

**EXHIBIT 1**

**PUBLIC INTEREST STATEMENT**

**I. Introduction**

This application (the “Application”) is one in a series of two applications seeking Federal Communications Commission (“Commission” or “FCC”) approval of the assignment for the 28 GHz and 38 GHz licenses listed below (each a “License” and, collectively, the “Licenses”) from IDT Spectrum, LLC, a Delaware limited liability company (“IDT”), to MetroPCS Wireless, Inc., a Delaware corporation (“MetroPCS Wireless”). Together, IDT and MetroPCS Wireless are referred to herein as the “Applicants.”

The following spectrum is to be assigned from IDT to MetroPCS Wireless (File No. 0004974867):

<b>28 GHz</b>			
<b>Call Sign</b>	<b>Market Name</b>	<b>Spectrum (MHz) Frequencies</b>	<b>Block</b>
WPOH624	San Francisco-Oakland-San Jose, CA (BTA404)	27500 MHz-27550 MHz (Low); 27950 MHz-28000 MHz (High)	A
<b>38 GHz</b>			
<b>Call Sign</b>	<b>Market Name</b>	<b>Spectrum (MHz) Frequencies</b>	<b>Channel</b>
WPQU296	New York-No. New Jer.-Long Island (BEA010)	38700 MHz-38750 MHz (Low); 39400 MHz-39450 MHz (High)	3
WPQU228	Las Vegas (BEA153)	38600 MHz-38650 MHz (Low); 39300 MHz-39350 MHz (High)	1
WPQU740	Las Vegas (BEA153)	39000 MHz-39050 MHz (Low); 39700 MHz-39750 MHz (High)	9
WPQU805	San Francisco-Oakland-San Jose (BEA163)	39050 MHz-39100 MHz (Low); 39750 MHz-39800 MHz (High)	10

**II. Description of Transaction**

On November 22, 2011, MetroPCS Wireless and IDT entered into a Purchase Agreement (the “Agreement”) under which, subject to Commission consent, IDT agreed to assign to MetroPCS Wireless the Licenses. These assignments are proposed to take place either as a full assignment of the applicable License or a disaggregation in accordance with the Agreement. In addition to the Licenses identified in this Application, MetroPCS Wireless and IDT also have concurrently filed a separate application seeking FCC consent to the assignment of three additional 28 GHz licenses, which also are the subject of the Agreement.<sup>1</sup>

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<sup>1</sup> See ULS File No. 0004984440.

### **III. Ownership and Qualifications**

MetroPCS Wireless, Inc., a Delaware corporation, is a wholly-owned direct subsidiary of MetroPCS, Inc., a Delaware corporation, which in turn is a wholly-owned direct subsidiary of MetroPCS Communications, Inc., a Delaware corporation (“Communications” and, together with its subsidiaries, “MetroPCS”) that is publicly-listed on The New York Stock Exchange under the ticker symbol “PCS.” Communications, through certain of its subsidiaries, offers wireless broadband, personal communications services (“PCS”) and advanced wireless services (“AWS”) on an affordable, flat-rate basis with no signed contract and unlimited usage in selected major metropolitan areas in the United States.

A current FCC Form 602 Ownership Report for Communications is on file with the Commission which establishes that MetroPCS Wireless is legally qualified to hold the Licenses.<sup>2</sup> MetroPCS Wireless is an existing Commission licensee and previously has been found by the Commission to have the “citizenship, character, financial, technical, and other qualifications” to hold Commission licenses.<sup>3</sup> IDT also is a licensee in good standing with the Commission and is qualified to assign the Licenses to MetroPCS Wireless upon receipt of Commission approval.<sup>4</sup>

### **IV. Public Interest Statement**

Approval of the proposed assignment will serve the public interest. In applying the public interest test under Section 310(d) of the Communications Act of 1934, as amended (the “Act”), the Commission assesses “whether the proposed transaction complies with the specific provisions of the Communications Act, the Commission’s rules, and federal communications policy.”<sup>5</sup> In addition, the Commission must determine that the proposed transaction serves the public interest, convenience and necessity.

Here, the proposed assignment does not result in any violation of, nor impair the ability of the Commission to enforce, the Act or any Commission rule. Nor does the proposed transaction undermine or interfere with the policy objectives of the Act. Additionally, since all interim build-out deadlines

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<sup>2</sup> Based on prior guidance from the Wireless Telecommunications Bureau, the Form 602 for Communications satisfies the ownership reporting requirements of §§ 1.919 and 1.2112(a) of the Commission’s rules for MetroPCS Wireless which is an indirect, wholly-owned subsidiary of MetroPCS Communications, Inc. *See Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602, Public Notice*, 14 FCC Rcd 8261, 8264-65 (WTB 1999). The ULS file number of the MetroPCS Communications, Inc. ownership report is 0004957945.

<sup>3</sup> *See, e.g.*, ULS File No. 0003721474.

<sup>4</sup> *See, e.g.*, ULS File No. 0002143768.

<sup>5</sup> 47 U.S.C. § 310(d).

have been satisfied for the Licenses, no construction deadlines are implicated or jeopardized by the proposed assignment.<sup>6</sup> Further, the proposed transaction is conditioned on Commission approval so no assignment will occur in violation of Commission rules.

The final consideration for the Commission's approval also is met because the proposed transaction will yield significant public interest benefits by allowing MetroPCS to acquire additional spectrum in areas of demonstrated demand for its services and thereby improve the development of wireless broadband services in the geographic markets to which the Licenses relate (the "Markets"), increase its operational efficiencies, better accommodate its overall growth and provide additional products and services to the public. For example, the Licenses being acquired by MetroPCS will complement existing MetroPCS PCS and AWS licenses and will allow MetroPCS to expand its PCS and AWS services by increasing the capacity of its backhaul facilities, which will allow MetroPCS to offer greater download speeds on its existing code division multiple access ("CDMA") systems and on its newly-deployed 4G Long Term Evolution ("LTE") systems. As a result, the assignment of spectrum in the Markets will allow MetroPCS the ability to offer more robust support for its existing CDMA services and its 4G services, such as LTE, thus enhancing consumer choice.<sup>7</sup> The proposed assignment also will allow MetroPCS to more efficiently deploy 4G LTE technology by allowing MetroPCS to take advantage of the heterogeneous nature of LTE networks. Accordingly, approval of the assignment described herein would be consistent with the public interest, convenience and necessity, and thus expeditious approval of this application is warranted.

MetroPCS does not currently have any licensed spectrum in the 28 GHz and 38 GHz bands, the existing licensees have considerable spectrum, and the proposed transaction will not concentrate 28 GHz or 38 GHz spectrum in the hands of MetroPCS. Commission precedent indicates that applications that provide a *prima facie* showing that the proposed transaction will yield affirmative public interest benefits, will not violate the Act or Commission rules and further will not frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise,<sup>8</sup> do not require extensive

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<sup>6</sup> See 0003491170, 0004688414, 0004831063, 0004831066 and 0004650376.

<sup>7</sup> As discussed above, MetroPCS has selected LTE as its platform for 4G mobile broadband services. MetroPCS was the first U.S. carrier to launch commercial 4G LTE services, and Commission consent to the proposed transaction will allow current and new MetroPCS customers to enjoy the benefits of MetroPCS' expanded service offerings in the Markets. MetroPCS currently offers 4G LTE in 14 metropolitan markets, including San Francisco, New York and Las Vegas, which markets the Licenses will be used to support.

<sup>8</sup> See *Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Telecommunications, Inc., Transferor to AT&T Corp., Transferee, Memorandum Opinion and Order*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech Corp., Transferor, and SBC Communications Inc., Transferee, For Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 5, 22, 24, 25, 63, 90, 95 and 101 of the Commission's Rules*, Memorandum Opinion and Order, 14 FCC Rcd 14712, at 14740-42 (1999) ("Ameritech/SBC").

review or expenditure of considerable resources by the Commission.<sup>9</sup> This proposed transaction meets this standard and should thus be granted promptly.

**V. Conclusion**

For the foregoing reasons, grant of this Application will comply fully with all Commission rules, will be consistent with the Commission's actions in other proceedings, and will serve the public interest, convenience and necessity.

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<sup>9</sup> See *Ameritech/SBC*, 14 FCC Rcd at 14740-42.