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FEDERAL TRADE
COMMISSION
MERGER NOTIFICATION
OFFICE

2000 FEB 16 A @ 33

February 15, 2000

VIA FACSIMILE

Ms. Nancy Ovuka
Bureau of Competition
Federal Trade Commission
Room 303
6th & Pennsylvania Avenue, N.W.
Washington, DC 20580

Dear Ms. Ovuka:

This will memorialize our conversation on February 15, 2000 in which you confirmed that 16 CFR § 802.5 would be applicable in the following transaction:

Company A intends to sublease [redacted] from Company B. Company A is not a telecommunications carrier, but rather is in the business of owning, leasing and managing towers on which third-party telecommunication carriers can place their cellular and other telecommunications equipment. Company A will not use the towers to run its own broadcasting or telecommunications business.

I trust that the foregoing accurately reflects the views of the Merger Notification Office. Please feel free to call me if I have misunderstood your advice. Thank you.

Sincerely,

[redacted signature]

Enc

[redacted]