

**REDACTED FOR PUBLIC INSPECTION**

July 31, 2017

**VIA HAND-DELIVERY AND ECFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

***RE: Quarterly Status Report on Commitments by SprintCom, Inc., Shenandoah  
Personal Communications, LLC Pursuant to DA 16-413; WT Docket 15-262***

Dear Ms. Dortch:

Pursuant to the Commission's Memorandum Opinion and Order approving the acquisition of NTELOS Holdings Corp. ("NTELOS") and its subsidiaries by Shenandoah Telecommunications Company ("Shentel")<sup>1</sup> and the assignment of certain spectrum licenses to SprintCom, Inc. ("Sprint") (the "Order"), Shentel and Sprint respectfully submit this quarterly report. This report details the progress Sprint and Shentel have made in complying with the commitments made by the companies in the Sprint/Shentel Voluntary Commitment Letter.<sup>2</sup>

**Network Deployment**

In connection with the FCC's approval of the merger, Shentel committed to a number of network upgrades, enhancements, and expansions that would increase customers' access to high quality voice and data services in the areas previously served by the NTELOS network (the "legacy area").

Specifically, Shentel committed to complete deployment of 4G LTE services in the legacy area utilizing Band Class 25 (1900 MHz) for 4G LTE service, and Band Class 26 (800 MHz) for both voice and 4G LTE service. Shentel also committed to deploying 4G LTE in Band Class 41 (2.5 GHz) and other improvements in areas that require additional 4G LTE capacity due to greater population density such as Charlottesville and Roanoke in Virginia, and Charleston and Morgantown in West Virginia. Shentel's commitment to improve and expand 4G LTE service also included the future deployment of 150 new cell sites across the legacy area.

Shentel has made significant progress in furtherance of its commitments since the transaction closed on May 6, 2016. Out of the 857 cell sites in the legacy NTELOS network area,

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<sup>1</sup> In the Matter of SprintCom, Inc., Shenandoah Personal Communications, LLC, and NTELOS Holdings Corp. For Consent to Assign Licenses and Spectrum Lease Authorizations and to Transfer Control of Spectrum Lease Authorizations and an International Section 214 Authorization, Memorandum Opinion and Order, 31 FCC Rcd. 3631 (2016).

<sup>2</sup> Letter from James B. Goldstein, Senior Counsel, Legal and Government Affairs, Sprint Corp. and K.C. Halm, Counsel for Shenandoah Personal Communications, LLC, to Marlene H. Dortch, Secretary WT Docket No. 15-262 at 5 (filed April 12, 2016) ("Sprint/Shentel Commitment Letter").

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[[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] percent have been upgraded with 4G LTE technology. As a result of these upgrades, 4G LTE coverage is now available to [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] percent of the covered POPs in the legacy NTELOS area. The company has deployed Band Class 26 (800MHz) for 800 MHz 4G LTE service at [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] sites and 800 MHz CDMA voice service at [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] sites. To date, Shentel has enhanced 4G LTE speed and capacity in its network by deploying Band Class 41 (2.5GHz) in [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] sites in certain areas with greater population density.

Out of the 150 new sites Shentel committed to build in the legacy area, [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] are already on air, and many more are in the development stage. Below details the progress made in those portions of the legacy area since the quarterly status report filed in April 2017:

- Charlottesville, VA: [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites have been completed and are “on air,” and [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] sites are still under development. To date, [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] percent of existing cell sites provide 4G LTE coverage.
- Roanoke, VA: : [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites have been completed and are “on air,” and [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new site is under development. Of the existing sites, [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] percent of sites provide 4G LTE coverage.
- Morgantown, WV: [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites have been completed and are “on air,” and [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] is still under development. Of the existing sites, [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] percent of sites provide 4G LTE coverage.
- Charleston, WV: [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new site has been completed and is “on air,” and [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites are currently under development. To date, [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] percent of existing cell sites provide 4G LTE coverage.

### Customer Transition

In accordance with the commitments related to customer transition set forth in the Sprint/Shentel Commitment Letter and responses to FCC requests for information, Shentel continues to provide service to Postpaid customers on the existing NTELOS billing system during the transition from NTELOS to Sprint. Postpaid customers with Android OS-powered handsets or Apple iOS models prior to the Apple 5c continue to be given like-for-like replacement handsets when they transition to the Sprint platform; customers with the Apple models 5c and later receive a new SIM card at no cost. All customers have the option to select a

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generally available Sprint service plan, or maintain a plan specially created in the Sprint platform that is equal to or more favorable than their existing NTELOS service plan.

Shentel continues to execute its communications plan designed to inform customers about how, when, and where they may transition to Sprint. Such communications include mailings, emails, and text messages for which the customers are not charged. Shentel encourages customers to make appointments with retail sales representatives to avoid long waits in the stores and ensure an orderly transition.

As of the end of the fourth quarter of 2016, prepaid customers are no longer served by the NTELOS prepaid billing and customer care platform.

### **Voluntary Spectrum Divestitures**

In the Sprint/Shentel joint voluntary commitments letter, Sprint agreed to undertake certain post-transaction spectrum divestitures to lower its total spectrum holdings in certain markets impacted by the Sprint – Shentel – NTELOS transaction. Sprint agreed it would file applications to divest itself of certain AWS and 2.5 GHz spectrum in seven geographic areas.

Sprint hereby reports its progress as follows:

On March 1, 2016, Sprint filed an application to assign its 20 MHz AWS -1 (A Block) Cellular Market Area (“CMA”) license for Charlottesville, VA (Call Sign WQGD655) to Verizon Wireless.<sup>3</sup> This application was part of a larger spectrum transaction between the parties.<sup>4</sup> The Commission granted the applications on August 15, 2016, and the parties consummated the transaction on September 23, 2016.

On March 28, 2016, Sprint filed an application to assign six 20 MHz AWS – 1 (A Block) CMA licenses for CMA157 (Roanoke) (Call Sign WQGD653), CMA203 (Lynchburg) (Call Sign WQGD654), CMA684 (Virginia 4 - Bedford) (Call Sign WQGD657), CMA683 (Virginia 3 – Giles) (Call Sign WQGD656), CMA685 (Virginia 5 – Bath) (Call Sign WQGD658) and CMA686 (Virginia 6 – Highland) (WQGD659) to subsidiaries of United States Cellular Corporation.<sup>5</sup> This application was part of a larger spectrum transaction between the parties.<sup>6</sup> The Commission granted the applications on November 7, 2016, and the parties consummated the transaction on December 20, 2016.

To divest 10 MHz of 2.5 GHz spectrum in CMA157 (Roanoke), CMA683 (Virginia 3 – Giles), CMA684 (Virginia 4 - Bedford) and CMA685 (Virginia 5 – Bath), Sprint renegotiated existing leases with four Educational Broadband Service (“EBS”) licensees to reduce Sprint’s

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<sup>3</sup> ULS application 50004ALAA16.

<sup>4</sup> See Sprint Corporation and Cellco Partnership D/B/A Verizon Wireless Seek FCC Consent to the Assignments of Personal Communications Service Licenses and Advanced Wireless Services Licenses, *Public Notice*, WT Docket 16-175 (May 13, 2016).

<sup>5</sup> ULS application 50006AWAA16.

<sup>6</sup> See Sprint Corporation and United States Cellular Corporation Seek FCC Consent to the Assignments of Personal Communications Service Licenses and Advanced Wireless Services Licenses, *Public Notice*, WT Docket 16-179 (July 7, 2016).

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access to spectrum in each lease to lower Sprint's total spectrum holdings in the four CMAs. All four EBS lease modifications have been filed with the Commission and all four lease modifications have been approved to date.<sup>7</sup>

Given these efforts over the past year, Sprint has completed all of the voluntary spectrum divestiture commitments.

Please contact the undersigned should you have any questions about this submission.  
Thank you.

Respectfully submitted,

**SPRINTCOM, INC.**

**SHENANDOAH PERSONAL  
COMMUNICATIONS, LLC**

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<sup>7</sup> On October 4, 2016, Sprint filed an application (ULS File No. 0007479974) to modify its lease with the Botetourt County School Board (Call Sign WNC207) to remove the B4 Channel. The application to modify its lease was granted on November 24, 2016. On October 4, 2016, Sprint filed an application (ULS File No. 0007486610) to modify its lease with the School Board of Roanoke County (Call Sign WNC206) to remove the D4 Channel. The application to modify the lease was granted on November 24, 2016. On November 9, 2016, Sprint filed an application (ULS File No. 0007542313) to modify its lease with Blue Ridge Public Television, Inc. (Call Sign WHR795) to remove the C4 Channel. The application to modify the lease was granted on December 2, 2016. On January 27, 2017, Sprint filed an application (ULS File No. 0007623912) to modify its lease with the School Board of the City of Roanoke (Call Sign WNC984) to remove the A4 Channel. The application to modify the lease was granted on February 24, 2017.