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**Ex Parte**

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**VIA ELECTRONIC FILING**

Rick Kaplan  
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Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: Consolidated Review of Verizon Wireless – SpectrumCo – Cox, Verizon Wireless – Leap Wireless, and T-Mobile – Verizon Wireless Transactions, WT Docket Nos. 12-4 and 12-175, ULS File Nos. 0004942973 et al.**

Dear Mr. Kaplan:

The record in this proceeding demonstrates that the proposed AWS license assignments in the above-referenced proceedings will benefit consumers and that there is no need to impose conditions on a grant of the applications.

Granting the proposed license assignments will allow Verizon Wireless to put currently unused AWS spectrum to work to meet the needs of consumers as they continue to use an ever-expanding array of innovative devices, applications and services on our 4G LTE network, and will benefit the third-party developers and manufacturers who continue to produce the innovative new devices, applications and services that consumers demand. Absent new spectrum, consumers and third-party developers alike would experience growing congestion beginning as early as 2013 in many markets and soon after in many others.

The proposed spectrum exchanges between Verizon Wireless and Leap and T-Mobile, respectively, also will provide those companies with additional spectrum to meet their customers' needs in key markets. In addition, the spectrum exchange with T-Mobile involves a significant net transfer of spectrum to T-Mobile, and eliminates any plausible spectrum aggregation concerns. And that is all the more true given the public sale process that Verizon Wireless now has underway to sell its lower 700 MHz spectrum once it completes the purchase of AWS spectrum at issue here.

Despite all of this, some parties continue to argue that the Commission should impose a variety of conditions on the spectrum assignments. The record here demonstrates that those

conditions are unnecessary and unwarranted. Nevertheless, in order to eliminate any conceivable issue and to permit prompt approval, Verizon Wireless offers the following two commitments.

First, some parties have argued that the Commission should impose build out requirements on the AWS spectrum that Verizon Wireless acquires in these proceedings. Verizon Wireless has demonstrated that no such condition is warranted because it intends to put the AWS spectrum to use promptly in order to meet the needs of its customers, and, in any event, currently intends to do so in a time frame that is consistent with the build out requirements recently proposed by the Commission for AWS-4 spectrum. Nonetheless, to put those claims to rest once and for all, Verizon Wireless is willing to commit to a build out schedule for the combined AWS spectrum it acquires from SpectrumCo, Cox, T-Mobile and Leap that parallels the Commission's recent proposal for the AWS-4 spectrum. Specifically:

- (a) Within three years of the Commission's order approving the AWS license assignments, Verizon Wireless will provide signal coverage and offer service to at least 30 percent of the total population in the Economic Areas or the portions of Economic Areas in which it is acquiring AWS license authorizations from SpectrumCo, Cox, T-Mobile or Leap. The total population will be calculated by summing the population for each of these areas; and
- (b) Within seven years of the Commission's order approving the AWS license assignments, Verizon Wireless will provide signal coverage and offer service to at least 70 percent of the population in each Economic Area in which it is acquiring AWS license authorizations from SpectrumCo, Cox, T-Mobile or Leap, or, where a portion of the Economic Area is acquired, to at least 70 percent of the population of the total acquired portion of the licensed Economic Area.

Second, some parties have argued that the Commission should impose a data roaming condition on the spectrum that Verizon Wireless acquires. Verizon Wireless has explained that claims relating to data roaming are not germane to a license transfer proceeding such as this one, as the Commission itself recently concluded in its *AT&T-Qualcomm Order*. Those issues have been and continue to be the subject of industry-wide rulemaking and related judicial proceedings. In the meantime, Verizon Wireless continues to be bound by the Commission's data roaming rules. Any concerns about the availability of data roaming from Verizon Wireless are misplaced in any event. As Verizon Wireless previously explained here and in the separate data roaming proceedings, it has in fact entered into data roaming agreements on commercially reasonable terms and there is no problem to be solved. Verizon Wireless also remains a net payor of roaming fees, and has every incentive and intends to continue to negotiate commercially reasonable roaming agreements. In fact, Verizon Wireless now has reached agreements with 49 roaming partners with whom it now has some 68 data roaming agreements in total.

In order to provide further assurance that data roaming will continue to be available, however, Verizon Wireless is willing to make the following commitment that will apply in the event the current rules are not available to requesting providers. Verizon Wireless will continue to offer roaming arrangements for commercial mobile data services in the areas where it is

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acquiring AWS spectrum from SpectrumCo, Cox, T-Mobile or Leap to other commercial mobile data service providers on commercially reasonable terms and conditions, and providers may negotiate the terms of their arrangements on an individualized basis. This is subject to technological compatibility, technical feasibility and economic reasonableness, and use by the requesting provider of a generation of wireless technology comparable to the technology on which the requesting provider seeks to roam. This commitment will remain in place for five years following the date of the Commission's order approving the AWS license assignments.

The Commission should now promptly approve the license assignment applications at issue in the above-referenced proceedings.

Sincerely,

A handwritten signature in black ink, appearing to read "Kathleen Grillo". The signature is written in a cursive, flowing style.