

March 25, 2015

**Ex Parte Notice**  
**Filed Pursuant to 47 C.F.R. § 1204(a)(10)(iii), (iv)**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications 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 March 25, 2015, at the request and with the advance permission of the FCC staff in attendance, on behalf of Telcordia Technologies, Inc., d/b/a/ iconectiv (“Telcordia”), I met with Julie Veach, Lisa Gelb, Ann Stevens and Sanford Williams of the Wireline Competition Bureau, Terry Cavanaugh and Neil Dellar of the Office of the General Counsel, and Daniel Alvarez of the Office of the Chairman. In addition, Tara O’Neill Diaz, of Telcordia, and Mark Davis of Harris, Wiltshire & Grannis, LLP, on behalf of Telcordia, participated in the meeting by telephone. This letter summarizes the points made by the Telcordia representatives in this meeting.

With respect to any conditions the Commission may be considering placing on Telcordia such as reflected in the LNPA Code of Conduct as proposed by Telcordia—those conditions should apply to Telcordia acting as the Local Number Portability Administrator (“LNPA”) or in its provision of Local Number Portability Administrator services (“LNPA Services”), with the understanding that those are limited to the United States, and not simply to a more generic reference such as “local number portability services.” Such a generic reference could be misinterpreted to apply to Telcordia’s provision of LSMS/SOA products and services in the United States, or number portability-related products or services provided outside the United States. The Commission should not extend any such conditions to cover services other than LNPA services.

To the extent that the Commission may seek to ensure that Ericsson does not serve as a conduit for transmitting confidential or proprietary data of one LNPA user to Telecommunications Service Providers (“TSPs”), as defined in the RFP, Telcordia has no objection. However, as was recognized with respect to Warburg’s ownership of Neustar, Telcordia will need to share some of its own confidential information (as distinguished from user confidential or proprietary information) about its LNPA service and operations with Ericsson. Indeed, Ericsson will have a single representative on Telcordia’s Board of Directors. Telcordia also reports its financial results consolidated with Ericsson, and will necessarily have to work with Ericsson on tax, security and other ancillary issues.

With respect to any voting trust that the Commission may require to be created, it is important that the order be clear as to the issues that Ericsson, as beneficial owner, may continue to direct the trustee as to how to vote. We provided such a list in our ex parte letter of February 9, 2015.<sup>1</sup> As set forth in that letter, Telcordia and Ericsson stated their expectation that the trustee would vote all other matters according to her or his discretion—which included the election of independent directors. To the extent that the Commission adopts some prohibition on a voting trust holding other interests, it should limit such a ban to other voting or beneficial interests, such that the ban would not preclude Telcordia from owning subsidiaries.<sup>2</sup> Telcordia has no objection to requirements for FCC approval of any changes to the trust, or a requirement to set forth the trustee's compensation and any formula for changing that compensation in the trust document.

With respect to Telcordia's directors, Telcordia never contemplated that an employee, director or officer of a TSP could serve as a director. With respect to a retired TSP employee, were the Commission to consider some limit on such persons serving as a director, there should be some time limit after which the person would be considered eligible. The New York Stock Exchange rules use a three-year period to define director independence.<sup>3</sup> The same would be true with respect to any limitation on former Telcordia or Ericsson employees being eligible to serve as independent directors.

Telcordia does not anticipate that it would have any employees detailed from Ericsson with respect to its provision of LNPA Services, nor would employees providing LNPA Services be shared Ericsson/Telcordia employees. There are some instances in which Telcordia will obtain ancillary support from Ericsson for LNPA Services, but the employees providing such support will not be shared employees, *i.e.*, employees of both Telcordia and Ericsson.

In its declaration in support of its neutrality opinion, Telcordia stated that it no longer participates in Ericsson's Long Term Variable Stock Plan.<sup>4</sup> Telcordia does not object to

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<sup>1</sup> Letter of John T. Nakahata, Counsel to Telcordia Technologies, Inc., d/b/a iconectiv to Marlene H. Dortch, Secretary, FCC, CC Docket No. 95-116, WC Docket Nos. 07-149 & 09-109 (filed Feb. 9, 2015).

<sup>2</sup> As an example, some of Telcordia's non-U.S. number portability administration operations require services to be provided through a subsidiary incorporated under local law.

<sup>3</sup> See *e.g.* New York Stock Exchange rule 303A.02(b) available at [http://nysemanual.nyse.com/LCMTTools/bookmark.asp?id=sx-ruling-nyse-policymanual\\_303A.02&manual=/lcm/sections/lcm-sections/](http://nysemanual.nyse.com/LCMTTools/bookmark.asp?id=sx-ruling-nyse-policymanual_303A.02&manual=/lcm/sections/lcm-sections/) (last visited Mar. 25, 2015). There is an exception for service as an interim Chairman, CO or other executive officer. *Id.*

<sup>4</sup> Certificate of Telcordia Technologies, Inc. to Wiltshire & Grannis, LLP, at 3, attached to the Letter of John T. Nakahata, Wiltshire & Grannis, LLP, to The Future of NPAC Subcommittee and North American Portability Management LLC (dated Apr. 4, 2013) (Telcordia06096).

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generalizing this prospectively to profit sharing or long term compensation programs offered to employees of Ericsson.<sup>5</sup>

Telcordia also stated that it would ensure that it obtained a written recusal commitment from SungardAS with respect to the recusals to which Sungard has already agreed in the record.

In response to a question, we stated that the order should be clear as to the time by which all neutrality safeguards need to be in place. The most logical time would be as of the date that Telcordia operates the sole LNPA database, *i.e.*, when transition is complete.

Finally, notwithstanding Telcordia's prior request for confidential treatment, Telcordia no longer requests confidential treatment with respect to the fact that the cumulative seven-year price of its bid is less than \$1 billion.

Sincerely,



John T. Nakahata  
*Counsel to Telcordia Technologies, Inc., d/b/a  
iconectiv*

cc (by email): Julie Veach  
Lisa Gelb  
Neil Dellar  
Terry Cavanaugh  
Ann Stevens  
Sanford Williams  
Daniel Alvarez  
Aaron Panner, Counsel for Neustar, Inc.

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<sup>5</sup> Telcordia, however, requested that this be clear that it does not prohibit legacy, pre-Ericsson, Telcordia employees who participate in an Ericsson defined benefit pension plan from continuing to do so. Such a plan does not constitute profit sharing or long term compensation.