



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION  
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WASHINGTON, D.C. 20554

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**DA 14-163**  
**Released: February 7, 2014**

**T-MOBILE USA, INC. AND CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS SEEK  
FCC CONSENT TO THE ASSIGNMENTS AND EXCHANGE OF  
LOWER 700 MHZ, ADVANCED WIRELESS SERVICE, AND PERSONAL  
COMMUNICATIONS SERVICE LICENSES**

**ULS File Nos. 0006090675, 0006090661, 0006090704, 0006090769, 0006090803, 0006090820,  
0006090875, 0006092025, and 0006092070**

**PLEADING CYCLE ESTABLISHED**

**Petitions to Deny Due: February 28, 2014**  
**Oppositions Due: March 10, 2014**  
**Replies Due: March 17, 2014**

## **I. INTRODUCTION**

T-Mobile USA, Inc. (“T-Mobile”) and Celco Partnership d/b/a Verizon Wireless (“Verizon Wireless,” and together with T-Mobile, the “Applicants”) have filed applications pursuant to section 310(d) of the Communications Act of 1934, as amended,<sup>1</sup> seeking the simultaneous assignments and exchanges of Lower 700 MHz A Block, Advanced Wireless Service (“AWS-1”), and Personal Communications Service (“PCS”) licenses by and among T-Mobile License LLC (a wholly-owned subsidiary of T-Mobile) and Verizon Wireless and certain of its subsidiaries.<sup>2</sup> The subject licenses cover geographic areas throughout the United States. The proposed transactions involve the transfer of spectrum; no customers or networks would be transferred.

The Applicants assert that the proposed transactions would provide T-Mobile with low-band spectrum associated with significant population coverage for the first time. According to the Applicants, T-Mobile expects that its acquisition of this low-band spectrum would increase the reliability, performance, and coverage of its network in specific markets, particularly improving in-building penetration in urban areas and coverage in suburban and rural areas. The Applicants further assert that the transactions would enable Verizon Wireless to add AWS-1 and PCS capacity in a number of markets and to operate more efficiently due to holding larger blocks of contiguous spectrum and/or aligning spectrum blocks with those already held in adjacent markets.

The Applicants would implement the proposed spectrum assignments and exchanges through two separate and non-contingent private agreements. Pursuant to a License Purchase Agreement (“LPA”),

<sup>1</sup> 47 U.S.C. § 310(d).

<sup>2</sup> Verizon Wireless (VAW) LLC (“VAW”) is a wholly-owned subsidiary of Verizon Wireless; Athens Cellular, Inc. is a majority-owned subsidiary of VAW; and Verizon Wireless of the East LP, a limited partnership, is a majority-owned subsidiary of Verizon Wireless.

Verizon Wireless would assign 15 Lower 700 MHz A Block licenses to T-Mobile in exchange for a cash payment. Pursuant to the other agreement – the License Exchange Agreement (“LEA”) – Verizon Wireless would assign to T-Mobile eight additional Lower 700 MHz A Block licenses as well as certain full and partitioned AWS-1 and full PCS licenses in exchange for T-Mobile assigning certain full, disaggregated, and partitioned AWS-1 and PCS licenses to Verizon Wireless. Preliminary review of the applications indicates that the spectrum implicated by the LPA and the LEA together covers 713 counties in all or parts of 224 Cellular Market Areas (“CMAs”), covering roughly 150 million people, or roughly 50 percent of the population of the United States.

T-Mobile would be assigned 12 megahertz of Lower 700 MHz A Block spectrum in all or parts of 220 CMAs covering approximately 149 million people, or approximately 48 percent of the population of the United States. Post-transaction, across all the CMAs involved in these transactions, T-Mobile would hold 32 to 112 megahertz of spectrum in total.

For its part, Verizon Wireless would end up with increased holdings of PCS and AWS-1 spectrum in a number of CMAs as a result of the proposed transfer and exchange of certain PCS and AWS-1 spectrum licenses. With respect to PCS spectrum, T-Mobile and Verizon Wireless would assign and exchange 10 to 20 megahertz of spectrum in 73 counties in parts or all of 23 CMAs, covering approximately 20 million people or approximately seven percent of the population of the United States. In all 23 CMAs, Verizon Wireless would be increasing its holdings of PCS spectrum by 10 megahertz. With respect to AWS-1 spectrum, T-Mobile and Verizon Wireless would assign and exchange 10 to 40 megahertz in 52 counties in parts or all of 20 CMAs, covering approximately 36 million people or approximately 12 percent of the population of the United States. In 19 of the 20 CMAs, Verizon Wireless would be increasing its holdings of AWS-1 spectrum by 10 to 20 megahertz; in the remaining CMA (CMA 27 (San Jose, California)), the two entities would exchange an equal amount of AWS-1 spectrum (30 megahertz). Post-transaction, Verizon Wireless would hold 30 to 40 megahertz of AWS-1 spectrum in these 20 CMAs. Across all the CMAs involved in these transactions, Verizon Wireless would hold 52 to 152 megahertz of spectrum in total.

## II. SECTION 310(d) APPLICATIONS

The applications for the assignment of licenses have been assigned the following file numbers:

<u>File No.</u>	<u>Licensee/Assignor</u>	<u>Assignee</u>	<u>Lead Call Sign</u>
0006090675 <sup>3</sup>	Cellco Partnership	T-Mobile License LLC	WQJQ698
0006090661	Cellco Partnership	T-Mobile License LLC	WQJQ696
0006090704	Cellco Partnership	T-Mobile License LLC	KNLG306
0006090769	Cellco Partnership	T-Mobile License LLC	WQPZ960
0006090803	Athens Cellular, Inc.	T-Mobile License LLC	KNLG605
0006090820	Verizon Wireless (VAW) LLC	T-Mobile License LLC	KNLG285
0006090875	Verizon Wireless of the East LP	T-Mobile License LLC	WPWH652
0006092025	T-Mobile License LLC	Cellco Partnership	KNLF556
0006092070	T-Mobile License LLC	Cellco Partnership	KNLF561

<sup>3</sup> The Applicants have designated ULS File No. 0006090675 as the lead application.

### III. *EX PARTE* STATUS OF THIS PROCEEDING

Pursuant to section 1.1200(a) of the Commission's rules,<sup>4</sup> the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under section 1.1206 of the Commission's rules.<sup>5</sup>

Parties making oral *ex parte* presentations are directed to the Commission's *ex parte* rules. Parties are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.<sup>6</sup> More than a one- or two-sentence description of the views and arguments presented is generally required.<sup>7</sup> Other rules pertaining to oral and written presentations are set forth in section 1.1206(b) as well.<sup>8</sup>

### IV. GENERAL INFORMATION

The assignment applications have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies.

Interested parties must file petitions to deny no later than **February 28, 2014**. Persons and entities that file petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Oppositions to such pleadings must be filed no later than **March 10, 2014**. Replies to such pleadings must be filed no later than **March 17, 2014**. All filings concerning matters referenced in this Public Notice should refer to ULS File Nos. 0006090675, 0006090661, 0006090704, 0006090769, 0006090803, 0006090820, 0006090875, 0006092025, and/or 0006092070, as appropriate.

**To allow the Commission to consider fully all substantive issues regarding the applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.<sup>9</sup> A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.**

Under the Commission's current procedures for the submission of filings and other documents,<sup>10</sup> submissions in this matter may be filed electronically through the Commission's Universal Licensing System ("ULS") or by hand delivery to the Commission.

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<sup>4</sup> 47 C.F.R. § 1.1200(a).

<sup>5</sup> 47 C.F.R. § 1.1206.

<sup>6</sup> See 47 C.F.R. § 1.1206(b)(1).

<sup>7</sup> See *id.*

<sup>8</sup> 47 C.F.R. § 1.1206(b).

<sup>9</sup> See 47 C.F.R. § 1.45(c).

<sup>10</sup> See FCC Announces Change in Filing Location for Paper Documents, *Public Notice*, 24 FCC Red 14312 (2009).

- **To file electronically**, visit the ULS web site at <http://wireless.fcc.gov/uls/> and click on the “Submit a Pleading” link, complete the administrative information, and upload your pleading.
- **To file by paper**, the original and four copies of each filing must be filed by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All hand-delivered or messenger-delivered paper filings for the Commission’s Secretary must be delivered to FCC Headquarters at 445 12th St., S.W., Room TW-A325, Washington, D.C. 20554. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to: (1) the Commission’s duplicating contractor, Best Copy and Printing, Inc., at [FCC@BCPIWEB.COM](mailto:FCC@BCPIWEB.COM) or (202) 488-5563 (facsimile); (2) Scott Patrick, Mobility Division, Wireless Telecommunications Bureau, at [scott.patrick@fcc.gov](mailto:scott.patrick@fcc.gov) or (202) 418-7447 (facsimile); (3) Linda Ray, Broadband Division, Wireless Telecommunications Bureau, at [linda.ray@fcc.gov](mailto:linda.ray@fcc.gov) or (202) 418-7247 (facsimile); (4) Kate Matraives, Spectrum and Competition Policy Division, Wireless Telecommunications Bureau, at [catherine.matraives@fcc.gov](mailto:catherine.matraives@fcc.gov) or (202) 418-7447 (facsimile); and (5) Jim Bird, Office of General Counsel, at [TransactionTeam@fcc.gov](mailto:TransactionTeam@fcc.gov) or (202) 418-1234 (facsimile).

Copies of the applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc. in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via email at [FCC@BCPIWEB.COM](mailto:FCC@BCPIWEB.COM). The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The applications are also available electronically through ULS, which may be accessed on the Commission’s Internet website. To request materials in accessible formats for people with disabilities (Braille, large print, electronic files, audio format), send an email to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer and Governmental Affairs Bureau at (202) 418-0530 (voice) or (202) 418-0432 (TTY). Contact the FCC to request reasonable accommodations for filing comments (accessible format documents, sign language interpreters, CART, etc.) by email: [FCC504@fcc.gov](mailto:FCC504@fcc.gov); phone: (202) 418-0530 or TTY: (202) 418-0432.

For further information, contact Scott Patrick, Mobility Division, Wireless Telecommunications Bureau, at (202) 418-2853, or Kate Matraives, Spectrum and Competition Policy Division, Wireless Telecommunications Bureau, at (202) 391-6272.

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