

affected CMAs since (1) there are numerous competitors offering comparable service in each CMA; (2) AT&T's offerings are not a close substitute for ALLTEL's offerings; and (3) existing and new competitors can take customers away from AT&T post-transaction if it attempts to act unilaterally.

a. Numerous Competitors Offer Comparable Service in All Areas Affected by the Transaction

A sufficient number of competitors operate and provide service in every CMA affected by the transaction to guard against unilateral exercise of market power.

In the CMAs where both AT&T and ALLTEL operate, most of the national wireless carriers compete for customers and in the majority of those CMAs there are other regional wireless competitors as well. AT&T's acquisition of ALLTEL's (and RCC's and Verizon Wireless', where applicable) licenses and operating businesses will maintain and even increase the current level of competitive vigor in each area. This is especially true because existing competitors face no barriers to expansion in these CMAs due to spectrum availability. In each CMA where AT&T and ALLTEL both operate today, their existing rivals have access to enough spectrum to compete effectively and to expand their service in the event of a unilateral price increase.⁸⁰

⁸⁰ The Commission has recognized the significance of spectrum availability in a market-by-market analysis of competition. See, e.g., *In re Union Tel. Co., Cellco P'ship d/b/a Verizon Wireless Applications for 700 MHz Band Licenses, Auction No. 73*, File No. 0003371176, Memorandum Opinion and Order, FCC 08-257, ¶ 18 (rel. Nov. 13, 2008) (factors to be considered in assessment of market conditions include "(1) the total spectrum available for mobile telephony use; (2) the particular applicant's portion of available spectrum; (3) licensees in the market and their spectrum holdings; (4) licensees currently providing service in the market; (5) whether current service providers, who may be capacity constrained in the near-term, can access additional spectrum in the market either through auction or on the secondary market; and (6) licensees currently holding spectrum that could enter the market to provide service."); see also *AT&T Mobility/Aloha Order* at 2237, ¶ 12.

Given the existing spectrum available to current and potential competitors, and the new spectrum the Commission has licensed, there is no concern that AT&T will have so much spectrum post-transaction in any area that effective competition in next-generation services will not emerge.

b. AT&T and ALLTEL Are Not Close Substitutes

Unilateral effects also are unlikely because the services of ALLTEL and AT&T are not especially close substitutes. The Commission previously has recognized that wireless carriers are differentiated along such dimensions as quality, coverage and plan features.⁸¹ If customers consider the parties involved in the transaction “to be more distant substitutes for one another in the spectrum of differentiated choices available, or if there are multiple choices available to customers that they view as similarly close substitutes for one another, then anticompetitive unilateral effects may be less likely to occur or may be less significant.”⁸² That is the case here.

The Commission has acknowledged that “national mobile providers are closer substitutes for one another than they are for the regional carriers,” as they tend to offer only nationwide plans.⁸³ Furthermore, additional handset, plan and service choices and a vastly larger home network of coverage will be made available to ALLTEL customers in the affected CMAs as a result of the transaction. Consumers who most value these offerings today have looked to AT&T and other national carriers and not to ALLTEL.

Of equal importance, even if, contrary to the facts, customers viewed AT&T and ALLTEL as especially close substitutes, there are no barriers to other carriers repositioning their

⁸¹ *Cingular/AT&T Wireless Order* at 21,572-73, ¶ 123.

⁸² *Id.* at 21,571, ¶ 117.

⁸³ *Id.* at 21,575, ¶ 132.

product and service offerings to replace whatever competition is lost. Moreover, there are no practical constraints to expansion into affected CMAs by established carriers who do not operate there today. Customers can and do switch, spectrum is generally available, and distribution can be established and expanded without large capital investments.⁸⁴

c. Competitors and New Entrants Can Rapidly Win Customers from Incumbents

Another reason unilateral anticompetitive effects are unlikely is, as the Commission has acknowledged, the ease with which customers of the post-transaction carrier could switch to rival carriers in the event of a unilateral price increase.⁸⁵ The significant customer churn in the wireless industry indicates that carriers have little ability to retain their customers if they are not providing competitive pricing, service and features.⁸⁶ Also, the Commission's most recent CMRS Competition report noted that the "introduction and spread of pro-rated ETFs [early termination fees] will lower the barrier to consumer switching ability compared to a flat rate by progressively reducing the fee customers pay for canceling their service early."⁸⁷ In addition, the recent introduction of a month-to-month agreement by one nationwide carrier that allows customers to terminate their agreement at the end of any month without paying an early termination fee and the emergence of a "nascent secondary market for mobile phone contracts"

⁸⁴ For example, in addition to company-owned retail stores, ALLTEL distributes its products and services through its web store, phone store and independent dealers such as national/regional retail chains. ALLTEL 10-K at 6-7.

⁸⁵ See, e.g., *Cingular/AT&T Wireless Order* at 21,575, ¶ 132.

⁸⁶ *Thirteenth Annual CMRS Report* ¶ 181; *Twelfth Annual CMRS Report* at 2319, ¶ 188; *Eleventh Annual CMRS Report* at 10,950, ¶ 4 ("Consumers continue to pressure carriers to compete on price and other terms and conditions of service by freely switching providers in response to differences in the cost and quality of service.").

⁸⁷ *Thirteenth Annual CMRS Report* ¶ 185 (noting that "three of the four nationwide providers have already implemented various new policies to pro-rate ETFs and the remaining provider has confirmed that it plans to implement a new pro-rated ETF policy before the end of 2008").

may also facilitate consumers' ability to switch carriers.⁸⁸ Thus, AT&T could not unilaterally increase price post-transaction without losing customers to other wireless competitors offering comparable service.

2. Coordinated Effects Are Unlikely

This transaction also will not result in coordinated anticompetitive effects. As explained above, in the majority of the affected CMAs, there will be no change in the number of competitors, and in the remainder, the transaction will make for a stronger facilities-based competitor. Thus, there is no increased possibility of coordinated effects as a result of the transaction. Indeed, the differentiation between AT&T, a GSM provider, and other competitors using CDMA technology (such as Sprint, Verizon Wireless, Leap and MetroPCS) is greater than it was with ALLTEL, which, as explained below, further reduces any likelihood of coordinated effects, to the extent this transaction has any impact at all.

Anticompetitive coordination between AT&T and its competitors as a result of this transaction is unlikely because, as discussed above, other competitors in the 79 CMAs possess excess capacity which they could readily use to increase their output of wireless services in order to take advantage of the increased demand that would result if carriers attempted to elevate prices through tacit or explicit coordination.⁸⁹

Other factors that make coordination unlikely between AT&T and Verizon Wireless (or between AT&T and another carrier) include the following:

- Product heterogeneity. Competition among wireless carriers takes a variety of different forms. Carriers compete not only on the basis of rate plan pricing, but

⁸⁸ *Id.* ¶¶ 185-86.

⁸⁹ See also *Cingular/AT&T Wireless Order* at 21,576, ¶ 135 (“[I]t will generally be feasible for firms to add customers quickly because excess capacity is often available and because non-trivial increases in the capacity to serve customers can be realized rapidly.”).

also on plan features, handset offerings and pricing, unique content offerings and service quality, among other things.⁹⁰ The Commission has previously found that coordination is more difficult where products are diverse.⁹¹

- Deviating from the terms of a hypothetical cartel would be easy to accomplish and difficult to detect. It also would be difficult for rivals to punish. For example, facilities-based competitors could deviate from a coordinated pricing or market division-type agreement among carriers by selling cheaply to a reseller, or by signing roaming agreements. Each of those approaches would have the effect of increasing the carrier's output – the minutes of use that customers enjoy on their networks – without changing the prices or terms of service on their own plans. Increases in output exert downward pressure on prices.⁹²
- Uncertainty of future demand. In the wireless industry, in which there is rapid technological change and rollout of new services, including mobile broadband, mobile video, Wi-Fi, WiMAX, and others, there is likely to be uncertainty about future levels of demand for any given service. Coordination may be more difficult in a market with relatively frequent demand or cost fluctuations among firms.⁹³

In light of all these conditions in the marketplace, there is no reason for concern that the acquisition of ALLTEL's (and RCC's and Verizon Wireless', where applicable) licenses and operating businesses in 79 CMAs by AT&T would result in coordinated effects between AT&T

⁹⁰ *Thirteenth Annual CMRS Report* ¶¶ 1, 111-122 (observing “independent pricing behavior, in the form of continued experimentation with varying pricing levels and structures, for varying service packages, with various handsets and policies on handset pricing,” discussing national rate pricing plans, family plans, unlimited national flat-rate calling plans, prorating early termination fees, month-to-month contracts, prepaid service plans, and content offerings such as text, photo, and video messaging, web browsing, and other cell phone content). *See id.* ¶ 111 (national pricing plans, free long distance and roaming, family plans, handset pricing, and “on-net” mobile-to-mobile options), ¶ 112 (unlimited national flat-rate calling plans), ¶¶ 113-14 (prorating early termination fees), ¶ 115 (month-to-month contracts), ¶¶ 116-18 (prepaid service plans), ¶¶ 119-22 (mobile data pricing and content offerings). *See also id.* ¶ 125 (noting “[s]ervice providers in the mobile telecommunications market also compete on many more dimensions other than price, including non-price characteristics such as coverage, call quality, data speeds, and mobile data content.”).

⁹¹ *Cingular/AT&T Wireless Order* at 21,582, ¶ 156; *see also Denali/Alaska DigiTel Order* at 14,893, ¶ 68 n.206; *Midwest Wireless Order* at 11,549, ¶ 46 n.173; *Sprint/Nextel Order* at 13,997, ¶ 75; U.S. Dep't of Justice, *Voice, Video and Broadband: The Changing Competitive Landscape and Its Impact on Consumers* 31 n.155 (Nov. 2008).

⁹² *See Thirteenth Annual CMRS Report* ¶ 110.

⁹³ Dep't. of Justice & Fed. Trade Comm'n, *Horizontal Merger Guidelines* § 2.12 (1992, *am.* 1997), available at <http://www.ftc.gov/bc/docs/horizmer.htm>.

and other competing carriers, whether tacit or explicit. It would be too difficult to coordinate, too easy to deviate from the terms agreed upon by a hypothetical cartel, and too hard to punish such deviation, and the profits of such “cheating” would simply be too great for coordination to be sustained.

VII. RELATED GOVERNMENTAL FILINGS

The Department of Justice will conduct its own review of the proposed divestitures to AT&T, upon consultation with the Attorneys General of the states who are co-plaintiffs with the Department, pursuant to the Final Judgment and Modified Final Judgments,⁹⁴ and AT&T’s acquisition of the divested businesses in the five CMAs where the Commission required divestitures that were not required by the Final Judgment pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976⁹⁵ and the rules promulgated thereunder. The Applicants are submitting a pre-merger notification form and an associated documentary appendix to the Department and the Federal Trade Commission, and they fully expect that this review will confirm that the overall transaction is in the public interest and not anticompetitive. Finally, there will be a filing or informational filing in several states.

VIII. MISCELLANEOUS REGULATORY ISSUES

In addition to seeking the Commission’s approval of the assignments and transfer of control of the authorizations and spectrum leases covered in these Applications, the Applicants also request approval for the additional authorizations described below.

⁹⁴ See *supra* note 2.

⁹⁵ 15 U.S.C. § 18a.

A. After-Acquired Authorizations

While the list of call signs and file numbers referenced in each application or notification is intended to be complete and to include all of the licenses, authorizations and spectrum leases held by the respective licensees or lessees that are subject to the transaction, Verizon Wireless licensees or lessees may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities which may be granted or may enter into new spectrum leases before the Commission takes action on these Applications. Accordingly, the Applicants request that any Commission approval of the Applications filed for this transaction include authority for AT&T to acquire control of, with respect to the 79 CMAs implicated by this transaction: (1) any authorization issued to the respective licensees/transferees during the pendency of the transaction and the period required for consummation of the transaction; (2) any construction permits held by the respective licensees/transferees that mature into licenses after closing; (3) any applications or lease notifications that are pending at the time of consummation; and (4) any leases of spectrum into which Verizon Wireless subsidiaries enter as lessees during the pendency of the transaction and the period required for consummation of the transaction. Such action would be consistent with prior decisions of the Commission.⁹⁶ Moreover, the parties request that Commission approval include any authorizations or leases that the parties agree may have been inadvertently omitted.

⁹⁶ See, e.g., *SBC/AT&T Order* at 18,392, ¶ 212; *Cingular/AT&T Wireless Order* at 21,626, ¶ 275; *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from S. New Eng. Telecoms. Corp. to SBC Commc 'ns, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd. 21,292, 21,317, ¶ 49 (1998); *In re Applications of NYNEX Corp. and Bell Atl. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd. 19,985, 20,097-98, ¶¶ 246-56 (1997); *In re Applications of Pac. Telesis Group and SBC Commc 'ns, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd. 2624, 2665, ¶ 93 (1997); *In re Applications of Craig O. McCaw and Am. Tel. & Tel. Co.*, Memorandum Opinion and Order, 9 FCC Rcd. 5836, 5909, ¶ 137 n.300 (1994), *aff'd sub nom. SBC Commc 'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd. 11,786 (1995).

B. Trafficking

To the extent any authorizations for unconstructed systems are covered by this transaction, these authorizations are merely incidental, with no separate payment being made for any individual authorization or facility. Accordingly, there is no reason to review the transaction from a trafficking perspective.⁹⁷

C. Blanket Exemption to Cut-Off Rules

Pursuant to Sections 1.927(h), 1.929(a)(2) and 1.933(b) of the Commission's Rules,⁹⁸ to the extent necessary,⁹⁹ the Applicants request a blanket exemption from any applicable cut-off rules in cases where the licensees in this transaction file amendments to pending applications in order to reflect consummation of the proposed transaction. This exemption is requested to prevent amendments to pending applications that report the change in ultimate ownership of the licenses involved in these Applications from being treated as major amendments. The nature of the proposed transaction demonstrates that the ownership changes would not be made for the acquisition of any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of this request would be consistent

⁹⁷ See 47 C.F.R. § 1.948(i) (noting that the Commission *may* request additional information regarding trafficking if it appears that a transaction involves unconstructed authorizations that were obtained for the principal purpose of speculation); *id.* § 101.55(c)-(d) (permitting transfers of unconstructed microwave facilities that are "incidental to a sale of other facilities or merger of interests").

⁹⁸ 47 C.F.R. §§ 1.927(h), 1.929(a)(2), 1.933(b).

⁹⁹ With respect to cut-off rules under Sections 1.927(h) and 1.929(a)(2), the Commission previously has found that the public notice announcing the transaction will provide adequate notice to the public with respect to the licenses involved, including for any license modifications pending. In such cases, it determined that a blanket exemption of the cut-off rules was unnecessary. See *Applications of Ameritech Corp. and GTE Consumer Services Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd. 6667, 6668 ¶ 2 n.6 (WTB 1999); *In re Applications of Comcast Cellular Holdings, Co. and SBC Communications Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 10,604, 10,605, ¶ 2 n.3 (WTB 1999).

with prior Commission decisions that routinely granted a blanket exemption in cases involving multiple-license transactions, such as this one.¹⁰⁰

D. Unjust Enrichment

None of the authorizations at issue in this transaction was obtained pursuant to set-asides or bidding credits for designated entities. The unjust enrichment provisions of the Commission's auction rules¹⁰¹ thus do not apply.

AWS license WQGA717, a portion of which is being assigned to AT&T in this transaction, was acquired through competitive bidding in November 2006. Given that the transaction will likely close more than three years after the acquisition of this license, and that the partial assignment of the license is occurring as a result of a federal government directive and is clearly only a very small part of a larger transaction, concerns regarding the consideration paid for the assignment of this license similarly would not appear to apply. This is especially the case inasmuch as the overall purchase price for the deal is public and has not been allocated per license.

E. Environmental Impact

As required by Section 1.923(e) of the Commission's rules,¹⁰² the Applicants state that the transfers of control, assignments and *de factor* transfer lease of licenses involved in these transactions will not have a significant environmental effect, as defined by Section 1.1307 of the

¹⁰⁰ See, e.g. *In re Applications of PacifiCorp Holdings, Inc., and Century Tel. Enters., Inc. for Consent to Transfer Control of Pacific Telecom, Inc., a Subsidiary of PacifiCorp Holdings, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd. 8891, 8915-16, ¶ 47 (1997); *NYNEX/Bell Atlantic Order* ¶ 234; *McCaw/AT&T Order* ¶ 137 n.300.

¹⁰¹ *Id.* § 1.2111(b) - (d).

¹⁰² 47 C.F.R. § 1.923(e).

Commission's rules.¹⁰³ A transfer of control, assignment or lease of licenses does not involve any engineering changes and, therefore, cannot have a significant environmental impact.

F. Ownership of License Entities

The entity being assigned licenses as a result of this transaction, ADC, will be a wholly owned subsidiary of AT&T. Therefore, ADC is entitled to rely on the FCC Form 602 ownership reports filed by AT&T.

IX. CONCLUSION

For the foregoing reasons, the Commission should conclude that the assignments and transfer described herein serve the public interest, convenience and necessity, and the Commission should expeditiously and unconditionally grant these Applications and approve the divestitures to AT&T pursuant to the *Verizon/ALLTEL Order*.¹⁰⁴

¹⁰³ *Id.* § 1.1307.

¹⁰⁴ *Verizon/ALLTEL Order* ¶¶ 157, 159.

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
181	Muskegon, MI	Muskegon	Michigan	97	25	122	145
181	Muskegon, MI	Oceana	Michigan	97	25	122	145
221	Fargo-Moorehead, ND-MN	Clay	Minnesota	0	35	35	95
221	Fargo-Moorehead, ND-MN	Cass	North Dakota	0	35	35	95
246	Dothan, AL	Dale	Alabama	10	35	45	115
246	Dothan, AL	Houston	Alabama	10	35	45	145
253	Sioux City, IA-NE	Woodbury	Iowa	10	40	50	125
253	Sioux City, IA-NE	Dakota	Nebraska	30	40	70	125
262	Danville, VA	Danville	Virginia	62	25	87	145
262	Danville, VA	Pittsylvania	Virginia	62	25	87	145
267	Sioux Falls, SD	Minnehaha	South Dakota	10	45	55	95
268	Billings, MT	Yellowstone	Montana	10	70	80	115
276	Grand Forks, ND-MN	Polk	Minnesota	20	35	55	125
276	Grand Forks, ND-MN	Grand Forks	North Dakota	0	35	35	95
285	Las Cruces, NM	Dona Ana	New Mexico	40	25	65	95
289	Rapid City, SD	Meade	South Dakota	10	45	55	95
289	Rapid City, SD	Pennington	South Dakota	10	45	55	95
297	Great Falls, MT	Cascade	Montana	40	60	100	125
298	Bismarck, ND	Burleigh	North Dakota	20	55	75	95
298	Bismarck, ND	Morton	North Dakota	20	55	75	95
299	Casper, WY	Natrona	Wyoming	0	35	35	95
313	Alabama 7 - Butler	Butler	Alabama	50	35	85	145

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CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
313	Alabama 7 - Butler	Coffee	Alabama	10	35	45	115
313	Alabama 7 - Butler	Covington	Alabama	50	35	85	145
313	Alabama 7 - Butler	Crenshaw	Alabama	50	35	85	145
313	Alabama 7 - Butler	Geneva	Alabama	10	35	45	145
313	Alabama 7 - Butler	Pike	Alabama	40	35	75	145
322	Arizona 5 - Gila	Gila	Arizona	42	25	67	145
322	Arizona 5 - Gila	Pinal	Arizona	52	25	77	115
341	California 6 - Mono	Inyo	California	62	25	87	145
341	California 6 - Mono	Mono	California	62	25	87	145
351	Colorado 4 - Park	Chaffee	Colorado	20	35	55	115
351	Colorado 4 - Park	Custer	Colorado	20	35	55	145
351	Colorado 4 - Park	Fremont	Colorado	10	35	45	115
351	Colorado 4 - Park	Lake	Colorado	20	35	55	115
351	Colorado 4 - Park	Park	Colorado	30	35	65	145
352	Colorado 5 - Elbert	Cheyenne	Colorado	30	35	65	145
352	Colorado 5 - Elbert	Elbert	Colorado	30	0	30	145
352	Colorado 5 - Elbert	Kil Carson	Colorado	30	35	65	145
352	Colorado 5 - Elbert	Lincoln	Colorado	30	35	65	145
353	Colorado 6 - San Miguel	Dolores	Colorado	57	25	82	125
353	Colorado 6 - San Miguel	Hinsdale	Colorado	42	25	67	145
353	Colorado 6 - San Miguel	La Plata	Colorado	57	25	82	125
353	Colorado 6 - San Miguel	Montezuma	Colorado	57	25	82	125

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CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
353	Colorado 6 - San Miguel	Ouray	Colorado	37	25	82	145
353	Colorado 6 - San Miguel	San Juan	Colorado	57	25	82	125
353	Colorado 6 - San Miguel	San Miguel	Colorado	37	25	62	145
354	Colorado 7 - Saguache	Alamosa	Colorado	20	35	55	145
354	Colorado 7 - Saguache	Archuleta	Colorado	55	35	90	125
354	Colorado 7 - Saguache	Conejos	Colorado	20	35	55	145
354	Colorado 7 - Saguache	Mineral	Colorado	20	35	55	145
354	Colorado 7 - Saguache	Rio Grande	Colorado	20	35	55	145
354	Colorado 7 - Saguache	Saguache	Colorado	20	35	55	145
355	Colorado 8 - Kiowa	Bent	Colorado	20	35	55	145
355	Colorado 8 - Kiowa	Crowley	Colorado	20	35	55	145
355	Colorado 8 - Kiowa	Kiowa	Colorado	20	35	55	145
355	Colorado 8 - Kiowa	Otero	Colorado	20	35	55	145
355	Colorado 8 - Kiowa	Prowers	Colorado	20	35	55	145
356	Colorado 9 - Costilla	Baca	Colorado	20	35	55	145
356	Colorado 9 - Costilla	Costilla	Colorado	20	35	55	145
356	Colorado 9 - Costilla	Huerfano	Colorado	20	35	55	145
356	Colorado 9 - Costilla	Las Animas	Colorado	20	35	55	145
419	Iowa 8 - Monona	Crawford	Iowa	10	35	45	145
419	Iowa 8 - Monona	Harrison	Iowa	30	35	65	145
419	Iowa 8 - Monona	Monona	Iowa	30	40	70	125
419	Iowa 8 - Monona	Shelby	Iowa	30	35	65	145

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CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
427	Iowa 16 - Lyon	Cherokee	Iowa	10	35	45	125
427	Iowa 16 - Lyon	Lyon	Iowa	20	45	65	125
427	Iowa 16 - Lyon	O'Brien	Iowa	20	35	55	125
427	Iowa 16 - Lyon	Osceola	Iowa	20	60	80	145
427	Iowa 16 - Lyon	Plymouth	Iowa	20	35	55	125
427	Iowa 16 - Lyon	Sioux	Iowa	20	35	55	125
428	Kansas 1 - Cheyenne	Cheyenne	Kansas	30	25	55	145
428	Kansas 1 - Cheyenne	Decatur	Kansas	35	25	60	125
428	Kansas 1 - Cheyenne	Rawlins	Kansas	35	25	60	125
428	Kansas 1 - Cheyenne	Sheridan	Kansas	40	25	65	145
428	Kansas 1 - Cheyenne	Sherman	Kansas	20	25	45	145
428	Kansas 1 - Cheyenne	Thomas	Kansas	10	25	35	145
429	Kansas 2 - Norton	Graham	Kansas	40	25	65	145
429	Kansas 2 - Norton	Norton	Kansas	40	25	65	145
429	Kansas 2 - Norton	Osborne	Kansas	40	25	65	145
429	Kansas 2 - Norton	Phillips	Kansas	40	25	65	145
429	Kansas 2 - Norton	Rooks	Kansas	40	25	65	145
429	Kansas 2 - Norton	Smith	Kansas	10	25	35	145
433	Kansas 6 - Wallace	Gove	Kansas	10	25	35	145
433	Kansas 6 - Wallace	Greeley	Kansas	40	25	65	125
433	Kansas 6 - Wallace	Lane	Kansas	40	25	65	125
433	Kansas 6 - Wallace	Logan	Kansas	10	25	35	145

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CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
433	Kansas 6 - Wallace	Scott	Kansas	35	25	60	125
433	Kansas 6 - Wallace	Wallace	Kansas	30	25	55	145
433	Kansas 6 - Wallace	Wichita	Kansas	40	25	65	125
434	Kansas 7 - Trego	Barton	Kansas	10	25	35	145
434	Kansas 7 - Trego	Ellis	Kansas	10	25	35	145
434	Kansas 7 - Trego	Ness	Kansas	40	25	65	145
434	Kansas 7 - Trego	Pawnee	Kansas	10	25	35	145
434	Kansas 7 - Trego	Rush	Kansas	10	25	35	145
434	Kansas 7 - Trego	Russell	Kansas	10	25	35	145
434	Kansas 7 - Trego	Trego	Kansas	10	25	35	145
438	Kansas 11 - Hamilton	Finney	Kansas	35	25	60	125
438	Kansas 11 - Hamilton	Grant	Kansas	35	25	60	125
438	Kansas 11 - Hamilton	Hamilton	Kansas	35	25	60	125
438	Kansas 11 - Hamilton	Haskell	Kansas	35	25	60	125
438	Kansas 11 - Hamilton	Kearny	Kansas	35	25	60	125
438	Kansas 11 - Hamilton	Morton	Kansas	40	25	65	145
438	Kansas 11 - Hamilton	Seward	Kansas	40	25	65	145
438	Kansas 11 - Hamilton	Stanton	Kansas	35	25	60	125
438	Kansas 11 - Hamilton	Stevens	Kansas	10	25	35	145
439	Kansas 12 - Hodgeman	Clark	Kansas	28	25	53	145
439	Kansas 12 - Hodgeman	Ford	Kansas	28	25	53	145
439	Kansas 12 - Hodgeman	Gray	Kansas	26	25	53	145

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CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
439	Kansas 12 - Hodgeman	Hodgeman	Kansas	58	25	83	145
439	Kansas 12 - Hodgeman	Meade	Kansas	20	25	45	145
440	Kansas 13 - Edwards	Barber	Kansas	55	25	80	145
440	Kansas 13 - Edwards	Comanche	Kansas	10	25	35	145
440	Kansas 13 - Edwards	Edwards	Kansas	10	25	35	145
440	Kansas 13 - Edwards	Kiowa	Kansas	10	25	35	145
440	Kansas 13 - Edwards	Pratt	Kansas	10	25	35	145
440	Kansas 13 - Edwards	Stafford	Kansas	10	25	35	145
476	Michigan 5 - Manistee	Benzie	Michigan	90	40	130	125
476	Michigan 5 - Manistee	Lake	Michigan	110	35	145	145
476	Michigan 5 - Manistee	Leelanau	Michigan	90	40	130	125
476	Michigan 5 - Manistee	Manistee	Michigan	90	40	130	125
476	Michigan 5 - Manistee	Mason	Michigan	110	35	145	145
476	Michigan 5 - Manistee	Missaukee	Michigan	90	40	130	125
476	Michigan 5 - Manistee	Osceola	Michigan	90	40	130	125
476	Michigan 5 - Manistee	Wexford	Michigan	90	40	130	125
478	Michigan 7 - Newaygo	Gratiot	Michigan	85	40	125	125
478	Michigan 7 - Newaygo	Isabella	Michigan	85	40	125	125
478	Michigan 7 - Newaygo	Mecosta	Michigan	90	35	125	145
478	Michigan 7 - Newaygo	Montcalm	Michigan	90	35	125	145
478	Michigan 7 - Newaygo	Newaygo	Michigan	90	35	125	145
482	Minnesota 1 - Kittson	Kittson	Minnesota	20	45	65	125

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
482	Minnesota 1 - Kittson	Marshall	Minnesota	20	45	65	125
482	Minnesota 1 - Kittson	Pennington	Minnesota	20	45	65	125
482	Minnesota 1 - Kittson	Red Lake	Minnesota	20	45	65	125
482	Minnesota 1 - Kittson	Roseau	Minnesota	20	45	65	125
483	Minnesota 2 - Lake of the Woods	Beltrami	Minnesota	45	20	65	145
483	Minnesota 2 - Lake of the Woods	Clearwater	Minnesota	20	55	75	145
483	Minnesota 2 - Lake of the Woods	Lake of the Woods	Minnesota	20	45	65	125
483	Minnesota 2 - Lake of the Woods	Mahnomen	Minnesota	20	45	65	125
463	Minnesota 2 - Lake of the Woods	Norman	Minnesota	20	45	65	125
488	Minnesota 7 - Chippewa	Chippewa	Minnesota	0	35	35	95
488	Minnesota 7 - Chippewa	Kandiyohi	Minnesota	10	35	45	125
488	Minnesota 7 - Chippewa	McLeod	Minnesota	30	45	75	145
488	Minnesota 7 - Chippewa	Meeker	Minnesota	30	45	75	145
488	Minnesota 7 - Chippewa	Nicollet	Minnesota	20	25	45	125
488	Minnesota 7 - Chippewa	Renville	Minnesota	10	35	45	125
488	Minnesota 7 - Chippewa	Sibley	Minnesota	20	25	45	125
489	Minnesota 8 - Lac qui Parle	Lac qui Parle	Minnesota	10	35	45	95
489	Minnesota 8 - Lac qui Parle	Lincoln	Minnesota	10	25	35	125
489	Minnesota 8 - Lac qui Parle	Lyon	Minnesota	10	25	35	125
489	Minnesota 8 - Lac qui Parle	Redwood	Minnesota	20	25	45	125
489	Minnesota 8 - Lac qui Parle	Yellow Medicine	Minnesota	0	25	25	95
490	Minnesota 9 - Pipestone	Brown	Minnesota	20	25	45	125

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
490	Minnesota 9 - Pipestone	Cottonwood	Minnesota	10	25	35	145
490	Minnesota 9 - Pipestone	Jackson	Minnesota	10	25	35	145
490	Minnesota 9 - Pipestone	Martin	Minnesota	20	25	45	125
490	Minnesota 9 - Pipestone	Murray	Minnesota	10	25	35	145
490	Minnesota 9 - Pipestone	Nobles	Minnesota	10	25	35	145
490	Minnesota 9 - Pipestone	Pipestone	Minnesota	10	25	35	145
490	Minnesota 9 - Pipestone	Rock	Minnesota	10	25	35	145
490	Minnesota 9 - Pipestone	Watonwan	Minnesota	20	25	45	125
491	Minnesota 10 - Le Sueur	Blue Earth	Minnesota	20	25	45	125
491	Minnesota 10 - Le Sueur	Faribault	Minnesota	20	25	45	125
491	Minnesota 10 - Le Sueur	Freeborn	Minnesota	25	25	50	145
491	Minnesota 10 - Le Sueur	Le Sueur	Minnesota	20	25	45	125
491	Minnesota 10 - Le Sueur	Rice	Minnesota	30	25	55	145
491	Minnesota 10 - Le Sueur	Steele	Minnesota	30	25	55	145
491	Minnesota 10 - Le Sueur	Waseca	Minnesota	20	25	45	125
523	Montana 1 - Lincoln	Flathead	Montana	15	65	80	125
523	Montana 1 - Lincoln	Glacier	Montana	40	30	70	125
523	Montana 1 - Lincoln	Lake	Montana	40	60	100	125
523	Montana 1 - Lincoln	Lincoln	Montana	50	35	85	145
523	Montana 1 - Lincoln	Pondera	Montana	30	60	90	95
523	Montana 1 - Lincoln	Sanders	Montana	40	30	70	125
523	Montana 1 - Lincoln	Teton	Montana	30	60	90	95

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
524	Montana 2 - Toole	Blaine	Montana	30	30	60	95
524	Montana 2 - Toole	Chouteau	Montana	30	60	90	95
524	Montana 2 - Toole	Hill	Montana	30	60	90	95
524	Montana 2 - Toole	Liberty	Montana	40	30	70	125
524	Montana 2 - Toole	Toole	Montana	40	60	100	125
526	Montana 4 - Daniels	Daniels	Montana	20	40	60	145
526	Montana 4 - Daniels	Dawson	Montana	10	70	80	115
526	Montana 4 - Daniels	McCone	Montana	10	40	50	115
526	Montana 4 - Daniels	Richland	Montana	10	40	50	115
526	Montana 4 - Daniels	Roosevelt	Montana	10	40	50	115
526	Montana 4 - Daniels	Shenandoah	Montana	20	40	60	145
526	Montana 4 - Daniels	Wibaux	Montana	10	40	50	115
527	Montana 5 - Mineral	Granite	Montana	40	60	100	125
527	Montana 5 - Mineral	Lewis and Clark	Montana	15	65	80	125
527	Montana 5 - Mineral	Mineral	Montana	40	60	100	125
527	Montana 5 - Mineral	Missoula	Montana	30	60	90	95
527	Montana 5 - Mineral	Powell	Montana	5	65	70	95
527	Montana 5 - Mineral	Ravalli	Montana	40	60	100	125
528	Montana 6 - Deer Lodge	Broadwater	Montana	15	65	80	125
528	Montana 6 - Deer Lodge	Deer Lodge	Montana	5	65	70	95
528	Montana 6 - Deer Lodge	Jefferson	Montana	15	65	80	125
528	Montana 6 - Deer Lodge	Judith Basin	Montana	40	30	70	125

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
528	Montana 6 - Deer Lodge	Meagher	Montana	40	30	70	125
528	Montana 6 - Deer Lodge	Silver Bow	Montana	15	65	80	125
528	Montana 6 - Deer Lodge	Wheatland	Montana	20	40	60	145
529	Montana 7 - Fergus	Fergus	Montana	40	60	100	125
529	Montana 7 - Fergus	Golden Valley	Montana	20	40	60	145
529	Montana 7 - Fergus	Musselshell	Montana	20	40	60	145
529	Montana 7 - Fergus	Petroleum	Montana	20	40	60	145
529	Montana 7 - Fergus	Stillwater	Montana	20	70	90	145
529	Montana 7 - Fergus	Sweet Grass	Montana	20	70	90	145
530	Montana 8 - Beaverhead	Beaverhead	Montana	15	35	50	125
530	Montana 8 - Beaverhead	Gallatin	Montana	10	60	70	125
530	Montana 8 - Beaverhead	Madison	Montana	15	65	60	125
530	Montana 8 - Beaverhead	Park	Montana	10	60	70	125
531	Montana 9 - Carbon	Big Horn	Montana	10	70	80	115
531	Montana 9 - Carbon	Carbon	Montana	20	70	90	145
531	Montana 9 - Carbon	Rosebud	Montana	10	70	80	115
531	Montana 9 - Carbon	Treasure	Montana	10	70	80	115
532	Montana 10 - Prairie	Carter	Montana	20	40	60	145
532	Montana 10 - Prairie	Custer	Montana	10	70	80	115
532	Montana 10 - Prairie	Fallon	Montana	20	40	60	145
532	Montana 10 - Prairie	Powder River	Montana	20	40	60	145
532	Montana 10 - Prairie	Prairie	Montana	10	70	80	115

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
537	Nebraska 5 - Boone	Boone	Nebraska	30	0	30	125
537	Nebraska 5 - Boone	Butler	Nebraska	30	10	40	145
537	Nebraska 5 - Boone	Colfax	Nebraska	30	10	40	145
537	Nebraska 5 - Boone	Dodge	Nebraska	30	10	40	145
537	Nebraska 5 - Boone	Merrick	Nebraska	55	10	65	125
537	Nebraska 5 - Boone	Nance	Nebraska	15	10	25	125
537	Nebraska 5 - Boone	Platte	Nebraska	30	10	40	145
537	Nebraska 5 - Boone	Polk	Nebraska	30	10	40	145
537	Nebraska 5 - Boone	Saunders	Nebraska	40	10	50	145
537	Nebraska 5 - Boone	Washington	Nebraska	30	10	40	145
544	Nevada 2 - Lander	Elko	Nevada	62	25	87	145
544	Nevada 2 - Lander	Eureka	Nevada	62	25	87	145
544	Nevada 2 - Lander	Lander	Nevada	62	25	87	145
547	Nevada 5 - White Pine	Lincoln	Nevada	57	25	82	145
547	Nevada 5 - White Pine	White Pine	Nevada	57	35	92	145
553	New Mexico 1 - San Juan	Cibola	New Mexico	67	25	92	125
553	New Mexico 1 - San Juan	McKinley	New Mexico	57	25	82	125
553	New Mexico 1 - San Juan	Rio Arriba	New Mexico	57	25	82	145
553	New Mexico 1 - San Juan	San Juan	New Mexico	57	25	82	125
553	New Mexico 1 - San Juan	Taos	New Mexico	57	25	82	145
557	New Mexico 5 - Grant	Grant	New Mexico	50	25	75	125
557	New Mexico 5 - Grant	Hidalgo	New Mexico	50	25	75	125

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
557	New Mexico 5 - Grant	Luna	New Mexico	40	25	65	95
558	New Mexico 6 - Lincoln	Chaves	New Mexico	20	35	55	95
558	New Mexico 6 - Lincoln	Eddy	New Mexico	20	35	55	95
558	New Mexico 6 - Lincoln	Lea	New Mexico	20	30	50	145
558	New Mexico 6 - Lincoln	Lincoln	New Mexico	30	35	65	125
558	New Mexico 6 - Lincoln	Otero	New Mexico	40	35	75	115
580	North Dakota 1 - Divide	Burke	North Dakota	32	45	77	125
580	North Dakota 1 - Divide	Divide	North Dakota	32	45	77	125
580	North Dakota 1 - Divide	McLean	North Dakota	32	45	77	125
580	North Dakota 1 - Divide	Mountrail	North Dakota	32	45	77	125
580	North Dakota 1 - Divide	Renville	North Dakota	32	45	77	125
580	North Dakota 1 - Divide	Ward	North Dakota	32	45	77	125
580	North Dakota 1 - Divide	Williams	North Dakota	22	45	67	95
581	North Dakota 2 - Bottineau	Benson	North Dakota	0	45	45	95
581	North Dakota 2 - Bottineau	Bottineau	North Dakota	20	45	65	125
581	North Dakota 2 - Bottineau	Cavalier	North Dakota	20	45	65	125
581	North Dakota 2 - Bottineau	McHenry	North Dakota	20	45	65	125
581	North Dakota 2 - Bottineau	Pierce	North Dakota	40	45	85	125
581	North Dakota 2 - Bottineau	Ramsey	North Dakota	20	45	65	125
581	North Dakota 2 - Bottineau	Rolette	North Dakota	40	45	85	125
581	North Dakota 2 - Bottineau	Towner	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Barnes	North Dakota	0	45	45	95

**Appendix A
Spectrum Aggregation Chart**

CMA	Nama	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
582	North Dakota 3 - Barnes	Dickey	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Griggs	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	LaMoure	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Nelson	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Pembina	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Ransom	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Richland	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Sargent	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Steele	North Dakota	20	45	65	125
582	North Dakota 3 - Barnes	Traill	North Dakota	0	35	35	95
582	North Dakota 3 - Barnes	Walsh	North Dakota	20	45	65	125
583	North Dakota 4 - McKenzie	Adams	North Dakota	20	55	75	95
583	North Dakota 4 - McKenzie	Billings	North Dakota	40	45	85	95
583	North Dakota 4 - McKenzie	Bowman	North Dakota	40	45	85	125
583	North Dakota 4 - McKenzie	Dunn	North Dakota	40	45	85	125
583	North Dakota 4 - McKenzie	Golden Valley	North Dakota	40	45	85	95
583	North Dakota 4 - McKenzie	Grant	North Dakota	20	55	75	125
583	North Dakota 4 - McKenzie	Hettinger	North Dakota	40	45	85	95
583	North Dakota 4 - McKenzie	McKenzie	North Dakota	10	45	55	95
583	North Dakota 4 - McKenzie	Mercer	North Dakota	20	55	75	95
583	North Dakota 4 - McKenzie	Oliver	North Dakota	20	55	75	95
583	North Dakota 4 - McKenzie	Sioux	North Dakota	20	55	75	125

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
583	North Dakota 4 - McKenzie	Slope	North Dakota	40	45	85	95
583	North Dakota 4 - McKenzie	Stark	North Dakota	40	45	85	95
584	North Dakota 5 - Kidder	Eddy	North Dakota	0	45	45	95
584	North Dakota 5 - Kidder	Emmons	North Dakota	20	55	75	125
584	North Dakota 5 - Kidder	Foster	North Dakota	0	45	45	95
584	North Dakota 5 - Kidder	Kidder	North Dakota	20	55	75	95
584	North Dakota 5 - Kidder	Logan	North Dakota	20	55	75	125
584	North Dakota 5 - Kidder	McIntosh	North Dakota	20	55	75	125
584	North Dakota 5 - Kidder	Sheridan	North Dakota	40	55	95	125
584	North Dakota 5 - Kidder	Stutsman	North Dakota	0	45	45	95
584	North Dakota 5 - Kidder	Wells	North Dakota	20	45	65	95
634	South Dakota 1 - Harding	Butte	South Dakota	20	45	65	125
634	South Dakota 1 - Harding	Harding	South Dakota	20	45	65	125
634	South Dakota 1 - Harding	Lawrence	South Dakota	20	45	65	125
634	South Dakota 1 - Harding	Perkins	South Dakota	10	45	55	95
635	South Dakota 2 - Corson	Campbell	South Dakota	10	75	85	125
635	South Dakota 2 - Corson	Corson	South Dakota	10	75	85	125
635	South Dakota 2 - Corson	Dewey	South Dakota	10	75	85	95
635	South Dakota 2 - Corson	Potter	South Dakota	10	75	85	125
635	South Dakota 2 - Corson	Walworth	South Dakota	10	75	85	125
635	South Dakota 2 - Corson	Ziebach	South Dakota	10	75	85	95
636	South Dakota 3 - McPherson	Brown	South Dakota	10	75	85	125

**Appendix A
Spectrum Aggregation Chart**

CMA	Name	County	State	AT&T (MHz)	Divestitures (MHz)	Combined (MHz)	Screen (MHz)
636	South Dakota 3 - McPherson	Edmunds	South Dakota	10	75	85	125
636	South Dakota 3 - McPherson	Faulk	South Dakota	10	75	85	125
636	South Dakota 3 - McPherson	McPherson	South Dakota	10	75	85	125
636	South Dakota 3 - McPherson	Spink	South Dakota	10	75	85	95
637	South Dakota 4 - Marshall	Clark	South Dakota	22	55	77	95
637	South Dakota 4 - Marshall	Codington	South Dakota	22	55	77	95
637	South Dakota 4 - Marshall	Day	South Dakota	22	75	97	125
837	South Dakota 4 - Marshall	Deuel	South Dakota	22	55	77	95
637	South Dakota 4 - Marshall	Grant	South Dakota	32	55	87	125
637	South Dakota 4 - Marshall	Hamlin	South Dakota	22	55	77	95
637	South Dakota 4 - Marshall	Marshall	South Dakota	22	75	97	125
637	South Dakota 4 - Marshall	Roberts	South Dakota	32	55	87	125
638	South Dakota 5 - Custer	Custer	South Dakota	10	45	55	95
638	South Dakota 5 - Custer	Fall River	South Dakota	10	45	55	95
638	South Dakota 5 - Custer	Shannon	South Dakota	20	45	65	125
639	South Dakota 6 - Haakon	Bennett	South Dakota	20	45	65	125
639	South Dakota 6 - Haakon	Gregory	South Dakota	0	45	45	95
639	South Dakota 6 - Haakon	Haakon	South Dakota	10	45	55	95
639	South Dakota 6 - Haakon	Jackson	South Dakota	10	45	55	95
639	South Dakota 6 - Haakon	Jones	South Dakota	10	45	55	125
639	South Dakota 6 - Haakon	Lyman	South Dakota	10	45	55	125
639	South Dakota 6 - Haakon	Mellette	South Dakota	10	45	55	125