

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

In the Matter of)
)
Applications of AT&T Mobility II LLC and EchoStar) WT Docket No. 25-303
Corporation for Consent to Assign Licenses)

MEMORANDUM OPINION AND ORDER

Adopted: May 12, 2026

Released: May 12, 2026

By the Chief, Wireless Telecommunications Bureau:

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I. INTRODUCTION

1. The FCC takes another step today towards restoring America's leadership in wireless. We do so by approving a transfer of spectrum that will extend high-speed wireless services to even more Americans. Specifically, in this Memorandum Opinion and Order, we grant the assignment applications filed by AT&T Mobility II LLC, an indirect wholly owned subsidiary of AT&T Inc. (collectively, AT&T), and EchoStar Corporation and its wholly owned subsidiaries (collectively, EchoStar, and together with AT&T, the Applicants).¹ We also grant the request for waiver of the 600 MHz buildout requirements under section 27.14(t) conditioned on AT&T meeting more robust buildout deadlines than it proposed in the request. In addition, we grant a temporary partial waiver and extension of the discontinuance rule under section 1.953 to the extent necessary to effectuate the transaction. We dismiss as moot the request to waive section 1.946(e)(3) of the Commission's rules as it applies to AT&T because a waiver is not necessary, as explained below. In addition, we dismiss as moot AT&T's request for waiver of the time-limited 40 megahertz aggregation limit on 3.45 GHz spectrum under section 27.1606(a) of the Commission's rules because that limit expired on January 4, 2026.

2. After carefully evaluating the potential competitive effects of the proposed assignments, we find that the likelihood of competitive harm is low, for the reasons set forth below, and does not warrant denial of the assignments. Further, our review of the record demonstrates that the proposed transaction is likely to result in significant public interest benefits. AT&T plans to deploy this valuable spectrum, which covers approximately 99% of the U.S. population and which could otherwise be left unused or underutilized. AT&T will use this spectrum to improve its 5G network's coverage, capacity, and performance throughout the country, including rural areas, allowing it to better compete against the other nationwide providers and provide a better customer experience. Additionally, the proposed assignments will facilitate EchoStar's ability to improve the services provided to its Boost Mobile customers. For these reasons, we conclude that the public interest, convenience, and necessity would be served by approving these Applications.

II. BACKGROUND

A. Description of the Applicants

1. AT&T

3. AT&T Mobility II LLC is an indirect, wholly owned subsidiary of AT&T Inc.,² a publicly traded telecommunications services provider incorporated in Delaware.³ AT&T Inc. and its

¹ See Applications of AT&T Mobility II LLC and EchoStar Corporation for Consent to Assign Licenses, WT Docket No. 25-303, ULS File Nos. 0011749148 (lead application), 0011749151, 0011749122 and paper applications filed in ECFS File Nos. 50001WTAA25 and 50002WTAA25 (filed Sept. 18, 2025) (Applications). ULS File No. 0011944971 was filed in ULS to replace ECFS File Nos. 50001WTAA25 and 50002WTAA25 (filed March 13, 2026). The Applicants state that EchoStar has on file and may file additional requests for the acquisition of 600 MHz or 3.45 GHz licenses and/or for authorizations for new or modified facilities that may be granted before the Commission acts on these Applications. Applications, Exh. 1, Description of Transaction, Public Interest Showing, and Related Demonstrations at 38 (Public Interest Statement). The Applicants request that any approval of the Applications for the instant transaction include authority for AT&T to acquire any licenses that EchoStar obtains through pending assignment applications. Public Interest Statement at 38. The Applicants further request that any Commission approval include any authorizations that may have been inadvertently omitted. Public Interest Statement at 38. The Applicants state that the public notice announcing this transaction provides adequate notice to the public with respect to the licenses involved, including licenses for which modifications are pending and, therefore, a waiver of sections 1.927(h), 1.929(a)(2) and 1.933(b) of the Commission's rules is not necessary. Public Interest Statement at 39.

² See Public Interest Statement at 6–7; AT&T Inc., FCC Form 602, File No. 0011895370 at 1 (filed Feb. 3, 2026) (AT&T Form 602); AT&T Inc., SEC Form 10-K, Ex. 21 at 3 (filed Feb. 9, 2026) (AT&T 10-K).

³ AT&T 10-K at 1.

subsidiaries provide nationwide wireless service to approximately 91 million postpaid subscribers, 18 million prepaid subscribers, and 11 million subscribers through resellers; and sell handsets; wireless data cards and wireless computing devices for use with its services.⁴ AT&T reported 2025 total operating revenues of approximately \$125.6 billion, with an operating income of approximately \$24.1 billion.⁵

2. EchoStar Corporation

4. EchoStar Corporation, a Nevada corporation, is a publicly traded holding company that provides technology, networking services, television entertainment, and connectivity.⁶ Through its subsidiaries, EchoStar operates in three primary business segments: (1) pay-TV; (2) wireless; and (3) broadband and satellite services.⁷ EchoStar's pay-TV business offers satellite TV services as well as multichannel, live linear and on-demand streaming over-the-top Internet-based video programming services; its wireless business provides wireless communications services and products under its Boost Mobile and Gen Mobile brands; and its broadband and satellite services business provides broadband services to consumers, small- to medium-sized businesses, government customers, and large commercial enterprise customers.⁸ As of December 31, 2025, EchoStar had approximately 7.5 million wireless subscribers.⁹ EchoStar reported 2025 consolidated revenues of approximately \$15 billion, with an operating loss of approximately \$17.7 billion.¹⁰

B. Description of the Transaction

5. Under the proposed transaction, EchoStar will assign all of its 3.45 GHz and 600 MHz licenses to AT&T.¹¹ These licenses cover approximately 99% of the U.S. population in 3,155 counties or county-equivalents in all or parts of 720 Cellular Market Areas (CMAs) across 50 states and the District of Columbia, American Samoa, Guam, the Northern Mariana Islands, and the Gulf of America.¹² Altogether, AT&T would acquire 10 megahertz to 40 megahertz of 600 MHz spectrum and up to 40 megahertz of 3.45 GHz spectrum in the markets at issue.¹³

6. The Applicants request a waiver, extension, and/or substitution of the 600 MHz buildout requirements under sections 27.14(t), 1.953, and 1.946(e)(3) of the Commission's rules to give AT&T sufficient time to build out the 600 MHz spectrum.¹⁴ AT&T also seeks a waiver of section 27.1606(a) of the rules, which temporarily limits licensees, until January 4, 2026, to holding no more than 40 megahertz of 3450–3550 MHz band licenses in any service area.¹⁵

⁴ AT&T 10-K at 1, 3–4, 23.

⁵ AT&T 10-K at 20–21.

⁶ Public Interest Statement at 6; EchoStar Corporation, SEC Form 10-K at F-9 (filed Mar. 2, 2026) (EchoStar 10-K).

⁷ EchoStar 10-K at 6, F-9.

⁸ Public Interest Statement at 6; EchoStar 10-K at 6–7.

⁹ EchoStar 10-K at 6.

¹⁰ EchoStar 10-K at 74.

¹¹ Public Interest Statement at 6–7.

¹² See, e.g., Public Interest Statement, Exh. 3 AT&T Aggregation Chart (amended Jan. 30, 2026) (Exh. 3 AT&T Amended Aggregation Chart).

¹³ Exh. 3 AT&T Amended Aggregation Chart.

¹⁴ Public Interest Statement at 29–37; Letter from Maureen R. Jeffreys, Arnold & Porter Kaye Scholer LLP, Counsel to AT&T, and Pantelis Michalopoulos, Steptoe LLP, Counsel to EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303, at 1 (filed Apr. 17, 2026) (Applicants' Apr. 17, 2026 Letter).

¹⁵ Public Interest Statement at 37–38; 47 CFR § 27.1606(a); see also *Facilitating Shared Use in the 3100–3550 MHz Band*, WT Docket No. 19-348, Second Report and Order, Order on Reconsideration, and Order of Proposed

7. The Applicants contend that the transaction is in the public interest because it would enable AT&T to increase its spectrum depth and improve its network performance, leading to better service and also the expanded availability of AT&T's fixed wireless service and converged fixed broadband and mobile wireless services.¹⁶ The Applicants state that the 3.45 GHz spectrum at issue is unused and that AT&T will be able to deploy the 3.45 GHz spectrum rapidly¹⁷ and "will be able to use the 3.45 GHz spectrum for 5G more intensively than EchoStar promptly upon closing."¹⁸

8. The Applicants also assert that the proposed transaction would ensure the 600 MHz spectrum will be put to its "highest and best use" and explain that EchoStar is "not in a position to undertake additional 5G deployments."¹⁹ The Applicants contend that, by contrast, AT&T has the resources and a strong incentive to deploy the 600 MHz spectrum.²⁰ In addition, the Applicants state that waiving the 600 MHz buildout requirements is in the public interest because it would avoid the risk of underutilization of the 600 MHz spectrum and give AT&T the time it needs to incorporate the 600 MHz spectrum into its network.²¹

9. As part of the broader transaction, the Applicants explain that EchoStar and AT&T have also entered into what they describe as a hybrid-Mobile Network Operator (MNO) arrangement, which builds on their existing network-as-a-service (NaaS) arrangement that enables the routing of Boost Mobile customer traffic from AT&T's cell sites to EchoStar's core facilities.²² They explain that under the new arrangement, EchoStar will have lower rates and AT&T will increase the interconnection points that it provides EchoStar, providing for better service.²³ The Applicants contend that through its hybrid-MNO arrangement, EchoStar will offer more reliable wireless service at lower cost, making it a more effective competitor than it is currently.²⁴

10. On May 30, 2025, EchoStar announced that it elected not to make an approximately \$326 million cash interest payment due on May 30, 2025 on certain secured notes and that such non-payment was a default, and that it had a 30-day grace period to make the payments.²⁵ On June 2, 2025, EchoStar made a similar announcement with respect to approximately \$183 million in cash interest payments due on June 2, 2025 on other secured notes.²⁶ On June 6, 2025, the Wall Street Journal reported that EchoStar

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Modification, 36 FCC Rcd 5987, 6022–23, 6025, paras. 102, 106 (2021) (*3.45 GHz Order*). Auction 110 closed on January 4, 2022. *See Auction of Flexible-Use Service Licenses in the 3.45–3.55 GHz Band Closes, Winning Bidders Announced for Auction 110*, AU Docket No. 21-62, Public Notice, 37 FCC Rcd 308, 308, para. 1 (OEA/WTB 2022) (*Auction 110 Public Notice*).

¹⁶ Public Interest Statement at 10, 15.

¹⁷ Public Interest Statement at 4, 10, 13–14.

¹⁸ Public Interest Statement at 37. Since filing the Applications, AT&T announced that it is already using the 3.45 GHz spectrum. *See, e.g.*, Press Release, AT&T, AT&T Boosts 5G Capacity Nationwide with New Spectrum, Giving Customers a Stronger, Faster Connection (Nov. 17, 2025), <https://about.att.com/story/2025/att-boosts-5g-capacity-nationwide.html>.

¹⁹ Public Interest Statement at 36.

²⁰ Public Interest Statement at 2, 10, 17.

²¹ Public Interest Statement at 36–37.

²² Public Interest Statement at 7, 22; Declaration of John Swieringa, Exh. B to Public Interest Statement, ¶¶ 5–9 (Public Interest Statement, Swieringa Decl.).

²³ Public Interest Statement at 22; Public Interest Statement, Swieringa Decl. ¶¶ 6–7, 12.

²⁴ Public Interest Statement at 3, 22–23.

²⁵ EchoStar Corp., SEC Form 8-K at Item 2.04 (filed May 30, 2025).

²⁶ EchoStar Corp., SEC Form 8-K at Item 2.04 (filed June 2, 2025).

was considering a Chapter 11 bankruptcy filing.²⁷ On June 27, 2025 EchoStar announced that it would make both sets of interest payments, but that it would not pay approximately \$114 million of cash interest payments on other notes due July 1, 2025.²⁸ In its August 26, 2025 statement announcing the proposed transaction, EchoStar stated that the transaction “puts [its] business on a solid financial path, further facilitating EchoStar’s long-term success, and enhancing [its] ability to innovate and compete as a hybrid network operator. The proceeds of this transaction will be used for, among other things, retiring certain debt obligations and funding EchoStar’s continued operations and growth initiatives.”²⁹

C. Transaction Review Process

11. On September 18, 2025, AT&T and EchoStar filed five applications seeking Commission consent to assign EchoStar’s 3.45 GHz and 600 MHz spectrum to AT&T. On September 30, 2025, a public notice was released accepting the Applications for filing and seeking comment on the Applicants’ request for waiver of section 27.1606(a) of the Commission’s rules and request for “waiver, extension, and/or substitution of the 600 MHz buildout requirements” under sections 27.14(t), 1.953, and 1.946(e) of the Commission’s rules.³⁰

12. On November 18, 2025, one petition to deny or condition the transaction,³¹ and two comments were timely filed.³² On December 3, 2025, AT&T and EchoStar filed a Joint Opposition³³ and the Information Technology and Innovation Foundation (ITIF) filed comments and an Opposition in support of the proposed transaction and against the petition to deny the transaction.³⁴ On December 15, 2025, the Rural Wireless Association (RWA) filed reply comments.³⁵ In December 2025 through May 2026, multiple parties filed *ex parte* submissions and letters concerning EchoStar subsidiary DISH Wireless LLC’s (DISH Wireless) contractual obligations.³⁶

²⁷ Alexander Gladstone and Drew Fitzgerald, Wall Street Journal, EchoStar Prepares Potential Bankruptcy Filing Amid FCC Review (June 6, 2025).

²⁸ EchoStar Corp., SEC Form 8-K at Item 8.01, Item 2.04 (filed June 27, 2025).

²⁹ News Release, EchoStar, EchoStar Announces Spectrum Sale and Hybrid Mobile Network Operator (MNO) Agreement, Steps Toward Resolving Federal Communications Commission’s (FCC) Inquiries (Aug. 26, 2025), <https://ir.echostar.com/news-releases/news-release-details/echo-star-announces-spectrum-sale-and-hybrid-mobile-network>.

³⁰ *Wireless Telecommunications Bureau Accepts for Filing AT&T Mobility II LLC and EchoStar Corporation’s Spectrum Assignment Applications*, WT Docket No. 25-303, Public Notice, DA 25-919 (WTB Sept. 30, 2025).

³¹ Petition to Condition or Deny of T-Mobile USA, Inc., WT Docket No. 25-303 (filed Nov. 18, 2025), <https://www.fcc.gov/ecfs/document/1118614525157/1> (T-Mobile Petition).

³² Rural Wireless Association, Inc. Comments (RWA); Public Knowledge and Open Technology Institute at New America Comments (Public Knowledge and OTI). RWA and Public Knowledge and OTI filed their submissions as comments. Accordingly, any oppositions to the proposed transaction raised in their filings will be given the weight of comments and not petitions to deny. See 47 CFR § 1.939 (requirements for petitions to deny spectrum assignment applications).

³³ Joint Opposition to Petition to Condition or Deny and Reply Comments of AT&T Mobility II LLC and EchoStar Corporation (Joint Opposition) (Dec. 3, 2025).

³⁴ Letter from Joe Kane, Director of Broadband and Spectrum Policy, ITIF, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303 (Dec. 3, 2025) (ITIF Comments).

³⁵ Reply to Opposition of the Rural Wireless Association, Inc. (Dec. 15, 2025) (RWA Reply).

³⁶ Appendix A lists all submissions filed in this docket from December 2025 through May 2026. See *infra* Appendix A, Petitioners and Commenters. A broad range of parties, including the Wireless Infrastructure Association, NATE the Communications Infrastructure Contractors Association, the Michigan Coalition to Protect Public Rights-of-Way (representing municipalities), and individual property owners, submitted comments or *ex partes* requesting that the FCC take action to address DISH Wireless’s contractual obligations to its infrastructure

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III. STANDARD OF REVIEW AND PUBLIC INTEREST FRAMEWORK

13. Pursuant to section 310(d) of the Communications Act of 1934, as amended (the Act),³⁷ we must determine whether the proposed assignment to AT&T of licenses held and controlled by EchoStar will serve the public interest, convenience, and necessity. In making this determination, we first assess whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.³⁸

14. If the proposed transaction does not violate a statute or rule, we then consider whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.³⁹ Our competitive analysis, which forms an important part of the public interest evaluation, is informed by, but not limited to, traditional antitrust principles.⁴⁰ The United States Department of Justice has independent authority to examine the competitive impacts of proposed mergers and transactions involving transfers of Commission licenses, but the Commission's competitive analysis under the public interest standard is somewhat broader, and often takes a more extensive view of potential and future competition and its impact on the relevant markets.⁴¹ Notably, the Commission has determined it may impose and enforce transaction-related conditions to ensure that the public interest is served by the transaction.⁴²

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partners. Filings in Appendix A that were submitted after the December 15, 2025 close of the pleading cycle for this transaction by their respective filers are accorded consideration as *ex parte* filings under the Commission's rules. 47 CFR §§ 1.1200 *et seq.*; *see generally* 47 CFR § 1.419(b).

³⁷ 47 U.S.C. § 310(d). Section 310(d) of the Act requires that the Commission consider applications for transfer or assignment of Title III licenses under the same standard as if the proposed transferee or assignee were applying for licenses directly under section 308 of the Act, 47 U.S.C. § 308. *See, e.g., Applications of T-Mobile US, Inc. and United States Cellular Corporation for Consent to Transfer Control of Licenses, Authorizations, and Leases*, GN Docket No. 24-286, Memorandum Opinion and Order, 40 FCC Rcd 4776, 4783, para. 13 & n.43 (WTB 2025) (*T-Mobile-UScellular Order*); *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, WC Docket No. 16-403, Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585, para. 8 (2017) (*CenturyLink-Level 3 Order*); *Applications of GCI Communication Corp., ACS Wireless License Sub, Inc., ACS of Anchorage License Sub, Inc., and Unicom, Inc. for Consent to Assign Licenses to the Alaska Wireless Network, LLC*, WT Docket No. 12-187, WC Docket No. 09-197, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 10433, 10442, para. 23 & n.71 (2013) (*Alaska Wireless-GCI Order*).

³⁸ 47 U.S.C. § 310(d); *T-Mobile-UScellular Order*, 40 FCC Rcd at 4784, para. 13; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 8; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

³⁹ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4784, para. 14; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

⁴⁰ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4784, para. 14; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9585, para. 9; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10443, para. 25; *see also Ne. Utils. Serv. Co. v. FERC*, 993 F.2d 937, 947 (1st Cir. 1993) (public interest standard does not require agencies "to analyze proposed mergers under the same standards that the Department of Justice . . . must apply").

⁴¹ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4784, para. 14; *Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holdings Inc., Transferor to Sirius Satellite Radio Inc., Transferee*, MB Docket No. 07-57, Memorandum Opinion and Order and Report and Order, 23 FCC Rcd 12348, 12365–66, para. 32 (2008); *AT&T Inc. and BellSouth Corporation Application for Transfer of Control*, WC Docket No. 06-74, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5673–74, para. 21 (2007) (*AT&T-BellSouth Order*); *Application of EchoStar Communications Corp., (A Nevada Corp.), General Motors Corp., and Hughes Electronics Corp. (Delaware Corps.) (Transferors) and EchoStar Communications Corp. (A Delaware Corp.) (Transferee)*, CS Docket No. 01-348, Hearing Designation Order, 17 FCC Rcd 20559, 20575, para. 27 (2002).

⁴² *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4784, para. 14; *Applications of AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-90, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9141, para. 22 (2015) (*AT&T-DIRECTV Order*); *Applications of Comcast*

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15. If we determine that a transaction raises no public interest harms or that any such harms have been ameliorated by the Commission-imposed conditions or voluntary commitments, we next consider a transaction's public interest benefits. Applicants bear the burden of proving those benefits by a preponderance of the evidence.⁴³ As part of our public interest authority, we may impose conditions to ensure for the public the transaction-related benefits claimed by the applicants.⁴⁴

16. Finally, if we are able to find that transaction-related conditions are able to ameliorate any public interest harms and the transaction is in the public interest, we may approve the transaction as so conditioned or agreed.⁴⁵ In contrast, if we are unable to find that a proposed transaction even with such conditions serves the public interest or if the record presents a substantial and material question of fact, then we must designate the application for hearing.⁴⁶

IV. QUALIFICATIONS OF THE APPLICANTS AND COMPLIANCE WITH COMMUNICATIONS ACT AND COMMISSION RULES AND POLICIES

17. Section 310(d) of the Act requires that we make a determination as to whether the Applicants have the requisite qualifications to hold Commission licenses.⁴⁷ Among the factors the Commission considers in its public interest review is whether the applicant for a license has the requisite "citizenship, character, financial, technical, and other qualifications."⁴⁸ Therefore, as a threshold matter, the Commission must determine whether the applicants to a proposed transaction meet the requisite qualification requirements to hold and transfer licenses under section 310(d) of the Act and the Commission's rules.⁴⁹

18. AT&T will acquire certain EchoStar spectrum licenses. No issues were credibly raised regarding the basic qualifications of AT&T or EchoStar. AT&T and its subsidiaries and affiliates⁵⁰ and

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Corp., General Electric Co. and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licenses, MB Docket No. 10-56, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4249, para. 25 (2011); *see also Application of WorldCom, Inc. and MCI Commc'ns Corp. for Transfer of Control of MCI Commc'ns Corp. to WorldCom, Inc.*, CC Docket No. 97-211, Memorandum Opinion and Order, 13 FCC Rcd 18025, 18032, para. 10 (1998) (stating that the Commission may attach conditions to the transfers); *Applications of T-Mobile US, Inc., and Sprint Corp., for Consent to Transfer Control of Licenses and Authorizations, Applications of American H Block Wireless L.L.C., DBSD Corp., Gamma Acquisition L.L.C., and Manifest Wireless L.L.C. for Extension of Time*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, 10596, para. 42 (2019) (*T-Mobile-Sprint Order*).

⁴³ 47 U.S.C. § 309(e); *T-Mobile-UScellular Order*, 40 FCC Rcd at 4785, para. 15; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 10; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10442, para. 23.

⁴⁴ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4785, para. 15; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10443, para. 26; *Applications of AT&T Inc. and Centennial Communications Corp. for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, WT Docket No. 08-246, Memorandum Opinion and Order, 24 FCC Rcd 13915, 13929, para. 30 (2009) (*AT&T-Centennial Order*).

⁴⁵ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4785, para. 16; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586, para. 11.

⁴⁶ 47 U.S.C. § 309(e); *T-Mobile-UScellular Order*, 40 FCC Rcd at 4785, para. 16; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9586–87, para. 11; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10444, para. 27.

⁴⁷ 47 U.S.C. § 310(d).

⁴⁸ 47 U.S.C. §§ 308, 310(d); *T-Mobile-UScellular Order*, 40 FCC Rcd at 4785, para. 17; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10596–97, para. 43; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9587, para. 12.

⁴⁹ *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd at 10596–97, para. 43; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9587, para. 12.

⁵⁰ *See, e.g., Application of AT&T Mobility Spectrum, LLC and Kaplan Telephone Company, Inc. for Consent to Assign Licenses*, WT Docket No. 14-167, Memorandum Opinion and Order, 30 FCC Rcd 8502, 8506–07, para. 9

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separately EchoStar and its subsidiaries and affiliates previously and repeatedly have been found qualified to hold Commission licenses.⁵¹ T-Mobile argues that EchoStar's alleged misrepresentations made as part of its buildout showing certainly rise to a level that calls into question whether EchoStar possesses the requisite qualifications to hold FCC licenses.⁵² We disagree. The Commission generally does not reevaluate the qualifications of transferors unless issues related to basic qualifications have been sufficiently raised in petitions to warrant designation for hearing on the question whether the transferee is fit to be a licensee or should instead have its licenses revoked.⁵³ That has not occurred here. Moreover, as was the case in the *T-Mobile-Sprint* proceeding, there is no evidence that the alleged violations rise under our precedent to the level that would warrant designation for an evidentiary hearing.⁵⁴ In sum, we do not find there is a material question of fact regarding EchoStar's basic qualifications as a licensee that would warrant setting these Applications for a hearing. Accordingly, pursuant to Commission precedent,⁵⁵ we find that there is no reason to reevaluate the requisite citizenship, character, financial, technical, or other basic qualifications of AT&T or EchoStar under the Act and our rules, regulations, and

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(WTB 2015); *Application of AT&T Mobility Spectrum, LLC and Data-Max Wireless, LLC for Consent to Assign License*, WT Docket No. 16-59, Memorandum Opinion and Order, 31 FCC Rcd 12662, 12664–65, para. 6 (WTB 2016).

⁵¹ See, e.g., *Applications of Liberty Latin America Ltd. and DISH Network Corporation For Consent To Assignment of Spectrum Licenses, Assets, and Customers of DISH Network Corporation to Liberty Latin America Ltd. in Puerto Rico and the U.S. Virgin Islands*, GN Docket No. 24-55, Memorandum Opinion and Order and Declaratory Ruling, 39 FCC Rcd 8772, 8776, para. 11 (WTB/OIA 2024) (finding no basis to reevaluate the qualifications of DISH Network Corporation (a wholly owned subsidiary of EchoStar) to hold Commission licenses).

⁵² T-Mobile Petition at 11 & n.22.

⁵³ *T-Mobile-Sprint Order*, 34 FCC Rcd at 10597, para. 45; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9587, para. 13; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10445, para. 29. See generally *Jefferson Radio Co. v. FCC*, 340 F.2d 781, 783 (D.C. Cir. 1964); *Stereo Broadcasters, Inc. v. FCC*, 652 F.2d 1026, 1030 (D.C. Cir. 1981) (Commission policy generally prohibits the assignment of a license while basic qualifications issues raised against the licensee remain unresolved, and thus serves as a deterrent to licensee misconduct)).

⁵⁴ Compare *Terry Keith Hammond Application For Renewal of License for Station KBKH(FM) Shamrock, Texas*, EB Docket No. 06-163, Order to Show Cause, Notice of Opportunity for Hearing, and Hearing Designation Order, 21 FCC Rcd 10267 (2006) (hearing designated with respect to licensee's felony conviction and issues concerning possible rule violations, false certifications and failure to respond to Commission inquiries), and *San Francisco Unified School District for Renewal of License for Station KALW(FM), San Francisco, California*, MB Docket No. 04-191, Hearing Designation Order and Notice of Apparent Liability for Forfeiture, 19 FCC Rcd 13326 (2004) (hearing designated on issues relating to possible misrepresentations, lack of candor in licensee's statements in renewal application regarding station public file), with *Springfield Broadcasting Partners, Urbana Champaign Broadcasting Partners*, Notice of Apparent Liability for Forfeiture, 14 FCC Rcd 3683 (1999) and *Liability of Springfield Broadcasting Partners Licensee of Television Station WRSP-TV, Springfield, Illinois Facility I.D. No. 62009 and Urbana Champaign Broadcasting Partners Licensee of Television Station WCCU(TV), Urbana-Champaign, Illinois Facility I.D. No. 69544 for Forfeitures*, Memorandum Opinion and Order and Forfeiture Order, 14 FCC Rcd 19230 (1999) (forfeiture imposed for 304 violations of children's advertising limits, renewal application granted); *Application of Morgan County Industries, Inc. for Renewal of License for Station WMOR(AM) Morehead, Kentucky*, Memorandum Opinion and Order and Notice of Apparent Liability for Forfeiture, 21 FCC Rcd 13712 (MB 2006) (forfeiture proposed for station operation at an unauthorized location; renewal application granted), *Application of High I-Q Radio, Inc. Noncommercial Educational FM Station KOLI(FM), Electra, Texas et al.*, Memorandum Opinion and Order, 19 FCC Rcd 7225 (2004) (license assignment approved in case involving unauthorized transfer of control, commercial operation of a radio station authorized as a non-commercial station, and failure to timely file certain contracts).

⁵⁵ The Commission generally does not reevaluate the qualifications of transferors unless issues related to basic qualifications have been sufficiently raised in petitions to warrant designation for hearing. See *T-Mobile-Sprint Order*, 34 FCC Rcd at 10597, para. 45; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, para. 25.

policies. We also find that the transaction will not violate any statutory provision or Commission rule with the exception of section 27.14(t) for which we grant a waiver request below.⁵⁶

V. POTENTIAL PUBLIC INTEREST HARMS

19. In reviewing applications involving a proposed transaction, the Commission evaluates the potential public interest harms, including potential competitive harms, that may result from the transaction.⁵⁷ Spectrum is an essential input in the provision of mobile wireless services, and ensuring that sufficient spectrum is available for incumbent licensees as well as potential new entrants is critical to promoting effective competition and innovation in the marketplace.⁵⁸ Regarding mobile spectrum holding policies, the Commission's fundamental goal is the preservation and promotion of competition, which in turn leads to lower prices, improved quality, and increased innovation.⁵⁹ When considering the potential competitive effects of spectrum aggregation, the Commission has considered whether there would be an increased likelihood that rival service providers or potential entrants would be foreclosed from expanding capacity, deploying advanced mobile broadband technologies, or entering the market, and also whether rivals' costs would be increased to the extent that they would be less likely to be able to compete robustly.⁶⁰

20. Following long-standing Commission precedent, we begin our competitive analysis by determining the appropriate market definitions for the proposed transaction.⁶¹ We then turn to our consideration of the potential competitive effects of the proposed transaction. First, we apply our initial two-part screen to help identify markets of potential concern.⁶² We then undertake our market analysis that evaluates the likelihood of competitive harm in the markets implicated by this transaction to ensure that the public interest, convenience, and necessity is served.⁶³ As discussed in detail below, we find that, post-transaction, the likelihood of competitive harm in the markets at issue is low.

⁵⁶ As explained below, to the extent necessary we also grant a temporary waiver of section 1.953 of the Commission's rules, and we dismiss several waiver requests as moot, including the request for waiver of section 27.1606(a) of the Commission's rules, which is moot because the time-limited aggregation limit on 3.45 GHz spectrum has already expired.

⁵⁷ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793, para. 28; *Application of T-Mobile US, Inc., Nextel West Corp., and LB License Co, LLC for License Assignment*, ULS File No. 0010923038, Memorandum Opinion and Order, 39 FCC Rcd 11482, 11487, para. 11 (WTB/OEA 2024) (*T-Mobile-LB License Order*); *Application of Horry Telephone Cooperative, Inc. and T-Mobile License LLC to Assign Spectrum Licenses*, ULS File Nos. 0010864059, 0010877919, and 0010902770, Memorandum Opinion and Order, 39 FCC Rcd 10712, 10716–17, para. 11 (WTB/OEA 2024) (*T-Mobile-HTC Order*).

⁵⁸ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4801–02, para. 46; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716–17, para. 11; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617–18, para. 94.

⁵⁹ See, e.g., *Policies Regarding Mobile Spectrum Holdings; Expanding the Economic and Innovation Opportunities of Spectrum Through Incentive Auctions*, WT Docket No. 12-269, GN Docket No. 12-268, Report and Order, 29 FCC Rcd 6133, 6143–44, para. 17 (2014) (*Mobile Spectrum Holdings Report and Order*).

⁶⁰ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4801–02, para. 46; *T-Mobile-HTC Order*, 39 FCC Rcd at 10716–17, para. 11; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10617–18, para. 94.

⁶¹ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793, para. 28; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10600–01, para. 53; *Applications of Cricket License Company, LLC, et al., Leap Wireless International, Inc., and AT&T Inc. for Consent to Transfer Control of Authorizations; Application of Cricket License Company, LLC and Leap Licenseco Inc. for Consent to Assignment of Authorization*, WT Docket No. 13-193, Memorandum Opinion and Order, 29 FCC Rcd 2735, 2746, para. 22 (WTB/IB 2014) (*AT&T-Leap Order*).

⁶² See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793, para. 28; *T-Mobile-LB License Order*, 39 FCC Rcd at 11492, para. 24; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25.

⁶³ See, e.g., *T-Mobile-LB License Order*, 39 FCC Rcd at 11491, para. 22; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 23; *AT&T-Leap Order*, 29 FCC Rcd at 2741–42, 2752, paras. 13, 38.

A. Market Definitions

1. Product Market

21. In previous mobile wireless transactions, the Commission has defined the relevant product market as a combined “mobile telephony/broadband services” product market that comprises mobile voice and data services, including mobile voice and data services provided over advanced broadband wireless networks (mobile broadband services).⁶⁴ For the purposes of our initial screens,⁶⁵ we continue to do so here. In addition, the Commission has recognized the importance of a forward-looking analysis given that ongoing innovation and reinvention are defining characteristics of the mobile telephony/broadband services market.⁶⁶ Accordingly, as the Commission has previously stated, the mobile telephony/broadband services product market includes not only traditional wireless services, but also necessarily encompasses the recent significant and rapidly evolving advances in mobile broadband services technologies.⁶⁷

22. We also recognize there are good arguments for adopting a broader market definition that accounts for a range of technologies and offerings, given the modern trends in the communications sector. However, for purposes of our analysis today, we use the same market definition that the Commission has been using for recent transactions. Even under this narrower definition, we find, as specified below, that the transaction is in the public interest.

2. Geographic Market

23. The Commission has previously found that the geographic market for wireless transactions is local, generally the CMA.⁶⁸ The Commission has repeatedly found that because most consumers use their mobile wireless services at or close to where they live, work, and travel, they generally purchase mobile wireless services from service providers that offer and market such services locally.⁶⁹ The Commission has found, however, that a proposed transaction’s competitive effects should also be evaluated at the national level where a proposed transaction exhibits certain national characteristics that provide cause for concern.⁷⁰ The Applicants assert that the relevant geographic market consists of the local markets directly affected by the proposed transaction.⁷¹ For this proposed

⁶⁴ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793–94, para. 30; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10601, 10603, paras. 55, 60; *AT&T-Leap Order*, 29 FCC Rcd at 2746, para. 23.

⁶⁵ See *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793–94, para. 30; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603, para. 60.

⁶⁶ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4794, para. 31; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603–04, para. 61.

⁶⁷ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4794, para. 31; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10603–04, para. 61. As we have explained, we also consider the offerings by mobile virtual network operators (MVNOs) and cable providers as part of the range of differentiated services offered to consumers within the broader mobile telephony/broadband services product market. *T-Mobile-UScellular Order*, 40 FCC Rcd at 4794, para. 31; see also AT&T 10-K at 6 (“[o]ur [wireless business] competitors include two national wireless providers; a larger number of regional providers and resellers of each of those providers’ services; and certain cable companies”).

⁶⁸ See, e.g., *T-Mobile-LB License Order*, 39 FCC Rcd at 11491–92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24; *Applications of T-Mobile License LLC, Nextel West Corp. and LB License Co LLC for License Assignment*, ULS File Nos. 0010168412, 0010168420, and 0010168439, Memorandum Opinion and Order, 38 FCC Rcd 12150, 12164, para. 33 (WTB/OEA 2023) (*T-Mobile-Channel 51-LB License Order*).

⁶⁹ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4795, para. 34; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10606, para. 68; *AT&T-Leap Order*, 29 FCC Rcd at 2748–49, para. 29.

⁷⁰ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4795–96, paras. 33–34; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605–06, para. 66; *AT&T-Leap Order*, 29 FCC Rcd at 2748, para. 27.

⁷¹ Public Interest Statement at 17 & n.57 (citing *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605–06, para. 66).

transaction, we continue to use CMAs as the appropriate local market for analyzing potential spectrum aggregation issues and, in addition, given its broad geographic scope, we analyze potential nationwide effects of the proposed transaction on competition.⁷²

3. Input Market for Spectrum

24. When a proposed transaction would increase the concentration of spectrum holdings in any local market, the Commission evaluates the acquiring firm's post-transaction holdings of spectrum that are "suitable" and "available" in the near term for the provision of mobile telephony/broadband services.⁷³ The Commission has previously determined that the following bands, or portions thereof, should be included in the input market for spectrum: 600 MHz, 700 MHz, cellular, specialized mobile radio service (SMR), broadband Personal Communications Service (PCS), Advanced Wireless Services (AWS) in the 1710–1755 and 2110–2155 MHz band (AWS-1), AWS-3, AWS in the 2000–2020 MHz and 2180–2200 MHz spectrum bands (AWS-4), Broadband Radio Service (BRS), Wireless Communications Service (WCS) spectrum, H Block, Educational Broadband Service (EBS), 3.7 GHz, and 3.45 GHz.⁷⁴

B. Competitive Analysis

25. We turn now to our consideration of the potential competitive effects of the proposed transaction. We first address broader concerns raised in the record regarding competition and then turn to our initial screen and market analysis. As detailed below, based on our competitive analysis, we determine that the likelihood of competitive harm is low.

26. *Record.* The Applicants state that there is robust competition in the wireless marketplace⁷⁵ and that the proposed transaction would not reduce competition or cause spectrum aggregation that would present an anticompetitive risk.⁷⁶ The Applicants contend that the proposed license assignments will enhance competition because the resulting improvements to AT&T's network will allow it to provide better service and also put pressure on the other nationwide wireless providers and cable providers to upgrade their own offerings.⁷⁷ The Applicants further contend that EchoStar's

⁷² See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4795–96, para. 34; *T-Mobile-LB License Order*, 39 FCC Rcd at 11491–92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24; *T-Mobile-Channel 51-LB License Order*, 38 FCC Rcd at 12164, para. 33; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10605–06, para. 66.

⁷³ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4796, para. 35; *Applications of AT&T Inc., E.N.M.R. Telephone Cooperative, Plateau Telecommunications, Inc., New Mexico RSA 4 East Limited Partnership, and Texas RSA 3 Limited Partnership for Consent to Assign Licenses and Authorizations*, WT Docket No. 14-144, Memorandum Opinion and Order, 30 FCC Rcd 5107, 5116–17, para. 21 (2015) (*AT&T-Plateau Order*); *AT&T-Leap Order*, 29 FCC Rcd at 2749–50, para. 32.

⁷⁴ See, e.g., *Communications Marketplace Report*, GN Docket No. 24-119, 2024 Communications Marketplace Report, 39 FCC Rcd 14116, 14173–74, paras. 69–70, Fig. II.B.11 (2024) (*2024 Communications Marketplace Report*); *T-Mobile-UScellular Order*, 40 FCC Rcd at 4796, para. 35; *T-Mobile-LB License Order*, 39 FCC Rcd at 11491–92, para. 23; *T-Mobile-HTC Order*, 39 FCC Rcd at 10721, para. 24.

⁷⁵ Public Interest Statement at 18–20; Public Interest Statement, Exh. A, Declaration of Gordon Mansfield, Vice President—Global Technology, Planning and Engineering, AT&T, ¶ 25 (Public Interest Statement, Mansfield Decl.); Joint Opposition at 15. The Applicants explain that the additional spectrum "will allow AT&T to compete more effectively with its many rivals" and will "narrow the unpaired mid-band spectrum gap between AT&T and the two other nationwide providers." Public Interest Statement at 2, 20. AT&T further explains that it faces "vigorous competition from not only Verizon and T-Mobile, but increasingly from cable providers." Joint Opposition at 15.

⁷⁶ Public Interest Statement at 1, 4, 17, 25; Joint Opposition at 1–2, 7, 13.

⁷⁷ Public Interest Statement at 4, 20–21; Joint Opposition at 4.

transition to a hybrid-MNO model would allow it to become a stronger competitor in the mobile wireless marketplace.⁷⁸

27. RWA and Public Knowledge and OTI raise concerns about the transaction's impact on competition, including the potential emergence of a fourth facilities-based competitor, due to further concentration of spectrum among the three nationwide providers as well as the impact of EchoStar exiting the market as a potential fourth nationwide facilities-based provider and instead becoming a hybrid-MNO.⁷⁹ RWA also argues that the continued spectrum aggregation by the three nationwide wireless providers makes it difficult for rural and small wireless providers to serve their respective markets.⁸⁰

28. The Applicants respond that no party makes a serious argument that the transaction should be denied and that commenters raise conclusory statements of harm only.⁸¹ The Applicants state that commenters have not shown any competitively harmful spectrum aggregation.⁸²

29. *Discussion.* With respect to RWA and Public Knowledge and OTI's generalized concerns about concentration of spectrum among the three nationwide providers, we note that consistent with section 310(d) and precedent, we look to the specific facts and markets at issue in the proposed transaction and evaluate the potential harm.⁸³ We agree with Applicants that the commenters have not raised any particular allegations of harm with respect to AT&T's spectrum holdings as a result of this transaction. Based on our evaluation, as further detailed below, we find that the proposed license assignments have a low likelihood of competitive harm.

30. As explained in the *T-Mobile-UScellular Order*, our analysis "turns on a fact-specific assessment of the competitive landscape."⁸⁴ While the amount of 3.45 GHz and 600 MHz spectrum with which AT&T would be attributed in certain CMAs post-transaction triggers our spectrum screen and enhanced factor review, our screens are not a hard cap and when they are triggered, further competitive analysis is generally necessary.⁸⁵ We apply our standard competitive analysis and conclude, as detailed

⁷⁸ Public Interest Statement at 21–24; Joint Opposition at 3, 7.

⁷⁹ RWA Comments at i, 2–7; RWA Reply at 2–4; Public Knowledge and OTI Comments at 3, 7–10. RWA particularly focuses on small and rural providers' ability to compete in their respective markets. RWA Comments at I, 2–7; RWA Reply at 3–4. Public Knowledge and OTI express concern about the transaction's impact on Open RAN deployment efforts. Public Knowledge and OTI Comments at 7. Public Knowledge and OTI also comment that secondary market transfers are subject to the Commission's statutory obligation under section 309(j)(3)(B) of the Communications Act to avoid "undue concentration of licenses" and ensure spectrum is disseminated among a "wide variety of applicants." *Id.* at 9. We note that while they raise concerns about the proposed transaction, Public Knowledge and OTI acknowledge that it is better that AT&T acquire this spectrum to achieve parity with T-Mobile and Verizon, and that the proposed transaction contemplates that EchoStar will continue to operate as a hybrid MVNO. Public Knowledge and OTI Comments at 8.

⁸⁰ RWA Comments at i, 2–3; RWA Reply at 3–4. T-Mobile argues that the transaction should be denied or conditioned, but it does not raise issues of competitive harm or spectrum aggregation. *See generally* T-Mobile Petition.

⁸¹ Joint Opposition at 1–2, 13.

⁸² Joint Opposition at 13.

⁸³ *T-Mobile-LB License Order*, 39 FCC Rcd at 11490–91, paras. 19–20 ("When analyzing the potential competitive effects of a proposed transaction, the Commission consistently has analyzed the specific markets implicated in the transaction at issue"; "The Commission does not consider as part of its public interest analysis of proposed transactions spectrum aggregation regarding CMAs that are not involved in the transaction at issue"); *T-Mobile Channel 51-LB License Order*, 38 FCC Rcd at 12157, 12159, paras. 13–14, 19.

⁸⁴ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4793, para. 29.

⁸⁵ *See, e.g., Applications of Liberty Latin America Ltd. and DISH Network Corporation for Consent to Assignment of Spectrum Licenses, Assets, and Customers of DISH Network Corporation to Liberty Latin America Ltd. in Puerto Rico and the U.S. Virgin Islands*, GN Docket No. 24-55, Memorandum Opinion and Order and Declaratory Ruling, (continued....)

below, that the acquisition of this spectrum is not likely to impair other providers from effectively competing or otherwise lead to significant anticompetitive harms in any of the markets at issue or at a national level.

1. Initial Screen

31. To help identify those local markets in which competitive concerns are more likely, we apply a two-part screen. The first part of the screen is based on the size of the post-transaction Herfindahl-Hirschman Index (HHI) and the change in the HHI.⁸⁶ Because this is a spectrum-only transaction that would not result in the acquisition of wireless business units and customers, we do not apply the HHI screen here.⁸⁷ The second part of the screen, which is applied on a county-by-county basis, identifies those local markets where an entity would hold approximately one-third or more of the total spectrum suitable and available for the provision of mobile telephony/broadband services post-transaction.⁸⁸ Further, if the acquiring entity would increase its below-1-GHz spectrum holdings so as to hold approximately one-third or more of such spectrum post-transaction, we apply enhanced factor review.⁸⁹

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39 FCC Rcd 8772, 8773, para. 2 (OIA/WTB 2024); *T-Mobile-Channel 51-LB License Order*, 38 FCC Rcd at 12151, para. 2; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10614–15, 10620–621, paras. 87, 101–102; *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6223–24, 6233, 6238–40, paras. 231, 267, 282–88 (each discussing the Commission’s total spectrum screen); *T-Mobile-HTC Order*, 39 FCC Rcd at 10721–22, 10724–25, paras. 23, 26, 31; *see also Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6233, 6240, paras. 267, 286–88 (observing that triggering of enhanced factor review does not preclude a conclusion that a transaction furthers the public interest).

⁸⁶ The initial HHI screen identifies, for further case-by-case market analysis, those markets in which, post-transaction: (1) the HHI would be greater than 2800 and the change in HHI would be 100 or greater; or (2) the change in HHI would be 250 or greater, regardless of the level of the HHI. *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4799–800, para. 41 & n.143; *T-Mobile-HTC Order*, 39 FCC Rcd at 10722, para. 25 & n.85; *Application of AT&T Mobility Spectrum LLC and Club 42CM Limited Partnership for Consent to Assign Licenses*, WT Docket No. 14-145, Memorandum Opinion and Order, 30 FCC Rcd 13055, 13065–66, para. 23 & n.84 (2015) (*AT&T-Club 42 Order*).

⁸⁷ *See, e.g., Applications of New Cingular Wireless PCS, LLC and United States Cellular Corporation For Consent to Assign Licenses*, WT Docket No. 25-150, Memorandum Opinion and Order, DA 25-1006, at 13, para. 24 (WTB Dec. 3, 2025) (*AT&T-UScellular Order*); *Applications of AT&T Mobility Spectrum, LLC and FTC Management Group, Inc. for Long-Term De Facto Transfer Leasing Arrangements*, WT Docket No. 25-138, Memorandum Opinion and Order, 40 FCC Rcd 6105, 6110–11, para. 14 & n.38 (WTB 2025); *T-Mobile-Channel 51-LB License Order*, 38 FCC Rcd at 12165, paras. 36–37.

⁸⁸ *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4799–800, para. 41; *Application of New Cingular Wireless PCS, LLC and Qualcomm Incorporated for Consent to Assign License*, WT Docket No. 16-75, Memorandum Opinion and Order, 31 FCC Rcd 13336, 13341–42, para. 14 (WTB 2016) (*AT&T-Qualcomm Order*); *Application of AT&T Mobility Spectrum LLC and Club 42CM Limited Partnership for Consent to Assign Licenses*, WT Docket No. 14-145, Memorandum Opinion and Order, 30 FCC Rcd 13055, 13065–66, para. 23 (2015) (*AT&T-Club 42 Order*). The total amount of spectrum that is currently considered suitable and available for the provision of mobile telephony/broadband services is 1,123 megahertz, with an associated spectrum screen trigger of 385 megahertz. *2024 Communications Marketplace Report*, 39 FCC Rcd at 14173–74, paras. 69–70, Fig. II.B.11. We note that 3.7 GHz and 3.45 GHz spectrum are not available for use in Hawaii, Alaska, and the territories. In these areas, the total amount of suitable and available spectrum is 743 megahertz, and the associated spectrum screen trigger is 250 megahertz. *2024 Communications Marketplace Report*, 39 FCC Rcd at 14173, para. 69 & n.189.

⁸⁹ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, paras. 286–88; *see also T-Mobile-UScellular Order*, 40 FCC Rcd at 4799–4800, para. 41; *AT&T-Qualcomm Order*, 31 FCC Rcd at 13341–42, para. 14; *AT&T-Club 42 Order*, 30 FCC Rcd at 13065–66, para. 23. The total amount of below-1-GHz spectrum that is currently considered suitable and available for the provision of mobile telephony/broadband services is 204 megahertz, with

(continued....)

32. If the applications are approved, post transaction, AT&T would be attributed with a maximum of 405 megahertz of spectrum, including a maximum of 110 megahertz of below-1-GHz spectrum and a maximum of 100 megahertz of 3.45 GHz spectrum.⁹⁰ Our analysis shows that post-transaction, AT&T would be attributed with approximately one-third or more of the total suitable and available spectrum in 10 CMAs covering less than 1% of the U.S. population, and with approximately one-third or more of the total suitable and available below-1-GHz spectrum in 354 CMAs covering approximately 65% of the U.S. population, which are thus subject to enhanced factor review.⁹¹

2. Market Analysis

33. Consistent with existing Commission precedent,⁹² we consider various competitive variables that help to predict the likelihood of competitive harm as a result of the proposed transaction. These competitive variables include, but are not limited to: the total number of rival service providers; the number of rival firms that can offer competitive service plans; the coverage by technology of the firms' respective networks;⁹³ the rival firms' market shares;⁹⁴ the applicant's market share; the total amount of spectrum available; the amount of spectrum suitable for the provision of mobile telephony/broadband services controlled by the applicant; and the spectrum holdings of each of the rival service providers and licensees.⁹⁵ As discussed below, we find that AT&T's acquisition of additional spectrum in these markets would not foreclose competitors from expanding capacity or deploying advanced mobile broadband

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an associated enhanced factor review trigger of 68 megahertz. *See 2024 Communications Marketplace Report*, 39 FCC Rcd at 14173–74, paras. 69–70, Fig. II.B.11.

⁹⁰ As a result of the proposed transaction, AT&T would acquire up to 40 megahertz of 600 MHz spectrum and up to 40 megahertz of 3.45 GHz spectrum in 3,155 counties in all or parts of 720 CMAs.

⁹¹ Of these 354 markets, 325 are subject to enhanced factor review as set forth in paragraph 286 of the *Mobile Spectrum Holdings Report and Order*, and 29 are subject to enhanced factor review as set forth in paragraph 287 of the *Mobile Spectrum Holdings Report and Order*. *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, paras. 286–287. The *Mobile Spectrum Holdings Report and Order* requires that, where the entity acquiring below-1-GHz spectrum already holds approximately one-third or more of the below-1-GHz spectrum in a particular market, the demonstration of the public interest benefits of the proposed transaction would need to clearly outweigh the potential public interest harms, irrespective of other factors. *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6240, para. 287; *see also AT&T-Club 42 Order*, 30 FCC Rcd at 13056, 13066, paras. 2, 24.

⁹² *See, e.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4816–17, para. 73; *AT&T-Qualcomm Order*, 31 FCC Rcd at 13342, para. 17; *AT&T-Club 42 Order*, 30 FCC Rcd at 13071, para. 34.

⁹³ We base the coverage analysis on providers' coverage data they submitted pursuant to the Broadband Data Collection for coverage as of June 30, 2025. Broadband Deployment Accuracy and Technological Availability Act, Pub. L. No. 116-130, 134 Stat. 228 (2020) (codified at 47 U.S.C. §§ 641–646) (Broadband DATA Act); 47 U.S.C. § 642(a)(1)(A) (Broadband Data Collection).

⁹⁴ We base providers' market shares on June 2025 Numbering Resource Utilization/Forecast (NRUF) data, which indicate the number of phone numbers that a wireless service provider has been assigned in a particular rate center (there are approximately 18,000 rate centers in the country). *See* 47 CFR § 52.15(f)(5). Rate centers are geographic areas used by local exchange carriers for a variety of reasons, including the determination of toll rates. *2024 Communications Marketplace Report*, 39 FCC Rcd at 14162–63, para. 59 & n.156. We calculate the total number of wireless subscribers from the total number of assigned phone numbers reported by wireless service providers in their required NRUF reports. For purposes of geographical analysis, the rate center data can be associated with a geographic point, and all points that fall within a county boundary can be aggregated together and associated with much larger geographic areas based on counties. We note that the aggregation to larger geographic areas, such as to whole counties or groups of counties, reduces the level of inaccuracy inherent in combining non-coterminous areas, such as rate center areas and counties.

⁹⁵ *E.g., T-Mobile-UScellular Order*, 40 FCC Rcd at 4816–817, para. 73; *AT&T-Qualcomm Order*, 31 FCC Rcd at 13342, para. 17; *AT&T-Club 42 Order*, 30 FCC Rcd at 13071, para. 34.

technologies, or significantly raise their costs in doing so, or that it would otherwise lead to a lessening of competition.

a. Total Spectrum Holdings

34. *Record.* The Applicants assert that after the proposed transaction, AT&T would still be at or below the total spectrum screen trigger in all but parts of four CMAs,⁹⁶ and thus the Commission should assume that the acquisition of this additional spectrum would not lead to any competitive harms.

35. *Discussion.* As stated above, post-transaction, AT&T would be attributed with one-third or more of the total suitable and available spectrum in 10 CMAs, covering less than 1% of the U.S. population. Across these local markets, AT&T would be attributed with a maximum of 405 megahertz of spectrum post-transaction. In all 10 markets, we find little competitive concern when we evaluate the factors we ordinarily consider. First, in each of the 10 markets, the other two nationwide providers are attributed with substantial amounts of spectrum, including low-band spectrum. Second, in each of these markets, both other nationwide providers have substantial 4G LTE coverage, and at least one has deployed its 5G-NR network to some extent in each CMA.⁹⁷ Finally, in all 10 of these markets, the other two nationwide providers have significant market shares. Therefore, based on our evaluation of the factors ordinarily considered, in each of these markets, we find it highly unlikely that AT&T's acquisition of this additional amount of spectrum would foreclose competitors from expanding or would raise their costs.

b. Enhanced Factor Review

36. *Record.* While the Applicants acknowledge that the transaction would trigger enhanced factor review in certain areas—because AT&T would hold more than 68 megahertz of below-1-GHz spectrum in certain CMAs—they assert that the transaction nonetheless has no potential for competitive or other public interest harms in those areas.⁹⁸ They argue that the Commission's focus on low-band spectrum is outdated, that service providers need a balanced portfolio of spectrum, and that AT&T's acquisition of this spectrum is “unlikely to materially lessen the ability of rival service providers to respond to any anticompetitive behavior.”⁹⁹ No commenters raise specific concerns about AT&T's acquisition of below-1-GHz spectrum.

37. *Discussion.* The Commission has recognized that having sufficient amounts of below-1-GHz spectrum is necessary for providers to be able to compete effectively.¹⁰⁰ The Commission, however, has not set a bright line limit on the amount of low-band spectrum a service provider is allowed to hold.¹⁰¹ Rather, the Commission has closely examined transactions involving below-1-GHz spectrum to ensure that as a result of the acquisition, other providers are not foreclosed or face significantly higher costs and that the acquisition would not allow the acquiring provider to engage in anti-competitive behavior.¹⁰² If

⁹⁶ Public Interest Statement at 25. The Applicants state that in these four CMAs there would be no reduction in the number of competitors. Public Interest Statement at 25.

⁹⁷ Staff analysis of June 2025 Broadband Data Collection data.

⁹⁸ Public Interest Statement at 26.

⁹⁹ Public Interest Statement at 26–28.

¹⁰⁰ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6231, para. 256.

¹⁰¹ *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6239, para. 283. Indeed, as AT&T has noted, the Bureau has frequently approved transactions where the acquiror would have more than one-third of below 1-GHz spectrum where the transaction was “unlikely to materially lessen the ability of rival service providers to respond to any anticompetitive behavior.” Public Interest Statement at 27 & n.96 (quoting *Application of AT&T Mobility Spectrum LLC & Kaplan Telephone Company, Inc. for Consent to Assign Licenses*, WT Docket No. 14-167, Memorandum Opinion and Order, 30 FCC Rcd 8502, 8513–14, para. 25 (WTB 2015)).

¹⁰² *Mobile Spectrum Holdings Report and Order*, 29 FCC Rcd at 6239, para. 285.

our analysis of the proposed transaction indicates a low potential for competitive harm, the fact that the acquiring provider will have one-third or more of the suitable and available below-1-GHz spectrum will not prevent us from approving the transaction.

38. As stated above, in this transaction, AT&T would be acquiring between 10 and 40 megahertz of 600 MHz spectrum. As a result, AT&T would hold one-third or more of the total suitable and available below-1-GHz spectrum in 354 CMAs covering approximately 65% of the U.S. population. More specifically, in these markets, AT&T would hold an average of approximately 37% of the total suitable and available below-1-GHz spectrum,¹⁰³ and an average of approximately 31% across its entire network. In each of these 354 CMAs, T-Mobile and Verizon are attributed with substantial amounts of low-band spectrum, as well as substantial amounts of spectrum in total. Further, in 349 of the 354 CMAs, both of the other nationwide providers have substantial 4G LTE coverage, and at least one has deployed its 5G-NR network to some extent.¹⁰⁴ Finally, in 317 of these CMAs, both other nationwide providers have significant market shares.¹⁰⁵

39. After carefully reviewing each of the markets at issue, based on the record before us and the facts discussed above, we conclude that AT&T's acquisition of the below 1-GHz spectrum involved in this transaction is not likely to impair other providers from effectively competing or otherwise lead to significant anticompetitive harms in any of the markets at issue or at a national level.

c. Nationwide Effects

40. Commenters also argue that the transaction will harm competition because EchoStar will no longer be a fourth nationwide facilities-based provider.¹⁰⁶ The Applicants, on the other hand, explain that “EchoStar—with a small share—has not played a significant role in the mobile marketplace,”¹⁰⁷ and they argue that this new arrangement will improve EchoStar's competitiveness.¹⁰⁸ We agree with the Applicants that EchoStar has not played a significant role in the mobile marketplace, and we disagree with concerns that the transaction is likely to lead to EchoStar being a less competitive alternative for consumers. Rather, EchoStar already operates primarily as an MVNO, through agreements with AT&T and T-Mobile.¹⁰⁹ Further, as a result of the transaction, EchoStar's amended agreement with AT&T will

¹⁰³ Specifically, across its network, AT&T would hold a population-weighted average of approximately 36% of the suitable and available below-1-GHz spectrum.

¹⁰⁴ Staff analysis of June 2025 Broadband Data Collection data. In four of the five remaining CMAs, GCI has substantial 4G LTE coverage and has deployed its 5G-NR network to some extent. In the fifth remaining CMA—Gulf of America—no providers have coverage.

¹⁰⁵ We note that four of the markets that trigger enhanced factor review—Anchorage, AK, Maryland 1 – Garrett, Rhode Island 1 – Newport, and Tennessee 8 – Johnson—are single-county markets; for this reason we believe that the shares in these markets based on June 2025 NRUF data are unreliable and inaccurate, and so we do not rely on them in our analysis. Another market—Gulf of America—has no population so we cannot calculate a market share.

¹⁰⁶ See, e.g., Public Knowledge and OTI Comments at 2–3, 7–9; RWA Reply at 3.

¹⁰⁷ Public Interest Statement at 21; see also Letter from Maureen R. Jeffreys, Arnold & Porter Kaye Scholer LLP, Counsel to AT&T, and Pantelis Michalopoulos, Steptoe LLP, Counsel to EchoStar, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303, Attachment, AT&T's Purchase of EchoStar Spectrum Submission by AT&T to US Department of Justice (Antitrust Division) at 7 (Nov. 24, 2025) (DOJ White Paper) (noting that EchoStar's “numbers tell a story of limited current competitive significance”).

¹⁰⁸ Public Interest Statement at 22; Public Interest Statement, Swieringa Decl. ¶ 13; Joint Opposition at 7–8.

¹⁰⁹ Public Interest Statement at 21; EchoStar 10-K at 6, 68 (“Prior to November 15, 2025, we were operating primarily as an MVNO utilizing network services under the [amended Master Network Services Agreement] and the [Network Services Agreement, as amended] and secondarily as an [mobile network operator]”; “As a mobile virtual network operator (‘MVNO’), we depended on either T-Mobile or AT&T to provide us with network services . . .”).

provide EchoStar with both more favorable terms and conditions and lower rates than it currently enjoys.¹¹⁰

41. In terms of its competitive presence in the marketplace, we note that as of 2020, when the Boost divestiture from T-Mobile to EchoStar was finalized, EchoStar had 9.4 million wireless subscribers.¹¹¹ In comparison, EchoStar had approximately 7 million mobile wireless subscribers as of the end of 2024,¹¹² out of the total 579.3 million connections, giving it a 1.2% nationwide market share.¹¹³ Further, in May 2025, EchoStar indicated that only 1.3 million of its subscribers were hosted on its facilities-based network.¹¹⁴ Finally, we note that post-transaction, the number of mobile wireless providers operating in the market and the market shares of those providers will not change.¹¹⁵ We therefore find no likelihood of significant competitive harm at the national level as a result of the transaction.¹¹⁶

VI. POTENTIAL PUBLIC INTEREST BENEFITS

42. Having determined that the likelihood of competitive harms associated with the transaction is low, we next discuss the public interest benefits.¹¹⁷ The Commission finds a claimed benefit to be cognizable when it arises as a result of the transaction and likely could not be accomplished in the absence of the transaction¹¹⁸ and is verifiable.¹¹⁹ Because much of the information relating to the potential

¹¹⁰ Public Interest Statement at 7, 22–24. Indeed, EchoStar’s President, Technology & Chief Operating Officer states that the rates will be lower than what it costs EchoStar to use its own network. Public Interest Statement, Swieringa Decl. ¶¶ 6, 12. EchoStar will shift to what it deems a “hybrid-MNO” model, under which EchoStar will use AT&T’s radio access network to provide service while maintaining control of its customers through its own core network. See, e.g., Public Interest Statement at 7, 22–24, & n.83.

¹¹¹ DISH Network Corporation, SEC Form 10-Q, at 6 (filed Nov. 6, 2020).

¹¹² EchoStar Corporation, SEC Form 10-K at 2 (filed Feb. 27, 2025) (EchoStar 10-K for Fiscal Year Ending Dec. 31, 2024).

¹¹³ CTIA, Year-End 2024 Wireless Industry Indices Report at 24.

¹¹⁴ DOJ White Paper at 7 & n.27 (citing EchoStar Comments, SB Docket No. 25-173, WT Docket No. 22-212, at 12–13 (rec. May 27, 2025)).

¹¹⁵ We also note that, according to Consumer Price Index data, smartphone and wireless telephone service prices have decreased year over year, including during the period of time in which EchoStar decreased its facilities-based offerings. See Press Release, U.S. Bureau of Labor Statistics, Consumer Price Index – March 2026 at 14, 16 (Apr. 10, 2026), <https://www.bls.gov/news.release/pdf/cpi.pdf> (showing smartphone prices decreased by 13.8% from March 2025 to March 2026, and wireless telephone service prices decreased by 3.6% from March 2025 to March 2026).

¹¹⁶ With respect to Public Knowledge and OTI’s comment that the transaction extinguishes the only ongoing nationwide Open Radio Access Network (Open-RAN) deployment effort, this is not a concern, as other providers such as AT&T are deploying Open-RAN in their networks. See Rob Soni & Alisha Remek, AT&T, *Pushing Forward on Open RAN* (Oct. 24, 2025), <https://about.att.com/blogs/2025/pushing-forward-on-open-ran.html>; Paul Lipscombe, Data Center Dynamics, AT&T Continues Open RAN overhaul, builds on Ericsson partnership with Cloud RAN tests (Mar. 4, 2026), <https://www.datacenterdynamics.com/en/news/att-continues-open-ran-overhaul-builds-on-ericsson-partnership-with-cloud-ran-tests/> (discussing AT&T’s programs towards its goal to operate a fully Open RAN mobile network in the US). But see Public Knowledge and OTI Comments at 7.

¹¹⁷ See *T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 1067172, para. 214.

¹¹⁸ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671–72, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50 (citing *AT&T-BellSouth Order*, 22 FCC Rcd at 5761, para. 202); *AT&T-DIRECTV Order*, 30 FCC Rcd at 9237, para. 273.

benefits of a transaction is in the sole possession of the applicants, they are required to provide sufficient evidence supporting each claimed benefit so that the Commission can verify its likelihood and magnitude.¹²⁰ Benefits expected to occur only in the distant future may be discounted or dismissed because, among other things, predictions about the distant future are inherently more speculative than predictions about events that are expected to occur closer to the present.¹²¹

43. *Record.* The Applicants assert that the proposed transaction would have substantial public interest benefits, including network and service improvements and expanded service availability,¹²² and would also enhance competition.¹²³ The Applicants explain that AT&T is spectrum constrained and cannot adequately address growing consumer demand for mobile broadband and fixed wireless offerings with its existing spectrum holdings; this transaction will enable AT&T to compete more effectively and improve its network performance.¹²⁴ The Applicants explain that the acquisition of this spectrum will also enable AT&T to expand its fixed wireless service and its converged offerings for both fixed broadband and mobile wireless services.¹²⁵ In addition, the Applicants explain that the improvements to AT&T's network from the proposed transaction would benefit customers of service providers that rely on AT&T's network to provide mobile service including through service improvements.¹²⁶

44. The Applicants assert that AT&T is uniquely positioned to deploy the 3.45 GHz spectrum, which previously was fallow, and will do so almost immediately, with anticipated completion of the deployment within three months.¹²⁷ The Applicants contend that the 3.45 GHz spectrum is contiguous to AT&T's existing holdings and the contemplated increase in AT&T's unpaired mid-band

(Continued from previous page)

¹¹⁹ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671–72, para. 214; *CenturyLink-Level 3 Order*, 32 FCC Rcd at 9604, para. 50; *AT&T-Leap Order*, 29 FCC Rcd at 2793–94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58.

¹²⁰ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671–72, para. 214; *AT&T-Leap Order*, 29 FCC Rcd at 2793–94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58. In addition, “the magnitude of benefits must be calculated net of the cost of achieving them.” See, e.g., *AT&T-Leap Order*, 29 FCC Rcd at 2793–94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58.

¹²¹ See, e.g., *T-Mobile-UScellular Order*, 40 FCC Rcd at 4822, para. 89; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10671–72, para. 214; *AT&T-Leap Order*, 29 FCC Rcd at 2793–94, para. 132; *Alaska Wireless-GCI Order*, 28 FCC Rcd at 10468, para. 87; *T-Mobile-MetroPCS Order*, 28 FCC Rcd at 2342, para. 58.

¹²² Public Interest Statement at 9–17; Public Interest Statement, Mansfield Decl. ¶¶ 3–14; Joint Opposition at 4; DOJ White Paper at 2.

¹²³ Public Interest Statement at 1, 9, 17, 20–24; see also Public Interest Statement, Mansfield Decl. ¶ 2; Public Interest Statement, Swieringa Decl. ¶ 13; DOJ White Paper at 1. The Applicants anticipate that AT&T's investment in its network will trigger a competitive response from other wireless providers. Public Interest Statement at 4; Joint Opposition at 4.

¹²⁴ Public Interest Statement at 1–2, 4, 14; Public Interest Statement, Mansfield Decl. ¶¶ 8–9; DOJ White Paper at 2, 20.

¹²⁵ Public Interest Statement at 4, 14–15; Joint Opposition at 4; see also Public Interest Statement, Mansfield Decl. ¶¶ 13–14; DOJ White Paper at 2.

¹²⁶ Public Interest Statement at 4; Public Interest Statement, Mansfield Decl. ¶ 25; Joint Opposition at 4.

¹²⁷ Public Interest Statement at 2, 4, 10–11, 13–14; DOJ White Paper at 1–2, 23; see also Public Interest Statement, Mansfield Decl. ¶ 16. The Applicants explain that AT&T's existing 3.45 GHz spectrum deployments use software-defined radios at cell sites across its network, which means it can retune these radios to add EchoStar's 3.45 GHz spectrum with just a remote reconfiguration. Public Interest Statement at 13–14; Public Interest Statement, Mansfield Decl. ¶ 15; DOJ White Paper at 23.

spectrum holdings would improve AT&T's network performance, including by "boosting network throughput, increasing speed, decreasing latency," allowing more customers to simultaneously enjoy high-quality service.¹²⁸ The Applicants also assert that this additional 3.45 GHz spectrum would help AT&T realize the full benefits of 5G service.¹²⁹ In support of their claims, the Applicants state that pursuant to a short-term manager lease, AT&T has already deployed this spectrum to nearly 23,000 cell sites covering more than 5,300 cities, resulting in AT&T's mobile customers experiencing up to an 80% increase in download speeds and AT&T fixed wireless customers experiencing a 55% increase in download speeds.¹³⁰

45. The Applicants assert that AT&T would invest significant resources to build out and deploy the 600 MHz spectrum across the country as AT&T has a strong incentive to enhance the experience of consumers using its network.¹³¹ The Applicants explain that AT&T will use this spectrum to supplement its existing 5G deployment in the near term, ameliorate congestion on AT&T's network, open up carrier aggregation opportunities to improve network speed and performance, and improve indoor performance, particularly in urban and hurricane prone coastal areas.¹³² The Applicants also assert that the 600 MHz spectrum would improve AT&T's spectrum depth, resulting in better 5G service for mobile customers including through improved speeds and reduced latency, and also broader availability of AT&T's fixed wireless service, AT&T Phone-Advanced service, and AT&T's converged fixed and mobile service offerings.¹³³ The Applicants further explain that the 600 MHz spectrum would serve as an anchor band to allow AT&T to deploy 6G service while also preserving LTE services requiring dedicated channels.¹³⁴

46. With respect to EchoStar, the Applicants contend that the proposed transaction is part of a broader transaction between the Applicants that would convert EchoStar to a hybrid-MNO and enhance the public interest benefits of the proposed transaction.¹³⁵ The Applicants claim that EchoStar faces

¹²⁸ Public Interest Statement at 10–11; Public Interest Statement, Mansfield Decl. ¶¶ 4–5.

¹²⁹ Public Interest Statement at 10, 12–13, 20; Public Interest Statement, Mansfield Decl. ¶¶ 4–6.

¹³⁰ Joint Opposition at 1, 4–6; Press Release, AT&T, AT&T Boosts 5G Capacity Nationwide with New Spectrum, Giving Customers a Stronger, Faster Connection (Nov. 17, 2025), <https://about.att.com/story/2025/att-boosts-5g-capacity-nationwide.html>.

¹³¹ Joint Opposition at 2, 6, 8, 10; Public Interest Statement at 10, 16–17, 30–32; Public Interest Statement, Mansfield Decl. ¶ 25; DOJ White Paper at 23.

¹³² Public Interest Statement at 16; Public Interest Statement, Mansfield Decl. ¶¶ 2, 8–12; Joint Opposition at 6. The Applicants explain that AT&T expects the current congestion in its low-band spectrum to increase as more consumers adopt 5G-capable devices and transition to 6G. Public Interest Statement at 16; Public Interest Statement, Mansfield Decl. ¶ 8. The Applicants further state that this spectrum would position AT&T to deploy 6G when it arrives. Public Interest Statement at 2, 17; Public Interest Statement, Mansfield Decl. ¶¶ 2, 12; DOJ White Paper at 2, 21.

¹³³ Public Interest Statement at 10, 16, 20; *see also* Public Interest Statement, Mansfield Decl. ¶¶ 7–12, 14; DOJ White Paper at 21–22. The Applicants assert that AT&T does not currently use 600 MHz spectrum in its network. Public Interest Statement at 31; Public Interest Statement, Mansfield Decl. ¶ 17.

¹³⁴ Public Interest Statement at 16–17; Public Interest Statement, Mansfield Decl. ¶¶ 7–12; Joint Opposition at 6; DOJ White Paper at 21–22.

¹³⁵ Public Interest Statement at 7, 21–23; DOJ White Paper at 11–14. EchoStar provides mobile wireless service under its Boost Mobile and Gen Mobile brands. EchoStar 10-K at 2, 6. EchoStar states that it has started building out its spectrum but currently serves most of its customers through wholesale agreements with AT&T and T-Mobile. *See* Public Interest Statement at 3. The Applicants state that as a hybrid-MNO, EchoStar will "remain a facilities-based provider" with complete control over its core network. Public Interest Statement at 3, 7, 23 & n.83; Public Interest Statement, Swieringa Decl. ¶¶ 6–8. The Applicants also state that EchoStar has the unilateral right to keep the MNO agreement in place until December 31, 2035. Public Interest Statement at 22; Public Interest Statement, Swieringa Decl. ¶ 13; *see also* DOJ White Paper at 12–13.

challenges as a wireless competitor in its current form.¹³⁶ The Applicants claim that under the hybrid-MNO structure, EchoStar would continue to offer wireless service using a combination of its core network capabilities and access to AT&T's network and its expanded MVNO agreement with AT&T.¹³⁷ The Applicants assert that the arrangement would also give EchoStar more interconnection points to AT&T's network, allowing EchoStar to support expected increased traffic.¹³⁸ The Applicants also assert that this arrangement would permit EchoStar to offer more reliable service at lower cost¹³⁹ and would also result in an enhanced customer experience.¹⁴⁰ The Applicants further assert that the hybrid-MNO structure eliminates the need for EchoStar to construct its own nationwide network, freeing up EchoStar's financial resources for increased investment in the wireless business.¹⁴¹ The Applicants contend that the customer benefits of EchoStar's transition to a hybrid-MNO model will exert competitive pressure on other providers.¹⁴²

47. Although commenters do not specifically contest the Applicants' claimed benefits, T-Mobile and RWA both suggest—in the context of AT&T's buildout waiver request—that AT&T's proposed timeline for deploying the 600 MHz spectrum would not benefit the public interest, particularly in rural areas.¹⁴³ Further, RWA argues that the assertion that EchoStar will emerge a stronger competitor as a hybrid-MNO is “too speculative.”¹⁴⁴

48. *Discussion.* Based on our review of the record, we agree with the Applicants that the assignment of 3.45 GHz and 600 MHz licenses to AT&T is likely to result in increased network efficiencies and spectrum utilization, resulting in additional capacity and coverage benefits for AT&T's mobile customers—with increased data speeds, coverage quality, and reduced network congestion. We find that the buildout conditions attached¹⁴⁵ to AT&T's acquisition of this spectrum provide meaningful assurances that the spectrum assignment is in the public interest and will prevent the potential that the 600 MHz spectrum would be unused or underutilized.¹⁴⁶ The Applicants have demonstrated that AT&T has the ability to rapidly deploy the subject 3.45 GHz spectrum to improve AT&T's midband spectrum

¹³⁶ Public Interest Statement at 3, 21; *see also* DOJ White Paper at 7.

¹³⁷ Public Interest Statement at 3, 7; Public Interest Statement, Swieringa Decl. ¶¶ 7–11; Joint Opposition at 4.

¹³⁸ Public Interest Statement at 22–23; Public Interest Statement, Swieringa Decl. ¶ 7; *see also* DOJ White Paper at 13.

¹³⁹ Public Interest Statement at 3, 22–23; Swieringa Decl. ¶¶ 6–7; *see also* DOJ White Paper at 2, 12–13. The Applicants explain that this structure would reduce EchoStar's costs because it would give EchoStar access to wireless capacity at a lower cost than it currently pays. Public Interest Statement at 3, 22; Joint Opposition at 7.

¹⁴⁰ Public Interest Statement at 22–23; Public Interest Statement, Swieringa Decl. ¶¶ 6, 10; Joint Opposition at 7–8; DOJ White Paper at 12–14. The Applicants explain that the change in EchoStar's structure would not negatively impact pricing or plans for Boost Mobile customers. Public Interest Statement, Swieringa Decl. ¶ 17. As examples of enhancements to the customer experience, EchoStar states that the hybrid-MNO arrangement would allow it to port numbers faster, customize new services, handle functionality such as authentication, security, session management, and aggregation of traffic from end-user devices. Public Interest Statement, Swieringa Decl. ¶¶ 9–10.

¹⁴¹ Public Interest Statement at 3; Public Interest Statement, Swieringa Decl. ¶ 13.

¹⁴² Public Interest Statement at 3; Joint Opposition at 4; DOJ White Paper at 2.

¹⁴³ *See, e.g.*, T-Mobile Petition at 2, 5; RWA Comments at 12–13; RWA Reply at 4.

¹⁴⁴ RWA Reply at 3; *see also* RWA Comments at 7–8; Public Knowledge and OTI Comments at 8–9.

¹⁴⁵ *See infra* section VIII.A (Waiver of 600 MHz Construction Requirements).

¹⁴⁶ *See* Public Interest Statement at 4 (the 3.45 GHz and 600 MHz spectrum at issue has so far lain fallow or else not been fully built out to date); *see also AT&T-Plateau Order*, 30 FCC Rcd at 5129, paras. 52–53 (finding public interest benefits accrue when a spectrum assignment increases the potential for the efficient use of spectrum that would otherwise lay fallow); *AT&T-Club 42 Order*, 30 FCC Rcd at 13076–77, paras. 46–47.

contiguity and network performance.¹⁴⁷ We find it likely that doing so will meaningfully improve AT&T's network offerings and performance, resulting in improved service quality, including through higher throughput, lower latency, and fewer service interruptions.¹⁴⁸ Indeed, the Applicants have submitted evidence that these benefits are already being realized under the short-term spectrum lease arrangement between the Applicants for the 3.45 GHz spectrum included in this transaction.¹⁴⁹ The record evidences that the improvements to AT&T's network resulting from this additional spectrum will also benefit customers of other service providers who rely on AT&T's network to provide wireless service.¹⁵⁰ Based on the record, we credit the Applicants' claims that the acquired spectrum will allow it to increase the geographic area and number of customers that AT&T can serve with, and quality of, its fixed wireless access service and converged fixed broadband and mobile wireless services.¹⁵¹

49. We also agree with the Applicants that the 600 MHz spectrum will allow AT&T to improve its network's performance, expand its network-based service offerings, and improve its upgrade path to 6G technologies.¹⁵² We credit Applicants' explanation that the wide geographic footprint of the 600 MHz spectrum will allow AT&T to ameliorate low-band congestion in its network on a nationwide

¹⁴⁷ See Public Interest Statement at 13–14 (AT&T will not have to change equipment at cell sites to activate the subject 3.45 GHz spectrum in its network); Public Interest Statement, Mansfield Decl. ¶¶ 15–16 (describing the use of remote configuration to rapidly activate the subject 3.45 GHz spectrum); Joint Opposition at 4; Press Release, AT&T, AT&T Boosts 5G Capacity Nationwide with New Spectrum, Giving Customers a Stronger, Faster Connection (Nov. 17, 2025), <https://about.att.com/story/2025/att-boosts-5g-capacity-nationwide.html> (describing AT&T's deployment of the subject 3.45 GHz spectrum under short-term spectrum lease arrangements and related performance improvements).

¹⁴⁸ See Public Interest Statement at 11, 13–14; Public Interest Statement, Mansfield Decl. ¶¶ 4, 6, 16, 25; Joint Opposition 5–6; see also, e.g., *Application of AT&T Mobility Spectrum LLC and West Carolina Communications, LLC for Consent to Assign Licenses*, WT Docket No. 15-313, Memorandum Opinion and Order, 31 FCC Rcd 8664, 8673, para. 24 (WTB 2016); *Applications of New Cingular Wireless PCS, LLC, Bluegrass Cellular, Inc. and Bluegrass Wireless LLC for Consent to Assign Licenses*, WT Docket No. 15-225, Memorandum Opinion and Order, 31 FCC Rcd 378, 389, para. 22 (WTB 2016); *Applications of AT&T Inc. and Cellular Properties, Inc. for Consent to Assign Authorizations*, WT Docket No. 15-78, Memorandum Opinion and Order, 31 FCC Rcd 318, 329–330, para. 30 (WTB 2016); *Application of New Cingular Wireless PCS, LLC and NEP Cellcorp, Inc. for Consent to Assign Licenses*, WT Docket No. 15-221, Memorandum Opinion and Order, 30 FCC Rcd 15702, 15710, para. 20 (WTB 2015); *Applications of AT&T Mobility Puerto Rico Inc. and Worldcall Inc.*, WT Docket No. 14-206, Memorandum Opinion and Order, 30 FCC Rcd 9763, 9772, para. 21 (WTB 2015) (each finding public interest benefits based on the rapid deployment of network improvements post-transaction).

¹⁴⁹ Joint Opposition at 4–6; Press Release, AT&T, AT&T Boosts 5G Capacity Nationwide with New Spectrum, Giving Customers a Stronger, Faster Connection (Nov. 17, 2025), <https://about.att.com/story/2025/att-boosts-5g-capacity-nationwide.html>.

¹⁵⁰ Public Interest Statement at 4; Public Interest Statement, Swieringa Decl. ¶¶ 14–18 (stating that AT&T's acquisition of additional 3.45 GHz and 600 MHz spectrum from EchoStar will benefit Boost Mobile customers and citing evidence of lower churn rates for Boost Mobile customers under a hybrid-MNO arrangement); Joint Opposition at 4–5.

¹⁵¹ Public Interest Statement at 4, 14–15; Public Interest Statement, Mansfield Decl. ¶ 13 (stating that AT&T's ability to expand its fixed wireless access offering is “constrained by its limited spectrum holdings in many areas” but that unpaired mid-band spectrum offers “wider channels” that would allow AT&T to deliver a consistent broadband experience and support more fixed wireless access customers); Joint Opposition at 4–5; Press Release, AT&T, AT&T Boosts 5G Capacity Nationwide with New Spectrum, Giving Customers a Stronger, Faster Connection (Nov. 17, 2025), <https://about.att.com/story/2025/att-boosts-5g-capacity-nationwide.html> (describing the expansion of AT&T's fixed wireless access offering based on its use of the subject spectrum).

¹⁵² See Public Interest Statement at 16–17; Public Interest Statement, Mansfield Decl. ¶¶ 3–12; Joint Opposition at 6–7; see also DOJ White Paper at 2, 21–22.

basis, allowing it to expand and improve its 5G offerings.¹⁵³ We also credit Applicants' claims that AT&T will achieve 5G coverage and performance improvements, including for indoor use cases, based on its stated plans to use the 600 MHz spectrum to shift its 5G offerings from mid-band to low-band spectrum holdings, which have desirable coverage and building penetration characteristics.¹⁵⁴ Based on the record, we similarly credit the Applicants' claims that AT&T will use the characteristics of the 600 MHz spectrum to improve its service offerings through carrier aggregation techniques and the expansion of its network's uplink capacity.¹⁵⁵ For these reasons, we find that the record supports AT&T's claims that it has the ability and incentive to deploy the 600 MHz spectrum.¹⁵⁶ To the extent commenters raise concerns that the transaction is not in the public interest because of AT&T's extended deployment timeline for the 600 MHz spectrum,¹⁵⁷ as we discuss below, we disagree and find that a waiver of the buildout deadline is in the public interest, particularly in light of the strict conditions we impose on AT&T to meet a final deployment milestone.¹⁵⁸

50. Finally, we agree with the Applicants that improvements to AT&T's network have the potential to benefit customers of EchoStar (Boost Mobile) and those MVNOs that rely on AT&T's network to provide mobile wireless service.¹⁵⁹ We also agree with the Applicants that the proposed arrangement between AT&T and EchoStar has the potential to lower EchoStar's costs while still allowing it to maintain control of its core network, including the customer-facing functions of a facilities-based provider, and that the arrangement will also provide Boost Mobile with expanded coverage and increased speeds, ultimately resulting in better service and lower prices for Boost Mobile's wireless customers.¹⁶⁰ We also acknowledge the Applicants' claimed public interest benefits associated with the broader transaction to transition EchoStar to a hybrid-MNO provider. We find that the record supports the Applicants' contention that EchoStar's shift to a hybrid-MNO structure has the potential to result in more reliable service at a lower cost and reduced prices for Boost Mobile customers, and that this transition could free-up financial resources for EchoStar to invest in the customer experience and enhance competition.¹⁶¹ We disagree with arguments that the benefits of such an arrangement are too speculative,¹⁶² particularly in light of the fact that EchoStar already provisions most of its customers through its MVNO agreements and the amended arrangement between EchoStar and AT&T offers EchoStar better terms than EchoStar had before.¹⁶³

¹⁵³ See Public Interest Statement at 16; Public Interest Statement, Mansfield Decl. ¶¶ 2, 7–9; Joint Opposition at 6; *see also* DOJ White Paper at 2.

¹⁵⁴ See Public Interest Statement at 16–17, 20; Public Interest Statement, Mansfield Decl. ¶¶ 9–10, 12.

¹⁵⁵ See Public Interest Statement at 16–17; Public Interest Statement, Mansfield Decl. ¶¶ 9–12.

¹⁵⁶ See, e.g., Joint Opposition at 6–7; Public Interest Statement at 15–17, Public Interest Statement, Mansfield Decl. ¶¶ 2, 7–12, 17–25.

¹⁵⁷ See, e.g., T-Mobile Petition at 1–2, 5; RWA Comments at 12–13.

¹⁵⁸ See *infra* section VIII.A (Waiver of 600 MHz Construction Requirements).

¹⁵⁹ Public Interest Statement at 3–4; Public Interest Statement, Swieringa Decl. ¶ 18.

¹⁶⁰ Public Interest Statement at 3, 22–24; Public Interest Statement, Swieringa Decl. ¶¶ 6–19; Public Interest Statement, Mansfield Decl. ¶ 25; *see also* Joint Opposition at 7–8.

¹⁶¹ See Public Interest Statement at 3, 22–24; Public Interest Statement, Swieringa Decl. ¶¶ 6–19; *see also* Joint Opposition at 7–8.

¹⁶² See, e.g., RWA Reply at 3.

¹⁶³ See Public Interest Statement at 21–24; EchoStar 10-K at 6, 68; Public Interest Statement, Swieringa Decl. ¶¶ 5–14, 18–19; DOJ White Paper at 11–13.

VII. OTHER PUBLIC INTEREST ISSUES

51. *Request to Delay Action on the Applications.* We decline RWA's request that the Commission delay action on the instant Applications until the Commission completes, or at least initiates, a rulemaking to consider the competitive impact of Mobile Virtual Network Operators (MVNOs) in the wireless marketplace and modifies its resale rules to promote MVNO resale competition.¹⁶⁴ We agree with the Applicants that RWA's arguments for delayed action are not related to the transaction and, thus, do not provide a basis for delaying action on the instant Applications.¹⁶⁵ Further, delaying action on the Applications pending a rulemaking is not in the public interest because that would significantly delay the deployment of the 600 MHz spectrum at issue.¹⁶⁶

52. *Roaming and Wholesale.* We reject Public Knowledge and OTI's request to impose a roaming and resale condition because this is a spectrum-only transaction and does not implicate roaming or resale issues.¹⁶⁷ As we have previously explained, the Commission's generally applicable roaming policies and rules are designed to ensure entities can obtain roaming agreements on reasonable terms and conditions.¹⁶⁸ If an entity encounters difficulties in obtaining reasonable roaming services or roaming rates, it can file complaints with the Commission pursuant to our established roaming rules.¹⁶⁹ Concerns with the Commission's current roaming or resale rules are industry-wide matters that are not appropriately addressed in the context of an individual transaction.¹⁷⁰ We also note that no resale or

¹⁶⁴ RWA Comments at i, 6–11; RWA Reply at 6, 8.

¹⁶⁵ Joint Opposition at 14; *see also, e.g., Application of AT&T Inc. & Qualcomm Inc. for Consent to Assign Licenses and Authorizations*, WT Docket No. 11-18, Order, 26 FCC Rcd 17589, 17622, para. 79 (2011) (*2011 AT&T-Qualcomm Order*) (declining requests for relief pertaining to industry-wide issues, "as these issues are better addressed in the context of these industry-wide proceedings"); *AT&T-Centennial Order*, 24 FCC Rcd at 13969, 13972, paras. 133, 141 (2009) (finding issues that "apply broadly across the industry . . . are more appropriate for a Commission proceeding where all interested industry parties have an opportunity to file comments"); *Applications of AT&T Inc., Cellco Partnership d/b/a Verizon Wireless, Grain Spectrum, LLC, & Grain Spectrum II, LLC For Consent to Assign & Lease AWS-1 & Lower 700 MHz Licenses*, WT Docket No. 08-246, Memorandum Opinion and Order, 28 FCC Rcd 12878, 12899, para. 52 (2013) (*AT&T-Verizon-Grain Order*) (same).

¹⁶⁶ AT&T entered into a short-term leasing arrangement with EchoStar and has already started deploying the 3.45 GHz spectrum at issue. *See, e.g.,* Joint Opposition at 1.

¹⁶⁷ Joint Opposition at 15; Public Knowledge and OTI Comments at 14. We similarly declined a requested roaming condition in the *AT&T-UScellular Order* because that transaction was a spectrum-only transaction and did not implicate roaming issues. *AT&T-UScellular Order* at 22, para. 46.

¹⁶⁸ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4840, para. 122; *AT&T-UScellular Order* at 22, para. 46.

¹⁶⁹ *T-Mobile-UScellular Order*, 40 FCC Rcd at 4840, para. 122; *AT&T-UScellular Order* at 22, para. 46; *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers and Other Providers of Mobile Data Services*, WT Docket No. 05-265, Second Report and Order, 26 FCC Rcd 5411, 5448–53, paras. 74–87 (2011) (*Data Roaming Order*); *see also, e.g., Verizon-TracFone Order*, 36 FCC Rcd at 17033, para. 102 (citing *T-Mobile-Sprint Order*, 34 FCC Rcd at 10710, para. 297) (finding roaming conditions unnecessary because general roaming policies, rules, and dispute resolution process provide adequate protection). The Commission's roaming rules are found in section 20.12 of the Commission's rules and the roaming rules include a special dispute resolution framework to ensure that providers negotiate in good faith to develop commercially reasonable terms and conditions for roaming agreements and to confirm that host providers are properly implementing such agreements when supplying roaming services. *See* 47 CFR § 20.12(e); *see also, e.g., Data Roaming Order*, 26 FCC Rcd at 5448–53, paras. 74–87; 47 CFR § 20.12(e)(1); *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers and Other Providers of Mobile Data Services*, WT Docket No. 05-265, Declaratory Ruling, 29 FCC Rcd 15483, 15484, para. 1 (WTB 2014) (granting T-Mobile petition regarding Commission review of data roaming disputes).

¹⁷⁰ *See, e.g., 2011 AT&T-Qualcomm Order*, 26 FCC Rcd at 17622, para. 79 (declining requests for relief pertaining to industry-wide issues, "as these issues are better addressed in the context of these industry-wide proceedings"); *AT&T-Centennial Order*, 24 FCC Rcd at 13969, 13972, paras. 133, 141 (2009) (finding issues that "apply broadly

(continued....)

wholesale providers requested such conditions in our record. For these reasons, and consistent with precedent for spectrum-only transactions, we decline requests to impose roaming and resale conditions on this transaction.¹⁷¹

53. *Partitioning and Assigning Spectrum Licenses to Rural Carriers.* We decline RWA's request that the Commission condition approval of the transaction on requiring AT&T to partition and assign certain 600 MHz licenses at issue to rural carriers in certain rural markets.¹⁷² As set forth above in the competitive analysis, we disagree that there are spectrum aggregation harms in the proposed transaction.¹⁷³ In the *AT&T-UScellular Order*, we rejected similar requests to reserve spectrum for smaller or rural providers because this is a novel remedy that is more appropriately addressed in a rulemaking.¹⁷⁴ The same rationale applies here. In addition, AT&T's interim and final buildout conditions discussed below for the 600 MHz spectrum will ensure deployment to rural areas for each license.

54. *Lifeline Participation and Prepaid, No Contract Offerings.* We decline Public Knowledge and OTI's request that the Commission require AT&T and EchoStar (through its Boost Mobile brand) to maintain active participation in the Lifeline program and any successor low-income support program, and require AT&T to maintain and publicly advertise pre-paid plans.¹⁷⁵ We agree with

(Continued from previous page) _____

across the industry . . . are more appropriate for a Commission proceeding where all interested industry parties have an opportunity to file comments"); *AT&T-Verizon-Grain Order*, 28 FCC Rcd at 12899, para. 52 (same); *see also* Joint Opposition at 19.

¹⁷¹ *AT&T-UScellular Order* at 22, para. 46 (declining to adopt proposed roaming conditions in a spectrum-only transaction and referencing the existing roaming rules); *T-Mobile-UScellular Order*, 40 FCC Rcd 4839–40, para. 122 (declining to adopt proposed roaming conditions because the roaming rules were sufficient to address access to roaming post-transaction); *see also Verizon-Tracfone Order*, 36 FCC Rcd at 17033, para. 102; *T-Mobile-Sprint Order*, 34 FCC Rcd at 10710, para. 297; *AT&T-Leap Order*, 29 FCC Rcd at 2784, para. 107.

¹⁷² RWA Comments at 4–6; RWA Reply at 5, 8. RWA comments that this condition is needed to ensure rural communities benefit from the transaction. RWA Comments at 4–6 and Exh. A; RWA Reply at 5, 8. In support of the requested condition, RWA cites to the T-Mobile-Sprint transaction in which the Commission required post-closing secondary license assignments to DISH. RWA Comments at 5 (citing to *T-Mobile-Sprint Order*, 34 FCC Rcd at 10592, para. 35). However, that requirement in the T-Mobile-Sprint transaction was based on the facts and competitive analysis specific to that transaction, which are not the same as the instant Transaction. *See generally T-Mobile-Sprint Order*, 34 FCC Rcd at 10591–93, paras. 33–35 (discussing the terms of the Department of Justice's settlement agreement).

¹⁷³ *See also* Joint Opposition at 13 (asserting that RWA does not show any competitively harmful spectrum aggregation that would warrant spectrum divestiture). RWA states that the license assignments through the AT&T-UScellular transaction and the Verizon-UScellular transaction support the requested condition because they further concentrate spectrum among the nationwide wireless carriers. RWA Comments at 3. We previously reviewed and approved the AT&T-UScellular transaction and found no spectrum aggregation harms. *AT&T-UScellular Order* at 18, para. 37. The Verizon-UScellular transaction will undergo separate review.

¹⁷⁴ *AT&T-UScellular Order* at 22, para. 45.

¹⁷⁵ *See* Public Knowledge and OTI Comments at 12–13. We also decline Public Knowledge and OTI's request for reporting requirements related to this requested condition. *See* Public Knowledge and OTI Comments at 15. Public Knowledge and OTI state that the requested conditions concerning Lifeline and value conscious customers mirror the Commission's approach in prior transactions. *Id.* at 12–13 (citing to the Commission's orders for the T-Mobile-Sprint, Verizon-TracFone, and AT&T-Leap transactions). However, the Commission's approach in those prior transactions was based on the specific facts of those transactions in which a significant Lifeline or value-conscious provider left the marketplace. *See, e.g., T-Mobile-Sprint Order*, 34 FCC Rcd 10578, 10729–31, paras. 341–344; *Verizon-TracFone Order*, 36 FCC Rcd 16994, 17043–44, paras. 131–135; *AT&T-Leap Order*, 29 FCC Rcd 2735, 2801, 2804–05, paras. 158, 170–171. As noted above, EchoStar is not exiting the market and post-transaction intends to continue to operate as a hybrid-MNO.

the Applicants that the instant transaction will have limited impact on Lifeline consumers or value-conscious consumers.¹⁷⁶ Nothing in the record indicates that EchoStar or AT&T intend to cease or decrease their value-conscious service offerings or their participation in the Lifeline program as a result of the transaction, or that the transaction would reduce their incentive to serve value-conscious or Lifeline consumers.¹⁷⁷

55. *Device Unlocking and Portability.* We decline Public Knowledge and OTI's request for a handset unlocking condition and related reporting.¹⁷⁸ These issues are not related to the instant transaction. As we concluded in the *AT&T-UScellular* and *T-Mobile-UScellular Orders*, general, industry-wide handset unlocking issues are more adequately addressed through the Commission's pending handset unlocking rulemaking proceeding.¹⁷⁹

56. *Open-Internet and Non-Discrimination Commitments.* We decline Public Knowledge and OTI's request that we adopt a condition prohibiting AT&T and EchoStar from blocking, throttling, or engaging in the paid prioritization of lawful content on broadband applications until the Commission adopts uniform rules governing all providers.¹⁸⁰ These issues are not related to the instant transaction. Further, in January 2025, the Sixth Circuit Court of Appeals determined that the Communications Act precludes the regulation of the Internet as a Title II telecommunications service.¹⁸¹

57. *Cancellation or Surrender of EchoStar's Unconstructed 600 MHz licenses.* We decline T-Mobile's call to cancel or require the surrender of EchoStar's unconstructed 600 MHz licenses to "prevent unjust enrichment."¹⁸² The Commission's rules do not prohibit assignment of unconstructed 600

¹⁷⁶ Joint Opposition at 17. As the Applicants note, we previously declined a Lifeline-related condition in the *T-Mobile-UScellular Order* where, as is the case here, the transaction would have minimal impact on Lifeline customers. Joint Opposition at 17 (citing to *T-Mobile-UScellular Order*, 40 FCC Rcd at 4845, para. 137).

¹⁷⁷ Joint Opposition at 17. AT&T is not a significant provider of Lifeline service. For 2024, AT&T's Lifeline claims represented less than 1% of total Lifeline claims. FCC, 2025 Universal Service Monitoring Report at 34, Table 2.5 (2026), <https://docs.fcc.gov/public/attachments/DOC-418505A1.pdf> (2025 *Universal Service Monitoring Report*). In each state where EchoStar's Boost Mobile brand offers Lifeline, multiple other providers also offer Lifeline, creating incentive to compete and providing Lifeline consumers with choices. Universal Serv. Admin. Co., FCC Filings, Fourth Quarter 2025, Low Income, Appx. LI-03 Eligible Telecommunications Carriers 1Q 2026, <https://www.usac.org/about/reports-orders/fcc-filings/#results> (last visited May 4, 2026) (identifying all eligible telecommunications carriers (ETCs) by state). The Applicants contend that robust competition forces AT&T and EchoStar to make a variety of offerings available to meet the needs of consumers in different circumstances. Joint Opposition at 17.

¹⁷⁸ See Public Knowledge and OTI Comments at 13, 15; Joint Opposition at 17–18 (opposing a handset unlocking condition).

¹⁷⁹ *AT&T-UScellular Order* at 24, para. 49; *T-Mobile UScellular Order*, 40 FCC Rcd at 4846–47, paras. 139–140; see also *Promoting Consumer Choice and Wireless Competition Through Handset Unlocking Requirements and Policies*, WT Docket No. 24-186, Notice of Proposed Rulemaking, 39 FCC Rcd 8111 (2024).

¹⁸⁰ See Public Knowledge and OTI Comments at 13; but see Joint Opposition at 18 (opposing requests to adopt net neutrality conditions).

¹⁸¹ *Ohio Telecom Ass'n v. FCC*, 124 F.4th 993, 998, 1003–1009 (6th Cir. 2025). We note that the Commission's rules continue to require providers to "disclose accurate information regarding the network management practices, performance characteristics, and commercial terms of [their] broadband internet access services." 47 CFR § 8.1(a); see also *Restoring Internet Freedom*, WC Docket No. 17-108, Declaratory Ruling, Report and Order, and Order, 33 FCC Rcd 311, 440–41, para. 220 (2017).

¹⁸² See T-Mobile Petition at 6–12; Joint Opposition at 11 (opposing T-Mobile's request that the Commission reclaim unconstructed EchoStar licenses); see also RWA Reply at 7 (requesting termination and a reauction of certain EchoStar licenses).

MHz licenses.¹⁸³ Further, EchoStar's licenses remain in active status, and we grant new buildout deadlines for all of the 600 MHz licenses.¹⁸⁴ Accordingly, nothing prevents EchoStar from assigning these licenses, whether they are constructed or not.

58. *EchoStar's Contractual Obligations to its Partners.* In 2019, in connection with purchasing Boost Mobile from Sprint Corp. as part of the T-Mobile/Sprint merger, DISH Network Corp. (DISH) committed to becoming a "nationwide facilities-based competitor" using a "first-of-its-kind 5G network built from the ground up."¹⁸⁵ To help accomplish this goal, DISH sought extensions of the construction deadlines for various licenses it owned through subsidiaries, including the 600 MHz licenses at issue here and the AWS-4 and AWS-H Block licenses it proposes to sell to SpaceX. It further committed to not selling its 600 MHz licenses for six years without FCC approval. Those commitments were imposed as conditions on those licenses in September 2020 when the Wireless Telecommunications Bureau (Bureau) modified DISH's licenses.¹⁸⁶

59. Since 2020, to fulfill those conditions, DISH has built various parts of that network, leasing tower space, installing new radios on towers, and entering into contracts for backhaul, among other actions. It has also gone through a number of internal restructurings, including merging with and becoming a subsidiary of EchoStar.¹⁸⁷ When that transaction was first announced, EchoStar was to become a subsidiary of DISH, a corporate structure that would have inverted the current relationship between the two entities.¹⁸⁸

60. EchoStar seeks not only to sell the 3.45 GHz and 600 MHz licenses it now controls to AT&T, but in a separate set of applications before us, seeks to sell its AWS-4, AWS-H Block, and unpaired AWS-3 spectrum licenses and several earth station licenses to SpaceX, effectively dismantling its radio network.¹⁸⁹ As described above, EchoStar has also entered into an agreement with AT&T to use

¹⁸³ Compare 47 CFR § 1.948(i) (FCC may review assignment applications to determine if the transaction is for purposes of trafficking in service authorizations but there is no general prohibition on assignment of unconstructed licenses) with 47 CFR § 101.55(a) (fixed microwave licenses not authorized pursuant to competitive bidding procedures may not be assigned prior to the completion of construction, except as provided in section (d)(1)–(3)).

¹⁸⁴ EchoStar's construction deadlines for most of the 600 MHz spectrum licenses was June 14, 2025. EchoStar filed a September 17, 2024, extension request for certain of its 600 MHz licenses and later filed notices of construction for some of its 600 MHz licenses and additional extension requests for the remainder of its 600 MHz licenses with 2025 construction deadlines in ULS. See, e.g., Call Signs WQZM255 and WQZM256; ULS File Nos. 0011244885, 0011373480 and 0011604639. Accordingly, the 600 MHz licenses that EchoStar seeks to assign remain in active standing. Because we grant AT&T's waiver request and set new construction deadlines for all of the subject 600 MHz licenses, we find that EchoStar's pending construction and extension filings for these licenses are moot. See *infra* section VIII.A (Waiver of 600 MHz Construction Requirements).

¹⁸⁵ Letter from Jeffrey H. Blum, Senior Vice President, Public Policy & Government Affairs, DISH, to Donald Stockdale, Chief, Wireless Telecommunications Bureau, FCC, DBSD Corporation, AWS-4, Lead Call Sign T070272001, et al., at 2–3 (July 26, 2019).

¹⁸⁶ See *Applications of T-Mobile US, Inc., and Sprint Corporation et al.*, Order of Modification and Extension of Time to Construct, WT Docket No. 18-197, 35 FCC Rcd 9580 (WTB 2020) (*DISH Modification Order*).

¹⁸⁷ See EchoStar Corporation, SEC Form 10-K for fiscal year ending December 31, 2024 at 1 (filed Feb. 27, 2025), <https://www.sec.gov/Archives/edgar/data/1415404/000155837025001663/tmb-20241231x10k.htm>; see also EchoStar, *EchoStar Corporation Completes Merger With DISH Network Corporation*, (Jan. 2, 2024), <https://ir.echostar.com/news-releases/news-release-details/echostar-corporation-completes-merger-dish-network-corporation>.

¹⁸⁸ Press Release, EchoStar, DISH Network Corporation and EchoStar Corporation Combine (Aug. 8, 2023), <https://ir.echostar.com/news-releases/news-release-details/dish-network-corporation-and-echostar-corporation-combine>.

¹⁸⁹ See Amended Applications of Spectrum Business Trust 2025-1, Space Exploration Technologies Corp., and EchoStar Corporation for Consent to Assign Spectrum and Earth Station Licenses, GN Docket No. 25-302, ULS File

AT&T's radio network, in what the parties describe as a hybrid-Mobile Network Operator (MNO) arrangement. Thus, while Boost Mobile will continue to provide wireless service to its customers, it will no longer operate its own radio network.

61. A number of commenters allege that EchoStar has told various tower companies, fiber backhaul providers, and construction firms that it will not fulfill its contracts nor pay the monies it owes them for constructing that radio network.¹⁹⁰ They also allege that EchoStar claims that the subsidiary that contracted with them will not be receiving any of the monies from the sale of these licenses.¹⁹¹ We note that EchoStar will receive approximately \$23 billion from the sale of the licenses to AT&T alone.¹⁹² The commenters therefore ask that we condition our approval of the transaction on requiring DISH Wireless, LLC to honor or meet its existing contractual obligations to its infrastructure partners, including requiring the deposit of monies in an escrow account.¹⁹³ EchoStar responds that it has reached settlements with hundreds of vendors and made hundreds of millions of dollars of payments. It argues that any escrow condition is illegal and unmanageable.¹⁹⁴

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Nos. 0011755472, 0011755474, 0011755481, 0011783085, and 0011783097, and File Number 50000ALAA25 filed in ECFS (filed November 20, 2025); ICFS File Nos. SES-ASG-20250918-00146 and SES-ASG-20250918-00147 and Submission ID 1091941380832 filed in ECFS (filed Sept. 18, 2025).

¹⁹⁰ See, e.g., Letter from Michael D. Saperstein, Jr., Senior Vice President, Government Affairs & Chief Strategy Officer, Wireless Infrastructure Association, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303, GN Docket No. 25-302, at 5–6 (filed Dec. 15, 2025) (WIA Dec. 15, 2025 *Ex Parte*); Letter from Michael D. Saperstein, Jr., Senior Vice President, Government Affairs & Chief Strategy Officer, Wireless Infrastructure Association, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303, GN Docket No. 25-302, at 3–4 (filed Jan. 8, 2026) (WIA Jan. 8, 2026 *Ex Parte*); Letter from Michael D. Saperstein, Jr., Senior Vice President, Government Affairs & Chief Strategy Officer, Wireless Infrastructure Association, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303, GN Docket No. 25-302, at 2 (filed Jan. 22, 2026) (WIA Jan. 22, 2026 *Ex Parte*); Letter from Roger Laperna et al., President and CEO 1 Source Tower, to Marlene Dortch, Secretary, FCC, WT Docket No. 25-303, GN Docket No. 25-302, at 2 (filed Dec. 19, 2025) (Wireless Infrastructure Providers *Ex Parte*); Letter from Jill Sandford, Chief Legal Officer, FirstLight Fiber Inc. to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303, GN Docket No. 25-302, at 2 (filed Dec. 23, 2025) (FirstLight *Ex Parte*); Letter from Todd Schlekeway, President and CEO, NATE the Communications Infrastructure Contractors Association, to Marlene H. Dortch, FCC, WT Docket No. 25-303, GN Docket No. 25-302, at 1–2 (filed Jan. 6, 2026) (NATE *Ex Parte*).

¹⁹¹ See, e.g., WIA Dec. 15, 2025 *Ex Parte* at 4; Letter from Nanette S. Edwards, Counsel for Horry Telephone Cooperative, Inc., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303, GN Docket No. 25-302, Attach. Letter from Arnold Agcoaili, Vice President-National Development, DISH Wireless L.L.C., to Horry Telephone Cooperative Inc., at 1 (“DISH Wireless L.L.C. (‘DISH Wireless’) is not a party to the AT&T or SpaceX agreements, does not own the spectrum licenses being sold to AT&T or SpaceX, and is not entitled to receive any of the spectrum sale proceeds at closing.”) (filed Feb. 20, 2026).

¹⁹² Press Release, EchoStar, EchoStar Announces Spectrum Sale and Hybrid Mobile Network Operator (MNO) Agreement, Steps Toward Resolving Federal Communications Commission’s Inquiries, (Aug. 26, 2025), <https://ir.echostar.com/news-releases/news-release-details/echostar-announces-spectrum-sale-and-hybrid-mobile-network>.

¹⁹³ See, e.g., WIA Dec. 15, 2025 *Ex Parte* at 5–6; WIA Jan. 8, 2026 *Ex Parte* at 3–4; WIA Jan. 22, 2026 *Ex Parte* 2; Wireless Infrastructure Providers *Ex Parte* at 2; FirstLight *Ex Parte* at 2, NATE *Ex Parte* at 1–2; see also IFinity Filing at 3 (requesting that any approval of the transaction be conditioned on DISH Wireless’s assignment of its contractual requirements to AT&T and make IFinity whole if DISH Wireless cannot meet its contractual obligations); Michel *Ex Parte* at 2 (requesting that the FCC clarify that it has not authorized or endorsed a suspension of site rents owed by Dish Wireless); Bethel Church Comments.

¹⁹⁴ Letter from Pantelis Michalopoulos, Andrew Golodny, Andrew Magloughlin, Steptoe LLP, Counsel to EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 25-303, GN Docket No. 25-302 at 1 (filed May 8, 2026) (EchoStar May 8, 2026 *Ex Parte*).

62. *Discussion.* Given the unique factual and legal circumstances presented in this transaction and the accompanying one, as well as the record that has developed, we impose a limited escrow or trust fund obligation on EchoStar as a condition of approving these transactions. As noted above, EchoStar seeks approval to sell the licenses at issue here and in the related SpaceX-EchoStar applications for tens of billions of dollars. However, a number of entities have argued that EchoStar has indicated that it will not pay companies for work—the construction of a new facilities-based nationwide 5G network, including the leasing of space on towers and rooftops to house its antennas—that it was required to undertake as a condition on those licenses. At the same time, EchoStar disputes claims that have been raised by those companies. With the attached condition, the FCC continues to allow the relevant parties and, if necessary, courts or other bodies, to adjudicate or settle these issues. The Commission’s unique role in the underlying series of events creates a precedentially novel fact pattern and cognizable public-interest harms specific to this transaction that we find necessary to resolve here.¹⁹⁵ Therefore, as set forth in more detail in Appendix B, we condition our approval on EchoStar, within 30 days of consummating the transaction, creating a trust fund and depositing \$2.4 billion into that fund to help pay obligations potentially incurred in connection with the construction, operation, maintenance, building, decommissioning, and/or provisioning of goods or services related to or arising out of the communications sites and/or communications network associated with certain of the licenses being assigned or transferred in this transaction.¹⁹⁶ We find that such a condition is necessary to conclude that the proposed transaction serves the public interest.¹⁹⁷

VIII. WAIVERS

63. The Applicants request a waiver, extension, or substitution of sections 27.14(t), 1.953, and 1.946(e)(3) of the Commission’s rules to give AT&T sufficient time to deploy the 600 MHz spectrum and also request a waiver of the time-limited spectrum aggregation limit for 3.45 GHz spectrum under section 27.1606(a) of the Commission’s rules.¹⁹⁸ The Commission may grant a waiver when either “[t]he underlying purpose of the rule(s) would not be served or would be frustrated by application to the instant case, and . . . grant of the requested waiver would be in the public interest,” or “[i]n view of unique or unusual factual circumstances of the instant case, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative.”¹⁹⁹ As explained below, based on the record, we find that given the unique circumstances present here, granting the requested waiver of the 600 MHz deployment obligations under section 27.14(t), with the imposition of more robust buildout conditions than were proposed in the waiver request, is in the public interest and would avoid the potential that this spectrum is left unused or underutilized. We also grant a temporary waiver and extension of the discontinuance rule for the Applicants to the extent necessary to effectuate the transaction. Finally, we dismiss as moot the requested waiver of the rule governing prohibitions on extensions of time because it is not necessary, and we dismiss as moot the request for a waiver of the time-limited aggregation limit on 3.45 GHz spectrum, because it has already expired.

¹⁹⁵ Although EchoStar contends that Commission precedent forecloses the remedy we adopt today, *see* EchoStar May 8, 2026 *Ex Parte*, we find this precedent inapposite and materially different from the unique circumstances presented in this transaction.

¹⁹⁶ *See DISH Modification Order*, 35 FCC Rcd 9580; *T-Mobile-Sprint Order*, 34 FCC Rcd 10578 (2019). An identical condition is being placed on the Bureau and Space Bureau’s approval of SpaceX’s acquisition of licenses in GN Docket No. 25-302. Only one fund is required to be created, and only \$2.4 billion is required to be placed into the fund.

¹⁹⁷ We also note that the Bureau and the Commission retain full authority to apply all appropriate sanctions and remedies for a violation of the conditions contained in this Order.

¹⁹⁸ Public Interest Statement at 28; Applicants’ Apr. 17, 2026 Letter at 1 (clarifying that the request regarding the discontinuance rules applies to both Applicants).

¹⁹⁹ 47 CFR § 1.925(b)(3)(i)–(ii).

A. Waiver of 600 MHz Construction Requirements

64. The Applicants state that AT&T does not currently operate in the 600 MHz band and in order to give AT&T additional time to deploy the 600 MHz spectrum, they request a “waiver, extension, and/or substitution of the 600 MHz buildout requirements” including, as relevant, the “June 14, 2028 extended buildout deadline that the Commission adopted for some of EchoStar’s 600 MHz licenses.”²⁰⁰ Specifically, AT&T asks that the deadlines for offering service over all of the 600 MHz licenses it is acquiring from EchoStar be adjusted.²⁰¹ We recognize AT&T’s need for additional time to deploy the spectrum, but we acknowledge concerns raised about AT&T’s initial proposal to ultimately cover 40% of each PEA for the 600 MHz licenses. Buildout requirements are necessary to promote the productive use of spectrum, and as such, we impose more substantial buildout conditions than what the Applicants originally proposed. As detailed below, we grant waiver of the extension request, conditioned on AT&T meeting these more stringent buildout obligations.

65. *Waiver Requests.* Specifically, to allow time for AT&T to integrate the 600 MHz into its network, the Applicants seek waiver of the buildout requirements at section 27.14(t), the discontinuance rule at section 1.953, and—to the extent necessary—the prohibition on granting extension requests that are “because the licensee intends to assign the authorization” at section 1.946(e)(3). The Applicants request a waiver of the foregoing rules because AT&T claims it needs time to deploy the 600 MHz spectrum, which it does not currently have in its network, and plans to significantly invest in deploying the 600 MHz spectrum nationwide.²⁰² In place of the 600 MHz buildout deadlines, AT&T originally proposed to offer service: (1) to at least 40% of the U.S. population within three years; and (2) to at least 75% of the U.S. population and to 40% of the total population of each license area within five years.²⁰³

66. Section 27.14(t) of the Commission’s rules sets interim and final deployment milestones for 600 MHz spectrum: license holders must (1) provide reliable signal coverage and offer service within six years from the date of the initial license to at least 40% of the population in each of its license areas; and (2) provide reliable signal coverage and offer service within 12 years from the date of the initial license to at least 75% of the population in each of its license areas.²⁰⁴ The Applicants explain that the Commission has previously waived performance and construction requirements under section 27.14(t) when the underlying purpose of the rule would otherwise be frustrated.²⁰⁵

67. Under section 1.953(a) of the Commission’s rules, a licensee’s authorization will terminate automatically if the licensee permanently discontinues service or operations under the license during the license term after the date it is required to be providing service or operating, although the period may be extended for good cause.²⁰⁶ The Applicants explain that EchoStar plans to decommission its RAN before consummating the transaction, and that AT&T will need more than 180 days after closing

²⁰⁰ Public Interest Statement at 29–37; *see also* 47 CFR §§ 27.14(t), 1.946(e)(3), and 1.953.

²⁰¹ Public Interest Statement at 29.

²⁰² Public Interest Statement at 29–30, 32–37; Public Interest Statement, Mansfield Decl. ¶ 17. The Applicants describe the steps that AT&T must take to deploy the 600 MHz spectrum including engineering analysis, developing and procuring new radios, developing new antennas, coordinating with handset vendors, and negotiating with tower companies to deploy equipment. Public Interest Statement at 31; Public Interest Statement, Mansfield Decl. ¶¶ 17, 19–24.

²⁰³ Public Interest Statement at 29.

²⁰⁴ 47 CFR § 27.14(t)(1)–(2).

²⁰⁵ Public Interest Statement at 33.

²⁰⁶ 47 CFR § 1.953(a), (g). For geographic licenses, permanent discontinuance of service or operations is defined as 180 consecutive days during which a licensee does not operate or, in the case of commercial mobile radio service providers, does not provide service to at least one subscriber that is not affiliated with, controlled by, or related to the licensee. 47 CFR § 1.953(b).

to deploy the 600 MHz spectrum in its network.²⁰⁷ The Applicants therefore request a waiver and extension of section 1.953 of the Commission's rules for both EchoStar and AT&T to the extent necessary, until AT&T begins offering service to a subscriber not affiliated with, controlled by, or related to AT&T.²⁰⁸ The Applicants state that a waiver and extension are needed to give AT&T "a reasonable period of time for deployment."²⁰⁹ The Applicants further state that waiving section 1.953 would be consistent with precedent given AT&T's planned deployment schedule.²¹⁰

68. Finally, section 1.946(e)(3) of the Commission's rules provides that requests for extension of construction deadlines will not be granted because the licensee intends to assign authorization or solely to allow an assignee to complete the facilities that the assignor failed to construct.²¹¹ The Applicants request that the Commission find that section 1.946(e)(3) of the Commission's rules "does not apply to the 600 MHz Licenses with a June 14, 2028 extended buildout deadline" or that the Commission waive the rule to the extent necessary.²¹² The Applicants state that granting the requested relief is consistent with precedent²¹³ and that not granting the waiver risks this spectrum sitting idle.²¹⁴

69. *Record.* T-Mobile and RWA oppose AT&T's waiver requests based on AT&T's initial proposed deployment obligations, both arguing that the proposed obligations would neglect rural areas.²¹⁵ T-Mobile and RWA assert that to ensure service to rural areas, the Commission should require AT&T to meet a more accelerated timeline and a geography-based coverage requirement instead of AT&T's proposed population-based coverage requirement.²¹⁶ T-Mobile also requests that AT&T be required to

²⁰⁷ Public Interest Statement at 33.

²⁰⁸ Public Interest Statement at 33; Applicants' Apr. 17, 2026 Letter at 1.

²⁰⁹ Public Interest Statement at 36.

²¹⁰ Public Interest Statement at 33–35.

²¹¹ 47 CFR § 1.946(e)(3).

²¹² Public Interest Statement at 34.

²¹³ Public Interest Statement at 34–35 & n.121 (citing *Application for Consent to Assignment of PCS Licenses KNLH637 & KNLH638 from Northstar Tech., LLC to Bellevue Wireless, LLC*, Memorandum Opinion & Order, 24 FCC Rcd 13476, 13479, para. 9 (WTB/OMD 2009) (waiving section 1.953's predecessor, consenting to the assignment of the licenses to a third party, and granting the third party additional time to construct facilities sufficient to satisfy the applicable construction requirement); *see also* Public Interest Statement at 35 & n.124 (citing *T-Mobile License LLC, Request for Waiver of Section 27.14(g)(1)*, WT Docket No. 16-319, Memorandum Opinion and Order, 32 FCC Rcd 10619, 10623–29, paras. 11–25 (2017) (notwithstanding section 1.946(e)(3)—waived section 27.14 to give T-Mobile additional time to satisfy fast approaching performance requirements where T-Mobile demonstrated significant steps towards meeting the performance requirements and denying the waiver would frustrate the purpose of section 27.14(g)(1)); *id.* at n.125 (citing *Leap Wireless Int'l, Inc. Request for Waiver and Extension of Broadband PCS Construction Requirements*, Memorandum Opinion and Order, 16 FCC Rcd 19573, 19575, 19578, paras. 7, 13 (WTB 2001) (new licensee demonstrated diligence in preparing to construct facilities and the extension would serve the public interest because it would "allow the introduction of new, innovative, advanced services to sparsely-populated areas, promoting competition and ultimately benefiting consumers"))).

²¹⁴ Public Interest Statement at 35.

²¹⁵ T-Mobile Petition at 3; RWA Comments at 12 (arguing that "[d]elaying buildout by two years is inconsistent with the purpose of the rule to ensure expeditious build-out and is not in the public interest, as waiver would harm rural Americans by allowing spectrum that rural providers could put to quick use to go unused for an additional two years"); RWA Reply at 4. T-Mobile's petition to deny or condition the transaction focuses primarily on concerns with the 600 MHz buildout waiver request. *See generally* T-Mobile Petition.

²¹⁶ T-Mobile Petition at 3–4; RWA Reply at 7–8. Specifically, T-Mobile requests that AT&T be required to cover (1) at least 40% of the 600 MHz geographic area by the third anniversary of the transaction's closing date, (2) at least 75% of the 600 MHz license area by the fifth anniversary of the transaction's closing date, and (3) 75% of the

(continued....)

conduct drive-testing to demonstrate compliance with the deployment obligations for the 600 MHz spectrum.²¹⁷ RWA requests that the Commission require AT&T to meet the existing 600 MHz buildout requirements in the FCC’s rules and asserts that if AT&T cannot meet these requirements, the Commission should reclaim and reallocate this spectrum consistent with the obligations under section 309(j) of the Act.²¹⁸ RWA also comments that a waiver would be unnecessary if AT&T partitioned the 600 MHz spectrum under the Enhanced Competition Incentive Program (ECIP) because all parties to such a transaction would receive a one-year deadline extension.²¹⁹

70. In response, the Applicants argue that T-Mobile’s proposed buildout deadlines and proposed conditions are unreasonable and unnecessary, given AT&T’s strong incentives to deploy the spectrum.²²⁰ They note that the “Commission has previously rejected similar calls for additional buildout conditions where, as here, the applicant has demonstrated a credible deployment plan and strong incentives to use the spectrum intensively.”²²¹

71. *Discussion.* The Commission adopted the interim and final deployment milestones for 600 MHz spectrum set forth in section 27.14(t) “to promote the productive use of spectrum, to encourage licensees to provide service to customers in a timely manner, and to promote the provision of innovative services in unserved areas, particularly rural areas.”²²² AT&T does not currently operate in the 600 MHz band, and we credit Applicants’ statement that AT&T plans to significantly invest in deploying the 600 MHz spectrum and that it has sufficient incentives to do so.²²³ We also note that AT&T’s near-immediate deployment of the 3.45 GHz spectrum via a spectrum manager lease indicates an intent to deploy on the spectrum assets as quickly as feasible.²²⁴ We find that, with the more stringent buildout conditions that we adopt here, waiving section 27.14(t) of the Commission’s rules in these circumstances better serves these purposes than strict application of the rules.

72. EchoStar’s 600 MHz licenses remain in active status,²²⁵ and the assignment of these licenses to AT&T, and our grant of AT&T’s request for waiver of section 27.14(t), will avoid the possibility that the 600 MHz band licenses will be left unused or underutilized.²²⁶ AT&T states that it will use this spectrum in the near term to supplement its existing 5G deployment, e.g., to ameliorate congestion, open up further carrier aggregation opportunities, and improve network speed and

(Continued from previous page) _____

geographic area for all of the 600 MHz licenses it acquires in this transaction. T-Mobile Petition at 4. RWA supports T-Mobile’s proposal in its Reply. RWA Reply at 7–8.

²¹⁷ T-Mobile Petition at 6.

²¹⁸ RWA Comments at 13.

²¹⁹ RWA Comments at 13 (“RWA members . . . would be interested in purchasing the 600 MHz licenses from AT&T in whole or in part in certain markets” and build out extensions could be tied to the transactions under ECIP rules); RWA Reply at 4 (discussing ECIP as an alternative to the waiver).

²²⁰ Joint Opposition at 8–10.

²²¹ Joint Opposition at 10.

²²² *Expanding the Econ. & Innovation Opportunities of Spectrum Through Incentive Auctions*, GN Docket No. 12-268, Report and Order, 29 FCC Rcd 6567, 6877–78, para. 764 (2014).

²²³ Public Interest Statement at 15–17; Public Interest Statement, Mansfield Decl. at ¶¶ 2, 17, 25.

²²⁴ See Joint Opposition at 1, 4–6; Press Release, AT&T, AT&T Boosts 5G Capacity Nationwide with New Spectrum, Giving Customers a Stronger, Faster Connection (Nov. 17, 2025), <https://about.att.com/story/2025/att-boosts-5g-capacity-nationwide.html>.

²²⁵ See *supra* section VII (Other Public Interest Issues, *Cancellation or Surrender of EchoStar’s Unconstructed 600 MHz licenses*).

²²⁶ See, e.g., ITIF Comments at 2.

performance, including indoors given the strong building-penetration characteristics of 600 MHz spectrum.²²⁷

73. We are persuaded that AT&T needs reasonable time for deployment because it currently does not operate in the 600 MHz band and the time-consuming steps required to deploy this spectrum at tens of thousands of cell sites nationwide “rise to the level of ‘unique or unusual factual circumstances’” under which application of the Commission’s rules “would be ‘unduly burdensome [and] contrary to the public interest.’”²²⁸ In particular, because AT&T operates an extensive network in other bands, we credit AT&T’s claims that it will need time to ensure the right solutions to deploy the new 600 MHz band together with the different spectrum bands and blocks at different cell sites to avoid interference, size antennas to make the best use of limited tower space, as well as work with its handset vendors to develop any needed software upgrades.²²⁹ We also agree that granting AT&T’s requested waiver of section 27.14(t) is consistent with precedent granting such relief when doing so serves the public interest.²³⁰ Finally, the record reflects that AT&T has sufficient incentives to invest the resources necessary to realize a nationwide deployment of the 600 MHz spectrum for the benefit of consumers²³¹ and has a demonstrated track record of deploying spectrum acquired in large secondary market transactions.²³²

74. We do not agree, however, that AT&T’s proposed buildout commitments are sufficient to ensure robust deployment of the 600 MHz spectrum.²³³ Accordingly, we impose, as a condition to the waiver, more stringent buildout obligations, including a final buildout condition requiring AT&T to offer 600 MHz band coverage and service to at least 75% of the population covered by each 600 MHz license at issue on a license-by-license basis no later than the tenth anniversary of the closing date, which will facilitate significant deployment for each license, including to rural areas, consistent with the purpose of the rule. We impose the following buildout conditions to the licenses and also apply the Commission’s rules for 600 MHz licenses that provide for the automatic cancellation of a license if a licensee fails to

²²⁷ See Public Interest Statement at 16 & nn.51–54 (citing Public Interest Statement, Mansfield Decl. ¶¶ 7–10).

²²⁸ Public Interest Statement at 36 (quoting *AT&T Mobility Spectrum LLC, BellSouth Mobile Data, Inc., New Cingular Wireless PCS, LLC, & SBC Telecom, Inc., Petition for Ltd. Waiver of Interim Performance Requirement for 2.3 GHz WCS C & D Block Licenses*, WT Docket No. 16-181, Order, 32 FCC Rcd 708, 713, para. 11 (WTB 2017) (waiving the performance requirements under section 27.14(p)(1) in light of AT&T’s greater than anticipated difficulties in developing, fully coordinating, and deploying “a network that will not adversely impact entities operating in adjacent spectrum within the required construction timeframe”); *T-Mobile-Sprint Order*, 34 FCC Rcd at 10742, para. 373 (waiving construction requirements under section 27.14(g), (q) and (r) because “DISH’s contemplated acquisition of divestiture assets associated with the proposed merger of T-Mobile and Sprint present[ed] unique factual circumstances” that would have rendered denial of a waiver “contrary to the public interest”).

²²⁹ See Public Interest Statement, Mansfield Decl. ¶¶ 19–21. AT&T also states that it will conduct an engineering analysis for each cell site to design the network “to avoid passive intermodulation interference of new 600 MHz radios to AT&T’s existing 700 MHz and 850 MHz radios at each of its cell sites.” *Id.* ¶ 19. “Intermodulation interference occurs when two or more nearby signals combine to create new signals at unwanted frequencies . . . [that] could lead to degraded user experience—for example, dropped calls and reduced speeds.” *Id.* & n.4.

²³⁰ See generally *T-Mobile-Sprint Order*.

²³¹ See, e.g., Public Interest Statement at 2, 10, 17, 34, & n.122 (citing Public Interest Statement, Mansfield Decl. ¶¶ 17–18).

²³² See Public Interest Statement at 30, & n.104 (citing buildout reports for spectrum that AT&T acquired in other large secondary market transactions).

²³³ See Public Interest Statement at 29.

meet its Final Buildout Requirement for a 600 MHz band license,²³⁴ and to accelerate the final buildout deadline if a licensee fails to meet its Interim Buildout Requirement for a particular license.²³⁵

75. Our grant of AT&T's request for waiver of section 27.14(t) for the 600 MHz licenses is subject to the following conditions, on each license, for providing 600 MHz band coverage and service:

1. No later than the date that is the third anniversary of the transaction's closing date reported in the Notice of Consummation, AT&T shall provide reliable signal coverage and offer service to at least forty (40) percent of the U.S. population who are covered by AT&T's 600 MHz band licenses (Nationwide Interim Buildout Requirement).
2. No later than the date that is the fifth anniversary of the transaction's closing date reported in the Notice of Consummation, AT&T shall provide reliable signal coverage and offer service to at least seventy-five (75) percent of the U.S. population who are covered by AT&T's 600 MHz band licenses (Nationwide Final Buildout Requirement).
3. No later than the date that is the fifth anniversary of the transaction's closing date reported in the Notice of Consummation, AT&T shall provide reliable signal coverage and offer service to at least forty (40) percent of the total population covered by each 600 MHz band license on a license-by-license basis (PEA Interim Buildout Requirement).
4. No later than the date that is the tenth anniversary of the transaction's closing date reported in the Notice of Consummation, AT&T shall provide reliable signal coverage and offer service to at least seventy-five (75) percent of the total population covered by each 600 MHz band license on a license-by-license basis (PEA Final Buildout Requirement).
5. If the Bureau determines that AT&T has failed to meet the Nationwide Interim Buildout Requirement, the deadline for the Nationwide Final Buildout Requirement shall be accelerated by one (1) year (to the date that is the fourth anniversary of the transaction's closing date).
6. If the Bureau determines that AT&T has failed to meet the Nationwide Final Buildout Requirement, the PEA Final Buildout Requirement for each license shall be accelerated by one (1) year (to the date that is the ninth anniversary of the transaction's closing date); provided, however, that if the Bureau determines AT&T failed to meet the PEA Interim Buildout Requirement for a particular license area, then the PEA Final Buildout Requirement for such license area shall be accelerated by two (2) years (to the date that is the eighth anniversary of the transaction's closing date).
7. If the Bureau determines that AT&T has failed to meet the PEA Final Buildout Requirement for a particular license area, AT&T's authorization for such license area shall terminate automatically without Commission action, and the licensee shall be ineligible to regain it if the Commission makes the license available at a later date.
8. To demonstrate compliance with the Nationwide Buildout Requirements, AT&T shall file in ULS a report that conforms to 47 CFR § 27.14(k) (except for the reference to § 1.946(d) and (t)(5)) within 15 days of the expiration of the coverage period as an attachment to a designated, 600 MHz band license: Call Sign WQZM232.²³⁶ AT&T shall

²³⁴ 47 CFR § 27.14(t)(4).

²³⁵ 47 CFR § 27.14(t)(3). We also adopt conditions for the nationwide buildout conditions based on section 27.14(t)(3).

²³⁶ The nationwide reports for Conditions 1 and 2 are not license-by-license notifications filed on FCC Form 601, Schedule K under 47 CFR § 1.946(d).

demonstrate compliance with the PEA Buildout Requirements for each license in accordance with 47 CFR §§ 1.946(d), 27.14(k), (t).²³⁷

76. The interim and final deployment obligations that we impose, and as set forth above, address the concerns that T-Mobile raises about ensuring deployment in rural areas within each license PEA.²³⁸ We decline T-Mobile and RWA's request that any waiver of the 600 MHz deployment obligations include geographic-based coverage requirements in order to ensure significant deployment in rural areas.²³⁹ In the *600 MHz Order*, the Commission declined to adopt geographic-based coverage requirements and explained that "measuring build-out by percentage of population served 'provides a clear metric that will promote efficient deployment'" including to less densely populated areas.²⁴⁰ The Commission further explained that it was not persuaded by arguments that a geographic-based metric was needed to ensure less-densely populated, often rural communities, have timely access to advanced services.²⁴¹ The record does not support reversing this approach. Further, we find unpersuasive RWA's assertion that granting the request for waiver of section 27.14(t) is unnecessary because AT&T could gain additional time by partitioning or disaggregating the licenses under the Enhanced Competition Incentive Program (ECIP).²⁴² AT&T has demonstrated that it needs more than a one-year extension of the interim and final performance requirement deadlines and such license assignments could further complicate and delay AT&T's deployment of 600 MHz band spectrum into its network.²⁴³

77. We also decline T-Mobile's request to require AT&T to conduct drive testing to verify compliance with the 600 MHz buildout obligations for this transaction.²⁴⁴ T-Mobile's comparison to the drive testing conditions in T-Mobile-Sprint is inapposite. In the T-Mobile-Sprint transaction, a primary benefit of the transaction was the promise by both T-Mobile and DISH to deploy 5G networks where none previously existed in large swaths of the country.²⁴⁵ The drive testing commitments were intended to verify compliance with this significant 5G deployment and accompanying speed commitments to determine whether this benefit was realized.²⁴⁶ By contrast, the instant proposed transaction is a spectrum-only transaction, and AT&T intends to use the spectrum at issue to bolster its established 5G network. Moreover, many of the 600 MHz band licenses at issue in the proposed transaction were not involved in the *T-Mobile-Sprint Order*. We disagree with T-Mobile's argument that drive testing is the only means to ensure the 600 MHz spectrum is deployed to provide coverage to previously unserved or underserved rural areas.²⁴⁷ The FCC's notification and documentation requirements for the 600 MHz

²³⁷ Section 1.946(d) requires filing FCC Form 601 for each license. Per the above conditions, this requirement shall only apply to the PEA Buildout Requirements for each license.

²³⁸ See T-Mobile Petition at 3.

²³⁹ See T-Mobile Petition at 2, 4–5; RWA Reply at 7–8.

²⁴⁰ *600 MHz Order*, 29 FCC Rcd at 6878–79, paras. 767–768.

²⁴¹ *600 MHz Order*, 29 FCC Rcd at 6878, para. 768.

²⁴² RWA Reply at 4, 8; see also 47 CFR § 1.60005(a)(2) (providing parties to a qualifying transactions under ECIP a one-year extension on interim and final build out deadlines).

²⁴³ See also *supra* section VII (Other Public Interest Issues).

²⁴⁴ See T-Mobile Petition at 5–6.

²⁴⁵ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10581–83, paras. 5–8, 12 (describing benefits of T-Mobile's commitment to deploy 5G); *id.* at 10742–43, paras. 374, 377 (describing benefits of DISH's commitment to deploy a 5G network).

²⁴⁶ See, e.g., *T-Mobile-Sprint Order*, 34 FCC Rcd at 10589–90, paras. 26–27, 31 (describing T-Mobile's coverage, speed, and drive testing commitments); *id.* at 10740–41, paras. 368–370 (describing DISH's coverage, speed, and drive testing commitments).

²⁴⁷ T-Mobile Petition at 6.

interim and final deployment obligations apply to the 600 MHz band licenses included in this transaction by condition or rule.²⁴⁸

78. Finally, we decline T-Mobile's request that any approval of the proposed transaction explicitly provide that the failure to satisfy the deployment obligations, including the interim deployment obligations, for any license included in the transaction should result in automatic license cancellation.²⁴⁹ The FCC's rules already provide for the acceleration of the final buildout requirements for 600 MHz spectrum if a licensee fails to meet its interim buildout obligations.²⁵⁰ The FCC's rules also provide for the automatic cancellation of a license if a licensee fails to meet its final deployment obligations.²⁵¹ The record does not provide a basis for taking a different approach for the licenses included in this transaction.

79. In light of our finding that AT&T has justified the requested waiver of section 27.14(t), we conclude that the request for waiver of section 1.946(e)(3), which provides that extensions will not be granted because the licensee intends to assign the authorization or solely to allow an assignee to complete facilities that the assignor failed to construct, is unnecessary. We are not granting extensions solely to allow AT&T to complete construction of facilities that the assignor failed to construct—rather, we are setting new buildout deadlines for all of the 600 MHz licenses to allow AT&T sufficient time to integrate the spectrum into its network.

80. Given that AT&T will not be using EchoStar's facilities, we grant the Applicants a temporary and partial waiver and extension of section 1.953 for any permanent discontinuance of service under a 600 MHz band license until the transaction is consummated (or abandoned).²⁵² Once the transaction is consummated, new buildout deadlines will govern all of AT&T's 600 MHz licenses and section 1.953 will become applicable on "the date [AT&T] is required to be providing service or operating."²⁵³

B. Waiver of the Time-Limited Aggregation Limit for 3.45 GHz Spectrum

81. AT&T seeks, to the extent not already expired, a waiver of section 27.1606(a) of the Commission's rules, which provides that until four years after the close of Auction 110, licensees may not hold more than 40 megahertz of 3.45 GHz spectrum.²⁵⁴ The temporary 40 megahertz aggregation limit on 3.45 GHz spectrum automatically expired on January 4, 2026.²⁵⁵ Therefore, we dismiss AT&T's waiver request as moot.²⁵⁶

²⁴⁸ 47 CFR § 1.946(d); *600 MHz Order*, 29 FCC Rcd at 6883, paras. 778–79.

²⁴⁹ T-Mobile Petition at 6. T-Mobile explains that this requirement is needed because of the prior delays in deploying this spectrum. *Id.*

²⁵⁰ 47 CFR § 27.141(t)(3).

²⁵¹ 47 CFR § 27.141(t)(4).

²⁵² "Permanent discontinuance of service or operations for Covered Geographic Licenses is defined as 180 consecutive days during which a licensee does not operate or, in the case of commercial mobile radio service providers, does not provide service to at least one subscriber that is not affiliated with, controlled by, or related to the licensee." 47 CFR § 1.953(b).

²⁵³ 47 CFR § 1.953(a). If the assignment is not timely consummated or if the parties abandon the assignment, the waiver and extension of section 1.953 will cease.

²⁵⁴ 47 CFR § 27.1606(a); *see also 3.45 GHz Order*, 36 FCC Rcd at 6022–23, 6025, paras. 102, 106.

²⁵⁵ *3.45 GHz Order*, 36 FCC Rcd at 6022–23, 6025, paras. 102, 106; *Auction 110 Public Notice*, 37 FCC Rcd at 308, para. 1 (announcing January 4, 2022 as the end date of the auction).

²⁵⁶ Consistent with this action, we also dismiss as moot Public Knowledge and OTI's objections to the requested waiver of the time-limited aggregation limit for 3.45 GHz spectrum. *See* Public Knowledge OTI Comments at 9.

IX. CONCLUSION

82. Based on our review of the record and our competitive analysis, we conclude that the risk of public interest harm from granting the Applications is low. We find it unlikely that the proposed acquisition of 600 MHz and 3.45 GHz spectrum would allow AT&T to foreclose entry, raise rivals' costs, or otherwise harm the public interest. In addition, we substantially credit the Applicants' claims that the instant transaction will produce public interest benefits including avoiding the potential for valuable spectrum to be left unused or underutilized and providing improved performance in AT&T's network and the services AT&T offers to its customers.²⁵⁷ We find it likely that AT&T's customers in the markets at issue will benefit from AT&T's increased network capacity, reduced latency, faster speeds, as well as additional, improved, and expanded products and services, and that these network improvements will also benefit customers of service providers that use AT&T's network to provide wireless service.²⁵⁸ The public interest would be further served by any service improvements and lower prices that result from EchoStar's restructuring as a hybrid-MNO.²⁵⁹ We thus conclude that overall, the proposed transaction would serve the public interest, convenience, and necessity. We further find that waiving certain buildout requirements for the 600 MHz spectrum, conditioned on meeting new buildout deadlines, is in the public interest as it will give AT&T additional time to deploy this spectrum and will ensure the spectrum is put to use. We grant temporary waiver and extension of section 1.953 of the Commission rules governing discontinuance for both EchoStar and AT&T, to the extent necessary to effectuate the transaction. We dismiss as moot the request to waive section 1.946(e)(3) of the Commission's rules governing limitations on granting extensions of time to deploy 600 MHz spectrum and we also dismiss as moot AT&T's request for waiver of the time-limited aggregation limit for 3.45 GHz spectrum, which expired on January 4, 2026.

X. ORDERING CLAUSES

83. ACCORDINGLY, having reviewed the Applications and record in this matter, **IT IS ORDERED** that, pursuant to sections 4(i) and (j), 5(c), 303(r), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 303(r), 309, 310(d), and pursuant to the authority delegated under sections 0.131 and 0.331 of the Commission's rules, 47 CFR §§ 0.131 and 0.331 the applications for consent to assignment filed by AT&T and EchoStar **ARE GRANTED**, to the extent specified in the Memorandum Opinion and Order and **SUBJECT TO** the conditions specified herein.

84. **IT IS FURTHER ORDERED** that the above grant includes authority for the transfer or assignment of any 600 MHz or 3.45 GHz licenses or authorizations that may have inadvertently been omitted from the application forms filed by the Applicants.

85. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j), 303(r), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), (j), 303(r), 309, 310(d), the Petition to Condition or Deny filed by T-Mobile, **IS DENIED** for the reasons stated herein.

86. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. § 154(i), (j) and sections 1.3 and 1.925 of the Commission's rules, 47 CFR §§ 1.3, 1.925, the waiver request concerning the 600 MHz buildout obligations under section 27.14(t) of the Commission's rules, 47 CFR § 27.14(t) **IS GRANTED** to the extent described herein and **SUBJECT TO** the conditions described herein.

87. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. § 154(i), (j) and sections 1.3 and 1.925 of the

²⁵⁷ Public Interest Statement at 3–4, 10–11, 15–16.

²⁵⁸ See, e.g., Public Interest Statement at 3–4, 11, 14–16; Mansfield Decl. ¶¶ 2, 4, 13–14, 25.

²⁵⁹ See, e.g., Public Interest Statement at 3, 22–23; Public Interest Statement, Swieringa Decl. ¶¶ 12–13, 18.

Commission's rules, 47 CFR §§ 1.3, 1.925, the request to waive section 1.953 of the Commission's rules, 47 CFR § 1.953, **IS GRANTED** to the extent described herein.

88. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. § 154(i), (j) and sections 1.3 and 1.925 of the Commission's rules, 47 CFR §§ 1.3, 1.925, the request to waive section 1.946(e)(3) of the Commission's rules, 47 CFR § 1.946(e)(3) **IS DISMISSED** as moot.

89. **IT IS FURTHER ORDERED** that, pursuant to sections 4(i) and (j) of the Communications Act of 1934 as amended, 47 U.S.C. § 154(i), (j) and sections 1.3 and 1.925 of the Commission's rules, 47 CFR §§ 1.3, 1.925, AT&T's waiver request concerning the time-limited 3.45 GHz aggregation limit under section 27.1606(a) of the Commission's rules, 47 CFR § 27.1606(a), **IS DISMISSED** as moot.

90. **IT IS FURTHER ORDERED** that this Memorandum Opinion and Order **SHALL BE EFFECTIVE** upon adoption. Petitions for Reconsideration under section 1.106 of the Commission's Rules, 47 CFR § 1.106, may be filed within thirty days of the date of adoption of this Memorandum Opinion and Order.

91. This action is taken under delegated authority pursuant to sections 0.131 and 0.331 of the Commission's rules, 47 CFR §§ 0.131, 0.331.

FEDERAL COMMUNICATIONS COMMISSION

Joel Taubenblatt

Chief, Wireless Telecommunications Bureau

APPENDIX A
Petitioners and Commenters
(WT Docket No. 25-303)

Petition to Deny

T-Mobile USA, Inc., Petition to Condition or Deny (Nov. 18, 2025)

Oppositions co-filed with Comments¹

Information Technology and Innovation Foundation, Comment and Opposition to Petitions to Deny (Dec. 3, 2025)

AT&T Mobility II LLC and EchoStar Corporation, Joint Opposition to Petition to Condition or Deny and Reply to Comments (Dec. 3, 2025)

Replies

Rural Wireless Association, Inc., Reply to Opposition (Dec. 15, 2025)

Comments²

Public Knowledge and Open Technology Institute at New America, Comments (Nov. 18, 2025)

Rural Wireless Association, Inc., Comments (Nov. 18, 2025)

Ex Parte Submissions³

EchoStar Corporation, *Ex Parte* Submission (Dec. 3, 2025)

Wireless Infrastructure Association, *Ex Parte* Submission (Dec. 15, 2025)

Small-Medium Infrastructure Providers, *Ex Parte* Submission (Dec. 19, 2025)

FirstLight Fiber, Inc., *Ex Parte* Submission (Dec. 23, 2025)

NATE: The Communications Infrastructure Contractors Association, *Ex Parte* Submission (Jan. 6, 2026)

Wireless Infrastructure Association, *Ex Parte* Submission (Jan. 8, 2026)

1Finity Americas, Inc., *Ex Parte* Submission (Jan. 13, 2026)

TowerNorth Development, LLC, *Ex Parte* Submission (Jan. 20, 2026)

Wireless Infrastructure Association, *Ex Parte* Submission (Jan. 20, 2026)

Wireless Infrastructure Association, *Ex Parte* Submission (Jan. 22, 2026)

1Finity Americas, Inc., *Ex Parte* Submission (Jan. 30, 2026)

Suzette Michel, *Ex Parte* Submission (Feb. 3, 2026)

AT&T Mobility II LLC and EchoStar Corporation, *Ex Parte* Submission (Feb. 11, 2026)

Bethel Church of San Jose, Comment (Feb. 12, 2026)

Litan Salman, Reuven Salman, and Clifford Steinberg, *Ex Parte* Submission (Feb. 17, 2026)

The American Wireless Builders Coalition, *Ex Parte* Submission (Feb. 19, 2026)

Horry Telephone Cooperative, Inc., *Ex Parte* Submission (Feb. 20, 2026)

Wireless Infrastructure Association, *Ex Parte* Submission (Feb. 23, 2026)

American Tower Corporation, *Ex Parte* Submission (Feb. 25, 2026)

Marshall A. Lewis, *Ex Parte* Submission (Mar. 9, 2026)

Center for American Rights, *Ex Parte* Submission (Mar. 10, 2026)

Bull Moose Project, *Ex Parte* Submission (Mar. 11, 2026)

Wireless Infrastructure Association, *Ex Parte* Submission (Mar. 11, 2026)

¹ The filings listed in this section were identified by their respective filers as including both an Opposition and Comments.

² The filings listed in this section were submitted during this proceeding's pleading cycle and classified as a comment filings by their respective filers. Accordingly, they will be accorded consideration as comment filings.

³ The filings listed in this section are *ex parte* submissions and/or were submitted after the December 15, 2025 close of the pleading cycle for this transaction by their respective filers. They are accorded consideration as *ex parte* filings under the Commission's rules. 47 CFR §§ 1.1200 *et seq.*; *see generally* 47 CFR § 1.419(b).

Zada Realty LLC, Comment (Mar. 25, 2026)
Daniel Rahimzada Zada Realty LLC, Comment (Mar. 26, 2026)
Zada Realty Corp Daniel Rahimzada, Comment (Mar. 26, 2026)
Center for American Rights, *Ex Parte* Submission (Mar. 31, 2026)
Tax Payer USA, Comment (Apr. 10, 2026)
The Michigan Coalition to Protect Public Rights-of-Way, *Ex Parte* Submission (Apr. 14, 2026)
AT&T Mobility II LLC and EchoStar Corporation, *Ex Parte* Submission (Apr. 17, 2026)
520 West 20 LLC, Comment (Apr. 29, 2026)
Wireless Infrastructure Association, *Ex Parte* Submission (Apr. 29, 2026)
Wireless Infrastructure Association, *Ex Parte* Submission (May 1, 2026)
EchoStar Corporation, *Ex Parte* Submission (May 8, 2026)
332 Gates LLC and the Board of Managers of the 322 Gates Condominium, Comment (May 11, 2026)

APPENDIX B

1. Within 30 days of consummating the assignment to AT&T of the licenses at issue in this Order¹ (the Consummation Date), EchoStar shall establish and deposit \$2.4 billion into a trust (the Fund) to be used to pay certain obligations potentially incurred in connection with the construction, operation, maintenance, building, decommissioning, and/or provisioning of goods or services related to or arising out of the communications sites and/or communications network associated with certain of the licenses being assigned or transferred in this transaction. The trustee of the Fund (Trustee) shall be authorized to reasonably undertake any actions that are necessary and proper and solely intended to effectuate the purposes identified herein. The terms of the Fund (including the amount of compensation for the Trustee) and any governing documents and the selection of the Trustee must be submitted to and approved by the Bureau.

2. Within 30 days of the Consummation Date, EchoStar shall select the Trustee, who must (a) be a neutral third-party, free of any conflicts of interest, including but not limited to not having any financial interests in EchoStar, AT&T, or Space Exploration Technologies Corp. or any of its subsidiaries or affiliates (SpaceX); (b) have experience serving as trustee for trusts in excess of \$500 million in assets; and (c) be insured in an amount reasonably commensurate with insured amounts for trustees of funds similar in size to the Fund. The Trustee may not have been employed by EchoStar, AT&T, or SpaceX within the past five years. Any employees or agents of the Trustee also shall have no conflicts of interest and not have been employed by EchoStar, AT&T, or SpaceX within the past five years.

3. The Trustee shall, within 30 days of being selected, establish a process for filing claims with the Fund, including, without limitation, establishing a website providing instructions for filing a claim, and begin accepting claims (the Claims Opening Date).

4. EchoStar shall give notice within 30 days of the Claims Opening Date to all creditors of DISH Wireless LLC of establishment of the Fund and the Internet address of the website established by the Trustee.

5. A person or entity (Claimant), who has a final judgment or arbitration award against or a settlement with EchoStar Corp., DISH Network Corp., DISH Wireless LLC, and/or any other EchoStar subsidiary or affiliate for amounts due it for the construction, operation, maintenance, building, decommissioning, and/or provisioning of goods or services related to or arising out of the communications sites and/or communications network associated with certain of the licenses being assigned in the transaction at issue² (collectively, the Covered Activities), may file a claim with the Fund (a Fund Claim).³ For the avoidance of doubt, Covered Activities include amounts expended or reasonably expected to be expended by the termination of EchoStar's operation of its network (e.g., costs for

¹ The applications containing the licenses are listed in footnote 1 of the body of this Order.

² See *Applications of T-Mobile US, Inc., and Sprint Corporation, For Consent To Transfer Control of Licenses and Authorizations*, WT Docket No. 18-197, *Applications of American H Block Wireless L.L.C., DBSD Corporation, Gamma Acquisition L.L.C., and Manifest Wireless L.L.C. for Extension of Time*, ULS File Nos. 0008741236, 0008741420, 0008741603, and 0008741789 et al., WT Docket No. 18-197, Order of Modification and Extension of Time to Construct, 35 FCC Rcd 9580 (WTB 2020); *Applications of T-Mobile US, Inc., and Sprint Corporation, For Consent To Transfer Control of Licenses and Authorizations*, WT Docket No. 18-197, *Applications of American H Block Wireless L.L.C., DBSD Corporation, Gamma Acquisition L.L.C., and Manifest Wireless L.L.C. for Extension of Time*, ULS File Nos. 0008741236, 0008741420, 0008741603, and 0008741789 et al., WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578 (2019). For the avoidance of doubt, Covered Activities are not limited to those activities necessary to meet the minimum requirements of the conditions placed on these licenses.

³ For the avoidance of doubt, a Fund Claim includes final court judgments and arbitration awards and settlements for Covered Activities regardless whether they are based on contract law, principles of *quantum meruit*, or other similar contract or quasi-contract legal principles.

decommissioning towers and cell sites, costs for electricity used); and for lost future or profits and other amounts (e.g., future taxes, insurance, etc.) due under agreements (including leases) for operating the network that have been terminated, and/or costs incurred that the Claimant reasonably expected to be repaid out of future receipts.

6. A Claimant may file only one Fund Claim, which shall include all claims for which the Claimant and its affiliates seek to pursue recovery from the Fund (for the avoidance of doubt, applicable claims not included in the Fund Claim filed by a Claimant shall be unrecoverable from the Fund).

7. Fund Claims shall be categorized as follows: Type A Claims are those claims that seek \$100,000 or less in total for amounts owed for Covered Activities. Type B Claims are those that seek more than \$100,000 for amounts owed for Covered Activities and are further split into two types. Type B-1 Claims are those portions of a Type B claim that are (i) for outstanding amounts due as of December 31, 2025, or the date the Claimant received notice from EchoStar that EchoStar would no longer fulfill its commitments under the agreement underlying the claim (whichever is earlier) for Covered Activities and/or (ii) for amounts expended or reasonably expected to be expended by the completion of the Covered Activities (e.g., costs for decommissioning towers and cell sites, costs for electricity used). Type B-2 Claims are those portions of a Type B claim that are for lost future rents or profits and other future amounts (e.g., future taxes, insurance, etc.) due under agreements (including leases) for Covered Activities that have been terminated, and/or costs incurred for Covered Activities that the Claimant reasonably expected to be repaid out of future receipts.

8. By filing a Fund Claim, a Claimant, and to the extent applicable any affiliates thereof, agrees that it waives any legal rights it may have against EchoStar Corp., DISH Network Corp., DISH Wireless LLC, and/or another EchoStar subsidiary or affiliate to otherwise recover against or enforce the judgment(s), arbitration award(s), or settlement(s) on which the Fund Claim is based.

9. The Trustee shall verify the validity and eligibility of a Fund Claim. If a portion of a Fund Claim is invalid or ineligible, only the valid and eligible portion shall be considered a Fund Claim. The Bureau retains jurisdiction to require the modification of the process described in this appendix, including, without limitation, regarding the determination of a Fund Claim.

10. The Trustee shall pay out the funds of the Fund as follows: the Trustee shall pay the Fund's reasonable expenses (including his or her own reasonable compensation) as they become due, no more often than once per month. The Trustee shall pay Type A Claims as he or she determines that they are valid and eligible for payment. Every six (6) months, starting six (6) months after the Claims Opening Date, the Trustee shall determine whether the Fund has sufficient money to pay in full all of the pending Type B-1 Claims (after payment of the Fund's reasonable expenses and the Type A Claims). If so, then the Trustee shall pay the pending Type B-1 Claims; if not, then the Trustee shall pay the pending Type B-1 Claims pro rata. After five (5) years from the Claims Opening Date, the Trustee shall determine whether the Fund has sufficient money to pay all of the Type B-2 Claims in full (after payment of the Fund's reasonable expenses and the Type A Claims and the Type B-1 Claims). If so, the Trustee shall pay the Type B-2 Claims; if not, the Trustee shall pay the Type B-2 Claims pro rata (retaining sufficient monies to pay the Fund's closing expenses). If any monies remain in the Fund, upon request of the Trustee or a potential Claimant, the Bureau may order that the Fund remain open for additional time. If there is no such request or the Bureau does not so order, the Trustee shall close the Fund, pay its final expenses, and pay any remaining monies to EchoStar.