

DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

Cellular Properties, Inc. (“CPI”) has agreed to sell to a subsidiary of AT&T Inc. (“AT&T”) its mobile wireless business, which serves one RSA (CMA400 -- Illinois 7 -- Vermillion) and a portion of another RSA (CMA402 -- Illinois 9 -- Clay). After almost a quarter of a century as a family-owned independent wireless carrier, CPI has reluctantly concluded that it cannot remain an effective competitor in light of fundamental shifts in the wireless marketplace, in particular, skyrocketing data usage, heavy customer demand for off-network services, and the need to upgrade to 4G LTE technology. CPI and AT&T (the “Applicants”) are filing various applications for the Commission’s approval of the assignment of CPI’s licenses and authorizations (collectively, the “Applications”). For the reasons set forth below, the Commission should find that this transaction serves the public interest and grant these Applications swiftly and without conditions.

I. DESCRIPTION OF THE APPLICANTS AND THE TRANSACTION

AT&T: AT&T is a leading provider in the United States of wireless, Wi-Fi, high-speed Internet, local and long distance voice, mobile broadband, and advanced TV services, as well as worldwide wireless coverage and IP-based business communications services. The Commission has concluded repeatedly that AT&T has the qualifications required by the Communications Act of 1934, as amended (the “Act”) to hold Commission authorizations, and nothing has changed to disturb this conclusion.¹

¹ See, e.g., *Applications of Cricket License Company, LLC, et al., Leap Wireless International Inc., and AT&T Inc. for Consent to Transfer Control of Authorizations*, Memorandum Opinion and Order, 29 FCC Rcd 2735, 2745 ¶ 19 (WTB/IB 2014) (“*AT&T/Leap Order*”); *Applications of AT&T Inc. and Atlantic Tele-Network, Inc. for Consent to Transfer Control of and Assign Licenses and Authorizations*, Memorandum Opinion and Order, 28 FCC Rcd 13,670, 13,680 ¶ 17 (WTB, IB 2013) (“*AT&T/ATNI Order*”); *Applications of AT&T Inc., Cellco Partnership*

CPI: CPI, which has been serving its customers continuously since 1991, offers wireless service over an HSPA+ and EDGE network in 11 largely rural counties in Illinois under the name Cellular One of East Central Illinois. There is no question about CPI’s character or qualifications to hold Commission authorizations.²

In the transaction, immediately prior to closing, CPI will contribute its two cellular licenses, its common carrier fixed point-to-point microwave licenses, and an international Section 214 authorization (collectively, the “CPI Licenses”), as well as mobile wireless customers, network equipment, and other assets that CPI uses in its mobile wireless business (collectively, with the CPI Licenses, the “CPI Assets”) to a newly formed limited liability company, Centaur Acquisition Company LLC (“Newco”). Then, at closing, CPI will transfer control of its 100 percent interest in Newco to a wholly owned, indirect subsidiary of AT&T.

II. THE STANDARD OF REVIEW

In deciding whether to grant these Applications under Sections 214(a) and 310(d) of the Communications Act of 1934, as amended,³ the Commission first must assess whether the proposed transaction complies with the specific provisions of the Communications Act, other applicable statutes, the Commission’s rules, and federal communications policy. The Commission then weighs any potential public interest harms of the proposed transaction against the potential public interest benefits. The Applicants bear the burden of proving, by a

Footnote continued from previous page

d/b/a Verizon Wireless, Grain Spectrum, LLC, and Grain Spectrum II, LLC for Consent to Assign and Lease AWS-1 and Lower 700 MHz Licenses, Memorandum Opinion and Order, 28 FCC Rcd 12,878 ¶ 17 (WTB 2013) (“*AT&T/Verizon Order*”); *Application of AT&T Inc. and Qualcomm Inc. for Consent to Assign Licenses and Authorizations*, Order, 26 FCC Rcd 17,589, 17,601 ¶ 28 (2011) (“*AT&T/Qualcomm Order*”).

² See, e.g., *Application of Cellular Properties, Inc.*, File No. 10308CLP288 (passing on CPI’s character and other qualifications as certified in those applications in granting applications for KNKN569 and WPQL801).

³ 47 U.S.C. §§ 214(a), 310(d).

preponderance of the evidence, that the proposed transaction, on balance, serves the public interest.⁴ The Commission “may not consider whether the public interest, convenience, and necessity might be served by” a transaction involving an entity “other than the proposed transferee.”⁵ Moreover, the Commission repeatedly has found that an assignment or transfer proceeding is not the proper forum for addressing general industry issues that are not specific to the transaction.⁶

III. THE TRANSACTION WILL SERVE THE PUBLIC INTEREST AND BENEFIT WIRELESS CONSUMERS

The assignment of these licenses to AT&T unambiguously serves the public interest. AT&T’s integration of CPI’s network will include an upgrade to LTE from HSPA+ and EDGE. AT&T and CPI customers alike will benefit from the broader, denser and more advanced network that will result, while CPI customers will gain access to AT&T’s array of services, as described below. In addition, the transaction will result in substantial roaming cost savings.

The Commission consistently has recognized the public interest benefits of improving the capacity and network quality of a wireless carrier’s network.⁷ The transaction will permit AT&T to expand its network capacity and coverage quickly in the rural communities that CPI serves and bring LTE to these communities. These network enhancements will help AT&T to keep up

⁴ See *AT&T/Verizon Order*, 25 FCC Rcd at 8,716 ¶ 22; *Applications of AT&T and Centennial Communications Corp.*, 24 FCC Rcd 13,915, 13,927 ¶ 27 (2009) (“*AT&T/Centennial Order*”).

⁵ 47 U.S.C. § 310(d).

⁶ See, e.g., *AT&T/Qualcomm Order*, 26 FCC Rcd at 17,622 ¶ 79; *AT&T/Centennial Order*, 24 FCC Rcd at 13,972 ¶ 141.

⁷ See, e.g., *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2,322, 2,344, 2,348 ¶¶ 63, 74 (WTB, IB 2013) (“*T-Mobile/MetroPCS Order*”); *AT&T/Centennial Order*, 24 FCC Rcd at 13,958 ¶ 103.

with consumer demands for data-intensive applications and to deploy more robust advanced services.⁸

AT&T currently has no facilities-based network in part of CPI's service territory. Instead, when AT&T customers travel to those areas, they roam on CPI's network, which provides the AT&T customers with more limited functionality than they enjoy on AT&T's network. Because AT&T will integrate the two networks, AT&T's customers will enjoy the experience of on-net service throughout these two RSAs. Similarly, when CPI customers travel outside of CPI's service territory today, they must roam on other carriers' networks, and the handovers to surrounding markets can result in dropped calls, among other problems.

In the areas where the AT&T and CPI's networks do overlap, moreover, AT&T will integrate complementary cell sites and select other equipment, resulting in a denser network with improved coverage and capacity. Customers of both companies will enjoy a better experience, particularly in areas where they may be experiencing dropped calls, dead spots, and coverage gaps. Greater cell site density also will enable faster data speeds and permit better signal penetration of homes and other buildings, as well as help AT&T to keep up with growing demands for broadband service due to the increased capacity of a denser network.

Following the transaction, CPI customers will gain access to the range of services available on AT&T's nationwide 4G network. Through AT&T's international roaming partners, CPI's subscribers will be able to make and receive calls in more than 225 countries and access

⁸ See, e.g., *AT&T/Qualcomm Order*, 26 FCC Rcd at 17,590 ¶ 4 (recognizing the public interest in supporting the goal of "expanding mobile broadband" and "faster and better service").

data services in more than 210 countries,⁹ as well as use nearly 402,000 Wi-Fi hotspots globally through roaming agreements.¹⁰ Among other things, CPI customers also will enjoy:

- expanded choice of handsets with advanced service capabilities;
- wider variety of rate plans;
- more robust set of data services;
- rollover of unused minutes to the next month;
- free access to 32,000 Wi-Fi hotspots for eligible subscribers; and
- access to AT&T's nationwide footprint when traveling.¹¹

CPI customers will experience these numerous benefits relatively quickly. AT&T's experience in transitioning customers to its network following previous transactions will help ensure the integration of the two networks proceeds rapidly and efficiently.¹² Indeed, because CPI and AT&T are roaming partners and both use GSM and UMTS-based network technologies, CPI customers should be able to use their current devices post-integration.¹³ As part of the transition, AT&T plans to offer CPI subscribers comparable rate plans without requiring any contract extension. Any customers to whom AT&T is unable to offer comparable rate plans will be offered the choice between non-comparable rate plans and terminating their service without early termination fees.

⁹ AT&T, International Services, <http://about.att.com/mediakit/international> (last visited February 4, 2015).

¹⁰ See AT&T, AT&T Broadband Services (Wi-Fi), <http://about.att.com/mediakit/broadband> (last visited February 4, 2015).

¹¹ *Id.*

¹² See *Applications of Cellco Partnership d/b/a Verizon Wireless and Rural Cellular Corporation*, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 12,463, 12,519 ¶ 132 (recognizing "that Verizon Wireless, in light of its many acquisitions, has had significant experience in transitioning customers from one system to another, some involving the replacement of one technology with another," and relying on that experience to ensure a smooth transition).

¹³ SIM swaps are likely to be necessary at some point in the integration process.

In addition to the compelling direct benefits to consumers described above, the proposed transaction also will result in roaming cost savings. By expanding AT&T's coverage, the transaction will result in more on-net usage by both AT&T's current customers and the acquired CPI customers, thereby reducing their reliance on roaming. Roaming costs, therefore, will decline through internalization and the elimination of double marginalization. As the Commission has recognized repeatedly, the internalization of roaming costs, as well as the elimination of the transaction costs of administering roaming, serve the public interest because they lower the marginal cost of providing service and are therefore "likely to benefit consumers through lower price and/or increased service."¹⁴

IV. THE TRANSACTION WILL NOT HARM COMPETITION

The transaction will not result in any competitive harms nationally or in the license areas that are the subject of this transaction. The transaction will not concentrate spectrum holdings in a way that could result in an increased ability or incentive to engage in anti-competitive behavior. Upon consummation of the proposed transaction, AT&T's attributable spectrum holdings will remain well below the Commission's 194 MHz screen in the current CPI license area, ranging from 101 MHz to 173 MHz and averaging 120 MHz on a population-weighted

¹⁴ *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21,522, 21,605 ¶ 219 (2004). ("Cingular/AT&T Wireless Order"); *accord AT&T Inc. and Dobson Communication Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd 20,295, 20,334-35 ¶ 83 (2007) ("AT&T/Dobson Order") (crediting roaming synergies); *Applications of Western Wireless Corporation and Alltel Corporation for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13,053, 13,108 ¶ 151 ("ALLTEL's merger with WWC would reduce its roaming costs in geographic markets where ALLTEL and WWC's service areas do not overlap, and the elimination of roaming agreements in these markets would directly benefit . . . its customers.").

basis.¹⁵ AT&T's attributable spectrum holdings will trail far behind Sprint's, which currently average 160 MHz on a population-weighted basis in the current CPI license area.

Nor is there any conceivable concern about low band spectrum aggregation. Verizon is the largest holder of low band spectrum in the current CPI license area, with its holdings averaging 43 MHz on a population-weighted basis. By contrast, after the consummation of this transaction, the combined AT&T/CPI will hold an average of 37 MHz on a population-weighted basis. While this transaction will result in AT&T having more than 45 MHz of available spectrum below one gigahertz in three of the eleven counties involved in this transaction, no competitive harm will result. Verizon, Sprint, T-Mobile, US Cellular, and DISH each have substantial spectrum holdings in those three counties to serve customers and potential customers,¹⁶ and each holds low band spectrum.¹⁷ Moreover, Verizon, Sprint, and T-Mobile all operate networks in these three counties. Under these circumstances, neither the increase in AT&T's spectrum holdings nor the transaction as a whole raises competitive concerns.

The transaction also will have no negative effect on competition. The Commission previously has found that an acquisition of a small non-national wireless carrier like CPI does

¹⁵ See Appendix A. The Commission recently raised its spectrum screen to 194 MHz to account for the larger amount of spectrum suitable and available for mobile broadband use. See *Policies Regarding Mobile Spectrum Holdings*, WT Dkt No. 12-269, Report and Order, FCC 14-63, ¶ 251 (rel. Jun. 2, 2014).

¹⁶ See Appendix B. In the three counties in which AT&T will hold more than 45 MHz of low band spectrum, Verizon currently holds between 72 and 77 MHz of spectrum, Sprint holds between 167 and 193 MHz, T-Mobile holds between 50 and 62 MHz, US Cellular holds between 12 and 24 MHz, and DISH holds 56 MHz. The presence of these other carriers precludes a finding of competitive harm. See *Applications of Nextel Communications, Inc. and Sprint Corporation*, 20 FCC Rcd 13,967, 13,969 ¶ 3 (noting "there will be a continuing presence of multiple other substantial carriers in each overlap market with the capacity to add subscribers and the ability to add capacity").

¹⁷ In the three counties, Verizon, US Cellular, T-Mobile and DISH hold 700 MHz spectrum, and Sprint holds SMR spectrum. T-Mobile's 700 MHz license only covers two of the three counties.

not have “significant effects . . . at the national level.”¹⁸ At the local level, the transaction affects only two CMAs, and in one, Illinois RSA No. 9, the transaction would not even reduce the number of competitors. In Illinois RSA No. 9, CPI does not cover 70 percent of the population and 50 percent of the geography, and thus is not deemed a competitor.¹⁹

To the contrary, the transaction will *increase* competition by allowing AT&T to better compete with Verizon, the dominant carrier in these areas. CPI can no longer supply this competition because of fundamental market changes—in particular, major and permanent changes regarding data usage and roaming and the need to make significant investments to upgrade to 4G LTE. AT&T possesses the resources to upgrade CPI’s network and provide customers the experience they demand today. AT&T also has the sufficient scale that CPI so clearly lacks to compete against Verizon in these areas. Thus, approving this transaction will greatly benefit competition, while denying it would doom CPI to competitive irrelevance while ensuring that AT&T is a less effective competitor in the future.

V. MISCELLANEOUS REGULATORY MATTERS

A. After-Acquired Authorizations

The Applicants request that any Commission approval of these Applications include authority for AT&T to be assigned any applications regarding the CPI Assets that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.²⁰ Accordingly, the Applicants also request that Commission approval include any

¹⁸ *AT&T/ATNI Order*, 28 FCC Rcd at 13,683 ¶ 26.

¹⁹ *See, e.g., Applications of AT&T and Cellular South, Inc.*, Memorandum Opinion and Order, 28 FCC Rcd 12328, 12333 ¶ 13, n. 38 (2013) (70% population coverage and 50% land area coverage as the definition of sufficient market presence for purposes of competitive analysis).

²⁰ *See AT&T/Leap Order*, 29 FCC Rcd at 2809 ¶ 191; *AT&T/ATNI Order*, 28 FCC Rcd at 12,724 ¶ 103.

of CPI's licenses that may have been inadvertently omitted from the application forms the Applicants are filing.

B. Blanket Exemption to Cut-Off Rules

The public notice announcing this transaction will provide adequate notice to the public with respect to the licenses involved, including any for which license modifications are now pending. Therefore, no waiver needs to be sought from Sections 1.927(h), 1.929(a)(2), and 1.933(b) of the Commission's rules²¹ to provide a blanket exemption from any applicable cut-off rules in cases where the Applicants file amendments to pending license applications to reflect the consummation of the proposed assignments.

C. Environmental Impact

As required by Section 1.923(e) of the Commission's rules,²² the Applicants state that the assignment of licenses involved in this transaction will not have a significant environmental effect, as defined by Section 1.1307 of the Commission's rules.²³ An assignment of licenses does not involve any engineering changes and, therefore, cannot have a significant environmental impact.

VI. CONCLUSION

For the foregoing reasons, the Commission should conclude that the proposed transaction serves the public interest, convenience, and necessity and should expeditiously and unconditionally grant these Applications.

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

²² *Id.* § 1.923(e).

²³ *Id.* § 1.1307.

Spectrum Aggregation

CMA	Name	County	State	FIPS	AWS Available	2.5 GHz Available	Screen (MHz)	AT&T 700 MHz (MHz)	AT&T Cellular (MHz)	AT&T PCS (MHz)	AT&T AWS (MHz)	AT&T WCS (MHz)	CPI Cellular (MHz)	AT&T Post Transaction Total (MHz)
400	Illinois 7 - Vermilion	Clark	IL	17023	Yes	Yes	194	6	0	55	10	20	25	116
400	Illinois 7 - Vermilion	Coles	IL	17029	Yes	Yes	194	6	0	40	10	20	25	101
400	Illinois 7 - Vermilion	Crawford	IL	17033	Yes	Yes	194	6	0	55	10	20	25	116
400	Illinois 7 - Vermilion	Cumberland	IL	17035	Yes	Yes	194	6	0	40	10	20	25	101
400	Illinois 7 - Vermilion	Douglas	IL	17041	Yes	Yes	194	6	0	40	10	20	25	101
400	Illinois 7 - Vermilion	Edgar	IL	17045	Yes	Yes	194	6	0	55	10	20	25	116
400	Illinois 7 - Vermilion	Jasper	IL	17079	Yes	Yes	194	6	0	40	10	20	25	101
400	Illinois 7 - Vermilion	Vermilion	IL	17183	Yes	Yes	194	6	0	60	10	20	25	121
402	Illinois 9 - Clay	Clay	IL	17025	Yes	Yes	194	18	25	40	30	20	25	158
402	Illinois 9 - Clay	Lawrence	IL	17101	Yes	Yes	194	18	25	55	30	20	25	173
402	Illinois 9 - Clay	Richland	IL	17159	Yes	Yes	194	18	25	40	30	20	25	158

700 MHz, Cellular, and SMR Licensees

CMA	Name	County	Lower 700 MHz A	Lower 700 MHz B	Lower 700 MHz C	Lower 700 MHz D	Lower 700 MHz E	Upper 700 MHz C	Cellular A	Cellular B	SMR
400	Illinois 7 - Vermilion	Clark	T-Mobile	US Cellular	US Cellular	AT&T	DISH	Verizon	CPI	Verizon	Sprint
400	Illinois 7 - Vermilion	Coles	US Cellular	US Cellular	US Cellular	AT&T	DISH	Verizon	CPI	Verizon	Sprint
400	Illinois 7 - Vermilion	Crawford	T-Mobile	US Cellular	US Cellular	AT&T	DISH	Verizon	CPI	Verizon	Sprint
400	Illinois 7 - Vermilion	Cumberland	US Cellular	US Cellular	US Cellular	AT&T	DISH	Verizon	CPI	Verizon	Sprint
400	Illinois 7 - Vermilion	Douglas	US Cellular	US Cellular	US Cellular	AT&T	DISH	Verizon	CPI	Verizon	Sprint
400	Illinois 7 - Vermilion	Edgar	US Cellular	US Cellular	US Cellular	AT&T	DISH	Verizon	CPI	Verizon	Sprint
400	Illinois 7 - Vermilion	Jasper	US Cellular	US Cellular	US Cellular	AT&T	DISH	Verizon	CPI	Verizon	Sprint
400	Illinois 7 - Vermilion	Vermilion	US Cellular	US Cellular	US Cellular	AT&T	DISH	Verizon	CPI	Verizon	Sprint
402	Illinois 9 - Clay	Clay	US Cellular	US Cellular	AT&T	AT&T	DISH	Verizon	CPI	AT&T	Sprint
402	Illinois 9 - Clay	Lawrence	T-Mobile	US Cellular	AT&T	AT&T	DISH	Verizon	CPI	AT&T	Sprint
402	Illinois 9 - Clay	Richland	T-Mobile	US Cellular	AT&T	AT&T	DISH	Verizon	CPI	AT&T	Sprint

PCS and 2.5 GHz Licensees

CMA	Name	County	PCS A	PCS B	PCS C	PCS D	PCS E	PCS F	PCS G	2.5 GHz
400	Illinois 7 - Vermilion	Clark	Sprint	AT&T [10] AT&T (from US Cellular) [20]	AT&T [15] Verizon [15]	AT&T	T-Mobile	T-Mobile	Sprint	Sprint [121]
400	Illinois 7 - Vermilion	Coles	AT&T	Sprint [20] Verizon [10]	T-Mobile	Sprint	Sprint	AT&T (from US Cellular)	Sprint	Sprint [67.5]
400	Illinois 7 - Vermilion	Crawford	Sprint	AT&T [10] AT&T (from US Cellular) [20]	AT&T [15] Verizon [15]	AT&T	T-Mobile	T-Mobile	Sprint	Sprint [103.2]
400	Illinois 7 - Vermilion	Cumberland	AT&T	Sprint [20] Verizon [10]	T-Mobile	Sprint	Sprint	AT&T (from US Cellular)	Sprint	Sprint [103.2]
400	Illinois 7 - Vermilion	Douglas	AT&T [20] Sprint [10]	Sprint [20] Verizon [10]	T-Mobile	Sprint	AT&T (from US Cellular)	AT&T (from US Cellular)	Sprint	Sprint [103.2]
400	Illinois 7 - Vermilion	Edgar	Sprint	AT&T [10] AT&T (from US Cellular) [20]	AT&T [15] Verizon [15]	AT&T	T-Mobile	T-Mobile	Sprint	Sprint [92.5]
400	Illinois 7 - Vermilion	Jasper	AT&T	Sprint [20] Verizon [10]	T-Mobile	Sprint	Sprint	AT&T (from US Cellular)	Sprint	Sprint [103.2]
400	Illinois 7 - Vermilion	Vermilion	AT&T	Sprint [20] Verizon [10]	AT&T [15] AT&T (from US Cellular) [15]	Sprint	Sprint	T-Mobile	Sprint	Sprint [103.2]
402	Illinois 9 - Clay	Clay	AT&T	Sprint [20] Verizon [10]	T-Mobile	Sprint	Sprint	AT&T (from US Cellular)	Sprint	Sprint [103.2]
402	Illinois 9 - Clay	Lawrence	Sprint	AT&T [20] AT&T (from US Cellular) [10]	AT&T [15] Verizon [15]	AT&T	T-Mobile	T-Mobile	Sprint	Sprint [138.9]
402	Illinois 9 - Clay	Richland	AT&T	Sprint [20] Verizon [10]	T-Mobile	Sprint	Sprint	AT&T (from US Cellular)	Sprint	Sprint [103.2]

AWS, H Block, and WCS Licensees

CMA	Name	County	AWS-1 A	AWS-1 B	AWS-1 C	AWS-1 D	AWS-1 E	AWS-1 F	H Block	AWS-4	WCS A	WCS B
400	Illinois 7 - Vermilion	Clark	Verizon	Verizon	AT&T	T-Mobile	T-Mobile	T-Mobile	DISH	DISH	AT&T	AT&T
400	Illinois 7 - Vermilion	Coles	Verizon	Verizon	AT&T	T-Mobile	T-Mobile	T-Mobile	DISH	DISH	AT&T	AT&T
400	Illinois 7 - Vermilion	Crawford	Verizon	Verizon	AT&T	T-Mobile	T-Mobile	T-Mobile	DISH	DISH	AT&T	AT&T
400	Illinois 7 - Vermilion	Cumberland	Verizon	Verizon	AT&T	T-Mobile	T-Mobile	T-Mobile	DISH	DISH	AT&T	AT&T
400	Illinois 7 - Vermilion	Douglas	Verizon	Verizon	AT&T	T-Mobile	T-Mobile	T-Mobile	DISH	DISH	AT&T	AT&T
400	Illinois 7 - Vermilion	Edgar	Verizon	Verizon	AT&T	T-Mobile	T-Mobile	T-Mobile	DISH	DISH	AT&T	AT&T
400	Illinois 7 - Vermilion	Jasper	Verizon	Verizon	AT&T	T-Mobile	T-Mobile	T-Mobile	DISH	DISH	AT&T	AT&T
400	Illinois 7 - Vermilion	Vermilion	Verizon	Verizon	AT&T	T-Mobile	T-Mobile	T-Mobile	DISH	DISH	AT&T	AT&T
402	Illinois 9 - Clay	Clay	AT&T	Verizon	AT&T	T-Mobile	T-Mobile	Verizon	DISH	DISH	AT&T	AT&T
402	Illinois 9 - Clay	Lawrence	AT&T	Verizon	AT&T	T-Mobile	T-Mobile	Verizon	DISH	DISH	AT&T	AT&T
402	Illinois 9 - Clay	Richland	AT&T	Verizon	AT&T	T-Mobile	T-Mobile	Verizon	DISH	DISH	AT&T	AT&T

- NOTES:**
- 1) The data on third parties' 700 MHz, cellular, PCS, AWS-1, AWS-3, H Block and WCS holdings come from ULS and Spectrum Dashboard and are subject to the limitations inherent in those databases.
 - 2) The data on Sprint's SMR holdings come from Appendix D to Exhibit 1 to the Sprint/Clearwire Application for Transfer of Control in FCC Docket No. 08-94. The data on Sprint's 2.5 GHz holdings are derived from a letter from Angela Y. Kung to Marlene H. Dortch in IB Docket No. 12-343 (March 26, 2013).