

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Triangle Communication System, Inc. (“Triangle”), and Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless,” and together with Triangle, the “Applicants”) seek Federal Communications Commission (“Commission”) consent to the proposed assignment of the cellular and PCS licenses listed in Schedule A (the “Licenses”) in Montana (the “Markets”), from Triangle to Verizon Wireless. There are no related international Section 214 or other wireless authorizations involved in the proposed transaction.

The proposed transaction includes the assignment of the identified licenses and the 3G CDMA and LTE operating network, including network assets and facilities, associated with the Licenses in portions of four RSAs in Montana covered by the Licenses. While Verizon Wireless currently serves parts of these markets, the proposed transaction will expand Verizon Wireless’s coverage and service into other parts of the markets that Verizon Wireless does not currently serve. The proposed transaction also will provide Verizon Wireless with additional spectrum capacity, which will help it to meet demands of its customers for broadband wireless services in the Markets.

Post-closing, Verizon Wireless intends to upgrade at its own expense Triangle’s existing network assets and facilities to provide better service throughout the Markets. While Triangle’s LTE network is already built to Verizon’s specifications, Triangle’s CDMA service includes equipment manufactured by Huawei. Verizon Wireless does not use Huawei equipment in any of its network infrastructure and, among other things, will replace all Huawei equipment before integrating Triangle’s CDMA network into Verizon Wireless’s network. The proposed transaction thus advances the Commission’s and the federal government’s policy of removing Huawei equipment from U.S. communications infrastructure.

Until Verizon technicians have removed and replaced all Huawei equipment, Triangle’s management will continue to operate the CDMA network. To facilitate this transition and to allow for an orderly transition of service to customers, the Applicants intend to enter into a post-close lease back from Verizon Wireless to Triangle. The post-closing lease will last for approximately one year after the consummation of the transaction and is co-terminus with a transition services agreement between Triangle and Verizon Wireless.

Triangle customers will be given advance notice of the proposed transaction. Triangle will advise its approximately 3,000 customers of the sale to Verizon Wireless in the affected markets and release its customers from their service contracts. Customers will be informed they may obtain service from Verizon Wireless or other available wireless service providers. Specifically, Triangle will advise its customers via both a letter to the customer’s address of record and updates to Triangle’s website of the sale to Verizon Wireless. Triangle’s customers will be informed that upon closing, they will have 6 months (the “Transition Period”) to choose to obtain service with Verizon Wireless or from other wireless service providers. During the Transition Period, Triangle will continue to send multiple communications to the impacted

customers that will include information regarding the transaction and a timeline by which customers must select one of those options, and as well contact information for customer service representatives who can help talk through customer options.

As an inducement, Verizon Wireless will offer varied special incentives to Triangle customers on certain Verizon Wireless products or services that will generally be more attractive than what is otherwise available through other Verizon Wireless promotional channels. Since Verizon Wireless and Triangle use the same technology platform, the vast majority of Triangle customers will be able to retain their current mobile device if they choose to move to Verizon Wireless. For those customers that choose to move to Verizon Wireless but cannot retain their existing device, Verizon Wireless will provide them with special offers to facilitate their transition to Verizon Wireless. Customers also may attempt to activate their existing devices on compatible networks of other carriers. Nonetheless, all current Triangle customers will be able to operate on Triangle's network or that of its roaming partners throughout the Transition Period to allow the customers to transfer their service to any wireless service provider of their choosing.

The proposed transaction will have no adverse competitive effects. As shown in **Exhibit 2**, upon closing Verizon Wireless will hold 137-197 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.

In addition, while the proposed transaction will cause Verizon Wireless to exceed the threshold for below 1 GHz in two counties, it will not have an anticompetitive effect as there are multiple alternative providers with significant amounts of below 1 GHz spectrum. Specifically, Verizon Wireless will hold 72 MHz of below 1 GHz spectrum, just 4 MHz above the below 1 GHz threshold, in the Montana counties of Phillips and Valley after close. In both of these counties, however, there are two other wireless carriers with between 47 MHz and 66 MHz of below 1 GHz spectrum. Triangle also will retain its 600 MHz and lower 700 MHz spectrum in all of the Markets. In the other six counties where cellular spectrum is being assigned, Verizon Wireless and Triangle already share the cellular B block. Verizon Wireless's spectrum aggregation will not change in those counties as a result of this transaction.

Verizon Wireless's financial, technical, and legal qualifications to hold and control FCC licenses are matters of public record. And the proposed spectrum assignment will fully comply with the Commission's rules, and will not require any rule waivers. The licenses were not obtained through an auction during the preceding five years, and the transaction will not result in any requirement that the Applicants pay unjust enrichment to the Commission.

As the proposed transaction will improve service to customers in these Markets, eliminate Huawei equipment from communications infrastructure in these Markets, and not result in any adverse competitive effects, the Parties respectfully request that the Commission promptly grant the application.

Schedule A

CALL SIGN	MARKET AREA NUMBER/NAME	FREQUENCY/ BLOCK
KNKQ433	CMA524 Montana 2-Toole	835-845 MHz 880-890 MHz 846.5-849 MHz 891.5-894 MHz Cellular B
KNKQ439	CMA525 Montana 3-Phillips	835-845 MHz 880-890 MHz 846.5-849 MHz 891.5-894 MHz Cellular B
WPON365	BTA041 Billings, MT	1890-1895 MHz 1970-1975 MHz PCS F
WPON366	BTA171 Great Falls, MT	1890-1895 MHz 1970-1975 MHz PCS F
WPYW687	BTA171 Great Falls, MT	1890-1895 MHz 1970-1975 MHz PCS F