

2013 ANNUAL REPORT

In accordance with Section 27.607 of the Commission's Rules, 47 C.F.R. § 27.607, BPC Spectrum LLC ("BPC Spectrum"), licensee of 23 A Block licenses in the 700 MHz guard band (the "Licenses"), hereby provides its first annual report on the status and use of the Licenses.¹ BPC Spectrum acquired the Licenses in October 2012 from Pegasus Guard Band, LLC, debtor-in-possession ("Pegasus"), in a sale approved by the Pegasus bankruptcy court, and with Commission consent to assignment of the Licenses to BPC Spectrum.²

Accordingly, BPC Spectrum has held the Licenses for just over four months, and at the present time, has not entered into any spectrum lease agreements or commenced providing commercial services to customers using this spectrum.³ Consequently, the additional information called for in the annual report (e.g., amount of spectrum being used pursuant to lease arrangements, nature of customer spectrum use, length of term of spectrum leases, and type of leases) is not applicable.

Respectfully submitted,

BPC SPECTRUM LLC

By: BPC AS LLC, its manager

By: /s/ Gary Hobart

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Authorized Signatory for BPC AS LLC
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¹ Attached hereto is a list of the call signs and market areas of the Licenses.

² See ULS File Nos. 0005306173, 0005431518.

³ BPC Spectrum also notes that at the time it acquired the Licenses, Pegasus had not commenced leasing of, or providing commercial services using this spectrum.

**ATTACHMENT 1: CURRENT FCC LICENSES AND AUTHORIZATIONS
BPC SPECTRUM LLC**

Call Sign	Channel Block	Market	Market Name	Grant Date	Current Expiration Date
WPRR298	A	MEA001	Boston	12/21/2000	06/13/2019
WPRR299	A	MEA002	New York City	12/21/2000	06/13/2019
WPRR300	A	MEA004	Philadelphia	12/21/2000	06/13/2019
WPRR301	A	MEA006	Richmond	12/21/2000	06/13/2019
WPRR302	A	MEA009	Jacksonville	12/21/2000	06/13/2019
WPRR303	A	MEA010	Tampa-St. Petersburg-Orlando	12/21/2000	06/13/2019
WPRR304	A	MEA011	Miami	12/21/2000	06/13/2019
WPRR305	A	MEA013	Cincinnati-Dayton	12/21/2000	06/13/2019
WPRR306	A	MEA014	Columbus	12/21/2000	06/13/2019
WPRR307	A	MEA015	Cleveland	12/21/2000	06/13/2019
WPRR308	A	MEA016	Detroit	12/21/2000	06/13/2019
WPRR310	A	MEA018	Chicago	12/21/2000	06/13/2019
WPRR311	A	MEA019	Indianapolis	12/21/2000	06/13/2019
WPRR312	A	MEA022	Knoxville	12/21/2000	06/13/2019
WPRR321	A	MEA043	San Francisco-Oakland-San Jose	12/21/2000	06/13/2019
WPRR322	A	MEA045	Portland	12/21/2000	06/13/2019
WPRR323	A	MEA046	Seattle	12/21/2000	06/13/2019
WPRR325	A	MEA048	Hawaii	12/21/2000	06/13/2019
WPRR326	A	MEA049	Guam and the Northern Mariana	12/21/2000	06/13/2019
WPRR327	A	MEA050	Puerto Rico	12/21/2000	06/13/2019
WPRR328	A	MEA051	American Samoa	12/21/2000	06/13/2019
WPRV426	A	MEA007	Charlotte-Greensboro-Greenville	02/14/2001	06/13/2019
WPSK920	A	MEA012	Pittsburgh	06/06/2001	06/13/2019