Communications Transactions & Regulation

Cahill Gordon & Reindel LLP advises communications companies in every stage of their development and in all aspects of their businesses. Recognized as leading practitioners by *Chambers USA*, our lawyers are well versed in the technical, regulatory and operational concerns of both established and emerging companies offering communications services – including voice, data, and video -- and equipment. Cahill's Communications Transactions practice earned the firm a Tier 1 ranking by *Media Law International* and is recommended as a leading law firm by *The Legal 500*. From the development of market entry strategies to operations and compliance in a complex regulatory environment, we have broad and deep experience practicing in the wireline, wireless, cable, broadband, Internet, broadcast and satellite communications markets – providing a full complement of corporate and finance, regulatory, and litigation-focused advice and representation.

Corporate and Finance

We advise our communications sector clients on a wide range of strategic and corporate matters, including antitrust, initial public offerings, development of competition strategies, organizational structuring, and political programming guidance. We negotiate and structure agreements such as network, equipment, capacity, transmission, subscriber, transponder, interconnection, peering, marketing, licensing, franchising, vendor, revenue sharing, commercial leased access, program affiliation, retransmission consent, and access-to-premises and MDU service agreements. We are well versed in contract review and areas related to due diligence in mergers, acquisitions and joint ventures and other financings, including debt and equity offerings, bank lending and restructurings.

Cahill's prominent participation in the U.S. and European capital markets bolsters our ability to provide thoughtful, integrated capital structure solutions to communication service providers. We understand how important it is for our clients who are involved in mergers, acquisitions or financings often worth billions to move efficiently towards closing with a minimum of surprise or delay. We complete FCC and state-compliant due diligence for mergers, acquisitions, asset purchases and re-financings, and obtain state and federal regulatory approvals necessary to consummate such transactions.

In addition, we represent investment banks as underwriters and commercial banks as arrangers, as well as other financiers in communications-focused transactions. For instance, we counseled the financing sources in the leveraged buyouts of CommScope, Alltel and Clear Channel Communications (Alltel and Clear Channel are reported to be the largest telecommunications industry buyouts in U.S. history), and bond offerings by Clearwire Communications, Salem Communications, Cincinnati Bell, and Intelsat. We are also designated underwriters' counsel for DIRECTV, Qwest Communications and Intelsat.

Our transaction-focused experience in the satellite sector dates back to some of the earliest satellite-focused financings in the 1990's, including industry pioneer TCI Satellite Entertainment. We represented the financing sources in the historic $6.4 billion acquisition of PanAmSat by Intelsat, a combination that reportedly generated a single operator of 51 satellites, eight owned teleports and more than 20 affiliated international gateways connected by 40,000 miles of fiber reaching 99% of the world's populated regions.

Our antitrust and tax lawyers regularly work with our communications lawyers to provide a complete analysis of the issues and options available where appropriate and necessary. Our antitrust lawyers provide our communications clients with advice covering a broad range of competitive concerns including strategic planning and advertising claims, promotions, rate regulation and effective competition. We provide enforcement action defenses and representation in response to government requests for subscriber information under ECPA, The Patriot Act and FISA. Cahill tax lawyers provide advice on communications-related matters concerning efficient tax structures for mergers and acquisitions, spin-offs and other corporate reorganizations, debt and equity financings, bankruptcies and restructurings, leveraged leases and real estate-related ventures, and the proper classification of communications services to ensure the correct tax regime is applied to service revenues and property at the state and federal level.

Regulatory

In the federal arena, we have extensive experience with Federal Communications Commission (FCC) regulation and compliance as well as with the rules, regulations and policies promulgated by the Federal Trade Commission (FTC), National Telecommunications and Information Administration (NTIA), Department of Justice (DOJ) and Office of Foreign Assets Control (OFAC). In addition, we routinely represent clients before state regulatory commissions and

local regulatory agencies such as the New York City Department of Information Technology and Telecommunications (DoITT) and state tax commissions. We advise voice, video, data, broadband, VoIP, cloud, integrated and Internet service providers, equipment manufacturers, and broadcasters in connection with a range of operational and compliance concerns arising at the federal, state and local levels. These include, but are not limited to, operating authority, permissible use of customer proprietary network information (CPNI), document retention planning and defense, franchising, consumer protection, customer service standards, customer notices, customer disclosures, corporate website compliance, tariffs, universal service, regulatory fees, E911, Communications Assistance for Law Enforcement Act (CALEA), and access charges. In addition, we assist communications providers in preparing responses to notices of inquiry and other enforcement proceedings.

Litigation and Dispute Resolution

Cahill's top-ranked litigation practice group has approximately 120 litigators. We handle cases in state and federal courts, including the U.S. Supreme Court, and have argued before a wide range of administrative agencies throughout the country, as well as before specially constituted domestic and international arbitration tribunals.

We routinely represent clients before the FCC and other federal and state courts and administrative agencies throughout the United States in litigation, arbitration, and policy making proceedings concerning issues unique to companies in the communications sector. We have conducted numerous arbitrations and hearings on behalf of cable companies and competitive carriers before state agencies throughout the country. The deep experience of our lawyers who focus on federal and state communications law strengthens our ability to produce favorable results with respect to representation before federal and state agencies and federal and state courts. We have challenged orders of state regulatory commissions, state tax commissions or departments of revenue, and the FCC in appellate courts, including certiorari petitions to the U.S. Supreme Court.

Our litigators have extensive experience representing cable companies in subscriber class actions, which have challenged Internet network management practices, privacy policies, billing practices, equipment charges, and Telephone Consumer Protection Act violations; pole attachment rate complaints; state property and income tax appeals; and also in several contract disputes with cable network affiliates.