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

In the Matter of	)	
	)	
Applications of Cellco Partnership	)	WT Docket No. 25-192
and United States Cellular Corporation	)	
For Consent To Assign Licenses	)	
	)	
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.	)	GN Docket No. 24-286
and United States Cellular Corporation	)	
For Consent To Transfer Control of Licenses,	)	
Authorizations, and Leases	)	
	)	

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

/s/ Peter Gregory
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1818 N Street NW, Suite 410
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July 7, 2025

SUMMARY

Public Knowledge, Open Technology Institute at New America, and Benton Institute For Broadband & Society petition the Federal Communications Commission (Commission) to deny the above-captioned application of Cellco Partnership, an indirect, wholly-owned subsidiary of Verizon Wireless (collectively, Verizon Wireless), and United States Cellular Corporation (UScellular) (together, the Applicants) for the transfer and assignment of several cellular, AWS-1, AWS-3, and PCS licenses.

Applicants simply have not demonstrated that the transaction, as proposed, will not cause harm to the public interest. Nor have they shown that the transfer would provide any attributable, transaction-specific benefits to the public interest. This assignment of large amounts of spectrum, resulting in numerous holdings beyond the agency-established threshold, is anti-competitive, makes it harder for a fourth national wireless competitor to emerge, and will likely raise prices for consumers. Without proof otherwise, the application should be denied.

This is the third transaction involving the division of UScellular's spectrum among the top three wireless providers. This combination of transactions poses significant risks to competition and consumers. Taken together, they are likely to cement the spectrum advantage of the largest providers, causing significant harm when taken collectively. Therefore, these transactions must be considered together, and the aggregate effects of each must be weighed together to ensure that the public interest is put before strategically piecemeal transactions. Further, Petitioners urge the Commission to consider imposing conditions on this and the other proposed transactions that will serve the best interest, including a cellphone unlocking condition.

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.

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I. INTRODUCTION

Public Knowledge, 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 Cellco Partnership, an indirect, wholly-owned subsidiary of Verizon Wireless (collectively, Verizon Wireless), and United States Cellular Corporation (UScellular) (together, the Applicants)[1] as it is

[1] *See* ULS File Nos. 0011491372 (lead), 0011495024, 0011495033, 0011495069, 0011495073, 0011494848, 0011494858, 0011494879, 0011494890, 0011494909, 0011494948, 0011494952, 0011494979, 0011494981, 0011494999, 0011495012, 0011495019, 0011495028, 0011495034, 0011495036, 0011494832, 0011495041, 0011495046, 0011495050, 0011495053, 0011495067, 0011495068, 0011495076, 0011495078, 0011495080, 0011495081, 0011495084, 0011495086,

anti-competitive and contrary to the public interest. Petitioners also urge the Commission to consider all applications[2] 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 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.[3] To establish party-in-interest standing, "a petitioner must allege facts sufficient to demonstrate that grant of the application would cause it direct injury.[4] In addition, a petitioner must demonstrate a causal link between the claimed injury and the challenged action.[5] An organization may meet these standards in its own right or may demonstrate that one or more of its members meets these

0011495091, 0011495092, 0011495094, 0011495095, 0011495096, 0011495089 (filed April 1, 2025). ("*Spectrum Assignment Application*" or "Application").

[2] *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); *see also* 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).

[3] 47 U.S.C. § 309(d)(1); 47 C.F.R. § 1.939.

[4] *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).

[5] *Id*.

requirements,[6] and the Commission routinely permits groups representing the public interest to participate in proceedings as "parties in interest."[7]

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.[8] This Petition was filed timely within the period set forth in the *Public Notice*, DA 25-491, released on June 6, 2025.[9]

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, and, surprisingly, make a showing in the opposite direction, demonstrating that the majority of the transaction even exceeds the Commission's own spectrum thresholds. For these reasons, the

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[6] *Id*.

[7] *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 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").

[8] *See* 47 C.F.R. § 1.939.

[9] *Wireless Telecommunications Bureau Accepts For Filing Cellco Partnership's And United States Cellular Corporation's Spectrum Assignment Applications*, WT Docket No. 25-192, Public Notice (rel. Jun. 6, 2025).

Commission should deny the Application pursuant to its authority under the Communications Act.

The Commission has the authority to deny the Spectrum Assignment Application of Verizon 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 application should be approved.[10] 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."[11] 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."[12] 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.[13]

The Commission's review must evaluate the transaction within the "broad aims of the Communications Act."[14] As the Commission has consistently acknowledged, a review of a

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[10] 47 U.S.C. § 310(d).

[11] 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"*).

[12] *Id.*

[13] *Id*.

[14] *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.*

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."[15] This includes "a deeply rooted preference for preserving and 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."[16] 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.[17]

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."[18] Furthermore, the Commission seeks to "avoid[] excessive concentration of licenses" and preferences "businesses owned by members of minority groups and women" when considering license

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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)).

[15] *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 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.).

[16] *Verizon-TracFone Order*, ¶ 23.

[17] *Id*.

[18] 47 U.S.C. § 257(b).

applications.[19] Finally, a most critical aim of the Communications Act, universal service, prioritizes connecting "[c]onsumers in all regions of the Nation" with quality services.[20] In its analysis, the Commission should therefore consider these factors, especially favoring diversity, avoiding concentration of licenses, and ensuring universal service goals, when deciding whether the transaction complies with the broad aims of the Act.[21]

The Commission begins its public interest review by applying its standard of review and general public interest framework to the record to find whether the proposed transaction harms the public.[22] When a proposed transaction will not eliminate a competitor in the market where the applicant operates, the Commission has found that there is no competitive harm.[23] 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 any public interest benefits attributable to the transaction.

The Commission must then determine whether the "proposed transaction is likely to generate verifiable, transaction-specific public interest benefits."[24] 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,"[25] and verifiable, meaning that the Applicants must provide "evidence of a claimed benefit to allow the Commission to

[19] 47 U.S.C. § 309(j)(3)(B).
[20] 47 U.S.C. § 254.
[21] *See Verizon-TracFone Order*, ¶ 109 (Where the Commission "acknowledge[d] and applaud[ed] Verizon's commitment to diversity and inclusion" contained in a letter from Verizon assuring that it would extend its diversity and inclusion policies, practices, and programs to all TracFone employees as part of the basis for the Commission's approval).
[22] 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*").
[23] *Id*., ¶ 24.
[24] *Verizon-TracFone Order*, ¶ 14.
[25] *Id*.

verify its likelihood and magnitude."[26] 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."[27]

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 consumers and, further, because the Applicants have failed to show that there are verifiable, transaction-specific benefits to both consumers and the broader public interest as a direct result of this transaction.

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

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 even just this reason alone, Applicants' spectrum assignment Application should be denied.

A. THE ASSIGNMENT AS PROPOSED WOULD HARM THE LABOR MARKET AND CONSUMERS.

In claiming that the transaction does not harm the public interest, Applicants generally discuss how the proposed transaction might benefit their customers by "keeping spectrum from becoming underutilized," increasing "coverage and capacity" on networks, and helping with "in-building penetration for customers' indoor use."[28] And more, Applicants make an assertion that "[g]iven the variety of choices among providers available in the Markets, the proposed

[26] *Lumen-Connect Order*, ¶ 25.
[27] *Id*.
[28] *Spectrum Assignment Application,* Description of Transaction and Public Interest Statement at 1.

transaction will have no adverse competitive effects" but fail to prove *how* shifting spectrum holdings will have no adverse impact on consumers or competition.[29]

Applicants plainly fail to address the first part of the requirements under Section 310(d) – proving that the transaction does not harm 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, wage growth, and broader local economies. The Applicants have not shown in their Public Interest Statement, or elsewhere, that this transaction will *not* result in harm to labor markets 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.

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, again, 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, Verizon does not make any claims or assurances that UScellular customers and their services will not be interrupted or harmed through the transaction. Likewise, Verizon does not outline any mitigation measures for customers who may need to switch networks or devices

[29] *Id.*

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 Verizon must assure the Commission and the public as a whole that no harm will come from this transaction by providing concrete, verifiable evidence, especially since enhanced review is triggered in this Application.

B. THE ASSIGNMENT AS PROPOSED WOULD HARM 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.[30] The Application estimates that the spectrum transfer covers 618 counties across 19 states, covering approximately 8% of the U.S. population.[31] If this Application is approved, spectrum covering an area that spans throughout the country and holds more than 27 million Americans will shift from a market competitor, UScellular, to being divided up between a dangerous market 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. In many locations, such as those across 19 states subject to transfer in this very transaction, where UScellular has a strong market presence, its pricing structure adds competition that can affect the wireless market nationwide, as nationwide carriers must compete with UScellular while maintaining a separate priority to have the same pricing

[30] 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.
[31] *Wireless Telecommunications Bureau Accepts For Filing Cellco Partnership's And United States Cellular Corporation's Spectrum Assignment Applications*, WT Docket No. 25-192, Public Notice (rel. Jun. 6, 2025).

across the country. UScellular has a competitive advantage within its footprint since it does not have to maintain country-wide pricing; this would be eliminated. UScellular helps to drive down prices for consumers, and Verizon has made no showing to the contrary to suggest that it does not compete with UScellular's more-flexible regional pricing model. Verizon must affirmatively prove that this transaction will not harm consumers. A transaction of this magnitude, which assists in completely wiping out a smaller, more competitive market participant, will not serve the public interest, as competition will be harmed on local and national levels. Because it harms the public interest, and there is no showing otherwise, this Application should be denied.

C. THE ASSIGNMENT AS PROPOSED WOULD HARM 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.[32] 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 Verizon's holdings of cellular, AWS-1, AWS-3, and PCS licenses, cementing Verizon's superiority in several spectrum bands. This makes it much harder for EchoStar, or any provider, to compete. It is well established that a market with fewer than four competitors is considered "highly concentrated," and therefore unlikely to provide consumers with the full benefits of a competitive market. As the Department of Justice has noted, eliminating the fourth competitor has many potential consequences, including the loss of head-

[32] 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/.

to-head competition, which leaves the market vulnerable to increased coordination among the remaining three carriers. As a result, consumers will likely experience higher prices, reduced innovation, reduced quality, and fewer choices.[33] 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."[34]

This transaction enables UScellular to shut its doors by selling off its spectrum and eliminates the fourth facilities-based wireless competitor in many markets while further advantaging the dominant incumbents, especially as each of the three major carriers stand to receive billions of dollars worth of spectrum licenses as UScellular divests its assets. T-Mobile will become the leader in certain cellular swaths, AWS, and the 2.5 GHz band; AT&T will dominate the 3.45 GHz band; and Verizon will have total control over whole swaths of cellular, AWS-1, AWS-3, and PCS licenses. As a result of this transaction and the others breaking apart UScellular, pending transactions suggest that T-Mobile will receive 30 percent of UScellular's spectrum,[35] that AT&T will receive UScellular spectrum worth $1.018 billion,[36] and, finally, Verizon will receive a similar amount, worth around $1 billion.[37] The remaining spectrum will

[33] *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.
[34] 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/.
[35] 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.
[36] *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.
[37] *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-announces-sale-of-select-spectrum-assets-for-1.0-billion.

go to two smaller operators, but the three major carriers will come out on top in dominating force.[38] Overall, this sale divests the majority of the spectrum that UScellular has to the three top market competitors, giving the three major carriers a significant 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 Spectrum Assignment 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 benefits the public interest. It is the Applicants who have the burden of proof to show that the "proposed transaction is likely to generate verifiable, transaction-specific public interest benefits."[39] In their Application, Applicants discuss "numerous public interest benefits beyond just keeping spectrum from becoming underutilized."[40] Yet, the mere listing of these "numerous" benefits only amounts to a few things: "increas[ing coverage and capacity on its network to better serve its customers' increasing demands" and "help[ing] with in-building penetration for customers' indoor use."[41] The Applicants clearly have not met their burden.

The benefits that Applicants claim the proposed transaction will bring are not verifiable. The Applicants plainly have not shown by the preponderance of the evidence that the

[38] *Id*.
[39] *Verizon-TracFone Order*, ¶ 14.
[40] *Spectrum Assignment Application,* Description of Transaction and Public Interest Statement at 1.
[41] *Id*.

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.

VI. THE MAJORITY OF THIS TRANSACTION EXCEEDS THE COMMISSION'S OWN THRESHOLD AND IS DE FACTO CONTRARY TO THE PUBLIC INTEREST.

In order to safeguard the public interest, the Commission has created a 68 MHz spectrum screen (or threshold) for below-1 GHz spectrum in its review of spectrum transactions. This threshold is not a cap, but it triggers an enhanced review of the transaction to ensure that a transaction promotes competition in wireless markets, prevents excessive concentration of low-band spectrum, and balances spectrum efficiency with the public interest. If Applicants are unable to demonstrate otherwise, the commission must deny the Application or – at a minimum – require divestiture so that the acquirer does not exceed the screen.

The fact that the majority of the transaction would result in holdings where Verizon exceeds the screen demonstrates the overall anti-competitive impact of the transfer. As discussed below, the 1 GHz screen triggers added scrutiny precisely because the concentration of low-band licenses creates an anti-competitive advantage. Even if this were not a merger from 4 to 3 competitors, conferring on one provider such an enormous concentration of low-band spectrum would be contrary to the public interest.

A. THE 68 MHZ THRESHOLD FOR BELOW-1 GHZ SPECTRUM WAS DESIGNED TO PROMOTE COMPETITION AND THE PUBLIC INTEREST.

The below-1-GHz spectrum screen was contemplated and later developed in 2014, first as a 45 MHz screen, and was later changed through a series of Commission decisions to become what it is now – a 68 MHz threshold for holdings of below-1 GHz spectrum that triggers an

"enhanced review" by the Commission.[42] The policy reasons for establishing the original cap are relevant today, and Petitioners believe that the Commission must consider these reasons when evaluating the Application.

In 2014, the Commission reasoned that a cap for below-1 GHz spectrum was necessary on three independent bases, relying on 47 U.S.C. 309(j): (1) access to low-band spectrum is important to promote variety in licensees and rural deployment; (2) consumers benefit from robust competition among multiple providers in low-band spectrum; and (3) there is a potential for competitive harm without proper safeguards to prevent providers from raising rivals' costs or foreclosing competition.[43] Over a decade later, these same bases underpin what is at risk with each transaction involving the transfer of UScellular licenses to the top-three wireless providers.

B. ENHANCED REVIEW IS NECESSARY TO ENSURE THAT THE TRANSACTION PROMOTES COMPETITION IN THE PUBLIC INTEREST.

The Commission created the below-1 GHz threshold for the foregoing reasons. Without the threshold, anticompetitive holdings of very important cellular spectrum could result. Consolidation of such holdings of this spectrum, crucial spectrum that penetrates buildings and helps to reduce overall costs of coverage, harm consumers the most. It is therefore not enough for applicants exceeding the screen to demonstrate that the transaction as a whole serves the public interest. Applicants must make an additional showing that each aggregation above the 68 MHz threshold in each of the CMAs will not harm competition. While Verizon summarily

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[42] *See* Policies Regarding Mobile Spectrum Holdings (last updated Jun. 6, 2019), available at https://www.fcc.gov/wireless/bureau-divisions/competition-infrastructure-policy-division/policies-regarding-mobile.

[43] *Policies Regarding Mobile Spectrum Holdings Expanding the Economic and Innovation Opportunities of Spectrum Through Incentive Auctions*, Report and Order, 29 FCC Rcd 6133, 6190-91, para. 44 (2014).

argues that its overage of "4 MHz will have minimal impact on the market as a whole," without providing verifiable evidence that such an overage will not impact others' ability to compete in certain counties, this assertion must fail. Given that Verizon has voluntarily entered a transaction knowing that it exceeds the screen, the Commission is obligated to conduct an enhanced review. In doing so, the Commission must ensure that, in accordance with Section 310 of the Communications Act, competition is not only unharmed, but also enhanced, by the transaction. Applicants have made no such showing, and therefore, the Commission should deny the Application. The policy imperatives of the Commission when evaluating transactions involving low-band spectrum are clear–to safeguard competition and the public– and the Commission must do just that when evaluating the Application before it now.

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.[44]

[44] 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, 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 and thresholds 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 a 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.[45] If the Commission determines that the assignments are permissible, in whole or in part, 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.

Following the T-Mobile-Mint Merger and building on the momentum for cell phone unlocking generally, the Commission must require T-Mobile, AT&T, and Verizon to adhere to

[45] *T-Mobile-Mint Order*, ¶ 4.

the same 60-day unlocking period that was agreed to in the T-Mobile-Mint Merger.[46] 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.[47] The industry, including Verizon, is supportive of a uniform rule, and this transaction as a whole provides an opportunity for the Commission to satisfy industry and consumers by implementing a uniform unlocking condition for the major carriers.

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,

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July 7, 2025

[46] *T-Mobile-Mint Order*, ¶ 19.
[47] *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).

DECLARATION OF PETER GREGORY

I, Peter Gregory, declare under penalty of perjury on this 7th day of July 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 25-192.

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
Broadband Policy Fellow
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CERTIFICATE OF SERVICE

I, Peter Gregory, certify that on July 7, 2025, a copy of the foregoing pleading was served electronically via email upon:

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July 7, 2025