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July 26, 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* Communications

Dear Ms. Dortch:

On June 24, 2012, Charles W. McKee and Lawrence R. Krevor, Vice Presidents of Sprint Nextel Corporation (“Sprint”), and the undersigned of this firm, Outside Counsel to Sprint, met with Courtney Reinhard, legal advisor to Commissioner Pai. The Sprint representatives discussed two issues related to the transaction among Verizon Wireless (“Verizon”), Comcast Corp., Time Warner Cable Inc., Bright House Networks, LLC, and Cox TMI Wireless LLC (the “Cable Companies”): WiFi and backhaul.

Although Sprint has not formally opposed the proposed sale of wireless spectrum by the Cable Companies to Verizon, the Sprint representatives discussed certain specific conditions to the transaction that would serve the public interest by countering the loss of effective competition that would follow from the spectrum sale and its associated “Commercial Agreements.”

WiFi

All modern smartphones have the ability to connect through WiFi systems within their range. These WiFi connections have multiple advantages for customers. They increase download speeds, which is especially important when viewing streaming media on mobile devices. WiFi relieves network congestion in

densely populated areas, giving truly mobile users greater opportunity to use the carrier's licensed spectrum. Because WiFi use does not draw from subscribers' metered data plan allotments, WiFi offloads can result in lower bills for consumers. These advantages are even more significant because the vast majority of mobile data use takes place in subscribers' homes and their businesses: places where WiFi access is commonly available.

The Cable Companies have constructed extensive WiFi networks within their service areas. WiFi networks, just like cellular networks, rely on wired network connections. They extend into homes and offices, with recent model cable set top boxes even containing WiFi chip sets that convert every customer's home into a WiFi hotspot controlled by the Cable Company. If Verizon can enjoy exclusive or preferential access to the Cable Companies' WiFi systems, it can disadvantage competing wireless carriers for whom that WiFi option would be foreclosed, especially in many indoor hotspots where the Cable Companies have exclusive access.

Backhaul

The explosion of mobile data flowing from the introduction and increasing popularity of smartphones and wireless tablets has forced all major carriers to plan significant increases in the capacity of their networks. There are two ways to increase capacity on a current-technology wireless network: adding spectrum or adding cell sites.

Sprint will be deploying an increasingly heterogeneous network topology featuring large numbers of "microcells" to bring targeted additional coverage and capacity to high-demand areas with increased reliability and speed. Adding large numbers of microcells requires additional backhaul connections from the two most likely suppliers: Incumbent Local Exchange Carriers and cable operators. These providers should be natural competitors, but the Commercial Agreements eliminate that competition and provide incentives to raise backhaul prices.

Proposed Solutions

The Commission should require Verizon and the Cable Companies to dissolve their anticompetitive business relationships. If the Commission does not take this step, it should rebalance the competitive scales with conditions that allow other wireless carriers to compete on a level playing field:

- The parties must not market (or profit from) each others' services in areas where a Cable Company competes with Verizon's wired network.
- The Verizon / Cable Joint Venture must make its technology available to all wireless carriers and their subscribers pursuant to non-discriminatory terms and conditions.
- Cable Companies that operate WiFi networks must provide nondiscriminatory access (outside and inside buildings) to subscribers of all wireless networks; this includes log-in, validation, and hand-off procedures no less favorable than those provided to Verizon subscribers.
- The Cable Companies must charge customers of other wireless carriers no more than they charge Verizon for access to WiFi; whether measured or unlimited, the price should be the same for all customers.
- Verizon Communications and the Cable Companies must not restrict the use of their Internet access facilities for connection by femtocells and other small cells.
- Cable Companies must offer other wireless carriers the same terms and conditions for backhaul that they offer Verizon.

These conditions would ameliorate some of the anticompetitive effects that otherwise would arise from the transactions and would serve the public interest.

Sincerely,

/s/

Antoinette Cook Bush
Counsel to Sprint Nextel Corporation

cc: Courtney Reinhard