

December 20, 2013

Mr. John Carlin
Acting Assistant Attorney General
National Security Division
US Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530
ttelecom@usdoj.gov

Ms. Teri Takai
Department of Defense Chief Information Officer
c/o Mr. Mitchell Komaroff
Director, Trusted Mission Systems and Networks
6000 Defense Pentagon, Room 3D1048
Washington, DC 20301-6000
teamtelecom@osd.mil

Mr. David Heyman
Assistant Secretary
Office of Policy
U.S. Department of Homeland Security
245 Murray Lane, SW
Mail Stop: 0445
Washington, D.C. 20528
Ip-fcc@hq.dhs.gov

Re: Pending application by AB License Co. LLC.

FCC File Number: ISP-PDR-20130702-00002.

Dear Mr. Carlin, Ms. Takai, & Mr. Heyman,

This Letter of Assurances outlines the commitments being made by AB License Co LLC (“AB License”), a wholly-owned subsidiary of AB Spectrum LLC, to the U.S. Department of Justice (“DOJ”), the U.S. Department of Defense (“DOD”) and U.S. Department of Homeland Security (“DHS”), (“the USG Parties”) in order to address national security, law enforcement, and public safety concerns raised with regard to AB License’s petition for declaratory ruling to the Federal Communications Commission (“FCC”)¹ asking the FCC to allow AB License to exceed the 25% statutory benchmark set forth in section 310(b)(4) of the Communications Act of 1934, as amended, in connection with ten A-Block 700 MHz licenses, seven licenses under a pending

¹ AB License Co LLC, *Petition for Declaratory Ruling*, File No. ISP-PDR-20130702-00002 (filed July 2, 2013).

application seeking FCC consent to assign licenses from Cox TMI Wireless, LLC, to AB License,² and three licenses that have already been transferred to AB License.³

Within seven (7) business days of the execution of this Letter of Assurances, AB License shall provide the USG Parties with a list of all Telecommunications Network Equipment currently deployed, or intended to be deployed, on its telecommunications network, including but not limited to: hardware, software, and network management equipment or applications. In the event that the USG Parties object to specific Telecommunications Network Equipment, the USG Parties shall notify AB License in writing within 7 business days of confirmation of receipt of the Telecommunications Network Equipment list from AB License. Any such Telecommunications Network Equipment shall be referred to as “Objectionable Telecommunications Network Equipment.” AB License agrees that Objectionable Telecommunications Network Equipment shall not be connected in any manner to any network or facilities operated by AB License, or any other entity on its behalf, and that such Objectionable Telecommunications Network Equipment shall not be used to provide any telecommunications services to any entity in connection with AB License’s telecommunications network and facilities.

After the initial Telecommunications Network Equipment list provided in connection with the execution of this Letter of Assurances, AB License shall, on an annual basis, provide an updated list to the USG parties for review and non-objection. In the event the USG Parties object in writing within thirty (30) days to Telecommunications Network Equipment included on the updated list, any such equipment shall be treated as Objectionable Telecommunications Network Equipment. In the event that AB License plans to deploy any new Telecommunications Network Equipment (i.e. Telecommunications Network Equipment that has not previously been identified in a list provided to the USG Parties), it shall notify the USG Parties at least thirty (30) days in advance of proposed deployment. In the event the USG Parties object in writing within thirty (30) days to proposed Telecommunications Network Equipment, any such equipment shall be treated as Objectionable Telecommunications Network Equipment for purposes of this Letter of Assurances and handled in the same manner as set forth above.

Upon execution of this Letter of Assurances, AB License agrees to designate and maintain a Security Officer, and to provide the USG Parties with personally identifiable information for the designee. The Security Officer will be responsible for serving as a point of contact within the United States with the authority and responsibility for overseeing AB License’s compliance with this Letter of Assurances. In the event that the USG Parties object to the proposed Security Officer, the USG Parties shall notify AB License in writing within thirty (30) days. AB License will notify the USG Parties of any change in the Security Officer within five (5) days of such change. In the event that the USG Parties object to the proposed change, the USG Parties shall notify AB License in writing within thirty (30) days. AB License shall cooperate with any request by a U.S. Government authority that a background check or security clearance process be completed for a designated Security Officer. The Security Officer shall be responsible for

² See ULS File No. 0005839036 (seeking to transfer Call Signs WQIZ534, WQIZ535, WQIZ536, WQIZ537, WQIZ538, WQIZ539, and WQIZ547 to AB License).

³ See ULS File No. 0005844557 (transferring Call Signs WQIZ544, WQIZ545, and WQIZ546 to AB License).

certifying annually to the USG Parties that AB License is compliant with the terms of the Letter of Assurances.

AB License agrees that upon reasonable notice, the USG Parties may visit AB License's facilities and offices, or those operated on its behalf, to conduct on-site reviews concerning the implementation of the terms of this Letter of Assurances and may require unimpeded access to information concerning technical, physical, management, or other security measures to verify compliance with the terms of this Letter of Assurances. AB License will negotiate in good faith to resolve any national security, law enforcement, or public safety concerns the USG Parties may raise with respect to the AB License Telecommunications Network Equipment, or security practices.

Notices under this Letter of Assurances to the USG Parties will be provided as follows:

U.S. Department of Homeland Security
Office of Policy
Attn: Shawn Cooley, Director – Foreign Investment Risk Management
245 Murray Lane S.W.
Mail Stop: 0445
Washington, D.C. 20528

Ms. Teri Takai
Department of Defense Chief Information Officer
c/o Mr. Mitchell Komaroff
Director, Trusted Mission Systems and Networks
6000 Defense Pentagon, Room 3D1048
Washington, DC 20301-6000
teamtelecom@osd.mil

Assistant Attorney General for National Security
National Security Division
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, DC 20530
Attn.: Team Telecom, Foreign Investment Review Staff

Courtesy electronic copies of all notices and communications should also be sent to the following: Mark McConnell of the DOJ/NSD/FIRS (at mark.mcconnell@usdoj.gov), to Jonathan Frenkel of the FBI (at jonathan.frenkel@ic.fbi.gov), to DOD at teamtelecom@osd.mil, and to DHS at ip-fcc@hq.dhs.gov


AB License agrees that in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, USG Parties may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to AB License or any successors-in-interest. Nothing herein shall be construed to be a waiver by AB License of, or limitation on, its right to oppose or

comment on any such request. Nothing in this letter is intended to excuse AB License from its obligations to comply with any and all applicable legal requirements and obligations, including any and all applicable statutes, regulations, requirements, or orders.

AB License understands that, upon execution of this letter by an authorized representative or attorney for AB License, USG Parties shall notify the FCC that the USG Parties have no objection to the FCC's grant of AB License's pending application.

Sincerely,

/s/



Monish Kundra, Authorized Signatory for
AB Spectrum LLC, sole member of AB License Co
LLC