



February 6, 2000

VIA **FEDERAL EXPRESS**

Donald J. Russell, Esq.
Chief, Telecommunications Task Force
United States Department of Justice
Antitrust Division
1401 H Street, N.W.
Room 8004
Washington, D.C. 20550

Re: Assignment of SMR Licenses from Motorola to Nextel

Dear Mr. Russell:


On September 23, 2000, Motorola, Inc. ("Motorola") filed applications asking the Federal Communications Commission ("Commission") to approve the assignment of licenses and authorizations held by Motorola and certain of its subsidiaries to FCI 900, Inc., a subsidiary of Nextel Communications, Inc. ("Nextel" and, together with Motorola, the "Applicants"). The Commission has requested that it be permitted to review all documents provided by Motorola and Nestel to the Department of Justice ("Department") in connection with the Department's investigation of the proposed assignment pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively, the "Protected Materials"). We have agreed to the Commission's requests.

With respect to discussions between representatives of the Commission and the Department, Motorola and Nestel waive the confidentiality provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the Protected Materials in order to permit full discussions between representatives of the Department and the Commission with respect to the Protected Materials and to permit the Commission to view and take notes with respect thereto. If, after reviewing the Protected Materials and discussing them with the Department, the Commission desires to place any of the Protected Materials in the public record, the Commission and the Applicants have agreed that the Commission will request that the Applicants submit those selected Protected Materials directly to the Commission.

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This waiver is based on the understanding that the discussions will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's rules, 47 C.F.R. § 1.1204(a)(6) and will not be disclosed, except as required under that section.

Sincerely,


Laura L. Holloway
Director, Government Affairs

cc: Neil A. Dellar, FCC Office of General Counsel (via Federal Express)
Mary Brooner, Motorola (via U.S. Mail)