

April 12, 2016

Via Electronic Filing

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

Re: *Applications of SprintCom, Inc., Shenandoah Personal Communications, LLC, and NTELOS Holdings Corp. for Consent To Assign Licenses and Transfer Control of Long-Term De Facto Transfer Spectrum Leasing Arrangements (WT Docket No. 15-262)*

Dear Ms. Dortch:

In their Joint Application¹ and subsequent filings, Shenandoah Personal Communications, LLC (“Shentel”), NTELOS Holdings Corp (“NTELOS”), and SprintCom, Inc. (“Sprint”) (the “Joint Applicants”) have demonstrated that approval of the transaction described therein (the “Transaction”) will serve the public interest. Previously, Shentel and Sprint made several significant commitments which will ensure the numerous public interest benefits of this transaction are fully realized. The instant letter updates the previously filed submissions to remove highly confidential and confidential information, in order that the Joint Applicants commitments are fully public.

In order to expedite approval of the Transaction, Shentel and Sprint make the following commitments regarding spectrum divestitures, network deployment and customer transition. These commitments, as set forth in Appendix A, are conditioned upon and would take effect upon the closing of the transaction. Accordingly, the Joint Applicants request that the Commission incorporate these commitments into a final order and approve the transaction as expeditiously as possible to permit the Joint Applicants to close as soon as possible thereafter.

¹ *SprintCom, Inc., Shenandoah Personal Communications, LLC, and NTELOS Holdings Corp. Seek Consent to the Assignment of License and Spectrum Lease Authorizations and an International Section 214*, WT Docket 15-262, filed Aug. 25, 2015 (ULS File No. 0006917154 designated as lead application) (“Joint Application”).

Pursuant to Section 1.1206(b) of the Commission's rules, a copy of this ex parte presentation is being filed in the above-referenced docket. Should you have any questions regarding these matters please contact the undersigned.

Respectfully submitted,

SPRINTCOM, INC.

**SHENANDOAH PERSONAL
COMMUNICATIONS, LLC**

/s/

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APPENDIX A
Joint Applicants' Commitments

Spectrum Divestitures:

Within six months of the closing, Sprint will file applications with the Commission to assign the amounts and type of spectrum in the geographic areas identified below (“Divestiture Assets”). Sprint reserves the right, upon notice to the Wireless Telecommunications Bureau (“Bureau”), to change the specific type of spectrum to be divested in any geographic area, based on further analysis performed after the closing. In lieu of an assignment to a third-party, Sprint may modify existing spectrum lease authorizations to relinquish access to spectrum in the below listed markets. Upon application by Sprint to the Bureau, the Bureau may grant one or more extensions, not to exceed 90 days in the aggregate, to allow Sprint further time to dispose of the Divestiture Assets. To the extent the applications are not filed by the relevant date, or by any extended date allowed by the Bureau, the Commission may require Sprint to surrender the Divestiture Assets.

Geographic Area Amount & Type of Spectrum

CMA	CMA Market Name	Amount and Type of Spectrum
CMA157	Roanoke	20 MHz AWS-1; and 10 MHz of 2.5 GHz
CMA683	VA 3 - Giles	20 MHz AWS-1; and 10 MHz 2.5 GHz (Floyd, Giles, Montgomery counties only)
CMA684	VA 4 - Bedford	20 MHz AWS-1; and 10 MHz 2.5 GHz (Bedford, Franklin counties only)
CMA685	VA 5 - Bath	20 MHz AWS-1; and 10 MHz 2.5 GHz (Alleghany, Covington City counties only)
CMA686	VA 6 - Highland	20 MHz AWS-1
CMA203	Lynchburg	20 MHz AWS-1
CMA256	Charlottesville	20 MHz AWS-1

Network Deployment

In prior filings Shentel has committed to invest up to \$350 million in network infrastructure improvements within the current NTELOS service area to effectuate significant network upgrades and network expansion within five years of close of the transaction. In conjunction with that investment Shentel commits to the following network deployment steps.

4G LTE Upgrades by Market – As previously explained, Shentel commits to complete a network-wide deployment of 4G LTE service in Band Class 25 (1900 MHz), as well as commit to complete a network-wide deployment of 4G LTE and voice services in Band Class 26 (800 MHz) in the current NTELOS service area. Shentel will also deploy 4G LTE service in Band Class 41 (2.5 GHz) in NTELOS service areas with greater population density.

Through this deployment plan Shentel commits to upgrade the 857 existing NTELOS cell sites that were active (on air) as of December 31, 2015. In addition, Shentel commits to deploy 150 new cell sites to expand wireless voice and 4G LTE data to certain rural markets and regions of southern Virginia and West Virginia. Consumers in all of these markets will benefit from these upgrades and deployments.

Shentel commits to substantially complete the 4G LTE upgrades for these 857 existing cell sites within twenty four months after the transaction closes. Shentel commits to substantially complete the deployment and network expansion of 150 new cell sites within thirty six months after the close of the transaction.

Network Expansion and Densification by Market - Shentel commits to complete the network-wide deployment of 4G LTE service in Band Class 25 (1900 MHz) and Band Class 26 (800 MHz), which will provide significantly improved wireless data speeds and coverage to customers in rural markets throughout the former NTELOS service area over the period described herein. In addition, Shentel's commitment to deploy 4G LTE service in Band Class 41 (2.5 GHz) will significantly improve wireless data speeds and capacity in those NTELOS service areas which require additional 4G LTE capacity due to their greater population density, such as: Charlottesville, VA; Roanoke, VA; Charleston, WV; and Morgantown, WV.

These LTE deployment and network expansion commitments are contingent upon Shentel's ability to secure necessary zoning, permitting and other access and use rights for new equipment. In addition, the commitment to meet these deployment and expansion commitments is also contingent upon other factors, including but not limited to, limitations or delays arising from vendor delays, errors or omissions, labor and workforce issues, natural disasters and acts of God.

Customer Transition

Postpaid Customers: Shentel commits to continue to operate the NTELOS billing and customer care platform for a period of between six to eighteen months, while customers are migrated to the new service platform. During that time, NTELOS postpaid customers will continue to be served off of the NTELOS platforms until such customers are transitioned to the

Sprint billing and customer care platforms. Shentel and Sprint commit to migrate these customers on an individualized basis via a porting process, rather than in a “flash cut” mass migration. Use of the porting process to transition these customers will provide customers an opportunity to review and ask questions about available rates plans, handsets and service options on an individualized basis. This ensures that customers are fully informed of, and involved in, the transition process for their own accounts.

SIM Cards Replaced at No Cost – As described in the Parties’ initial commitment letter, postpaid customers with Apple operating system (OS)-powered handsets (models 5c and later) will receive a new SIM card, but will otherwise be permitted to continue to use such handsets (or upgrade to other handsets) once transitioned. The Joint Applicants will commit to provide these new SIM cards to customers at no cost to the postpaid customers with Apple OS-handsets. As previously explained, these customers will have the option to select any new Sprint service plan available at the time they port, or they will be transitioned to a service plan that is equal to, or more favorable than, their existing NTELOS service plan.

Like-for-Like Handset Replacement Plan: As previously explained, postpaid customers with Android OS-powered handsets will receive a like-for-like replacement handset that is compatible with the expanded capabilities of the Sprint network.² The Joint Applicants believe that these handsets meet or exceed existing capabilities and features of existing handsets that will be replaced. There will be no additional costs to the customer for these replacement handsets.³

Clarification of Prepaid Customer Transition Issues – The Joint Applicants wish to clarify one aspect of the transition process for prepaid customers. With respect to the transition period for prepaid customers, the Joint Applicants wish to clarify that all prepaid customers will be served off of the existing NTELOS billing and customer care platform for a period of approximately 150 days, but no later than August 31, 2016.⁴

Customer Communications: Shentel and Sprint commit to communicate information concerning the transition process with all current and prospective customers via multiple platforms, and at different stages of the process. Such communications will include up to five separate communications with customers over three phases of the transition process. Shentel and

² The Joint Applicants expect to use this approach for Apple iOS models prior to the Apple 5c.

³ Of course, these customers will be responsible for continuing payment of any remaining installment payments they currently have under their existing NTELOS plan (for their existing handset) until that obligation is satisfied. However, the Joint Applicants will not assess any additional charges for the replacement handsets, even in those circumstances where the replacement handset has more features or is more expensive than their replacement handset.

⁴ Continuing to serve these prepaid customers off of the same billing platform after August 31, 2016, would impose significant additional operational costs due to the substantial renewal fees associated with renewing the existing billing vendor service contract. Following this period these prepaid customers will be served off of Sprint’s billing and service platform.

Sprint commit to provide such communications across a variety of communications platforms, including: direct mail, bill inserts, e-mail, websites, social media, mobile apps and SMS (consistent with any limitations under the TCPA). In addition, Shentel and Sprint will continue to operate and maintain the informational website that provides detailed information of the Transaction (including transition issues) in plain language: <http://welcometoshentel.com/>.

Progress Reports – For three years following the date the merger closes, Shentel and Sprint will commit to file with the Commission a quarterly report on the status of its implementation of the network deployment and spectrum divestiture commitments. If the network deployment commitments are not met within the three-year reporting period, this reporting requirement will be extended, with respect to those deployment commitments, until such time as those deployment commitments are fully met or waived by the FCC. Each such report will be due 30 days following the end of the calendar quarter covered by the report, and the first such report will cover the period from the transaction’s closing through the end of the first full calendar quarter thereafter.