

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

In the Matter of
Applications of New Cingular Wireless PCS, LLC,
Bluegrass Cellular, Inc. and Bluegrass Wireless
LLC
For Consent To Assign Licenses
WT Docket No. 15-225

MEMORANDUM OPINION AND ORDER

Adopted: January 29, 2016

Released: January 29, 2016

By the Chief, Wireless Telecommunications Bureau:

I. INTRODUCTION

1. In this Memorandum Opinion and Order, we consider the applications of AT&T and Bluegrass for Commission consent to the assignment from Bluegrass to AT&T of four Lower 700 MHz B Block licenses and seven Lower 700 MHz C Block licenses covering eight local market areas in Indiana, Kentucky, and Tennessee. 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. In the proposed transaction, AT&T would increase its spectrum holdings, and in particular, would hold post-transaction more than one-third of the currently suitable and available below-1-GHz spectrum in seven of the eight local market areas. After carefully evaluating the likely competitive effects of AT&T's increased aggregation of below-1-GHz spectrum in the relevant local market areas, as well as the other factors ordinarily considered in a case-by-case review, we find that the likelihood of competitive harm is low. Further, we find some public interest benefits are likely to be realized, such as increased network quality and a better consumer experience. Based on the record before us and our competitive review, we find that the proposed assignment of licenses would serve the public interest, convenience, and necessity, and therefore we approve the proposed assignment.

II. BACKGROUND AND PUBLIC INTEREST FRAMEWORK

2. Description of the Applicants. AT&T Inc. (together with its indirect and wholly-owned subsidiary, New Cingular Wireless PCS, LLC, "AT&T"), headquartered in Dallas, Texas, is a communications holding company that ranks among the leading providers of telecommunications services in the United States. Bluegrass Wireless LLC and Bluegrass Cellular, Inc. (together, "Bluegrass," and

1 See 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 ¶¶ 282-88 (2014) ("Mobile Spectrum Holdings Report and Order"), recon. denied, Order on Reconsideration, 30 FCC Rcd 8635 (2015).

2 See AT&T Inc., SEC Form 10-K, at 1 (filed Feb. 20, 2015), available at http://www.sec.gov/Archives/edgar/data/732717/000073271715000016/ye14_10k.htm.

together with AT&T, the “Applicants”) are commonly owned entities providing wireless communications services.³

3. *Description of the Transaction.* On June 17, 2015, AT&T and Bluegrass filed the Applications⁴ pursuant to section 310(d) of the Communications Act of 1934, as amended (the “Act”),⁵ seeking Commission consent to assign four Lower 700 MHz B Block licenses and seven Lower 700 MHz C Block licenses.⁶ The subject licenses cover eight Cellular Market Areas (“CMAs”) in parts of Indiana, Kentucky, and Tennessee.⁷ In the instant transaction, AT&T would be assigned 12 megahertz to 24 megahertz of spectrum in 51 counties covering these eight CMAs.⁸ Post-transaction, AT&T would hold 103 megahertz to 165 megahertz of spectrum in total, including 43 to 55 megahertz of below-1-GHz spectrum, in these eight CMAs.⁹ In particular, AT&T would end up having an interest in more than one-third of the below-1-GHz spectrum in seven of the eight CMAs.¹⁰

4. *Standard of Review.* Pursuant to section 310(d) of the Act,¹¹ we must determine whether the Applicants have demonstrated that the proposed transaction would serve the public interest, convenience, and necessity.¹² In making this determination, we first assess whether the proposed

³ See Bluegrass Cellular, Inc. Form 602, File No. 0006520699, Ex. A (filed Oct. 28, 2014).

⁴ The Applicants filed two applications, one involving the assignment of licenses to New Cingular Wireless PCS, LLC from Bluegrass Cellular, Inc. (ULS File No. 0006842123, which has been designated the lead application) (“Application”), and the other involving the assignment of licenses to New Cingular Wireless PCS, LLC from Bluegrass Wireless LLC (ULS File No. 0006842124).

⁵ 47 U.S.C. § 310(d).

⁶ See Application, Exhibit 1 – Description of Transaction and Public Interest Statement (“Public Interest Statement”).

⁷ See Application, Exhibit 3 – Spectrum Aggregation. See also New Cingular Wireless PCS, LLC, Bluegrass Cellular, Inc., and Bluegrass Wireless LLC Seek FCC Consent to the Assignment of Four Lower 700 MHz B Block Licenses and Seven Lower 700 MHz licenses in Indiana, Kentucky, and Tennessee, WT Docket No. 15-225, *Public Notice*, 30 FCC Rcd 10814, 10814 (WTB 2015) (“*Accepted for Filing Public Notice*”).

⁸ See Application, Exhibit 3 – Spectrum Aggregation; *Accepted for Filing Public Notice*, 30 FCC Rcd at 10814. The eight CMAs are CMA 119 (Evansville, IN-KY); CMA 209 (Clarksville-Hopkinsville, TN-KY); CMA 293 (Owensboro, KY); CMA 409 (Indiana 7 – Owen); CMA 410 (Indiana 8 – Brown); CMA 444 (Kentucky 2 – Union); CMA 448 (Kentucky 6 – Madison); and CMA 449 (Kentucky 7 – Trimble). We note that Kentucky 6 – Madison was also implicated by a recently approved assignment. See Applications of AT&T Mobility Spectrum LLC and East Kentucky Network, LLC for Consent To Assign Licenses, WT Docket No. 15-79, *Memorandum Opinion and Order*, DA 16-106 (WTB rel. Jan. 29, 2016) (“*AT&T-East Kentucky Order*”).

⁹ See Application, Exhibit 3 – Spectrum Aggregation; *Accepted for Filing Public Notice*, 30 FCC Rcd at 10814.

¹⁰ See AT&T Application, Exhibit 3 – Spectrum Aggregation; *Accepted for Filing Public Notice*, 30 FCC Rcd at 10815. As set out in the docket, the Bureau accepted the Applications 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.

¹¹ 47 U.S.C. § 310(d).

¹² See, e.g., Application of AT&T Mobility Spectrum LLC and Consolidated Telephone Company for Consent To Assign Licenses, WT Docket No. 14-254, *Memorandum Opinion and Order*, 30 FCC Rcd 9797, 9799-9800 ¶ 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 Licenses and Authorizations, WT Docket No. 14-144, *Memorandum Opinion and Order*, 30 FCC Rcd 5107, 5111 ¶ 8 (2015) (“*AT&T-Plateau Wireless Order*”); Applications of AT&T Inc., Leap Wireless

(continued....)

transaction complies with the specific provisions of the Act,¹³ other applicable statutes, and the Commission's rules.¹⁴ 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.¹⁵ We then employ a balancing test weighing any potential public interest harms of the proposed transaction against any potential public interest benefits.¹⁶ The Applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, would serve the public interest.¹⁷

5. Our 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 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

6. *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 Bluegrass or AT&T, and in addition, AT&T previously and

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International, Inc., Cricket License Co., LLC and Leap Licenseco, Inc. for Consent To Transfer Control and Assign Licenses and Authorizations, WT Docket No. 13-193, *Memorandum Opinion and Order*, 29 FCC Rcd 2735, 2741-42 ¶ 13 (WTB, IB 2014) (“*AT&T-Leap Order*”).

¹³ 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 9799-9800 ¶ 6, n.18; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111 ¶ 8, n.27; *AT&T-Leap Order*, 29 FCC Rcd at 2741-42 ¶ 13, n.45.

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

¹⁵ *See id.*

¹⁶ *See id.*

¹⁷ *See id.*

¹⁸ *See, e.g., AT&T-Consolidated Order*, 30 FCC Rcd at 9800 ¶ 7; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111-12 ¶ 9; *AT&T-Leap Order*, 29 FCC Rcd at 2742-43 ¶ 15.

¹⁹ *See id.*

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

²¹ 47 U.S.C. § 309(e). *See also, e.g., AT&T-Consolidated Order*, 30 FCC Rcd at 9800 ¶ 7; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111-12 ¶ 9; *AT&T-Leap Order*, 29 FCC Rcd at 2743 ¶ 15; Application of EchoStar Communications Corp., General Motors Corp. and Hughes Electronics Corp., and EchoStar Communications Corp., CS Docket No. 01-348, *Hearing Designation Order*, 17 FCC Rcd 20559, 20574 ¶ 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, WT Docket No. 14-240, *Memorandum Opinion and Order*, 30 FCC Rcd 9899, 9902 ¶ 8 (WTB 2015) (“*USCC-McBride Order*”); *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5112 ¶ 10; *AT&T-Leap Order*, 29 FCC Rcd at 2744 ¶ 17.

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 Bluegrass or AT&T.²⁴

III. POTENTIAL PUBLIC INTEREST HARMS

7. *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 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 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

8. 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,³¹

²³ See, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9800 ¶ 8; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5112-13 ¶ 11; *AT&T-Leap Order*, 29 FCC Rcd at 2745 ¶ 19.

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 ¶ 12. See also *USCC-McBride Order*, 30 FCC Rcd at 9902-3 ¶ 9; *AT&T-Consolidated Order*, 30 FCC Rcd at 9800-1 ¶ 9; *AT&T-Leap Order*, 29 FCC Rcd at 2745 ¶ 20.

²⁶ See, e.g., *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5113 ¶ 12. See also *USCC-McBride Order*, 30 FCC Rcd at 9902-3 ¶ 9; *AT&T-Consolidated Order*, 30 FCC Rcd at 9800-1 ¶ 9; *AT&T-Leap Order*, 29 FCC Rcd at 2752 ¶ 39, 2753 ¶ 41, 2755-56 ¶ 47.

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

²⁸ See *id.*, 29 FCC Rcd at 6240 ¶¶ 286-88. See also, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9902-3 ¶ 9; *AT&T-Consolidated Order*, 30 FCC Rcd at 9800-1 ¶ 9; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5108 ¶ 2.

²⁹ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240 ¶ 286. 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. See *id.*, 29 FCC Rcd at 6240 ¶ 287. See also *Application of AT&T Mobility Spectrum LLC and Club 42CM Limited Partnership for Consent To Assign Licenses*, WT Docket No. 14-145, *Memorandum Opinion and Order*, 30 FCC Rcd 13055, 13057 ¶ 7, 13062 ¶ 15, 13072-3 ¶ 37, 13077-8 ¶ 48, 13078-9 ¶ 51 (2015) (“*AT&T-Club 42 Order*”). See also, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9903 n.31; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801 n.34; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5111 ¶ 8 n.31, 5113 ¶ 13, 5114 ¶ 15, 5123 ¶ 36 n.114, 5130 ¶ 56.

³⁰ See *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240 ¶ 286.

³¹ See *id.*, 29 FCC Rcd at 6164 ¶ 60.

and that the leading two nationwide service providers hold most of the low-band spectrum available today.³² 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.³³ 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.³⁴ 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.³⁵

A. Market Definitions

9. We begin our competitive analysis by determining the appropriate market definitions for the proposed transaction,³⁶ 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.

10. *Product and Geographic Markets.* Consistent with recent transaction orders, we find that the relevant product market is 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).³⁷ In addition, we find that the relevant geographic market is local.³⁸ The Applicants are seeking Commission approval of the proposed assignment of 12 megahertz to 24 megahertz of low-band spectrum that covers 51 counties in eight local markets, accounting for less than one percent of the population of the United States.

11. *Input Market for Spectrum and Market Participants.* For our analysis, we include the spectrum bands, or portions thereof, found in recent Commission orders as the input market.³⁹ Similarly, we apply recent Commission precedent and consider facilities-based entities providing mobile telephony/broadband services using cellular, PCS, SMR, 700 MHz, AWS-1, BRS, WCS, AWS-4,

³² See *id.*, 29 FCC Rcd at 6156-57 ¶ 46, 6162 ¶ 58, 6164 ¶ 60.

³³ See *id.*, 29 FCC Rcd at 6164 ¶ 60.

³⁴ See *id.*, 29 FCC Rcd at 6164-65 ¶¶ 60-61; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5113-14 ¶ 14. See also *USCC-McBride Order*, 30 FCC Rcd at 9903 ¶ 10; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801-2 ¶ 10.

³⁵ See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9903 ¶ 10; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801-2 ¶ 10; Applications of AT&T Mobility Spectrum LLC and KanOkla Telephone Association, WT Docket No. 14-199, *Memorandum Opinion and Order*, 30 FCC Rcd 8555, 8559-60 ¶ 10 (WTB 2015) ("*AT&T-KanOkla Order*").

³⁶ See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9904 ¶ 11; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5114-15 ¶ 16; *AT&T-Leap Order*, 29 FCC Rcd at 2746 ¶ 22.

³⁷ See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9904 ¶ 12; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5115-16 ¶ 18; *AT&T-Leap Order*, 29 FCC Rcd at 2746 ¶ 23.

³⁸ 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 ¶ 19. See also *USCC-McBride Order*, 30 FCC Rcd at 9904 n.40; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801-2 n.43; *AT&T-Leap Order*, 29 FCC Rcd at 2748 ¶ 27.

³⁹ See, e.g., *AT&T-Plateau Wireless*, 30 FCC Rcd at 5117 ¶ 22; *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6169-70 ¶¶ 70, 72. See also *USCC-McBride Order*, 30 FCC Rcd at 9904 ¶ 13; *AT&T-Consolidated Order*, 30 FCC Rcd at 9801-2 ¶ 13; *AT&T-Leap Order*, 29 FCC Rcd at 2749-50 ¶ 32.

H Block, EBS, and AWS-3 and 600 MHz spectrum (as both the latter become available) to be market participants.⁴⁰

B. Competitive Effects of the Proposed Transaction

12. *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.⁴¹ 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.⁴² 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.⁴³ 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*.⁴⁴

13. 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 total spectrum screen but in our review of the below-1-GHz spectrum holdings, we find that AT&T would hold more than one-third, or more than 45 megahertz, of the currently suitable and available below-1-GHz spectrum in seven of the eight CMAs involved in the proposed transaction: CMA 119 (Evansville, IN-KY); CMA 209 (Clarksville-Hopkinsville, TN-KY); CMA 293 (Owensboro, KY); CMA 410 (Indiana 8 – Brown); CMA 444 (Kentucky 2 – Union); CMA 448 (Kentucky 6 – Madison); and CMA 449 (Kentucky 7 – Trimble).⁴⁵ We therefore look more closely at the potential competitive effects that these proposed spectrum holdings may have.

14. *Record.* The Applicants argue that the proposed transaction would have no adverse competitive effects, as it would neither cause an overall aggregation of spectrum that would pose an

⁴⁰ See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9904 ¶ 13; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5117 ¶ 23; *AT&T-Leap Order*, 29 FCC Rcd at 2751 ¶ 35.

⁴¹ See, e.g., *AT&T-Club 42 Order*, 30 FCC Rcd at 13065-6 ¶ 23; *USCC-McBride Order*, 30 FCC Rcd at 9904-5 ¶ 15; *AT&T-KanOkla Order*, 30 FCC Rcd at 8561 ¶ 15; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5118 ¶ 24; *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240 ¶ 286. 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. See *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6156-57, 6240 ¶ 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 9904-5 n.45; *AT&T-KanOkla Order*, 30 FCC Rcd at 8561 n.48; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5121, 5123 ¶¶ 31, 35.

⁴² See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9904-5t ¶ 15; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5118 ¶ 24; *AT&T-Leap Order*, 29 FCC Rcd at 2753 ¶ 41 n.140.

⁴³ See, e.g., *AT&T-Club 42 Order*, 30 FCC Rcd at 13065-6 ¶ 23; *USCC-McBride Order*, 30 FCC Rcd at 9904-5 ¶ 15; *AT&T-Consolidated Order*, 30 FCC Rcd at 9803 ¶ 15; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5118 ¶ 24.

⁴⁴ See *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6233 ¶ 267, 6240 ¶¶ 286-88. See also, e.g., *AT&T-Club 42 Order*, 30 FCC Rcd at 13065-6 ¶ 23; *USCC-McBride Order*, 30 FCC Rcd at 9904-5 ¶ 15; *AT&T-KanOkla Order*, 30 FCC Rcd at 8561 ¶ 15; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5118 ¶ 24.

⁴⁵ AT&T would also acquire 12 megahertz of low-band spectrum in CMA 409 (Indiana 7 – Owen) to hold 43 megahertz of below-1-GHz spectrum post-transaction. In this CMA, we do not apply enhanced factor review, nor do we find any particular factor that would lead us to undertake further competitive review.

anticompetitive risk nor reduce competition in a meaningful way,⁴⁶ and that no subscriber transition issues are implicated as a result of the proposed transaction.⁴⁷ No petitions to deny or comments were received.

15. *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.⁴⁸

16. We begin our analysis with our review of the four non-rural markets:⁴⁹ Evansville, IN-KY, Clarksville-Hopkinsville, TN-KY, Owensboro, KY, and Kentucky 6 – Madison.⁵⁰ In all four CMAs, three nationwide service providers, AT&T, Sprint, and Verizon Wireless, each have a significant market share.⁵¹ In addition, T-Mobile has a significant market share in Clarksville-Hopkinsville, TN-KY, and some market presence in the other three non-rural markets.⁵² AT&T's post-transaction spectrum holdings would range from 125 megahertz to 145 megahertz, including 55 megahertz of below-1-GHz spectrum in each of the four CMAs. The other three nationwide providers' spectrum holdings range from 40 megahertz to 211 megahertz of spectrum across the four markets. With respect to below-1-GHz spectrum, in each of these four CMAs, Verizon Wireless holds 47 megahertz, and Sprint holds 14 megahertz. In addition, T-Mobile holds 12 megahertz of low-band spectrum in Evansville, IN-KY, and Owensboro, KY, while Cellular South holds 12 megahertz in Clarksville-Hopkinsville, TN-KY, and Cavalier Wireless holds 12 megahertz in Kentucky 6 – Madison.⁵³ In terms of population and land area

⁴⁶ See Public Interest Statement at 1. See also Response of AT&T to the General Information Request Dated October 5, 2015, WT Docket No. 15-225, at 16-17 (Oct. 19, 2015) ("AT&T Information Request Response").

⁴⁷ See Public Interest Statement at 6.

⁴⁸ 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 n.51; *AT&T-KanOkla Order*, 30 FCC Rcd at 8562 n.54; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5120 ¶ 29, n.98.

⁴⁹ 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. See *Facilitating the Provision of Spectrum-Based Services to Rural Areas and Promoting Opportunities for Rural Telephone Companies To Provide Spectrum Based Services*, WT Dockets No. 02-381, 01-14, 03-202, *Report and Order and Further Notice of Proposed Rulemaking*, 19 FCC Rcd 19078, 19087-88 ¶¶ 10-12 (2004).

⁵⁰ Evansville, IN-KY is a market of approximately 345,000 people, with a population density of 175 people per square mile; Clarksville-Hopkinsville, TN-KY is a market of approximately 246,000 people, with a population density of 195 people per square mile; Owensboro, KY is a market of approximately 97,000 people, with a population density of 209 people per square mile; and Kentucky 6 – Madison is a market of approximately 308,000 people, with a population density of 101 people per square mile.

⁵¹ AT&T's market share in each of Evansville, IN-KY, Clarksville-Hopkinsville, TN-KY, Owensboro, KY, and Kentucky 6 – Madison is approximately [REDACTED]%, respectively, while Sprint's market share is approximately [REDACTED]%, respectively, and Verizon Wireless's market share is approximately [REDACTED]%, respectively.

⁵² T-Mobile's market share in each of Evansville, IN-KY, Clarksville-Hopkinsville, TN-KY, Owensboro, KY and Kentucky 6 – Madison is approximately [REDACTED]%, respectively.

⁵³ In addition, DISH holds 6 megahertz of unpaired spectrum below 1 GHz and 50 megahertz of spectrum above 1 GHz in each of the four CMAs.

coverage,⁵⁴ all four nationwide service providers have significant 3G and LTE coverage in Evansville, IN-KY, Clarksville-Hopkinsville, TN-KY, and Owensboro, KY, while 3G and LTE coverage is somewhat more limited in Kentucky 6 – Madison.⁵⁵

⁵⁴ 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 n.54; *AT&T-KanOkla Order*, 30 FCC Rcd at 8562 n.59; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5121 n.102; *AT&T-Leap Order*, 29 FCC Rcd at 2770 n.279.

⁵⁵ In terms of their respective 3G networks, in each of Evansville, IN-KY, Clarksville-Hopkinsville, TN-KY, Owensboro, KY, and Kentucky 6 – Madison, AT&T covers approximately 100% of the population and the land area, while Verizon Wireless covers at least approximately 98% of the population, and at least approximately 90% of the land area, Sprint covers at least approximately 88% of the population (except approximately 70% in Kentucky 6 – Madison), and at least approximately 51% of the land area (except approximately 34% in Kentucky 6 – Madison), and T-Mobile covers at least approximately 89% of the population (except approximately 55% in Kentucky 6 – Madison), and at least approximately 67% of the land area (except approximately 28% in Kentucky 6 – Madison).

In terms of their respective LTE networks, in each of Evansville, IN-KY, Clarksville-Hopkinsville, TN-KY, Owensboro, KY, and Kentucky 6 – Madison, AT&T covers at least approximately 93% of the population, and at least approximately 78% of the land area, while Verizon Wireless covers at least approximately 97% of the population, and at least approximately 88% of the land area, Sprint covers at least approximately 88% of the population (except approximately 57% in Kentucky 6 – Madison), and at least approximately 50% of the land area (except approximately 24% in Kentucky 6 – Madison), and T-Mobile covers at least approximately 81% of the population (except approximately 52% in Kentucky 6 – Madison), and at least approximately 57% of the land area (except approximately 24% in Kentucky 6 – Madison).

17. We find, notwithstanding the fact that AT&T would hold, as a result of the proposed transaction, more than one-third of the below-1-GHz spectrum in these four local non-rural markets, that the likelihood of competitive harm is low, after evaluating the particular factors ordinarily considered.⁵⁶ In each of these four non-rural markets, in addition to AT&T, Sprint and Verizon Wireless each have a significant market share. Further, T-Mobile has a significant market share in Clarksville-Hopkinsville, TN-KY, as well as some market presence in the other three markets. Moreover, while population and land area coverage is somewhat more limited in Kentucky 6 – Madison, the three other nationwide service providers, in addition to AT&T, all have significant 3G and LTE population and land area coverage in the three other markets. We further note that Bluegrass is neither a significant mobile service provider in terms of market share nor does it cover a significant percentage of the population or the land area in these four non-rural CMAs. We also note that 26 megahertz of paired low-band spectrum in these markets remains held by parties other than the leading two nationwide service providers. In addition, other entities were actively solicited with respect to this business opportunity, so they had the opportunity to acquire this low-band spectrum on the secondary market.⁵⁷ We find that the acquisition of this spectrum by AT&T is unlikely to foreclose rival service providers from entering or expanding in these markets, and is unlikely to raise rivals' costs. We find therefore that the proposed transaction is unlikely to materially lessen the ability of rival service providers to respond to any anticompetitive behavior on the part of AT&T in these four local markets.

18. We next turn to our review of the three rural CMAs implicated by the proposed transaction: Indiana 8 – Brown, Kentucky 2 – Union, and Kentucky 7 – Trimble.⁵⁸ In both Indiana 8 – Brown and Kentucky 7 – Trimble, there are three service providers, AT&T, Sprint and Verizon Wireless, with a significant market share, while T-Mobile has some market presence in Kentucky 7 – Trimble; and in Kentucky 2 – Union, AT&T and Verizon Wireless have a significant market share, while Sprint has some market presence.⁵⁹ AT&T's post-transaction spectrum holdings would range from 125 to 165 megahertz, including 55 megahertz of below-1-GHz spectrum in each of these three rural CMAs. The other three nationwide providers' spectrum holdings range from 40 to 221 megahertz of spectrum across the three markets. With respect to below-1-GHz spectrum, in each of these three CMAs, Verizon Wireless holds 47 megahertz, and Sprint holds 14 megahertz. In addition, in Indiana 8 – Brown, T-Mobile holds 12 megahertz of low-band spectrum covering approximately 72 percent of the market's population, while in Kentucky 2 – Union, it holds 12 megahertz of low-band spectrum covering approximately 89 percent of the market's population, and in Kentucky 7 – Trimble, it holds 12 megahertz of low-band spectrum covering approximately 24 percent of that market's population. Further, in Indiana 8 – Brown, Cavalier Wireless holds 12 megahertz of low-band spectrum covering approximately 28 percent of the population, and in Kentucky 7 – Trimble, it holds 12 megahertz covering approximately 76 percent of the

⁵⁶ See ¶ 15 *supra*. See also, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9906-7 ¶¶ 19, 21; *AT&T-KanOkla Order*, 30 FCC Rcd at 8563 ¶ 19; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5123 ¶ 36.

⁵⁷ Bluegrass states that on February 17, 2015, it retained Alpina Capital, LLC to invite proposals for sale of the transaction licenses, five broadband PCS licenses, and network assets outside of the Company's core markets. On February 26, 2015, the following companies were approached by Alpina: [REDACTED]. See Bluegrass Information Request Response at 4-5. See also *AT&T-Club 42 Order*, 30 FCC Rcd at 13073-4 ¶ 38.

⁵⁸ Indiana 8 – Brown is a market of approximately 279,000 people, with a population density of 82 people per square mile, while Kentucky 2 – Union is a market of approximately 130,000 people, with a population density of 45 people per square mile, and Kentucky 7 – Trimble is a market of approximately 204,000 people, with a population density of 83 people per square mile.

⁵⁹ AT&T's market share in each of Indiana 8 – Brown, Kentucky 2 – Union, and Kentucky 7 – Trimble, is approximately [REDACTED]%, respectively, while Sprint's market share is approximately [REDACTED]%, respectively, and Verizon Wireless's market share is approximately [REDACTED]%, respectively. T-Mobile has some market presence in Kentucky 7 – Trimble, with a market share of approximately [REDACTED]%, while it has a de minimis market share of [REDACTED]% in Indiana 8 – Brown and Kentucky 2 – Union, respectively.

population. In Kentucky 2 – Union, Cellular South holds 12 megahertz of low-band spectrum covering approximately 11 percent of the population.⁶⁰ In terms of population and land area coverage, AT&T and Verizon Wireless have significant 3G and LTE coverage in all three rural markets, while Sprint has significant LTE population coverage in Kentucky 7 – Trimble.⁶¹ While neither Sprint nor T-Mobile have significant 3G or LTE population and land area coverage otherwise in these three rural markets, both service providers cover at least 50 percent of the population with 3G and with LTE in all three rural markets.⁶²

19. We find, notwithstanding the fact that AT&T would hold, as a result of the proposed transaction, more than one-third of the below-1-GHz spectrum in these three local rural markets, that the likelihood of competitive harm in Indiana 8 – Brown, Kentucky 2 – Union, and Kentucky 7 – Trimble is low, after evaluating the particular factors ordinarily considered.⁶³ In addition to AT&T, Verizon Wireless has a significant market share in all three rural markets, and Sprint has a significant market share in Indiana 8 – Brown and Kentucky 7 – Trimble, with some market presence in Kentucky 2 – Union. Further, T-Mobile has some market presence in Kentucky 7 – Trimble. Moreover, in addition to AT&T, Verizon Wireless has significant 3G and LTE population and land area coverage, and while Sprint's and T-Mobile's 3G and LTE coverage is considerably more limited, both cover at least 50 percent of the population in each of the three markets. It is likely therefore that given their capacity and current network deployment, both service providers could enter the market on a timely basis in response to any anticompetitive behavior on the part of AT&T. We further note that Bluegrass is neither a significant service provider in terms of market share nor does it cover a significant percentage of the population or the land area in these three rural CMAs. We also note that 26 megahertz of paired low-band spectrum in these markets remains held by parties other than the leading two nationwide service providers. Further, and as noted above, other entities had the opportunity to acquire this low-band spectrum on the secondary market. We find that the acquisition of this spectrum by AT&T is unlikely to foreclose rival service providers from entering or expanding in these markets, and is unlikely to raise rival service providers' costs. We find therefore that the proposed transaction is unlikely to materially lessen the ability of rival service providers to effectively respond to any anticompetitive behavior on the part of AT&T in these three rural markets.

⁶⁰ In addition, in each of the three CMAs, DISH holds 6 megahertz of unpaired spectrum below 1 GHz, and 50 megahertz of spectrum above 1 GHz.

⁶¹ In terms of their respective 3G networks, in each of Indiana 8 – Brown, Kentucky 2 – Union, and Kentucky 7 – Trimble, AT&T covers approximately 100% of the population and the land area, while Verizon Wireless covers at least approximately 99% of the population, and at least approximately 95% of the land area. In terms of their respective LTE networks, in each of Indiana 8 – Brown, Kentucky 2 – Union, and Kentucky 7 – Trimble, AT&T covers at least approximately 93% of the population, and at least approximately 81% of the land area, while Verizon Wireless covers at least approximately 98% of the population, and at least approximately 93% of the land area.

⁶² In terms of their respective 3G networks, in each of Indiana 8 – Brown, Kentucky 2 – Union, and Kentucky 7 – Trimble, Sprint covers at least approximately 54% of the population and at least approximately 26% of the land area, while T-Mobile covers at least approximately 62% of the population, and at least approximately 37% of the land area. In terms of their respective LTE networks, in each of Indiana 8 – Brown, Kentucky 2 – Union, and Kentucky 7 – Trimble, Sprint covers at least approximately 50% of the population, and at least approximately 26% of the land area, while T-Mobile covers at least approximately 57% of the population, and at least approximately 29% of the land area.

⁶³ See ¶ 15 *supra*. See also, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9906 ¶ 19, 9907 ¶ 21; *AT&T-KanOkla Order*, 30 FCC Rcd at 8563 ¶ 19; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5123 ¶ 36.

IV. POTENTIAL PUBLIC INTEREST BENEFITS

20. We next consider whether the proposed transaction is likely to generate verifiable, transaction-specific public interest benefits.⁶⁴ The Commission applies several criteria in deciding whether a claimed benefit should be considered and weighed against potential harms,⁶⁵ and applies a “sliding scale approach” to evaluating benefit claims.⁶⁶ 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.”⁶⁷ Conversely, where potential harms appear less likely and less substantial, as is the case here, we will accept a lesser showing to approve the proposed transaction.⁶⁸

21. *Potential Benefits.* The Applicants assert, in their detailed demonstration of the claimed benefits, that AT&T’s proposed acquisition of spectrum would result in a more robust LTE network that would improve spectral efficiency, increase network capacity, and enable AT&T to offer faster, higher quality services to its customers.⁶⁹ AT&T says that it will use this Lower 700 MHz spectrum to improve the quality of service for subscribers in these markets and to respond to subscribers’ considerable demand for LTE services.⁷⁰ Specifically, the Applicants assert that the additional spectrum would enable AT&T to increase its system capacity to enhance and extend its existing services.⁷¹ According to the Applicants, the proposed transfer of this Lower 700 MHz B and C Block spectrum would allow AT&T to support a 10×10 megahertz LTE deployment.⁷² AT&T asserts that the capacity of a 10×10 megahertz block is greater than the total capacity of two separate 5×5 megahertz blocks,⁷³ and contends that the wider bandwidth results in noticeably better performance for users than a deployment using two 5×5 megahertz blocks.⁷⁴ In the Clarksville-Hopkinsville, TN-KY, Owensboro, KY, Kentucky 2 – Union, and Kentucky 6 – Madison CMAs, AT&T says that it will be able to launch a LTE deployment that is consistent with that in adjacent markets, promoting efficiency and service quality for consumers moving throughout the region.⁷⁵ AT&T maintains that customers using Lower 700 MHz LTE services will see a substantial

⁶⁴ See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9907-8 ¶ 22; *AT&T-Consolidated Order*, 30 FCC Rcd at 9805 ¶ 20; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5126 ¶ 43; *AT&T-Leap Order*, 29 FCC Rcd at 2792-93 ¶ 130.

⁶⁵ See ¶ 7 *supra*. See also, e.g., *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5126-27 ¶ 44. See also, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9907-8 ¶ 22; *AT&T-Consolidated Order*, 30 FCC Rcd at 9805 ¶ 20; *AT&T-Leap Order*, 29 FCC Rcd at 2793-94 ¶ 132.

⁶⁶ See *id.*

⁶⁷ See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9907-8 ¶ 22; *AT&T-Consolidated Order*, 30 FCC Rcd at 9805 ¶ 20; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5126-27 ¶ 44.

⁶⁸ See, e.g., *USCC-McBride Order*, 30 FCC Rcd at 9907-8 ¶ 22; *AT&T-Consolidated Order*, 30 FCC Rcd at 9805 ¶ 20; *AT&T-KanOkla Order*, 30 FCC Rcd at 8563 ¶ 20.

⁶⁹ See Public Interest Statement at 3-4. See also AT&T Information Request Response at 6-8.

⁷⁰ See AT&T Information Request Response at 6.

⁷¹ See Public Interest Statement at 3-4. See also AT&T Information Request Response at 6-8.

⁷² See Public Interest Statement at 3-4. See also AT&T Information Request Response at 8-10.

⁷³ See AT&T Information Request Response at 8-11. AT&T asserts that the 10 megahertz block would have approximately 10% more capacity than two 5 megahertz blocks. See *id.* at 7.

⁷⁴ See AT&T Information Request Response at 6-7. AT&T cites the 10×10 megahertz LTE’s deployment’s greater trunking and signaling efficiencies, maintaining that these improvements result in higher system capacity, greater spectral efficiency, and better user throughput than is possible over two separate 5×5 megahertz blocks. See AT&T Information Request Response at 10-11. See also AT&T Exhibits ATT-BG000042-ATT-BG000055.

⁷⁵ See AT&T Information Request Response at 12.

benefit in terms of speed and throughput.⁷⁶

22. *Evaluation.* We have reviewed the detailed assertions of the Applicants regarding the benefits they allege would result from the proposed transaction, as well as their detailed responses to our requests for additional information and documents. The record provides general support for the Applicants' contentions that the proposed transaction would result in some public interest benefits post-transaction. Specifically, we anticipate that through the acquisition of this Lower 700 MHz spectrum, AT&T would be able to deploy a more robust LTE network in a relatively short period of time in those markets where it already holds paired Lower 700 MHz spectrum.⁷⁷ As we found in the *AT&T-Plateau Wireless Order* and the *AT&T-Club 42 Order*, customers are likely to benefit in the immediate future from access to improved LTE performance and a more robust network as a result of the instant transaction.⁷⁸ For those markets where AT&T does not already hold Lower 700 MHz spectrum, the benefits would occur approximately one year after closing.⁷⁹

V. BALANCING THE POTENTIAL BENEFITS AND THE POTENTIAL HARMS

23. We have reviewed the Applicants' initial claims, as well as their responses to our requests for additional information and documents. After carefully evaluating the likely competitive effects of AT&T's increased aggregation of below-1-GHz spectrum, we find that the ability of rival service providers to offer a competitive response to any anticompetitive behavior on the part of AT&T is unlikely to be materially lessened in the seven local market areas of Indiana, Kentucky, and Tennessee to which we applied enhanced factor review. Further, we find that the record provides general support for the Applicants' claims of potential public interest benefits. Therefore, under our sliding scale approach, we find that the likelihood of harm is low and the potential public interest benefits outweigh any potential public interest harms. As a result, based on the record before us and our competitive review, we find that grant of the proposed transfer of spectrum would serve the public interest, convenience, and necessity.

VI. ORDERING CLAUSES

24. ACCORDINGLY, having reviewed the Applications 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 applications for assignment of licenses held by Bluegrass Cellular, Inc. and Bluegrass Wireless LLC to New Cingular Wireless PCS, LLC are GRANTED.

25. 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.

26. 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.

⁷⁶ See AT&T Information Request Response at 8.

⁷⁷ For the timeline for deployment, AT&T states that where it has already deployed LTE on its Lower 700 MHz C Block spectrum, it expects to deploy the Lower 700 MHz B Block spectrum within 60 to 90 days after the transfer takes effect. See AT&T Information Request Response at 11.

⁷⁸ See *AT&T-Club 42 Order*, 30 FCC Rcd at 13076-7 ¶¶ 46-47; *AT&T-Plateau Wireless Order*, 30 FCC Rcd at 5129 ¶ 53. See also, e.g., *AT&T-Consolidated Order*, 30 FCC Rcd at 9805-6 ¶ 22; *AT&T-KanOkla Order*, 30 FCC Rcd at 8564 ¶ 22.

⁷⁹ In Clarksville-Hopkinsville, TN-KY, Kentucky 2 – Union, and Kentucky 6 – Madison, AT&T states that it currently has no paired Lower 700 MHz spectrum, and it expects to deploy the Lower 700 MHz B and C Block spectrum within 12 to 15 months after closing. See AT&T Information Request Response at 11.

FEDERAL COMMUNICATIONS COMMISSION

Roger C. Sherman
Chief
Wireless Telecommunications Bureau