

February 9, 2015

Ex Parte

Ms. Marlene H. Dortch
Secretary
Federal Communication Commission
445 12th Street, SW
Washington, DC 20554

Re: *Telephone Number Portability, et al.*, CC Docket No. 95-116, WC Docket Nos. 07-149 & 09-109

Dear Ms. Dortch:

On February 5, 2015, I, on behalf of Telcordia Technologies, Inc., d/b/a iconectiv (“Telcordia”), met with Julie Veach and Lisa Gelb of the Wireline Competition Bureau, Neil Dellar of the Office of General Counsel and Daniel Alvarez, Legal Advisor to the Chairman.

In response to an inquiry from staff, Telcordia provided the following information. Although Telcordia and its parent, LM Ericsson (“Ericsson”), both meet the neutrality requirements today, we can appreciate that some prophylactic steps could be desirable to limit the potential for presently unknowable future issues, and would provide additional insulation that could avoid having to address such issues at a later time.

To address such potential future issues, Ericsson and Telcordia would be willing to discuss prophylactic steps, such as potentially instituting a voting trust for a portion of Ericsson’s interest in Telcordia, with a trustee(s) chosen by Ericsson, but approved by the FCC. Consistent with FCC precedent, if such a voting trust was to be considered, Ericsson would expect that, with respect to any matters requiring a shareholder vote, the trustee(s) would vote the trust shares according to his/her discretion, except as to a specified list of corporate actions, such as:

- Any merger or consolidation or other reorganization of Telcordia with or into another corporation;
- The issuance by Telcordia of any shares of capital stock or rights to acquire capital stock;
- The acquisition by Telcordia or another corporation by means of a purchase of all or substantially all of the capital stock or assets of such corporation;
- Any sale, lease, transfer or other disposition of all or substantially all the assets of Telcordia;
- Any sale, lease, transfer or other disposition of any assets of Telcordia that are substantially unrelated to Telcordia’s performance or duties as a U.S. Local Number Portability Administrator (“LNPA”), and any other matters substantially unrelated to Telcordia’s duties as LNPA.
- A liquidation, winding up, receivership, bankruptcy, dissolution or adoption of any plan for the same;

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- The incurrence of any indebtedness for borrowed money or the issuance of any debt securities or assumption, guarantee or endorsement, or otherwise as an accommodation becoming responsible for, the obligations of any person for borrowed money.

Ericsson would also expect that any such trust should sunset in the event that Ericsson, in the absence of the trust, would no longer retain de facto control of Telcordia. This is not meant to be an exhaustive list of considerations regarding a voting trust.

Telcordia makes clear that willingness to discuss such a voting trust structure is not a necessary step to designating Telcordia as the LNPA, and thus was not a necessary component of its bid. In its letter in support of Telcordia's bid, however, Ericsson expressed its willingness to take "whatever actions are necessary to address any issues raised by the Federal Communications Commission or other governing bodies for neutral governance and operation." Letter of Per Borgklint, Senior Vice President, Ericsson AB (dated March 1, 2013) (Telcordia06415-Telcordia06416). The prophylactic measure outlined above is consistent with that statement.

Sincerely



John T. Nakahata

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iconectiv*

cc: Julie Veach
Lisa Gelb
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Randy Clarke
Ann Stevens
Neil Dellar
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