ Following the assignment of the 800 MHz licenses, Grain intends to engage in a near-immediate competitive process to solicit proposals from potential D2D operators interested in providing D2D service with the band.¹⁷ The Applicants also seek flexibility to enable Grain to ensure “that the spectrum is used to the greatest extent possible in *every* region of the United States,” and ultimately to enter into commercial arrangements with D2D operators, as well as utilities, wireless operators, and other enterprises to lease or purchase this spectrum.¹⁸ According to the Applicants, these subsequent license holders would then construct networks or put the spectrum to other productive uses.¹⁹

13. The Applicants assert that the assignment of 600 MHz spectrum from Grain to T-Mobile furthers the public interest and does not result in competitive harm because the overall transaction results in a net reduction in the amount of spectrum held by T-Mobile.²⁰ The Applicants contend that T-Mobile can rapidly deploy the 600 MHz spectrum for the benefit of consumers, which is currently being used in its network under a spectrum manager lease.²¹

14. On May 20, 2025, the Wireless Telecommunications Bureau (WTB) released a public notice accepting the Applications for filing and seeking comment on the Applicants’ request for waiver of the Commission’s rules.²² Rural Wireless Association (RWA) filed a Petition to Deny.²³ The

¹⁴ Public Interest Statement at 7–28.

¹⁵ Public Interest Statement at 18–19.

¹⁶ Letter from Ari Q. Fitzgerald and J. Ryan Thompson, Counsel to Grain Management, LLC, and Nancy J. Victory and Eric DeSilva, Counsel to T-Mobile USA, Inc., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-178, at 1–3 (filed Mar. 26, 2026) (Applicants’ Mar. 26, 2026 *Ex Parte*).

¹⁷ Letter from Ari Q. Fitzgerald, Counsel to Grain Management, LLC, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-178, at 1 (filed Apr. 21, 2026) (Grain April 21, 2026 *Ex Parte*).

¹⁸ Applicants’ Mar. 26, 2026 *Ex Parte* at 1 (emphasis in original); *see also* Grain April 21, 2026 *Ex Parte* at 1–2.

¹⁹ Public Interest Statement at 7–13; Grain April 21, 2026 *Ex Parte* at 1–2.

²⁰ Public Interest Statement at 28–29.

²¹ Public Interest Statement at 28–29; *see also* Application of NewLevel, LLC and T-Mobile License LLC for the Long-Term Spectrum Manager Lease of Certain Licenses and Authorizations, ULS File No. 0011880618 (filed Jan. 23, 2026) (600 MHz Long-Term Spectrum Manager Lease Application). Previously, T-Mobile and Grain filed an FCC Form 608 lease notification for the short-term spectrum manager lease of these 26 600 MHz licenses held by Grain. *See* Application of NewLevel, LLC and T-Mobile License LLC, ULS File No. 0011436173 (filed Feb. 4, 2025) (600 MHz Short-Term Spectrum Manager Lease Application). The leases associated with the 600 MHz Short-Term Spectrum Manager Lease Application expired on February 14, 2026. EchoStar Corporation (EchoStar) filed objections to the short-term spectrum manager lease notification, but it has since withdrawn comments filed in this proceeding, including a petition for reconsideration. *See* Letter from Pantelis Michalopoulos, Counsel for EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, at 1 (filed May 20, 2026); Letter from Alison Minea, Vice President, Regulatory Affairs, EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, at 1–2 (filed Jan. 14, 2026). On March 18, 2025, the Wireless Telecommunications Bureau (WTB) dismissed objections to the short-term spectrum manager lease without prejudice. *See* Letter from Blaise Scinto, Broadband Division Chief, Wireless Telecommunications Bureau to Alison Minea, Vice President, Regulatory Affairs, Hadass Kogan, Vice President, Regulatory Affairs, and Grant Gendron, Corporate Counsel, EchoStar Corporation, ULS File Number 0011436173 (Mar. 18, 2025). On March 29, 2025, the short-term spectrum manager leases were accepted.

²² *Wireless Telecommunications Bureau Accepts for Filing T-Mobile USA, Inc.’s and Grain Management, LLC’s Assignment Applications and Seeks Comment on Waiver Requests*, WT Docket No. 25-178, Public Notice, DA 25-

Competitive Carriers Association (CCA), Dominion Energy, Inc., Edison Electric Institute, Enterprise Wireless Alliance, Southern California Edison, Utilities Technology Council, and the Utility Broadband Alliance each filed comments.²⁴ The Applicants filed joint reply comments and an opposition on June 30, 2025.²⁵ RWA, the Utilities Technology Council, and the Utility Broadband Alliance filed replies.²⁶

III. STANDARD OF REVIEW AND PUBLIC INTEREST FRAMEWORK

15. Pursuant to section 310(d) of the Communications Act of 1934, as amended (the Act),²⁷ we must determine whether the proposed assignments 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.²⁸

16. 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.²⁹ Our competitive analysis, which forms an important part

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429 (WTB May 20, 2025) (*T-Mobile-Grain Public Notice*). The *T-Mobile-Grain Public Notice* required comments and petitions to be filed by June 20, 2025. Oppositions were due by June 30, 2025 and reply comments were due by July 8, 2025. WTB released a second public notice on August 27, 2025, accepting for filing the three additional applications filed after the initial public notice. *Assignment of License Authorization Applications, Transfer of Control of License Applications, and De Facto Transfer Lease Applications, and Designated Entity Reportable Eligibility Event Applications Accepted for Filing*, ULS File Nos. 0011699387, 0011699465, 0011700326, Public Notice, Report No. 19807 (WTB Aug. 27, 2025). No objections were filed against these three applications.

²³ See RWA Petition. EchoStar filed a Petition to Deny the applications prior to the issuance of a Public Notice, which has since been withdrawn. See Letter from Pantelis Michalopoulos, Counsel for EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, at 1 (filed May 20, 2026); Letter from Alison Minea, Vice President, Regulatory Affairs, EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, at 1–2 (filed Jan. 14, 2026).

²⁴ Competitive Carriers Association Comments (CCA); Dominion Energy, Inc. Comments (Dominion Energy); Edison Electric Institute Comments (EEI); Enterprise Wireless Alliance Comments (EWA); Southern California Edison Comments (SCE); Utility Broadband Alliance Comments (UBBA); Utilities Technology Council Comments (UTC). As noted above, EchoStar Corporation submitted comments to this proceeding, but has since withdrawn it. See Letter from Pantelis Michalopoulos, Counsel for EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, at 1 (filed May 20, 2026).

²⁵ Joint Reply Comments and Opposition of Grain Management, LLC and T-Mobile USA, Inc., WT Docket No. 25-178 (filed June 30, 2025) (Joint Opposition).

²⁶ Reply to Opposition and Comments of Rural Wireless Association, Inc. (July 8, 2025) (RWA Reply); UBBA Reply; UTC Reply. EchoStar submitted reply comments to this proceeding but subsequently withdrew. See Letter from Pantelis Michalopoulos, Counsel for EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, at 1 (filed May 20, 2026).

²⁷ 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-Sprint Order*, 34 FCC Rcd at 10595, para. 39 & n.121; *AT&T-EchoStar Order* at 6, para. 13 & n.37; *SpaceX-EchoStar Order* at 10, para. 21 & n.70.

²⁸ 47 U.S.C. § 310(d); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10595, para. 39; *AT&T-EchoStar Order* at 6, para. 13; *Application of T-Mobile License LLC and Horry Telephone Cooperative, Inc. to Assign Spectrum Licenses et al.*, ULS File Nos. 0010864059, 0010877919, and 0010902770, Memorandum Opinion and Order, 39 FCC Rcd 10712, 10715, para. 8 (WTB/OEA 2024) (*T-Mobile-HTC Order*).

²⁹ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10595, para. 40; *AT&T-EchoStar Order* at 6, para. 14; *T-Mobile-HTC Order*, 39 FCC Rcd at 10715–16, para. 8.

of the public interest evaluation, is informed by, but not limited to, traditional antitrust principles.³⁰ The United States Department of Justice has independent authority to examine the competitive impacts of proposed mergers and transactions involving transfers of Commission licenses, but the Commission's competitive analysis under the public interest standard is somewhat broader, and often takes a more extensive view of potential and future competition and its impact on the relevant markets.³¹ Notably, the Commission has determined it may impose and enforce transaction-related conditions to ensure that the public interest is served by the transaction.³²

17. 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.³³ As part of our public interest authority, we may impose conditions to ensure the public receives the transaction-related benefits claimed by the Applicants.³⁴

18. 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.³⁵ 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.³⁶

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

19. 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.³⁷ 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."³⁸ Therefore, as a threshold matter, the Commission must determine whether the applicants to a proposed transaction meet the requisite

³⁰ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10595, para. 40; *AT&T-EchoStar Order* at 6, para. 14; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716, para. 9; 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").

³¹ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10595–96, para. 40; *SpaceX-EchoStar Order* at 10, para. 22; *AT&T-EchoStar Order* at 6, para. 14.

³² See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 40; *AT&T-EchoStar Order* at 6, para. 14; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716, para. 9.

³³ 47 U.S.C. § 309(e); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 41; *AT&T-EchoStar Order* at 7, para. 15; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716, para. 8.

³⁴ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 41; *SpaceX-EchoStar Order* at 11, para. 23; *AT&T-EchoStar Order* at 7, para. 15.

³⁵ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 42; *SpaceX-EchoStar Order* at 11, para. 24; *AT&T-EchoStar Order* at 7, para. 16.

³⁶ 47 U.S.C. § 309(e); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596, para. 42; *AT&T-EchoStar Order* at 7, para. 16; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716, para. 9.

³⁷ 47 U.S.C. § 310(d).

³⁸ 47 U.S.C. §§ 308, 310(d); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596–97, para. 43; *AT&T-EchoStar Order* at 7, para. 17; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716, para. 10 & n.36.

qualification requirements to hold and transfer licenses under section 310(d) of the Act and the Commission's rules.³⁹

20. No issues were raised regarding the basic qualifications of the Applicants, and both T-Mobile and Grain previously and repeatedly have been found qualified to hold Commission licenses.⁴⁰ We therefore find that there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications of T-Mobile or Grain under the Act and our rules, regulations, and policies. In addition, we find that the transaction will not violate any statutory provision or, with the grant of the waivers discussed below, any Commission rule.

V. POTENTIAL PUBLIC INTEREST HARMS

21. 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.⁴¹ Regarding mobile spectrum holdings policies, one of the Commission's fundamental goals is the preservation and promotion of competition, which in turn leads to lower prices, improved quality, and increased innovation.⁴² 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.⁴³

22. 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.⁴⁴ Following long-standing Commission precedent, we begin our competitive analysis by

³⁹ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd 10597, para. 43; *AT&T-EchoStar Order* at 7, para. 17; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716, para. 10.

⁴⁰ 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, 4786, para. 18 (WTB/OIA 2025) (*T-Mobile-UScellular Order*); *T-Mobile-HTC Order*, 39 FCC Rcd at 10716, para. 10; *AT&T-Verizon Wireless-Grain Order*, 28 FCC Rcd at 12885-86, para. 17.

⁴¹ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617, para. 94; *AT&T-EchoStar Order* at 9, para. 19; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716, para. 11.

⁴² 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*).

⁴³ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617-18, para. 94; *AT&T-EchoStar Order* at 9, para. 19; *T-Mobile-HTC Order*, 39 FCC Rcd at 10717, para. 11.

⁴⁴ 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, 5113, para. 12 (2015) (*AT&T-Plateau Order*); *AT&T-EchoStar Order* at 9, para. 19; *T-Mobile-HTC Order*, 39 FCC Rcd at 10717, para. 11. Pursuant to its delegated authority, the Bureau has routinely acted on spectrum assignment applications like the instant proposed transaction. 47 CFR §§ 0.131, 0.331; see generally *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 (WTB/OEA 2024) (*T-Mobile-LB License Order*); *T-Mobile-HTC Order*, 39 FCC Rcd 10712; *Applications of Cricket License Company, LLC, et al., Leap Wireless International, Inc., and AT&T Inc. for Consent to Transfer Control of Authorizations; Application of Cricket License Company, LLC and Leap Licenseco Inc. for Consent to Assignment of Authorization*, WT Docket No. 13-193, Memorandum Opinion and Order, 29 FCC Rcd 2735 (WTB/IB 2014) (*AT&T-Leap Order*).

determining the appropriate market definitions for the proposed transaction.⁴⁵ We then turn to consideration of the potential competitive effects of the proposed transaction. 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 T-Mobile and Grain that would result from granting the Applications. As discussed in detail below, we find that, post-transaction, the likelihood of competitive harm resulting from the proposed transaction is low.

A. Market Definitions and Market Participants

1. Product Market

23. 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).⁴⁶ For the purposes of our initial screen,⁴⁷ 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.⁴⁸ Accordingly, as the Commission has previously stated, the mobile telephony/broadband services product market not only includes traditional wireless services, but also encompasses recent advances in mobile broadband services technologies.⁴⁹

24. 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. However, for purposes of our analysis today, we use the same market definition that the Commission has been using for recent transactions. Even under this narrower definition, we find, as discussed below, that the transaction is in the public interest.

2. Geographic Market

25. The Commission has previously found that the geographic market for wireless transactions is local, generally the CMA.⁵⁰ The Commission also has concluded, 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.⁵¹ We note that neither the Applicants nor RWA in its petition argue that the proposed transaction’s competitive effects should be

⁴⁵ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10600–01, para. 53; *AT&T-EchoStar Order* at 9, para. 20; *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793, para. 28; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 23.

⁴⁶ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10601, 10603, paras. 55, 60; *AT&T-EchoStar Order* at 10, para. 21; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

⁴⁷ See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603, para. 60; *SpaceX-EchoStar Order* at 13–14, para. 31; *AT&T-EchoStar Order* at 10, para. 21.

⁴⁸ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603–04, para. 61; *SpaceX-EchoStar Order* at 13–14, para. 31; *AT&T-EchoStar Order* at 10, para. 21.

⁴⁹ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10604, para. 61; *SpaceX-EchoStar Order* at 14, para. 31; *AT&T-EchoStar Order* at 10, para. 21. 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. *SpaceX-EchoStar Order* at 14, para. 31 & n.97; *AT&T-EchoStar Order* at 10, para. 21 & n.67; see also *T-Mobile-UScellular Order*, 40 FCC Rcd at 4794, para. 31.

⁵⁰ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605–06, para. 66; *AT&T-EchoStar Order* at 10–11, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

⁵¹ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605–06, para. 66; *AT&T-EchoStar Order* at 10, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

evaluated at the national level, or that the proposed transaction exhibits certain national characteristics that provide cause for concern.

3. Input Market for Spectrum

26. 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.⁵² The Commission has previously determined that the following bands, or portions thereof, should be included in the input market for spectrum: 600 MHz, 700 MHz, cellular, specialized mobile radio service (SMR), broadband Personal Communications Service (PCS), Advanced Wireless Services (AWS) in the 1710–1755 and 2110–2155 MHz band (AWS-1), AWS-3, AWS in the 2000–2020 MHz and 2180–2200 MHz spectrum bands (AWS-4), Broadband Radio Service (BRS), Wireless Communications Service (WCS) spectrum, H Block, Educational Broadband Service (EBS), 3.7 GHz, and 3.45 GHz.⁵³

B. Competitive Analysis

27. To help identify for further analysis those local markets in which competitive concerns are more likely, we apply a two-part screen. The first part of the screen examines the share(s) of the relevant market the companies would have after the transaction and is based on the size of the post-transaction Herfindahl-Hirschman Index (HHI) and the change in the HHI.⁵⁴ As the proposed transaction does not result in the acquisition of wireless business units and customers, there is no need to apply the initial HHI screen.⁵⁵ 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.⁵⁶ Further, if the acquiring entity would increase its below-1-GHz spectrum holdings so as to

⁵² See, e.g., *Application of AT&T Inc. and Atlantic Tele-Network, Inc., For Consent to Transfer of and Assign Licenses and Authorizations*, WT Docket No. 13-54, Memorandum Opinion and Order, 28 FCC Rcd 13670, 13683, para. 27 (WTB/ IB 2013); *AT&T-Plateau Order*, 30 FCC Rcd at 5116–17, para. 21; *AT&T-EchoStar Order* at 11, para. 24.

⁵³ 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*); see also *T-Mobile-Sprint Order*, 34 FCC Rcd at 10607, para. 70; *AT&T-EchoStar Order* at 11, para. 24; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

⁵⁴ The initial HHI screen identifies, for further case-by-case market analysis, those markets in which, post-transaction: (1) the HHI would be greater than 2800 and the change in HHI would be 100 or greater; or (2) the change in HHI would be 250 or greater, regardless of the level of the HHI. See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614–15, para. 87 & n.277; *AT&T-EchoStar Order* at 13, para. 31 & n.86; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25 & n.85.

⁵⁵ See, e.g., *Verizon-Array Order* at 12–13, para. 23; *AT&T-EchoStar Order* at 13, para. 31; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25.

⁵⁶ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614–15, para. 87; *AT&T-EchoStar Order* at 13, para. 31; *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.

hold approximately one-third or more of such spectrum post-transaction, we apply enhanced factor review.⁵⁷

28. Based on the record and our competitive analysis, we find that the transaction is unlikely to have adverse competitive effects. In terms of post-transaction spectrum aggregation, Grain would be attributed with 4.85 megahertz to 54 megahertz of spectrum, including 4.85 megahertz to 14 megahertz of below-1-GHz spectrum, and T-Mobile would be attributed with 90 megahertz to 426 megahertz of spectrum, including 20 megahertz to 74 megahertz of below-1-GHz spectrum.⁵⁸ Grain's attributable spectrum post-transaction remains well below the total spectrum screen trigger, and enhanced factor review does not apply. In addition, the instant spectrum exchange reduces T-Mobile's previously approved total and below-1-GHz attributable spectrum,⁵⁹ and T-Mobile also does not newly trigger the total spectrum screen or enhanced factor review.⁶⁰

29. We disagree with RWA that T-Mobile's acquisition of the 600 MHz licenses at issue raises spectrum aggregation concerns,⁶¹ and we reject RWA's proposal to condition our approval of the transaction on T-Mobile partitioning the licenses and offering the rural counties in the relevant markets to rural operators through long-term spectrum leases or acquisitions.⁶² RWA contends that the aggregation of 600 MHz spectrum by T-Mobile post-transaction would harm competition and the public interest by limiting the ability of rural carriers to effectively compete, limiting consumer choice, and decreasing long-term spectrum diversity.⁶³ RWA also argues that lack of access to this band is not offset by the potential availability of 800 MHz spectrum through Grain, as the propagation characteristics and equipment market make the 600 MHz spectrum more usable, valuable, and competitively impactful than the 800 MHz spectrum.⁶⁴ Consistent with our precedent, we disagree that there are competitive harms given that the transaction does not trigger enhanced factor review or the total spectrum screen and the assignment results in a net reduction in T-Mobile's previously approved attributable spectrum. We also

⁵⁷ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, paras. 286–88; *see also T-Mobile-Sprint Order*, 34 FCC Rcd at 10615, para 87; *AT&T-EchoStar Order* at 13, para. 31; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 26. 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.

⁵⁸ *See* Public Interest Statement at 3 & n.4, 28; Public Interest Statement, T-Mobile Spectrum Aggregation Exhibit; Public Interest Statement, Grain Spectrum Aggregation Exhibit; Supplemental Public Interest Statement, Spectrum Aggregation Exhibit.

⁵⁹ The reduction in T-Mobile's attributable spectrum ranges from 3.2 megahertz to 14 megahertz. *See* Public Interest Statement at 3 & n.4, 28; Public Interest Statement, T-Mobile Spectrum Aggregation Exhibit; Supplemental Public Interest Statement, Spectrum Aggregation Exhibit; Joint Opposition at 18–19.

⁶⁰ *See, e.g., T-Mobile-HTC Order*, 39 FCC Rcd at 10719, 10722, 10725, paras. 19, 26, 32 & n.104.

⁶¹ RWA Petition at 2, 6–9; RWA Reply at 2, 9–13.

⁶² RWA Petition at 8–9; RWA Reply at 2, 12. We find unpersuasive arguments of other hypothetical acquirers of the spectrum at issue and decline to deviate from established precedent. *See* 47 U.S.C. § 310(d) (in acting on an assignment application, we consider the proposal before us, not other possible proposals); *see also Verizon-Array Order* at 14, para. 27 & n.93; *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, 9237, para. 272 & n.805 (2015).

⁶³ *See* RWA Reply at 12. RWA's Petition also points to the lapse of the Commission's auction authority and lack of a spectrum pipeline. RWA Petition at 7. We note, however, that the Commission's general auction authority has since been re-instituted through the One Big Beautiful Bill Act. *See* One Big Beautiful Bill Act, § 40002(b), 139 Stat. 72, 129 (2025) (codified at 47 U.S.C. § 309(j)(11)); *see also Verizon-Array Order* at 14–15, para. 27 & n.93.

⁶⁴ RWA Reply at 9–11.

have previously found that there is nothing unique about the 600 MHz band relative to other below-1-GHz bands.⁶⁵ Therefore, based on our evaluation of the factors ordinarily considered, we find it highly unlikely that the assignment of 10 megahertz of 600 MHz spectrum to T-Mobile in the markets at issue would allow it to foreclose entry, raise rivals' costs, or otherwise harm the public interest.

VI. POTENTIAL PUBLIC INTEREST BENEFITS

30. Having determined that the likelihood of competitive harms associated with the transaction is low, we next discuss the public interest benefits. After review of the proposed transaction, and in light of the stringent conditions we place on Grain for the waivers associated with the 800 MHz licenses, we find that the transaction is likely to result in significant public interest benefits.

31. The Commission finds a claimed benefit to be cognizable when it is verifiable,⁶⁶ arises as a result of the transaction, and likely could not be accomplished in the absence of the transaction.⁶⁷ 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.⁶⁸ Further, the Commission is "more likely to find marginal cost reductions to be cognizable than reductions in fixed cost" as, in general, reductions in marginal cost are more likely to result in lower prices for consumers.⁶⁹ 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 about events that are expected to occur closer to the present.⁷⁰

32. We find that the Applicants have established specific benefits that are verifiable and transaction-related. Based on our review of the record, we find that assignment of the 800 MHz spectrum licenses to Grain with the conditional waiver relief has the potential to enable robust deployment of over 10 megahertz of underused, paired, broadband-ready low-band spectrum, and in particular, to make this

⁶⁵ See *T-Mobile-LB License Order*, 39 FCC Rcd at 11495–96, para. 31 & n.103; see also *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, 12163, para. 30 (WTB/OEA 2023) ("[T]he Commission has not adopted . . . a band-specific limit on 600 MHz spectrum or any other band included in the screen, and we decline to do so here."); *Application of T-Mobile US, Inc., T-Mobile License LLC, and Channel 51 License Co, LLC for License Assignment; Application of T-Mobile US, Inc., Nextel West Corp., and Channel 51 License Company LLC for License Assignment*, ULS File Nos. 0011358403, 0011358399, Memorandum Opinion and Order, 40 FCC Rcd 2513, 2517–18, para. 12 & n.39 (WTB 2025) ("Our prior orders make clear that 'the Commission has not adopted a band-specific limit either on 600 MHz spectrum or any other band included in the spectrum screen'").

⁶⁶ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *AT&T-EchoStar Order* at 17, para. 42; *T-Mobile-HTC Order*, 39 FCC Rcd at 10726, para. 35.

⁶⁷ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671, para. 214; *AT&T-EchoStar Order* at 17, para. 42; *T-Mobile-HTC Order*, 39 FCC Rcd at 10726, para. 35.

⁶⁸ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671–72, para. 214; *SpaceX-EchoStar Order* at 17, para. 39; *AT&T-EchoStar Order* at 17–18, para. 42. In addition, "the magnitude of benefits must be calculated net of the cost of achieving them." See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10672, para. 214 n.715; *SpaceX-EchoStar Order* at 17, para. 39 n.119; *AT&T-EchoStar Order* at 18, para. 42 n.120.

⁶⁹ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10672, para. 214; *SpaceX-EchoStar Order* at 17, para. 39; *T-Mobile-HTC Order*, 39 FCC Rcd at 10726, para. 35.

⁷⁰ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10672, para. 214; *AT&T-EchoStar Order* at 18, para. 42; *T-Mobile-HTC Order*, 39 FCC Rcd at 10726, para. 35.

spectrum available for expanding D2D service.⁷¹ The forward-looking waivers and service-specific buildout conditions increase the likelihood of competition in the rapidly converging wireless and satellite marketplaces and introduce flexible, market-driven, spectrum-based offerings. Through post-transaction commercial arrangements with Grain, D2D operators may acquire and deploy this spectrum to offer satellite service directly to consumer handsets nationwide, giving consumers the opportunity to receive lifesaving connectivity in mobile dead zones and stay connected throughout the United States.⁷² In addition, utilities⁷³ and wireless providers⁷⁴ could use 800 MHz spectrum to improve their networks to be more resilient, secure, and efficient, thereby benefiting consumers and promoting competition. We note that commenters agree with the Applicants' statements regarding the need of utilities and wireless providers for licensed, low-band spectrum to address their current and future communications demands,⁷⁵ as well as their comments that the propagation characteristics of the 800 MHz band make it well-suited to address those needs.⁷⁶

33. We also credit the Applicants' stated public interest benefits of increased network capacity, speed, and reliability from T-Mobile's acquisition of the 600 MHz licenses.⁷⁷ In particular, we agree that the additional 600 MHz spectrum can potentially allow T-Mobile to enhance the user experience for its customers, not only through added network capacity, but also extended cell reach for low density rural populations and increased building penetration for metropolitan customers.⁷⁸ We also acknowledge that the 600 MHz spectrum transferred in this transaction can be rapidly deployed due to T-Mobile's existing network in the relevant markets that already utilizes 600 MHz spectrum.⁷⁹ Additionally, as noted above, T-Mobile is operating on this 600 MHz spectrum via a spectrum manager lease agreement,⁸⁰ putting to use this valuable low-band spectrum that previously lay fallow.⁸¹

⁷¹ Grain April 21, 2026 *Ex Parte* at 1–2; Applicants' Mar. 26 *Ex Parte* at 1, 2–3; *see also* Public Interest Statement at 2, 15; Joint Opposition at 3; Edison Electric Institute Comments at 4 (EEI Comments); Utilities Technology Council Comments at 6 (UTC Comments); Utility Broadband Alliance Comments at 6 (UBBA Comments); Letter from Jennifer A. Manner, SVP, Regulatory Affairs and International Strategy, AST & Science, LLC, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-178, at 2–3 (filed June 30, 2026) (AST SpaceMobile *Ex Parte*).

⁷² *See* AST SpaceMobile *Ex Parte* at 1–2.

⁷³ *See* Public Interest Statement at 3, 7–8, 13 (stating that access to 800 MHz spectrum could benefit utilities by providing more resilient, secure, and efficient networks and improving interoperability between utility networks); Joint Opposition at 7–9.

⁷⁴ Public Interest Statement at 12–13 (stating that rural, regional, and other wireless providers could use this spectrum to enhance network resilience, bridge the digital divide, support sustained economic development within their communities, and promote competition); Joint Opposition at 7–9.

⁷⁵ Public Interest Statement at 7–13; Joint Opposition at 6–7; Dominion Energy Comments at 3 (Dominion Comments); EEI Comments at 1–2; UBBA Comments at 6; UTC Comments at 3; UBBA Reply at 1–2; UTC Reply at 2.

⁷⁶ Public Interest Statement at 13–15; Joint Opposition at 7; Competitive Carriers Association Comments at 1 (CCA Comments); EEI Comments at 4; Southern California Edison Comments at 2 (SCE Comments); UBBA Comments at 6; UTC Comments at 5; *see also* AST SpaceMobile *Ex Parte* at 1.

⁷⁷ Public Interest Statement at 28–29; Joint Opposition at 5.

⁷⁸ Public Interest Statement at 28; *see T-Mobile-LB License Order*, 39 FCC Rcd at 11498, para. 37; *T-Mobile-HTC Order*, 39 FCC Rcd at 10727–28, para. 39. This finding is consistent with previous Commission determinations. *See, e.g., AT&T-EchoStar Order* at 21–22, para. 49; *T-Mobile-LB License Order*, 39 FCC Rcd at 11498, para. 37; *T-Mobile-HTC Order*, 39 FCC Rcd at 10727–28, para. 39.

⁷⁹ Public Interest Statement at 28–29.

⁸⁰ *See* 600 MHz Long-Term Spectrum Manager Lease Application.

VII. WAIVERS FOR 800 MHZ LICENSES

34. We grant the Applicants a waiver of the Commission’s renewal standard (section 1.949(d)–(f)),⁸² permanent discontinuance rule (section 1.953), and certain specialized mobile radio rules (sections 90.7, 90.603, and 90.617), subject to stringent conditions to ensure that Grain’s use of the 800 MHz licenses will serve the public interest. In doing so, we recognize that this spectrum has not been used to its full potential while T-Mobile has attempted to divest it subject to requirements in its consent decree with the Department of Justice in the T-Mobile/Sprint merger, and that this valuable paired, broadband-ready, low-band spectrum has the potential to drive substantial benefits to American consumers and businesses. In particular, we recognize both the potential value of this spectrum to terrestrial deployments, such as rural carrier offerings and utilities’ private networks, as well as to D2D deployments, which have been rapidly evolving. The conditions we impose below are designed to facilitate real, meaningful deployment without delay, including immediate consideration of D2D opportunities. Finally, we defer consideration of waiver requests related to Supplemental Coverage from Space (SCS) use of the 800 MHz licenses until a D2D partner is identified and the relevant D2D applications are filed.

A. Waivers of 800 MHz Operational Restrictions and Performance Obligations

35. *Background.* Sections 90.7, 90.603, and 90.617 of the Commission’s rules, collectively, restrict the 800 MHz licenses to only commercial mobile service.⁸³ Section 1.949(d)–(f) establishes renewal requirements related to continued operation, and section 1.953 prohibits permanent discontinuance of service.⁸⁴ Together, the renewal standard and permanent discontinuance rules are generally intended to ensure that licensees continue to provide a minimum level of service throughout the license term.

36. Applicants argue strict application of the 800 MHz operational restrictions and performance obligations would limit operators’ ability to realize the potential wide-ranging benefits of the 800 MHz licenses.⁸⁵ Applicants propose that grant of the waiver requests be conditioned on “licensee(s) eventually meeting—through their own or lessee operations—certain license construction requirements.”⁸⁶ The Applicants initially proposed a six-year interim and 12-year final deadlines, with an acceleration of no more than two years (i.e., from 12 to 10 years) if the interim buildout deadline was not met.⁸⁷ Following discussions with Commission staff, in a March 26, 2026, letter, the Applicants revised

(Continued from previous page) _____

⁸¹ See Public Interest Statement at 28 (stating that Grain is not currently providing commercial service using the 600 MHz licenses).

⁸² The Applicants requested that the Commission waive section 1.949(e) of the renewal standard. See Public Interest Statement at 22–26. However, because the Applicants intend to discontinue operations, the Applicants will also need waivers of section 1.949(d) and (f) to renew these licenses. On our own motion, we are granting Applicants a waiver of section 1.949(d) and (f) to the same extent that we are waiving the requirements of section 1.949(e).

⁸³ 47 CFR §§ 90.7, 90.603, 90.617. Section 90.7 of the Commission’s rules defines the various services and systems that operate within the 800 MHz band and clarifies that the relevant 800 MHz licenses must be used for commercial mobile services. Similarly, section 90.603 provides that the licenses are eligible to provide commercial services, and section 90.617 specifies the particular systems that are permitted to operate in each channel within the 800 MHz band.

⁸⁴ 47 CFR §§ 1.949, 1.953. The renewal standard requires a licensee to continue operations and establishes certification requirements for both covered site-based licenses and geographic licenses. The permanent discontinuance rule prohibits geographic licensees from discontinuing operations for 180 days or more and prohibits site-based licensees from discontinuing operations for 365 days or more.

⁸⁵ Public Interest Statement at 17–18, 19–28.

⁸⁶ Public Interest Statement at 18.

⁸⁷ Public Interest Statement at 18–19.

their proposal with what they termed “more aggressive and shorter” buildout conditions, with a three-year interim and nine-year final deadline, and with an acceleration of one year for failure to meet the interim deadline.⁸⁸ The Applicants’ revised proposals included the option of meeting a nationwide U.S. population-based metric or a license-by-license geographic- or population-based metric for each deadline. In addition, Grain offered to quickly take steps to initiate a competitive process for soliciting and evaluating proposals from qualified D2D satellite operators interested in using the 800 MHz licenses to provide D2D satellite services.⁸⁹

37. The majority of commenters support grant of the waiver requests.⁹⁰ Commenters specifically agree with the Applicants that granting the waiver of the three part 90 provisions will serve the public interest by providing licensees more flexibility to use the 800 MHz licenses, stimulating investment in broadband, and promoting innovation in new wireless technologies and services.⁹¹ Commenters also support the Applicants’ limited requests for waiver of the renewal standard and permanent discontinuance rule,⁹² given the general need for licensed spectrum, and express the difficulty for enterprises that purchase or lease this spectrum to design, construct, and operate a network that satisfies the renewal standard or to maintain operations to avoid discontinuance within three years or less.⁹³ Commenters also join Applicants’ position that strict enforcement of the rules in this instance would result in future licensees of the spectrum being forced to maintain legacy operations on systems ill-suited for utility needs or risk losing access to the spectrum altogether.⁹⁴

38. RWA, on the other hand, expresses concern that grant of the renewal and permanent discontinuance waiver requests would risk Grain unnecessarily warehousing valuable 800 MHz spectrum and delaying the public’s receipt of the benefits of this spectrum being deployed.⁹⁵ Denying the requests and maintaining the current requirements, RWA argues, will force Grain to act promptly to make the spectrum available to utilities, rural and regional carriers, and other enterprises.⁹⁶ RWA also argues that the Applicants’ waiver requests are premature.⁹⁷

⁸⁸ Applicants’ Mar. 26, 2026 *Ex Parte* at 2.

⁸⁹ Grain Apr. 21, 2026 *Ex Parte* at 1; Letter from Ari Q. Fitzgerald, Counsel to Grain Management, LLC, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-178, at 1 (filed June 15, 2026) (Grain June 15, 2026 *Ex Parte*); Letter from Ari Q. Fitzgerald, Counsel to Grain Management, LLC, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-178, at 1 (filed June 17, 2026) (Grain June 17, 2026 *Ex Parte*).

⁹⁰ CCA Comments at 2; Dominion Energy Comments at 1; EEI Comments at 4–5; EWA Comments at 2; SCE Comments at 2; UBBA Comments at 6–8; UTC Comments at 1–2.

⁹¹ Dominion Energy Comments at 8; *see* EWA Comments at 2 (fully supporting waiver request as “consistent with a more flexible view of eligibility rather than the historical siloed approach”); UBBA Comments at 8 (“UBBA agrees that the Commission should waive the relevant provisions of Part 90 to the extent necessary to provide the same flexibility for the 800 MHz licenses to be used to provide either private or commercial services.”).

⁹² CCA Comments at 2; Dominion Energy Comments at 1; EEI Comments at 4–5; EWA Comments at 3; SCE Comments at 2; UBBA Comments at 7–8; UTC Comments at 1–2. EWA supports grant of the Applicants’ limited waiver, but requests further clarification as to the length of time that the renewal waiver would apply and suggests waiver relief should terminate before the Applicants’ proposed buildout deadline if an assignment application on the spectrum has not been filed at some point prior to the deadline. EWA Comments at 3–4.

⁹³ CCA Comments at 2; Dominion Energy Comments at 6–7; EEI Comments at 1–2; UTC Comments at 8–9.

⁹⁴ EEI Comments at 4.

⁹⁵ RWA Petition at 3–4.

⁹⁶ RWA Petition at 6.

⁹⁷ RWA Petition at 5; RWA Reply at 2–4.

39. *Discussion.* We may grant a waiver of rules governing the Wireless Radio Services when either (i) “[t]he underlying purpose of the rule(s) would not be served or would be frustrated by application to the instant case, and that a grant of the requested waiver would be in the public interest,” or (ii) “[i]n view of unique or unusual factual circumstances of the instant case, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative.”⁹⁸ We may also waive any provision of the Commission’s rules “for good cause shown.”⁹⁹

40. We find that unique circumstances are present here and that the record supports grant of these requested waivers, subject to conditions that we impose to ensure that the public interest is served. We also find that strict application of sections 90.7, 90.603, and 90.617, the renewal standard, and the permanent discontinuance rule in the context of this transaction would cut against the Commission’s goals of promoting flexible use of spectrum and the rapid deployment of next-generation technologies.¹⁰⁰ We note that the record supports grant of the requested waivers as necessary for future users of the 800 MHz spectrum,¹⁰¹ and we recognize the urgent need for licensed spectrum of particular enterprises and the suitability of the spectrum to meet those needs.¹⁰²

41. With respect to the part 90 provisions at issue, we agree with Applicants that strict application of these provisions would limit the potential for diverse use cases in this band post-transaction and potentially would confine Grain to working with a significantly smaller pool of operators. We find that it is in the public interest to waive these part 90 provisions, as conditioned, so that Grain can partner with potential D2D satellite operators, utilities, or other potential operators to provide services beyond commercial mobile service on the 800 MHz licenses. This finding is strongly supported by the commenters in the record who advocate for granting the requested waivers.¹⁰³

⁹⁸ 47 CFR § 1.925(b)(3).

⁹⁹ 47 CFR § 1.3. Under this standard, waivers are appropriate only if “both (i) special circumstances warrant a deviation from the general rule, and (ii) such deviation will serve the public interest.” See, e.g., *Lazo Technologies, Inc. et al.*, CC Docket No. 02-6, Order on Reconsideration, 26 FCC Rcd 16661, 16668 & n.56 (2011); see also *Northeast Cellular Tel. Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990). The rule applicable to wireless services, 47 CFR § 1.925(b)(3), requires “substantially the same” showing as 47 CFR § 1.3. *Barry P. Lunderville, College Creek Broadcasting, Inc., & Cumulus Licensing LLC et al.*, Memorandum Opinion and Order, 28 FCC Rcd 665, 671, para. 14 & n.51 (2013).

¹⁰⁰ Federal Communications Commission, *Agency Performance Plan: Fiscal Year 2026* at 2 (2026), <https://www.fcc.gov/sites/default/files/FY-2026-FCC-Agency-Performance-Plan.pdf> (explaining that the Commission’s goals include enabling “greater and more intensive use of spectrum . . . to promote investment and advancement in next-generation communications technologies”).

¹⁰¹ CCA Comments at 2; Dominion Energy Comments at 1, 6–8 (“In the event the Commission consents to the proposed transactions and grants the assignment applications, Dominion Energy submits that it would be in the public interest to grant the waivers of the renewal rule, permanent discontinuance rule, and certain specialized mobile radio rules in Part 90 of the Commission’s rules.”); EEI Comments at 1 (supporting waivers of the license renewal buildout requirement and permanent discontinuance rules); EWA Comments at 2; SCE Comments at 1; UTC Comments at 1–2; UBBA Comments at 1, 7–8; UBBA Reply at 3; UTC Reply at 1–2.

¹⁰² See Dominion Energy Comments at 8 (“Given the demonstrated need for additional spectrum to support pLTE broadband networks, Dominion Energy urges the Commission to provide flexibility to licensees to use the 800 MHz licenses for private, internal communications, non-common carrier services, common carrier commercial services, or a combination thereof.”); EEI Comments at 1–2; UBBA Comments at 6–8; UTC Comments at 3–4, 7–9; see also Letter from Brett Kilbourne, Senior Vice President Policy and General Counsel, UTC, to Marlene H. Dortch, Secretary, FCC, WT Docket Nos. 24-99, 24-240, and 25-178, at 1–2 (filed July 28, 2025) (UTC July 28, 2025 *Ex Parte*); AST SpaceMobile *Ex Parte* at 1–2.

¹⁰³ See CCA Comments at 2; Dominion Energy Comments at 8; SCE Comments at 1; UTC Comments at 1–2; UTC Reply at 2–3.

42. Likewise, we find that strict enforcement of the renewal standard and permanent discontinuance rule would frustrate the public interest and result in less service being provided, while grant of the waiver requests, subject to the conditions below, would further the Commission's public interest goals of ensuring spectrum is put to use and facilitating valuable service. Strictly applying the renewal standard and the permanent discontinuance rule in this instance would necessitate the continued operation of T-Mobile's current network during a major technology transition—an endeavor that would divert resources needed to transition the band to more fulsome use under our aggressive construction requirements.¹⁰⁴ Rather than strictly adhering to the renewal standards, we find that it is in the public interest to temporarily waive portions of the renewal standard¹⁰⁵ and the permanent discontinuance rules,¹⁰⁶ subject to the conditions below, to allow the 800 MHz licenses to be held by Grain while agreements are reached with parties interested in using the spectrum by the deadlines imposed in the conditions. The permanent discontinuance waiver shall remain in effect, on a market-by-market basis, from consummation of the transaction until the first construction deadline is met in each market.

43. Though we recognize the potential benefits of granting the Applicants a waiver of the Commission's renewal standard, permanent discontinuance rule, and certain part 90 specialized mobile radio rules, we acknowledge and take seriously the concerns in the record that the requested waiver relief could enable spectrum warehousing, which would undermine those potential benefits.¹⁰⁷ The public interest would not be served to waive the part 90 rules, permanent discontinuance requirement, and portions of the renewal standard without placing conditions on Grain to ensure deployment of a next-generation 800 MHz terrestrial or D2D network. And while we acknowledge the Applicants' proposals for "more aggressive and shorter duration buildout conditions,"¹⁰⁸ we find that their proposals are insufficient to ensure that this valuable, low-band spectrum will be put to use in each market and in the near-term. Accordingly, we impose stricter conditions than the Applicants proposed to ensure that the conditional waiver relief will serve the public interest.

44. In broad strokes, we mitigate the concerns regarding spectrum warehousing with two innovative approaches. First, we adopt a novel combination of incentives and consequences to ensure faster deployment. Second, we adopt technologically flexible conditions to allow for a terrestrial, D2D, or future hybrid terrestrial- and satellite-based network. We impose terrestrial and D2D buildout

¹⁰⁴ Although RWA's Reply points to EchoStar's drive tests as evidence that "T-Mobile appears to be turning down coverage in this band," we note that EchoStar's filing merely suggested there "may not be T-Mobile transmissions" based on a single day of observations of part of the band in select cities. RWA Reply at 11–12; EchoStar Comments at 1. EchoStar later withdrew this filing. See Letter from Pantelis Michalopoulos, Counsel for EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, at 1 (filed May 20, 2026). RWA objected to EchoStar's withdrawal. See Letter from Carri Bennet, Outside General Counsel, Stephen Sharbaugh, Outside Assistant General Counsel, Peter Gregory, Legislative and Policy Counsel, Rural Wireless Association, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-178, at 1–2 (filed June 12, 2026) (RWA June 12, 2026 *Ex Parte*). EchoStar's filing does not contain information to establish that T-Mobile had permanently discontinued service.

¹⁰⁵ Specifically, WTB is waiving sections 1.949(d) through (f). See 47 CFR § 1.949(d)–(f).

¹⁰⁶ For the avoidance of doubt, this waiver applies to both Applicants to the extent necessary; as such, we waive the permanent discontinuance rule for T-Mobile, to the extent necessary to effectuate the transaction. This is consistent with the approach we took in the SpaceX-EchoStar transaction because, like that transaction, we are imposing new buildout metrics and deadlines, and the applicability of section 1.953 will follow the licenses. *SpaceX-EchoStar Order* at 27–28, para. 62.

¹⁰⁷ RWA Petition at 3–4.

¹⁰⁸ Applicants' Mar. 26, 2026 *Ex Parte* at 2.

requirements as well as a requirement to engage in a transparent D2D selection process within a set timeframe in order to have the flexibility to meet the D2D benchmarks we outline below.¹⁰⁹

45. Specifically, with respect to the conditions for buildout of terrestrial service, we impose tough requirements to ensure fulsome use of the 800 MHz spectrum. In particular, we require Grain to complete its terrestrial buildout in eight years, which is faster than nearly all post-auction deadlines under our rules. This timeframe is also faster than the 12 years Grain originally sought and the nine years it later sought.¹¹⁰ We are also putting in place robust metrics for the buildout obligations. The Applicants' filings, and Grain's subsequent letters, fail to identify what service quality Grain or its future partners would meet. We require that if Grain provides or supports terrestrial service on the 800 MHz licenses, it must provide a broadband service, as defined in the context of the Commission's 900 MHz broadband rules.¹¹¹ Similarly, if Grain provides or supports D2D service, then the provision of D2D must be a meaningful, two-way service. We also decline to allow Grain to satisfy the terrestrial- or D2D-tailored metrics using the Applicants' proposed nationwide population metric because to do so would be inconsistent with the Commission's license-by-license buildout principles. Our approach of strengthening buildout conditions proposed by applicants is consistent with our actions in other transactions. For example, we required AT&T to meet a shorter timeframe and a tougher set of metrics than it requested when it sought a waiver of our rules for licenses it acquired in the 600 MHz band.¹¹²

46. Moreover, in order to incentivize the consideration of 800 MHz licenses to meet the rapidly increasing demand for D2D service, we provide Grain with an opportunity to facilitate nearly nationwide D2D deployment. If Grain selects a satellite D2D partner in a timely and transparent manner after a fair competitive process, as set forth in the conditions, then Grain and its partner may elect to satisfy clearly defined, D2D-tailored buildout requirements instead of the terrestrial requirements.¹¹³ On the other hand, if Grain fails to satisfy the D2D partner selection requirements below, it will face a less certain outcome if and when it moves forward with a D2D partner. In particular, in those circumstances, we require any proposed D2D operations to meet the terrestrial buildout timelines with potentially more stringent D2D-tailored construction metrics.

47. We find that our imposition of conditions, at this time, addresses the concerns raised by RWA. We note, though, that we disagree with RWA's argument that the Applicants' requests are premature.¹¹⁴ As commenters note, enterprises interested in using the spectrum may be disincentivized from making the initial investments into negotiating spectrum access or requesting individual post-assignment waivers without the certainty that they will have additional time to meet license requirements.¹¹⁵ We disagree, at this time, with RWA's contention that the waiver requests are

¹⁰⁹ The Applicants requested a waiver of section 1.9047(g) of the Commission's rules, which provides that an SCS lessee's deployment cannot be attributed to satisfy construction and performance obligations. 47 CFR § 1.9047(g); Applicants' Mar. 26, 2026 *Ex Parte* at 5. To the extent Grain enters into a SCS leasing arrangement, we recognize a satellite partner's deployment would be used to satisfy the conditions herein. As discussed in VII.B, we would consider any SCS related waiver requests at the time an SCS application is filed.

¹¹⁰ See Public Interest Statement at 19; Applicants' Mar. 26, 2026 *Ex Parte* at 2.

¹¹¹ See *Review of the Commission's Rules Governing the 896–901/935–940 MHz Band*, WT Docket No. 24-99, Report and Order, FCC 26-9, at 28–29, paras. 74–75 (Feb. 19, 2026); 47 CFR §§ 27.1500–27.1510.

¹¹² See *AT&T-EchoStar Order* at 33–34, para. 75.

¹¹³ These D2D-tailored buildout requirements mirror the conditions recently adopted in the SpaceX-EchoStar transaction. See *SpaceX-EchoStar Order* at 24–26, para. 57. We note that comments in the record indicate that at least one D2D operator may be able to meet or exceed these requirements. See *AST SpaceMobile Ex Parte* at 2, Attach. A.

¹¹⁴ RWA Petition at 5; RWA Reply at 2–4.

¹¹⁵ Letter from Aryeh Fishman, Associate General Counsel, Edison Electric Institute, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-178, at 3–4 (filed Aug. 28, 2025) (EEI Aug. 28, 2025 *Ex Parte*) (“It is not

(continued....)

overbroad.¹¹⁶ The Applicants have described the potential enterprises that have expressed interest in utilizing the spectrum and the intended uses.¹¹⁷ As the Applicants note, absent the waivers, these potential users would face the same issue identified by commenters: a lack of meaningful time to deploy the spectrum to meet their compliance obligations. At this time, we therefore find that this conditional waiver relief is adequately framed to address the potential harms resulting from strict enforcement of the rules.

48. Accordingly, we waive sections 90.7, 90.603, and 90.617 regarding use of the 800 MHz band, section 1.949(d)–(f) of the renewal standard, and section 1.953 regarding the permanent discontinuance rule, subject to the following conditions, which are imposed on a license-by-license basis¹¹⁸:

Terrestrial Construction Benchmarks:

Interim Performance Requirement. Within 3 years of release of this Order (i.e., by July 1, 2029), Grain or any future assignee must provide reliable signal coverage and service to at least 33% of the population or 25% of the geography of each license (a license represents a particular channel block in a specific geographic area).

Final Performance Requirement. Within 8 years of release of this Order (i.e., by July 1, 2034), Grain or any future assignee must provide coverage and service to at least 66% of the population or 50% of the geography of each license (a license represents a particular channel block in a specific geographic area).

In this context, “service” includes service offered to the public and private internal service (true of flexible use bands generally). “Service” must be broadband service. “Broadband service” of 5/5 MHz LTE service based on the 3GPP standard release 8.0 or later meets this requirement.

Failure to meet the 3 year interim performance requirement for a given license results in the final performance requirement being reduced to 7 years (instead of 8).

Failure to meet the 8 (or 7) year final performance requirement for a given license results in automatic termination of the license and the inability to regain it.

Exception: If a licensee does not meet the terrestrial interim performance requirement but satisfies the Satellite (D2D) interim performance requirements set forth below, the licensee may

(Continued from previous page) _____

feasible for utilities to negotiate spectrum access under the cloud of unresolved regulatory uncertainty, nor bear the burden of seeking individual waivers post-assignment.”); see UTC Reply at 3–4 (“Utilities need regulatory certainty that the discontinuance rule and the buildout requirements will not result in the cancellation of 800 MHz licenses that they access through secondary market transactions. . . . Absent the requested waivers of the rules, utilities will be reluctant to make the significant investments required to access the spectrum and deploy communications networks in the 800 MHz band.”).

¹¹⁶ RWA Reply at 4–7. In its reply RWA argues that because the Applicants failed to specifically identify how the 800 MHz spectrum will be used and who will use it, the requests are too broad for their purpose.

¹¹⁷ See Public Interest Statement at 1, 2 (identifying utilities, rural and regional operators, and enterprise providers as potential users of the spectrum, and potential uses as private networks and Internet of Things (“IoT”), in addition to commercial mobile service); Applicants’ Mar. 26, 2026 *Ex Parte* at 2–3 (expanding eligibility to satellite D2D operators).

¹¹⁸ To implement the deadlines for the performance requirements, the Commission’s Universal Licensing System requires that a specific date be displayed on the license as the construction deadline. After assignment of the 800 MHz licenses to Grain, the 800 MHz licenses will display an interim construction deadline that is three years from the release of this Order and a final construction deadline that is eight years from the release of this Order. If the 800 MHz licenses are leased, assigned, or transferred to a satellite D2D provider, after satisfaction of the Satellite Partner Selection Requirements in this Order, we can modify the 800 MHz licenses in ULS to display the deadlines in the Satellite Construction Benchmark once the selection requirement conditions in this Order are met.

subsequently elect to utilize the license for terrestrial purposes without suffering the penalty for failing to meet the interim performance requirement for terrestrial construction.

Satellite Partner Selection Requirements:

By August 7, 2026, select a neutral, third-party advisor to administer the process for selecting a satellite partner.

By August 7, 2026, initiate a fair and competitive process for selecting a satellite partner, including by broadly soliciting bids from all prospective satellite operators and providing them with notice of bidding procedures that apply equally to all prospective bidders.

By November 5, 2026, complete the competitive process and notify the FCC as to the outcome by filing in ECFS.

If a satellite partner is selected, Grain's post-120 day notification must include a certification under penalty of perjury by the third-party advisor that Grain followed its own written bidding procedures and complied with the aforementioned FCC selection requirements.

Satellite Construction Benchmarks Where Selection Requirements Are Met:

If Grain meets the Satellite Partner Selection Requirements set forth above to select a satellite partner and causes complete and fully supported application(s) for secondary satellite license to be filed by December 4, 2026, the construction requirements can be fulfilled on a license-by-license basis by providing satellite service consistent with the benchmarks below. In this context, "complete and fully supported" means that all applications necessary to seek authorization of the full scope of the envisioned satellite service are filed, all application forms are complete, any waivers necessary to support grant are identified, requested, and justified through detailed narratives sufficient to meet the applicable waiver standard(s), and any necessary technical information, studies, etc., supporting grant of the application are included.

The application must demonstrate that the system is capable of meeting, for each license, the following minimum performance metrics per block for downlink quality of service (Signal-to-Interference-Plus-Noise Ratio (SINR)); uplink user throughput; and spectral efficiency:

- Downlink quality of service (SINR):
 - First Interim Performance Requirement (November 30, 2029): SINR of 5 dB; Service Availability¹¹⁹ of 70% of the time in 90% of the total geographic area of each license;
 - Second Interim Performance Requirement (November 30, 2031): SINR of 5 dB; Service Availability of 80% of the time in 90% of the total geographic area of each license; and
 - Final Performance Requirement (November 30, 2036): SINR of 10 dB; Service Availability of 90% of the time in 90% of the total geographic area of each license.
- Uplink User Throughput:
 - First Interim Performance Requirement (November 30, 2029): 5th percentile user throughput of at least 100 kbps/MHz in the uplink over 90% of the geographic area at Service Availability of 70% of the time;

¹¹⁹ "Service Availability" is a user receiving the signal (SINR) or a user transmitting the signal (uplink user throughput) at a point in the covered geographic area at the applicable percentage of the time (as detailed herein), when the user is outdoors.

- Second Interim Performance Requirement (November 30, 2031): 5th percentile user throughput of at least 200 kbps/MHz in the uplink over 90% of the geographic area at Service Availability of 80% of the time; and
- Final Performance Requirement (November 30, 2036): 5th percentile user throughput of at least 300 kbps/MHz in the uplink over 90% of the geographic area at Service Availability of 90% of the time.
- Spectral Efficiency:
 - First Interim Performance Requirement (November 30, 2029): 300 kbps/MHz/beam in the downlink and 100 kbps/MHz/beam in the uplink; and
 - Final Performance Requirement (November 30, 2036): 600 kbps/MHz/beam in the downlink and 200 kbps/MHz/beam in the uplink.

Exception: If a licensee fails to meet the first or second D2D interim performance requirements, but instead satisfies the terrestrial interim performance requirement set forth above, the licensee may subsequently elect to utilize the license for D2D purposes without suffering the penalty for failing to meet the interim requirements for D2D construction.

Grain or any future assignee shall demonstrate compliance with the performance metrics with respect to each license (e.g., per spectrum block and geographic area) for downlink quality of service (SINR), uplink user throughput, and spectral efficiency by filing a construction notification with the Commission in accordance with the provisions set forth in §1.946(d) of the Commission's rules within 30 days of each milestone. In its construction notification, Grain or any future assignee shall certify whether it has met the performance requirements and file documentation to support its claim. For each license, the supporting documentation shall include:

- A technical narrative with a link budget that describes and demonstrates the satellite link performance, including but not limited to, SINR and 5th percentile user throughput of the service being provided, system parameters (transmit powers, antenna gains, receive sensitivity, noise figures, orbit altitude, minimum elevation angle, etc.) and link degradations (attenuation, atmosphere noise, etc.), carrier-to-noise ratio, energy-per-bit density, percentage of time performance, and any other performance parameters necessary to support the construction showing.
 - The technical narrative shall include the service availability in terms of the number of antennas and beams serving the geographic area at any given time;
 - Demonstration of spectral efficiency per beam should include analysis and/or modeling to support the system performance. This analysis should include assumptions on UE distribution, UE parameters, beam coverage, and other deployment assumptions. The methodology should be clearly described.
 - Electronic maps (in both shapefile and PDF format) accurately depicting the boundaries of the license area and where in the license area the licensee provides service that meets the performance requirements. Grain or any future assignee shall submit separate map representations demonstrating SINR and separate map representations demonstrating uplink user throughput.

Grain or any future assignee shall submit measurements and/or data representing service to customers to verify its compliance with each milestone. At least nine months before the First Interim Performance Requirement, Grain or any future assignee shall submit for WTB approval a plan describing the type of measurements and/or data that Grain or any future assignee shall be required to submit to verify compliance, which shall be based on industry-standard practices (e.g., on-the-ground test results via a sampling methodology; network logs; or crowd-sourced data).

Grain or any future assignee shall submit the required verification measurements and/or data within 6 months of each milestone.

If WTB determines that Grain or any future assignee has failed to meet its performance requirements as set forth above, the following conditions shall apply:

- If WTB determines that Grain or any future assignee has failed to meet all of the First Interim Performance Requirements listed above (Downlink Quality of Service (SINR); Uplink User Throughput; and Spectral Efficiency) for a particular license, the deadline for all of the Final Performance Requirements for that license shall be accelerated by one (1) year (i.e., the Final Performance Requirements must be met by November 30, 2035, rather than by November 30, 2036);
- If WTB determines that Grain or any future assignee has failed to meet all of the Second Interim Performance Requirements (Downlink Quality of Service (SINR) and Uplink User Throughput) for a particular license, the deadline for the Final Performance Requirements for that license shall be accelerated by two (2) years. For example, if the Second Interim Performance Requirements are not met, the Final Performance Requirements must be met by November 30, 2034 for that license, rather than by November 30, 2036. This acceleration shall be cumulative to any acceleration if both the First Interim Performance Requirements and Second Interim Performance Requirements were not met. For example, the Final Performance Requirements must be met by November 30, 2033, rather than by November 30, 2036 if both the First and Second Interim Performance Requirements were not met.
- If WTB determines that Grain or any future assignee has failed to meet all of the Final Buildout Requirements for a particular license, upon such determination, the authorization for such license area shall terminate automatically without Commission action, and Grain and/or any future assignee will be ineligible to regain the license if the Commission makes it available at a later date.

Satellite Construction Benchmarks Where Partner Selection Requirements Are Not Met:

In the event the Satellite Partner Selection Requirements are not satisfied but Grain and/or any future assignee intends to provide D2D, we will set new satellite construction benchmarks upon consideration of the application for satellite D2D service, and the timelines in the Terrestrial Construction Benchmarks would apply to the licenses.

B. Deferral of Waivers to Enable SCS

49. In their March 26, 2026 *ex parte*, the Applicants outline a series of waiver requests to authorize the use of the 800 MHz spectrum at issue in this transaction for D2D operations.¹²⁰ Specifically, the Applicants request waivers of: section 2.106 to permit the provision of SCS in this band; section 25.102 to allow space and earth stations to transmit in the band without requiring part 25 authorizations; section 1.9047(d) regarding which bands can be leased for SCS; and section 1.9047(g) regarding an SCS lessee's attribution of performance activities for purposes of buildout requirements (collectively, "additional waiver requests").¹²¹ While we grant conditional waivers of certain Commission rules described above to facilitate, among other things, Grain's solicitation of interest from D2D providers that could use the 800 MHz licenses,¹²² we defer consideration of these additional waiver requests

¹²⁰ Applicants' Mar. 26, 2026 *Ex Parte* at 1.

¹²¹ Applicants' Mar. 26, 2026 *Ex Parte* at 4–5 (referencing 47 CFR §§ 2.106, 25.102(a), 1.9047(d), (g)).

¹²² See *supra* section VII.A. As explained above, we grant conditional waiver relief for three part 90 rules, the permanent discontinuance rule, and portions of the license renewal standard.

related to SCS operations on this 800 MHz spectrum until Grain identifies a D2D partner and files the relevant applications for D2D authorization.

50. Deferring consideration of these additional waiver requests is consistent with the Commission’s direction in the SCS proceeding that waiver-based approaches for bands not specifically identified by the Commission for SCS should be tied to specific SCS operational parameters, which in this instance have not yet been developed. In the SCS proceeding, the Commission modified the United States Table of Frequency Allocations to authorize bi-directional, secondary mobile-satellite service operations in certain spectrum bands that have no primary, non-flexible-use legacy incumbents, federal or non-federal.¹²³ The 800 MHz Enhanced Specialized Mobile Radio Service (ESMR) band, for which Grain would be acquiring licenses from T-Mobile, is not allocated for SCS.¹²⁴ In the *SCS R&O*, the Commission reasoned that “particular implementations [] may not align with this framework” and stated that it would continue to consider waiver filings for SCS on a case-by-case basis, “including proposals to operate in bands not identified as eligible for SCS in the framework.”¹²⁵ The Commission also required the SCS operators seeking waivers to “apply[] to the Commission and demonstrate[e] that they will not cause harmful interference under the proposed parameters specific to their SCS operations.”¹²⁶ We agree with the Applicants that enabling a path to D2D in this band would “promote competition and innovation by satellite-based and wireless providers,”¹²⁷ and the Wireless Telecommunications Bureau and Space Bureau will address any necessary SCS waiver requests in the context of an application for the provision of SCS on the 800 MHz ESMR band.¹²⁸ We encourage Grain to move forward expeditiously with the satellite partner selection requirements detailed above.

51. We note that deferring consideration of specific SCS waiver requests in the context of this transaction is also consistent with the approach taken by the Wireless Telecommunications Bureau and Space Bureau in the *SpaceX-EchoStar Order*. There, SpaceX and EchoStar requested waivers of sections 2.106 and 25.115, but the Bureaus deferred consideration of the requests indicating that the Bureaus would address the requests in the context of SpaceX’s D2D application.¹²⁹ We anticipate that

¹²³ See 47 CFR § 2.106(a), (d)(33)(i); see also *Single Network Future: Supplemental Coverage from Space; Space Innovation*, GN Docket No. 23-65, IB Docket No. 22-271, Report and Order and Further Notice of Proposed Rulemaking, 39 FC Rcd 2622, 2634–35, para. 28 (2024) (*SCS R&O*) (establishing a secondary SCS allocation in the following terrestrial bands: 600 MHz: 614–652 MHz and 663–698 MHz; 700 MHz: 698–769 MHz, 775 MHz–799 MHz, and 805–806 MHz; 800 MHz: 824–849 MHz and 869–894 MHz; Broadband PCS: 1850–1915 MHz and 1930–1995 MHz; and AWS-H Block: 1915–1920 MHz and 1995–2000 MHz).

¹²⁴ 47 CFR § 2.106. The 800 MHz ESMR band is part of a broader range of 36 megahertz of paired spectrum at 806–824 MHz (uplink) and 851–869 MHz (downlink). This range includes: National Public Safety Planning Advisory Committee (NPSPAC) at 806–809 MHz and 851–854 MHz; interleaved public safety, Business, Industrial, and Land Transportation (B/ILT), and non-cellular Specialized Mobile Radio (SMR) at 809–817 MHz and 854–862 MHz; and ESMR at 817–824 MHz and 862–869 MHz. While this band plan represents most of the United States, the 800 MHz band plan varies by region. For example, the band plan differs in the Southeastern United States and the US/Canadian border region. 47 CFR §§ 90.617, 90.619.

¹²⁵ *SCS R&O*, 39 FCC Rcd at 2632, para. 23.

¹²⁶ *SCS R&O*, 39 FCC Rcd at 2632, para. 56.

¹²⁷ Applicants’ Mar. 26, 2026 *Ex Parte* at 6.

¹²⁸ Because we defer consideration of these SCS waiver requests, we do not consider the Applicants’ March 26, 2026 *Ex Parte* to be a major amendment of the Applications. See 47 CFR §§ 1.927(h), 1.929. Accordingly, we disagree with RWA that the Applicants’ *ex parte* requires reissuance of a public notice seeking comment on the Applications. RWA June 12, 2026 *Ex Parte* at 2. There will be an opportunity for the public to comment on any SCS waiver requests if and when D2D applications are filed.

¹²⁹ *SpaceX-EchoStar Order* at 2, 21, paras. 1 n.2, 46 n.148.

Grain will file D2D applications in the near term, and we will similarly address associated waiver requests at that time.

VIII. CONCLUSION

52. Based on our review of the record and our competitive analysis, we conclude that the risk of public interest harm from granting the spectrum assignment applications is low. The assignment of the 800 MHz spectrum to Grain and the 600 MHz spectrum to T-Mobile is unlikely to result in competitive harm, and will, in fact, result in a net decrease in T-Mobile's attributable spectrum. In addition, the exchange of spectrum is likely to result in certain public interest benefits. Our approval of T-Mobile's acquisition of the 600 MHz spectrum is likely to result in greater capacity, speed, and reliability for its customers, as T-Mobile will use the spectrum to improve its 5G network. Our approval of Grain's acquisition of the 800 MHz spectrum, with the conditional waiver relief we grant herein to address our concerns about potential warehousing of spectrum, paves the way for technological flexibility in the band, as well as robust and timely deployment, including the potential for expanded use by D2D operators, private utilities, and other enterprises. Accordingly, we find that the proposed transaction, with the conditions imposed herein, will serve the public interest, convenience, and necessity.

IX. ORDERING CLAUSES

53. 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), (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 T-Mobile and Grain **ARE GRANTED** to the extent specified in this Memorandum Opinion and Order.

54. **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), (j), 303(r), 309, 310(d), the Petition to Deny filed by the Rural Wireless Association **IS DENIED** for the reasons stated herein.

55. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. § 154(i), (j) and sections 1.3 and 1.925 of the Commission's rules, 47 CFR §§ 1.3, 1.925, a limited waiver concerning section 1.949(d)–(f) of the Commission's rules, 47 CFR § 1.949(d)–(f) **IS GRANTED** to the extent described herein and **SUBJECT TO** the conditions described herein.

56. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. § 154(i), (j) and sections 1.3 and 1.925 of the Commission's rules, 47 CFR §§ 1.3, 1.925, the request for limited waiver of section 1.953 of the Commission's rules, 47 CFR § 1.953, **IS GRANTED** to the extent described herein and **SUBJECT TO** the conditions described herein.

57. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. § 154(i), (j) and sections 1.3 and 1.925 of the Commission's rules, 47 CFR §§ 1.3, 1.925, the request for permanent waiver regarding operational restrictions of sections 90.7, 90.603, and 90.617 of the Commission's rules, 47 CFR §§ 90.7, 90.603, 90.617, **IS GRANTED** to the extent described herein and **SUBJECT TO** the conditions described herein.

58. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. § 154(i), (j), and sections 1.3 and 1.925 of the Commission's rules, 47 CFR §§ 1.3, 1.925, the SCS use waiver requests of sections 1.9047(d) and (g), 2.106, and 25.102, 47 CFR §§ 1.9047(d), (g), 2.106, 25.102, **ARE DEFERRED** to the extent described herein.

59. **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.

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

FEDERAL COMMUNICATIONS COMMISSION

Joel Taubenblatt
Chief, Wireless Telecommunications Bureau

APPENDIX
Petitioners and Commenters
(WT Docket No. 25-178)

Petition to Deny

EchoStar Corporation, Petition to Deny (rec. Apr. 30, 2025) (Withdrawn)
Rural Wireless Association, Inc., Petition to Deny (rec. June 20, 2025)

Oppositions and Joint Reply Comments

T-Mobile USA, Inc., Opposition (rec. May 12, 2025)
Grain Management, LLC, Opposition (rec. May 12, 2025)
Grain Management, LLC and T-Mobile USA, Inc., Joint Reply Comments and
Opposition (rec. June 30, 2025)

Comments

Utility Broadband Alliance, Comments (rec. June 20, 2025)
Enterprise Wireless Alliance, Comments (rec. June 20, 2025)
Edison Electric Institute, Comments (rec. June 20, 2025)
Dominion Energy, Inc., Comments (rec. June 20, 2025)
Competitive Carriers Association, Comments (rec. June 20, 2025)
EchoStar Corporation, Comments (rec. June 20, 2025) (Withdrawn)
Southern California Edison, Comments (rec. June 20, 2025)
Utilities Technology Council, Comments (rec. June 20, 2025)

Replies

EchoStar Corporation, Reply to Opposition (rec. May 19, 2025) (Withdrawn)
Utility Broadband Alliance, Reply Comments (rec. July 8, 2025)
Rural Wireless Association, Inc., Reply to Opposition (rec. July 8, 2025)
EchoStar Corporation, Reply Comments (rec. July 8, 2025) (Withdrawn)
Utilities Technology Council, Reply Comments (rec. July 8, 2025)

Ex Parte Submissions¹

Utilities Technology Council, *Ex Parte* Submission (July 28, 2025)
Utilities Technology Council, *Ex Parte* Submission (July 28, 2025)
Grain Management, LLC and T-Mobile USA, Inc., *Ex Parte* Submission (Aug. 14, 2025)
Utility Broadband Alliance, *Ex Parte* Submission (Aug. 27, 2025)
Edison Electric Institute, *Ex Parte* Submission (Aug. 28, 2025)
Grain Management, LLC and T-Mobile USA, Inc., *Ex Parte* Submission (Sept. 9, 2025)
Grain Management, LLC and T-Mobile USA, Inc., *Ex Parte* Submission (Sept. 22, 2025)
Utilities Technology Council, *Ex Parte* Submission (Sept. 25, 2025)
Grain Management, LLC and T-Mobile USA, Inc., *Ex Parte* Submission (Jan. 16, 2026)
Grain Management, LLC, *Ex Parte* Submission (Jan. 26, 2026)
Grain Management, LLC, *Ex Parte* Submission (Mar. 25, 2026)
Grain Management, LLC and T-Mobile USA, Inc., *Ex Parte* Submission (Mar. 26, 2026)
Grain Management, LLC and T-Mobile USA, Inc., *Ex Parte* Submission (Apr. 8, 2026)
Utilities Technology Council, *Ex Parte* Submission (Apr. 9, 2026)
Grain Management, LLC, *Ex Parte* Submission (Apr. 21, 2026)

¹ The filings listed in this section are *ex parte* submissions and/or were submitted after the July 8, 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).

Grain Management, LLC, *Ex Parte* Submission (June 1, 2026)
Grain Management, LLC *Ex Parte* Submission (June 9, 2026)
Rural Wireless Association, Inc., *Ex Parte* Submission (June 12, 2026)
Grain Management, LLC, *Ex Parte* Submission (June 15, 2026)
Grain Management, LLC, *Ex Parte* Submission (June 17, 2026)
AST & Science, LLC, *Ex Parte* Submission (June 30, 2026)

Other Submissions

EchoStar Corporation, Letter Withdrawing Petitions to Deny and Other Filings (Jan. 14, 2026)
EchoStar Corporation, Letter Withdrawing Comments and Reply Comments (May 20, 2026)