

802.1(d)

**Verne, B. Michael**

**From:** [Redacted]  
**Sent:** Monday, April 07, 2014 5:51 PM  
**To:** Verne, B. Michael; Walsh, Kathryn  
**Subject:** 802.1(d)(1)

Mike and Kate,

I am writing to seek confirmation that the transaction described below is exempt from HSR requirements.

Our client, a private equity firm, proposes to acquire from Company A (a telecommunications carrier) certain FCC spectrum licenses.

- Upon closing of the acquisition, our client will enter into a lease agreement providing for a long-term lease of the majority of the FCC licenses to Company B (a telecommunications carrier).
- The remainder of the FCC licenses to be acquired from Company A and not leased to Company B is valued at less than \$50 million (as adjusted). Our client will not operate this portion, but will hold this portion as well solely for the purpose of leasing or resale to operating entities not within our client, with those entities to be determined in the future.
- Our client, Company A, Company B and the potential lessees or purchasers of the remainder of the leases are separate persons. The FCC licenses do not comprise an "operating unit" as defined in Rule 802.1(a) because they are not "assets that were operated by the acquired person as a business undertaking in a particular location or for particular products or services". The FCC spectrum licenses, which have a useful life greater than one year, are being acquired and will be held by our client solely for the purpose of leasing or resale to entities not within our client.

I believe the proposed transaction should be exempt under Rule 802.1(d)(1) since it satisfies all the conditions of that exemption. Do you agree?

Thank you in advance.

Best regards,

[Redacted]

AGREE -  
BMW  
4/8/14

[Redacted]

KW CONCERN

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