

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Spotlight Media Corporation, MCG PCS, INC., MCG PCS II, Inc., and MCG PCS of Indiana, Inc. (together, “Spotlight”) and Celco Partnership d/b/a Verizon Wireless (“Verizon Wireless,” and together with Spotlight, the “Applicants”) seek Federal Communications Commission (“Commission”) consent to the proposed assignment of the AWS-3 and PCS licenses listed below in Schedule A (the “Licenses”) from Spotlight to Verizon Wireless.

The proposed transaction involves only the assignment of AWS-3 and PCS spectrum; it does not include the transfer of customers or any network assets or facilities. There are no related international Section 214 or other wireless authorizations involved in the proposed transaction. The proposed transaction will provide Verizon Wireless with additional spectrum capacity, which will help it meet the demands of its customers for broadband wireless services in the markets covered by the Licenses (the “Markets”).

Spotlight currently provides service to a small number of subscribers, including Lifeline customers. Spotlight will provide advance 90-day, 60-day and 30-day notice to each of its customers prior to discontinuing operations in order to afford these customers sufficient time to transition to an alternate carrier, and will comply with all regulatory requirements for discontinuing service to any customers. Since Spotlight provides pre-paid service only, on a non-contract basis, its customers may change carriers at any time prior to closing without being subject to early termination fees.

The proposed transaction will have no adverse competitive effects. As shown in **Exhibit 2**, upon closing Verizon Wireless will hold 92-147 MHz in the Markets, which is well below the applicable spectrum screen. **Exhibit 3** depicts the current licensed providers in the Markets. As shown in Exhibit 3, multiple providers currently operate in the Markets and will continue to do so after closing. As a result, consumers will continue to have a variety of choices among providers that offer service within the Markets.

Verizon Wireless’s financial, technical, and legal qualifications to hold and control FCC licenses are matters of public record. Moreover, the proposed spectrum assignment will fully comply with the Commission’s rules, and will not require any rule waivers. The AWS-3 license included in this transaction was originally awarded with bidding credits within the last five years, and thus is subject to the Commission’s requirement governing licenses acquired by designated entities.¹ Because Verizon Wireless does not meet the eligibility criteria for a bidding credit, the Applicants will make any required unjust enrichment payment to the Commission for this license pursuant to Section 1.2111(b) of the Commission’s rules upon the consummation of the transaction.

For these reasons, the proposed transaction will serve the public interest, and the Applicants request prompt Commission approval.

¹ See 47 C.F.R. §§ 1.2110, 1.2111.

Schedule A

LICENSEE	CALL SIGN	MARKET NUMBER/NAME	FREQUENCY/ BLOCK
Spotlight Media Corporation	WQXK333	CMA205 Alexandria, LA	1755-1760 MHz 2155-2160 MHz AWS-3 G
Spotlight Media Corporation	KNLG725	BTA060 Buffalo-Niagara Falls, NY	1890-1895 MHz 1970-1975 MHz PCS F
Spotlight Media Corporation	KNLG727	BTA127 Elmira-Corning-Hornell, NY	1890-1895 MHz 1970-1975 MHz PCS F
Spotlight Media Corporation	KNLG728	BTA131 Erie, PA	1890-1895 MHz 1970-1975 MHz PCS F
Spotlight Media Corporation	KNLG730	BTA208 Ithaca, NY	1890-1895 MHz 1970-1975 MHz PCS F
Spotlight Media Corporation	KNLG731	BTA215 Jamestown, NY-Warren, PA- Dunkirk, NY	1890-1895 MHz 1970-1975 MHz PCS F
Spotlight Media Corporation	KNLG735	BTA330 Olean, NY-Bradford, PA	1890-1895 MHz 1970-1975 MHz PCS F
Spotlight Media Corporation	WQCS395	BTA043 Binghamton, NY	1902.5-1910 MHz 1982.5-1990 MHz PCS C1
Spotlight Media Corporation	WQCS396	BTA318 New Haven-Waterbury-Meriden, CT	1905-1910 MHz 1985-1990 MHz PCS C5
Spotlight Media Corporation	WQCS397	BTA328 Oil City-Franklin, PA	1890-1895 MHz 1970-1975 MHz PCS F
Spotlight Media Corporation	WQCS398	BTA412 Scranton-Wilkes Barre-Hazleton, PA	1905-1910 MHz 1985-1990 MHz PCS C5
Spotlight Media Corporation	WQHG455	BTA135 Evansville, IN	1905-1910 MHz 1985-1990 MHz PCS C5

LICENSEE	CALL SIGN	MARKET NUMBER/NAME	FREQUENCY/ BLOCK
Spotlight Media Corporation	WQHG456	BTA435 Stroudsburg, PA	1902.5-1910 MHz 1982.5-1990 MHz PCS C1
MCG PCS, INC.	KNLF926	BTA073 Charleston, WV	1890-1895 MHz 1970-1975 MHz PCS F
MCG PCS II, Inc.	WPTF728	BTA463 Watertown, NY	1902.5-1910 MHz 1982.5-1990 MHz PCS C1
MCG PCS of Indiana, Inc.	KNLG859	BTA203 Indiana, PA	1890-1895 MHz 1970-1975 MHz PCS F