WILTSHIRE & GRANNIS LLP

December 6, 2011

Ex Parte

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

Re: Applications of AT&T Mobility Spectrum LLC and Qualcomm Incorporated for Consent to Assign or Transfer Control of Lower 700 MHz Band Licenses, WT Docket No. 11-18

Dear Ms. Dortch:

The purpose of this filing is to report oral ex parte presentations made by Qualcomm and the undersigned to various FCC officials on December 2, 5, and 6, 2011, regarding the above-referenced transaction.

On December 2, 2011 Dean Brenner, Vice President of Government Relations, Qualcomm Inc. ("Qualcomm"), and the undersigned, met with Commissioner Robert McDowell and Angela Giancarlo, legal advisor to Commissioner McDowell, about the above-referenced proceeding. We requested that the FCC approve the pending applications and discussed the topics contained in the attached presentation.

On the same day, Mr. Brenner and the undersigned met with Louis Peraertz, Legal Advisor to Commissioner Mignon Clyburn, about the above-referenced proceeding. During our meeting with Mr. Pereatz, Mr. Brenner and I discussed the clear public interest benefits of the proposed transaction, particularly the facts that the transaction will enable the most efficient possible use of the unpaired spectrum at issue, will permit deployment of new supplemental downlink technology, and that this technology will be available for deployment by other carriers in other unpaired spectrum bands in the U.S. and around the world.

In addition, we discussed an engineering study recently submitted by Vulcan Wireless ("Vulcan") related to Vulcan's request that the Commission impose a condition on the approval of the transaction that would require AT&T's devices to support the Lower 700 MHz A block.[1] We pointed out that the AT&T-Qualcomm transaction does not involve any Lower 700 MHz A block spectrum (rather, Qualcomm is seeking to transfer Lower 700 MHz D and E block licenses). Thus, the proposed condition is not transaction specific. We also discussed a number of significant flaws in Vulcan's submission. Vulcan claims to have studied interference from Channel 51 DTV stations. It studied only one DTV station but did not measure the signal of this station closer than two kilometers from the transmitter, because the DTV station was on a mountain top. This is an important omission because many DTV transmitters are located on top

[1] Ex Parte Letter of Michele C. Farquhar, *Applications of AT&T Mobility Spectrum LLC and Qualcomm Incorporated for Consent to Assign or Transfer Control of Lower 700 MHz Band Licenses*, WT Docket No. 11-18 (Nov. 30, 2011)("*Vulcan Ex Parte*").

of tall buildings in downtown areas. The result of this limitation is that Vulcan did not take measurements in the 12 square kilometer area within which the interference would be greatest. Also, Vulcan claims to have conducted real-world testing of interference from Channel 56, but did so by studying a test deployment of four transmitters in Atlanta, even though FLO TV operated 13 transmitters to serve the Atlanta market, which produced the much higher level of signal strength required of a commercial service. Vulcan's study failed to account for this difference. Thus, their Channel 56 testing also does not reflect the worst case interference.

In our meeting with Mr. Peraetz, we also discussed two contributions submitted by Ericsson and Alcatel-Lucent submitted to the 3GPP TGS-RAN WG4 ("WG4") standards group. Vulcan submitted these documents to the FCC, [2] but failed to point out that the contributions were presented, but not agreed to, by WG4 because a Lower C block licensee objected. Thus, these contributions are not eligible for approval by WG4. Moreover, Vulcan appears to have failed to inform the Commission that unanimous consent is generally required for approval of any contribution to WG4. This is important because it means that no party can use a 3GPP submission to force the Lower C block licensees to relinquish any spectrum or to accept harmful interference to their operations without their approval. Moreover, we noted that a member of the staff of the Commission's Wireless Telecommunications Bureau was present in the meetings at which these contributions were presented and discussed. Thus, there is no merit to Vulcan's claim that AT&T or Qualcomm failed to disclose them to the Commission.

Also on December 2, Donald Rosenberg, Executive Vice President and General Counsel of Qualcomm, spoke to Mr. Peraetz about the proceeding via telephone. In his call to Mr. Peraetz, Mr. Rosenberg urged prompt approval of the AT&T-Qualcomm transaction and highlighted the importance of the transaction to Qualcomm.

On December 5, Mr. Brenner and the undersigned met with Commissioner Mignon Clyburn and Mr. Peraertz. On December 6, Mr. Brenner and the undersigned met with Commissioner Michael Copps and Mark Stone, Legal Advisor to Commissioner Copps. In both of these meetings we requested that the FCC approve the pending applications and discussed the topics contained in the attached presentation, and reiterated the points discussed with Mr. Peraertz on December 2.

In addition, in the meetings on December 5 and 6, we explained that Qualcomm engaged in an intense and costly effort to make the FLO TV business succeed. Qualcomm has invested more than $2.5 billion in the spectrum, the network build out, technology, and the FLO TV business itself. Prior to entering into the transaction with AT&T, Qualcomm conducted an exhaustive review of all of its various options for using, leasing, or divesting the spectrum. The options studied included, but were not limited to: (1) operating the FLO TV network under a new wholesale service; (2) sale to, or joint venture of the FLO TV business with, a third party; and/or, (3) the sale of the spectrum and the discontinuance of network operations. Qualcomm solicited bids for the spectrum from a number of existing wireless carriers, as well as a wide variety of potential new entrants. Qualcomm also discussed the sale of a majority equity interest in its FLO TV subsidiary with potential buyers. Qualcomm conducted a careful and far-ranging

[2] *Vulcan Ex Parte* at 2.

review of its options. This review included discussions with every potential acquiror or business partner that was deemed viable. Only after a thorough consideration of a wide range of strategic options and discussions with all of these parties to ensure that the highest and best value would be realized for its shareholders did Qualcomm enter into the proposed transaction with AT&T.

Furthermore, in the December 5 and 6 meetings, we explained that to achieve the greatest extent possible of interoperability and to deliver the widest possible coverage for consumers, Qualcomm's chips are all multi-mode (e.g. 4G/3G/2G) and multi-band. Qualcomm strives and invests heavily to add support for as many frequency bands as possible in its chips, and Qualcomm is continuing to do so specifically with respect to 700 MHz. Qualcomm chips can support up to five frequency bands—two below 1 GHz and three above 1 GHz (for this purpose, each 3GPP band at 700 MHz counts as a band). Qualcomm is actively exploring technically whether it can develop a chip that would support the two Lower 700 MHz band classes plus the cellular band, although it does not have such a solution today. Accordingly, we explained that consistent with Qualcomm's past statements to the Commission, Qualcomm is currently supplying chips (MDM 9600 chips) for devices that will be sold by Lower 700 MHz A block licensees deploying LTE on that frequency band, and those chips will also operate on the cellular, AWS-1, and PCS bands to support interoperability and roaming.

Finally, on December 6, Paul Jacobs, CEO of Qualcomm, spoke to Commissioner Clyburn via telephone. In his call to Commissioner Clyburn, Dr. Jacobs discussed the public interest benefits of the transaction, urged prompt approval of the transaction, and highlighted the importance of the transaction to Qualcomm.

Pursuant to the Commission's rules, a copy of this notice is being filed electronically in the above-referenced docket. If you require any additional information please contact the undersigned at 202.730.1352 or pmargie@wiltshiregrannis.com.

Respectfully submitted,

/s/ Paul Margie

Paul Margie
Counsel for Qualcomm Incorporated

Enclosure

cc: meeting participants