

August 3, 2012

**VIA ELECTRONIC FILING**

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

Re: *In re Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo, LLC for Consent to Assign Licenses; In re Application of Cellco Partnership d/b/a/ Verizon Wireless and Cox TMI Wireless, LLC for Consent to Assign Licenses, WT Docket No. 12-4*

Dear Ms. Dortch:

Verizon Wireless, Cox, and SpectrumCo, on behalf of its members Comcast, Time Warner Cable, and Bright House Networks, (collectively, “Applicants”) hereby submit this response to comments filed pursuant to the Commission’s recent *Notice*.<sup>1</sup> The *Notice* sought comment on a single issue: the impact of the proposed spectrum exchange between Verizon Wireless and T-Mobile on “the spectrum aggregation issues raised in the context of this docket.”<sup>2</sup> The *Notice* explicitly directed parties to focus solely on this issue and “not [to] repeat arguments already raised.”<sup>3</sup>

Commenters largely ignored the Commission’s directive and treated the *Notice* as an opportunity to rehash old arguments, whether related to the impact of the proposed exchange on spectrum aggregation or not. For example, several parties focused their comments on the agency, reseller, and technology joint venture agreements. Such comments are not only outside the scope of the *Notice* and this proceeding, they are unnecessary. Parties have commented on these agreements extensively in prior pleadings and *ex parte* submissions.<sup>4</sup> Even commenters

---

<sup>1</sup> *Wireless Telecommunications Bureau Seeks Comment on the Impact of Verizon Wireless-SpectrumCo and Verizon Wireless-Cox Transactions of the Applications of Verizon Wireless and T-Mobile to Assign AWS-1 Licenses*, WT Docket No. 12-4, Public Notice, DA 12-998 (rel. June 26, 2012) (“*Notice*”).

<sup>2</sup> *Id.* at 2.

<sup>3</sup> *Id.*

<sup>4</sup> Not including Applicants’ submissions, parties have submitted over 250 substantive filings in this proceeding. A group of mid-sized carriers, led by the Independent Telephone & Telecommunications Alliance (“ITTA”) and including Frontier, FairPoint, CenturyLink, and Hawaiian Telcom, recently filed their first substantive comments in the docket, approximately *five months* after initial petitions and comments were due. *See, e.g.*, Letter from Genevieve Morelli, President, ITTA, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4 (July 10, 2012); Letter from Karen Brinkmann, Counsel to FairPoint, to Marlene H. Dortch, Secretary, FCC, WT Docket No.

that address spectrum aggregation simply repeat their previous arguments. There is nothing new here. The same parties are saying the same things they have already said. The Applicants have already refuted these arguments, including those improperly raised.

**The Verizon Wireless/T-Mobile Transaction Further Undermines Any Spectrum Aggregation Claims.** As Public Knowledge and others concede, the T-Mobile transaction addresses spectrum aggregation claims previously raised in this proceeding.<sup>5</sup> Rehashed arguments that Verizon Wireless does not need additional spectrum or will warehouse this AWS spectrum<sup>6</sup> have already been rebutted and are without merit.

First, the Verizon Wireless/T-Mobile transaction creates no spectrum aggregation concerns and debunks any spectrum aggregation claims raised in the SpectrumCo-Cox transactions. The transaction will allow both companies to rationalize their spectrum holdings and increase capacity and will result in a net transfer of spectrum to T-Mobile – a total of approximately 390 million MHz\*POPs.<sup>7</sup> Further, the transaction will reduce Verizon Wireless' holdings such that the number of Cellular Market Areas (“CMAs”) that otherwise would have been above the spectrum screen as a result of the SpectrumCo-Cox transactions will drop from 18 to four.<sup>8</sup> Only 187,000 POPs of the approximately 287 million POPs covered by the

---

12-4 (July 18, 2012). Many of the issues raised by these parties have already been addressed in the record, and Applicants' responses on those issues are summarized herein. In addition, the mid-sized carriers raised concerns about number porting and cable advertising that have not been raised previously in the docket. The fact that these issues have not been raised in the hundreds of prior filings submitted during the past six months is ample evidence that they are not germane to the transactions at issue here. Given their lack of relevance and the untimeliness of the filings, the Commission should give no consideration to those issues here. *See Cellco Partnership d/b/a Verizon Wireless, SpectrumCo, LLC and Cox TMI Wireless, LLC Seek FCC Consent to the Assignment of AWS-1 Licenses*, WT Docket No. 12-4, Public Notice, DA 12-67, at 4 (rel. Jan. 19, 2012) (“[P]etitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies. A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously.”).

<sup>5</sup> *See* Public Knowledge Comments at 1-2; Information Age Economics (“IAE”) Comments at 2-4. All citations to comments and white papers herein refer to comments and appended white papers filed in WT Docket No. 12-4 on or around July 10, 2012.

<sup>6</sup> *See* Atlantic Tele-Network (“ATN”) Comments at 4-8; Consumer Federation of America (“CFA”) White Paper at 25; Free Press Comments at 2-6; IAE Comments at 10; MetroPCS Communications, Inc. (“MetroPCS”) Comments at 4-8; Rural Telecommunications Group (“RTG”) Comments at 3-5. Free Press rehashed these same claims yet again in a recent ex parte. *See* Letter from S. Derek Turner, Research Director, Free Press, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4 (Aug. 1, 2012) (“Free Press Ex Parte Letter”). Free Press also asked the Commission to impose more aggressive buildout conditions. *See id.* at 2. As Applicants have previously shown, the spectrum at issue here is already subject to AWS substantial service requirements, and any modifications to the buildout rules are best addressed in an industry-wide rulemaking. Joint Opposition of Cellco Partnership d/b/a Verizon Wireless, SpectrumCo LLC, and Cox TMI Wireless, LLC to Petitions to Deny and Comments at 66-67, WT Docket No. 12-4 (filed Mar. 2, 2012) (“Joint Opposition”).

<sup>7</sup> Application of Cellco Partnership d/b/a Verizon Wireless and T-Mobile License LLC for Consent to Assign Licenses, Ex. 1 at 1 (“Verizon Wireless/T-Mobile Public Interest Statement”), WT Docket No. 12-175, File No. 0005272585 (filed Jun. 25, 2011).

<sup>8</sup> *See* Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses, Ex. 1 at 27-33 (“Verizon Wireless/SpectrumCo Public Interest Statement”), Ex. 7, WT Docket No. 12-4,

SpectrumCo-Cox licenses – just 0.06% – will be in markets above the screen.<sup>9</sup> Only nine of the 2,577 counties covered in the SpectrumCo-Cox transactions will be above the screen.<sup>10</sup> RTG is thus flat wrong in making the unsubstantiated claim that the screen will still be triggered in five states in markets covering hundreds of thousands of residents.<sup>11</sup>

In 125 CMAs, Verizon Wireless will transfer spectrum to T-Mobile, thereby *reducing* its spectrum holdings in these markets.<sup>12</sup> In 76 CMAs, there is *no change* in Verizon Wireless' holdings because the parties will simply swap spectrum blocks.<sup>13</sup> Although Verizon Wireless will acquire some spectrum from T-Mobile in 17 CMAs in the West, Verizon Wireless currently has limited spectrum holdings in these markets.<sup>14</sup> Claims by ATN and Free Press that the T-Mobile transaction shows that Verizon Wireless does not need spectrum are foolhardy.<sup>15</sup> The transaction further underscores Verizon Wireless' pressing need for additional spectrum in these western markets, even with spectrum to be acquired in this proceeding.<sup>16</sup>

Second, claims regarding spectrum need or allegations of warehousing merely repeat arguments already raised – and responded to – in the record. To recap, Verizon Wireless has submitted voluminous evidence demonstrating its need for additional spectrum to help meet the rapidly growing demands of its customers.<sup>17</sup> Even after it makes planned capacity-enhancing

---

File No. 0004993617 (filed Dec. 16, 2011) (“Verizon Wireless/SpectrumCo Application”); *see also* Verizon Wireless, Cox, and SpectrumCo Comments at 6.

<sup>9</sup> Verizon Wireless, Cox, and SpectrumCo Comments at 6.

<sup>10</sup> *Id.*

<sup>11</sup> *See* RTG Comments at 3.

<sup>12</sup> Verizon Wireless/T-Mobile Public Interest Statement at 1, 5.

<sup>13</sup> *Id.* at 1, 4-5.

<sup>14</sup> *Id.* at 2, 6.

<sup>15</sup> *See* ATN Comments at 6-7; Free Press Comments at 4-5; Free Press Ex Parte Letter at 2. ATN's filing consists principally of claims that it needs additional spectrum – claims that are factually unsupported as well as barred by Section 310(d) of the Communications Act. *See* Joint Opposition at 63-64.

<sup>16</sup> *See* Joint Opposition of T-Mobile License LLC and Cellco Partnership d/b/a Verizon Wireless, WT Docket No. 12-175, at 8-9 & Ex. 1 (describing the need for spectrum in these 17 markets and providing associated maps depicting spectrum constraints by year-end 2015, even taking into account the AWS spectrum to be acquired in this proceeding).

<sup>17</sup> *See, e.g.*, Verizon Wireless/SpectrumCo Public Interest Statement at 5-16; Verizon Wireless/SpectrumCo Application, Ex. 3 ¶¶ 4, 6-28 (“Initial Stone Declaration”); Joint Opposition at 5-8, 10-31, 51-52, 63; Joint Opposition Ex. 2 ¶¶ 3, 5-49 (“Supplemental Stone Declaration”); Joint Opposition Ex. 3. ¶¶ 6, 8-33, 48 (“Borth Declaration”); Joint Opposition Ex. 4 ¶¶ 32-37 (“Katz Declaration”); Letter from Adam D. Krinsky, Wilkinson Barker Knauer, LLP, Counsel for Verizon Wireless, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 1-5 (May 2, 2012) (“May 2 Ex Parte Letter”); Letter from Tamara L. Preiss, Verizon, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4 (May 31, 2012) (“May 31 Ex Parte Letter”); Letter from Tamara L. Preiss, Verizon, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4 (June 1, 2012) (“June 1 Ex Parte Letter”); Letter from Kathleen Grillo, Verizon, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 1-2 (June 14, 2012) (“June 14 Ex Parte Letter”); Letter from Adam D. Krinsky, Wilkinson Barker Knauer, LLP, Counsel for Verizon Wireless, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 1-5 (June 20, 2012) (“June 20 Ex Parte Letter”).

network investments and brings its existing AWS spectrum into use, Verizon Wireless will face network congestion in some areas as early as 2013 and in many others by 2015 due to growing LTE traffic.<sup>18</sup> And, the most recent projections demonstrate that the need for additional spectrum is even more urgent than previously anticipated.<sup>19</sup>

MetroPCS' claims against Verizon Wireless' spectrum holdings are meritless. For example, it wrongly asserts that Verizon Wireless provided maps showing constraints in 18 markets when in fact Verizon Wireless submitted maps for all 99 markets in which the company provided 4G LTE service as of year-end 2011.<sup>20</sup> Further, MetroPCS' reliance on an HHI analysis to assess spectrum holdings is fundamentally unsound. HHI is a measure of market concentration and has never been applied to spectrum holdings – indeed, the Commission's own competition analysis uses HHI to assess subscriber market share but applies the spectrum screen, not HHI, in reviewing spectrum holdings.<sup>21</sup> And Verizon Wireless has already explained that, contrary to MetroPCS' claim,<sup>22</sup> deployment of 1.4x1.4 MHz carriers using PCS spectrum for LTE is not an efficient way to add capacity to serve large numbers of customers using bandwidth intensive applications and would result in more limited LTE throughput than the Verizon Wireless network is designed to provide for its customers.<sup>23</sup> Finally, Verizon Wireless has already responded to the claims MetroPCS recycles<sup>24</sup> that misconstrue or mischaracterize internal documents.<sup>25</sup> Tellingly, MetroPCS does not question or even address the methodology Verizon Wireless uses in its ordinary course of business and has submitted in this proceeding to assess and demonstrate its spectrum needs.

**Consideration of the Commercial Agreements Is Not Necessary or Relevant to the Commission's Review of the Spectrum License Assignments, and the Applicants Have Thoroughly Disproven Claims of Alleged Harms Related to These Agreements.** Some commenters rehash concerns about the Commercial Agreements.<sup>26</sup> As Applicants have

---

<sup>18</sup> See, e.g., Joint Opposition at 12-18; Supplemental Stone Declaration ¶ 3; May 2 Ex Parte Letter at 4.

<sup>19</sup> See May 31 Ex Parte Letter at 2 & Att. 1 at 2-3, 5; June 1 Ex Parte Letter at 1; June 20 Ex Parte Letter at 5.

<sup>20</sup> See Supplemental Stone Declaration (maps depicting capacity constraints in 18 markets); Letter from John T. Scott, III, Verizon, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4 (April 30, 2012) (maps depicting capacity constraints in 81 additional markets).

<sup>21</sup> See *Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations and Modify a Spectrum Leasing Arrangement*, Memorandum Opinion & Order, 25 FCC Rcd 8704 ¶¶ 32, 47 (2010).

<sup>22</sup> See MetroPCS Comments at 9.

<sup>23</sup> See Letter from Tamara Preiss, Verizon, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 4 (May 17, 2012).

<sup>24</sup> See MetroPCS Comments at 9-12.

<sup>25</sup> See June 20 Ex Parte Letter.

<sup>26</sup> See Comments of CFA; Communications Workers of America; IAE; ITTA; and Public Knowledge. RCN recently filed an ex parte – its first filing in this proceeding – also recycling claims of alleged harms from the Commercial Agreements previously raised by other parties. See Letter from Eric J. Branfman & Frank G. Lamancusa, Bingham McCutchen LLP, Counsel for RCN Telecom Services, LLC, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 2-8 (July 31, 2012) (“RCN Ex Parte Letter”). Free Press also repeated these

previously explained, the Commercial Agreements are legally separate from, and not contingent upon, the license assignments and should not be considered in this proceeding.<sup>27</sup> Long-standing Commission and Supreme Court precedent dictates that Section 310(d) only authorizes review of a license assignment itself, not any other transactions.<sup>28</sup> At any rate, Applicants have already refuted the alleged “harms” from the Commercial Agreements. For example, Applicants have shown that the Commercial Agreements will produce more consumer choice and increased competition, not collusion.<sup>29</sup> Applicants have also demonstrated that nothing in the Commercial Agreements allows the cable MSOs or Verizon Wireless to control the production or price of the other’s products or to form a cartel.<sup>30</sup> In addition, Applicants have shown that competitors can continue to offer multi-product bundles regardless of the Commercial Agreements.<sup>31</sup> Applicants have disproven the claim that the Commercial Agreements will adversely affect Verizon’s FiOS service. Verizon decided to end substantial investment in expansion of FiOS into new markets nearly three years ago – well before Verizon Wireless entered into the Commercial Agreements.<sup>32</sup> The Commercial Agreements in no way alter Verizon’s commitment to FiOS.<sup>33</sup> Likewise, there is no provision in the Commercial Agreements that alters the cable MSOs’ ability and incentive to continue to compete vigorously and grow their backhaul business by attracting as many customers on a backhaul facility as possible.<sup>34</sup> Finally, Applicants have

---

supposed harms and asked the Commission to impose restrictions on the Commercial Agreements. Free Press Ex Parte Letter at 2. However, as further explained below, Applicants have already disproven all of these claims. *See infra* nn. 29-36.

<sup>27</sup> *See, e.g.*, Letter from Michael H. Hammer, Willkie Farr & Gallagher LLP, Counsel for Comcast Corp., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 2 (Jan. 18, 2012); Joint Opposition at 70-76; Commercial Agreements Addendum at 1.

<sup>28</sup> Joint Opposition at 70-74.

<sup>29</sup> Commercial Agreements Addendum at 1-4; *see also* Joint Opposition at 76.

<sup>30</sup> Commercial Agreements Addendum at 5-7.

<sup>31</sup> *Id.* at 14-16.

<sup>32</sup> *Id.* at 10-11.

<sup>33</sup> *Id.* at 7-11.

<sup>34</sup> Joint Opposition at 67; Commercial Agreements Addendum at 20-21; May 2 Ex Parte Letter at 12-14; Letter from Adam D. Krinsky, Wilkinson Barker Knauer, LLP, Counsel for Verizon Wireless, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 1-2 (May 17, 2012); Letter from Michael H. Hammer, Willkie Farr & Gallagher LLP, Counsel for Comcast Corp., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 2 (June 4, 2012) (“June 4 Ex Parte Letter”); Letter from David Don, Comcast Corp., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 1-2 (July 2, 2012) (“July 2 Ex Parte Letter”); Letter from Michael H. Hammer, Willkie Farr & Gallagher LLP, Counsel for SpectrumCo, and J.G. Harrington, Dow Lohnes PLLC, Counsel for Cox Wireless, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 2-8 (Aug. 2, 2012) (“August 2 Ex Parte Letter”); Dr. Mark Israel, “*Implications of the Verizon Wireless & SpectrumCo/Cox Commercial Agreements for Backhaul and Wi-Fi Services Competition*,” WT Docket No. 12-4, ¶¶ 3, 9-27 (Aug. 1, 2012) (attached to August 2 Ex Parte Letter) (“Israel Report”).

shown that the Commercial Agreements do not impede video competition<sup>35</sup> or competition for wireless/wireline integration technologies.<sup>36</sup>

**The Transactions and Commercial Agreements Have No Effect on the Market for Roaming.** Commenters repeat their request that the Commission impose roaming-related conditions because of alleged roaming “harms.”<sup>37</sup> Roaming issues are not transaction-specific, and the Commission has comprehensively addressed these issues.<sup>38</sup> These spectrum-only transactions have no impact on roaming services because they do not reduce the number of service providers who offer roaming.<sup>39</sup> Moreover, because Verizon Wireless is a net purchaser of roaming services, it has every incentive to offer reasonable rates, terms and conditions for the roaming services it provides.<sup>40</sup> This is borne out by the facts – Verizon Wireless has at least 49 roaming partners and 68 data roaming agreements, of which 42 pre-date the data roaming rules.<sup>41</sup> Verizon Wireless has negotiated and will continue to negotiate with various roaming partners.<sup>42</sup>

**The Transactions and the Commercial Agreements in No Way Alter the Cable MSOs’ Incentives to Develop Robust Wi-Fi Networks or to Provide Wi-Fi Offloading to Wireless Carriers.** Some commenters allege again that the transactions and the Commercial Agreements would hinder the development of Wi-Fi networks or create incentives for the cable MSOs to deny other wireless carriers access to these networks.<sup>43</sup> As an initial matter, Wi-Fi, which is an

---

<sup>35</sup> Commercial Agreements Addendum at 22-23.

<sup>36</sup> *Id.* at 16-20; Letter from Michael H. Hammer, Willkie Farr & Gallagher LLP, Counsel for Comcast Corp., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 2-3 (May 16, 2012). In recent ex parte filings, Vonage has raised concerns about Applicants’ development of technology through the joint venture and the potential for discrimination against over-the-top applications. *See, e.g.*, Letter from William B. Wilhelm, Counsel for Vonage Holdings Corp., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4 (July 23, 2012). In addition, Writers Guild of America West recently filed ex parte notices alleging various theories of harm from the Commercial Agreements related to competition in the broadband and video marketplaces. *See, e.g.*, Letter from Ellen Stutzman, Director of Research & Public Policy, WGAW, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4 (July 12, 2012). DirecTV likewise claimed in a recent ex parte that the technology joint venture would negatively impact the video distribution market. Letter from William M. Wilshire, Wiltshire & Grannis LLP, Counsel for DirecTV, LLC, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4 (Aug. 1, 2012). As explained above, Applicants have demonstrated that the Commercial Agreements, including the technology joint venture, do not raise anticompetitive concerns and will instead enhance competition and consumer choice in this space. *See supra* nn. 29-35.

<sup>37</sup> IAE Comments at 6-9; MetroPCS Comments at 20-22.

<sup>38</sup> Joint Opposition at 64-66.

<sup>39</sup> *Id.* at 65-66; May 2 Ex Parte Letter at 13; Letter from John T. Scott, VP & Deputy General Counsel for Verizon Wireless, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 2-5 (May 17, 2012) (“May 17 Scott Ex Parte Letter”); June 14 Ex Parte Letter at 2.

<sup>40</sup> May 17 Scott Ex Parte Letter at 2-5.

<sup>41</sup> June 14 Ex Parte Letter at 2.

<sup>42</sup> *Id.*

<sup>43</sup> CFA White Paper at 24-25; ITTA Comments at 5-6; MetroPCS Comments at 21; Public Knowledge Comments at 3-4, 6 & White Paper at 6-7; *see also* RCN Ex Parte Letter at 8.

*unlicensed* service, is irrelevant to the license assignments in this proceeding.<sup>44</sup> Further, as the Applicants have previously detailed, the cable MSOs have strong incentives to invest in Wi-Fi access, which provides additional value and mobility to the MSOs' customers and is available regardless of a customer's choice of wireless provider.<sup>45</sup> The Commercial Agreements do nothing to alter these incentives, and, in fact, contain express carve-outs stating that the MSOs are not restricted from wholesaling Wi-Fi service to any wireless carrier.<sup>46</sup> There is no provision in the Commercial Agreements that creates the incentives commenters allege. Verizon Wireless not only supports its customers' ability to use Wi-Fi, but also employs Wi-Fi itself where it is efficient to do so.<sup>47</sup>

**There Is No Basis for the Commission to Impose AWS Device or 700 MHz Conditions.**

Commenters provide no evidence of market failure or lack of access to AWS-1 devices that would support imposing an AWS interoperability mandate on future Verizon Wireless LTE devices.<sup>48</sup> In fact, there is a single AWS-1 LTE band class that already covers the entire AWS-1 band<sup>49</sup> and, in any event, the Commission has recognized that interoperability issues are best raised in an industry-wide rulemaking.<sup>50</sup> Nor is there any basis to impose AWS handset exclusivity restrictions or otherwise mandate device availability,<sup>51</sup> which the Commission has also concluded are among the type of non-transaction-specific issues better addressed in the context of industry-wide proceedings.<sup>52</sup> Further, these transactions involve no licenses in the Lower 700 MHz band, and there is no basis to involve Verizon Wireless' announcement regarding a public sale process of its Lower 700 MHz holdings.<sup>53</sup>

**SpectrumCo Took Meaningful Steps and Expended Significant Resources to Develop, Use, and Identify Long-Term Plans for the AWS Spectrum.** The Applicants have demonstrated several times in this proceeding that the ongoing allegations made by MetroPCS that SpectrumCo engaged in licensing trafficking are false.<sup>54</sup> Applicants' numerous filings include

---

<sup>44</sup> July 2 Ex Parte Letter Att. 1 at 1; August 2 Ex Parte Letter at 3, 8, 12.

<sup>45</sup> June 4 Ex Parte Letter at 2; June 20 Ex Parte Letter at 10-11; July 2 Ex Parte Letter at 2 & Att. 1; August 2 Ex Parte Letter at 8; Israel Report ¶¶ 37.

<sup>46</sup> July 2 Ex Parte Letter at 2 & Att. 1 at 1; August 2 Ex Parte Letter at 8-10; Israel Report ¶¶ 29- 33.

<sup>47</sup> June 20 Ex Parte Letter at 10-11.

<sup>48</sup> See IAE Comments at 7.

<sup>49</sup> Only Band Class 4 covers AWS-1 spectrum (1710-1755 MHz paired with 2110-2155 MHz). See LTE; Evolved Universal Terrestrial Radio Access (E-UTRA); User Equipment (UE) Radio Transmission and Reception, 3GPP TS 36.101 Version 10.5.0, Release 10, at 19 (Jan. 2012), available at [http://www.etsi.org/deliver/etsi\\_ts/136100\\_136199/136101/10.05.00\\_60/ts\\_136101v100500p.pdf](http://www.etsi.org/deliver/etsi_ts/136100_136199/136101/10.05.00_60/ts_136101v100500p.pdf).

<sup>50</sup> Joint Opposition at 66; May 2 Ex Parte Letter at 13.

<sup>51</sup> See IAE Comments at 7-8.

<sup>52</sup> See *Application of AT&T Inc. and Qualcomm Inc. for Consent to Assign Licenses and Authorizations*, Order, 26 FCC Rcd 17589 ¶¶ 75, 79 (2011).

<sup>53</sup> Joint Opposition at 66; May 2 Ex Parte Letter at 13.

<sup>54</sup> See MetroPCS Comments at 14-19.

Marlene H. Dortch

August 3, 2012

Page 8

uncontroverted facts which detail, among other things, that: 1) SpectrumCo invested millions of dollars to clear incumbent microwave links in the AWS spectrum service area; 2) between 2007 and 2009, SpectrumCo conducted extensive testing of different 4G technologies for use with AWS spectrum; 3) SpectrumCo tested equipment for use with AWS spectrum, both independently and with equipment manufacturers; and 4) SpectrumCo explored various business plans and ventures to provide advanced wireless services over the spectrum.<sup>55</sup>

\* \* \*

In the end, these commenters are simply repeating allegations they have previously made. The Applicants have already addressed and disproven all of their arguments. The Commission should complete its review and grant the proposed license assignments, which will serve the public interest.

Respectfully submitted,

\_\_\_\_\_  
/s/

John T. Scott, III  
Michael D. Samsock  
Katharine R. Saunders  
VERIZON  
1300 I Street, N.W.  
Suite 400 West  
Washington, DC 20005  
(202) 589-3760

Michael E. Glover  
*Of Counsel*  
  
*Attorneys for Verizon Wireless*

Michael H. Hammer  
Mia Guizzetti Hayes  
WILLKIE FARR & GALLAGHER LLP  
1875 K Street, N.W.  
Washington, DC 20006  
(202) 303-1000

*Attorneys for SpectrumCo*

J.G. Harrington  
DOW LOHNES PLLC  
1200 New Hampshire Avenue, N.W., Suite 800  
Washington, DC 20036  
(202) 776-2000

*Attorney for Cox Wireless*

---

<sup>55</sup> Verizon Wireless/SpectrumCo Public Interest Statement at 19-24; Verizon Wireless/SpectrumCo Application, Ex. 4 ¶¶ 3-4, 9-10 (Declaration of Robert Pick); Joint Opposition at 33-36; Borth Declaration ¶¶ 35-48; Letter from Michael H. Hammer, Willkie Farr & Gallagher LLP, Counsel for Comcast Corp., to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 8-10, 20-25 (Mar. 22, 2012) (Comcast Response to Information Request); May 17 Scott Ex Parte Letter at 5-6.