

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

Application of:	)	
	)	
SAAS License, LLC	)	File No.
	)	
Petition for Declaratory Ruling Under Section	)	
310(b)(4) of the Communications Act, as	)	
Amended To Permit Indirect Foreign Investment	)	
Above 25 Percent	)	

**PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4)  
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

SAAS License, LLC (“SAAS” or “Applicant”) seeks a Declaratory Ruling (“Petition”) under Section 310(b)(4) of the Communications Act of 1934, as amended (the “Act”), in connection with its Auction No. 97 short form application.<sup>1</sup> SAAS’s original short form filing did not implicate a Petition for Declaratory Ruling under Section 310(b) because the original ownership described in the application was comprised entirely of citizens of the United States.<sup>2</sup> However, SAAS has recently concluded an agreement through which funds associated with KKR & Co. L.P. (“KKR & Co.”) will invest in SAAS in order to help fund SAAS’s participation in Auction No. 97. Because certain investment funds and investors in the KKR investment

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<sup>1</sup> The procedures for Auction No. 97 provide that “[a]n applicant must certify in its short-form application that, as of the deadline for filing a short-form application to participate in Auction 97, the applicant either is in compliance with the foreign ownership provisions of section 310 or has filed a petition for declaratory ruling requesting Commission approval to exceed the applicable foreign ownership limit or benchmark in section 310(b) that is pending before, or has been granted by, the Commission,” “Auction Of Advanced Wireless Services (AWS-3) Licenses Scheduled For November 13, 2014—Notice And Filing Requirements, Reserve Prices, Minimum Opening Bids, Upfront Payments, And Other Procedures For Auction 97,” FCC Public Notice, AU Docket No. 14-78 (July 23, 2014) at ¶74. This Petition is being filed contemporaneously with the minor modification to SAAS’s Form 175 in Auction No. 97 to reflect the KKR investment. See 47 C.F.R. §§ 1.65, 1.2505(b)(3).

<sup>2</sup> SAAS is wholly owned and controlled by SAAS Holdings, LLC (“SAAS Holdings”), a Delaware limited liability company that is, in turn, wholly owned and controlled by SAAS Management, LLC (“SAAS Management”). SAAS Management is also a Delaware limited liability company, and is wholly owned and controlled by Sanjiv Ahuja and Arun Sarin, both of whom are U.S. citizens.

vehicles are domiciled outside of the United States, SAAS has filed this Petition to seek a determination that such ownership is consistent with the Act and in the public interest.

In addition, pursuant to the FCC's recently released foreign ownership rules,<sup>3</sup> SAAS requests that the Commission's declaratory ruling include the following authority:

1. This declaratory ruling should include all of SAAS's subsidiaries and affiliates, whether existing at this time or formed or acquired subsequently;
2. KKR & Co. should be permitted to introduce new, non-U.S.-organized companies into its vertical ownership chain as long as the new non-U.S.-organized company is under 100 percent common ownership and control;
3. This declaratory ruling should include all services to which Section 310(b) applies and all geographic areas.

## **I. BACKGROUND**

Since the SAAS Form 175 was filed for SAAS to participate in Auction No. 97, an affiliate of KKR & Co. and SAAS entered into an agreement dated as of October 15, 2014, by which KKR Wave Aggregator L.P. ("KKR Wave"), a partnership controlled by an affiliate of KKR & Co., will acquire an approximate 99 percent equity interest (considered on a fully diluted basis) in SAAS Holdings, the parent of SAAS (hereinafter, the "KKR Transaction"). KKR Wave will not have any voting interest in SAAS Holdings or SAAS and will have only limited shareholder protection rights, consistent with the Commission's foreign ownership insulation requirements.<sup>4</sup> By this Petition, SAAS seeks authority for KKR Wave to have an indirect ownership interest in SAAS in excess of the 25 percent statutory benchmark pursuant to Section

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<sup>3</sup> *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 5741 (2013) ("2013 Foreign Ownership Order"); *see also* 47 C.F.R. § 1.990 *et seq.*

<sup>4</sup> *See* 47 C.F.R. § 1.993; 2013 Foreign Ownership Order at ¶123 and n.324.

310(b)(4) of the Act.<sup>5</sup> As described more fully below, the foreign ownership in SAAS as a result of the KKR Transaction would serve the public interest.

SAAS is and will remain a wholly owned subsidiary of SAAS Holdings, a Delaware limited liability company. SAAS Holdings is controlled by SAAS Management, a Delaware limited liability company, which holds 100 percent of the voting rights and approximately 1 percent of the equity of SAAS Holdings on a fully diluted basis.<sup>6</sup> The sole Co-Managing Members of SAAS Management are Sanjiv Ahuja and Arun Sarin, both U.S. Citizens and seasoned former telecommunications executives. Messrs. Ahuja and Sarin thus exercise 100 percent indirect *de jure* and *de facto* control over SAAS through their control of SAAS Management.

Pursuant to the KKR Transaction, KKR Wave will acquire an approximate 99 percent economic interest in SAAS Holdings, although it will have no voting rights and will be insulated. KKR Wave will therefore have an approximate 99 percent indirect equity interest in SAAS. Because the foreign ownership attribution rules provide that an investor's "voting interest will be calculated as equal to its equity interest in the U.S. parent,"<sup>7</sup> KKR Wave anomalously will be attributed with a 99 percent voting interest in SAAS, even though 100 percent of the voting rights in SAAS are actually controlled by Messrs. Ahuja and Sarin.

KKR Wave is owned and controlled by KKR North America Fund XI (Wave) L.P. ("KKR NAXI (Wave)"). KKR NAXI (Wave) is the sole member of KKR Wave Aggregator GP

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<sup>5</sup> See 47 U.S.C. § 310(b)(4).

<sup>6</sup> Applicant has reflected its indirect equity as 1 percent on the Sanjiv Ahuja and Arun Sarin side and 99 percent on the KKR side, estimates reflecting the approximate ownership based on the expected capital contributions under the current bidding plan. However, those percentages may change depending upon total winning bids of the Applicant. The equity figures also do not take into consideration certain incentive equity for Messrs. Ahuja and Sarin that will likely substantially increase their equity over time.

<sup>7</sup> See 2013 Foreign Ownership Order at ¶120.

LLC (“KKR Wave GP”), which is the General Partner of KKR Wave. KKR NAXI (Wave) also directly holds an insulated limited partnership interest in KKR Wave of approximately 95 percent. As a result of KKR NAXI (Wave)’s controlling interest in the general partner of KKR Wave, it is considered to hold an indirect voting interest of 99 percent in SAAS and an indirect equity interest of less than 1 percent in SAAS. As a result of KKR NAXI (Wave)’s limited partnership interest of 95 percent in KKR Wave, KKR NAXI (Wave) is considered to hold an indirect 95 percent equity interest in SAAS, and, because voting is attributed based on equity, an indirect 95 percent voting interest in SAAS. Combining these two legs of ownership, KKR NAXI (Wave) should be attributed an approximate indirect 99 percent voting interest and 95 percent equity interest in SAAS for purposes of the Commission’s foreign ownership analysis.

The general partner of KKR NAXI (Wave) is KKR Associates North America XI AIV L.P. (“KKR Associates NAXI”), which has a 2.8 percent equity interest in KKR NAXI Wave. KKR Associates NAXI is accordingly attributed with the same indirect voting interest in SAAS as KKR Wave of approximately 99 percent. Because the Commission’s foreign ownership rules require indirect equity interests to be calculated by successive multiplication of the equity percentage for each link in the vertical ownership chain, regardless of whether any particular link in the chain represents a controlling interest in the entity in the next lower tier, KKR Associates NAXI is attributed as holding a 2.7 percent equity interest in SAAS. KKR NAXI (Wave) has a number of insulated limited partners, with only one of any significance—KKR North America XI (Wave) Blocker L.P. (“KKR NAXI Blocker”). KKR NAXI Blocker holds an insulated limited partnership interest of 51.63 percent in KKR NAXI (Wave). Applying the foreign ownership equity multiplier, KKR NAXI Blocker is attributed with an indirect equity interest of 49.05 percent in SAAS, and thus is also treated as having a 49.05 percent indirect voting interest

in SAAS. Limited partners of KKR NAXI (Wave) that are U.S. entities hold an 89.3 percent interest in KKR NAXI (Wave), and no limited partner of KKR NAXI (Wave) (other than KKR NAXI Blocker) holds more than 10 percent of the equity of KKR NAXI (Wave).<sup>8</sup> KKR NAXI Blocker and KKR Associates NAXI are both U.S. entities.

KKR North America XI AIV GP LLC (“KKR NAXI GP”) is the general partner of both KKR Associates NAXI and KKR NAXI Blocker. KKR NAXI GP holds nearly 100 percent of KKR Associates NAXI, and therefore its indirect interest in SAAS is treated as a 99 percent voting and an approximate 2.7 percent equity interest for foreign ownership purposes. KKR NAXI GP also is the general partner of KKR NAXI Blocker. While KKR NAXI GP’s equity interest in KKR NAXI Blocker is nominal, because it is a general partner, it is attributed with the entirety of KKR NAXI Blocker’s 49.05 percent indirect voting interest in SAAS but only a 0.5 percent indirect equity interest. Combining these two interests, KKR NAXI GP would thus be attributed an approximate 99 percent voting interest (via KKR Associates NAXI) and an approximate 3.2 percent equity interest. The limited partners in KKR NAXI Blocker are insulated and no limited partner holds an interest greater than 10 percent.<sup>9</sup> The aggregate non-U.S. ownership in KKR NAXI Blocker is estimated at 94.78 percent.<sup>10</sup>

KKR NAXI GP is wholly owned by KKR Management Holdings L.P. (“KKR Management Holdings”), which is the sole member of KKR NAXI GP. Accordingly, KKR Management Holdings is attributed with the same indirect interest in SAAS as KKR NAXI GP

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<sup>8</sup> Notably, no limited partner of KKR NAXI (Wave), excluding KKR NAXI Blocker, would therefore hold more than  $0.1 \times (1.00 - 0.028 - 0.4905)$ , or 4.82 percent of SAAS’s equity on an indirect basis.

<sup>9</sup> Thus, no limited partner in KKR NAXI Blocker would hold an indirect interest in SAAS of  $0.1 \times 0.4905$ , or 4.91 percent.

<sup>10</sup> The majority of the non-U.S. investments in KKR NAXI Blocker are from the British Virgin Islands, the Cayman Islands, Canada, Hong Kong, Kuwait, the Republic of Korea and Singapore based on the address of record of each investor.

under the foreign ownership rules—a 99 percent voting interest and an approximate 3.2 percent equity interest. KKR Management Holdings is controlled by its general partner, KKR Management Holdings Corp. (“KKR Management Corp.”), which holds, directly and indirectly, a 52.8 percent general economic interest in KKR Management Holdings. KKR Management Holdings is insulated and no limited partner holds a disclosable indirect interest in the Applicant. KKR Management Corp.’s sole member (*i.e.*, shareholder) is KKR Group Holdings L.P., a Cayman Islands exempted limited partnership that is insulated in accordance with the Commission’s rules.<sup>11</sup>

KKR Group Holdings L.P.’s general partner is KKR Group Limited, a Cayman Islands exempted company. The sole shareholder of KKR Group Limited is KKR & Co., a Delaware limited partnership listed on the New York Stock Exchange. The interests of the limited partners of KKR & Co. are insulated, and no insulated partner holds an interest of 10 percent or more other than FMR LLC and its affiliates (based on SEC filings made by it). Based upon information made available to it, KKR & Co. estimates that its total non-U.S. ownership is approximately 25 percent. KKR & Co.’s general partner is KKR Management LLC, a Delaware limited liability company. KKR Management LLC does not hold any economic interests in KKR and is owned by senior KKR employees.

The designated members of KKR Management LLC are Henry R. Kravis and George R. Roberts, both U.S. citizens. Exhibit A contains a chart of SAAS’s ownership and control structure as it relates to KKR.

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<sup>11</sup> See 47 C.F.R. § 1.993(a).

## II. PUBLIC INTEREST SHOWING

It is in the public interest for the Commission to grant the instant Petition. KKR & Co. is a leading global investment firm that manages investments across multiple asset classes including private equity, telecommunications, energy, infrastructure, real estate, capital markets, credit strategies, and hedge funds. The access to capital that the firm will provide to SAAS will in turn enable SAAS to compete effectively in Auction No. 97, and generally will provide for a more robust and competitive auction of AWS-3 licenses.<sup>12</sup> Furthermore, in light of the experience and qualifications of SAAS's controlling interests, the capital infusion to SAAS facilitated by KKR & Co. could introduce potentially formidable new competition into the U.S. wireless marketplace. The fact that the investment by KKR & Co.-affiliated investors into SAAS Holdings implicates certain levels of non-U.S. ownership does not detract from, and indeed, may affirmatively facilitate, these benefits.<sup>13</sup>

## III. INFORMATION REQUIRED BY SECTION 1.991

Pursuant to Section 1.991 of the Commission's Rules, SAAS submits the following additional information in support of this Petition:

### Section 1.991(a): Contact Information, FRN, Place of Organization, and Type of Business

Name:	SAAS License, LLC
FRN:	0023933021
Contact:	1 Central Park West, 8th Floor New York, NY 10023 Tel: (908) 227-2948
Citizenship:	Delaware

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<sup>12</sup> SAAS also has been found preliminarily qualified as a very small business designated entity in Auction No. 97. Thus, in addition to enhancing general auction competitiveness, KKR & Co.'s investment serves the specific public interest objective of "bolstering" SAAS's "financial stability and competitive viability" as a designated entity, as well. In the Matter of Section 309(j) of the Communications Act – Competitive Bidding, PP Docket No. 93-253, Fifth Memorandum Opinion and Order (rel. Nov. 23, 1994), ¶ 81.

<sup>13</sup> See 2013 Foreign Ownership Order at ¶3 (noting that "foreign investment has been and will continue to be an important source of financing for U.S. telecommunications companies, fostering technological innovation, economic growth, and job creation").

Type of Business: Limited liability company

**Section 1.991(b): Legal Counsel Contact**

Contact: James H. Barker  
Latham & Watkins LLP  
555 11<sup>th</sup> Street, NW, Suite 1000  
(202) 637-2231  
james.barker@lw.com

**Section 1.991(c)(1): Licensees Covered By Declaratory Ruling**

SAAS seeks a declaratory ruling for itself and all of its commonly controlled U.S. organized subsidiaries and affiliates, whether currently existing or acquired or formed subsequently, so long as the foreign ownership remains in compliance with the terms and conditions of the ruling. *See* 47 C.F.R. § 1.994(b).

**Section 1.991(c)(2): Associated Applications**

SAAS files this Petition for Declaratory Ruling in connection with the Auction No. 97 short form filed by SAAS on September 12, 2014, as amended on October 22, 2014.<sup>14</sup>

**Section 1.991(d): Type of Declaratory Ruling**

SAAS seeks authority under Section 1.990(a)(1) of the Commission’s rules.

**Sections 1.991(e) and (g) – Direct Equity/Voting Interests of 10 Percent or More**

The following entity will directly hold 10 percent or more of the stock of SAAS or have a 10 percent or more equity or voting interest in SAAS:

Name: SAAS Holdings, LLC  
Address: 1 Central Park West, 8th Floor  
New York, NY 10023  
Citizenship: Delaware  
Principal Business: Holding company for telecommunications assets  
Percent Held: 100 percent equity/100 percent voting

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<sup>14</sup> *See* Auction 97 Short Form Application File No. 0006458149, *see also* “Auction Of Advanced Wireless Service (AWS-3) Licenses - Status Of Short-Form Applications To Participate In Auction 97,” *FCC Public Notice*, DA 14-1414 (Oct. 1, 2014), available at: [http://transition.fcc.gov/Daily\\_Releases/Daily\\_Business/2014/db1001/DA-14-1414A1.pdf](http://transition.fcc.gov/Daily_Releases/Daily_Business/2014/db1001/DA-14-1414A1.pdf) (last visited Oct. 9, 2014).



**Sections 1.991(f) and (g) – Indirect Equity/Voting Interests of 10 Percent or More**

The following entities indirectly hold an interest in SAAS of 10 percent or more:

Name: SAAS Management LLC  
Address: 1 Central Park West, 8th Floor  
New York, NY 10023  
Citizenship: Delaware  
Principal Business: Management company for telecommunications assets  
Percent Held: ~1 percent equity/100 percent voting

Name: Sanjiv Ahuja  
Address: 1 Central Park West, 8th Floor  
New York, NY 10023  
Citizenship: United States  
Principal Business: Telecommunications entrepreneur  
Percent Held: ~1 percent equity/100 percent voting

Name: Arun Sarin  
Address: 6114 La Salle Ave, Suite 436  
Oakland, CA 94611  
Citizenship: United States  
Principal Business: Telecommunications entrepreneur  
Percent Held: ~1 percent equity/100 percent voting

Name: KKR Wave Aggregator L.P.  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: 99 percent equity/99 percent voting

Name: KKR Wave Aggregator GP LLC  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: <1 percent equity/99 percent voting (General Partner of KKR Wave Aggregator L.P.)

Name: KKR North America Fund XI (Wave) L.P.  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: 95 percent equity/95 percent voting (Sole Member of KKR Wave Aggregator GP LLC)

Name: KKR North America Fund XI (Wave) Blocker L.P.  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: 49.05 percent equity/49.05 percent voting (Insulated Limited Partner of KKR North America Fund XI (Wave) L.P.)

Name: KKR Associates North America XI AIV L.P.  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: 2.7 percent equity/99 percent voting (General Partner of KKR North American Fund XI (Wave) L.P.)

Name: KKR North America XI AIV GP LLC  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: 3.2 percent equity/99 percent voting (General Partner of KKR North America XI AIV L.P. and of KKR North America XI (Wave) Blocker L.P.)

Name: KKR Management Holdings L.P.  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: 3.2 percent equity/99 percent voting (Sole Member of KKR North America XI AIV GP LLC)

Name: KKR Management Holdings Corp.  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: 1.7 percent equity/99 percent voting (General Partner of KKR Management Holdings L.P.)

Name: KKR Group Holdings L.P.  
Address: Maples Corporate Services Limited  
Ugland House, PO Box 309  
George Town, Grand Cayman, KY1-1104  
Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Investment Management Company  
Percent Held: 1.7 percent equity/99 percent voting (Sole Shareholder of KKR Management Holdings Corp.)

Name: KKR Group Limited  
Address: Maples Corporate Services Limited  
Ugland House, PO Box 309  
George Town, Grand Cayman, KY1-1104  
Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Investment Management Company  
Percent Held: <0.02 percent equity/99 percent voting (General Partner of KKR Group Holdings L.P.)

Name: KKR & Co. L.P.  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: <0.02 percent equity/99 percent voting (Sole member of KKR Group Limited)

Name: KKR Management LLC  
Address: c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
Citizenship: Delaware  
Principal Business: Investment Management Company  
Percent Held: <0.0002 percent equity/99 percent voting (General Partner of KKR & Co. L.P.)

Name: Henry R. Kravis  
Address: 9 West 57th Street  
Suite 4200  
New York, NY  
Citizenship: United States  
Principal Business: Investments  
Percent Held: <0.0002 percent equity/99 percent voting (Designated member of KKR Management LLC)

Name: George R. Roberts  
Address: 9 West 57th Street  
Suite 4200  
New York, NY  
Citizenship: United States  
Principal Business: Investments  
Percent Held: <0.0002 percent equity/99 percent voting (Designated member of KKR Management LLC)

### **Section 1.991(h)(1) – Estimate of Aggregate Foreign Ownership Table**

Limited partners of KKR NAXI (Wave) that are non-U.S. entities hold a 10.7 percent interest in KKR NAXI (Wave).<sup>15</sup> In addition, the aggregate non-U.S. ownership in KKR NAXI

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<sup>15</sup> Estimated indirect equity interest in SAAS is 10.06 percent.

Blocker is estimated to be 94.78 percent.<sup>16</sup> Based upon information made available to it, KKR & Co. estimates that its total non-U.S. ownership is approximately 25 percent.<sup>17</sup> Non-U.S. citizenship has been assumed based on the address of record of each investor. Based on these estimates of non-U.S. ownership, the aggregate indirect equity interest in SAAS held by non-U.S. entities and individuals is estimated to be 56 percent. Because all of the non-U.S. interests are insulated limited partnership interests, none have actual voting interests. However, based on the calculation methodology for indirect voting interests in the Commission's rules, non-U.S. holders are reportable for foreign ownership purposes as holding 56 percent of the indirect voting interest in SAAS.

#### **Section 1.991(h)(2) – Ownership and Control Structure Diagram**

Exhibit A depicts the ownership and control structure of SAAS.

#### **Section 1.991(i) – Requests for Specific Approval of 5 percent or more**

SAAS requests specific approval for the following foreign entities to directly or indirectly hold equity and/or voting interests as listed in Exhibit A:

KKR Group Holdings L.P. (Cayman Islands)	1.7 percent equity, 99 percent voting (indirect)
KKR Group Limited (Cayman Islands)	0.2 percent equity, 99 percent voting (indirect)

#### **Section 1.991(j) – Place of Organization & Type of Business for Foreign Investors**

Each of the entities named in response to Section 1.991(i) above are organized in the Cayman Islands. Each of KKR Group Holdings L.P. and KKR Group Limited are Exempted Limited Partnerships.

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<sup>16</sup> Estimated indirect equity interest in SAAS is 46.02 percent.

<sup>17</sup> Estimated indirect equity interest in SAAS is negligible when multiplied successively through the ownership chain.

**Section 1.991(k): Requests for Advance Approval**

SAAS seeks approval for the entities named in response to Section 1.991(i) above, KKR Group Holdings L.P. and KKR Group Limited, subject to Commission approval, to increase their interests in SAAS, at some future time, up to any amount, including 100 percent of the equity interests in SAAS.

**IV. CONCLUSION**

SAAS respectfully requests a declaratory ruling be issued that it is in the public interest to have indirect foreign ownership as specified herein in excess of the 25 percent benchmark under Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), as such foreign ownership pertains to the above investors, subject to standard conditions.

Respectfully submitted,

SAAS LICENSE, LLC

/s/

Sanjiv Ahuja  
Arun Sarin

Co-Managing Members  
SAAS Management, LLC  
Managing Member of SAAS License, LLC

Dated: October 22, 2014

## CERTIFICATION

Pursuant to Sections 1.16 and 1.990(c)(1) of the Commission's rules, 47 C.F.R. §§ 1.16 and 1.990(c)(1), I certify that the information contained in the foregoing Petition is true and correct, to the best of my knowledge, information and belief. In particular, SAAS License, LLC has calculated the ownership interests disclosed in the Petition based upon its review of the Commission's rules. The interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules. In preparing the Petition and this certification, SAAS has relied on information provided to it by KKR & Co. L.P. and/or its affiliates.

Executed on October 22, 2014

SAAS License, LLC

-/s/-

*Sanjiv Ahuja*

*Arun Sarin*

Co-Managing Members

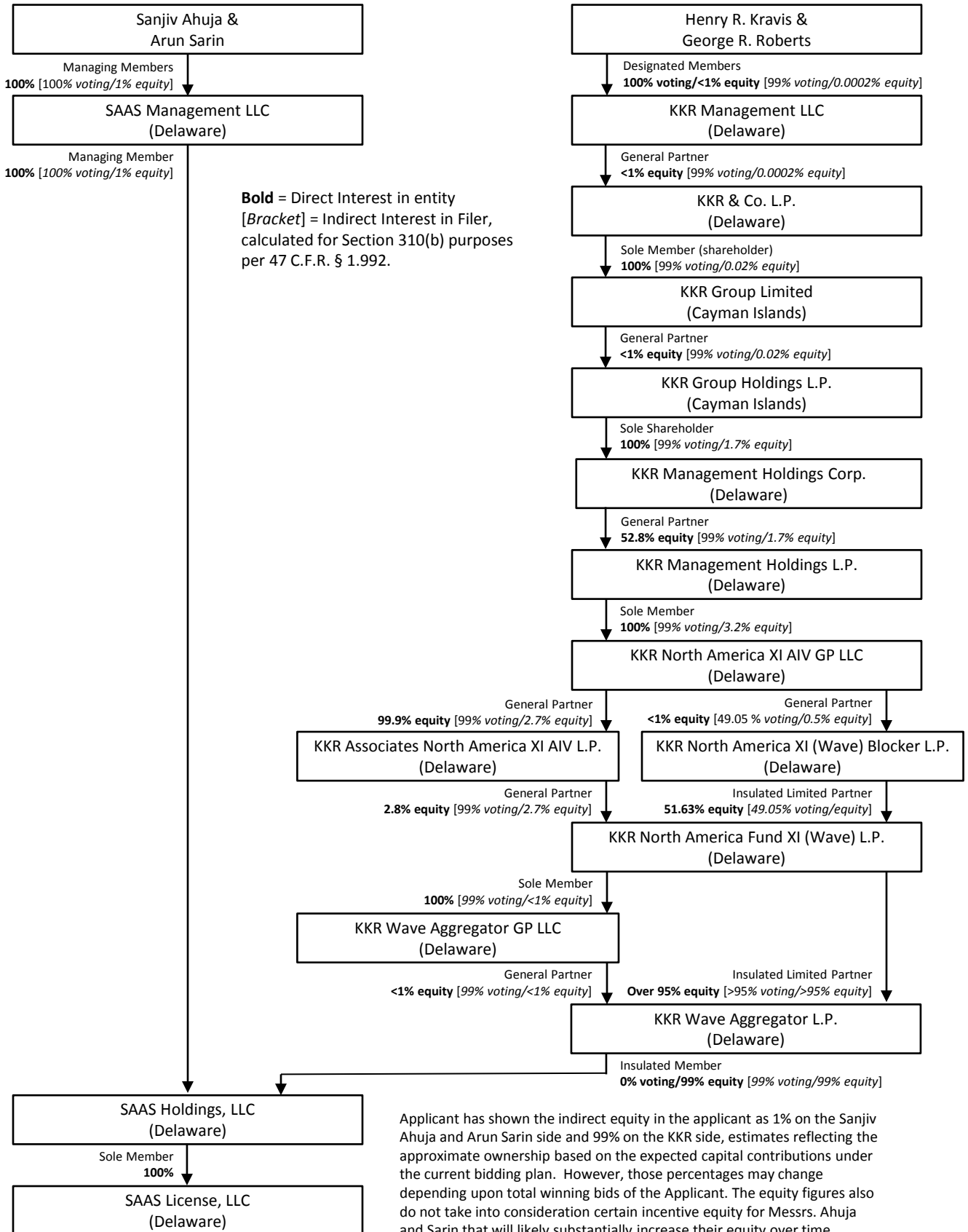
SAAS Management, LLC

Managing Member of SAAS License, LLC

# **Exhibit A**



# Ownership & Control Structure for SAAS License, LLC



Applicant has shown the indirect equity in the applicant as 1% on the Sanjiv Ahuja and Arun Sarin side and 99% on the KKR side, estimates reflecting the approximate ownership based on the expected capital contributions under the current bidding plan. However, those percentages may change depending upon total winning bids of the Applicant. The equity figures also do not take into consideration certain incentive equity for Messrs. Ahuja and Sarin that will likely substantially increase their equity over time.