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July 11, 2012

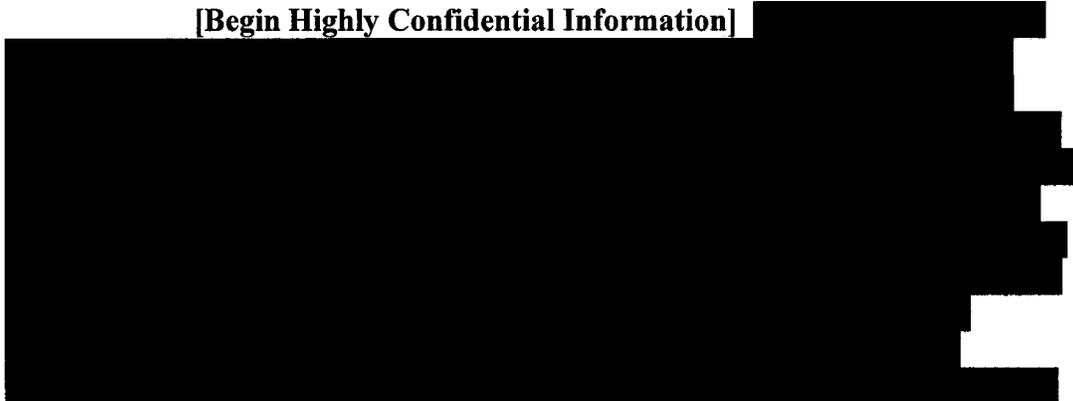
Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

RE: Applications of Cellco Partnership d/b/a
Verizon Wireless, SpectrumCo LLC, and Cox
TMI Wireless, LLC For Consent To Assign
Licenses; WT Docket No. 12-4
Notice of Ex Parte Communications

Dear Ms. Dortch:

On July 9, 2012, Trey Hanbury, Director of Government Affairs for Sprint Nextel Corporation (“Sprint”), Antoinette Cook Bush, Tara S. Emory, and the undersigned of this firm, Outside Counsel to Sprint, participated in a telephone conference with Louis Peraertz, legal advisor to Commissioner Clyburn. The purpose of the call was to provide information in response to questions that Mr. Peraertz posed in a phone call on July 2.

[Begin Highly Confidential Information]



¹ Comcast, Time Warner Cable, and Bright House Networks (the “Cable Companies”).

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[End Highly Confidential Information].

Mr. Peraertz had asked whether Sprint knows of any other discussion or transactions involving WiFi between cable companies and any other wireless carrier. Other than Verizon's arrangements filed as a part of this proceeding, Sprint is not aware of any. While other carriers may have conducted such discussions, Sprint is not privy to their negotiations. It is understandable, however, that Sprint should pioneer this issue. There are only two ways to increase capacity on a current-technology wireless network: adding spectrum or adding cell sites. Due to high data demand and limited spectrum resources, Sprint has led the industry in the deployment of heterogeneous network topology and has incorporated small cells since deploying one of the world's first femtocell offerings in 2007.² By necessity, other carriers are now following the same "small cell" strategy that Sprint has pursued. Both AT&T and Verizon have stated that WiFi offloading will be part of their strategy for keeping up with their subscribers' demand for mobile broadband.

Mr. Peraertz had asked about the recent agreement among cable operators to offer WiFi services to each others' customers and how it might affect Sprint customers. The Sprint Representatives responded that because cable companies are local monopolies, they do not compete against one another for voice, video, or broadband services. Therefore, a collaborative offering among all of the cable companies provides an easy value-added service with no risk of customer defection to another cable operator. WiFi interoperability among cable companies would be especially valuable in urban areas, which are typically comprised of several municipalities, each with its own cable franchisee. Different cities in the Washington, D.C. region, for example, have different exclusive cable franchisees.

² Sprint is one of the largest global investors in small cells. See Informa Telecoms & Media, *Small Cell Market Status* (June, 2012), pp. 12-14 ("A Small-cell Success Story: Sprint"), available at <http://www.smallcellforum.org/resources-white-papers>

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As a result, a customer might move between a Cox jurisdiction and a Comcast jurisdiction multiple times each day. Permitting interoperable roaming across the combined footprint of the participating cable companies allows the cable companies to make the WiFi offloading service more widely available and, again, poses no threat of customer defection due to the cable companies' respective local monopolies. This roaming service would benefit users of laptops and tablets as well as smartphones.

Sprint has focused on what happens if Sprint does not have an opportunity to access the cable companies' combined WiFi platform. WiFi offload benefits Sprint and other wireless carriers because of the extremely large installed base of phones that already incorporate WiFi chipsets into their circuitry. Numerous business and technical initiatives are underway at Sprint to incorporate WiFi offload into Sprint's market strategy. The cable companies have the ability to make the WiFi experience inequitable for certain classes of users; for example, by lowering quality or making access more difficult. A failure to secure equal and non-discriminatory access to the cable companies' WiFi networks would have adverse consequences on competition in the wireless broadband services market.

Sincerely

/s/

David H. Pawlik
Counsel to Sprint Nextel Corporation

cc: Louis Peraertz