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February 3, 2014

Via Electronic Filing

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, D.C. 20554

Re: 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 No. 13-193

Notice of *Ex Parte* Communication - Infrastructure Networks, Inc.

Dear Ms. Dortch:

On January 30-31, 2014, the undersigned, Denise Wood, of Bingham, and Stanley Hughey, CEO of Infrastructure Networks, Inc. ("Infrastructure") met with FCC staff to discuss Infrastructure's Petition to Condition Approval of the above-named transaction ("AT&T-Leap Transaction"). On January 30, we met with the AT&T-Leap Transaction Team including Bill Rogerson, Kathy Harris, Susan Singer, Sara Mechanic, Hillary Burchuk, Paroma Sanyal, Judith Dempsey, Joel Rabinovitz, Michael Smith and Jack Erb. We also had separate meetings with the following people on January 30th: Louis Peraertz, Legal Advisor to Commissioner Clyburn; Allison Neplokh, Legal Advisor to Commissioner Rosenworcel; and Renee Gregory, Legal Advisor to Chairman Wheeler. On January 31, we met separately with Jeff Neumann, Legal Advisor to Commissioner Pai and with Commissioner O'Rielly and his Legal Advisor, Erin McGrath. The attached presentation was distributed during all of our meetings.

During the meetings, we discussed Infrastructure's business of providing high speed data connectivity for users in critical infrastructure industries. The company offers its users a secure, virtual, private, radio network that drives an ecosystem of advanced wireless devices founded on 4G/LTE wireless technology for the rapidly evolving realm of machine-to-machine applications. Infrastructure's services yield safety-of-life benefits; for example, remote monitoring systems greatly reduce field travel time, the number one cause of death and injury in many remote industrial operations. Infrastructure's offering also provides reliability that many mission critical systems rely upon in critical infrastructure industries. Retail wireless networks that offer services on a "best effort" basis are not suitable to supporting the needs of the critical infrastructure industries without major network modifications.

We also discussed two AWS leases that Infrastructure entered into with Leap affiliates before the AT&T-Leap Transaction was announced. Wireless spectrum is assigned based on markets driven by population centers. Infrastructure offers machine-to-

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machine, mission critical wireless services to the oil and gas industries. These industries demand access to wireless services that cover oil and gas fields that do not align with population centers. Infrastructure entered into its agreement with Leap so as to provide contiguous service to critical infrastructure industries operating in distinct counties in Oklahoma and Texas. Obtaining access to wireless spectrum in these areas is vital to providing services to Infrastructure's critical infrastructure customers. Infrastructure does not provide commercial wireless services and therefore does not compete with providers of retail voice and broadband wireless services. Without these leases, Infrastructure has no other immediate options for deployable spectrum, given the current technology required for its services.

Finally, we also described the additional benefits to the public interest that Infrastructure's offerings provide. By focusing on the oil and gas industries, Infrastructure is interested in bringing broadband wireless services and devices to remote and rural areas of the country. Infrastructure partners with rural providers and makes projects that are typically economically infeasible viable. For example, rural telecommunications companies may not be able to justify committing capital to build fiber to certain rural areas as the population that would be served makes the project extremely costly. But if Infrastructure is willing to pay for some substantial portion of the cost for the build to support its wireless offerings, or enter into a revenue share or other arrangement, rural telecommunications providers are able to justify their own investment and deploy broadband services to areas that would not have otherwise had access to such services. Infrastructure also allows first responders and other emergency personnel to use its network to support the rural communities where it builds and operates its network.

Please do not hesitate to contact the undersigned with any questions.

Respectfully Submitted,

/electronically signed/

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Ronald W. Del Sesto, Jr.

Enclosure

Attached

cc: Commissioner Michael O'Rielly
Bill Rogerson
Jim Bird
Hillary Burchuk
Judith Dempsey
Jack Erb
Renee Gregory
Kathy Harris

David Krech
Kate Matraves
Erin McGrath
Sara Mechanic
Allison Neplokh
Jeffrey Neumann
Louis Peraertz
Joel Rabinovitz
Linda Ray
Paroma Sanyal
John Schauble
Susan Singer
Michael C. Smith
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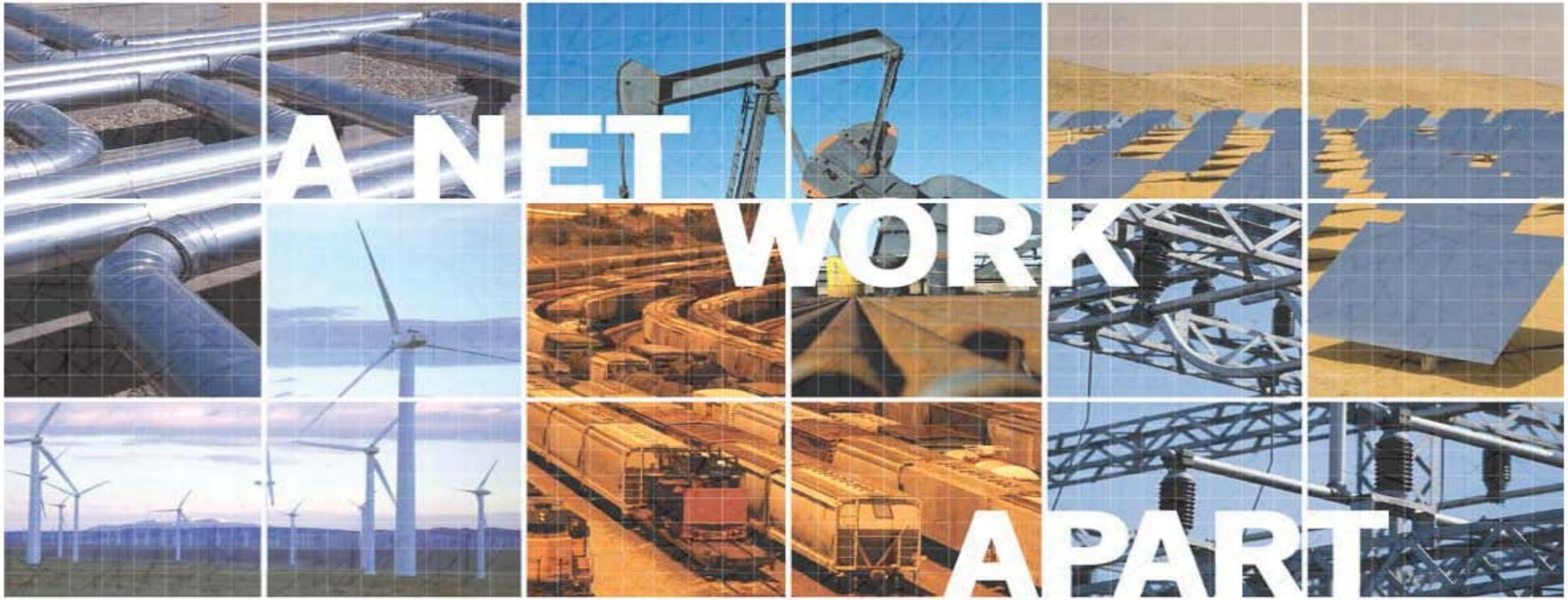
Infrastructure Networks

FCC Meetings January 2014



About the Company

- Headquartered in Houston, TX
- Stanley R. Hughey, CEO and founding partner
- Building an LTE Network Dedicated to Critical Infrastructure Industries
  - Energy/Utilities
    - Oil and Gas – Exploration, Production and Transportation
    - Electrical Generation and Distribution
    - Natural Gas Distribution
  - Rural Counties/Municipals
    - Water and Sewer Infrastructure
    - Waste Treatment
    - Public Works
    - Traffic Control
    - Security and Monitoring
  - Railroads
  - Mining

Current Markets

- Granite Wash – (Texas Panhandle/Western Oklahoma)
- Permian Based – (Western Texas and Southeastern New Mexico)
- Eagle Ford Shale – (South Texas)
- Bakken Shale (North Dakota)
- Niobrara Play (Northeastern Colorado)

Network Benefits

Dedicated network provides Critical Infrastructure Industries ("CIIs") a secure, private LTE solution.

- More secure than consumer wireless networks
- More reliable than consumer wireless networks
- Engineered to meet the needs of CIIs
- Scalable to meet the growing demands of CIIs for connectivity and bandwidth
  - Direct increases in productivity
  - Improved regulatory compliance capability

Infrastructure Networks

Provision of Secure VPRN Services

- Single focused core competency to provide secure, reliable data transit to Critical Infrastructure Industries.
- Transparent network architecture allows customer control and management of network resources.
- CloudCore portal allows customers to provision services, manage bandwidth, determine quality of service and monitor radio locations.
- Patented FastL2 method allows complete segregation from LTE Layer 3 network by providing the customer a flat, secure and encrypted Layer 2 network from remote field site to corporate data center.

Case Study in Spectrum Use and Efficiency

Infrastructure Networks represents a successful example the efficient use of spectrum and technology to address a vital need in the market place.

Traditionally, CIIs have built and maintained multiple narrowband radio networks in the same geographic space resulting in:

- Duplication of effort
- Compromises in overall network design and utility
- Limits on the ability of radio networks to expand capacity and meet growing demand
- Unlicensed solutions have resulted in highly contended environments with high noise floors and cascading network failures whenever the RF status quo is disturbed

Infrastructure Networks directly addresses all these communications shortcomings.

Infrastructure Networks

Public Interest Benefits

- Safety-of-Life
  - American Petroleum Institute and Energy Telecommunications and Electrical Association Joint Submission
    - "A shortage of radio spectrum is jeopardizing the energy industry's ability to continue developing energy resources safely and efficiently."
    - "[P]etroleum and natural gas companies are pressed to find spectrum to satisfy the need for person-to-person and machine-to-machine communications and to ensure safe, reliable and efficient operations of critical infrastructure."
  - Improved workplace safety: Greatly reduced travel "Windshield" time, the number one cause of death and injury in many remote industrial operations.
- Rural Broadband Expansion
  - Infrastructure is able to make available rural broadband services to geographically isolated consumers (including public safety agencies) where no other broadband services are available.

Supporting Rural Communities

Infrastructure Networks partners with several rural cooperative phone companies to lease spectrum and/or purchase network services, including revenue sharing.

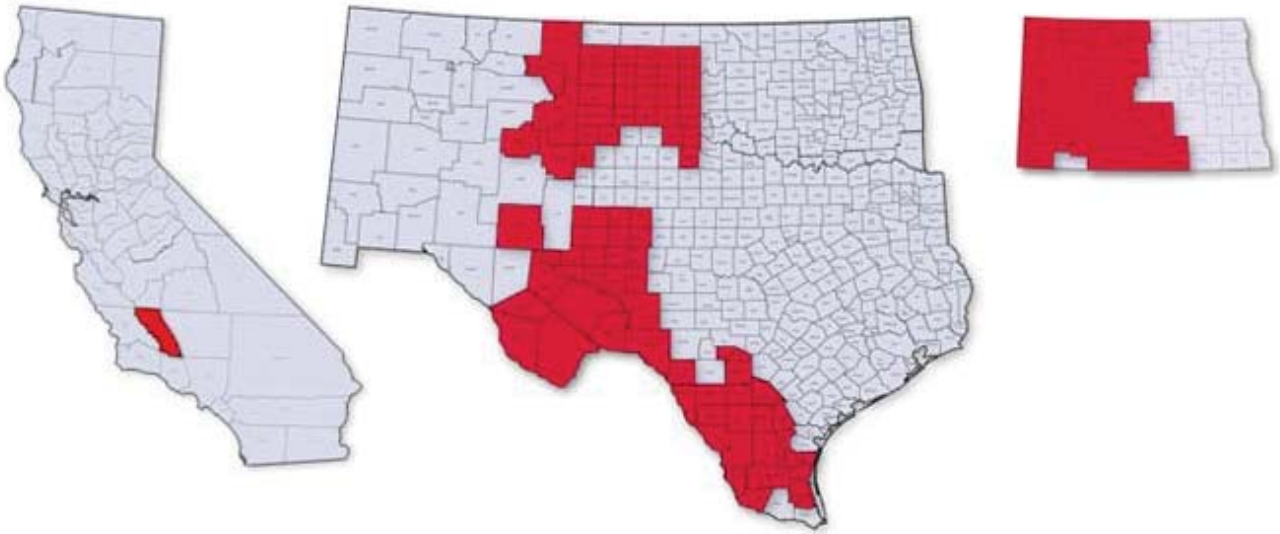
- Valley Telephone Cooperative in South Texas
  - Spectrum lease and fiber customer
  - Access rights to IN network
- Reservation Telephone Cooperative in North Dakota
  - Spectrum lease (w/revenue share), tower access and fiber customer
  - Access rights to IN network
- Eastern Colorado Wireless, LLC
  - Consortium of rural telephone companies
  - Spectrum lease (w/revenue share)
- Central Texas Telephone
  - LTE Core access and spectrum lease

These agreements and relationships represent a direct revenue source for several small rural telcos that directly benefits their local communities.

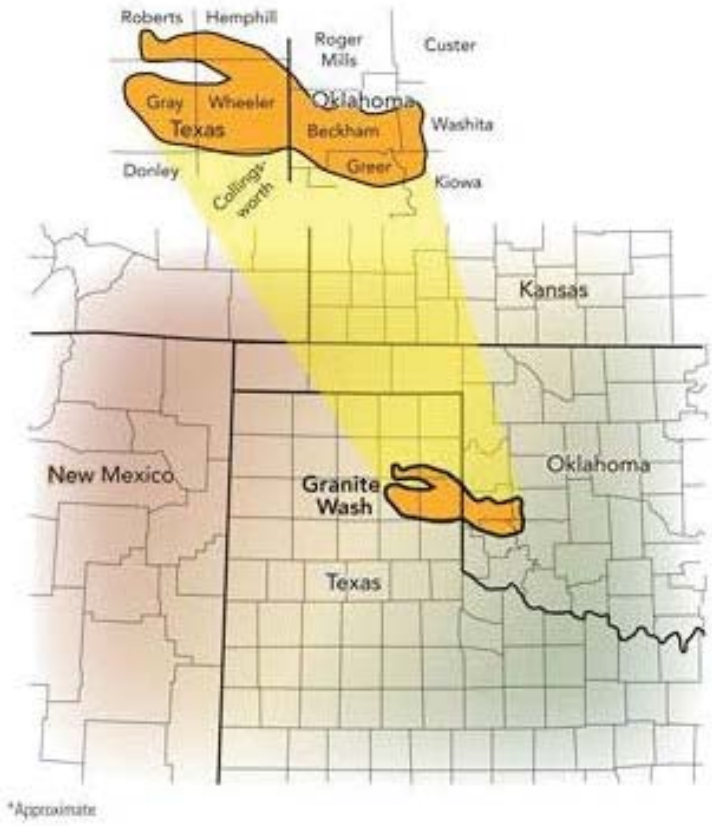
Infrastructure Networks

Unique Technical Challenges

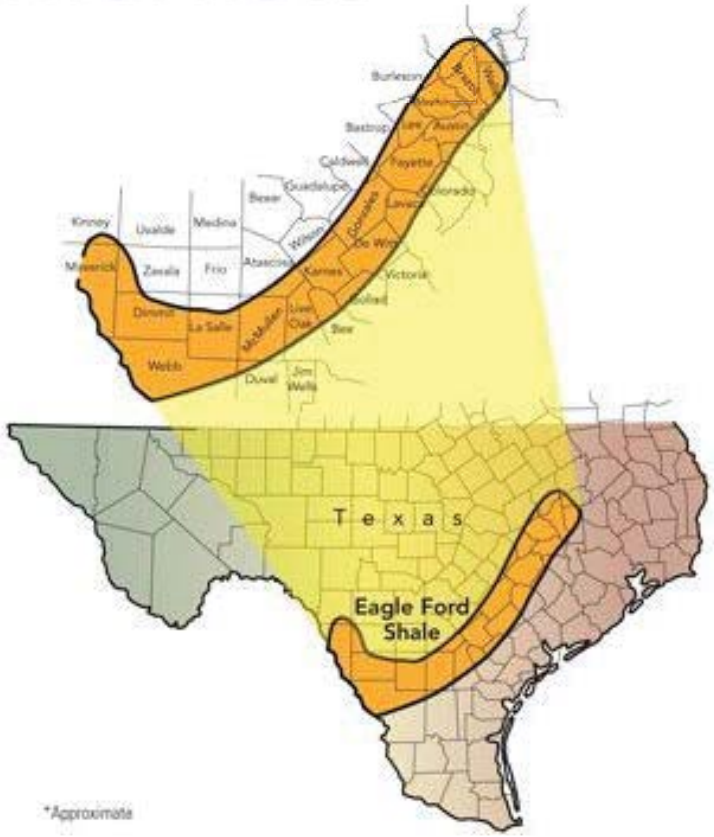
- Oil and Gas Industry market areas do not directly correspond to FCC license market areas
  - Creates necessity for licenses covering contiguous counties to serve needs of critical infrastructures customers
- CIIs deploy capital to cover specific areas of operation
  - A communications solution must provide a geographic critical mass to justify the cost of outfitting all assets with standardized solution



Leap Leases – Contiguous to Current Markets



Granite Wash



Eagle Ford

Credit: www.ogj.com

Questions?

Stanley R. Hughey
Chief Executive Officer

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