

**DESCRIPTION OF TRANSACTION
AND PUBLIC INTEREST STATEMENT**

Teza Services LLC (“Seller”) and Virtu Financial Operating LLC (“Buyer”) hereby seek the consent of the Federal Communications Commission (“FCC” or “Commission”) to the transfer of control of the FCC licenses held by (i) National Tower Company LLC (“National Tower”) and (ii) Services Development Company LLC (“SDC,” and together with National Tower, the “Licensee Companies”) from Seller to Buyer.¹ The Licensee Companies hold 108 private operational fixed microwave licenses, a millimeter wave 70/80/90 GHz service license and an experimental authorization (the “FCC Licenses”), as identified in Attachment A to this exhibit.²

Buyer intends to acquire indirectly through a 100% wholly owned subsidiary, BlueLine Comm LLC, all of the outstanding equity interests of the Licensee Companies held by Seller. Upon grant of this application and consummation of the transaction, Buyer will indirectly own and control the FCC Licenses and the communications networks constructed by the Licensee Companies associated with the FCC Licenses (the “Communications System”). Buyer intends to integrate the Communications System with its own operational communications network (“Buyer’s Network”) to facilitate the efficient construction and deployment of that network and to better meet its business communications needs, thereby serving the public interest, convenience and necessity.

Under Section 310(d) of the Communications Act of 1934 (the “Act”), as amended, the Commission will approve the transfer of control of licenses where “the public interest, convenience and necessity will be served thereby.”³ The Commission has determined that transfer applications that make a *prima facie* showing that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.⁴ This application meets this standard.

¹ Buyer is concurrently filing transfer of control applications for the wireless licenses held by National Tower and the experimental authorization held by SDC.

² Although not directly relevant to the FCC process, SDC also holds and is transferring control of a number of foreign authorizations to conduct similar experimental tests. Attachment A also lists Seller’s applications pending before the Commission.

³ 47 U.S.C. § 310(d); *see also Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC and Cox TMI, LLC For Consent To Assign AWS-1 Licenses*, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698 ¶ 28 (2012).

⁴ *See, e.g., Tele-Communications, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd 3160 ¶¶ 15-16 (1999); *Ameritech Corp. and SBC Communications, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 14712 ¶¶ 52-54 (1999).

Buyer's proposed purchase of the Communications System is *prima facie* in the public interest. Moreover, the proposed transfer of control does not violate the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act.

Although some of the FCC Licenses have not yet been constructed, the Commission's rules permit the transfer of unconstructed licenses where such sale is incidental to the sale of other facilities.⁵ The transfer of control of the unconstructed FCC Licenses held by National Tower is part of a larger transaction involving the sale of Seller's entire Communications System and associated business to Buyer. The business being acquired by Buyer includes, in addition to the FCC Licenses, other licenses granted by foreign jurisdictions, tower leases, communications equipment, services agreements, intellectual property, research and development, and the transfer of the staff responsible for building and operating the networks.

Moreover, Seller has made substantial progress on the construction of and continued optimization of the Communications System since it was initially licensed approximately three years ago.⁶ Specifically, of the 108 private operational fixed microwave licenses held by National Tower, 32 licenses (~30%) are fully constructed and 9 licenses (~8%) are partially constructed. Seller has also constructed one path associated with the millimeter wave 70/80/90 GHz service license. The constructed links include a complete microwave system connecting Illinois to New Jersey. Further, Seller has operated and used the completed portion of the Communications System for more than 2½ years already, demonstrating that Seller did not obtain the FCC Licenses for the principal purpose of selling them.

Indeed, Seller has spent millions of dollars on the construction of the Communications System, which includes engineering and equipment costs, lease payments, and consulting fees. In fact, the amount invested by Seller in the

⁵ See 47 C.F.R. § 101.55(a), (d); see also *Applications of Cellco Partnership d/b/a Verizon Wireless and AT&T, Inc. For Consent to Assign or Transfer Control of Licenses and Authorizations and Request for Declaratory Ruling on Foreign Ownership*, 25 FCC Rcd 10985 ¶ 83 (WTB 2010) ("AT&T Order") ("unconstructed ... facilities may be transferred where the transfer is incidental to a sale of other facilities or merger of interests"); *Application of Pitt Power LLC and xWave Engineering LLC for Consent to Transfer Control of Licenses*, File No. 0006904860 (consented to Dec. 2, 2015) (approving the assignment of 41 licenses, including 39 unconstructed microwave licenses); *Application of Spectrum Networks, Inc. and WaveDivision Holdings LLC for Consent to Transfer Control of Licenses*, File No. 0005872512 (consented to Aug. 15, 2013) (approving the transfer of control of 18 licenses, including 7 unconstructed microwave licenses).

⁶ Although not directly relevant for purposes of the analysis pursuant to 47 C.F.R. § 101.55, SDC has also begun the testing authorized pursuant to its experimental license and recently submitted a confidential progress report. See SDC Progress Report, Call Sign WH2XVO (filed October 24, 2016).

Communications System far exceeds the purchase price for the Licensee Companies to be paid by Buyer, thus eliminating any concern that Seller may be trafficking in licenses.⁷

The list of FCC Licenses in Attachment A is intended to include all of the licenses and applications that the Licensee Companies currently hold or have on file. Additionally, the Licensee Companies may hereafter file additional requests for authorizations for new or modified facilities associated with the Communications System, and those requests may be granted before or after the Commission takes action on this application. Accordingly, Buyer and Seller request that Commission approval of this application include authority for Seller to transfer to Buyer indirect control of: (1) any FCC authorization granted to National Tower or SDC during the pendency of the subject transaction prior to closing; and (2) any application submitted by National Tower or SDC, which is pending at the time the proposed transfer is consummated. Such action would be consistent with prior decisions of the Commission.⁸

⁷ See 47 C.F.R. § 101.55(d)(3)(consideration must reflect fair market value of the facilities); see also AT&T Order ¶ 82 (rule section 101.55 is designed to “balance the public interest in liberal transferability of licenses with a means to deter insincere applicants from speculation on unbuilt facilities”) (quoting *Year 2000 Biennial Regulatory Review – Amendment of Part 22 of the Commission’s Rules to Modify or Eliminate Outdated Rules Affecting the Cellular Radiotelephone Service and Other Commercial Mobile Radio Services*, Report and Order, 17 FCC Rcd 18401 ¶ 72 (2002)).

⁸ See, e.g., *Sprint Nextel Corporation and Clearwire Corporation*, Memorandum Opinion and Order, 23 FCC Rcd 17570 ¶ 105 (2008); *NYNEX Corp. and Bell Atlantic Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985 ¶ 247 (1997); *Craig O. McCaw and American Telephone & Telegraph*, Memorandum Opinion and Order, 9 FCC Rcd 5836 ¶ 137 n.300 (1994).

Attachment A – FCC Licenses and Pending Applications

	Call Sign	Licensee	Radio Service
1	<u>WQUV915</u>	National Tower Company LLC	MM (Millimeter Wave 70/80/90 GHz Service)
2	<u>WQRK995</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
3	<u>WQRK997</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
4	<u>WQRK999</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
5	<u>WQRL658</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
6	<u>WQRL665</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
7	<u>WQRL668</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
8	<u>WQRL670</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
9	<u>WQRL671</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
10	<u>WQRL672</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
11	<u>WQRL673</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
12	<u>WQRL674</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
13	<u>WQRL675</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
14	<u>WQRL676</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
15	<u>WQRL678</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
16	<u>WQRL679</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
17	<u>WQRL680</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
18	<u>WQRL681</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
19	<u>WQRL757</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
20	<u>WQRL768</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
21	<u>WQRL769</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
22	<u>WQRL770</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
23	<u>WQRL785</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
24	<u>WQRL786</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
25	<u>WQRL787</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
26	<u>WQRL793</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
27	<u>WQRL794</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
28	<u>WQRL796</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
29	<u>WQRL804</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
30	<u>WQRL806</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
31	<u>WQRL807</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
32	<u>WQRL809</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)

	Call Sign	Licensee	Radio Service
33	<u>WQRL812</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
34	<u>WQRL815</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
35	<u>WQSH914</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
36	<u>WQUT567</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
37	<u>WQUT569</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
38	<u>WQUT571</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
39	<u>WQVT930</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
40	<u>WQVY398</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
41	<u>WQWE590</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
42	<u>WQWE952</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
43	<u>WQWH650</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
44	<u>WQWH983</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
45	<u>WQWH995</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
46	<u>WQWI211</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
47	<u>WQWI212</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
48	<u>WQWI213</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
49	<u>WQWI398</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
50	<u>WQWI400</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
51	<u>WQWI401</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
52	<u>WQWI402</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
53	<u>WQWI403</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
54	<u>WQWI404</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
55	<u>WQWI405</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
56	<u>WQWI410</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
57	<u>WQWI418</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
58	<u>WQWI467</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
59	<u>WQWI620</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
60	<u>WQWK575</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
61	<u>WQWK578</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
62	<u>WQWK590</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
63	<u>WQWK591</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
64	<u>WQWM296</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
65	<u>WQWM300</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
66	<u>WQWM302</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)

	Call Sign	Licensee	Radio Service
67	<u>WQWY722</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
68	<u>WQWZ664</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
69	<u>WQWZ666</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
70	<u>WQWZ669</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
71	<u>WQWZ726</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
72	<u>WQWZ727</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
73	<u>WQXK964</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
74	<u>WQXK968</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
75	<u>WQXL490</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
76	<u>WQXL765</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
77	<u>WQXL766</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
78	<u>WQXL768</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
79	<u>WQXM624</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
80	<u>WQXM625</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
81	<u>WQXP811</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
82	<u>WQXP812</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
83	<u>WQXP814</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
84	<u>WQXP815</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
85	<u>WQXP816</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
86	<u>WQXP817</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
87	<u>WQXS822</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
88	<u>WQXS829</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
89	<u>WQXS832</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
90	<u>WQXS839</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
91	<u>WQXS842</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
92	<u>WQXS847</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
93	<u>WQXS850</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
94	<u>WQXS851</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
95	<u>WQXS853</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
96	<u>WQXS854</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
97	<u>WQXS855</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
98	<u>WQXS860</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
99	<u>WQXS869</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
100	<u>WQXS872</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)

	Call Sign	Licensee	Radio Service
101	<u>WQXS889</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
102	<u>WQXU495</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
103	<u>WQXU496</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
104	<u>WQXU498</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
105	<u>WQXU499</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
106	<u>WQXU500</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
107	<u>WQYE288</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
108	<u>WQYF903</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
109	<u>WQYG874</u>	National Tower Company LLC	MG (Microwave Industrial/Business Pool)
110	<u>WH2XVO</u>	Services Development Company LLC	Experimental License

Pending FCC Applications

There are no pending applications.