

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

In the Matter of)	
)	
Applications of New Cingular Wireless PCS, LLC)	WT Docket No. 25-150
and United States Cellular Corporation)	
For Consent To Assign Licenses)	
)	
Applications of T-Mobile US, Inc. and)	GN Docket No. 24-286
United States Cellular Corporation)	
For Consent To Transfer Control of Licenses,)	
Authorizations, and Leases)	
)	
Wireless Telecommunications Bureau Accepts)	WT Docket No. 25-138
for Filing AT&T Spectrum Frontiers LLC's)	
and FTC Management Group, Inc.'s <i>De Facto</i>)	
Transfer Spectrum Leasing Arrangements and)	
Seeks Comment on Waiver Request)	
)	
Application for Assignment of Authorization)	ULS File No. 0011490039
)	

**PETITION TO DENY
OF
PUBLIC KNOWLEDGE
COMMUNICATIONS WORKERS OF AMERICA
OPEN TECHNOLOGY INSTITUTE AT NEW AMERICA
BENTON INSTITUTE FOR BROADBAND & SOCIETY**

/s/ Peter Gregory
Public Knowledge
1818 N Street NW, Suite 410
Washington, DC 20036

April 25, 2025

SUMMARY

Public Knowledge, Communications Workers of America, Open Technology Institute at New America, and Benton Institute For Broadband & Society, petition the Federal Communications Commission to deny the above-captioned application of New Cingular Wireless PCS, LLC, a subsidiary of AT&T Inc. (AT&T), and United States Cellular Corporation (UScellular) (collectively, the Applicants) for the transfer and assignment of several Lower 700 MHz and 3.45 GHz licenses from various subsidiaries and affiliates of UScellular to AT&T. Applicants simply have not demonstrated by the preponderance of the evidence that the transaction as proposed will not cause harm to the public interest and, on top of this, provide any attributable, transaction-specific benefits to the public interest. The assignment of large amounts of spectrum, beyond the spectrum screen, is anti-competitive, makes it harder for a fourth wireless competitor to emerge, and may lead to higher prices for consumers. Without proof otherwise, the Applicants' application should be denied.

Beyond this, this application - and other similar contemporaneous applications - pose significant risks to competition and consumers. AT&T has filed multiple applications that seek waiver of the spectrum aggregation cap, and the top-three nationwide carriers each have filed or will soon file applications to acquire spectrum and/or assets from UScellular. These transactions must be considered together, and the aggregate effects must be weighted to ensure that the public interest is put before piecemeal transactions. Finally, Petitioners urge the Commission to consider imposing conditions on the proposed transaction that will serve the public's best interest, including cellphone unlocking.

The Commission must do what is best for the public interest in its review of this application and, accordingly, the Commission should deny this transaction as proposed.

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I. INTRODUCTION

Public Knowledge, Communications Workers of America, Open Technology Institute At New America, and Benton Institute For Broadband & Society (collectively, "Petitioners") petition the Federal Communications Commission ("FCC" or "Commission") to deny the above-captioned application of New Cingular Wireless PCS, LLC, a subsidiary of AT&T Inc. (collectively, AT&T), and United States Cellular Corporation (UScellular) (collectively, the

Applicants)¹ as it is anti-competitive and contrary to the public interest. Petitioners also urge the Commission to consider all applications to transfer licenses held by United States Cellular Corporation to any other wireless carrier together with this transaction for efficiency and to ensure that the transfer of UScellular spectrum, in aggregate, serves the public interest. Finally, Petitioners urge the Commission to maintain pro-consumer policies and conditions, as previously applied to prior mobile carrier transactions and mergers, in consideration of this Application.

II. THE PETITIONERS HAVE STANDING TO SUBMIT THIS PETITION.

Section 309(d)(1) of the Communications Act and Section 1.939 of the Commission’s Rules allow any “party in interest” to file a petition to deny any application.² To establish party-in-interest standing, “a petitioner must allege facts sufficient to demonstrate that grant of the application would cause it direct injury.³ In addition, a petitioner must demonstrate a causal link between the claimed injury and the challenged action.⁴ An organization may meet these standards in its own right or may demonstrate that one or more of its members meets these requirements,⁵ and the Commission routinely permits groups representing the public interest to participate in proceedings as “parties in interest.”⁶

¹ See ULS File Nos. 0011364041 (lead), 0011369069, 0011369073, 0011369075, 0011369076, 0011369080, 0011369082, 0011369087, 0011369100, 0011369104, 0011369106, 0011369110, 0011369121, 0011369126, 0011369129, 0011369130, 0011369133, 0011369134, 0011369135, 0011369136, 0011369138, 0011369140, 0011369142, 0011369148, 0011369149, 0011369150, 0011369152, 0011369273, 0011369287, 0011369299, 0011369307, 0011369079, 0011369111, 0011369128 (filed Jan. 3, 2025) (“*Spectrum Assignment Application*” or “*Application*”).

² 47 U.S.C. § 309(d)(1); 47 C.F.R. § 1.939.

³ *Applications of AT&T Inc. and Deutsche Telecom AG for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 11-65, Memorandum Opinion and Order, 27 FCC Rcd 4423, 4425 (2012).

⁴ *Id.*

⁵ *Id.*

⁶ See, e.g., *Applications Granted for the Transfer of Control of the Operating Subsidiaries of Securus Technologies Holdings, Inc. to Securus Investment Holdings, LLC*, WT Docket No. 13-79, Public Notice, 28 FCC Rcd. 5720, 5722 n.20 (2013) (noting that the Petitioners—which included Public Knowledge—had standing to oppose a transfer of control “as representatives of

Here, as in prior proceedings, the Petitioners represent the public interest and allege both a direct injury—harm to competition—and a causal link between that injury and the challenged action. As such, the Petitioners are parties in interest with standing to submit this Petition to Deny.⁷ This Petition was filed timely within the period set forth in the *Public Notice*, DA 25-276 released on March 26, 2025.⁸

III. THE COMMISSION HAS BROAD AUTHORITY TO REVIEW THE PROPOSED TRANSACTION.

As proposed, this transaction will harm the consumer, reduce marketplace competition, and ultimately does not serve the public interest. Applicants have made no showing otherwise. For these reasons, the Commission should deny the application pursuant to its authority under the Communications Act.

The Commission has the authority to deny the assignment of spectrum application of AT&T and UScellular which was filed according to section 310(d) of the Communications Act of 1934, as amended (the “Communications Act” or “Act”). Under Section 310(d) of the Communications Act, the Commission is directed to find whether “the public interest, convenience, and necessity will be served” by the transaction before determining whether the

consumers of the relevant services”); *Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC and Cox TMI, LLC for Consent to Assign AWS-1 Licenses; Applications of Verizon Wireless and Leap to Exchange Lower 700 MHz, AWS-1 and PCS Licenses; Applications of T-Mobile License LLC and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign Licenses*, WT Docket No. 12-175, Memorandum Opinion and Order and Declaratory Ruling, FCC 12-95 (2012) (considering a Petition to Deny filed by Free Press); *Application of AT&T Inc. and Qualcomm Incorporated for Consent to Assign Licenses and Authorizations*, WT Docket No. 11-18, Order, FCC-188 (2011) (considering a Petition to Deny filed by Free Press et al.) (“AT&T-Qualcomm Order”).

⁷ See 47 C.F.R. § 1.939.

⁸ *Wireless Telecommunications Bureau Accepts For Filing New Cingular Wireless Pcs, Llc’s And United States Cellular Corporation’s Spectrum Assignment Applications*, WT Docket No. 25-150, Public Notice (rel. Mar. 26, 2025).

application should be approved.⁹ This determination involves a multistep assessment where the Commission first evaluates whether the proposed transaction “complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.”¹⁰ Then, if not violative of statute or rule, the Commission considers “whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes” and balances “potential public interest harms of the proposed transaction against any potential public interest benefits.”¹¹ It is the Applicants who bear the burden of proof to show by a preponderance of the evidence that the transaction serves the public interest.¹²

The Commission’s review must evaluate the transaction within the “broad aims of the Communications Act.”¹³ As the Commission has consistently acknowledged, a review of a proposed merger transaction encompasses both an analysis of the transfer’s anticompetitive effects and “the potential impact of the proposed transaction on the rules, policies and objectives of the Communications Act.”¹⁴ This includes “a deeply rooted preference for preserving and

⁹ 47 U.S.C. § 310(d).

¹⁰ Applications of T-Mobile, US Inc. & Ka’ena Corp. for Consent to Transfer Control of International Section 214 Authorizations, *Memorandum Opinion and Order*, GN Docket No. 23-171; DA 24-387, ¶ 4 (Apr. 25, 2024) (“*T-Mobile-Mint Order*”).

¹¹ *Id.*

¹² *Id.*

¹³ *Application of Verizon Communications Inc. and América Móvil, S.A.B. de C.V. for Consent to Transfer Control of International Section 214 Authorization*, GN Docket No. 21-112, Memorandum Opinion and Order, 36 FCC Rcd 16994, 17001, para. 21 (2021) (“*Verizon-TracFone Order*”) (citing *Western Union Division, Commercial Telegrapher’s Union, A.F. of L. v. United States*, 87 F. Supp. 324, 335 (D.D.C. 1949), *aff’d*, 338 U.S. 864 (1949); *see AT&T-DIRECTV Order*, 30 FCC Rcd at 9140, para. 19; *see also FCC v. RCA Communications, Inc.*, 346 U.S. 86, 93-95 (1953)).

¹⁴ *Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations by Time Warner Inc. and America Online, Inc., Transferors, to AOL Time Warner Inc., Transferee*, CS Docket No. 00-30, Memorandum Opinion and Order, ¶ 4 (2001). *See also* Communications Act of 1934, as amended § 1, 47 U.S.C. § 151 (2006) (stating that the Communications Act was created “[f]or the purpose of regulating interstate and foreign

enhancing competition in relevant markets,” creating a competitive analysis standard that the Commission considers broadly and with a “more expansive view of potential and future competition.”¹⁵ In its analysis of the transaction, the Commission must assess “whether a transaction would enhance, rather than merely preserve, existing competition” when determining whether a transaction is in the public interest.¹⁶

The “broad aims of the Communications Act” also includes a preference for transactions that favor “diversity of media voices, vigorous economic competition, technological advancement, and promotion of the public interest, convenience, and necessity.”¹⁷ Furthermore, the Commission seeks to “avoid[] excessive concentration of licenses” and preferences “businesses owned by members of minority groups and women” when considering license applications.¹⁸ In its analysis, the Commission should therefore consider these factors, especially favoring diversity and avoiding concentration of licenses, when deciding whether the transaction complies with the broad aims of the Act.

The Commission begins its public interest review by applying its standard of review and public interest framework to the record to find whether the proposed transaction harms the public interest.¹⁹ When a proposed transaction will not eliminate a competitor in the market where the

commerce in communication by wire and radio so as to make available, so far as possible, to all the people of the United States, without discrimination on the basis of race, color, religion, national origin, or sex, a rapid, efficient, Nationwide, and world-wide wire and radio communication service with adequate facilities at reasonable charges . . . and for the purpose of securing a more effective execution of this policy by centralizing authority . . . and by granting additional authority with respect to interstate and foreign commerce in wire and radio communication” in the Commission to implement and enforce the Act.).

¹⁵ *Verizon-TracFone Order*, ¶ 23.

¹⁶ *Id.*

¹⁷ 47 U.S.C. § 257(b).

¹⁸ 47 U.S.C. § 309(j)(3)(B).

¹⁹ *Lumen Technologies, Inc. & Connect Holding, LLC Application for Consent to Transfer Control, Memorandum Opinion and Order and Declaratory Ruling*, 37 FCC Rcd 9523, 9532 ¶ 23 (2022) (“*Lumen-Connect Order*”).

applicant operates, the Commission has found that there is not a competitive harm.²⁰ However, the inquiry does not stop when the Commission determines that a proposed transaction poses no harm to the public interest; the Commission must next consider whether there are public interest benefits.

The Commission must then determine whether the “proposed transaction is likely to generate verifiable, transaction-specific public interest benefits.”²¹ Any claimed benefit must be transaction-specific, meaning that it must “naturally arise[] as a result of the transaction and likely could not be accomplished in the absence of the transaction,”²² and verifiable, meaning that the Applicants must provide “evidence of a claimed benefit to allow the Commission to verify its likelihood and magnitude.”²³ In addition, the Applicants must show whether the “benefit likely will be accomplished in the absence of the proposed transaction and whether the benefit will flow through to consumers and accrue to the public interest.”²⁴

The Commission has the authority to review this proposed transaction and must evaluate the transaction thoroughly to ensure that the public is not only left unharmed, but is also benefited through this transaction. In doing so, the Commission should deny the application in the public interest because this transaction will harm the public interest and, further, Applicants have failed to show that there is a verifiable, transaction-specific benefit to both consumers and the broader public interest as a direct result of this transaction.

IV. THE ASSIGNMENT OF SPECTRUM AS PROPOSED HARMS THE PUBLIC INTEREST AND SHOULD BE DENIED.

²⁰ *Id.*, ¶ 24.

²¹ *Verizon-TracFone Order*, ¶ 14.

²² *Id.*

²³ *Lumen-Connect Order*, ¶ 25.

²⁴ *Id.*

The Applicants have not shown by a preponderance of the evidence that the transaction as proposed will pose no harm to the public interest. For this reason, the assignment of spectrum Application should be denied.

A. THE ASSIGNMENT AS PROPOSED HARMS THE PUBLIC INTEREST BY HURTING THE LABOR MARKET AND CONSUMERS.

In claiming that the transaction does not harm the public interest, Applicants generally discuss how the proposed transaction may benefit its customers by enhancing networks, or providing better services, or expanding network access, without any verifiable evidence to support these claims.²⁵ However, in doing so, Applicants fail to address the first part of the requirements under Section 310(d) – proving that the transaction does no harm to the status quo public interest. Without making this showing, Applicants fail before even needing to demonstrate transaction-specific benefits they have attempted to prove.

This transaction as proposed will significantly increase spectrum concentration in many of the states where UScellular is present and where UScellular currently competes with the top three wireless carriers. This will have an effect on competition between carriers to attract and retain retail wireless workers in these areas, stifling workforce development and wage growth. The Applicants have not shown in their Public Interest Statement that this transaction will not result in harm to labor markets, wage growth, or otherwise mention any ways they plan to mitigate upstream labor market effects resulting from this transaction and the handful of other transactions tied to it.

²⁵ Spectrum Assignment Application, Exhibit 1 - Description of Transaction, Public Interest Statement, and Request For Waiver at 4-6 (“Public Interest Statement”).

On top of harming workers and the labor market, this transaction as proposed will shift spectrum ownership in ways that are harmful to consumers. The Applicants, as demonstrated in the Public Interest Statement, have not shown by a preponderance of the evidence, as required under law, that this transaction will not harm consumers. First, Applicants do not discuss the effect of this transaction on consumer prices, service availability, and service quality with any level of verifiable evidence. Furthermore, AT&T does not make any claims or assurances that customers and their services will not be interrupted or harmed through the transaction. Likewise, AT&T does not outline any mitigation measures for customers who may need to switch networks or devices as a result of this change in operation. Consumers deserve the freedom to choose their mobile carrier. Harms like these, and more, deserve greater attention and AT&T must assure the Commission, and the public as a whole, that no harm will come from this transaction.

B. THE ASSIGNMENT AS PROPOSED HARMS COMPETITION BY CONSOLIDATING SPECTRUM HOLDINGS IN AN AREA COVERING TWELVE PERCENT OF THE U.S. POPULATION.

The proposed transaction does not serve the public interest and is harmful to consumers and competition. UScellular is the fifth-largest carrier in the United States and has a network that covers 34 million people, which is approximately 10 percent of the country's population.²⁶ The Application estimates that the spectrum transfer covers more of the country, at 12 percent of the U.S. population.²⁷ If this Application is approved, spectrum covering an area that holds more than 34 million Americans will go from a market competitor to being spread across a market

²⁶ Application of T-Mobile USA, Inc. and United States Cellular Operating Company LLC, for Assignments of Authorization or Transfers of Control, File No. 0011180491, MB Docket No. 24-286 (Sept. 13, 2024), Declaration of Michael S. Irizarry, ¶ 14.

²⁷ *Wireless Telecommunications Bureau Accepts For Filing New Cingular Wireless Pcs, Llc's And United States Cellular Corporation's Spectrum Assignment Applications*, WT Docket No. 25-150, Public Notice (rel. Mar. 26, 2025).

triopoly. Any transaction that helps—or sweetens the deal—to completely eliminate a competitor for over 10 percent of the United States population, while boosting just the top competitors, will harm competition and, in turn, the consumer. This will result in less competition and higher prices as an effect. In many locations, such as those subject to transfer in this very transaction, where UScellular does have a strong market presence, its pricing structure adds competition to the wireless market nationwide, as nationwide carriers must compete with UScellular while maintaining a priority to have the same pricing across the country. UScellular has a competitive advantage within its footprint since it does not have to maintain country-wide pricing; this could soon be eliminated. In the markets of several states, UScellular competes with the top three wireless providers and has an impact on the prices that these larger providers set nationwide. A transaction of this magnitude, which assists in completely wiping out a smaller, competitive market participant does not serve the public interest, as competition will be harmed on local and national levels. Because it harms the public interest, this application should be denied.

C. THE ASSIGNMENT AS PROPOSED HARMS COMPETITION BY MAKING IT MORE DIFFICULT FOR EMERGING CARRIERS TO COMPETE.

Furthermore, the proposed transaction harms competition by strengthening the top-three mobile wireless market competitors. The DOJ only approved the merger between T-Mobile and Sprint subject to a condition designed to ensure the emergence of a fourth nationwide competitor.²⁸ While EchoStar hopes to fulfill this role in the future, this proposed transaction helps to eliminate the remaining fourth competitor for tens of millions of Americans. The transaction enhances AT&T's superiority in spectrum—especially in the 3.45GHz band—making it

²⁸ Knowledge at Wharton Staff, *The T-Mobile-Sprint Merger: Can Dish Network Help Make It Happen?*, Knowledge at Wharton (Aug. 9, 2019), available at <https://knowledge.wharton.upenn.edu/podcast/knowledge-at-wharton-podcast/sprint-t-mobile-merger-2/>.

much harder for EchoStar, or any provider, to compete. A market with a minimum of four competitors best assures low prices and continued service innovation, and is what is in the public's best interest. As the Department of Justice has noted, eliminating the fourth competitor has many potential consequences including: eliminating head-to-head competition, leaving the market vulnerable to increased coordination among the remaining three carriers, higher prices, reduced innovation, reduced quality, and fewer choices.²⁹ Furthermore, "Four-to-three mergers deservedly raise eyebrows, and evidence from other countries showed that 4-3 mergers in the wireless market would increase prices."³⁰

This transaction enables UScellular to shut its doors by selling off its spectrum and eliminates the fourth wireless competitor in many markets while further advantaging the dominant incumbents, especially as each of the three major carriers stands to receive billions of dollars worth of spectrum licenses as UScellular divests its assets. AT&T included. As a result of this transaction and others breaking apart UScellular, pending transactions suggest that T-Mobile will receive 30 percent of UScellular's spectrum.³¹ AT&T will receive UScellular spectrum worth \$1.018 billion.³² Finally, Verizon Wireless will receive a similar amount, worth around \$1 billion.³³ The remaining spectrum will go to two smaller operators, although it is unclear how

²⁹ See *United States et al. v. Deutsche Telekom AG, et al.*, Civil Action No. 1:19-cv-02232-TJK, Competitive Impact Statement, at 7, available at <https://www.justice.gov/atr/case-document/file/1189501/dl>.

³⁰ Melody Wang and Fiona Scott Morton, *The Real Dish on the T-Mobile/Sprint Merger: A Disastrous Deal From the Start*, ProMarket (Apr. 23, 2021), available at <https://www.promarket.org/2021/04/23/dish-t-mobile-sprint-merger-disastrous-deal-lessons/>.

³¹ Application of T-Mobile USA, Inc. and United States Cellular Operating Company LLC, for Assignments of Authorization or Transfers of Control, File No. 0011180491, MB Docket No. 24-286 (Sept. 13, 2024), Public Interest Statement at 4.

³² *UScellular announces sale of select spectrum assets to AT&T for \$1.018 billion*, UScellular (Nov. 7, 2024), available at <https://investors.uscellular.com/news/news-details/2024/UScellular-announces-sale-of-select-spectrum-assets-to-ATT-for-1.018-billion>.

³³ *UScellular announces sale of select spectrum assets for \$1.0 billion*, UScellular (Oct. 18, 2024), available at <https://investors.uscellular.com/news/news-details/2024/UScellular>

much and even if this spectrum will actually go to small competitors (yet another reason to consider these transactions together).³⁴ This sale divests the majority of the spectrum that UScellular has to the three top market competitors and gives these three major carriers a boost in a market that covers 12 percent of the country. Propelling only the top three competitors while eliminating a smaller competitor is an anti-competitive move that will harm the market and raise prices for consumers for years to come. For these reasons, the proposed transaction affirmatively harms the public interest by reducing competition, and the application should be denied.

V. APPLICANTS HAVE NOT DEMONSTRATED THAT THE PROPOSED ASSIGNMENT OF SPECTRUM BENEFITS THE PUBLIC INTEREST.

Should the Commission find that the proposed transaction does not harm the public interest, it must then determine whether the transaction leads to a result that enhances competition and benefits the public interest. In their Application, Applicants discuss “numerous public interest benefits” but mainly focus on the general usefulness of the kind of spectrum that is being transferred.³⁵ While it is good that 3.45 GHz and 700 MHz spectrum could be useful to AT&T and other wireless carriers, this does not amount to verifiable, transaction-specific benefits that the Applicants are required to show. All benefits discussed in the Application are generalized benefits to the types of services from any 5G network. None of the benefits are shown to be anticipated or even probable as a direct result of the transfer of these licenses to AT&T specifically. In line with Commission precedent, Applicants must do much more to meet the public interest standards required by law.

-announces-sale-of-select-spectrum-assets-for-1.0-billion.

³⁴ *Id.*

³⁵ Public Interest Statement at 4-5.

It becomes even more apparent that the purported public interest benefits in the proposed transaction are *not* transaction specific when realizing that AT&T, in claiming how its transaction specifically “benefits” the public interest, uses—verbatim—the same language to describe the transaction-specific benefits in one Public Interest Statement as it uses for another transaction.³⁶ If these were so transaction-specific and verifiable, instead of just generalizations, how could several paragraphs be copy/pasted from one application to the next?

Applicants' failed attempt to demonstrate that the 3.45 GHz band will lie fallow if AT&T is not allowed to monopolize spectrum holdings and deploy a network on it is nothing more than circular reasoning. Allowing AT&T to control all 3.45 GHz spectrum through multiple unconnected transactions strengthens the monopoly and is certainly not a benefit to consumers and the public interest. AT&T is exerting dominance over this band, disincentivizing others from utilizing this spectrum and from competing with AT&T. These bands have inherent value that can be shared among multiple operators instead of solely AT&T.

Therefore, based on the record, it is clear that the benefits Applicants claim the proposed transaction will bring are not verifiable, nor are they transaction-specific. The Applicants plainly have not shown by the preponderance of the evidence that the transaction, as proposed, benefits the public interest. For this reason, the Commission should find, even regardless of whether the proposed transaction harms the public interest, that the public interest is not benefited by this transaction.

³⁶ *Id.*; ULS File No. 0011490039, Description of Transaction, Public Interest Statement, and Request for Waiver at 2-3 (filed Mar 20, 2025).

VI. WAIVER OF SECTION 27.1606 OF THE COMMISSION’S RULES IS INCONSISTENT WITH THE PUBLIC INTEREST.

The Public interest benefits of the 3.45GHz band spectrum greatly outweigh the business objectives of AT&T. The screen should not be waived and, very importantly, the AT&T transactions involving 3.45GHz band spectrum should be consolidated and considered together.

A. THE AUCTION 110 SPECTRUM CAP PROTECTS THE PUBLIC INTEREST AND ENHANCES COMPETITION

To preserve the public interest, the Commission must not waive Section 27.1606 of its rules. As Applicants conceded, the Commission imposed the 40MHz cap for spectrum in the 3.45GHz band to promote diversity among the Applicants.³⁷ What the Applicants fail to appreciate is another main reason for the cap - to preserve competitive access to spectrum.³⁸ As the Commission noted, the spectrum aggregation limit is designed “to help promote spectrum access and encourage competition in the provision of 5G services, while still supporting the efficient and intensive use of spectrum.”³⁹

As AT&T itself argued in 2022, a spectrum screen and aggregation limits are important to “prevent anticompetitive aggregations of mid-band spectrum,” preserve “competitive equilibrium,” and enable “spectrum-poor providers and new entrants [to obtain] the spectrum they need to catch up to the most spectrum-rich provider.”⁴⁰ Furthermore, AT&T has well noted that “outsized holdings of [] critical spectrum input threaten long-term competition for mobile

³⁷ Public Interest Statement at 9.

³⁸ *Facilitating Shared Use in the 3100-3550 MHz Band*, Second Report and Order, Order on Reconsideration, and Order of Proposed Modification, 36 FCC Rcd 5987, ¶ 104 (March 17, 2021).

³⁹ *Id.* at ¶ 104.

⁴⁰ Petition to Deny of AT&T Services, Inc., ULS File No. 0010206629 (Nov. 9, 2022) at 4, 16-24.

broadband services.”⁴¹ Waiver of Section 27.1606 is not only contrary to the public interest, it is also contrary to AT&T’s own statements.

Not only is Section 27.1606 important as it relates to Auction 110, it also remains important today since there is no adequate applicable spectrum screen otherwise. As many agree, it is past time to address the Commission’s Public Notice on AT&T’s petition to update the spectrum screen with a Notice of Proposed Rulemaking that seeks comment on modern spectrum aggregation policies that will help the U.S. realize a competitive wireless market with at least four players.⁴² This is critical now more than ever, given the expiration of the 3.45GHz band screen soon. Until a new screen is in place, even years later Section 27.1606 is important to prevent the spectrum aggregation it was designed to. The Commission must not waive this to allow AT&T to aggregate spectrum that harms competition and the public interest.

B. AT&T’S PIECEMEAL 3.45GHZ BAND AGGREGATIONS ARE EXACTLY WHAT THE SPECTRUM SCREEN IS MEANT TO PREVENT.

AT&T’s multiple waiver requests, piece by piece and in aggregate, are clearly harmful and should be denied. The reason for the cap and screen as described by the Commission itself is to prevent exactly what AT&T is seeking to do through its waiver request - to aggregate concentrated spectrum holdings in the 3.45GHz band to halt competition. This is directly contrary to the public interest as the Commission expresses it in its Order. Not only is AT&T seeking this waiver here, it is also seeking the same waiver in its FTC and SoniqWave

⁴¹ *Id.* at 1.

⁴² See Comments of AT&T, WT Docket No. 23-319; RM-11966 (Oct. 23, 2023)(AT&T Spectrum Screen Comments); Comments of Public Knowledge and Open Technology Institute at New America, WT Docket No. 23-319; RM-11966 (Oct. 23, 2023); Comments of NCTA – The Internet & Television Association, WT Docket No. 23-319; RM-11966 (Oct. 23, 2023); Comments of Competitive Carriers Association, WT Docket No. 23-319; RM-11966 (Oct. 23, 2023).

transactions.⁴³ This piecemeal waiver approach seeks to acquire spectrum over the limits imposed by the Commission in the public interest again and again to ultimately concentrate AT&T's holding of 3.45GHz spectrum far beyond what is legal. AT&T itself, in the T-Mobile-UScellular proceeding, noted at least how it would be easier and is more consistent with Commission precedent to consolidate transactions where there is a common buyer.⁴⁴ All these applications must be considered together, given their cumulative impact on the market.

VII. THE COMMISSION MUST CONSIDER ALL TRANSACTIONS RELATED TO THE TRANSFER OF USCELLULAR SPECTRUM TOGETHER TO SAFEGUARD THE PUBLIC INTEREST.

As Petitioners have argued pertaining to the transaction involving T-Mobile and UScellular,

The transaction itself is complex on its face and involves two steps: the restructuring of UScellular and its owned entities to a new entity to hold all UScellular assets, and then the transfer of these consolidated holdings to T-Mobile. However, this transaction only related to the sale of just 30% of UScellular's spectrum holdings to T-Mobile. For its other holdings, UScellular has agreed to sell the remainder of its spectrum holdings to four providers: AT&T, Verizon, and two undisclosed competitors. The major transactions to AT&T and Verizon are valued at around \$1 billion for each transaction. The total transactions amount to over \$6 billion, 4.5 million consumers, and spectrum that covers nearly 35 million people. Because of this, these transactions are related and should be considered together with the present application. Consolidation would enable the Commission's review of the spectrum concentration issue common to each transaction. The Commission should wait until the remaining applications are filed to consolidate the sale of UScellular's spectrum holdings.⁴⁵

⁴³ See Wireless Telecommunications Bureau Accepts for Filing AT&T Spectrum Frontiers LLC's and FTC Management Group, Inc.'s De Facto Transfer Spectrum Leasing Arrangements and Seeks Comment on Waiver Request, Public Notice, WT Docket No. 25-138, DA 25-231 (rel. Mar. 14, 2025); ULS File No. 0011490039, Description of Transaction, Public Interest Statement, and Request for Waiver at 5-9 (filed Mar 20, 2025).

⁴⁴ See Comments of AT&T Services, Inc., GN Docket No. 24-286 (Jan. 10, 2025).

⁴⁵ Petition to Deny of Public Knowledge, Open Technology Institute at New America, Benton Institute for Broadband & Society, Access Humboldt, and Institute for Local Self-Reliance, GN Docket No. 24-286, at 10 (filed Dec. 9, 2024).

This stands true now, and is even more important given the trend where wireless carriers, most clearly AT&T with its multiple recent applications, are continuing to aggregate spectrum in piecemeal ways to keep competitors from emerging. Petitioners' concerns have indeed risen as carriers are beginning to file their applications to acquire spectrum from UScellular, and on top of that, ask for waivers of the very rules that are in place to protect competition and the public interest. It is for reasons like this that the Commission *must* consider together each transaction that involves the assignment, sale, or lease of UScellular spectrum or assets *together* to ensure that the aggregate effect of these transactions prioritizes boosting competition and supporting the public's best interest. These transactions are related and are even dependent on one another. There is significant reason to consolidate these applications.

VIII. THE COMMISSION CAN ONLY APPROVE THE APPLICATION IF PRO-CONSUMER CONDITIONS ARE IMPOSED IN THE PUBLIC INTEREST.

In addition to its authority to review the transaction to determine if it violates law or is contrary to the public interest, the Commission has the authority to impose conditions related to the transaction that affirmatively promote the public interest.⁴⁶ If the Commission were to determine that the assignment were permissible, at all, it could only find that the application is in the public interest if it includes the conditions designed to address the harms to competition from the increase in spectrum concentration. Specifically, the Commission should impose an unlocking requirement, maintain a service speed threshold, and commit to pro-labor policies. In line with conditions that have been imposed on similar transactions in past years, and given the unique circumstances of this transaction in particular, the Commission must apply these conditions to ensure that this transaction benefits the public interest.

⁴⁶ *T-Mobile-Mint Order*, ¶ 4.

Following the T-Mobile-Mint Merger and building on the momentum for cell phone unlocking generally, the Commission must require T-Mobile to adhere to the same 60-day unlocking period that was agreed to in the T-Mobile-Mint Merger.⁴⁷ As the record clearly shows, unlocking is vitally important to promote competition in the wireless market, and is therefore a policy that will serve the public interest if this application is approved.⁴⁸

Finally, the Commission must consider this transaction's effect on the labor market and require that the parties commit to pro-labor and pro-consumer actions and policies such as ensuring that no employees lose their jobs as a result of this transaction, prices will not increase, customer services will not degrade, labor market competition will remain strong through the prohibition of non-competes and mandatory arbitration agreements, and last promote neutrality in the formation of unions.

IX. CONCLUSION

For the reasons stated above, the Commission should deny the Application, or refer the matter for a hearing pursuant to Section 310(d).

Respectfully submitted,

/s/ Peter Gregory

/s/ Harold Feld

/s/ John Bergmayer

Public Knowledge

1818 N Street NW, Suite 410

Washington, DC 20036

/s/ Nell Geiser

/s/ Hooman Hedayati

Communications Workers of America

501 3rd Street NW

Washington, DC 20001

⁴⁷ *T-Mobile-Mint Order*, ¶ 19.

⁴⁸ *Letter from Public Knowledge, New America's Open Technology Institute, Consumer Reports, National Consumers League, National Consumer Law Center, NTEN, Benton Institute for Broadband & Society, National Digital Inclusion Alliance, The Horace Cousens Industrial Fund, Free Press, Falmouth Service Center, Homeless Prevention Council, Media Justice, Next Century Cities*, WT Docket No. 24-186 (filed Oct. 18, 2024).

/s/ Michael Calabrese
New America's Open Technology Institute
740 15th Street, NW Suite 900
Washington, DC 20005

/s/ Andrew Jay Schwartzman
Benton Senior Counselor
Benton Institute for Broadband & Society
1041 Ridge Road, Unit 214
Wilmette, IL 60091

April 25, 2025

DECLARATION OF PETER GREGORY

I, Peter Gregory, declare under penalty of perjury on this 25th day of April 2025 that:

1. I have read the foregoing Petition to Deny of Public Knowledge.
2. This declaration is submitted in support of the Petition to Deny applications in FCC Docket Number WT 25-150.
3. I am the Broadband Policy Fellow for Public Knowledge, an advocacy organization that has worked extensively to improve affordable, non-discriminatory access to broadband and telecommunications services.
4. The allegations of fact contained in the petition are true to the best of my personal knowledge and belief.

/s/ Peter Gregory
Peter Gregory
Broadband Policy Fellow

CERTIFICATE OF SERVICE

I, Peter Gregory, certify that on April 25, 2025, a copy of the foregoing pleading was served electronically via email upon:

Susannah Larson,
Wireless Telecommunications Bureau
susannah.larson@fcc.gov

Judith Dempsey, Economic Analysis Division,
Office of Economics and Analytics,
judith.dempsey@fcc.gov

Saswat Misra, Competition &
Infrastructure Policy Division,
Wireless Telecommunications Bureau
saswat.misra@fcc.gov

Stephanie Asous,
Mobility Division,
Wireless Telecommunications Bureau
stephanie.asous@fcc.gov

Jessica Dunk
AT&T Mobility LLC
208 S. Akard Street, 20F
Dallas, TX 75202
(855) 699-7073
fccmw@att.com
Assignee Contact

Christine M. Crowe
Wilkinson Barker Knauer, LLP
1800 M St N.W., Suite 800N
Washington, DC 20036
(202) 383-3334
ccrowe@wbklaw.com
Counsel for United States Cellular Corporation

/s/ Peter Gregory
Broadband Policy Fellow
Public Knowledge

April 25, 2025