

Telecommunications Group

THE EXPERIENCE TO NAVIGATE A DYNAMIC MARKETPLACE

The communications industry continues to be a major area of innovation and growth — and a challenging and exciting business environment. Traditional providers are moving into new areas, as new market entrants work to anticipate competitive trends. Sullivan & Worcester LLP's Telecommunications Group is comprised of industry veterans who have been advising leaders in the field regarding the regulatory and business implications of the growth opportunities created by the federal Telecommunications Act since its inception in 1996.

EXPANSIVE DEPTH AND BREADTH OF SERVICES

The telecommunications attorneys and affiliated consultant based in our Washington, D.C. office provide results-oriented representation to telecommunications clients of all sizes and types, including triple-play broadband, local exchange carrier, interexchange carrier, cable, VoIP, wireless, specialty service, wholesale, retail and fiber-optic infrastructure companies. Our representation encompasses regulatory compliance advice and policy advocacy before Congress, the FCC, FTC, NTIA, DOJ and USAC; before state legislatures and public utility commissions; at the local level; and in litigation. The S&W Telecom Group also has extensive experience with telecommunications taxation and financing, including issues unique to the telecommunications sector. With the Team leaders based in Washington D.C., our proximity to regulatory agencies and Capitol Hill allows us to anticipate and respond quickly to important developments, and to provide our clients with up-to-the-minute contacts and insight.

TARGETED, TIMELY REPRESENTATION ON KEY ISSUES

The S&W Telecom Group has extensive experience in a wide variety of telecommunications matters, including:

- **Triple-play** services and the regulation of converged voice, video and data
- **Broadband Internet** and ISP services
- **VoIP** and other new business models and technologies, including the taxation and regulation of virtual, nomadic and resold services
- **Cable** franchising, private cable, IPTV and open video system certification and agreements
- **Wireline** and **wireless** carrier market entry registrations and applications, tariffing, federal and state reporting, intercarrier compensation, special access, interconnection, collocation and UNEs
- **Broadband over powerlines (BPL)** and other "smart grid" applications
- **Network deployment**, including tower siting, microwave and other licenses and financing, purchase, sale, lease and IRU agreements
- **Rights-of-way and easements**, including negotiation of access and terms of use
- **Pole attachments**
- **Customer transfer** issues, including number porting, slamming and CPI
- **Specialty service regulations**, including pay-per-call (900), payphone, operator service, directory assistance, dial-around, calling card and private carriage
- **Marketing and billing** compliance, including telemarketing, e-mail marketing, e-commerce and Web site management, under the Telephone Consumer Protection Act (TCPA), CAN-SPAM Act, slamming, cramming, third-party billing, truth-in-billing and federal marketing rules
- **Privacy** compliance and related customer service issues, including CPNI, CPI, opt-in/opt-out, Do-Not-Call, call recording/monitoring, cable subscriber privacy law, Internet access agreements and acceptable use policies, and compliance with the Digital Millennium Copyright Act (DMCA) and the Electronic Communications Privacy Act (ECPA)
- **Data protection**, including FCC and FTC requirements, risk management and breach response, and privacy compliance audits
- **Communications Assistance for Law Enforcement Act (CALEA)**, including capability and capacity requirements, System Security and Integrity (SSI) manuals and subpoena compliance
- **Competition policy**, mergers and acquisitions, transaction advice and antitrust review
- **Content and program access** issues, including negotiation of programming agreements, copyright and compulsory licensing
- **Universal service fund (USF)**, including all facets of federal and state programs, and regulatory obligations and requirements related to high cost, low income, rural health care and E-rate support
- **Taxation** of telecommunications services and service-related fees
- **Enforcement defense** in federal and state regulatory compliance investigations, Notices of Apparent Liability (NALs), formal and informal complaints and negotiation of consent decrees
- **Contracting** for telecommunications services and equipment

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Telecommunications Group

COST-EFFECTIVE, MULTI-DISCIPLINARY ADVICE

We also counsel telecom providers on the legal and financial matters crucial to business growth. Our Telecommunications Team works in tandem with S&W's corporate, finance, tax, intellectual property, environmental and real estate lawyers. Together, we assist both our telecommunications clients and our corporate clients that are consumers of telecommunications services or suppliers to the industry to establish their partner relationships; structure their service contracts; protect their valuable intellectual property; raise funding for R&D and growth; navigate acquisitions, navigate restructurings and consolidations; and meet their obligations to shareholders and customers.

The S&W Telecom Group recognizes that in this dynamic business environment responsive and affordable representation is essential. We are committed to providing big-firm talent with the agility, collegiality, and value afforded by a smaller firm. To best serve our clients, we offer hands-on service by exceptionally well-qualified, senior professionals at competitive hourly rates. In addition, where desired, we are pleased to work with our clients to develop innovative billing structures tailored to the client's needs and budget.

REPRESENTATIVE CLIENT WORK

The following are just a few examples of significant telecommunications matters on which S&W lawyers have assisted clients:

- Counsel to leading facilities-based competitive providers of bundled cable, high-speed Internet and phone ("triple play") services on cable franchising, open video systems (OVS), telephony, VoIP, cable modem, privacy compliance, competition policy, program access and copyright regulatory matters
- Developed and reviewed CPNI policies and procedures for multiple regulated telecom carriers, including preparing call center scripts, customer notices and annual compliance certifications
- Prepared and filed wireless licensing applications for satellite service providers and private carrier networks and counseled competitive wireless ISPs on unlicensed technical operational requirements
- Successfully defended a provider of specialty services in FCC, public utility commission and state attorney general investigations concerning non-traditional, proprietary service model
- Developed required Web page, information packet and sample leased access agreement for multiple cable operators, pursuant to new FCC leased access channel rules
- Applied for and obtained approval of a \$38 million USDA rural utility service (RUS) broadband loan for a facilities-based telecommunications start-up

- Negotiated a multimillion-dollar settlement of a breach of contract action on behalf of a telecommunications industry manufacturer
- Counseled the Multistate Tax Commission in the development of the model telecommunications income tax statute
- Represented a well-known VoIP carrier in evaluating taxes and tax-like fees that may be applicable to VoIP telecommunications
- Counseled cable operator on programming access, content agreements, copyright fees and DMCA issues
- Revised the privacy policy for major ISP to comport with FCC and FTC privacy guidelines and accommodate new uses of customer data for marketing purposes
- Advised on federal and state call monitoring/recording requirements for client call centers and telemarketing programs
- Developed CALEA SSI manuals and related subpoena compliance policies and procedures for numerous wholesale and retail VoIP providers
- Counsel to multiple regulated entities, including VoIP providers, on USF reporting, billing and related compliance issues.
- Defended several regional competitive local exchange carriers (CLECs) in USF audits and E-rate investigations
- Advised several regional wide-area network providers on E-rate service contracts and related program compliance issues
- Advised regarding the \$12 billion sale of a cable television company
- Advised a leading provider of wireless and wireline VoIP and multimedia infrastructure solutions with respect to various tax issues associated with its international expansion
- Represented a multinational telecom company in the sale of its Brazilian division to Brasil Telecom for \$68 million
- Represented a major financial services firm in a strategic venture investment of more than \$225 million in international telecom companies

For further information about our Telecommunications Group, please visit our Web site at www.sandw.com or contact:

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