

EXHIBIT 7: MARKET-BY-MARKET ANALYSIS

The detailed analysis set out below of the markets where Cellco will exceed the spectrum screen post-transaction demonstrates two overarching facts:

First, the amounts by which the 145 MHz screen is exceeded¹ are small, and the number of counties within the affected areas compared to the total number of counties in the markets is also small. In most affected areas, the overage is minimal: the combined spectrum will exceed the screen by less than ten megahertz (sometimes only by two megahertz) in 12 of the 15 affected Basic Economic Areas (“BEAs”), and in 14 of the 18 affected Cellular Market Areas (“CMAs”). In nearly all BEAs, fewer than half the number of counties would exceed the screen, and in many cases only one county in a BEA or CMA would be over it.

Second, the analysis demonstrates the continued presence of numerous actual and potential competitors in each of the markets. The transaction will not result in the loss of an operator in any market, so the number of facilities-based competitors will remain constant. Indeed, post-transaction, consumers will continue to enjoy precisely the same choices in providers to meet their wireless needs that they do today. In addition, numerous companies hold spectrum that can be used to provide new service in every one of the markets. These potential competitors include not only those companies that hold spectrum the Commission has found to be currently available (such as cellular, PCS, AWS, and 700 MHz), but also other companies that hold spectrum which can be used (and in some cases is in fact being used) to provide wireless service (such as the PCS G Block, the entire BRS/EBS band, WCS, and MSS).

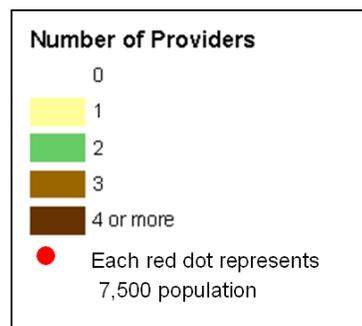
Method of Analysis

To determine the affected counties, Applicants applied the aggregation data provided in *Exhibit 6*. Applicants determined the status of the Broadband Radio Service (“BRS”) transition and U.S. Government (“USG”) relocation in Advanced Wireless Service (“AWS”) bands on a county-by-county basis. Applicants assessed BRS availability based on notifications filed in WT Docket No. 06-136 and Universal Licensing System (“ULS”) records. AWS availability was determined from December 5, 2011 data provided by NTIA that showed the status of Federal systems in the 1710-1755 MHz band (*see* <http://www.ntia.doc.gov/category/aws-1710-1755-mhz-transition>). Applicants mapped the data and determined the links defined by the point-to-point systems. For purposes of this analysis, Applicants treated as “unavailable” AWS spectrum in any county where there is an unrelocated Federal facility or where NTIA indicates that a link between two Federal endpoints crosses through the county.²

¹ While the Commission’s initial spectrum screen varies by county, in all counties where Verizon Wireless would exceed the screen, the applicable screen is 145 MHz.

² In most cases, even if that AWS spectrum were available, attribution to Verizon Wireless of the AWS spectrum already held in addition to the license to be acquired would not trigger the screen. Counting that spectrum as available would cause the screen to be triggered in only one additional county.

To depict the number of operational carriers and the extent of market coverage, this exhibit provides excerpted maps from the FCC's *15th Annual Competition Report*. These maps show the number of providers and the relevant population densities, as explained in the Legend. Applicants also are providing information regarding the status of certain licensees in the market based on their own competitive data.³ The accompanying legend applies to the included maps:



There are 15 licenses, covering counties in 18 CMAs, in which the combined post-transaction spectrum held by Cellco will exceed the screen. Not all counties within each CMA are affected; and, in total, only 46 counties out of the 2,276 counties covered by this transaction will exceed the screen. The 18 CMAs are listed below (alphabetically by state), along with their corresponding BEA:

CMA Name	CMA Number	Overlapping BEA (Name)
Alabama 4 - Bibb	310	78 (Birmingham, AL)
Alabama 8 – Lee	314	36 (Dothan, AL-FL-GA)
Arkansas 11 – Hempstead	334	90 (Little Rock-North Little Rock, AR)
Louisiana 2 – Morehouse	455	77 (Jackson, MS-AL-LA)
Grand Rapids, MI	64	62 (Grand Rapids-Muskegon-Holland, MI)
Lansing-East Lansing, MI	78	57 (Detroit-Ann Arbor-Flint, MI), 62 (Grand Rapids-Muskegon-Holland, MI)
Saginaw-Bay City-Midland, MI	94	57 (Detroit-Ann Arbor-Flint, MI)
Minneapolis-St. Paul, MN-WI	15	107 (Minneapolis-St. Paul, MN-WI-IA)
Minnesota 5 – Wilkin	486	107 (Minneapolis-St. Paul, MN-WI-IA), 116 (Sioux Falls, SD-IA-MN-NE)
Minnesota 8 – Lac qui Parle	489	107 (Minneapolis-St. Paul, MN-WI-IA)
Minnesota 9 - Pipestone	490	107 (Minneapolis-St. Paul, MN-WI-IA), 116 (Sioux Falls, SD-IA-MN-NE)
Minnesota 11 – Goodhue	492	106 (Rochester, MN-IA-WI)
Mississippi 4 – Yalobusha	496	75 (Tupelo, MS-AL-TN)

³ The Applicants also examined American Roamer data from January 2011, as well as publicly available coverage information provided by individual carriers and information gathered by Verizon Wireless network personnel. In the course of reviewing American Roamer data, the applicants have reviewed and listed Sprint and Clearwire separately.

CMA Name	CMA Number	Overlapping BEA (Name)
Missouri 9 – Bates	512	99 (Kansas City, MO-KS)
Raleigh-Durham, NC	71	19 (Raleigh-Durham-Chapel Hill, NC)
Toledo, OH-MI	48	56 (Toledo, OH)
Florence, SC	264	25 (Wilmington, NC-SC)
Texas 7 – Fannin	658	127 (Dallas-Fort Worth, TX-AR-OK)

Each affected CMA is discussed below,⁴ organized alphabetically by state.

ALABAMA

Alabama 4 - Bibb (CMA310)

In the Alabama 4 market (CMA310), the post-transaction company⁵ will exceed the spectrum screen by just two megahertz in two of the six counties; Verizon Wireless will have 147 MHz of cellular, Personal Communications Service (“PCS”), AWS, and 700 MHz spectrum in these counties. Cellco’s acquisition of spectrum will not cause adverse effects, since in each of these two counties, there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

⁴ The discussion below focuses on the counties within each CMA where Verizon Wireless would exceed the screen. As such, Exhibit 6 may list licensees in a particular CMA that are not discussed herein, as those licensees hold spectrum within one of the 18 CMAs but not in the counties where Verizon Wireless would exceed the screen.

⁵ In relevant counties, Verizon Wireless’ post-transaction spectrum totals include spectrum Verizon Wireless proposes to acquire from Leap Wireless, Savary Island License A, and Savary Island License B, in transactions pending before the FCC.

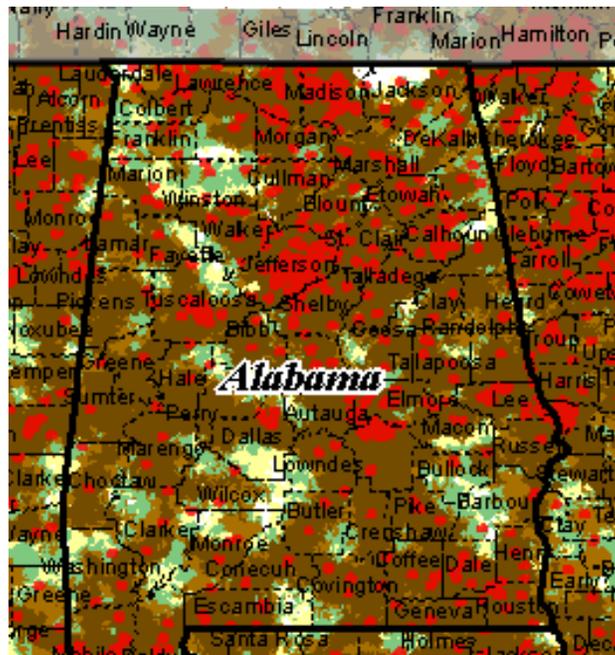


Figure 1: Alabama Map

Based on the Commission's *Fifteenth Competition Report*, and as shown above, there will continue to be at least four carriers operational in these areas. AT&T is operational in both counties and holds a 15 MHz C Block PCS license, a 10 MHz E Block PCS license, a 10 MHz F Block PCS license, a 12 MHz C Block Lower 700 MHz license, 10 MHz of WCS spectrum in the A Block, and 5 MHz of WCS spectrum in the C and D Blocks. AT&T has also applied for a 6 MHz D Block Lower 700 MHz license from QUALCOMM. Sprint is operational in Chilton County and holds 18.25 MHz of SMR spectrum, a 10 MHz G Block PCS license, and 10 MHz of WCS spectrum in the B Block. In both counties, Sprint holds a 30 MHz A Block PCS license. T-Mobile is operational in both counties and holds a 10 MHz D Block AWS license, a 30 MHz B Block PCS license, and a 10 MHz D Block PCS license. SouthernLINC Wireless is also operational on SMR spectrum.

Clearwire owns or leases 96 MHz of BRS/EBS spectrum in Bibb and Chilton Counties. Additionally, in both counties, C Spire holds a 12 MHz A Block Lower 700 MHz license and a 10 MHz C Block AWS license; CenturyTel holds a 12 MHz B Block Lower 700 MHz license; Manifest Wireless LLC holds a 6 MHz E Block Lower 700 MHz license; and U.S. Cellular, through its affiliate Barat Wireless, holds a 10 MHz E Block AWS license.

Alabama 8 – Lee (CMA314)

In the Alabama 8 market (CMA314), the post-transaction company will slightly exceed the spectrum screen in just one of the five counties. Post-transaction, Verizon Wireless will hold a total of 147 MHz of cellular, PCS, 700 MHz, and AWS spectrum in Henry County, AL. As such, Verizon Wireless would only exceed the Commission's initial screen by two megahertz. Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since there will

remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used in this county.

The Commission's data – as shown in the map above – demonstrates that at least four carriers are operational in Henry County. Sprint is operational and holds 17.75 MHz of ESMR spectrum, a 30 MHz A Block PCS license, 15 MHz of C Block PCS spectrum, the 10 MHz PCS G Block, and 10 MHz of WCS B Block spectrum. T-Mobile is operational and holds a 30 MHz B Block PCS license, a 10 MHz AWS C Block license, and a 10 MHz AWS D Block license. AT&T is operational and holds a 12 MHz Lower 700 MHz C Block license, a 10 MHz E Block PCS license, and 20 MHz of WCS spectrum in the A, C, and D Blocks. AT&T has also applied to purchase 6 MHz of D Block Lower 700 MHz spectrum from QUALCOMM. SouthernLINC Wireless is also operational on SMR spectrum.

Clearwire holds or leases 96 MHz of BRS and EBS spectrum in Henry County. Other licensees in Henry County are CenturyTel Broadband Wireless, which holds 24 MHz of Lower 700 MHz A and B Block spectrum and Manifest Wireless LLC, which holds a 6 MHz Lower 700 MHz E Block license. Public Service Wireless Services holds a 20 MHz AWS A Block license and U.S. Cellular, through Barat Wireless, holds a 10 MHz AWS E Block license.

ARKANSAS

Arkansas 11 – Hempstead (CMA334)

In the Arkansas 11 – Hempstead market (CMA334), the post-transaction company will exceed the spectrum screen in one of the four counties. Post-transaction, Verizon Wireless will have 157 MHz of cellular, PCS, 700 MHz, and AWS spectrum in Hempstead County. But Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since there will remain four operational providers in this county (including Verizon Wireless), as well as additional available spectrum that could be used.

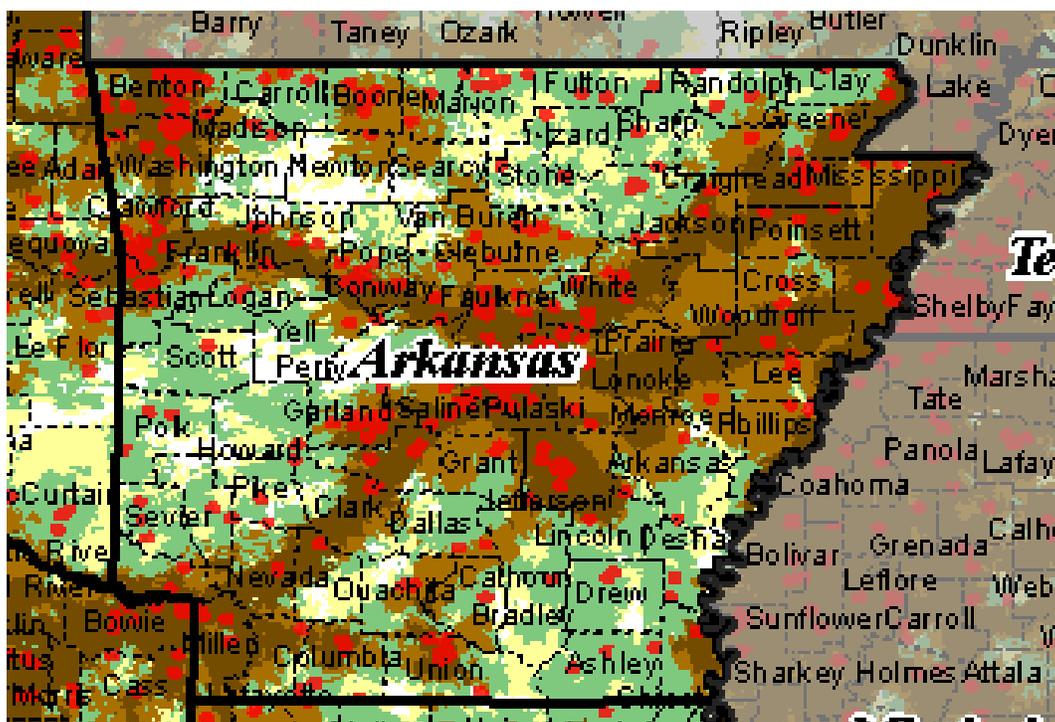


Figure 2: Arkansas Map

As shown above, the Commission's own data shows that at least four carriers are operational in the county. In Hempstead County, AT&T is operational and holds a 25 MHz A Block cellular license, a 10 MHz E Block PCS license, a 10 MHz F Block PCS license, and a 12 MHz C Block Lower 700 MHz license. AT&T also holds 20 MHz of WCS spectrum in the A, C, and D Blocks. AT&T has also applied to purchase 6 MHz of Lower 700 MHz D Block spectrum from QUALCOMM. Sprint is operational and holds 16.75 MHz of ESMR spectrum, a 30 MHz B Block PCS license, and the 10 MHz G Block license. T-Mobile is operational and holds a 20 MHz C Block PCS license, a 10 MHz C Block AWS license, and a 10 MHz D Block AWS license in Hempstead County.

Clearwire owns or leases 73.5 MHz of BRS/EBS spectrum. U.S. Cellular, through Barat Wireless, holds a 10 MHz E Block AWS license in Hempstead County. Manifest Wireless holds 6 MHz of E Block Lower 700 MHz spectrum. Additionally, CenturyTel Broadband Wireless holds a 12 MHz A Block Lower 700 MHz license and a 12 MHz B Block Lower 700 MHz license, and Comcast holds a 10 MHz WCS B Block license.

LOUISIANA

Louisiana 2 - Morehouse (CMA455)

In the Louisiana 2 – Morehouse CMA (CMA455), the post-transaction company will exceed the spectrum screen by four megahertz in two of the seven counties. Post-consummation, Verizon Wireless will have 149 MHz of cellular, PCS, AWS, and 700 MHz spectrum in Madison and Tensas parishes. But Celco's acquisition of spectrum in this transaction will not cause

adverse effects, since in this market, there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.



Figure 3: Louisiana Map

Based on the Commission's *Fifteenth Competition Report*, and as shown above, there will continue to be at least four carriers operational in this area. AT&T is operational in both counties and holds a 25 MHz A Block cellular license, a 15 MHz C Block PCS license, a 10 MHz D Block PCS license, a 10 MHz PCS E Block license, and 10 MHz of WCS spectrum in the C and D Blocks. AT&T has also applied for a 6 MHz D Block Lower 700 MHz license from QUALCOMM. Sprint is operational in Madison Parish. In both counties, Sprint holds 17.75 MHz of ESMR spectrum, a 10 MHz G Block license, a 30 MHz PCS B Block license, and 10 MHz of WCS spectrum in the B Block. In both counties, T-Mobile is operational and holds a 10 MHz D Block AWS license and a 15 MHz PCS C Block license. Additionally, in both counties, C Spire is operational and holds a 12 MHz A Block Lower 700 MHz license and a 10 MHz C Block AWS license.

Based on its 2008 filing with the Commission, Clearwire owns or leases 102 MHz of BRS/EBS spectrum in Madison Parish and 79.5 MHz in Tensas Parish. CenturyTel holds a 12 MHz C Block Lower 700 MHz license, Manifest Wireless (DISH) holds a 6 MHz E Block Lower 700 MHz license, US Cellular holds a 10 MHz E Block AWS license, Command Connect

holds a 10 MHz PCS F Block license, and Comcast holds 10 MHz of WCS spectrum in the A Block.

MICHIGAN

Grand Rapids, MI (CMA064)

In the Grand Rapids, MI market (CMA064), the post-transaction company will slightly exceed the screen in two counties. Post-consummation, Verizon Wireless will have 149 MHz of attributed cellular, PCS, 700 MHz, and AWS spectrum. Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in each of these two counties, there will remain at least five operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

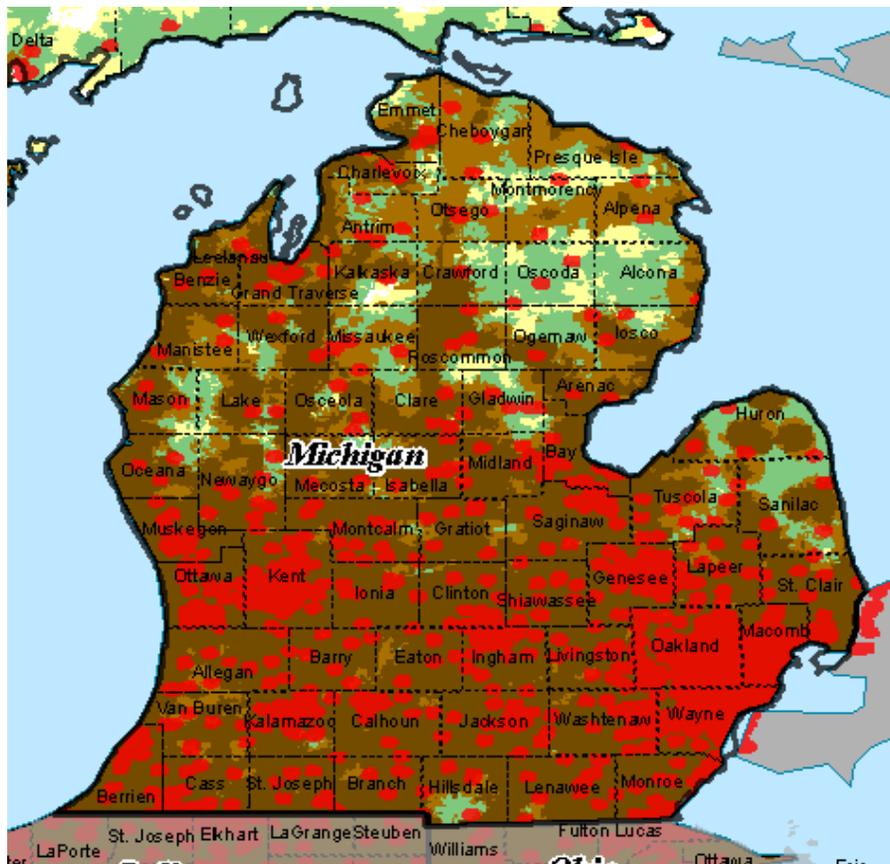


Figure 4: Michigan Map

The Commission's own data shows that four or more carriers are operational in these areas. AT&T and its affiliates are operational in each of the relevant counties and hold a 30 MHz PCS A Block license, a 10 MHz PCS D Block license, a 20 MHz AWS A Block license, and a 12 MHz of both B and C Block Lower 700 MHz licenses. AT&T also has 15 MHz of PCS C Block spectrum and 10 MHz of PCS F Block spectrum in a portion of Ottawa County. AT&T is the WCS D Block licensee in this market. AT&T has also applied to purchase 6 MHz of D

Block Lower 700 MHz spectrum from QUALCOMM. Sprint is operational in each of the relevant counties and holds 18 MHz of ESMR spectrum in Ottawa County and 18.5 MHz of ESMR spectrum in Kent County, a 30 MHz PCS B Block license, and the 10 MHz G Block. Clearwire owns or leases 180 MHz of BRS and EBS spectrum and is operational in Kent County. T-Mobile and its affiliates are operational in each of the relevant counties and hold a 15 MHz PCS C Block license, a 10 MHz PCS E Block license, a 10 MHz PCS F Block license, and a 10 MHz AWS E Block license. MetroPCS is operational and holds a 10 MHz AWS C Block license.

Additionally, Manifest Wireless LLC holds 6 MHz of E Block Lower 700 MHz spectrum. Comcast holds the WCS B and C Blocks and NextWave holds the WCS A Block.

Lansing, MI (CMA078)

In the Lansing, MI market (CMA015) the post-transaction company will exceed the spectrum screen in four counties. Post-consummation, Verizon Wireless will have 154 MHz of cellular, PCS, AWS, and 700 MHz spectrum in Clinton, Eaton, Ingham, and Ionia Counties. Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in each of these four counties, there will remain at least five operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

Based on the Commission's *Fifteenth Competition Report*, and as shown in the map above, there will continue to be four or more carriers operational in the CMA. AT&T is operational in all four counties and holds a 12 MHz B Block Lower 700 MHz license, a 12 MHz C Block Lower 700 MHz license, a 20 MHz A Block AWS license, a 30 MHz PCS A Block license, a 20 MHz PCS C Block license, and 5 MHz of WCS spectrum in the D Block. AT&T also holds a portion of the 10 MHz PCS F Block spectrum in Ionia County. AT&T has applied for a 6 MHz D Block Lower 700 MHz license from QUALCOMM. In all four counties, Sprint is operational and holds 18.5 MHz of ESMR spectrum, a 30 MHz PCS B Block license, and a 10 MHz PCS G Block license. T-Mobile and its affiliates are operational in all four counties and hold a 10 MHz E Block AWS license, a 10 MHz PCS E block license, and the 10 MHz PCS F Block spectrum throughout the region (only a portion of Ionia County). MetroPCS is operational in all four counties and holds a 10 MHz AWS C Block license.

Based on its 2008 filing with the Commission, Clearwire owns or leases 186 MHz of BRS/EBS spectrum throughout these areas. Additionally, in all counties, NextWave holds 10 MHz of WCS spectrum in the A Block, Manifest Wireless holds a 6 MHz E Block Lower 700 MHz license; and Comcast holds a 10 MHz WCS B Block license and a 5 MHz WCS C Block license.

Saginaw-Bay-Midland, MI (CMA094)

In the Saginaw-Bay-Midland market (CMA094), the post-transaction company will exceed the spectrum screen in each of the three counties. Post-consummation, Verizon Wireless will have 154 MHz of cellular, PCS, AWS, and 700 MHz spectrum in Bay, Saginaw, and Midland Counties. Cellco's acquisition of spectrum in this transaction will not cause adverse

effects, since in each of the three counties there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

Based on the Commission's *Fifteenth Competition Report*, and as shown in the map above, there will continue to be at least four carriers operational in the CMA. AT&T is operational and holds a 12 MHz B Block Lower 700 MHz license, a 20 MHz A Block AWS license, a 30 MHz A Block PCS license, a 10 MHz C Block PCS license, a 10 MHz F Block PCS license, and a 5 MHz D Block WCS license. AT&T also holds a 10 MHz E Block PCS license in Midland County and has applied a 6 MHz D Block Lower 700 MHz license from QUALCOMM. Sprint is also operational in all three counties and holds 18.5 MHz of SMR spectrum, a 30 MHz B Block PCS license, and the 10 MHz G Block license. Based on its 2008 filing with the Commission, Clearwire owns or leases 157.5 MHz in Saginaw, Bay and Midland Counties. T-Mobile and its affiliates are operational in Bay and Saginaw Counties and hold a 10 MHz C Block PCS license and a 10 MHz E Block AWS license. In Bay and Saginaw Counties, T-Mobile also holds a 10 MHz E Block PCS license. MetroPCS is operational and holds a 10 MHz AWS C Block license.

Additionally, in all counties, Manifest Wireless holds a 6 MHz E Block 700 MHz license; NextWave holds a 10 MHz A Block WCS license; Agri-Valley Communications holds a 12 MHz Lower 700 MHz C Block license; and Comcast holds a 10 MHz license in the WCS B Block and a 5 MHz license in the WCS C Block.

MINNESOTA/WISCONSIN

Minneapolis-St. Paul, MN-WI (CMA015)

In the Minneapolis-St. Paul market (CMA015), the post-transaction company will exceed the spectrum screen in six of the ten counties. But Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in these six counties, there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

Post-consummation, Verizon Wireless will have 164 MHz of cellular, PCS, AWS, and 700 MHz spectrum in Carver, Chisago, Dakota, Scott, and Wright in Minnesota, and St. Croix County in Wisconsin.

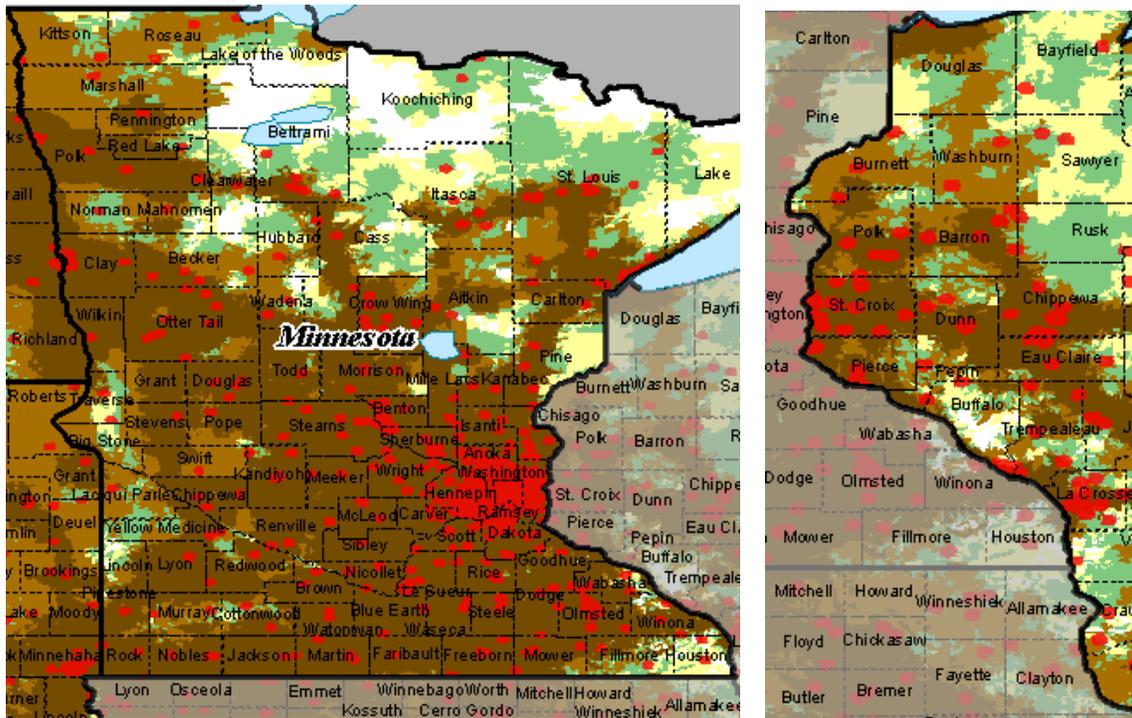


Figure 5: Minnesota and Western Wisconsin Maps

Based on the Commission’s *Fifteenth Competition Report*, there will continue to be four or more carriers operational in the six counties where Verizon Wireless would exceed the spectrum screen. AT&T is operational in all six counties and holds a 25 MHz A Block cellular license, a 10 MHz A Block PCS license, a 10 MHz C Block PCS license, a 10 MHz PCS E Block license, a 12 MHz B Block Lower 700 MHz license, a 10 MHz C Block AWS license, and 10 MHz of WCS spectrum in the C and D Blocks. AT&T has also applied for a 12 MHz C Block Lower 700 MHz license (currently held by Redwood Wireless) and a 6 MHz D Block Lower 700 MHz license from QUALCOMM. Sprint is also operational in all six counties and holds 18.5 MHz of ESMR spectrum and the 10 MHz G Block license. Sprint also holds a 20 MHz A Block PCS license. Based on its 2008 filing with the Commission, Sprint’s affiliate Clearwire owns or leases 186 MHz of BRS/EBS spectrum in Dakota and Scott Counties, 163.5 MHz in Carver County, 141 MHz in Wright county, 73.5 MHz in Chisago County, and 68 MHz in St. Croix County. Clearwire is operational in Dakota and Scott Counties. T-Mobile and its affiliates are operational in all six counties and hold a 10 MHz C Block PCS license and a 10 MHz E Block AWS license. T-Mobile also holds a 30 MHz B Block PCS license throughout the market.

Additionally, in all counties, NextWave holds 20 MHz of WCS spectrum in the A and B Blocks; Manifest Wireless holds 6 MHz of E Block Lower 700 MHz spectrum, Leap (through its affiliate Savary Island License A, LLC) holds a 10 MHz D Block AWS license;⁶ and US

⁶ In a separately filed and pending application, Verizon Wireless has proposed to acquire partitioned portions of licenses held by Savary Island License A and Savary Island License B.

Cellular's affiliate Carroll Wireless holds a 10 MHz C Block PCS license. Also, West Wisconsin Telephone Cooperative holds a 10 MHz C Block AWS license in undefined portions of St. Croix County.

Minnesota 5 – Wilkin (CMA486)

In the Minnesota 5 market (CMA486), the post-transaction company will exceed the spectrum screen in three out of twelve counties. Post-consummation, Verizon Wireless will have 147 MHz of cellular, PCS, 700 MHz, and AWS spectrum in Big Stone and Traverse Counties, and 149 MHz in Swift County. But Celco's acquisition of spectrum in this transaction will not cause adverse effects, since in this market there will remain four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

As shown in the map above, the Commission's own data shows that at least three carriers are operational in the area.⁷ AT&T is operational in the three counties and holds a 25 MHz A Block cellular license, a 20 MHz A Block AWS license, a 10 MHz E Block PCS license in Big Stone and Traverse Counties, and a 10 MHz C Block AWS license. AT&T also has applied to purchase 6 MHz of Lower 700 MHz D Block spectrum from QUALCOMM, and holds a 5 MHz C Block WCS license and a 5 MHz D Block WCS license. In Swift County, AT&T holds a 10 MHz B Block PCS license. Sprint is operational in Swift County and holds 18.5 MHz of ESMR spectrum in all three counties, 20 MHz of A Block PCS spectrum in Big Stone and Traverse Counties (30 MHz in Swift County), and the 10 MHz G Block license in all three counties. T-Mobile is operational in Swift County and holds a 10 MHz E Block AWS license in all three counties and a 30 MHz B Block PCS license in Big Stone and Traverse Counties (20 MHz in Swift County).

Also in these counties, Manifest Wireless holds 6 MHz of E Block Lower 700 MHz spectrum, Sky Com 700 MHz holds a 12 MHz B Block Lower 700 MHz license and a 12 MHz C Block Lower 700 MHz license, LL License Holdings holds a 12 MHz Lower 700 MHz A Block license in Big Stone and Traverse Counties, Savary Island License (an affiliate of Leap) holds a 10 MHz D Block AWS license in Swift County, Brookings Municipal Utilities (d/b/a Swiftel Communication) holds a 10 MHz PCS A Block license in Big Stone and Traverse Counties, and NextWave holds a 10 MHz A Block WCS license and a 10 MHz B Block WCS license. In Swift County only, Sioux Falls PCS holds a 10 MHz F Block PCS license.

These two entities are only listed as licensees in those markets where their respective licenses are not subject to assignment to Verizon Wireless.

⁷ American Roamer data shows that AT&T, Verizon Wireless, Sprint, and T-Mobile have coverage in Swift County, and AT&T and Verizon Wireless have coverage in Big Stone and Traverse Counties. The Competition Report appears to show a third carrier in both Big Stone and Traverse. Discrepancies may be due to a difference in the time period covered by the two data sources.

Minnesota 8 – Lac qui Parle (CMA489)

In the Minnesota 8 – Lac qui Parle market (CMA489), the post-transaction company will exceed the spectrum screen in four counties. Post-consummation, Verizon Wireless will have 159 MHz of cellular, PCS, AWS, and 700 MHz spectrum in Lincoln, Lyon, and Yellow Medicine Counties and 149 MHz in Lac qui Parle County. But Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in this market, there will remain four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

Based on the Commission's *Fifteenth Competition Report* and as shown in the map above, there will continue to be at least three carriers operational in these counties.⁸ AT&T is operational and holds a 25 MHz A Block cellular license, a 10 MHz C Block AWS license, a 10 MHz F Block PCS license in Lac qui Parle County, a 10 MHz E Block PCS license in Lac qui Parle County, a 5 MHz C Block WCS license, and a 5 MHz D Block WCS license. AT&T has also applied for a 6 MHz D Block Lower 700 MHz license from QUALCOMM. AT&T has also applied for a 12 MHz B Block Lower 700 MHz license from Redwood Wireless Co. in all four counties, and a 12 MHz C Block Lower 700 MHz license from Redwood Wireless Co. in Lincoln, Lac qui Parle, and Lyon counties. Sprint is operational in all four counties and holds a 30 MHz A Block PCS license (20 MHz in Lac qui Parle County), a 10 MHz G Block PCS license, and 18.5 MHz of SMR spectrum. Clearwire owns or leases 73.5 MHz of BRS/EBS spectrum in Lincoln, Lyon, and Yellow Medicine Counties. T-Mobile and its affiliates are operational in the four counties and hold a 10 MHz AWS E Block license and a 20 MHz B Block PCS license.

Additionally, in all four counties, Manifest Wireless holds a 6 MHz E Block Lower 700 MHz license; Brookings Municipal Utilities (d/b/a Swiftel Communication) holds a 10 MHz PCS A Block license in Lac qui Parle County; NextWave holds 20 MHz of WCS spectrum in the A and B Blocks; Long Lines holds a 20 MHz A Block AWS license; Leap's affiliate Savary Island License A holds a 10 MHz D Block AWS license; and Sioux Falls PCS holds a 10 MHz F Block PCS license in Lincoln, Lyon, and Yellow Medicine Counties. In Yellow Medicine County, Redwood Tel Acquisition, Inc. holds a 12 MHz C Block Lower 700 MHz license.

Minnesota 9 – Pipestone (CMA490)

In the Minnesota 9 – Pipestone market (CMA490), the post-transaction company will exceed the spectrum screen in two of the nine counties. But Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in each of these two counties, there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

⁸ American Roamer and carrier website data shows four carriers with coverage in each county. The Commission's map shows fewer carriers in some parts of these counties. The competition report map is based on older data, however, and thus may not include all carriers reporting data currently to American Roamer.

Post-consummation, Verizon Wireless will have 154 MHz of cellular, PCS, AWS, and 700 MHz spectrum in Murray County and 152 MHz in Pipestone County.

Based on the Commission's *Fifteenth Competition Report* and as shown above, there will continue to be at least four carriers operational in these areas. Sprint is operational in both counties and holds 18.5 MHz of ESMR spectrum, a 30 MHz PCS A Block license, and a 10 PCS G Block license. T-Mobile and its affiliates are operational in both counties and hold a 10 MHz E Block AWS license and a 20 MHz PCS B Block license. AT&T is operational⁹ and holds a 25 MHz A Block cellular license, a 10 MHz C Block AWS license, and 10 MHz of WCS spectrum in the C and D Blocks. AT&T has applied for a 12 MHz B Block Lower 700 MHz license in both counties, and a 12 MHz C Block Lower 700 MHz license in Pipestone County from Redwood Wireless Corporation. AT&T has also applied for a 6 MHz D Block Lower 700 MHz license from QUALCOMM.

Based on its 2008 filing with the Commission, Clearwire owns or leases 163.5 MHz of BRS/EBS spectrum in Murray County, and 34.5 MHz in Pipestone County. Additionally, in all counties, Manifest Wireless, LLC holds a 6 MHz E Block Lower 700 MHz license, Leap affiliate Savary Island License holds a 10 MHz D Block AWS license in Murray County, Sioux Falls PCS holds a 15 MHz C Block PCS license, Redwood Tel Acquisition holds a 12 MHz C Block Lower 700 MHz license in Murray County, and Nextwave holds 20 MHz of WCS spectrum in the A and B Blocks. Long Lines holds a 12 MHz A Block Lower 700 MHz license in Pipestone County, as well as a 20 MHz A Block AWS license throughout the CMA.

Minnesota 11 – Goodhue (CMA492)

In the Minnesota 11 – Goodhue market (CMA492), the post-transaction company will exceed the spectrum screen in four of the seven counties. But Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in each of these four counties, there will remain four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used. Post-consummation, Verizon Wireless will have 147 MHz of cellular, PCS, AWS, and 700 MHz spectrum in Fillmore and Mower Counties and 157 MHz in Dodge and Wabasha Counties.

As shown in the map above, Verizon Wireless will continue to face competition from a number of other operational carriers in the market; the Commission's own data shows that at least four carriers are operational in the area. AT&T is operational in all four counties and holds 15 MHz of PCS spectrum in Dodge, Fillmore, Mower, and Wabasha Counties. AT&T also holds a 5 MHz C Block WCS license, a 5 MHz D Block WCS license, and has applied to purchase 6 MHz of D Block Lower 700 MHz spectrum from QUALCOMM and 24 MHz of Lower 700 MHz B and C Block spectrum from Redwood Wireless. Sprint is operational in all four counties and holds 20 MHz of A Block PCS spectrum and the 10 MHz PCS G Block. It also holds 18.5 MHz of ESMR spectrum in Dodge and Wabasha Counties and 16.25 MHz of ESMR spectrum in Fillmore and Mower Counties. T-Mobile is operational and holds 30 MHz of B Block PCS

⁹ AT&T's website indicates that it is offering 3G coverage in these areas.

spectrum and 10 MHz of E Block AWS spectrum. US Cellular, through USCOC of Rochester, holds 10 MHz of F Block PCS spectrum and is operational in Mower County.

A US Cellular affiliate, King Street Wireless, L.P., holds the 12 MHz Lower 700 MHz A Block spectrum in these counties. Clearwire holds 96 MHz of BRS and EBS spectrum in Dodge and Mower counties, 118.5 MHz in Wabasha County, and 73.5 MHz in Fillmore County. In these counties, Midwest AWS Limited Partnership holds a 20 MHz AWS A Block license and Cricket's affiliate Savary Island License B holds a 10 MHz AWS D Block license. Further, Michigan Wireless, LLC holds 10 MHz of D Block PCS spectrum in Fillmore and Mower Counties and NEIT Wireless holds the 10 MHz AWS C Block license in all four counties. Manifest Wireless LLC holds a 6 MHz Lower 700 MHz E Block license in these counties, and NextWave holds a 10 MHz A Block WCS license and a 10 MHz B Block WCS license.

MISSISSIPPI

Mississippi 4 – Yalobusha (CMA496)

In the Mississippi 4 market (CMA496), the post-transaction company will slightly exceed the spectrum screen in two of the six counties. Post-consummation, Verizon Wireless will have 147 MHz of cellular, PCS, AWS, and 700 MHz spectrum in Calhoun and Monroe Counties. Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in this market there will remain four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.



Figure 6: Northern Mississippi Map

As shown in the map above, the Commission's own data shows that at least four carriers are operational in the area covered by these two counties. AT&T is operational in both counties and holds 25 MHz of B Block cellular spectrum. AT&T also holds a 5 MHz C Block WCS license, a 5 MHz D Block WCS license, and has applied to acquire a 6 MHz Lower 700 MHz D Block license from QUALCOMM. Sprint is operational in Monroe County and holds 18.25 MHz of ESMR spectrum, as well as the 10 MHz PCS G Block. Sprint also holds 10 MHz of D Block PCS spectrum and a 10 MHz WCS B Block license. T-Mobile is operational in both counties and holds a 30 MHz A Block PCS license, a 10 MHz AWS C Block license, and a 10

MHz AWS D Block license. C Spire is operational in both counties, and holds the 10 MHz E Block PCS and 10 MHz F Block PCS licenses in these counties, as well as 12 MHz of Lower 700 MHz A Block spectrum.

Clearwire holds or leases 78.5 MHz of BRS and EBS spectrum in Calhoun County and 84 MHz in Monroe County. U.S. Cellular, through Barat Wireless, holds a 10 MHz AWS E Block license, CenturyTel Broadband Wireless, LLC, which holds a 12 MHz Lower 700 MHz B Block license, Waller, Inc., holds a 12 MHz Lower 700 MHz C Block license, and Manifest Wireless, LLC holds a 6 MHz E Block 700 MHz license. Other licensees are Cable One, Inc., which holds 20 MHz of AWS A Block spectrum and Comcast, which holds a 10 MHz A Block WCS license.

MISSOURI

Missouri 9 – Bates (CMA512)

In the Missouri 9 – Bates market (CMA512), the post-transaction company will exceed the spectrum screen in one of the five counties. But Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in this county there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used. Post-consummation, Verizon Wireless will have 149 MHz of cellular, PCS, 700 MHz, and AWS spectrum in Cedar County, MO.

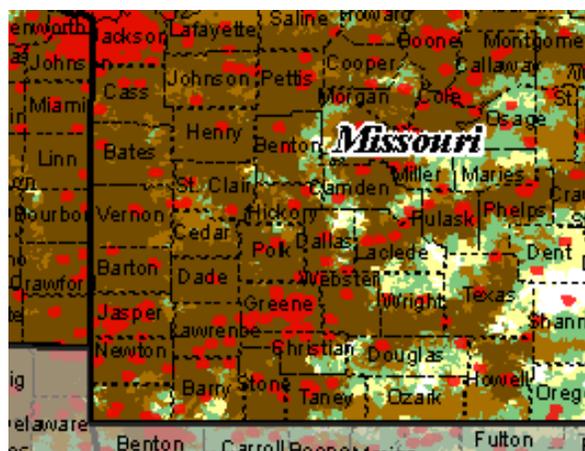


Figure 7: Southwest Missouri Map

As shown above, the *Fifteenth Competition Report* shows at least four operational carriers in Cedar County. AT&T is operational in Cedar County and holds a 12 MHz Lower 700 MHz B Block license, a 10 MHz AWS C Block license, a 10 MHz A Block PCS license, and a 10 MHz D Block PCS license. AT&T also holds licenses in the WCS B, C, and D Blocks, and has applied for a 6 MHz D Block Lower 700 MHz license currently held by QUALCOMM. T-Mobile holds 5 MHz of F Block PCS spectrum, 10 MHz of C Block PCS spectrum, and a 10 MHz AWS D Block license in Cedar County, where it is operational. U.S. Cellular operates on 20 MHz of disaggregated A Block PCS spectrum in Cedar County, and its affiliate Barat

Wireless holds a 10 MHz AWS E Block license. U.S. Cellular also holds a 12 MHz Lower 700 MHz C Block license.

Sprint holds 16.75 MHz of ESMR spectrum and 10 MHz of G Block PCS spectrum. It also holds 20 MHz of PCS B Block spectrum. Clearwire holds 73.5 MHz of BRS and EBS spectrum in Cedar County. Commnet Midwest, LLC is licensed to operate on 10 MHz of C Block PCS spectrum in Cedar County. TNA Mobile holds 10 MHz of B block PCS spectrum. Manifest Wireless, LLC, holds a 6 MHz Lower 700 MHz E Block license, CenturyTel Broadband Wireless holds a 20 MHz AWS A Block license, and NextWave holds the WCS A Block license.

NORTH CAROLINA

Raleigh-Durham, NC (CMA071)

In the Raleigh-Durham market (CMA071), the post-transaction company will exceed the spectrum screen in each of the three counties. But Celco's acquisition of spectrum in this transaction will not cause adverse effects, since in each of these three counties, there will remain at least five operational providers (including Verizon Wireless), as well as additional available spectrum that could be used. Post-transaction, Verizon Wireless will have 154 MHz of cellular, PCS, 700 MHz, and AWS spectrum in the three counties (Orange, Durham, and Wake).



Figure 8: Central North Carolina Map

As shown above, the Commission's data shows that four or more carriers are operational in this market. AT&T is operational in all three counties and holds a 12 MHz Lower 700 MHz C Block license, a 30 MHz B Block PCS license, a 10 MHz F Block PCS license, a 20 MHz AWS A Block license, and 5 MHz of WCS spectrum in each of the A, B, C, and D Blocks. AT&T has also applied to purchase 6 MHz of D Block Lower 700 MHz spectrum from QUALCOMM. Sprint is operational in all three counties and holds 17.75 MHz of ESMR spectrum, a 10 MHz A Block PCS license, a 10 MHz D Block PCS license, and the 10 MHz G Block license. Clearwire

holds or leases 174 MHz of BRS and EBS spectrum in Durham and Wake Counties, as well as 135 MHz of BRS and EBS spectrum in Orange County. Clearwire is operational in all three counties. T-Mobile is operational in all three counties and holds a 20 MHz A Block PCS license and 20 MHz of AWS spectrum in the D and E Blocks. Leap Wireless holds a 10 MHz C Block PCS license and a 10 MHz AWS C Block license and is operational in all three counties.

Further, Manifest Wireless LLC holds 6 MHz of Lower 700 MHz E Block spectrum, WaveTel NC License Corporation holds 5 MHz of WCS spectrum in each of the A and B Blocks, and US Cellular's affiliate King Street Wireless, L.P., which holds 12 MHz of Lower 700 MHz A Block spectrum.

OHIO

Toledo, OH-MI (CMA048)

In the Toledo, OH-MI market (CMA048), the post-transaction company will just slightly exceed the spectrum screen in four of the five counties. Post-consummation, Verizon Wireless will have 147 MHz of cellular, PCS, 700 MHz, and AWS spectrum in Fulton, Lucas, Ottawa, and Wood Counties in Ohio, exceeding the Commission's screen by just two megahertz. Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in each of these four counties, there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.



Figure 9: Northwest Ohio Map

As demonstrated in the map above, the Commission's own data shows that at least four carriers are operational in the four counties where Verizon Wireless would exceed the spectrum screen. AT&T is operational in each of the four counties and holds a 30 MHz A Block PCS license, a 12 MHz B Block Lower 700 MHz license, a 12 MHz C Block Lower 700 MHz license, and a 20 MHz A Block AWS license. AT&T holds the D Block WCS license in these counties. AT&T has also applied to purchase 6 MHz of D Block Lower 700 MHz spectrum from QUALCOMM. Sprint holds 17.75 MHz of ESMR spectrum in Lucas and Wood Counties, 17.25 in Fulton County, and 16.875 in Ottawa County. Sprint is operational in each of the four counties and holds a 30 MHz B Block PCS license and the 10 MHz G Block license. T-Mobile

is operational in each of the four counties and holds a 10 MHz D Block PCS license, a 10 MHz F Block PCS license, and a 10 MHz E Block AWS license. Revol holds a 15 MHz C Block PCS license and is operational in each of the relevant counties except Fulton County.

Clearwire owns or leases 174.5 MHz of BRS/EBS spectrum in Lucas and Ottawa Counties, 163.5 MHz in Wood County, and 107 MHz in Fulton County. Additionally in these counties, Manifest Wireless holds 6 MHz of E Block Lower 700 MHz spectrum, Cavalier Wireless holds a 12 MHz A Block Lower 700 MHz license, and Aloha Wireless holds a 10 MHz C Block AWS license. Also, Comcast holds the WCS B and C Blocks and NextWave holds the WCS A Block.

SOUTH CAROLINA

Florence, SC (CMA264)

In the Florence, SC market (CMA264), the post-transaction company will exceed the spectrum screen in the sole county: Florence, SC. But Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in this county there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used. Post-consummation, Verizon Wireless will have 152 MHz of cellular, PCS, AWS, and 700 MHz spectrum.



Figure 10: Eastern South Carolina Map

Based on the Commission's *Fifteenth Competition Report*, there will continue to be at least four carriers operational in the county. AT&T is operational and holds a 10 MHz A Block PCS license, a 30 MHz B block PCS license, a 12 MHz B Block Lower 700 MHz license, a 5 MHz A Block WCS license, a 5 MHz B Block WCS license, a 5 MHz C Block WCS license, and a 5 MHz D Block WCS license. AT&T has also applied for a 6 MHz D Block Lower 700 MHz license from QUALCOMM. Sprint is operational and holds 10 MHz of D Block PCS spectrum, 10 MHz of G Block PCS spectrum, 17.75 MHz of ESMR spectrum, 5 MHz of A

Block WCS spectrum, and 5 MHz of B Block WCS spectrum. T-Mobile is operational and holds 20 MHz of A Block PCS spectrum, 10 MHz of C Block PCS spectrum, 10 MHz of D Block AWS spectrum, and 10 MHz of E Block AWS spectrum.

Based on its 2008 filing with the Commission, Clearwire owns or leases 51 MHz of BRS/EBS spectrum in the entire CMA. Additionally: FTC Management Group, Inc. holds a 20 MHz A Block AWS license, a 30 MHz B block PCS license in an undefined area, and a 12 MHz C Block Lower 700 MHz license; NextWave holds a 10 MHz C Block AWS license; Horry Telephone holds a 12 MHz A Block Lower 700 MHz license; and Manifest Wireless holds a 6 MHz E Block Lower 700 MHz license.

TEXAS

Texas 7 – Fannin (CMA658)

In the Texas 7 – Fannin market (CMA658), the post-transaction company will exceed the spectrum screen in just one out of the fifteen counties. Post-transaction, Verizon Wireless will have 154 MHz of spectrum in Cass County, TX. Cellco's acquisition of spectrum in this transaction will not cause adverse effects, since in this county there will remain at least four operational providers (including Verizon Wireless), as well as additional available spectrum that could be used.

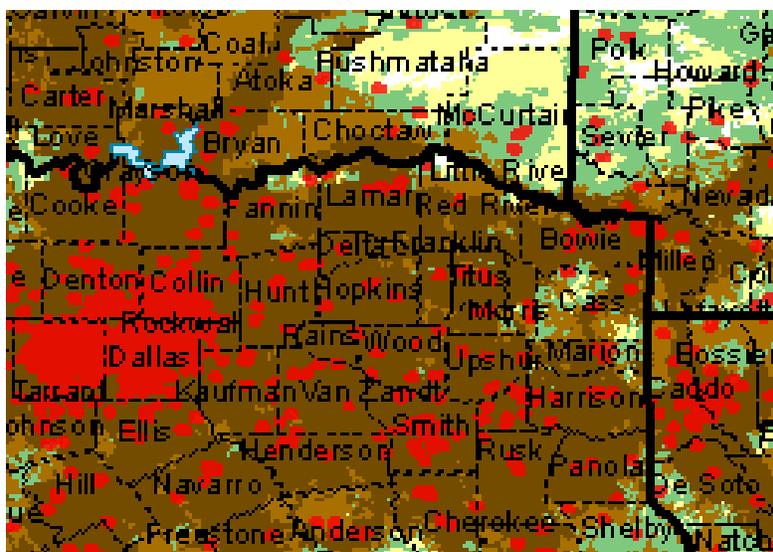


Figure 11: Northeast Texas Map

As shown above, Verizon Wireless will face competition from a number of other operational carriers in the market; the Commission's own data shows that at least four carriers are operational in the county.

AT&T is operational and holds a 10 MHz E Block PCS license, a 10 MHz F Block PCS license, a 12 MHz B Block Lower 700 MHz license, and a 10 MHz C Block AWS license.

AT&T has applied to acquire QUALCOMM's 6 MHz Lower 700 MHz D Block license. Sprint is operational and holds a 30 MHz B Block PCS license, the 10 MHz G Block license, 18 MHz of ESMR spectrum, the WCS A Block, and the WCS B Block. T-Mobile is operational and holds 20 MHz of F Block AWS spectrum and a 20 MHz C Block PCS license. MetroPCS is also operational and holds 10 MHz of D Block AWS spectrum.

Clearwire owns or leases 73.5 MHz of BRS/EBS spectrum in Cass County. Other licensees in Cass County include Manifest Wireless with 6 MHz of E Block Lower 700 MHz spectrum, Aloha with 20 MHz of A Block AWS spectrum, Peoples Telephone Cooperative holds a 12 MHz C Block Lower 700 MHz license, and NextWave with 10 MHz of WCS spectrum in the C and D Blocks.