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May 29, 2013

EX PARTE PRESENTATION

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

Re: Ex Parte Presentation in IB Docket No. 12-343, *Applications of Sprint Nextel Corporation, SoftBank Corp., and Starburst II, Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*

Dear Ms. Dortch:

Pursuant to Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, DISH Network Corporation ("DISH") submits this letter summarizing two meetings on Friday, May 24, 2013 as follows:

- A telephone call between David Goldman, Senior Legal Advisor to Commissioner Rosenworcel; Jeffrey Blum, Senior Vice President and Deputy General Counsel for DISH; and Alison Minea, Director and Senior Counsel for DISH.
- A telephone call between Courtney Reinhard, Legal Advisor, Wireless for Commissioner Pai and Alison Minea, Director and Senior Counsel for DISH.

During the calls, DISH discussed its request for the Commission to hold the above-captioned proceeding in abeyance in light of DISH's April 15, 2013 merger proposal to the Board of Directors of Sprint for a total cash and stock consideration of \$25.5 billion.¹ The DISH merger proposal is a real and substantial offer to which the Sprint Board of Directors must give all due consideration, as it is better for American consumers, better for Sprint shareholders, and better for U.S. national security than the SoftBank proposal.² Sprint shareholders have not yet determined whether they will approve the SoftBank proposal and are scheduled to vote on the disposition of the SoftBank deal on June 12, 2013. The Commission should hold the proceeding

¹ See DISH Network Corporation, Supplement to Request to Hold Proceeding in Abeyance, IB Docket No. 12-343 (April 17, 2013).

² *Id.* at 2-3.

in abeyance to allow this competitive market process to play out.³

Because DISH is uniquely positioned to leverage its existing assets with Sprint's network, a DISH-Sprint merger provides valuable spectrum utilization and public interest benefits that are absent in the SoftBank deal. DISH holds licenses to spectrum in the AWS-4 and 700 MHz bands. These spectrum holdings in the U.S. facilitate much more efficient licensing and use of the combined spectrum assets. For example, a combined DISH-Sprint provides greater opportunities to utilize contiguous blocks of spectrum (particularly 20 MHz blocks) and opens up several new options for pairing uplink and downlink spectrum. DISH's offer also presents unique broadband expansion opportunities for rural America that are not present in the SoftBank deal.

By contrast, SoftBank and Sprint (together, the "Applicants") have yet to submit adequate information regarding their plans to use the more than 200 MHz of mobile broadband spectrum at stake in the above-referenced transactions.⁴ There is insufficient information in the record for the Commission to conduct a full public interest analysis, as required by the Communications Act.⁵ As DISH has explained, if the Commission proceeds with evaluation of above-referenced transactions, it should call upon the Applicants to provide, among other things, information regarding their spectrum utilization plans.⁶

Respectfully submitted,

/s/ Jeffrey H. Blum

Jeffrey H. Blum

cc: David Goldman
Courtney Reinhard

³ *Id.* at 2.

⁴ See Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (Mar. 19, 2013); Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (Apr. 5, 2013); Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (April 14, 2013); Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (April 26, 2013); Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (May 7, 2013); Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (May 13, 2013); Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (May 23, 2013).

⁵ See 47 U.S.C. § 310(d).

⁶ See Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (May 7, 2013); Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (May 13, 2013); Letter from Jeffrey H. Blum, DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, IB Docket No. 12-343 (May 23, 2013).