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# TMT Transactions

**Experience.** Wiley's team handles hundreds of mergers, acquisitions, divestitures, joint ventures, and other transactions involving telecom and media licenses before numerous federal, state, and international regulatory bodies.

Our clients range from Fortune 500 companies to technology startups. Members of the Telecom, Media & Technology (TMT) Practice are experienced in structuring transactions to meet regulatory requirements and to facilitate the timely receipt of regulatory approvals. Our attorneys are skilled in preparing and filing any required license transfer applications, as well as structuring and executing an advocacy strategy to expedite grant of necessary federal and state authorizations.

Our capabilities include:

- Federal Communications Commission (FCC) Approval Strategy
- FCC Assignment/Transfer Filings (including public interest showings and supporting declarations and analyses)
- HSR Analysis and Filings
- National Security Reviews and Negotiation of Mitigation Agreements
- Regulatory and Transaction-Related Due Diligence
- Responses to Information Requests from the FCC, DOJ, and FTC
- State Review Process Counseling and Prosecution
- Transaction Structuring
- Financing
- Drafting Purchase Agreements and Other Transaction Documents
- Negotiating and Drafting Spectrum Purchase and Leasing Agreements
- Regulatory Approvals for Chapter 11 Restructuring and Bankruptcy

**Collaborative.** Wiley is at the center of most large and transformative telecom and media transactions in the United States. The TMT Group has unparalleled and creative transactional experience, representing clients with complex transactions involving large- and small-scale mergers and acquisitions, asset and stock sales,

strategic alliances and collaborations, services arrangements, restructurings, and leveraged buyouts. We also regularly counsel telecom and media industry lenders, investors, and borrowers on FCC matters and other regulatory issues affecting financing arrangements, debt and equity offerings, bankruptcies, workouts, and foreclosures.

In the wireless area, we have been intimately involved in the regulatory regime governing the mobile ecosystem, from the very first comparative hearings for cellular radio licenses to the spectrum that will support 5G services and beyond. We have worked on transactions of every variation, including those involving divestitures and spinoffs, spectrum swaps, infrastructure sharing, bankruptcies and restructurings, and the use of trusts and receivers. Wiley attorneys have supported clients participating in virtually every auction of spectrum by the FCC, counseled on auction rules compliance, and provide real-time analyses of activities during the auctions.

On the media side, Wiley has one of the largest and most successful practices in the country, representing clients across the entire media spectrum, including radio and television broadcasting, multichannel video, print, digital technologies, online communications, and direct broadcast satellite services. Our attorneys are highly skilled in due diligence and assessing the risks and opportunities presented in a transaction, and routinely represent both buyers and sellers in a wide range of media-related mergers, acquisitions and divestitures of all sizes. In addition to negotiating purchase and sale agreements and filing and prosecuting license transfer applications with the FCC, we counsel media industry clients and investors in connection with loans, equity investments, and other financing arrangements.

Where foreign ownership interests are involved, our attorneys have extensive experience guiding clients through applicable national security reviews. In the event that agencies identify potential concerns, we are adept at negotiating National Security Agreements (NSAs) or Letters of Assurance describing practices and procedures to which the client will adhere in order to mitigate the concerns. On these matters we work with our National Security practice, which provides an unparallel combination of subject-matter expertise, background in strategic analysis, and strong reputation across federal agencies that make us the acknowledged leader in counseling clients.

Our TMT team works closely with the Corporate attorneys, who have a deep understanding of both the business and regulatory issues associated with broadcast and other TMT transactions, as well as groundbreaking technologies and products and services that leverage intellectual property (IP). In particular, Wiley's Corporate team has unparalleled expertise in the broadcast industry and extensive experience in drafting and negotiating agreements for the various transactional and contractual issues broadcasters face.

Our transactional representations include:

**Telecom**

- AT&T Inc.

- Intelsat
- T-Mobile USA, Inc.,
- Neustar
- Goldman Sachs
- Iridium Holdings LLC
- Verizon Wireless

**Media**

- Nexstar Media Group
- Alpha Media
- Gray Television Group
- JPMorgan Chase & Co.
- iHeartMedia
- Comcast Corporation
- ViacomCBS (now Paramount)
- Estrella Media
- Emmis Communications
- Spanish Broadcasting Systems
- California Oregon Broadcasting
- Red Apple Media

## Contact Us

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