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August 16, 2012

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**Ex Parte**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**Re: Consolidated Review of Verizon Wireless – SpectrumCo – Cox, Verizon Wireless – Leap Wireless, and T-Mobile – Verizon Wireless Transactions, WT Docket Nos. 12-4 and 12-175**

Dear Ms. Dortch:

On August 14, 2012, Kathleen Grillo and Michael Glover of Verizon, Kathy Zachem of Comcast Corp. and Arthur Burke of Davis, Polk & Wardwell LLP (on behalf of Comcast), Matthew Brill of Latham & Watkins LLP (on behalf of Time Warner Cable Inc.), and Barry Ohlson of Cox Enterprises met with David Goldman and Holly Saurer of the Office of Commissioner Rosenworcel to discuss the above-captioned proceedings. On the same date, we separately met with Angela Giancarlo, Senior Legal Advisor to Commissioner McDowell.

At these meetings, we explained how the assignment of AWS licenses from SpectrumCo LLC and Cox TMI Wireless LLC to Verizon Wireless will promote the public interest by transferring spectrum that is not currently being used to serve customers to a provider that will expeditiously put it to use to meet customers' skyrocketing demand for mobile broadband services. We summarized the extensive record materials that document how the proposed spectrum transfer will enhance Verizon Wireless's ability to deliver 4G LTE services and address mounting concerns about spectrum exhaust and congestion in key markets.

We further noted that Verizon Wireless's related transactions with Leap Wireless and T-Mobile will enable each carrier to rationalize its spectrum holdings and to serve customers more effectively. In addition, the Verizon Wireless – T-Mobile transaction represents a significant net transfer of spectrum to T-Mobile and therefore addresses spectrum aggregation concerns raised in the record. While the Verizon Wireless – SpectrumCo – Cox transaction as originally proposed included only a relative handful of markets in which Verizon Wireless would have exceeded the Commission's spectrum screen, the T-Mobile transaction reduces the number of counties in which Verizon Wireless will be above the screen to 9 out of 2,577. And Verizon Wireless has shown that each of those 9 counties is served by multiple wireless competitors.

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We also provided an update on the status of discussions with the Department of Justice (“DOJ”) regarding the parties’ commercial agreements. We noted that Verizon Wireless, the SpectrumCo members, and Cox anticipated entering into a consent decree with DOJ that would address any potential competitive harms identified by DOJ and the Commission.

Please contact the undersigned if you have any questions regarding this notice.

Sincerely,

A handwritten signature in black ink, appearing to read "Jonathan L. Green". The signature is written in a cursive, flowing style.

cc: (via e-mail)

David Goldman  
Holly Saurer  
Angela Giancarlo