



WASHINGTON, DC

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July 17, 2017

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: **Request of Neustar, Inc. to Approve New Ownership of the
Numbering Administrator (CC Docket Nos. 99-200, 95-116,
and 92-237; CG Docket No. 03-123; WC Docket No. 05-196)**

Dear Ms. Dortch:

On July 13, 2017, the undersigned communicated by conference call with Michele Ellison, Neil Dellar and Terry Cavanaugh of the Office of General Counsel regarding the code of conduct submitted on May 22, 2017. At the request of the Staff, and reflecting our discussions on July 13, 2017, the parties have revised the code of conduct, which is attached.

Sincerely,

/s/

Meredith S. Senter, Jr.
Counsel to Golden Gate Capital

/s/

Thomas J. Navin
Counsel to Neustar

cc: Neil Dellar (Neil.Dellar@fcc.gov)
Michele Ellison (Michele.Ellison@fcc.gov)
Terry Cavanaugh (Terry.Cavanaugh@fcc.gov)

Neustar Neutrality Code of Conduct

For so long as Neustar, Inc. (“Neustar”) serves as the North American Numbering Administrator (“NANPA”), the Thousands Block Pooling Administrator (“PA”), or the Local Number Portability Administrator (“LNPA”) (collectively “numbering administrators”), and except as expressly authorized by the Federal Communications Commission (“FCC”):

1. As a numbering administrator, Neustar shall not, directly or indirectly, show any preference or provide any special consideration to any “service provider,” as defined in 47 C.F.R. §§ 52.5(e) (collectively “TSP”), with respect to numbering administration services.
2. Neustar shall not disclose any TSP numbering administration data or proprietary information or any law enforcement-related information acquired in its role as a numbering administrator, except as necessary for the performance of Neustar’s numbering administration duties in one of those capacities, or pursuant to the LNPA Master Services Agreement or its contracts with the FCC or law enforcement agencies.
3. Neustar shall not disclose confidential information about Neustar’s numbering administration business services or operations with employees of any TSP, except as necessary for the performance of Neustar’s number administration duties.
4. No employee, officer, director or dedicated employee of any subcontractor of Neustar directly involved in core numbering administration activities shall hold any interest, financial or otherwise, that would cause Neustar to no longer be neutral, without obtaining prior approval from the FCC or recusing himself or herself from all activities relating to the provision of numbering administration services.¹
5. No officer or director of Neustar directly involved in core numbering administration activities shall serve (i) in the management, (ii) as a member of the board of directors, (iii) as a managing member of a limited liability company, or (iv) as a general partner of a partnership of any TSP without obtaining prior approval from the Federal Communications Commission or recusing himself or herself from all core numbering administration activities.
6. Any subcontractor of Neustar directly involved in core numbering administration activities shall provide such services at the specific direction of Neustar and shall not have discretionary decision-making authority regarding core numbering administration activities.
7. The members of Neustar’s board of directors shall meet the following requirements:

¹ For avoidance of doubt, an “interest” does not include holdings by a mutual fund, life insurance policy, annuity, or similar vehicle over which the employee does not control the vehicle’s investment decisions. For the purposes of this section, interests of one percent or less are not cognizable as ownership.

- a. Each member shall be vetted for neutrality issues.
 - b. No member shall be an employee, recently retired employee, officer, director, managing member, or partner of a TSP.
 - c. No member shall communicate directly or indirectly with Hux Investments Pte. Ltd. (“Hux”) regarding Neustar’s core numbering administration activities. Each member shall report to Neustar’s chief compliance officer any communications from Hux concerning Neustar’s core numbering administration activities.
8. No Neustar employee directly involved in core numbering administration activities will be a shared employee with Hux, detailed from Hux, receive any compensation from Hux, or communicate directly or indirectly with Hux regarding Neustar’s core numbering administration activities.
9. All employees of Neustar, including employees of subcontractors dedicated to Neustar, directly involved in core numbering administration activities shall receive impartiality/neutrality training (i) when hired or upon commencement of core numbering administration duties and (ii) on an annual basis.
10. Neustar shall conduct a semiannual audit of compliance with this Code of Conduct.