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January 29, 2014

*Via Electronic Filing*

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

**Re: Notice of Ex Parte Presentation; *Applications of Cricket License Company, LLC, et al., Leap Wireless International, Inc., and AT&T Inc. for Consent To Transfer Control of Authorizations, WT Docket 13-193***

Dear Ms. Dortch:

On January 24, 2014, Mr. Paul Posner of Youghioghny Communications, LLC, John Goocher of ISE Consultants, Drs. Alan Pearce and Martyn Roetter of Information Age Economics, and the undersigned of Fletcher, Heald & Hildreth, PLC, met with the following Commission staff members: Philip Verveer, Senior Counselor, Chief Economist Tim Brennan, and Susan Singer, Chief Economist, Wireless Telecommunications Bureau .

At the meeting, the participants discussed the following:

We discussed the impending dangers of consolidation as the former Bell System reconstitutes itself into a duopoly. In particular, we talked about how industry consolidation has so circumscribed the choices, and so enhanced the market power of the remaining nationwide carriers in the delivery of roaming services that regulatory intervention is needed to remedy the market failure. The critical adverse effects of high data roaming costs on the ability of small carriers to compete were described, as well as the enormous disparity between the costs of providing such service and the charges levied for such services, based on published studies and comparisons with other countries. The fact that Cricket has apparently already moved to a far less reasonable roaming rate structure in anticipation of the merger with AT&T is strongly indicative of the effect that approval of the merger will have on the rates it offers going forward. Possible remedies were offered, including rejecting the proposed merger, conditioning it to ensure reasonable roaming rates going forward, or perhaps using the default Leap roaming rate from AT&T as a tentative yardstick for reasonableness. The need for transparency of roaming rates was also stressed.

Marlene H. Dortch, Secretary  
Federal Communications Commission  
January 29, 2014  
Page 2

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Mr. Posner discussed his experiences as an operator of Pocket Communications, a wireless carrier in South Texas, describing the intense competition that took place there in the late 2000's, the subsequent diminution of competition that resulted from Leap's acquisition of his company, the reality that regional competition between regional and national carriers can and does take place, and the extraordinary concentration of control in the South Texas region that would result from the consummation of this merger unless divestiture conditions are imposed. While other areas of the country might also present market concentration issues, the situation in South Texas is particularly egregious and strongly argues for divestiture of that market. The fact that Leap, like T-Mobile, should be viewed as a disruptive nationwide competitor was also addressed.

The potential impact of the proposed transaction on numerous pending policy issues such as spectrum aggregation limits, interoperability, segregation of carriers by spectrum silos, and diversity of carrier ownership, was addressed.

The problem with access to generic handsets by small carriers and how this transaction would exacerbate that problem gravely was discussed.

The flaws and misrepresentations in AT&T's and Leap's claims and assertions about the alleged benefits of the proposed transaction and their misinterpretations of the evidence they have produced to justify them as well as the salient facts they have ignored about the U.S. wireless market were pinpointed.

Mr. Posner closed by stressing four critical issues for the Commission to consider in connection with the Leap-AT&T transaction: the continued availability of handsets to competing carriers, ensuring true interoperability of those handsets across the mobile spectrum band, access to reasonably priced roaming (both voice and data), and access to spectrum resources. He indicated that it might be beneficial for the Commission to convene a panel of industry representatives, both from the small carrier community and from the five national carriers, to discuss this issue and others in an effort to identify jointly what the problems are and then develop solutions.

In response to the staff's request, the Youghiogheny participants offered to gather and provide the Commission with information on the current availability of data roaming on commercially reasonable terms and suggestions as to how reasonable rates could be ensured.

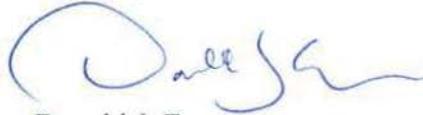
The participants also alluded to the Commission's recent request for information from Cricket about the relationship between Cricket and Pocket Communications. It was

Marlene H. Dortch, Secretary  
Federal Communications Commission  
January 29, 2014  
Page 3

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pointed out that the Commission would need to review the entire arrangement, not just the LLC agreement, to understand the relationship, and Mr. Posner expressed his willingness, in response to the staff's request, to provide the full contract between the parties.

Sincerely,



Donald J. Evans  
Counsel for Youghioghney Communications, LLC

cc: Mr. Philip Verveer  
Mr. Tim Brennan  
Ms. Susan Singer