

## DESCRIPTION OF TRANSACTION, PUBLIC INTEREST STATEMENT & REQUEST FOR WAIVER

Nokia Solutions and Networks US LLC (“Nokia Solutions”) and Nokia of America Corporation (“Nokia of America”), both wholly-owned indirect subsidiaries of Nokia Oyj (“Nokia Corporation,” collectively with Nokia Solutions and Nokia of America, the “Applicants”), hereby seek Federal Communications Commission (“Commission”) consent, *nunc pro tunc*, for the *pro forma* assignment from Nokia Solutions to Nokia of America of five experimental licenses (“the Licenses”).<sup>1</sup> The Licenses are described in more detail in Exhibit 2.

### Description of Transaction

On January 1, 2018, Nokia Solutions was merged into Alcatel-Lucent USA Inc. (“Alcatel-Lucent”) and was eliminated. Concurrently, Alcatel-Lucent changed its name to Nokia of America.<sup>2</sup> As a result, Nokia of America now holds the Licenses formerly held by Nokia Solutions. Both Nokia Solutions and Nokia of America were/are indirect wholly-owned subsidiaries of and were/are controlled by Nokia Corporation. This transaction does not change the ultimate ownership or control of the spectrum as Nokia Corporation has continued to control the Licenses both before and after the assignment. Accordingly, the transaction is *pro forma* in nature. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”<sup>3</sup>

### Waiver Request

Pursuant to Section 1.3 of the Commission’s rules, the Applicants seek a waiver of the Commission’s rules, including Section 5.79, to the extent necessary to allow acceptance and grant of the application *nunc pro tunc* relating back to the effective date of the assignment on January 1, 2018. Due to an administrative oversight, the Applicants did not file an assignment application for this transaction prior to its occurrence. The oversight arose in the context of restructuring following a broader merger between Nokia Corporation and Alcatel Lucent SA in 2016 (“Merger”). Following the Merger, two U.S. operating companies – Nokia Solutions and Nokia of America – existed for a period of time while certain procedures and systems (such as payroll and procurement) were able to be integrated without disruption. Once these administrative tasks were completed, the integration of Nokia Solutions and Nokia of America moved forward, with Nokia Solutions ultimately merging into Nokia of America on January 1, 2018. The Applicants inadvertently failed to seek Commission consent to this *pro forma*

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<sup>1</sup> In addition to the instant wireless filings, the Applicants will concurrently be filing *pro forma* assignment applications related to the assignment of certain wireless licenses with the Wireless Telecommunications Bureau. See ULS File Nos. [Insert].

<sup>2</sup> For the avoidance of doubt, Alcatel-Lucent’s change in name to Nokia of America was a name change only; there was no change in corporate form.

<sup>3</sup> See *Forbearance Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, 6295 (1998) (“*Forbearance Order*”).

assignment.<sup>4</sup> Upon discovering the oversight, the Applicants investigated and took steps to prepare and file the instant applications.

Section 1.3 of the Commission's rules provides that the Commission may grant a request for waiver for good cause shown. The Commission typically grants a waiver where the particular facts make strict compliance inconsistent with the public interest or where the underlying purpose of the rules would be frustrated by application to the instant case.<sup>5</sup> The applicants submit that these standards have been met in this case.

First, the application seeks the Commission's consent for the assignment *nunc pro tunc*. The transaction described herein did not constitute a substantial assignment because Nokia Corporation retained ultimate control of the Licenses both before and after the transaction. In these kinds of situations, "grant of the application is deemed presumptively in the public interest."<sup>6</sup> Thus, grant of the instant application again would not frustrate the underlying purposes of the relevant rules.

Second, waiver of Section 5.79 and *nunc pro tunc* consent to the assignment of the Licenses would be consistent with Commission precedent. The Commission has previously granted waiver requests in situations such as this, where a licensee inadvertently failed to timely seek Commission consent and/or provide notification of a *pro forma* assignment.<sup>7</sup> It should do so here too.

Third, absent issuance of a waiver, the Applicants have "no reasonable alternative" to update the Commission's records to reflect the assignment. Granting the waiver will serve the public interest by helping ensure the ongoing accuracy of the Commission's records.

Finally, the filing oversight was inadvertent and the applicants have come forward voluntarily to disclose and correct the situation. Furthermore, Nokia of America has taken steps to institute internal procedures to ensure that this type of oversight will not occur in the future. The Applicants regret any inconvenience this oversight may have caused the Commission and its staff.

For the reasons set forth above, the parties respectfully request that the Commission grant the necessary approvals to permit the *pro forma* assignment of the Licenses.

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<sup>4</sup> In addition, the Applicants note that in some cases, post-transaction, new experimental licenses were inadvertently obtained listing Nokia Solutions as the licensee.

<sup>5</sup> *N.E. Cellular Tel. Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990).

<sup>6</sup> *Forbearance Order* at ¶ 2.

<sup>7</sup> *See, e.g.*, ULS File Nos. 0009317569, 0007288954.