

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

In the Matter of)
)
Application of The Alaska Wireless Network,) WT Docket No. 15-265
LLC, and T-Mobile License LLC)
)
For Consent To Assign License)

MEMORANDUM OPINION AND ORDER

Adopted: May 6, 2016

Released: May 6, 2016

By the Chief, Wireless Telecommunications Bureau:

I. INTRODUCTION

1. In this Memorandum Opinion and Order, we consider the application of AWN and T-Mobile for Commission consent to the assignment to AWN from T-Mobile of one Lower 700 MHz A Block license covering the 29 boroughs/census areas in the four local market areas that comprise all of Alaska. The Commission determined in the *Mobile Spectrum Holdings Report and Order* that increased aggregation of below-1-GHz spectrum would be treated as an “enhanced factor” under its case-by-case review of license transfers if post-transaction the acquiring entity would hold approximately one-third or more of the suitable and available spectrum below 1 GHz.¹ The *Mobile Spectrum Holdings Report and Order* also requires that, where the entity acquiring below-1-GHz spectrum already holds approximately one-third or more of the below-1-GHz spectrum in a particular market, the demonstration of the public interest benefits of the proposed transaction would need to clearly outweigh the potential public interest harms, irrespective of other factors.²

2. AWN is already attributed with more than one-third of below-1-GHz spectrum in one census area of approximately 17,000 people in one very rural local market area, and as a result of this proposed transaction, it would further increase its attributable low-band spectrum holdings. After carefully evaluating the likely competitive effects of AWN’s increased aggregation of below-1-GHz spectrum in this market area, as well as in Alaska as a whole, we find that the likelihood of competitive harm is low. Further, we find that some public interest benefits are likely to be realized, such as the expansion and improvement of wireless broadband in Alaska’s many unserved or underserved areas, leading to a better consumer experience. Based on the record before us and our competitive review, we find that the potential public interest benefits clearly outweigh any potential public interest harms. We find therefore that the proposed assignment of license would serve the public interest, convenience, and necessity, and consent to the proposed assignment.

¹ *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, 6238-40, paras. 282-88 (2014) (*Mobile Spectrum Holdings Report and Order*), recon. denied, Order on Reconsideration, 30 FCC Rcd 8635 (2015).

² *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, para. 287.

II. BACKGROUND AND PUBLIC INTEREST FRAMEWORK

3. *Description of the Applicants.* The Alaska Wireless Network, LLC, a wholly-owned subsidiary of GCI, Inc. (together with The Alaska Wireless Network, LLC, AWN), headquartered in Anchorage, Alaska, is a communications company with operations primarily in the state of Alaska.³ T-Mobile License LLC, a wholly-owned subsidiary of T-Mobile US, Inc. (together with T-Mobile License LLC, T-Mobile, and together with AWN, the Applicants), is headquartered in Bellevue, Washington.⁴

4. *Description of the Transaction.* On June 5, 2015, AWN and T-Mobile filed the Application pursuant to Section 310(d) of the Communications Act of 1934, as amended (the Act),⁵ seeking Commission consent to assign one Lower 700 MHz A Block license to AWN.⁶ Through the instant transaction, AWN would be assigned 12 megahertz of low-band spectrum from T-Mobile in the 29 boroughs/census areas covering all of the four Cellular Market Areas (CMAs) in Alaska: CMA 187 (Anchorage), CMA 315 (Alaska 1 – Wade Hampton), CMA 316 (Alaska 2 – Bethel), and CMA 317 (Alaska 3 – Haines).⁷ Post-transaction, in Alaska, AWN would hold from 112 megahertz to 162 megahertz of spectrum in total on a borough/census area basis, and from 12 megahertz to 62 megahertz of below-1-GHz spectrum.⁸ AWN's holding of 62 megahertz of below-1-GHz spectrum would be limited to parts of the Bethel census area in the Alaska 2 local market, where AWN already holds 50 megahertz of below-1-GHz spectrum.⁹

5. *Standard of Review.* Pursuant to Section 310(d) of the Act,¹⁰ we must determine whether the Applicants have demonstrated that the proposed assignment of licenses and authorizations would serve the public interest, convenience, and necessity.¹¹ In making this determination, we first assess

³ GCI Inc., SEC Form 10-K, at 6, 30 (filed Mar. 3, 2016), <http://www.sec.gov/Archives/edgar/data/75679/000007567916000029/inc10k12-31x2015.htm>; see also Application for Assignment of License from T-Mobile License LLC to The Alaska Wireless Network, LLC, ULS File No. 0006826907 (filed June 5, 2015; amended Oct. 19, 2015) (Application), Description of Proposed Transaction and Public Interest Statement, as amended on Oct. 19, 2015 (Public Interest Statement).

⁴ T-Mobile US, Inc., SEC Form 10-K, at 3, 21 (filed Feb. 17, 2016), <https://www.sec.gov/Archives/edgar/data/1283699/000128369916000073/tmus12312015form10-k.htm#s8550167D31F7B2FC313BE0390B201A64>.

⁵ 47 U.S.C. § 310(d).

⁶ Application; Public Interest Statement at 1.

⁷ The Alaska Wireless Network, LLC and T-Mobile License LLC Seek FCC Consent to the Assignment of a Lower 700 MHz A Block License, WT Docket No. 15-265, *Public Notice*, 30 FCC Rcd 12505 (WTB 2015) (*Accepted for Filing Public Notice*); see also Application, GCI Mobile Spectrum Holdings (Mid-February 2015) (amended on Oct. 19, 2015) (GCI Mobile Spectrum Holdings).

⁸ *Accepted for Filing Public Notice*, 30 FCC Rcd at 12505; GCI Mobile Spectrum Holdings. As set out in the docket, the Bureau accepted the Application for filing and established a pleading cycle, released a public notice announcing that Numbering Resource Utilization and Forecast (NRUF) reports and local number portability (LNP) data would be placed into the record and adopted the associated protective order, adopted a protective order covering the submission of confidential and highly confidential information, and sent the Applicants information requests seeking further specific information relating to the proposed transaction.

⁹ *Accepted for Filing Public Notice*, 30 FCC Rcd at 12505-06; GCI Mobile Spectrum Holdings. The limited nature of the cellular licenses' geographic area overlap is shown in the map provided by the Applicants. GCI Mobile Spectrum Holdings at 2.

¹⁰ 47 U.S.C. § 310(d).

¹¹ See, e.g., *Application of AT&T Mobility Spectrum LLC and Consolidated Telephone Company for Consent To Assign Licenses*, Memorandum Opinion and Order, 30 FCC Rcd 9797, 9799-800, para. 6 (WTB 2015) (*AT&T-Consolidated Order*); *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*

(continued....)

whether the proposed transaction complies with the specific provisions of the Act,¹² other applicable statutes, and the Commission's rules.¹³ If the proposed transaction does not violate a statute or rule, we next consider whether the proposed transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.¹⁴ We then employ a balancing test weighing any potential public interest harms of the proposed transaction against any potential public interest benefits.¹⁵ The Applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, would serve the public interest.¹⁶

6. The Commission has fully discussed the contours of the required public interest determination in several orders,¹⁷ which we follow here. In general, the competitive analysis, which forms an important part of the public interest evaluation, is informed by, but not limited to, traditional antitrust principles.¹⁸ The Commission and the Department of Justice each have 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.¹⁹ The Commission's public interest authority enables us, where appropriate, to impose and enforce narrowly tailored, transaction-specific conditions that ensure that the public interest is served by the transaction.²⁰ If we are unable to find that the proposed transaction serves the public

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_____ *Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 5107, 5111, para. 8 (2015) (*AT&T-Plateau Wireless Order*); *Applications of AT&T Inc., Leap Wireless International, Inc., Cricket License Co., LLC and Leap Licenseco, Inc. for Consent To Transfer Control and Assign Licenses and Authorizations*, Memorandum Opinion and Order, 29 FCC Rcd 2735, 2741-42, para. 13 (WTB, IB 2014) (*AT&T-Leap Order*).

¹² Section 310(d) requires that we consider the application as if the proposed assignee were applying for the licenses directly under Section 308 of the Act. 47 U.S.C. §§ 308, 310(d); see, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9799-800, para. 6 & n.18; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111, para. 8 & n.27; *AT&T-Leap Order*, 29 FCC Rcd at 2741-42, para. 13 & n.45.

¹³ See, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9799-9800, para. 6; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111, para. 8; *AT&T-Leap Order*, 29 FCC Rcd at 2741-42, para. 13.

¹⁴ See, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9799-9800, para. 6; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111, para. 8; *AT&T-Leap Order*, 29 FCC Rcd at 2741-42, para. 13.

¹⁵ See, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9799-9800, para. 6; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111, para. 8; *AT&T-Leap Order*, 29 FCC Rcd at 2741-42, para. 13.

¹⁶ See, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9799-9800, para. 6; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111, para. 8; *AT&T-Leap Order*, 29 FCC Rcd at 2741-42, para. 13.

¹⁷ See, e.g., *Applications of AT&T and DIRECTV for Consent To Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 29 FCC Rcd 9131, 9139-41, paras. 18-22 (2015) (*AT&T-DIRECTV Order*); *Applications of GCI Communication Corp., ACS Wireless License Sub, Inc., ACS of Anchorage License Sub, Inc., and Unicom, Inc. for Consent To Assign Licenses to The Alaska Wireless Network, LLC*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 10433, 10442-44, paras. 23-27 (2013) (*Alaska Wireless Order*).

¹⁸ See, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9800, para. 7; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111-12, para. 9; *AT&T-Leap Order*, 29 FCC Rcd at 2742, para. 15.

¹⁹ See, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9800, para. 7; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111-12, para. 9; *AT&T-Leap Order*, 29 FCC Rcd at 2742, para. 15.

²⁰ See, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9800, para. 7; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111-12, para. 9; *AT&T-Leap Order*, 29 FCC Rcd at 2743-44, para. 16.

interest for any reason or if the record presents a substantial and material question of fact, we must designate the application(s) for hearing.²¹

7. *Qualifications of the Applicants.* As a threshold matter, the Commission must determine whether the applicants to a proposed transaction meet the requisite qualifications requirements to hold and transfer licenses under Section 310(d) and the Commission's rules.²² We note that no issues were raised with respect to the basic qualifications of T-Mobile or AWN, and in addition, AWN previously and repeatedly has been found qualified to hold Commission licenses.²³ We therefore find there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications under the Act and our rules, regulations, and policies, of T-Mobile or AWN.²⁴

III. POTENTIAL PUBLIC INTEREST HARMS

8. *Competitive Overview.* In its examination of a proposed transaction, the Commission evaluates the potential public interest harms and undertakes a case-by-case review of the competitive effects of any increase in market concentration or in spectrum holdings in the relevant markets.²⁵ In the past, the Commission has used a two-part screen to help identify those markets that provide particular reason for further competitive analysis, but has not limited its consideration of potential competitive harms solely to markets identified by its screen if it encounters other factors that may bear on the public interest inquiry.²⁶ In the *Mobile Spectrum Holdings Report and Order*, the Commission found that it is in the public interest to continue to use its spectrum screen and case-by-case review,²⁷ and, in addition, to require that any increase in spectrum holdings of below 1 GHz be treated as an "enhanced factor" in its review if post-transaction the acquiring entity would hold approximately one-third or more of such spectrum.²⁸

9. The Commission stated that it anticipated "that any entity that would end up with more than one third of below-1-GHz spectrum as a result of a proposed transaction would facilitate our case-by-case review with a detailed demonstration regarding why the public interest benefits outweigh harms."²⁹ The Commission further stated, however, that when the other factors ordinarily considered

²¹ 47 U.S.C. § 309(e); *see also, e.g., AT&T-Consolidated Order*, 30 FCC Rcd at 9800, para. 7; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111-12, para. 9; *AT&T-Leap Order*, 29 FCC Rcd at 2743, para. 15; *Application of EchoStar Communications Corp., General Motors Corp. and Hughes Electronics Corp., and EchoStar Communications Corp.*, Hearing Designation Order, 17 FCC Rcd 20559, 20574, para. 25 (2002).

²² 47 U.S.C. § 310(d); 47 C.F.R. § 1.948; *see also, e.g., Application of Hardy Cellular Telephone Company and McBride Spectrum Partners, LLC for Consent To Assign License*, Memorandum Opinion and Order, 30 FCC Rcd 9899, 9902, para. 8 (WTB 2015) (*USCC-McBride Order*); *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5112, para. 10; *AT&T-Leap Order*, 29 FCC Rcd at 2744, para. 17.

²³ *See, e.g., Alaska Wireless Order*, 28 FCC Rcd at 10445, para. 30.

²⁴ 47 U.S.C. § 310(d); 47 C.F.R. § 1.948.

²⁵ *See, e.g., AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5113, para. 12; *see also USCC-McBride Order*, 30 FCC Rcd 9902-03, para. 9; *AT&T-Consolidated Order*, 30 FCC Rcd at 9800-01, para. 9; *AT&T-Leap Order*, 29 FCC Rcd at 2745, para. 20.

²⁶ *See, e.g., AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5113, para. 12; *see also USCC-McBride Order*, 30 FCC Rcd at 9902-03, para. 9; *AT&T-Consolidated Order*, 30 FCC Rcd at 9800-01, para. 9; *AT&T-Leap Order*, 29 FCC Rcd at 2752, 2753, 2755-56, paras. 39, 41, 47.

²⁷ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6223-24, para. 231.

²⁸ *Id.* at 6240, paras. 286-88; *see also, e.g., USCC-McBride Order*, 30 FCC Rcd at 9902-03, para. 9; *AT&T-Consolidated Order*, 30 FCC Rcd at 9800-01, para. 9; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5108, para. 2.

²⁹ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, para. 286.

indicate a low potential for competitive or other public interest harm, the acquisition of below-1-GHz spectrum resulting in holdings of approximately one-third or more would not preclude a conclusion that a proposed transaction, on balance, furthers the public interest.³⁰ The Commission also set out a heightened standard of review for cases in which the proposed transaction would result in an entity that already holds approximately one-third or more of below-1-GHz spectrum in a market acquiring additional below-1-GHz spectrum in that market, especially with regard to paired low-band spectrum. In these cases, the Commission stated that the required demonstration of the potential public interest benefits of the proposed transaction would need to clearly outweigh the potential public interest harms associated with such additional concentration of below-1-GHz spectrum, irrespective of other factors.³¹

10. The Commission stated in the *Mobile Spectrum Holdings Report and Order* that low-band spectrum is less costly to deploy and provides higher quality coverage than higher-band spectrum,³² and that the two leading nationwide service providers hold most of the low-band spectrum available today.³³ The Commission found that if they were to acquire all, or substantially all, of the remaining low-band spectrum, they would benefit, independently of any deployment, to the extent that rival service providers are denied its use.³⁴ As the Commission found, without access to this low-band spectrum, rival service providers that may lack a mix of low-band and higher-band spectrum would be less able to provide a robust competitive alternative, and may not be able to quickly expand coverage or provide new services.³⁵ We consider below whether there would be an increased likelihood as a result of the proposed transaction that rival service providers or potential entrants would be foreclosed from expanding capacity, deploying mobile broadband technologies, or entering the market, and whether rivals' costs would be increased to the extent that they would be less likely to be able to compete robustly.³⁶

A. Market Definitions

11. We begin our competitive analysis by determining the appropriate market definitions for the proposed transaction,³⁷ including a determination of the product market, the geographic market, the input market for spectrum suitable and available for the provision of mobile wireless services, and the market participants.

12. *Product Market.* Consistent with recent transaction orders, we find that the relevant product market is a combined “mobile telephony/broadband services” product market that comprises

³⁰ *Id.*

³¹ *Id.* at 6240, para. 287; *see also Application of AT&T Mobility Spectrum LLC and Club 42CM Limited Partnership for Consent To Assign Licenses*, Memorandum Opinion and Order, 30 FCC Rcd 13055, 13057, 13062, 13072-03, 13077-78, 13078-79, paras. 7, 15, 37, 48, 51 (2015) (*AT&T-Club 42 Order*); *see also, e.g., USCC-McBride Order*, 30 FCC Rcd at 9903, para. 9 & n.31; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801, para. 9 & n.34; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111, 5113, 5114, 5123, 5130, paras. 8 & n.31, 13, 15, 36 & n.114, 56.

³² *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6164, para. 60.

³³ *Id.* at 6156-57, 6162, 6164, paras. 46, 58, 60.

³⁴ *Id.* at 6164, para. 60.

³⁵ *Id.* at 6164-65, paras. 60-61; *see also, e.g., AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5113-14, para. 14; *USCC-McBride Order*, 30 FCC Rcd at 9903, para. 10; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801-02, para. 10.

³⁶ *See, e.g., USCC-McBride Order*, 30 FCC Rcd at 9903, para. 10; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801-02, para. 10; *Applications of AT&T Mobility Spectrum LLC and KanOkla Telephone Association*, Memorandum Opinion and Order, 30 FCC Rcd 8555, 8559-60, para. 10 (WTB 2015) (*AT&T-KanOkla Order*).

³⁷ *See, e.g., USCC-McBride Order*, 30 FCC Rcd at 9904, para. 11; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5115, para. 17; *AT&T-Leap Order*, 29 FCC Rcd at 2746, para. 22.

mobile voice and data services, including mobile voice and data services provided over advanced broadband wireless networks (mobile broadband services).³⁸

13. *Geographic Market(s)*. The Applicants are seeking Commission approval of the proposed assignment of 12 megahertz of Lower 700 MHz A Block spectrum in the four local markets in Alaska, accounting for well under one percent of the population of the United States. Given the limited geographic scope of the instant transaction, and consistent with past transactions, in determining the relevant geographic market for the instant transaction, we will primarily use CMAs as the local geographic markets in which we analyze any potential competitive harms arising from increased spectrum aggregation.³⁹ However, we note that the Commission previously found in its evaluation in 2013 of the Alaska Wireless transaction that because of Alaska's isolated geographic location separated from the contiguous markets in the lower 48 states, the relevant geographic market was not only the CMA, but also the state of Alaska itself.⁴⁰ As the spectrum to be assigned covers the entirety of Alaska, our analysis therefore will also consider the likely competitive effects of the proposed transaction on a statewide basis.

14. *Input Market for Spectrum and Market Participants*. The Commission has determined in prior orders that the following bands, or portions thereof, should be included in the input market: cellular, broadband PCS, SMR, 700 MHz, AWS-1 and BRS on a market-by-market basis, WCS, the 600 MHz band (at the conclusion of the Incentive Auction), AWS-4, H Block, the majority of the EBS spectrum, and the AWS-3 band (on a market-by-market basis as it becomes "available").⁴¹ The recent *Sprint-Shentel-NTELOS Order* found that the AWS-3 1695-1710 MHz band satisfies the standard adopted by the Commission in the *Mobile Spectrum Holdings Report and Order* and "should now be considered available, as well as suitable, on a nationwide basis."⁴² Therefore, the total amount of spectrum suitable and available for the provision of mobile telephony/broadband services is now 595.5 megahertz, approximately one-third of which is 199 megahertz.⁴³ We consider facilities-based entities providing mobile telephony/broadband services using these spectrum bands to be market participants.⁴⁴

³⁸ See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9904, para. 12; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5115-16, para. 18; *AT&T-Leap Order*, 29 FCC Rcd at 2746, para. 23.

³⁹ The Commission has found that the relevant geographic markets for certain wireless transactions generally are local, but has held that a transaction's competitive effects should also be evaluated at the national level where a transaction exhibits certain national characteristics that provide cause for concern. See, e.g., *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5116, para. 19; see also *USCC-McBride Order*, 30 FCC Rcd at 9904, para. 12 & n.40; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801-02, para. 12 & n.43; *AT&T-Leap Order*, 29 FCC Rcd at 2748, para. 27.

⁴⁰ *Alaska Wireless Order*, 28 FCC Rcd at 10448, para. 37. Similarly, in its evaluation of the AT&T/Centennial transaction, the Commission treated Puerto Rico and the U.S. Virgin Islands as separate relevant geographic markets because of their unique characteristics, including their limited geographic scope and isolated nature. *Applications of AT&T Inc. and Centennial Communications Corp. for Consent To Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, 24 FCC Rcd 13915, 13934, paras. 41-42 (2009) (*AT&T-Centennial Order*); see also *Application of AT&T Mobility Puerto Rico Inc. and Worldcall Inc. for Consent To Assign Licenses*, Memorandum Opinion and Order, 30 FCC Rcd 9763, 9768-69, para. 12 (WTB 2015).

⁴¹ *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5117, para. 23; *AT&T-Club 42 Order*, 30 FCC Rcd at 13064-65, para. 21; see also *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6169, para. 70; *Applications of SprintCom, Inc., Shenandoah Personal Communications, LLC, and NTELOS Holdings Corp. for Consent To Assign Licenses and Spectrum Lease Authorizations and To Transfer Control of Spectrum Lease Authorizations and an International Section 214 Authorization*, Memorandum Opinion and Order, DA 16-413 at 7, para. 13 (WTB/IB Apr. 15, 2016) (*Sprint-Shentel-NTELOS Order*).

⁴² *Sprint-Shentel-NTELOS Order* at 8, para. 15.

⁴³ *Id.*

⁴⁴ See, e.g., *id.* at 8, para. 16; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5117, para. 23; *AT&T-Leap Order*, 29 FCC Rcd at 2751, para. 35. The Commission has assessed the competitive effect of MVNOs and resellers in prior transactions, but noted that it will exclude MVNOs and resellers from consideration when computing initial

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B. Competitive Effects of the Proposed Transaction

15. *Initial Review.* As discussed above, to help identify those local markets in which competitive concerns are more likely, initially we apply a two-part screen, and if the acquiring entity would increase its below-1-GHz spectrum holdings to hold approximately one-third or more of such spectrum post-transaction, we apply enhanced factor review.⁴⁵ The first part of the screen is based on the size of the post-transaction Herfindahl-Hirschman Index (“HHI”) and the change in the HHI.⁴⁶ The second part of the screen, which is applied on a county-by-county basis, identifies 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.⁴⁷ In instances where an applicant is acquiring spectrum below 1 GHz, we also carefully examine the possible competitive effects resulting from an increase in below-1-GHz spectrum holdings that would be above the threshold identified in the *Mobile Spectrum Holdings Report and Order*.⁴⁸

16. As the instant transaction does not result in the acquisition of wireless business units and customers, we do not apply the initial HHI screen. None of the markets trigger the revised total spectrum screen,⁴⁹ but in our review of the below-1-GHz spectrum holdings, we do find that in the Bethel census area in the Alaska 2 local market, AWN is already attributed with more than one-third, or more than 45 megahertz of low-band spectrum, and would further increase its low-band spectrum holdings as a result of the proposed transaction.⁵⁰ Both the Alaska 2 market, and the state of Alaska itself, are therefore subject

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concentration measures. *See, e.g., AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5117, para. 23 & n.78; *AT&T-Leap Order*, 29 FCC Rcd at 2752, para. 37. Further, as AWS-3 (1755-1780 MHz and 2155-2180 MHz on a market-by-market basis) and 600 MHz spectrum become available, we will also consider facilities-based entities providing mobile telephony/broadband services using that spectrum to be market participants. *Sprint-Shentel-NTELOS Order* at 8, para. 16.

⁴⁵ *See, e.g., AT&T-Club 42 Order*, 30 FCC Rcd at 13065-66, para. 23; *USCC-McBride Order*, 30 FCC Rcd at 9904-05, para. 15; *AT&T-KanOkla Order*, 30 FCC Rcd at 8561, para. 15; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5118, para. 24; *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, para. 286-88. The current total amount of below-1-GHz spectrum that is suitable and available is 134 megahertz, approximately one-third of which is 45 megahertz. *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6156-57, 6240, paras. 46, 286-88. As with our application of the initial total spectrum screen, we evaluate increases in below-1-GHz spectrum concentration on a county-by-county basis. *See, e.g., USCC-McBride Order*, 30 FCC Rcd at 9904-05, para. 15 & n.45; *AT&T-KanOkla Order*, 30 FCC Rcd at 8561, para. 15 & n.48; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5121, 5123, paras. 31, 35. Similarly, in this instant transaction, we evaluate such increases on a borough/census area basis, which are analogous to counties for purposes of our competitive analysis.

⁴⁶ *See, e.g., USCC-McBride Order*, 30 FCC Rcd at 9904-05, para. 15; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5118, para. 24; *AT&T-Leap Order*, 29 FCC Rcd at 2753, para. 41 & n.140.

⁴⁷ *See, e.g., AT&T-Club 42 Order*, 30 FCC Rcd at 13065-66, para. 23; *USCC-McBride Order*, 30 FCC Rcd at 9904-05, para. 15; *AT&T-Consolidated Order*, 30 FCC Rcd at 9803, para. 15; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5118, para. 24.

⁴⁸ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6233, 6240, paras. 267, 286-88; *see also, e.g., AT&T-Club 42 Order*, 30 FCC Rcd at 13065-66, para. 23; *USCC-McBride Order*, 30 FCC Rcd at 9904-05, para. 15; *AT&T-KanOkla Order*, 30 FCC Rcd at 8561, para. 15; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5118, para. 24.

⁴⁹ *See supra* para. 14; *see also Sprint-Shentel-NTELOS Order* at 8, 9, paras. 15, 17 & n.52.

⁵⁰ *Accepted for Filing Public Notice*, 30 FCC Rcd at 12505-06; GCI Mobile Spectrum Holdings. We note that AWN would also acquire 12 megahertz of low-band spectrum in Anchorage, Alaska 1, and Alaska 3 to hold 37 megahertz of below-1-GHz spectrum post-transaction in these markets.

to enhanced factor review as set forth in paragraph 287 of the *Mobile Spectrum Holdings Report and Order*.⁵¹

17. *Record.* According to the Applicants, the proposed transaction would result in more competition by strengthening AWN, without correspondingly weakening any other service provider.⁵² AWN asserts that the proposed transaction is essential to maintaining AWN's status as a meaningful competitive constraint on AT&T and Verizon Wireless.⁵³ The Applicants contend that these two nationwide service providers compete vigorously with AWN because of their robust LTE deployments, especially in Alaska's more urban markets.⁵⁴ Moreover, regarding the community of Bethel, the Applicants assert that adequate spectrum remains to support competition if another company decides to invest in serving Bethel's consumers.⁵⁵ AWN also maintains that while AT&T, Verizon Wireless, Sprint, and DISH each hold significant amounts of low-band spectrum in the community of Bethel, none of them have deployed any of their low-band spectrum to deliver wireless broadband service to Bethel's consumers.⁵⁶ No petitions to deny or comments were received.

18. *Market-Specific Review.* Generally, in undertaking our analysis, we consider various competitive variables that help to predict the likelihood of competitive harm post-transaction. These competitive variables include, but are not limited to: the total number of rival service providers; the number of rival firms that can offer competitive service plans; the coverage by technology of the firms' respective networks; the rival firms' market shares; the combined entity's post-transaction market share and how that share changes as a result of the transaction; the amount of spectrum suitable for the provision of mobile telephony/broadband services controlled by the combined entity; and the spectrum holdings of each of the rival service providers.⁵⁷

19. In our competitive evaluation, we first note that Alaska 2 is a very rural market. This local market includes approximately 201,000 people with a population density of one person per square mile.⁵⁸ Looking statewide, the Census 2010 data show that Alaska is home to approximately 710,000 people in total, with a population density of one person per square mile.⁵⁹ As a result of the proposed transaction, AWN would hold 12 megahertz to 62 megahertz of low-band spectrum in the individual

⁵¹ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, para. 287; see also *AT&T-Club 42 Order*, 30 FCC Rcd at 13066, para. 24; see *supra* para. 13.

⁵² Public Interest Statement at 1, 4-6; Response of AWN to the General Information Request Dated Nov. 10, 2015, WT Docket No. 15-265, at 8, 10-12 (Nov. 24, 2015) (AWN Information Request Response).

⁵³ AWN Information Request Response at 10, 12.

⁵⁴ Public Interest Statement at 5-6; AWN Information Request Response at 10, 12.

⁵⁵ Public Interest Statement at 5-6; AWN Information Request Response at 7-8, 11-12.

⁵⁶ AWN Information Request Response at 7-8.

⁵⁷ We derive market shares and HHIs from our analysis of data compiled in our June 2015 NRUF and LNP database, network coverage from July 2015 Mosaik data and 2010 U.S. Census data, and spectrum holdings from our licensing databases and the Applications. We also utilized and analyzed additional data as provided by the Applicants through our information requests. See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9905, para. 17 & n.51; *AT&T-KanOkla Order*, 30 FCC Rcd at 8562, para. 13 & n.54; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5120, para. 29 & n.98.

⁵⁸ The population density is measured by the number of people per square mile using Census 2010 data. Rural markets are generally characterized by fewer than 100 people per square mile. *Facilitating the Provision of Spectrum-Based Services to Rural Areas and Promoting Opportunities for Rural Telephone Companies To Provide Spectrum-Based Services et al.*, Report and Order and Further Notice of Proposed Rulemaking, 19 FCC Rcd 19078, 19086-88, paras. 10-12 (2004).

⁵⁹ United States Census Bureau, Quick Facts, Alaska, <http://www.census.gov/quickfacts/table/PST045215/02> (last visited Apr. 19, 2016).

boroughs/census areas in the Alaska 2 local market, as well as in the statewide geographic market. Specifically, in parts of the Bethel census area, which itself includes only approximately 17,000 people (or approximately 8 percent of the population of the Alaska 2 local market and approximately 2 percent of the population of the state), AWN would increase its low-band spectrum holdings from 50 megahertz to 62 megahertz. As noted above, the proposed transaction is subject to enhanced factor review as set forth in paragraph 287 of the *Mobile Spectrum Holdings Report and Order*.⁶⁰ In these cases, the required demonstration of the public interest benefits needs to clearly outweigh the potential public interest harms associated with such additional concentration of below-1-GHz spectrum, irrespective of other factors.⁶¹ In considering the proposed acquisition, irrespective of other factors, we find that it is unlikely that this proposed transaction would raise rivals' costs to any significant extent or would foreclose expansion or entry of mobile wireless services in this local market or statewide, notwithstanding the fact that AWN would hold 62 megahertz of below-1-GHz spectrum in the Bethel census area post-transaction.

20. In Alaska 2 and statewide, a number of service providers other than AWN hold paired low-band spectrum post-transaction.⁶² Specifically, in Alaska 2, in addition to T-Mobile's current spectrum holdings of 12 megahertz that would be assigned to AWN,⁶³ the spectrum holdings of the other nationwide service providers are: AT&T – 30 megahertz to 55 megahertz, Verizon Wireless – 22 megahertz, and Sprint – 14 megahertz. In Alaska as a whole, their respective low-band spectrum holdings are 18 megahertz to 55 megahertz for AT&T, 22 megahertz for Verizon Wireless, and 14 megahertz for Sprint. These three nationwide service providers therefore each have access to low-band spectrum that would allow at least a 5×5 megahertz LTE deployment on below-1-GHz spectrum – even in the single census area of approximately 17,000 people where AWN would hold 62 megahertz post-transaction. AT&T and Sprint also have access to spectrum above 1 GHz to combine with their low-band spectrum holdings for LTE deployment.⁶⁴ Further, several non-nationwide licensees each hold 25

⁶⁰ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, para. 287; *see supra* para. 16.

⁶¹ *Id.* at 6240, para. 287; *see also AT&T-Club 42 Order*, 30 FCC Rcd at 13071, 13072-73, paras. 34, 37-38; *Applications of Cellular Network Partnership and KanOkla Telephone Association for Consent To Assign Licenses*, Memorandum Opinion and Order, 31 FCC Rcd 1328, 1331-32, 1335-36, paras. 8, 18 (WTB 2016) (*CNP-KanOkla Order*); *Notification of Triangle Communication System, Inc. and Celco Partnership d/b/a Verizon Wireless for a Long-Term Spectrum Manager Leasing Agreement*, Memorandum Opinion and Order, 31 FCC Rcd 301, 304-05, 309, paras. 8, 18 (WTB 2016) (*Triangle-Verizon Wireless Order*).

⁶² Three service providers have significant market shares in Alaska 2. AT&T, AWN, and MTA Wireless each have market shares of approximately [REDACTED]%, respectively. In addition, Copper Valley Wireless, Cordova Wireless, and Verizon Wireless each have some market presence, with a market share of approximately [REDACTED]%, respectively. Across Alaska as a whole, three service providers, AT&T, AWN, and Verizon Wireless, have significant market shares.

In addition, in Alaska 2, AT&T and AWN each cover over 80% of the population with their respective 3G networks, while MTA Wireless covers over 40%. Further, AT&T and AWN have significant HSPA+ population coverage, and each cover close to 70% of the population with LTE. It has previously been found that coverage of 70% or more of the population and 50% or more of the land area is presumptively sufficient for a service provider to have a competitive presence in the market. *See, e.g., USCC-McBride Order*, 30 FCC Rcd at 9906, para. 18 & n.54; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5121, para. 31 & n.102; *AT&T-Leap Order*, 29 FCC Rcd at 2770, para. 81 & n.279.

⁶³ T-Mobile claims that as it lacks facilities infrastructure and possesses no special expertise in Alaska, it determined that one of the facilities-based service providers in Alaska would be better able to make more efficient use of the spectrum at issue. Response of T-Mobile to the General Information Request Dated Nov. 10, 2015, WT Docket No. 15-265, at 2 (Nov. 24, 2015).

⁶⁴ As well as their low-band spectrum holdings, AT&T and Sprint hold 80 megahertz and 87.5 megahertz of above-1-GHz spectrum in Alaska 2, respectively, and their total above-1-GHz spectrum holdings in Alaska range from 70

(continued...)

megahertz of cellular spectrum that covers part of Alaska 2, and additional licensees have access to low-band spectrum elsewhere in Alaska.⁶⁵ Moreover, there are a number of Upper 700 MHz C Block “LTE in Rural America” leases in Alaska, under which Verizon Wireless is leasing 22 megahertz of low-band spectrum to a particular lessee in a particular geographic area.⁶⁶

21. We find that the low-band spectrum holdings of other service providers in Alaska 2, and Alaska as a whole, would likely allow them to effectively respond to any anticompetitive behavior on the part of AWN.⁶⁷ Moreover, as the Commission noted in the *Mobile Spectrum Holdings Report and Order*, non-nationwide service providers such as AWN present a significantly lower risk of effectively denying access to low-band spectrum to competitors because of their relative lack of resources.⁶⁸ In considering the acquisition of this 12 megahertz of low-band spectrum, irrespective of other factors, we find therefore that the potential public interest harms of such additional concentration of this particular spectrum is low, and in any event, any harms would be limited to the specific enclave.⁶⁹

IV. POTENTIAL PUBLIC INTEREST BENEFITS

22. We next consider whether the proposed transaction is likely to generate verifiable, transaction-specific public interest benefits.⁷⁰ Under Commission precedent, the Applicants bear the

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megahertz to 80 megahertz for AT&T, and from 87.5 megahertz to 176.7 megahertz for Sprint. Verizon Wireless does not hold any spectrum above 1 GHz in Alaska 2 or in Alaska as a whole. In addition, DISH holds 6 megahertz of low-band unpaired spectrum and 65 megahertz of spectrum above 1 GHz in Alaska 2, as well as statewide.

⁶⁵ The additional licensees that hold 25 megahertz of cellular spectrum in part of Alaska 2 are Copper Valley Wireless, Cordova Wireless, MTA Wireless, TelAlaska, and Windy City Cellular, while Jasper Systems holds 5 megahertz of cellular spectrum in part of this market. In addition, Arctic Slope Telephone holds 12 megahertz to 37 megahertz of low-band spectrum in Alaska 1, while OTZ Telephone and TelAlaska each hold 25 megahertz of cellular spectrum covering part of that market, and in Alaska 3, Ketchikan Public Utilities holds 12 megahertz of low-band spectrum.

⁶⁶ The Commission states in the *Mobile Spectrum Holdings Report and Order* that it attributes long-term spectrum leasing arrangements to both the lessor and the lessee for purposes of its competitive review. *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6245, paras. 301-02. Copper Valley Wireless, Ketchikan Public Utilities, and MTA Wireless have long-term spectrum manager leasing arrangements as part of their participation in Verizon Wireless’s “LTE in Rural America” program. Copper Valley Wireless and Verizon Wireless Long-Term Spectrum Manager Lease Notification, ULS File No. 0006209291 (filed Mar. 21, 2014); Copper Valley Wireless and Verizon Wireless Long-Term Spectrum Manager Lease Notification, ULS File No. 0005483796 (filed Nov. 8, 2012, amended Feb. 1, 2013); Ketchikan Public Utilities and Verizon Wireless Long-Term Spectrum Manager Lease Notification, ULS File No. 6855765 (filed June 26, 2015); Ketchikan Public Utilities and Verizon Wireless Long-Term Spectrum Manager Lease Notification, ULS File No. 0006233535 (filed Apr. 9, 2014); MTA Wireless and Verizon Wireless Long-Term Spectrum Manager Lease Notification, ULS File No. 0005181322 (filed Apr. 26, 2012, amended May 18, 2012, June 8, 2012).

⁶⁷ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6164-65, paras. 60-61.

⁶⁸ *Id.* at 6207, para. 180; *see also, e.g., Triangle-Verizon Wireless Order*, 31 FCC Rcd 301, 308-10, paras. 17, 19; *USCC-McBride Order*, 30 FCC Rcd at 9906, 9907 paras. 19, 21.

⁶⁹ *See, e.g., Applications of AT&T Inc. and Cellular Properties, Inc. for Consent To Assign Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 318, 327, para. 23 (WTB 2016); *AT&T-Centennial Order*, 24 FCC Rcd at 13948, n.288; *Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent To Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling that the Transaction Is Consistent with Section 310(b)(4) of the Communications Act*, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 17444, 17488, para. 92 (2008).

⁷⁰ *See, e.g., USCC-McBride Order*, 30 FCC Rcd at 9907-08, para. 22; *AT&T-Consolidated Order*, 30 FCC Rcd at 9805, para. 20; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5126, para. 43; *AT&T-Leap Order*, 29 FCC Rcd at 2792-93, para. 130.

burden of demonstrating the potential public interest benefits of a proposed transaction.⁷¹ The Commission applies several criteria in deciding whether a claimed benefit is cognizable and should be weighed against potential harms,⁷² and applies a “sliding scale approach” to evaluating benefit claims.⁷³ Under this sliding scale approach, where potential harms appear “both substantial and likely, a demonstration of claimed benefits also must reveal a higher degree of magnitude and likelihood than we would otherwise demand.”⁷⁴ Conversely, where potential harms appear less likely and less substantial, we will accept a lesser showing to approve the proposed transaction.⁷⁵

23. *Potential Benefits.* AWN asserts that the low-band spectrum, which it states permits increased efficiencies for rural coverage, is of exceptional importance in Alaska where communities are separated by vast distances.⁷⁶ The Applicants contend that for the many rural Alaska communities, this Lower 700 MHz spectrum could be used to extend that coverage farther beyond the community borders, increasing coverage to isolated areas where access to service has been limited, and improve public safety communications.⁷⁷ In particular, AWN asserts that it is currently the only company that has made the investments needed to serve the community of Bethel, a community in which demand is high and where AWN’s low-band spectrum is most utilized.⁷⁸ The Applicants maintain that deployment of this spectrum would enhance AWN’s ability to cover vast underserved communities in rugged and harsh terrain at lower costs because fewer towers would be required than for higher frequency spectrum.⁷⁹ According to AWN, it plans to deploy LTE in the North Slope using Lower 700 MHz spectrum and plans to expand build-out in the near term to other communities covering approximately 81 percent of the population statewide.⁸⁰ AWN further contends that, in parallel, it plans to build out its Lower 700 MHz fixed wireless service beginning immediately upon approval, and continuing through 2017.⁸¹

24. *Evaluation.* We have reviewed the Applicants’ asserted public interest benefits, as well as their detailed responses to our requests for additional information and documents regarding the potential benefits of AWN acquiring, in particular, the below-1-GHz spectrum at issue in Alaska 2. The

⁷¹ See, e.g., *Alaska Wireless Order*, 28 FCC Rcd at 10468, para. 86; see also *AT&T-Leap Order*, 29 FCC Rcd at 2793, para. 131.

⁷² See, e.g., *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5126-27, para. 44; see also, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9907-08, para. 22; *AT&T-Consolidated Order*, 30 FCC Rcd at 9805, para. 20; *AT&T-Leap Order*, 29 FCC Rcd at 2793-94, para. 132.

⁷³ See, e.g., *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5126-27, para. 44; see also, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9907-08, para. 22; *AT&T-Consolidated Order*, 30 FCC Rcd at 9805, para. 20; *AT&T-Leap Order*, 29 FCC Rcd at 2793-94, para. 132.

⁷⁴ See, e.g., *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5126-27, para. 44; *AT&T-Club 42 Order*, 30 FCC Rcd at 13074, para. 40; *Alaska Wireless Order*, 28 FCC Rcd at 10468, para. 88.

⁷⁵ See, e.g., *AT&T-Club 42 Order*, 30 FCC Rcd at 13074, para. 40; see also *AT&T-Leap Order*, 29 FCC Rcd at 2794, para. 131; *Alaska Wireless Order*, 28 FCC Rcd at 10468, para. 88.

⁷⁶ Public Interest Statement at 1; AWN Information Request Response at 3. The Applicants contend that climate, geography, and government land-ownership complexities hamper infrastructure deployment and operation, and that the construction season is shorter than in any other part of the United States. The Applicants assert that these characteristics make it uniquely difficult to provide wireless service, but make it important to the safety and livelihoods of Alaskans. Public Interest Statement at 1-3; see also AWN Information Request Response at 3, 9.

⁷⁷ Public Interest Statement at 2; AWN Information Request Response at 3.

⁷⁸ AWN Information Request Response at 6-7.

⁷⁹ Public Interest Statement at 2.

⁸⁰ AWN Information Request Response at 4.

⁸¹ *Id.*

record provides general support for the Applicants' contentions that the proposed transaction would likely result in some public interest benefits in this very rural market. We note that AWN is currently the only service provider that has coverage in Bethel and the acquisition of this spectrum likely would allow them to provide a better consumer experience in this census area. Further, for other of the many rural Alaska communities, we note that this Lower 700 MHz spectrum likely would be used to extend coverage, increasing coverage to isolated areas where access to wireless service has been more limited. Specifically, we note the benefit to consumers of AWN's plans to deploy LTE in the North Slope using Lower 700 MHz spectrum as well as expanding build-out to other communities in a relatively short period of time. Moreover, we believe that non-nationwide service providers are important sources of competition in rural areas, where multiple nationwide service providers may have less incentive to offer high quality services.⁸² We believe that non-nationwide service providers enhance competitive choices for consumers and help promote deployment in rural areas.⁸³ Specifically, by acquiring this Lower 700 MHz spectrum from T-Mobile, AWN will likely be able to expedite the provision of wireless broadband to very sparsely populated areas to the benefit of its customers, resulting in a better consumer experience.

V. BALANCING THE POTENTIAL BENEFITS AND THE POTENTIAL HARMS

25. The Applicants bear the burden of demonstrating that the potential public interest benefits of the proposed transaction outweigh the potential public interest harms. We have reviewed the Applicants' initial public interest statement, as well as their responses to our requests for additional information and documents. In our competitive evaluation, we have carefully applied enhanced factor review, consistent with what was set out by the Commission in the *Mobile Spectrum Holdings Report and Order*.⁸⁴ After evaluating the likely competitive effects of AWN's increased aggregation of below-1-GHz spectrum in Alaska 2, and statewide, we find it is unlikely that rivals' costs would be raised to any significant extent, or that market expansion or new entry would be foreclosed, irrespective of other factors. Thus, we find that the likelihood of competitive harm is low. Moreover, we find that the record provides general support for the Applicants' contentions that the proposed transaction would likely result in some public interest benefits, such as improved access to, and quality of, wireless services, particularly in extremely sparsely populated areas in Alaska. We emphasize that while we find these benefits weigh in favor of approving this specific transaction, they may not be sufficient to support the approval of other proposed transactions with different underlying characteristics in the future. Based on the record before us and our competitive review, we find that the potential public interest benefits clearly outweigh any potential public interest harms. As a result, under our sliding scale approach, we find that consent to the proposed assignment would serve the public interest, convenience, and necessity.

VI. ORDERING CLAUSES

26. ACCORDINGLY, having reviewed the Application and the record in this proceeding, IT IS ORDERED that, pursuant to Sections 4(i) and (j), 303(r), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 303(r), 309, 310(d), the application for assignment of a license held by T-Mobile License LLC to The Alaska Wireless Network, LLC is GRANTED.

27. IT IS FURTHER ORDERED that this Order SHALL BE EFFECTIVE upon release. Petitions for reconsideration under Section 1.106 of the Commission's rules, 47 C.F.R. § 1.106, or applications for review under Section 1.115 of the Commission's rules, 47 C.F.R. § 1.115, may be filed within thirty days of the date of release of this Memorandum Opinion and Order.

⁸² Cf. *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6206, para. 179; see also *CNP-KanOkla Order* 31 FCC Rcd at 1337-38, para. 21; *Triangle-Verizon Wireless Order*, 31 FCC Rcd at 311, para. 22.

⁸³ Cf. *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6207, para. 180; see also *CNP-KanOkla Order* 31 FCC Rcd at 1337-38, para. 21; *Triangle-Verizon Wireless Order*, 31 FCC Rcd at 311, para. 22.

⁸⁴ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, paras. 286-87.

28. This action is taken under delegated authority pursuant to Sections 0.131 and 0.331 of the Commission's Rules, 47 C.F.R. §§ 0.131, 0.331.

FEDERAL COMMUNICATIONS COMMISSION

Jon Wilkins
Chief
Wireless Telecommunications Bureau