

Public Interest Statement

**Proposed Transfer of Control of AT&T Mobility Puerto Rico Inc.
and AT&T Mobility USVI Inc. to Liberty Latin America Ltd.**

Exhibit

TABLE OF CONTENTS

| | |
|--|----|
| Summary and Introduction | 1 |
| I. The Proposed Transaction..... | 2 |
| II. Parties to the Application..... | 4 |
| <i>LLA and Leo Cable (Transferees)</i> | 4 |
| <i>AT&T Inc. (Transferor)</i> | 5 |
| <i>The Transferred Companies</i> | 6 |
| <i>Qualifications of AT&T and LLA</i> | 6 |
| III. Standard of Review of Proposed Transaction..... | 7 |
| IV. Request for Declaratory Ruling Regarding Liberty Latin America Ltd..... | 9 |
| V. Important Public Interest Benefits for Consumers in Puerto Rico and USVI Resulting from Transaction | 10 |
| <i>Enhanced Network Resiliency and Redundancy in Puerto Rico and USVI</i> | 10 |
| <i>Increased Competition to ILECs in Puerto Rico and USVI</i> | 12 |
| <i>Optimizing the Mobile Network and Its Operation</i> | 15 |
| <i>Experienced Local Management and Local Focus for Wireless Services</i> | 17 |
| VI. Absence of Public Interest Harms | 17 |
| A. <i>The Transaction Will Not Decrease the Number of Competitors Providing Mobile Wireless or Video Distribution Services</i> | 18 |
| <i>Mobile Wireless Services</i> | 18 |
| <i>Video Distribution Services</i> | 18 |
| B. <i>The Transaction Will Have Minimal Impact on Competition in Fixed Services</i> | 19 |
| <i>Fixed Broadband Services</i> | 19 |
| <i>Business Data Services</i> | 20 |
| <i>Value-Added Managed Services</i> | 23 |
| C. <i>The Transaction Will Have No Adverse Impact on Competition in USVI</i> | 23 |
| D. <i>The Transaction Will Have No Impact on FirstNet</i> | 24 |
| VII. WCS C and D Block Waiver | 24 |
| VIII. Related Governmental Filings..... | 26 |
| IX. Miscellaneous Regulatory Issues | 26 |
| A. <i>After-Acquired Authorizations</i> | 26 |
| B. <i>Blanket Exception to Cut-Off Rules</i> | 28 |
| C. <i>Trafficking</i> | 28 |
| X. Conclusion | 29 |
| SCHEDULE 1 | 30 |

Summary and Introduction

Liberty Latin American Ltd. (“LLA”) and AT&T Inc. (collectively, with its subsidiaries and affiliates, “AT&T”) (collectively, “Applicants”) seek consent to the transfer of control to LLA of AT&T Mobility Puerto Rico Inc. (“AT&T Mobility PR”) and AT&T Mobility USVI Inc. (“AT&T Mobility USVI”) (collectively, “Transferred Companies”) and the FCC licenses, leases, and authorizations held by them. A wholly-owned subsidiary of LLA will acquire the Transferred Companies in the proposed transaction, and they will then be operated with Liberty Cablevision of Puerto Rico LLC (“LCPR”).

By combining the complementary businesses of LCPR and the Transferred Companies, LCPR will have the facilities and operations required to provide mobile wireless services in Puerto Rico and the U.S. Virgin Islands (“USVI”), and the combination will result in important public interest benefits for consumers in Puerto Rico and USVI:

- Enhancing network resiliency and redundancy in Puerto Rico and USVI through burying substantial portions of LCPR’s core network in AT&T Mobility PR’s conduit and having alternative fiber routes in and to Puerto Rico and USVI;
- Increasing competition to the ILECs in Puerto Rico and USVI by enabling LCPR to provide a “quad play” of communications services to consumers in Puerto Rico, improving the quality and reliability of both fixed and wireless services to consumers, and potentially deploying fixed services in USVI;
- Optimizing the mobile network and its operation in Puerto Rico by providing wireline backhaul through LCPR’s network and increasing network redundancy and improving operations, including better frequency coordination between the mobile networks in the British Virgin Islands and USVI; and
- Intensifying the local focus for wireless services in Puerto Rico and USVI through experienced local management and increased local facilities.

The proposed transaction offers these compelling public interest benefits, among others, without any countervailing public interest harms. Competition for mobile wireless, broadband

internet, video distribution, telephony, and Business Data Services (“BDS”) services will remain robust in Puerto Rico and USVI. LCPR’s entry into the market for wireless services in Puerto Rico and USVI will not affect the number of competitors providing those services or the distribution of spectrum assets among those competitors. The video distribution business of DIRECTV is not included in the transaction, so the number of competitors providing video services likewise remains unchanged. As explained below, the proposed transaction will have minimal impact on competition in fixed services in Puerto Rico, including fixed broadband services and BDS. Finally, this transaction will not affect AT&T’s ability to deliver the network and services it has promised to the FirstNet Authority and eligible first responders in Puerto Rico and USVI.

LLA is majority-owned and controlled by U.S. persons. However, because it is organized under the laws of Bermuda, it also is filing a request for a declaratory ruling that its indirect ownership of the Transferred Companies would not be contrary to the public interest. The Applicants also seek permission to transfer the relief granted to the Transferred Companies for 2.3 GHz Wireless Communications Service C and D block spectrum and treatment of miscellaneous regulatory issues consistent with prior Commission precedent.

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

I. The Proposed Transaction

Subject to regulatory approval, LLA, through its indirect, wholly-owned subsidiary Leo Cable LP (“Leo Cable”), has agreed to acquire all of the outstanding capital stock of Beach Holding Corporation (“Beach”) from three wholly-owned subsidiaries of AT&T: AT&T Corp.;

AT&T International Holdings, LLC; and SBC Telecom, Inc. (collectively “Sellers”). Beach holds all of the outstanding capital stock of AT&T Mobility PR and AT&T Mobility USVI.

The Transferred Companies provide mobile wireless voice and data communications services across Puerto Rico and the USVI, as well as wireline internet, private data, VoIP, TDM voice, data center, and associated services to certain business customers located in Puerto Rico. The Transferred Companies hold the FCC spectrum licenses and leases and international Section 214 authorizations set forth in Schedule 1, and AT&T Mobility PR also has blanket domestic Section 214 authority. The current applications seek FCC consent to the transfer of control of the Transferred Companies (and their licenses, leases, and authorizations) from AT&T to LLA to hold indirectly through Leo Cable or another LLA subsidiary.¹ LLA is not acquiring any interest in DIRECTV, AT&T’s video business, or in any submarine cable or cable landing station held by AT&T.² Likewise, AT&T is not transferring its 39 GHz spectrum in Puerto Rico and USVI to LLA. AT&T also is retaining certain customers with which it has a global services business relationship.

¹ Under the terms of the Stock Purchase Agreement by and among Sellers, Leo Cable, and LLA (a copy of which is appended to LLA’s 8-K, filed Oct. 15, 2019, <https://lla.com/ir-sec-filings.html>), Leo Cable may assign its rights to another LLA subsidiary.

² Accordingly, the Applicants are not seeking to transfer control of the submarine cable landing license for the AMERICAS-II cable system, of which AT&T Mobility PR is a co-licensee (File No. SCL-LIC-19980429-00019), and AT&T Mobility PR’s associated international Section 214 authorization (File No. ITC-214-19980430-00923). AT&T will make appropriate filings to ensure no transfer of control of these authorizations to LLA takes place as a result of the consummation of this transaction. As part of the transaction, however, AT&T Mobility PR will purchase an indefeasible right of use (“IRU”) in submarine cable system capacity from AT&T Corp., consisting of two pairs of 10G IRU capacity in three different systems for five-year terms, with the option to extend.

In connection with the transaction, AT&T is subcontracting with the Transferred Companies to fulfill certain of AT&T's commitments to the First Responder Network Authority ("FirstNet Authority") to build out and operate the Nationwide Public Safety Broadband Network ("FirstNet") in Puerto Rico and USVI and to market AT&T's FirstNet services to public safety customers in those territories.³ As explained more fully below, this transaction will not affect AT&T's ability to deliver the network and services it has promised to the FirstNet Authority and eligible first responders in Puerto Rico and USVI.

II. Parties to the Application

LLA and Leo Cable (Transferees)

LLA provides communications and entertainment services in Chile, Puerto Rico, the Caribbean, and other parts of Latin America, including video, broadband internet, telephony, and mobile services.⁴ LLA is a Bermuda company limited by shares, and it is the ultimate parent company of Leo Cable and LCPR. As a result of the transaction, the Transferred Companies would become indirect subsidiaries of LLA.

LCPR is a competitive local exchange carrier ("CLEC") and also is the largest cable operator in Puerto Rico, passing over one million homes or approximately 85% of all households on the island. LCPR's fully digital, two-way hybrid fiber coaxial ("HFC") cable network, which

³ FirstNet is the nationwide, wireless communications platform dedicated to America's first responders and public safety community. It is being built by AT&T in a public-private partnership with the FirstNet Authority – an independent authority within the federal government. Mandated by Congress, FirstNet is designed to strengthen and modernize public safety communications, helping first responders connect to the critical information they need to respond to emergencies.

⁴ LLA provides fixed, mobile and subsea telecommunications services, as well as video and broadband internet services, in Latin America and throughout the Caribbean. LLA operates in 25 countries, with over 7 million homes passed, nearly 6 million revenue-generating units, and 3.7 million mobile subscribers.

includes more than 11,500 miles of HFC cable plant, enables LCPR to deliver high-speed broadband internet services, digital video services and fixed-line telephony services. LCPR currently provides broadband internet services to approximately 340,000 customers, video services to approximately 220,000 customers, and fixed-line telephony to approximately 205,000 customers, virtually all of whom are residential customers.⁵ LCPR provides “triple-play” service bundles (broadband internet, digital video, and fixed-line telephony) to approximately 165,000 of these customers, but it currently does not have the capability to offer its own wireless services in a “quad-play” bundle. LCPR also provides business data services and enhanced interconnectivity points in Puerto Rico to companies via its fiber network.

AT&T Inc. (Transferor)

AT&T is a global leader in telecommunications, media and entertainment, and technology. AT&T has four operating units: (i) AT&T Communications provides more than 100 million U.S. consumers with entertainment and communications experiences across TV, mobile, and broadband services, and it also serves nearly 3 million business customers with high-speed, highly secure connectivity and smart solutions; (ii) WarnerMedia is a leading media and entertainment company that creates and distributes premium and popular content to global audiences through its consumer brands including: HBO, Warner Bros., TNT, TBS, CNN, DC Entertainment, and others; (iii) AT&T Latin America provides pay-TV services across 11 countries and territories in Latin America and the Caribbean, and is the fastest growing wireless provider in Mexico, serving consumers and businesses; and (iv) Xandr provides marketers with innovative and relevant

⁵ Many of LCPR’s customers receive bundled packages comprised of two or three services, *i.e.* broadband, video, and fixed-line telephony services. Consequently, LCPR’s total customer base is not the aggregate of these customers. Rather, LCPR has approximately 392,000 unique customers.

advertising solutions for consumers around premium video content and digital advertising through its AppNexus platform. AT&T products and services are provided or offered by subsidiaries and affiliates of AT&T Inc. under the AT&T brand and not by AT&T Inc.

The Transferred Companies

The Transferred Companies hold the FCC licenses, leases, and authorizations listed in Schedule 1. Beach holds all of the outstanding stock of the Transferred Companies.

The Transferred Companies provide high-speed mobile voice, data, and value-added services to approximately 1.1 million postpaid and prepaid active devices in Puerto Rico and USVI over 3G UMTS and 4G LTE mobile networks that cover the entire populations of the islands. The wireless networks in Puerto Rico and USVI incorporate hundreds of cell sites, the vast majority of which are served by fiber backhaul and have permanent power generators.

In addition, AT&T Mobility PR is a CLEC in Puerto Rico. Continuing the operations of the former Centennial Communications Corporation, which AT&T acquired in 2009, it provides business enterprises in Puerto Rico – principally, larger ones – with VoIP, internet, private data, and data center services. AT&T Mobility PR does not offer residential wireline service.

Qualifications of AT&T and LLA

Although the Commission typically does not consider the qualifications of the transferor seeking to transfer control,⁶ it has concluded repeatedly that AT&T has the qualifications required

⁶ The Commission generally does not reevaluate the qualifications of transferors unless issues have been raised in petitions relating to the basic qualifications of the transferor that are sufficiently serious to warrant designation for hearing. *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, 9587, ¶ 13 (2017) (“CenturyLink/Level 3 Order”); *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, 9139-40, ¶ 25 (2015) (“AT&T-DIRECTV Order”); *Applications of*

by the Communications Act to control Commission authorizations.⁷ Likewise, since 2018, the Commission has approved LLA as qualified to hold a controlling interest in entities having cable landing licenses and Section 214 Authorizations issued by the Commission.⁸

III. Standard of Review of Proposed Transaction

Pursuant to sections 214(a) and 310(d) of the Communications Act of 1934, as amended,⁹ the Commission must determine whether the proposed transfer of control of AT&T Mobility PR and AT&T Mobility USVI (and the FCC licenses and authorizations held by each) to LLA will serve the public interest, convenience, and necessity. In making this determination, the

SoftBank Corp., Starburst II, Inc., Sprint Nextel Corporation, and Clearwire Corporation for Consent to Transfer Control of Licenses and Authorizations, IB Docket No. 12-343, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642, 9653, ¶ 27 (2013).

⁷ See, e.g., *AT&T-DIRECTV Order*, 30 FCC Rcd at 9142, ¶ 24; *Applications of Cricket License Company, LLC, Leap Wireless International, Inc., and AT&T Inc. for Consent to Transfer Control of Authorizations and 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, 2745, ¶ 19 (2014); *Applications of AT&T Inc. and Atlantic Tele- Network, Inc. for Consent to Transfer Control of and Assign Licenses and Authorizations*, WT Docket No. 13-54, Memorandum Opinion and Order, 28 FCC Rcd 13,670, ¶ 17 (2013).

⁸ See Public Notice, DA No. 17-298, Report No. SCL-00197, March 30, 2017 (transfer of control of CWC New Cayman Limited, ARCOS-1 USA, Inc., and Columbus Networks USA, Inc. to Liberty Global plc); Public Notice, DA No. 18-419, Report No. TEL-01904, April 26, 2018 Notification of Pro Forma Transfer of Control from Liberty Global plc to Liberty Latin America Ltd.

⁹ Section 310(d) of the Act requires the Commission to consider applications for transfer of Title III licenses under the same standard as if the proposed transferee were applying for licenses directly under section 308 of the Act, 47 U.S.C. §308. See, e.g., *AT&T Inc. and BellSouth Corporation Application for Transfer of Control*, WC Docket No. 06-74, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5672, ¶ 19 n.64 (2007) (“AT&T-BellSouth Order”).

Commission begins by assessing whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.¹⁰

If the proposed transaction does not violate a statute or rule, then the Commission considers whether the transaction could result in public interest harms by “substantially frustrating or impairing the objectives of the Act or related statutes.”¹¹ The Commission repeatedly has stated that it confines its review to those harms that may “arise from the proposed transaction (*i.e.*, transaction-specific harms)” and that are “related to the Commission's responsibilities under the Communications Act and related statutes.”¹² Where the Commission determines that a proposed transaction raises no potential public interest harms, or only potential harms that can be sufficiently addressed by narrowly tailored conditions, the Commission then considers whether the proposed

¹⁰ See, e.g., *Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, FCC 19-103 (rel. Nov. 5, 2019), ¶ 39 (“T-Mobile/Sprint Order”); *AT&T-DIRECTV Order*, 30 FCC Rcd at 9139, ¶ 18 (2015); *Applications of Comcast Corp., General Electric Co., and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licensees*, MB Docket No. 10-56, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4247, ¶ 22 (2011).

¹¹ T-Mobile/Sprint Order, ¶ 40; CenturyLink/Level 3 Order, 32 FCC Rcd at 9585, ¶ 9.

¹² T-Mobile/Sprint Order, ¶ 40; CenturyLink/Level 3 Order, 32 FCC Rcd at 9585, ¶ 9; see also, *SBC Communications Inc. and AT&T Corp., Applications for Approval of Transfer of Control*, WC Docket No. 05-65, Memorandum Opinion and Order, 20 FCC Rcd 18290, 18303, ¶ 19 (2005); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation for Consent to Transfer Control of Licenses and Authorizations et al.*, WT Docket Nos. 04-70, 04-254, 04-255, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21545-46, ¶ 43 (2004); *Applications of Nextel Partners, Inc. Transferor, and Nextel WIP Corp. and Sprint Nextel Corporation, Transferees, for Consent to Transfer Control of Licenses and Authorizations*, File Nos. 0002444650, 0002444656, 0002456809, Memorandum Opinion and Order, 21 FCC Rcd 7358, 7361, ¶ 9 (2006); *Applications of AT&T and CellCo Ptship. d/b/a Verizon Wireless*, WT Docket No. 09-104, Memorandum Opinion and Order, 25 FCC Rcd 8704, 8747, ¶ 101 (2010) (“AT&T/Verizon Order”).

transaction will result in public interest benefits.¹³ The Commission has long recognized that there is a clear public interest benefit in allowing a licensee or authorization holder to assign or transfer control of its license or authorization freely.¹⁴ The Commission will also review other public interest benefits of a transaction, with the applicants bearing the burden of proving those benefits by a preponderance of the evidence.¹⁵

IV. Request for Declaratory Ruling Regarding Liberty Latin America Ltd.

The proposed transaction does not violate the Communications Act or any FCC regulation. However, because LLA is a company organized under the laws of Bermuda, the Applicants request a declaratory ruling that LLA's indirect ownership of the Transferred Companies would not be contrary to the public interest. As set forth in the accompanying Petition for Declaratory Ruling, U.S. persons hold over 67% of the equity and 80% of the voting interests in LLA. Clearly, the

¹³ T-Mobile/Sprint Order, ¶ 41; CenturyLink/Level 3 Order, 32 FCC Rcd at 9585, ¶ 10.

¹⁴ T-Mobile/Sprint Order, ¶ 41; CenturyLink/Level 3 Order, 32 FCC Rcd at 9585, ¶ 10; *see also*, *Amendment of Section 73.3596 of the Commission's Rules (Applications for Voluntary Assignments or Transfers of Control)*, Memorandum Opinion and Order, 4 FCC Rcd 1710 (1988), affirming 59 RR 2d 1081 (1982) (eliminating three-year holding requirement for broadcast licenses and acknowledging that the public interest and the interests of the listening public are usually served best by freely allowing sales to qualified new owners); *Amendment of the Commission's Space Station Licensing Rules and Policies*, IB Docket No. 02-34, First Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd 10760, 10841-44 (2003) (eliminating anti-trafficking policy for satellite licenses and facilitating the transfer of licenses to those parties that have the greatest incentive and ability to construct a satellite system expedites service, enables the highest and best use of satellite spectrum, and helps licensees mitigate risk, thereby encouraging additional investment).

¹⁵ T-Mobile/Sprint Order, ¶ 41; CenturyLink/Level 3 Order, 32 FCC Rcd at 9586, ¶ 11 n.36; 47 U.S.C. §309(e); *see* AT&T-DIRECTV Order, 30 FCC Rcd at 9140, ¶ 18; *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelpia Communications Corp. Assigns to Time Warner Cable, Inc. et al*, MB Docket No. 05-192, Memorandum Opinion and Order, 21 FCC Rcd 8203, 8217, ¶ 23; *Application of EchoStar Communications Corp.*, CS Docket No. 01-348, Hearing Designation Order, 17 FCC Rcd 20559, 20574, ¶ 25 (2002).

public interest would not be served by denial of applications based solely upon the jurisdiction in which LLA is organized.¹⁶

V. Important Public Interest Benefits for Consumers in Puerto Rico and USVI Resulting from Transaction

Customers and residents of Puerto Rico and USVI will enjoy significant public interest benefits from the combination of LCPR's fiber network in Puerto Rico with AT&T Mobility PR's wireless network, increased redundancy and resiliency for the networks in Puerto Rico and USVI and coordination of LLA's mobile wireless network in the British Virgin Islands with AT&T Mobility USVI's wireless network.

Enhanced Network Resiliency and Redundancy in Puerto Rico and USVI

Consumers in Puerto Rico will have the benefit of a more efficient, resilient, and redundant telecommunications infrastructure as a result of the combination of AT&T Mobility PR's telecommunications infrastructure with LCPR's fiber assets throughout Puerto Rico. After closing, LCPR will have the ability to bury significant portions of its fiber network in the existing AT&T Mobility PR conduit (approximately 70% of AT&T core fiber network in Puerto Rico already is underground), hardening the LCPR fiber network far more quickly and cost-effectively (and with significantly less disruption to roads and other infrastructure) than if LCPR buried that fiber separately. Instead of years of disruptive and expensive construction, LCPR will be able to pull fiber through existing conduit in months, with little to no disturbance of the public rights-of-way. Indeed, swift approval of these Applications could allow LCPR to install a significant percentage of its core fiber network underground in AT&T Mobility PR conduit before the next

¹⁶ Puerto Rico Telephone Company, the incumbent local exchange carrier and wireless provider in Puerto Rico, is a wholly-owned subsidiary of América Móvil, S.A.B. de C.V. ("America Movil"), which is organized under the laws of Mexico.

hurricane season. Moreover, avoiding the redundant construction costs will enable LCPR to reallocate funds to bury additional portions of its network on the island. Buried fiber is significantly less susceptible to damage and destruction from storms, thus reducing the likelihood of service outages and improving the recovery time for LCPR's residential and business fixed internet, telephony, and cable television customers when weather events occur.

The reach and availability of the combined LCPR and AT&T Mobility PR fiber networks also will enable LCPR to establish and maintain redundant capability for headends, cell sites, and other communications facilities in many parts of the island. The ability to transmit communications over alternate fiber routes provides an additional layer of protection against weather-related and other outages. Additionally, LCPR will have more network elements in Puerto Rico, which will provide a higher level of service to the people of Puerto Rico and USVI.

The FCC has long recognized that Puerto Rico and USVI present unique challenges to providers of telecommunications and other services due to their remoteness from the U.S. mainland, their topography, and other factors.¹⁷ In particular, the extensive damage to the communications infrastructure in Puerto Rico and USVI caused by Hurricanes Irma and Maria in 2017 has highlighted the need for greater resiliency and redundancy in the telecommunications infrastructure there.¹⁸

¹⁷ See, e.g., *The Uniendo A Puerto Rico Fund and The Connect USVI Fund, et al.*, Report and Order and Order on Reconsideration, 2019 WL 4855422, at *39 (2019); *Connect America Fund et al.*, WC Docket No. 10-90, Report and Order and Further Notice of Proposed Rulemaking, 26 FCC Rcd 17663, 17737-38, ¶ 193 (2011), *aff'd sub nom., In re FCC 11-161*, 753 F.3d 1015 (10th Cir. 2014), *cert. denied, Allband Communications Cooperative v. FCC*, 135 S. Ct. 2072 (2015).

¹⁸ See, e.g., *2017 Atlantic Hurricane Season Impact on Communications*, Public Safety Docket No. 17-344, Report of Public Safety and Homeland Security Bureau, August 2018.

LLA's operations on other islands in the Caribbean also will increase the resiliency of the mobile networks in Puerto Rico and USVI. LCPR expects that, when the new mobile core is built in Puerto Rico, it will be virtualized, redundant, and "pooled" across other islands to provide redundancy and resilience. These pooled and redundant network elements will be connected by LLA's owned and operated redundant submarine cable networks which will enable internet access pooling, redundancy, and automatic switch-over capability, creating a more robust network with backup facilities on other islands.

By hardening the combined companies' networks, adding redundancy both on island and across islands, and pooling the capabilities of the companies' workforces,¹⁹ the transaction will minimize and shorten outages of residential and business fixed internet, telephony, and cable television and mobile wireless services. Continuity of such services is especially important during emergencies. For example, the Emergency Alert System (EAS), an important way to deliver vital emergency and safety information, will be more likely to be sustained or restored because of the increased redundancy and resiliency.

Increased Competition to ILECs in Puerto Rico and USVI

The proposed transaction will enable LCPR to provide a "quad play" of communications services (multichannel video, mobile voice and data, fixed broadband internet, and fixed telephony services) to its customers in Puerto Rico. Consumers increasingly expect and demand seamless connectivity at home and work and all locations in between, using a combination of wireless

¹⁹ LCPR has an on-island operations and engineering team that has a track record of efficient post-disaster network restoration.

and wired services.²⁰ LCPR’s operation of the fixed network supporting in-home Wi-Fi and the mobile wireless network will smooth the “handoffs” between the two networks as users enter and exit their homes. Customers will enjoy a better experience with less buffering of video and audio streams; fewer interruptions of video calls (*e.g.*, FaceTime and Skype); less disruption of other app sessions; and fewer dropped voice calls. The integration of these services also will benefit consumers through a “single set of identities and credentials,” “consistent policies and services,” and an improved “network for bandwidth and latency.”²¹ LCPR/AT&T Mobility PR also will be able to offer consumers other more-flexible packages, including new “two-play” bundles, such as home-fixed broadband and out-of-home mobile connectivity.

When the appropriate equipment becomes available, customers may receive an in-home broadband modem that emits both Wi-Fi and 5G signals, providing both enhanced coverage of fixed and mobile service and redundancy in case one transmission method fails. By enabling the fixed network to offload the mobile network, capacity will be made available that can be used by other mobile users in the same coverage area, thereby improving the experience of all mobile users. This 5G/LTE modem also will enable the Wi-Fi signal to be backhauled via the cellular 5G/LTE network so that Wi-Fi-connected devices in the home would not lose connectivity if the fixed network fails.

²⁰ *Communications Marketplace Report et al.*, GN Docket No. 18-231, 33 FCC Rcd 12558, 12568, ¶ 63 (2018).

²¹ See M. Cuevas, “*What is network convergence and why do we need it?*,” IEEE Broadband Multimedia Systems and Broadcasting 2018 (June 7, 2018), https://www.mcg.upv.es/wp-content/uploads/2018/06/IEEE_BMSB_2018_Keynote_Day2_MariaCuevas_Public.pdf.

LCPR's quad play offering will enable it to compete more effectively with Puerto Rico Telephone Company ("Claro PR"), the ILEC and only provider in Puerto Rico that currently can offer to customers a quad play and the associated benefits of combining wireline and wireless networks.²² LLA's acquisition of AT&T Mobility PR will increase the competition facing Claro PR, giving Puerto Rico consumers more choices. Faced with a stronger competitor, Claro PR will have a strong incentive to accelerate the pace of its own service improvements, which the FCC has recognized as a significant public interest benefit.²³

Business and wholesale customers in Puerto Rico also will benefit from the increased competition. The proposed transaction will enhance LCPR's fiber network by increasing the number of buildings where it has high-capacity fiber connections and otherwise extending the network's reach. This expanded network will allow LCPR to compete against Claro PR more effectively for enterprise customers that demand service from the same provider across multiple locations.

In addition, the combination of LCPR and AT&T Mobility USVI will enhance competition in USVI. Depending upon regulatory and market conditions, the companies may be able to deploy fixed services in USVI, through either a network equivalent of the LCPR fixed network or a new

²² Claro PR is a wholly-owned subsidiary of América Móvil, which is "one of the largest integrated telecom operators in the world with 360 million accesses and operations in 25 countries." *See* United States Securities Exchange Commission, Free Writing Prospectus Filing Under Securities Act Rules 163/433, filed May 24, 2019 by América Móvil, S.A.B. de C.V., at 5. América Móvil claims to be the #1 provider of "Wireless," "Fixed-Broadband" and "Pay TV" in Puerto Rico and Dominicana. *Id.* at 11. In Latin America, it also ranks "first in wireless, fixed-line, broadband and Pay TV services based on the number of revenue generating units." *See* América Móvil Prospectus Supplement, filed June 19, 2019, at S-1.

²³ *E.g.*, *Petition of SBC Communications*, CS Docket No. 97-172, Memorandum Opinion and Order, 19 FCC Rcd 5211, 5224, ¶ 21 (2004).

Fixed Wireless Access (FWA) service. Consumers and businesses will have more service choices, and Viya, the USVI ILEC and incumbent cable provider, will face serious competition for the first time.

Optimizing the Mobile Network and Its Operation

Combining the companies' mobile and fixed networks will enable LCPR to deliver mobile services to customers more efficiently than AT&T Mobility PR could achieve on its own. Such integration and increased efficiency are required to meet constantly increasing consumer demand for mobile services.

The upward trend in consumer demand and data usage patterns, increased market penetration by smartphones, wearables and other mobile devices, and advancements in technology are driving greater integration of fixed and mobile networks to allow for a more seamless user experience and more efficient operations.²⁴ In the 2018 Communications Marketplace Report, the FCC indicated that “monthly data usage per smartphone subscriber rose to an average of 5.1 GB per subscriber per month, an increase of approximately 31% from year-end 2016 to year-end 2017.”²⁵ The FCC also reported that, “by the end of 2017, smartphone and tablet ownership were 77% and 53%, respectively, up from 51% and 31%, in 2012.” According to CTIA’s 2019 Annual Survey, mobile wireless data usage increased by 82% from 2017 to 2018.²⁶ This surge was driven

²⁴ See J. Chamberlain, *Necessities for Network Convergence in 2018 and Beyond (Part 1)* (Jan. 16, 2018), <https://www.commscope.com/Blog/Necessities-for-network-convergence-in-2018-and-beyond-part-1/> (“In the future, all networks are moving toward delivering highspeed digital data from a data or processing source, through a high bandwidth or ‘broadband’ network, to a wireless distribution point and reverse for the upstream.”).

²⁵ *Communications Marketplace Report et al.*, GN Docket No. 18-231 et al., Report, 33 FCC Rcd 12558, 12568, ¶ 12 (2018).

²⁶ CTIA, *2019 Annual Survey Highlights* (June 20, 2019), <https://www.ctia.org/news/2019-annual-survey-highlights>.

by the connection, during 2018 alone, of 21.5 million additional mobile devices, including not only smart phones, but also connected cars, smart watches, and health monitors. In addition to these devices and advances in technology, there also is a vast increase in streaming video.²⁷

To meet this increasing demand, LCPR's network will complement AT&T Mobility PR's existing network, reducing reliance on leased fiber and microwave solutions. Increasing mobile data demand also has necessitated greater reliance on Wi-Fi and fixed networks to offload mobile data traffic.²⁸

The companies' combined fiber network also will facilitate rollout of 5G wireless service, which requires an increased number of AT&T Mobility PR cell sites (macro sites, small cells, and femtocells) to provide the required increased capacity. The more-extensive combined fiber network will connect more potential cell sites, without requiring new fiber backhaul construction. Eliminating such new-fiber deployment will accelerate the addition of new cell sites while reducing the cost, *i.e.* enabling more capacity at more locations more quickly and at lower cost.

The transaction also will improve mobile service in the USVI by increasing network redundancy and improving network operations. LLA's submarine cable routes to USVI will

²⁷ *Id.*; see Cisco, *Cisco Global Mobile Data Traffic Forecast Update, 2017-2022 White Paper, 2019* (estimating that by 2022, almost 80 percent of global mobile data traffic will be video); *Ericsson Mobility Report 15 (2019)*, <https://www.ericsson.com/49d1d9/assets/local/mobility-report/documents/2019/ericsson-mobility-report-june-2019.pdf> (forecasting that video will account for nearly 75% of traffic in mobile networks in 2024, up from approximately 60% in 2018).

²⁸ See FCC, Fact Sheet, *Federal Communications Commission Frees Up Airwaves to Ease Wi-Fi Congestion Across the Country*, <https://www.fcc.gov/document/fcc-increases-5ghz-spectrum-wi-fi-other-unlicensed-uses> (Mar. 31, 2014) (noting that, “[g]lobally, 45 percent of total mobile data traffic was offloaded onto a fixed network via Wi-Fi in 2013” and that “[t]he amount of Internet traffic offloaded from smartphones will be more than half – 51 percent – by 2018, and the amount of traffic offloaded from tablets will be 69 percent by 2018”).

provide alternative routing of traffic and, thus, higher reliability. Mobile service also will improve as a result of the abatement of interference with the wireless network in the British Virgin Islands. Because LLA owns and operates the BVI mobile network and operates within the same frequency band (*i.e.*, 850 MHz), it will be better able to coordinate spectrum usage across the region, resulting in decreased interference and improved service to portions of USVI. USVI customers should experience fewer dropped calls, greater data through-put, and reduced roaming charges attributable to the BVI mobile network.

Experienced Local Management and Local Focus for Wireless Services

AT&T Mobility PR will become an integral part of LLA's presence in Puerto Rico. AT&T generally makes nationwide decisions regarding the pricing, products, and services it offers. LCPR's local management team has been providing a variety of services in Puerto Rico for nearly two decades, and the Transferred Companies' management team that will be joining LLA has a similarly lengthy tenure serving Puerto Rico and USVI. These experienced local managers, dedicated exclusively to Puerto Rico and USVI, will develop new products and services geared to the needs and tastes of local residents and businesses. As examples, LCPR will establish a new mobile core in Puerto Rico and also expects to deploy IoT-type services because LCPR will have the ability to serve in-building and outdoor environments effectively for the first time.

VI. Absence of Public Interest Harms

The proposed transaction offers these compelling public interest benefits to consumers in Puerto Rico and USVI without any countervailing public interest harms. Competition for mobile wireless, broadband internet, video distribution, telephony, and business data services will remain robust. As discussed above, the transaction will promote new competition to Claro PR and Viya,

the ILECs in Puerto Rico and USVI. The transaction also will not diminish AT&T's commitment or ability to deploy FirstNet and serve eligible first responders in the territories.

A. The Transaction Will Not Decrease the Number of Competitors Providing Mobile Wireless or Video Distribution Services

Mobile Wireless Services

LCPR and its affiliates currently do not provide any wireless services in Puerto Rico or USVI and hold no wireless spectrum assets there. Consequently, LCPR's entry into the market for wireless services in Puerto Rico and USVI, through the acquisition of the wireless businesses of the Transferred Companies, will not affect either the number of competitors providing wireless services in Puerto Rico and USVI or the distribution of spectrum assets among those competitors. The telecommunications market in Puerto Rico "is highly competitive by design."²⁹

Video Distribution Services

LCPR also provides cable television services in Puerto Rico, in competition with video distribution services provided by Claro PR and with direct broadcast satellite services provided by Dish and DIRECTV. Leo Cable is not acquiring any interest in DIRECTV, AT&T's video business, which will continue to provide video services in competition with LCPR's cable services. Thus, the proposed transaction will not affect the number of cable and/or direct broadcast satellite competitors offering video services in Puerto Rico.

²⁹ Giovanna Garofalo, *Puerto Rico's Telecommunications "Fully Restored" after Hurricane Maria*, The Weekly Journal (Sept. 11, 2019), https://www.theweeklyjournal.com/business/puerto-rico-s-telecommunications-fully-restored-after-hurricane-maria/article_eaa0769e-d41d-11e9-a5a1-4b446db29552.html (quoting Luis Romero, Vice President of the Puerto Rico Telecommunications Industry Alliance).

B. The Transaction Will Have Minimal Impact on Competition in Fixed Services

LCPR and AT&T Mobility PR largely serve different segments of fixed-services customers. LCPR principally serves residential customers and very small and small business customers that take “best-efforts” broadband services. LCPR supplies relatively few customers that require BDS. Conversely, AT&T Mobility PR’s fixed-service customers are all enterprises and overwhelmingly take BDS.

Fixed Broadband Services

In Puerto Rico, LCPR provides fixed broadband Internet and wireline or VoIP telephony services, primarily to residential and small home office business customers in competition with the ILEC, Claro PR. Although LCPR has thousands of business customers, the vast majority of them are very small or small businesses, and well over 90% are fixed broadband customers served via HFC connections without symmetrical upload/download speeds or service-level agreement (“SLA”) guarantees concerning bandwidth, reliability, or performance.³⁰ In contrast, AT&T Mobility PR provides no fiber or wireline services to residential customers and offers fixed broadband (which is a best-efforts service without SLAs) to business customers located in fewer than 150 buildings. Its estimated overall share of broadband subscribers is less than one percent. Thus, the effect on competition in the provision of fixed broadband Internet and wireline or VoIP telephony services in Puerto Rico will be negligible.

³⁰ LCPR delivers most of its fiber services to businesses using Gigabit Passive Optical Networks (GPON). Consequently, although LCPR assigns dedicated bandwidth, multiple customers share the same fiber, with only the last connection being dedicated fiber.

Business Data Services

This transaction involves a merger between two CLECs, each of which has business customers in Puerto Rico. The Commission has not extensively reviewed -- much less found competitive harm resulting from mergers that do not involve an ILEC. Nevertheless, the competitive analysis for business customers employed in ILEC transactions is informative. In those orders, the Commission examined competition for “last-mile facilities-based enterprise business data services (BDS).”³¹ It defined BDS as “dedicated point-to-point transmission of data at certain guaranteed speeds and service levels using high-capacity connections,” including fiber and ethernet over copper.³² AT&T Mobility PR and LCPR compete with each other only to a minimal extent with respect to such services, and the combined firm will continue to face substantial competition from other providers.

AT&T Mobility PR and LCPR compete with the ILEC Claro PR and a number of other providers of BDS to retail and wholesale enterprise customers in Puerto Rico. As the ILEC, Claro PR is the leading BDS competitor on the island. Although data on Claro PR’s business subscribers are not publicly available, the Applicants believe that Claro PR has the largest number of BDS customers and an extensive high-capacity network that covers most — if not all — of the areas where the Applicants overlap. Further, Claro PR is rapidly becoming an even more formidable

³¹ See CenturyLink/Level 3 Order, 32 FCC Rcd at 9588, ¶ 15 (citing *Applications of XO Holdings and Verizon Communications Inc. for Consent to Transfer Control of Licenses and Authorizations*, WC Docket No. 16-70, Memorandum Opinion and Order, 31 FCC Rcd 12501, 12507, ¶ 15, n.44 (WCB, IB, WTB 2016) (“Verizon/XO Order”).

³² See Verizon/XO Order, 31 FCC Rcd at 12507, ¶ 15.

competitor for BDS services. Claro PR is in the midst of a drive to replace its legacy copper network throughout Puerto Rico with fiber-optic cable.³³

Compared to Claro PR, AT&T Mobility PR is a smaller BDS competitor. AT&T Mobility PR operates a fiber network on the island primarily to provide backhaul services for its wireless network. AT&T Mobility PR also uses its network (including last-mile fiber to buildings and fiber transport facilities located nearby) to provide BDS to wholesale and retail customers heavily concentrated in the San Juan MSA. In addition, AT&T primarily targets large and medium businesses that demand high-capacity connections and SLAs that guarantee symmetrical speeds, service availability, and performance levels.

In contrast to AT&T, LCPR's primary offering to business customers is "best-efforts" broadband without SLA guarantees, as discussed above, which is not BDS. LCPR provides BDS service to a much smaller number of retail and wholesale BDS customers. LCPR estimates that approximately 75% of its BDS customers are small- to medium-sized businesses, with the remaining BDS customers being government, larger business, and wholesale customers.

BDS providers compete for customers located in buildings near their networks, even if the provider does not yet have a connection to that building. As the Commission has found in past wireline transactions, any provider with a fiber network located within a half-mile of a building is a BDS competitor that can bid on service for customers located in that building.³⁴ In addition to Claro PR, there may be several facilities-based BDS competitors in the primary area where the parties overlap – the San Juan MSA. For example, LCPR found in ordinary course of business

³³ See Letter of Edgar Class, Counsel for Claro PR, to Marlene H. Dorch, dated Oct. 12, 2018, WC Dckt. No. 18-143, at 2-3.

³⁴ See CenturyLink/Level 3 Order, 32 FCC Rcd 9595, ¶ 27.

network inspections that there are several fiber networks within San Juan city limits in addition to LCPR and AT&T, including, among others, AeroNet Wireless Broadband, OSNET Wireless Corp., Optico Fiber and WorldNet Telecommunications, Inc. Notably, the Puerto Rico Electric Power Authority has one of the largest fiber networks in Puerto Rico (“PREPANET”) and sells connectivity via fiber to government entities and at wholesale to other communications providers. PREPANET’s extensive fiber presence in Puerto Rico and its role as a wholesale-only provider³⁵ give it the incentive and ability to make BDS resellers price-competitive throughout the island.

Moreover, the Wireline Competition Bureau’s recent list of competitive wire centers³⁶ reveals how widely alternative fiber is deployed across Puerto Rico. This list identifies the price-cap ILEC wire centers for which data as of 2013 demonstrate the presence of non-ILEC fiber within half a mile.³⁷ While these data are six years old and should significantly understate the extent of non-ILEC fiber due to subsequent deployments, 78 out of 88 Claro PR wire centers were

³⁵ Except for government customers, Puerto Rico law requires PREPANET to provide services solely on a wholesale basis to other carriers. *See Puerto Rico Law No. 80 of August 6, 2017*, known as the Telecommunications, Information and Pay Television Services in Puerto Rico Fair Competition Act.

³⁶ Wireline Competition Bureau, FCC, *List of CLLI Codes of Wire Center Subject to Forbearance Pursuant to the UNE Transport Forbearance Order (FCC 19-66, rel. July 12, 2019)*, <https://docs.fcc.gov/public/attachments/DOC-358840A1.pdf> (Aug. 1, 2019).

³⁷ *Business Data Services in an Internet Protocol Environment; et al.*, WC Docket No. 16-143; et al., Report and Order on Remand and Memorandum Opinion and Order, 2019 WL 3183815 at *3, *20, ¶7 n.17, ¶ 59 n.195 (2019) (“*UNE Transport Forbearance Order*”); *see also Wireline Competition Bureau Releases List of Common Language Location Identification Codes for Price Cap Incumbent Local Exchange Carrier Wire Centers Subject to UNE Transport Forbearance*, WC Docket No. 18-141, Public Notice, 2019 WL 3543204 (WCB 2019). The fiber location data were collected from BDS providers, BDS purchasers, and certain best-efforts internet service providers for the BDS proceeding. *UNE Transport Forbearance Order*, 2019 WL 3183815 at *3, ¶ 7 n.17.

within half a mile of competitive fiber.³⁸ In short, the prevalence of Claro PR, CLEC, and PREPANET fiber ensures that competition for BDS services will remain robust after this merger.

Value-Added Managed Services

LCPR also offers value-added managed services (“VAS”), including cloud backup, hotspot Wi-Fi, managed network, managed Wi-Fi, cloud PBX, and managed security and disaster recovery services, to business customers in Puerto Rico. In providing these services, LCPR competes with Claro PR, the incumbent telecommunications company, localized fiber operators, large technology companies (such as Amazon and Microsoft), global enterprise players, and wireless service providers. While AT&T provides VAS in Puerto Rico, those offerings are part of the global services business that AT&T is retaining. This transaction, therefore, will not reduce competition for VAS in Puerto Rico.

C. The Transaction Will Have No Adverse Impact on Competition in USVI

The proposed transaction will have no adverse effect on the competitive provision of wireless broadband internet, video, or telephony services in USVI. Neither Leo Cable nor any of its affiliates currently provides any services, wireless or otherwise, in USVI. AT&T currently competes with Sprint and Viya (ATNI) for wireless customers in USVI. Leo Cable will acquire AT&T’s wireless business in USVI and will continue to compete with Sprint and Viya.

³⁸ On October 23, 2019, AT&T pulled a list of all switches in Puerto Rico from the LERG database. The LERG indicates 107 of those switches belong to Claro (PRT Larga Distancia, Inc. – PR, Puerto Rico Telephone Co., or Puerto Rico Telco DBA Claro Puerto Rico) at 88 unique locations (based on eight-digit CLLI code and address matches). The CLLI codes of 78 of those unique locations appear on the WCB list of wire centers within half a mile of competitive fiber.

D. The Transaction Will Have No Impact on FirstNet

As the prime contractor, AT&T is wholly committed to fulfilling its obligations to the FirstNet Authority and to offer AT&T's FirstNet services to eligible first responders throughout Puerto Rico and USVI. This transaction, which includes long-term subcontracts with the Transferred Companies, does not affect those commitments. AT&T retains its dedicated FirstNet network core, which is located on the mainland, and service capabilities. After closing, the Transferred Companies will support and complete AT&T's FirstNet build-out in Puerto Rico and USVI, expanding LTE coverage and capacity to meet the needs of first responders in the region, among other services.

Subscribers to AT&T's FirstNet services in Puerto Rico and USVI will continue to have access to the benefits and capabilities of the FirstNet network platform, including priority and preemption on both FirstNet's Band 14 spectrum and the Transferred Companies' commercial spectrum, consistent with AT&T's contract with the FirstNet Authority. These rights are protected by provisions of the LLA/AT&T agreements.

VII. WCS C and D Block Waiver

In 2015, AT&T and Nokia began working together to develop a smart grid solution for the 2.3 GHz Wireless Communications Service ("WCS") C and D Block spectrum owned by AT&T that has its use curtailed to protect Sirius XM's Satellite Digital Audio Radio Service operations. AT&T and Nokia began discussions with interested utilities and entered into a coordination agreement with Sirius XM with respect to the smart grid solution. Despite beginning work in 2015, by 2017 not enough progress had been made to enable AT&T to meet the March 2017 buildout requirements. Consequently, AT&T sought and received a waiver of the buildout

requirements for its WCS C and D Block licenses, including those held by the Transferred Companies (WQYS340, WQYS341, WQYT632, and WQYT633).³⁹

Among other things, the Commission determined that a waiver of the buildout requirements was warranted due to “the unexpected complexities encountered by AT&T” in trying to identify a viable service that is “consistent with WCS rules” and “makes productive use of spectrum that has remained underutilized for nearly 20 years, yet minimizes the risk of harmful interference to neighboring operations,” including operations of Sirius/XM radio.⁴⁰ The deployment of a “non-interfering smart grid network” to utility companies could result in significant benefits for “end-user customers served by those utilities.”⁴¹ With respect to the WCS C and D Block spectrum in Puerto Rico and USVI, the Commission determined that AT&T must provide smart grid service using the C and D Blocks to at least one utility company in Puerto Rico or USVI with a significant presence there by September 13, 2021.⁴²

As required by the WCS C&D Block Waiver Order, AT&T has continued to coordinate with Sirius XM as it plans smart grid deployments. AT&T filed its Second Status Report on September 13, 2019. Although the Commission had indicated that the relief granted to AT&T in the 2017 WCS C&D Block Waiver Order is not assignable to any unaffiliated party,⁴³ the Applicants request permission to transfer this relief along with the Transferred Companies. To the

³⁹ See *AT&T Mobility Spectrum LLC, BellSouth Mobile Data, Inc., New Cingular Wireless PCS, LLC, and SBC Telecom, Inc., Petition for Limited Waiver of Interim Performance Requirements for 2.3 GHz WCS C and D Block Licenses*, WT Docket No. 16-181, Order, 32 FCC Rcd 708, 715, ¶ 18 n.53, 716 ¶ 20 (2017) (“WCS C&D Block Waiver Order”).

⁴⁰ *Id.* at 713-14, ¶¶ 11-13.

⁴¹ *Id.* at 716, ¶ 20.

⁴² *Id.* at 715, ¶ 18, n.53.

⁴³ *Id.* at 717, ¶ 20.

extent the Commission was concerned that introducing a new party to the process at this point would result in further delays or potentially enable “the stockpiling and warehousing of spectrum,” LLA is prepared to accept, and to work with AT&T to fulfill, AT&T’s commitments with respect to use of the C and D Blocks in Puerto Rico and USVI.

VIII. Related Governmental Filings

The Department of Justice will conduct its own review of the competitive aspects of this transaction pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976⁴⁴ and the rules promulgated thereunder. The Applicants are submitting a notification form and an associated documentary appendix to the Department of Justice and the Federal Trade Commission, and they fully expect that this review will confirm that the transaction does not raise any competitive issues. There will be regulatory or informational submissions in Puerto Rico and USVI.

IX. Miscellaneous Regulatory Issues

A. After-Acquired Authorizations

The list of call signs included in each application is intended to include all of the licenses, authorizations, and spectrum leases currently held by the respective licensees or lessees that are subject to the transaction. However, the Transferred Companies have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted, or they may enter into new spectrum leases before the Commission acts on these Applications. Accordingly, the Applicants request that any Commission approval of the Applications filed for this transaction include authority for LLA to acquire control of: (1) any licenses and authorizations issued to the Transferred Companies or their subsidiaries while this transaction is pending before

⁴⁴ 15 U.S.C. §18a.

the Commission and the period required for consummation of the transaction; (2) any construction permits held by the Transferred Companies that mature into licenses; (3) any applications or lease notifications that are pending at the time of consummation; and (4) any lease of spectrum into which the Transferred Companies enter as lessees while this transaction is pending before the Commission and the period required for consummation of the transaction. Such action would be consistent with prior decisions of the Commission.⁴⁵ In particular, AT&T Spectrum Frontiers LLC was the winning bidder in Auction 102 (24 GHz) for three licenses (E-G Blocks) in Puerto Rico and two licenses (F-G Blocks) in USVI. Once the Commission grants these licenses to AT&T Spectrum Frontiers LLC, the licenses will be assigned to a Transferred Company, whether pre-closing or post-closing.

⁴⁵ *Applications of LightSquared Subsidiary LLC, Debtor-in-Possession, and LightSquared Subsidiary LLC for Consent to Assign and Transfer Licenses and Other Authorizations and Request for Declaratory Ruling*, IB Docket No. 15-126, Memorandum Opinion and Order and Declaratory Ruling, 30 FCC Rcd 13988, 14006, ¶ 43 (2015); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corporation, and Clearwire Corporation for Consent to Transfer Control of Licenses and Authorizations*, IB Docket No. 12-343, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642, 9705, ¶ 157 (2013); *AT&T/Verizon Order*, 25 FCC Rcd at 8773, ¶ 165 (2010); *Applications for Consent to the Transfer of Control of Licenses & Section 214 Authorizations from S. New Eng. Telecoms. Corp. to SBC Commc'ns, Inc.*, CC Docket No. 98-25, Memorandum Opinion and Order, 13 FCC Rcd 21,292, 21,317, ¶ 49 (1998); *Applications of NYNEX Corp. & Bell Atl. Corp.*, File No. NSD-L-96-10, Memorandum Opinion and Order, 12 FCC Rcd 19,985, 20,097 ¶ 247 (1997) (“NYNEX/Bell Atlantic Order”); *Applications of Pac. Telesis Group & SBC Commc'ns, Inc.*, Report No. LB-96-32, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665 ¶ 93 (1997); *Applications of Craig O. McCaw & Am. Tel. & Tel. Co.*, File No. 05288-CL-TC-1-93 et al., Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 ¶ 137 n.300 (1994) (“AT&T/McCaw Order”), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd 11,786 (1995).

Moreover, because LLA is acquiring the Transferred Companies and all of their FCC authorizations, LLA requests that Commission approval include any authorizations that may have been inadvertently omitted.

B. Blanket Exception 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 rules⁴⁶ to provide a blanket exemption from any applicable cut-off rules in cases where the Applicants file amendments to pending applications to reflect the consummation of the proposed transfers of control.⁴⁷

C. Trafficking

To the extent any authorizations for unconstructed microwave systems are covered by this transaction, these authorizations are merely incidental, with no separate payment being made for any individual authorization or facility. Accordingly, there is no reason to review the transaction from a trafficking perspective.⁴⁸

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

⁴⁷ See, e.g., *MobileMedia Corporation, et al. Applicant for Authorizations and Licenses of Certain Stations in Various Services*, WT Docket No. 97-115, Memorandum Opinion and Order, 14 FCC Rcd 8017, 8027, ¶¶ 31, 41 (1999); *Applications of PacifiCorp Holdings, Inc., and Century Tel. Enters., Inc. for Consent to Transfer Control of Pacific Telecommunications, Inc., a Subsidiary of PacifiCorp Holdings, Inc.*, Report No. LB-97-49, Memorandum Opinion and Order, 13 FCC Rcd 8891, 8915-16, ¶ 45 (WTB 1997); *NYNEX/Bell Atlantic Order*, 12 FCC Rcd at 20091, ¶ 234 (1997); *AT&T/McCaw Order*, 9 FCC Rcd at 5909, ¶ 137 n.300.

⁴⁸ See 47 C.F.R. §1.948(i) (noting that the Commission may request additional information regarding trafficking if it appears that a transaction involves unconstructed authorizations that were obtained for

X. Conclusion

For the foregoing reasons, the Applicants respectfully request that the Commission conclude that the proposed Transaction serves the public interest, convenience, and necessity and expeditiously and unconditionally grant the Applications.

the principal purpose of speculation); *id.* §101.55(c)-(d) (permitting transfers of unconstructed microwave facilities that are “incidental to a sale o[f] other facilities or merger of interests”).

SCHEDULE 1

**FCC LICENSES AND AUTHORIZATIONS
HELD BY TRANSFERRED COMPANIES**

AT&T Mobility Puerto Rico Inc. Licenses

| Wireless Licenses | | | | |
|--------------------------|--------------------------------|---|--------------------------------------|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WQIZ575 | AT&T Mobility Puerto Rico Inc. | CMA723 - Puerto Rico 1 - Rincon | 700 MHz Lower Band (Blocks A, B & E) | 6/13/2029 |
| WQJZ321 | AT&T Mobility Puerto Rico Inc. | CMA726 - Puerto Rico 4 - Aibonito | 700 MHz Lower Band (Blocks A, B & E) | 6/13/2029 |
| WQJZ322 | AT&T Mobility Puerto Rico Inc. | CMA727 - Puerto Rico 5 - Ceiba | 700 MHz Lower Band (Blocks A, B & E) | 6/13/2029 |
| WQKH488 | AT&T Mobility Puerto Rico Inc. | CMA728 - Puerto Rico 6 - Vieques | 700 MHz Lower Band (Blocks A, B & E) | 6/13/2029 |
| WQJZ323 | AT&T Mobility Puerto Rico Inc. | CMA729 - Puerto Rico 7 - Culebra | 700 MHz Lower Band (Blocks A, B & E) | 6/13/2029 |
| WPYZ858 | AT&T Mobility Puerto Rico Inc. | CMA091 - San Juan-Caguas, PR | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WPYZ865 | AT&T Mobility Puerto Rico Inc. | CMA147 - Ponce, PR | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WQDY921 | AT&T Mobility Puerto Rico Inc. | CMA169 - Mayaguez, PR | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WQDY922 | AT&T Mobility Puerto Rico Inc. | CMA202 - Arecibo, PR | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WPYZ874 | AT&T Mobility Puerto Rico Inc. | CMA204 - Aguadilla, PR | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WPYZ935 | AT&T Mobility Puerto Rico Inc. | CMA724 - Puerto Rico 2 - Adjuntas | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |

| Wireless Licenses | | | | |
|--------------------------|--------------------------------|--|----------------------------------|-------------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WPYZ936 | AT&T Mobility Puerto Rico Inc. | CMA725 - Puerto Rico 3 - Ciales | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WPYZ937 | AT&T Mobility Puerto Rico Inc. | CMA726 - Puerto Rico 4 - Aibonito | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WQDY899 | AT&T Mobility Puerto Rico Inc. | CMA727 - Puerto Rico 5 - Ceiba | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WPZA237 ⁴⁹ | New Cingular Wireless PCS, LLC | EAG703 - Southeast | 700 MHz Lower Band (Blocks C, D) | 6/13/2019 ⁵⁰ |
| WQVN881 | AT&T Mobility Puerto Rico Inc. | BEA174 - Puerto Rico and the U.S. Virgin Islands | AW3-3 | 4/8/2027 |
| WQYS531 | AT&T Mobility Puerto Rico Inc. | BEA174 - Puerto Rico and the U.S. Virgin Islands | AWS | 4/30/2022 |
| WQGT859 | AT&T Mobility Puerto Rico Inc. | CMA091 - San Juan-Caguas, PR | AWS | 4/16/2022 |
| WQGT863 | AT&T Mobility Puerto Rico Inc. | CMA147 - Ponce, PR | AWS | 4/16/2022 |
| WQGT864 | AT&T Mobility Puerto Rico Inc. | CMA169 - Mayaguez, PR | AWS | 4/16/2022 |
| WQGT865 | AT&T Mobility Puerto Rico Inc. | CMA202 - Arecibo, PR | AWS | 4/16/2022 |
| WQGT866 | AT&T Mobility Puerto Rico Inc. | CMA204 - Aguadilla, PR | AWS | 4/16/2022 |
| WQNN484 | AT&T Mobility Puerto Rico Inc. | CMA723 - Puerto Rico 1 - Rincon | AWS | 3/30/2026 |

⁴⁹ WPZA237 will be partitioned, and the partitioned spectrum in Puerto Rico and USVI will be transferred to AT&T Mobility PR and AT&T Mobility USVI, respectively.

⁵⁰ License renewal application pending. See File No. 0008669032.

| Wireless Licenses | | | | |
|--------------------------|--------------------------------|---|----------------------|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WQNN485 | AT&T Mobility Puerto Rico Inc. | CMA724 - Puerto Rico 2 - Adjuntas | AWS | 3/30/2026 |
| WQNN486 | AT&T Mobility Puerto Rico Inc. | CMA725 - Puerto Rico 3 - Ciales | AWS | 3/30/2026 |
| WQNN487 | AT&T Mobility Puerto Rico Inc. | CMA726 - Puerto Rico 4 - Aibonito | AWS | 3/30/2026 |
| WQNN488 | AT&T Mobility Puerto Rico Inc. | CMA727 - Puerto Rico 5 - Ceiba | AWS | 3/30/2026 |
| KNKA785 | AT&T Mobility Puerto Rico Inc. | CMA091 - San Juan-Caguas, P | Cellular | 10/1/2028 |
| KNKA467 | AT&T Mobility Puerto Rico Inc. | CMA147 - Ponce, PR | Cellular | 10/1/2027 |
| KNKA451 | AT&T Mobility Puerto Rico Inc. | CMA169 - Mayaguez, PR | Cellular | 10/1/2027 |
| KNKA804 | AT&T Mobility Puerto Rico Inc. | CMA202 - Arecibo, PR | Cellular | 10/1/2020 |
| KNKA627 | AT&T Mobility Puerto Rico Inc. | CMA204 - Aguadilla, PR | Cellular | 10/1/2028 |
| KNKN682 | AT&T Mobility Puerto Rico Inc. | CMA723 - Puerto Rico 1 - Rincon | Cellular | 10/1/2021 |
| KNKN843 | AT&T Mobility Puerto Rico Inc. | CMA724 - Puerto Rico 2 - Adjuntas | Cellular | 10/1/2021 |
| KNKN517 | AT&T Mobility Puerto Rico Inc. | CMA725 - Puerto Rico 3 - Ciales | Cellular | 10/1/2021 |
| KNKQ343 | AT&T Mobility Puerto Rico Inc. | CMA726 - Puerto Rico 4 - Aibonito | Cellular | 10/1/2024 |

| Wireless Licenses | | | | |
|--------------------------|--------------------------------|---|---|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WPVV300 | AT&T Mobility Puerto Rico Inc. | CMA727 - Puerto Rico 5 - Ceiba | Cellular | 10/1/2021 |
| KNKQ362 | AT&T Mobility Puerto Rico Inc. | CMA728 - Puerto Rico 6 - Vieques | Cellular | 10/1/2023 |
| KNKN521 | AT&T Mobility Puerto Rico Inc. | CMA729 - Puerto Rico 7 - Culebra | Cellular | 10/1/2020 |
| WRBP938 | AT&T Mobility Puerto Rico Inc. | Aguada | Common Carrier Fixed Point to Point Microwave | 5/17/2028 |
| WQWK778 | AT&T Mobility Puerto Rico Inc. | Aguadilla | Common Carrier Fixed Point to Point Microwave | 9/23/2025 |
| WQWK779 | AT&T Mobility Puerto Rico Inc. | Aguadilla | Common Carrier Fixed Point to Point Microwave | 9/23/2025 |
| WRBN217 | AT&T Mobility Puerto Rico Inc. | Aibonito | Common Carrier Fixed Point to Point Microwave | 5/3/2028 |
| WRBP937 | AT&T Mobility Puerto Rico Inc. | Anasco | Common Carrier Fixed Point to Point Microwave | 5/17/2028 |
| WRBC944 | AT&T Mobility Puerto Rico Inc. | Arecibo | Common Carrier Fixed Point to Point Microwave | 4/10/2028 |
| WRBN227 | AT&T Mobility Puerto Rico Inc. | Caguas | Common Carrier Fixed Point to Point Microwave | 5/3/2028 |
| WQAG335 | AT&T Mobility Puerto Rico Inc. | Cayey | Common Carrier Fixed Point to Point Microwave | 5/25/2024 |
| WQJM491 | AT&T Mobility Puerto Rico Inc. | Cayey | Common Carrier Fixed Point to Point Microwave | 11/4/2028 |
| WRBN486 | AT&T Mobility Puerto Rico Inc. | Cayey | Common Carrier Fixed Point to Point Microwave | 5/7/2028 |

| Wireless Licenses | | | | |
|--------------------------|--------------------------------|---|---|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WPUP641 | AT&T Mobility Puerto Rico Inc. | Ceiba | Common Carrier Fixed Point to Point Microwave | 4/9/2022 |
| WQQA417 | AT&T Mobility Puerto Rico Inc. | Ceiba | Common Carrier Fixed Point to Point Microwave | 10/3/2022 |
| WQUF812 | AT&T Mobility Puerto Rico Inc. | Cidra | Common Carrier Fixed Point to Point Microwave | 6/25/2024 |
| WQUF813 | AT&T Mobility Puerto Rico Inc. | Cidra | Common Carrier Fixed Point to Point Microwave | 6/25/2024 |
| WPUV227 | AT&T Mobility Puerto Rico Inc. | Comerio | Common Carrier Fixed Point to Point Microwave | 5/8/2022 |
| WRBK543 | AT&T Mobility Puerto Rico Inc. | Corozal | Common Carrier Fixed Point to Point Microwave | 4/11/2028 |
| WRBK549 | AT&T Mobility Puerto Rico Inc. | Corozal | Common Carrier Fixed Point to Point Microwave | 4/11/2028 |
| WPUU430 | AT&T Mobility Puerto Rico Inc. | Dewey | Common Carrier Fixed Point to Point Microwave | 5/6/2022 |
| WQQA416 | AT&T Mobility Puerto Rico Inc. | Fajardo | Common Carrier Fixed Point to Point Microwave | 10/3/2022 |
| WQQC881 | AT&T Mobility Puerto Rico Inc. | Guayama | Common Carrier Fixed Point to Point Microwave | 11/1/2022 |
| WQQC882 | AT&T Mobility Puerto Rico Inc. | Guayama | Common Carrier Fixed Point to Point Microwave | 11/1/2022 |
| WQQC883 | AT&T Mobility Puerto Rico Inc. | Guayama | Common Carrier Fixed Point to Point Microwave | 11/1/2022 |
| WRBN289 | AT&T Mobility Puerto Rico Inc. | Guayama | Common Carrier Fixed Point to Point Microwave | 5/4/2028 |

| Wireless Licenses | | | | |
|--------------------------|--------------------------------|---|---|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WRBN355 | AT&T Mobility Puerto Rico Inc. | Isabela | Common Carrier Fixed Point to Point Microwave | 5/4/2028 |
| WRBC946 | AT&T Mobility Puerto Rico Inc. | Jayuya | Common Carrier Fixed Point to Point Microwave | 4/10/2028 |
| WRBC949 | AT&T Mobility Puerto Rico Inc. | Jayuya | Common Carrier Fixed Point to Point Microwave | 4/10/2028 |
| WQVB326 | AT&T Mobility Puerto Rico Inc. | Juana Diaz | Common Carrier Fixed Point to Point Microwave | 12/15/2024 |
| WRBN358 | AT&T Mobility Puerto Rico Inc. | Lares | Common Carrier Fixed Point to Point Microwave | 5/4/2028 |
| WRBP939 | AT&T Mobility Puerto Rico Inc. | Las Marias | Common Carrier Fixed Point to Point Microwave | 5/17/2028 |
| WRBN352 | AT&T Mobility Puerto Rico Inc. | Maricao | Common Carrier Fixed Point to Point Microwave | 5/4/2028 |
| WQMF321 | AT&T Mobility Puerto Rico Inc. | Maunabo | Common Carrier Fixed Point to Point Microwave | 7/22/2020 |
| WRBP637 | AT&T Mobility Puerto Rico Inc. | Naranjito | Common Carrier Fixed Point to Point Microwave | 5/15/2028 |
| WRBC957 | AT&T Mobility Puerto Rico Inc. | Orocovis | Common Carrier Fixed Point to Point Microwave | 4/10/2028 |
| WRBN627 | AT&T Mobility Puerto Rico Inc. | Orocovis | Common Carrier Fixed Point to Point Microwave | 5/8/2028 |
| WQVB327 | AT&T Mobility Puerto Rico Inc. | Pastillo | Common Carrier Fixed Point to Point Microwave | 12/15/2024 |
| WPOR533 | AT&T Mobility Puerto Rico Inc. | Ponce | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |

| Wireless Licenses | | | | |
|--------------------------|--------------------------------|---|---|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WQPW565 | AT&T Mobility Puerto Rico Inc. | Salinas | Common Carrier Fixed Point to Point Microwave | 8/30/2022 |
| WQXT826 | AT&T Mobility Puerto Rico Inc. | Salinas | Common Carrier Fixed Point to Point Microwave | 6/7/2026 |
| WRBM963 | AT&T Mobility Puerto Rico Inc. | Salinas | Common Carrier Fixed Point to Point Microwave | 5/3/2028 |
| WRBN216 | AT&T Mobility Puerto Rico Inc. | Salinas | Common Carrier Fixed Point to Point Microwave | 5/3/2028 |
| WPTD757 | AT&T Mobility Puerto Rico Inc. | San Juan | Common Carrier Fixed Point to Point Microwave | 9/6/2021 |
| WQJD496 | AT&T Mobility Puerto Rico Inc. | San Juan | Common Carrier Fixed Point to Point Microwave | 7/31/2028 |
| WQJM492 | AT&T Mobility Puerto Rico Inc. | San Juan | Common Carrier Fixed Point to Point Microwave | 11/4/2028 |
| WRBP892 | AT&T Mobility Puerto Rico Inc. | San Sebastian | Common Carrier Fixed Point to Point Microwave | 5/17/2028 |
| WRBK539 | AT&T Mobility Puerto Rico Inc. | Toa Baja | Common Carrier Fixed Point to Point Microwave | 4/11/2028 |
| WRDY482 | AT&T Mobility Puerto Rico Inc. | Naguabo | Common Carrier Fixed Point to Point Microwave | 8/20/2029 |
| WRDZ437 | AT&T Mobility Puerto Rico Inc. | Guaynabo | Common Carrier Fixed Point to Point Microwave | 8/27/2029 |
| WRDZ438 | AT&T Mobility Puerto Rico Inc. | Villa Magna | Common Carrier Fixed Point to Point Microwave | 8/27/2029 |
| WPVV207 | AT&T Mobility Puerto Rico Inc. | Vieques | Common Carrier Fixed Point to Point Microwave | 9/10/2022 |

| Wireless Licenses | | | | |
|--------------------------|---|--|---|-------------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WPNF232 | AT&T Mobility Puerto Rico Inc. | Yabucoa | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |
| WPZA270 | AT&T Mobility Puerto Rico Inc. (pending assignment from 700 MHz, LLC) | CMA728—Puerto Rico 6—Vieques | 700 MHz Lower Band (Block C, D) | 6/13/2019 ⁵¹ |
| WQBN422 | AT&T Mobility Puerto Rico Inc. | MTA025—Puerto Rico—US Virgin Islands | PCS Broadband | 6/23/2025 |
| WQBN423 | AT&T Mobility Puerto Rico Inc. | MTA025—Puerto Rico—US Virgin Islands | PCS Broadband | 6/23/2025 |
| KNLF250 | AT&T Mobility Puerto Rico Inc. | MTA025 - Puerto Rico-US Virgin Islands | PCS Broadband | 6/23/2025 |
| WQYS338 | AT&T Mobility Puerto Rico Inc. | BEA174 - Puerto Rico and the U.S. Virgin Islands | Wireless Communications Service | 9/13/2021 |
| WQYS339 | AT&T Mobility Puerto Rico Inc. | BEA174 - Puerto Rico and the U.S. Virgin Islands | Wireless Communications Service | 9/13/2021 |
| WQYS340 | AT&T Mobility Puerto Rico Inc. | MEA050 - Puerto Rico and U.S. Virgin Islands | Wireless Communications Service | 9/13/2021 |
| WQYS341 | AT&T Mobility Puerto Rico Inc. | MEA050 - Puerto Rico and U.S. Virgin Islands | Wireless Communications Service | 9/13/2021 |
| UU-PEA412-E**** | AT&T Spectrum Frontiers LLC (To Be Assigned to AT&T Mobility) | PEA412 - Puerto Rico | Upper Microwave Flexible Use Service | |

⁵¹ License renewal application is pending. See File No. 0008685488.

| Wireless Licenses | | | | |
|--------------------------|--|---|--------------------------------------|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| | Puerto Rico Inc.) | | | |
| UU-PEA412-F**** | AT&T Spectrum Frontiers LLC (To Be Assigned to AT&T Mobility Puerto Rico Inc.) | PEA412 - Puerto Rico | Upper Microwave Flexible Use Service | |
| UU-PEA412-G**** | AT&T Spectrum Frontiers LLC (To Be Assigned to AT&T Mobility Puerto Rico Inc.) | PEA412 - Puerto Rico | Upper Microwave Flexible Use Service | |

| International Section 214 Authorizations | |
|---|--|
| Authorization File No. | Description |
| ITC-214-19930315-00040 | Authorization to provide international switched services by reselling the international switched services of other carriers. |
| ITC-214-19940107-00011 | Authorization to provide international switched services by reselling the international switched services of other carriers. |
| ITC-214-19980918-00669 | Authorization to operate a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the rules. |

AT&T Mobility USVI Inc. Licenses

| Wireless Licenses | | | | |
|--------------------------|-------------------------|--|---|-------------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| L000031145 | AT&T Mobility USVI Inc. | CMA730 - Virgin Islands 1 - St. Thomas | 700 MHz Lower Band (Blocks A, B & E) | 6/13/2019 ⁵² |
| L000031146 | AT&T Mobility USVI Inc. | CMA731 - Virgin Islands 2 - St. Croix I | 700 MHz Lower Band (Blocks A, B & E) | 6/13/2019 |
| WPWV264 | AT&T Mobility USVI Inc. | CMA730 - Virgin Islands 1 - St. Thomas | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WPWV265 | AT&T Mobility USVI Inc. | CMA731 - Virgin Islands 2 - St. Croix I | 700 MHz Lower Band (Blocks C, D) | 6/13/2029 |
| WQYS532 | AT&T Mobility USVI Inc. | BEA174 - Puerto Rico and the U.S. Virgin Islands | AWS | 4/30/2022 |
| KNKN524 | AT&T Mobility USVI Inc. | CMA730 - Virgin Islands 1 - St. Thomas | Cellular | 10/1/2020 |
| KNKN523 | AT&T Mobility USVI Inc. | CMA731 - Virgin Islands 2 - St. Croix I | Cellular | 10/1/2020 |
| WQLX299 | AT&T Mobility USVI Inc. | Charlotte Amalie | Common Carrier Fixed Point to Point Microwave | 5/7/2020 |
| WQQQ806 | AT&T Mobility USVI Inc. | Christiansen | Common Carrier Fixed Point to Point Microwave | 12/29/2021 |
| WQEN351 | AT&T Mobility USVI Inc. | Christiansted | Common Carrier Fixed Point to Point Microwave | 3/9/2026 |
| WQKB373 | AT&T Mobility USVI Inc. | Christiansted | Common Carrier Fixed Point to Point Microwave | 3/17/2029 |
| WQRU536 | AT&T Mobility USVI Inc. | Christiansted | Common Carrier Fixed Point to Point Microwave | 7/29/2023 |

⁵² Application to extend L000031145 and L000031146 is pending. See File No. 0008653900.

| Wireless Licenses | | | | |
|--------------------------|--------------------------------|---|---|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WQSU321 | AT&T Mobility USVI Inc. | Christiansted | Common Carrier Fixed Point to Point Microwave | 11/15/2023 |
| WRCZ455 | AT&T Mobility USVI Inc. | Mt. Plesem | Common Carrier Fixed Point to Point Microwave | 3/5/2029 |
| WMS665 | AT&T Mobility USVI Inc. | Saint Croix | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |
| WMT773 | AT&T Mobility USVI Inc. | Saint Croix | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |
| WPJA861 | AT&T Mobility USVI Inc. | Saint Croix | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |
| WPNG917 | AT&T Mobility USVI Inc. | Saint Croix | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |
| WQLP875 | AT&T Mobility USVI Inc. | Saint Croix | Common Carrier Fixed Point to Point Microwave | 3/24/2020 |
| WQLT836 | AT&T Mobility USVI Inc. | Saint Croix | Common Carrier Fixed Point to Point Microwave | 4/23/2020 |
| WQKI996 | AT&T Mobility Puerto Rico Inc. | Saint George | Common Carrier Fixed Point to Point Microwave | 6/9/2029 |
| WMN454 | AT&T Mobility USVI Inc. | Saint John | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |
| WQRH410 | AT&T Mobility USVI Inc. | Saint John | Common Carrier Fixed Point to Point Microwave | 5/14/2023 |
| WMN657 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |
| WMN658 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |

| Wireless Licenses | | | | |
|--------------------------|-------------------------|---|---|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WPNG921 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 2/1/2021 |
| WQAY884 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 8/3/2024 |
| WQBE744 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 9/28/2024 |
| WQDS855 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 10/24/2025 |
| WQKQ400 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 8/11/2029 |
| WQKQ401 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 8/11/2029 |
| WQLW519 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 5/11/2020 |
| WQXX865 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 3/21/2023 |
| WQRH409 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 5/14/2023 |
| WQRQ526 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 7/9/2023 |
| WQRU544 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 7/29/2023 |
| WQSS386 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 11/6/2023 |
| WQTT346 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 4/8/2024 |

| Wireless Licenses | | | | |
|--------------------------|---|---|---|-------------------|
| Call Sign | Licensee | Geographic Location/ Coverage Area | Radio Service | Expiration |
| WQTT347 | AT&T Mobility USVI Inc. | Saint Thomas | Common Carrier Fixed Point to Point Microwave | 4/8/2024 |
| WQQQ244 | AT&T Mobility USVI Inc. | BTA491 - US Virgin Islands | PCS Broadband | 6/23/2025 |
| WQYT630 | AT&T Mobility USVI Inc. | BEA174 - Puerto Rico and the U.S. Virgin Islands(Partial Market - U.S. Virgin Islands only) | Wireless Communications Service | 9/13/2021 |
| WQYT631 | AT&T Mobility USVI Inc. | BEA174 - Puerto Rico and the U.S. Virgin Islands | Wireless Communications Service | 9/13/2021 |
| WQYT632 | AT&T Mobility USVI Inc. | MEA050 - Puerto Rico and U.S. Virgin Islands | Wireless Communications Service | 9/13/2021 |
| WQYT633 | AT&T Mobility USVI Inc. | MEA050 - Puerto Rico and U.S. Virgin Islands | Wireless Communications Service | 9/13/2021 |
| UU-PEA414-F**** | AT&T Spectrum Frontiers LLC (To Be Assigned to AT&T Mobility USVI Inc.) | PEA414 - US Virgin Islands | Upper Microwave Flexible Use Service | |
| UU-PEA414-G**** | AT&T Spectrum Frontiers LLC (To Be Assigned to AT&T Mobility USVI Inc.) | PEA414 - US Virgin Islands | Upper Microwave Flexible Use Service | |

| International Section 214 Authorization | |
|--|--|
| Authorization File No. | Description |
| ITC-214-20001101-00664 | Application for authority to resell the switched services of unaffiliated U.S. international carriers pursuant to Section 63.18(e)(2) of the Commission's rules. |