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August 17, 2012

**Ex Parte**

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

**Re: Notice of Ex Parte Presentation, 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; Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees Under Section 310(b)(4) of the Communications Act of 1934, as Amended, IB Docket No. 11-133**

Dear Ms. Dortch:

On August 15, 2012, Kathleen Grillo and Michael Glover of Verizon, Kathy Zachem of Comcast Corp., Terri Natoli of Time Warner Cable Inc. (“TWC”) and Matthew Brill of Latham & Watkins LLP (on behalf of TWC), and Barry Ohlson of Cox Enterprises met with Commissioner Ajit Pai and his Legal Advisor, Courtney Reinhard, to discuss the above-captioned proceedings.

At this meeting, we explained how the assignment of AWS licenses from SpectrumCo LLC and Cox TMI Wireless LLC to Verizon Wireless will promote the public interest by transferring spectrum that is not currently being used to serve customers to a provider that will expeditiously put it to use to meet customers’ skyrocketing demand for mobile broadband services. We summarized the extensive record materials that document how the proposed spectrum transfer will enhance Verizon Wireless’s ability to deliver 4G LTE services and address mounting concerns about spectrum exhaust and congestion in key markets.

We further noted that Verizon Wireless’s related transactions with Leap Wireless and T-Mobile will enable each carrier to rationalize its spectrum holdings and to serve customers more effectively. In addition, the Verizon Wireless – T-Mobile transaction represents a significant net transfer of spectrum to T-Mobile and therefore addresses spectrum aggregation concerns raised in the record. While the Verizon Wireless – SpectrumCo – Cox transaction as originally proposed included only a relative handful of markets in which Verizon Wireless would have exceeded the Commission’s spectrum screen, the T-Mobile transaction reduces the number of counties in which Verizon Wireless will be above the screen to 9 out of 2,577. And, Verizon Wireless has shown that each of those 9 counties is served by multiple wireless competitors.

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We also provided an update on the status of discussions with the Department of Justice (“DOJ”) regarding the parties’ commercial agreements. We noted that Verizon Wireless, the SpectrumCo members, and Cox anticipated entering into a consent decree with DOJ that would address any potential competitive harms identified by DOJ and the Commission.

In response to questions, the Verizon representatives noted that, although Verizon Wireless fully complies with the relevant foreign ownership requirements, forbearance from such requirements in the separate proceeding pending before the Commission on the issue would promote the public interest by providing certainty and eliminating unnecessary burdens.

Please contact the undersigned if you have any questions regarding this notice.

Sincerely,

A handwritten signature in black ink that reads "Kathleen Grillo". The signature is written in a cursive, slightly slanted style.