

COVINGTON & BURLING LLP

1201 PENNSYLVANIA AVENUE NW WASHINGTON
WASHINGTON, DC 20004-2401 NEW YORK
TEL 202.662.6000 SAN FRANCISCO
FAX 202.662.6291 LONDON
WWW.COV.COM BRUSSELS

July 24, 2007

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th St., SW
Washington, DC 20554

Re: Notification of *Ex Parte* Communications
WT Docket Nos. 96-86, 06-150; PS Docket No. 06-229

Dear Ms. Dortch:

This letter is to report permitted, oral *ex parte* communications of Frontline Wireless, LLC (“Frontline”) and its counsel concerning the above-referenced proceedings.

On July 23, 2007, Louie Freeh, Bill Esposito, Janice Obuchowski and Jon Blake met with Commissioner Jonathan S. Adelstein and his legal advisor, Renee Crittendon. Later in the day, Mr. Blake spoke separately with Ms. Crittendon. Also on July 23, Mr. Freeh, Mr. Esposito, Ms. Obuchowski, Haynes Griffin, Stagg Newman and Gerry Waldron met with Derek Poarch, Tim Peterson and Jeff Cohen from the Public Safety and Homeland Security Bureau. Finally, Mr. Newman and Mr. Waldron spoke with Julie Knapp and Ron Chase from the Office of Engineering and Technology. Today, Mr. Freeh, Mr. Esposito and Mr. Blake met with Chairman Kevin J. Martin, Erika Olsen, Dan Gonzalez and Mr. Poarch. In a separate meeting, Mr. Freeh, Mr. Esposito, Ms. Obuchowski and Mr. Griffin met with Commissioner Deborah Taylor Tate and Chris Moore from her office.

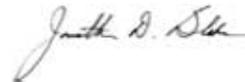
In these meetings, the parties discussed the upper 700 MHz band plan and the proposed C and D Blocks. Specifically, Frontline explained the need for a no-retail condition to be combined with open access rules on the “C Block” in order to achieve the goals that the open access condition would be intended to promote. With regard to the “D Block” and the shared network, the parties spoke about public safety’s need for a 4G network reaching 99% of the population and the importance of creating a network which will be appropriate for both public safety and the D Block licensee. Finally, the parties discussed the small business bidding credit and the fact that it should be made available to all qualified bidders, regardless whether they operate facilities-based wholesale businesses.

On July 23, 2007, Peter Cramton, John Leibovitz, Greg Rosston, Andrzej Skrzypacz and Mr. Waldron met with Michelle Connolly- Chief Economist, Evan Kwerel and Elizabeth Biley Andriou from the Office of Strategic Planning & Policy Analysis. In this meeting, the parties discussed auction mechanics for the 700 MHz auction, including: (1) *The Activity Rule*; (2) *Reserve Prices*; (3) *The risk of sequential auctions*; (4) *DE Credits*; (5) *Problems with incorporating a “do-over” provision*; and (6) *A “no winner take all” rule*.

With respect to the reserve price, Frontline emphasized that any reserve price should be set on a block-by-block basis, rather than a block-by-block *plus* an overall reserve price basis. The latter could result in a highly successful C Block auction being terminated because other blocks do not generate sufficient revenue. As to the “no winner take all” rule, Frontline explained that we strongly support the goal of this rule to ensure multiple companies emerge out of this auction with spectrum, but we think a better mechanism to accomplish this goal is to adopt a rule that no company can purchase more than 24 MHz total in the 700 MHz spectrum (both upper and lower).

Please direct any questions concerning this matter to the undersigned.

Sincerely,



Jonathan D. Blake
*Counsel to Frontline
Wireless, LLC*

cc: Renee Crittendon
Derek Poarch
Time Peterson
Jeff Cohen
Julie Knapp
Ron Chase
Erika Olsen
Dan Gonzalez
Chris Moore
Michelle Connolly
Evan Kwerel
Elizabeth Biley Andrion