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April 24, 2012

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

RE: Applications of Cellco Partnership d/b/a  
Verizon Wireless, SpectrumCo LLC, and Cox  
TMI Wireless, LLC For Consent To Assign  
Licenses; WT Docket No. 12-4  
Notice of *Ex Parte* Meeting

Dear Ms. Dortch:

On April 20, 2012, Charles W. McKee, Vice President, Government Affairs; Trey Hanbury, Director, Government Affairs; Mary Jean Fell, Senior Counsel; John C. (Chris) Fentrup, Senior Economist; Emer Marchetti, Vice President, Network Development & Engineering; and Paul Schieber, Vice President, Access & Roaming; all of Sprint Nextel Corporation (“Sprint”); Antoinette Cook Bush, Matthew P. Hendrickson, John M. Beahn, and the undersigned of this firm, Outside Counsel to Sprint, met with Sharon Gillett, Chief, and Octavian Carare, Christopher Sova, Claude Aiken, and Tim Stelzig of the Wireline Competition Bureau; James D. Schlichting, Senior Deputy Chief, Paul E. Murray, Susan Singer, Joel D. Taubenblatt, Linda C. Ray, Mitali Shah, Stacy Ferraro, Peter Trachtenberg, Tom Peters, Ziad Sleem, and Thuy Tran, of the Wireless Telecommunications Bureau; Joel Rabinovitz and Virginia Metallo of the Office of General Counsel; Sarah Whitesell, Martha Heller, and Ty Bream of the Media Bureau; Marius Schwartz, Chief Economist, and Paul Lafontaine and Jack Erb of the Office of Strategic Planning & Policy Analysis.<sup>1</sup>

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<sup>1</sup> Ms. Whitesell, Ms. Metallo, Mr. Sova, Mr. Aiken, and Mr. Schieber participated by phone.

We discussed two areas of concern that were highlighted in Sprint's Comments and Reply Comments in this proceeding: backhaul and WiFi. Incumbent Local Exchange Carriers ("ILECs") and cable operators control the only two wired ecosystems in most areas of the nation. As a result, they have natural incentives to be spirited competitors. The Sprint representatives noted, however, that the arrangements between Verizon and the Cable Companies (Comcast Corporation, Time Warner Cable, Bright House Networks, LLC, and Cox TMI Wireless, LLC) could negatively affect these incentives, especially in the provision of backhaul services to wireless carriers, by eliminating the Cable Companies as future providers. The Sprint representatives also pointed out that Verizon and the Cable Companies could leverage their legacy control over the wired ecosystems to disadvantage Sprint and other wireless carriers through restrictions on access to wide-area WiFi networks.

Mr. Schieber discussed the technology and suppliers that Sprint currently employs for backhaul supporting its wireless network. Sprint's existing backhaul lines are T-1s, using TDM technology. The ILECs provide approximately 90% of these lines. He explained the need to convert Sprint's current backhaul facilities to Ethernet services to support the "Network Vision" program and the deployment of Sprint's 4G LTE network. Mr. Schieber answered questions from Commission staff regarding the RFP issued to solicit bids for providing Ethernet services and the degree of competition that the company experienced prior to the announcement of the Verizon / Cable agreements. He indicated that the unique RFP process resulted in greater participation by cable companies, but that incumbent local telephone companies continue to be the primary providers of backhaul services. He also discussed difficulties associated with purchasing backhaul services for small cells necessary to address the expanding data demands on the network.

Mr. Marchetti discussed how wide-area WiFi networks and other small-cell technologies will be necessary to supplement current wireless networks. He described in detail the technical and operational characteristics of picocells and femtocells. WiFi is especially helpful for consumers with bandwidth-hungry smartphones, who use most of their data at homes and offices, locations often served by WiFi. Mr. Marchetti noted that while WiFi spectrum is free and equipment has become inexpensive, cost-effective backhaul and access to rights-of-way are major challenges to the construction of WiFi networks and the deployment of small-cell networks. The ILECs and Cable Companies are the only entities that have both of these assets. WiFi-enabled cable boxes, under the exclusive control of Cable Companies, push their WiFi footprint directly into customers' homes. Because the Verizon/Cable Company arrangements allow the Cable Companies to profit from the success of Verizon's wireless business, they will now have the incentive to use their control over WiFi to disadvantage competing wireless carriers.

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Sincerely,

/s/

David H. Pawlik  
*Counsel to Sprint Nextel Corporation*

cc: Linda C. Ray  
Mitali Shah  
Stacy Ferraro  
Peter Trachtenberg  
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