

DESCRIPTION OF THE TRANSACTION AND REQUEST FOR IMMEDIATE APPROVAL

Pursuant to Section 1.948 of the Federal Communications Commission's ("FCC" or "Commission") rules,¹ FCA US LLC ("FCA") seeks Commission approval of a transfer of control of all active licenses held by FCA.² The transfer of control will occur as a result of a merger between Fiat Chrysler Automobiles N.V. ("Fiat Chrysler"), FCA's current ultimate corporate parent, and Peugeot S.A. ("Peugeot"), pursuant to which Peugeot will merge with and into Fiat Chrysler³ to create the fourth largest global automotive original equipment manufacturer by volume.⁴ Therefore, the public shareholders of Fiat Chrysler will transfer control of FCA to the public shareholders of the newly merged entity, which will be renamed effective the day immediately following consummation of the merger.⁵ Following the merger, no single shareholder will exercise control of the newly merged Fiat Chrysler through shareholder or voting interests. Although the identity of FCA's ultimate corporate parent will not change as a result of the merger, the public shareholder base of FCA's ultimate corporate parent will change to include previous public shareholders of Peugeot. Therefore, out of an abundance of caution, FCA is filing the instant application for Commission approval.

Pursuant to the instructions in the online Form 703, FCA and Fiat Chrysler clarify that Aaron Schwaderer certified the transfer of control application as an authorized employee of the licensee corporation and authorized representative for the transferee corporation.

FCA requests that the FCC approve the application pertaining to its private wireless licenses pursuant to its immediate approval procedures described in Section 1.948(j)(2).⁶ To comply with the rule's requirements, FCA certifies that:

- (1) FCA's licenses do not involve spectrum that may be used to provide interconnected mobile voice or data services and that would, if transferred, create a geographic overlap

¹ See 47 C.F.R. § 1.948.

² Under its FRN (0018798413), FCA currently holds 140 private wireless licenses for internal business use. See ULS File No. 0009013617, FCC Form 603 at 10-17. FCA also holds two experimental licenses. See Call Signs WK2XBR and WK2XKP. Because the private wireless and experimental licenses are not broadcast, common carrier, or aeronautical licenses, their transfer does not implicate foreign ownership restrictions under Section 310(b) of the Communications Act, as amended. See 47 U.S.C. § 310(b) (limiting foreign ownership of broadcast, common carrier, aeronautical en route, and aeronautical fixed radio station licenses).

³ After the merger closes, the separate corporate existence of Peugeot will cease. Fiat Chrysler will continue as the sole surviving corporation.

⁴ As measured by 2018 calendar year data.

⁵ Pursuant to the combination agreement, Fiat Chrysler and Peugeot will decide upon a new name for the merged entity. At the time of this filing, the parties had not agreed on the new name. FCA intends to notify the Commission of the new name once it is decided.

⁶ See 47 C.F.R. § 1.948(j)(2).

with spectrum in any licensed Wireless Radio Service (including the same service) in which the proposed transferee already holds a direct or indirect interest of 10% or more, either as a licensee or a spectrum lessee, and that could be used by the assignee or transferee to provide interconnected mobile voice or data services;⁷

- (2) FCA is not a designated entity or an entrepreneur subject to unjust enrichment requirements or transfer restrictions under applicable FCC rules;⁸
- (3) The transfer of control does not require a waiver of (or a declaratory ruling pertaining to) any applicable FCC rule;⁹ and
- (4) There is no pending issue as to whether FCA's licenses are subject to revocation, cancellation, or termination by the Commission.¹⁰

Since the application is sufficiently complete, contains all necessary information and certifications, and payment of the requisite fees will be made, FCA requests that the Commission process the applications according to the immediate approval requirements of Section 1.948(j)(2)(ii).¹¹

⁷ See 47 C.F.R. § 1.948(j)(2)(i)(A).

⁸ See 47 C.F.R. § 1.948(j)(2)(i)(B).

⁹ See 47 C.F.R. § 1.948(j)(2)(i)(C).

¹⁰ See *id.*

¹¹ See 47 C.F.R. § 1.948(j)(2)(ii).