

EXHIBIT P

From: Hankel, Aaron E. (SHB) [mailto:AHANKEL@shb.com]
Sent: Wednesday, April 04, 2012 10:25 AM
To: Brody, Michael L.; Bloch, David S.; 'jfowler@foulston.com'
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB); Webb, B. Trent (SHB); Padmanabhan, Krishnan; Winn, James
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Thanks Mike. I am jammed up tomorrow afternoon—could we possibly schedule in the morning? I am also free right now, if that works for you.

I also agree there is some sort of disconnect percolating in our email traffic. We simply do not have the visibility into the mechanics of Cox's business and organizational structure that your inquiries demand. We thus cannot predict how Sprint's claims will develop in litigation or how fact-intensive questions will be answered through discovery. But since Sprint has stated a claim against the named Cox entities in a proper forum, those questions are simply premature at this time. To the extent something changes in litigation, the Federal Rules and the local rules of the Court are sufficiently well-drafted to guide this case up to and through trial.

Thanks again.

Aaron

From: Brody, Michael L. [mailto:MBrody@winston.com]
Sent: Wednesday, April 04, 2012 9:36 AM
To: Hankel, Aaron E. (SHB); Bloch, David S.; 'jfowler@foulston.com'
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB); Webb, B. Trent (SHB); Padmanabhan, Krishnan; Winn, James
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Aaron –

I will call you at 1:30 Central tomorrow if that is OK.

Briefly, as to CCI, I think either you are misunderstanding how these businesses work or I am misunderstanding what you are looking for from CCI. Hopefully, we can simply cut through this by simply talking the issue through.

As to the other entities, I don't know how else to say this. If you are telling me that Sprint does not believe that it needs or is entitled to relief from the non-Kansas entities and that this case is only about Kansas, that is fine. If the case is about the entire Cox network that is fine too. We are simply asking which. If you do not intend to seek relief for activity outside of Kansas, we are asking you to covenant to that effect. If you are intending to seek relief for activity outside of Kansas, we are simply asking that all of the relevant entities be party to a single proceeding.

Mike

From: Hankel, Aaron E. (SHB) [mailto:AHANKEL@shb.com]
Sent: Tuesday, April 03, 2012 9:51 PM
To: Brody, Michael L.; Bloch, David S.; 'jfowler@foulston.com'
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB); Webb, B. Trent (SHB); Padmanabhan, Krishnan; Winn, James
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Thanks for the email, Mike. I am generally free Thursday morning to discuss. Please shoot me an email with a time and I'll make sure to be at my desk. As for the substance of your email, I am unclear on your specific concern—is it personal jurisdiction or nonjoinder?

If jurisdiction, we note that three named defendants—CoxCom, Cox Kansas Telecom, and Cox Communications Kansas—are registered to do business and were personally served in Kansas. Jurisdiction is thus not reasonably disputed for these entities, which leaves only Cox Communications, Inc. (“CCI”). And as detailed in Sprint’s amended complaint, CCI is amenable to suit in Kansas. For example, CCI owns the “cox.com” domain and hosts sites on that domain that actively offer the accused products and services for sale to Kansas residents. *See* <http://ww2.cox.com/residential/kansas/home.cox>. These offers for sale, as well as CCI’s other strong connections to the forum and accused conduct, support jurisdiction here.

If joinder, could you please elaborate on your concern before our call? I am not aware of any authority holding that potential infringers are necessary and indispensable, particularly, where, as here, the patentee can secure complete relief from the named defendants. Likewise, is it Cox’s position that interests of these “other telecom subsidiaries” are not adequately protected by the entities named in the lawsuit? If so, why not?

Thanks.

Aaron

From: Brody, Michael L. [mailto:MBrody@winston.com]
Sent: Tuesday, April 03, 2012 6:24 PM
To: Hankel, Aaron E. (SHB); Bloch, David S.; 'jfowler@foulston.com'
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB); Webb, B. Trent (SHB); Padmanabhan, Krishnan; Winn, James
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Aaron –

Thank you for this email.

We are in the process of evaluating your allegations against CCI and the materials that you have provided us regarding CCI. Our current take is that you have misunderstood CCI's activities in Kansas. It might make sense to get on the phone to discuss this and figure out if we are or need to be at issue. What is your availability on Thursday?

With respect to Cox's other telecom subsidiaries, we are not entirely clear on your position. We certainly agree with Sprint that the parties should not be litigating this issue in courts across the country. At the same time, your emails and the allegations of the complaint seem to make it clear that you believe that our regional telecom subsidiaries infringe the asserted patents and that you are going to be looking for relief with respect to that infringement. I would add that our understanding is that the conduct that you have alleged to be infringing (insofar as it occurs outside of Kansas) is, to a very large extent, performed by several dozen of Cox's non-Kansas regional entities. If Sprint were willing to provide us with a covenant not to sue as to the non-Kansas telecom entities, and restrict any claims of patent infringement that it may have to the business conducted in Kansas, that would be fine, but we do not understand that to be your position. Absent such a covenant, however, and in light of the infringement that you have accused, we still do not understand how this case can proceed in any way other than either as a multi-jurisdictional case – which we both agree would be improper – or in Delaware. We understand, of course the holding in *Link_A_Media*, but that case does not preclude lawsuits involving Delaware corporations from being brought in Delaware; particularly if, as seems to be the case here, there is no other forum available in which complete relief can be obtained.

Let me put a point on it: Is Sprint willing to covenant not to sue the Cox regional entities that provide telecommunications services but are not currently named in the case? If not, how do you propose that we deal with your claims against those entities?

Mike

From: Hankel, Aaron E. (SHB) [mailto:AHANKEL@shb.com]
Sent: Friday, March 30, 2012 11:58 AM
To: Brody, Michael L.; Bloch, David S.; 'jfowler@foulston.com'
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB); Webb, B. Trent (SHB); Padmanabhan, Krishnan; Winn, James
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Michael,

Attached please find Sprint's amended complaint filed yesterday. We have added the two additional Cox entities you identified below and had copies of the relevant materials served on their Kansas agents this morning.

As for CCI, you probably noticed that we left them in the case. We did so based on our current understanding of its involvement in the design, testing, and ownership of Cox's telephony/IP network, as well as its active participation, direction, and control over sales and offers for sale of the accused services in the District of Kansas. We are, of course, still willing to work with you on this issue. But subsidiary-by-sub subsidiary litigation strewn across the country is neither appropriate nor practical. And the same goes for uprooting this case from Kansas to Delaware, which has little to no meaningful connection to the dispute or parties. In fact, the Federal Circuit recently cautioned against dogmatic allegiance to the parties' state of formation during venue analysis. *See* December 2, 2012, Order, *In re Link A Media* ("Neither § 1404 nor *Jumara* list a party's state of incorporation as a factor for a venue inquiry. It is certainly not a dispositive fact in the venue transfer analysis, as the district court in this case seemed to believe.").

Please let us know how you want to proceed. Have a great weekend.

Aaron

From: Brody, Michael L. [mailto:MBrody@winston.com]
Sent: Monday, March 26, 2012 7:48 PM
To: Hankel, Aaron E. (SHB); Bloch, David S.; 'jfowler@foulston.com'
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB); Webb, B. Trent (SHB); Padmanabhan, Krishnan; Winn, James
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Aaron –

Thanks for your response. As a preliminary matter, if you want to amend your complaint to add CoxCom LLC and Cox Kansas Telecom LLC we can certainly work with you to get the paperwork done for that purpose.

As to whether there is "some other Cox affiliate" (to use your phrase) who should be added, that is ultimately your call. I think that if you add CoxCom and Cox Kansas Telecom, you will have

the entities that sell telecommunications services in Kansas and the entities that provide the equipment that supports those services, but I will confirm this with the client. That, of course leaves the entities which sell telecommunications services and provide equipment in support of those services in other jurisdictions. If you are suggesting in your email that you do not think any of the Cox entities present in jurisdictions other than Kansas infringe the asserted patents and you will not need relief from them, we are certainly happy to work out a simple stipulation of noninfringement or a covenant not to sue to that effect and put the issue to bed. If you do believe that you need relief from other Cox affiliates, we are happy to discuss a venue where that will be possible, but it will not be Kansas.

As for CCI, I am not quite understanding your email. I don't think that you can actually add an entity to a lawsuit just to take discovery of it, but I am happy to be educated if I am wrong. As for whether you need relief against CCI, as we have indicated, CCI is the parent of CoxCom and the grandparent of the Cox Kansas entities. It does not provide telecommunication services in Kansas and does not own equipment there. The income from the Kansas telecommunications business flows up to CCI, and CCI provides a variety of corporate services to the Kansas entities. I can't make the call for you as to whether you believe that you need relief against an entity that plays those roles. If not, I would think it would make sense to dismiss CCI out of the case. If so, then we can keep CCI in the case, but transfer it to a venue where CCI is present. My initial review of the materials that you forwarded does not change our understanding as to whether there is personal jurisdiction over CCI in Kansas for the purposes of this case, but I have not had a chance to look at them very closely or to reflect on their significance. I will do so in the next couple of days and let you know if any of them change our view on the question of CCI's presence in Kansas.

I am going to be difficult to reach tomorrow, but would be happy to talk Wednesday or Thursday if doing so would help to move this process forward.

Mike

From: Hankel, Aaron E. (SHB) [mailto:AHANKEL@shb.com]
Sent: Monday, March 26, 2012 11:56 AM
To: Brody, Michael L.; Bloch, David S.; 'jfowler@foulston.com'
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB); Webb, B. Trent (SHB)
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Michael,

We also appreciate you and your team's willingness to work with us as we look to get past the pleading stage.

We are certainly open to the idea of substituting/adding the entities Cox represents are necessary to resolve Sprint's infringement claims. So if we need to replace CCI with CoxCom, LLC, Cox Kansas Telecom, LLC, or some other Cox affiliate, we are willing to work with you on that front. Of course, we are only willing to do so with the understanding that the dropped CCI entity is not somehow necessary to the litigation (e.g., necessary to get technical information regarding the operation of Cox's national telephony network, necessary to get damages for all infringing telephony sales, etc.).

We appreciate your thoughts on how Sprint can secure complete relief in this case. But we do not think transfer makes sense here, particularly since one or more Cox subsidiaries sell accused products and services within Kansas (a forum that has presided over a number of related litigations in the past and is going to do so for the foreseeable future). In fact, we think consolidation is the best course of action, as you probably saw from our filing earlier today. Thus, attached are a few of the documents we found online after less than 30 minutes of searching (brief summary of the documents below). If these documents somehow misstate the facts regarding CCI's involvement in the development, control, funding, tariffing, or profiting from the accused products and services, please let us know.

If we cannot reach a consensus on how best to move forward in Kansas, motion practice will most likely be necessary.

Thanks again.

Aaron

Summary

- [12.23.2011 Submission to Kansas Corporation Commission.pdf](#) – Tariff filed by “Cox Kansas

Telcom, L.L.C.” on CCI letterhead stating it was issued by “Beth Carnes[,] Director, Regulatory Affairs[,] Cox Communications, Inc.” This recent filing by CCI on CCI letterhead expressly defines the meaning and charges for “VoIP-PSTN Traffic” in Cox’s network.

- [02.24.2012 Submission to Kansas Corporation Commission.pdf](#) – Tariff filed by “Cox Kansas Telcom, L.L.C.” on CCI letterhead stating it was issued by “Martin Corcoran[,] Director, Tariff Development[,] Cox Communications, Inc.” There are dozens of similar tariff submissions by CCI to Kansas.
- [CCI – ‘Cox Digital Telephone’ Servicemark application.pdf](#) – Service mark application and registration for Cox’s VOP telephony marks. Listing CCI as the owner and user of the mark in commerce.
- [sip-config-guide-cisco-uc520.pdf](#) – Document found on Cox’s website that purports to be the “the confidential and proprietary intellectual property of Cox Communications, Inc.” This document instructs users, including “SIP trunk customer’s technical staff and Value Added Retailer (VAR),” on how to gain access to Cox’s “National IP Backbone” for PSTN and non-PSTN calls.
- [May whitepaper 2.pdf](#) and [COX0305whitepaper.pdf](#) – Whitepapers published by CCI regarding its transition to a VOP architecture and its intended network configurations.
- [Petition.pdf](#) – Recent entry of appearance by CCI before the Kansas Corporation Commission regarding contested telephony matters.
- [Print - Business Telephone Customer Agreement Cox Communications.pdf](#) – A copy of the “business telephone agreement” found on Cox’s website for Kansas. The agreement is expressly between CCI and all of its unregulated affiliates.
- <http://ww2.cox.com/residential/kansas/home.cox> – Copyright notice for website offering accused products and services for Kansas listing as “Cox Communications, Inc.” as the owner.

From: Brody, Michael L. [mailto:MBrody@winston.com]
Sent: Thursday, March 22, 2012 3:12 PM
To: Hankel, Aaron E. (SHB); Bloch, David S.; 'jfowler@foulston.com'
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB)
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Hi, Aaron:

Thanks for reaching out to us to resolve this amicably. We appreciate Sprint's willingness to work together to identify the right Cox entities and share Sprint's interest in finding the most efficient way of getting to the merits of this case.

So far as Cox Kansas' Iqbal/Twoombly motion goes, we will look forward to your amended complaint, and we can talk further if we continue to have any issues with your indirect infringement allegations.

So far as CCI's motion to dismiss goes, as I understand it, Sprint is willing to substitute one or more entities for CCI, but believes that, to get the relief it is seeking, it needs to have as parties: (a) the proper operating entity or entities providing VoIP-to-PSTN communications to users, (b) the entity or entities that aggregate the revenues generated by the Cox subsidiaries providing telecommunications services to subscribers, and (c) the entity or entities that control the various regional subsidiaries. As I understand your position from speaking with Dave, you also said that Sprint will be looking to the entity that built and maintains Cox's global VoIP-to-PSTN architecture; and you believe that is probably Cox Communications Inc. based on Cox's regulatory filings, but as I understand it you're open to the possibility of substituting some other entity so long as we can assure you that you'll be able to take relevant discovery from all affiliated Cox entities. Do I have that right?

Like Sprint, Cox's strong preference is not to deal with 20+ lawsuits in 20+ jurisdictions on a subsidiary-by-subsiary basis. But, based on your listed requirements, we think that it will be hard for Sprint to get complete relief against the entities you have described in the Kansas suit. First, CCI did not build out and does not maintain the "global" VoIP-to-PSTN architecture. We have consulted with the folks at Cox, and they are unclear which public filings you believe indicate to the contrary. If you can send copies, perhaps we can clear this point up. Our understanding is that the interfaces in question were built and are maintained by a

variety of Cox entities, including CoxComm (a CCI subsidiary based in Georgia) and various local Cox Communications entities (like the Cox Kansas entity sued in this case). The businesses that provide the telephone services that are supported by those interfaces are run by the holders of the appropriate local licenses. Generally, these are Cox Telecomm entities located in the relevant jurisdictions. There is typically one Cox telecomm entity in each jurisdiction where the Cox family of businesses is licensed to provide telecommunication services. Revenue from these local phone businesses flows up from the local telecom entities to CoxComm and then to CCI. We would not characterize any of the local entities as operating under the control of any other entity, as all are distinct corporations, but, in most instances, the common parent of the local entities (in some cases, the grandparent) is CoxComm. Most of the collection of entities that you have identified as necessary for providing the relief that you seek are not present in Kansas, or, for that matter, any other single jurisdiction, except for Delaware, where they are all incorporated. Accordingly, to frame your patent claims against the entities necessary to provide the relief you have described to us, the most convenient thing would be to transfer this case to Delaware and add the remaining entities who you need. Failing that, we do not see an alternative to litigating in multiple jurisdictions, which seems to be what neither of us wants. We would be happy to work with you to get the case postured in the way that you have requested in the only suitable jurisdiction.

REDACTED - FRE 408

Let me know what you think. In the meantime, we will start identifying the specific entities who would need to be added to a single proceeding.

Mike

From: Hankel, Aaron E. (SHB) [mailto:AHANKEL@shb.com]
Sent: Wednesday, March 21, 2012 3:58 PM
To: Bloch, David S.; 'jfowler@foulston.com'; Brody, Michael L.
Cc: Starr, Bart (SHB); Reckers, Robert H. (SHB)
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

David,

Just following up to our conversation on Monday. Have you had a chance to touch base with your client yet?

We hope to resolve the issue with further motion practice. But we need to hear from you regarding the revenue, early sales by Cox/CCI, and CCI's involvement in the design, operation, control, and tariffing of Cox's telephony network. I am traveling Friday and am tied up in meetings for most of tomorrow. I can, however, make time tomorrow if you want to have a quick call.

Thanks.

Aaron
(816.559.2567)

From: Bloch, David S. [mailto:DBloch@winston.com]
Sent: Friday, March 16, 2012 9:59 AM
To: Hankel, Aaron E. (SHB); 'jfowler@foulston.com'; Brody, Michael L.
Subject: Re: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Hi, Aaron:

Sure thing. Monday's pretty good, though I'm booked 8:30-11 Pacific.

Best--DSB

David S. Bloch
Winston & Strawn LLP
Sent remotely.

From: Hankel, Aaron E. (SHB) [mailto:AHANKEL@shb.com]
Sent: Friday, March 16, 2012 07:36 AM
To: jfowler@foulston.com <jfowler@foulston.com>; Brody, Michael L.; Bloch, David S.
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Thanks David. I'm traveling today. How about Monday morning?

Aaron

-----Original Message-----

From: Bloch, David S. [DBloch@winston.com]
Received: Thursday, 15 Mar 2012, 2:41pm
To: Hankel, Aaron E. (SHB) [AHANKEL@shb.com]; 'jfowler@foulston.com' [jfowler@foulston.com]; Brody, Michael L. [MBrody@winston.com]
Subject: RE: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Hi, Aaron:

Sorry to get back to you so late. I just left you a voicemail. I'm around all day tomorrow -- let's talk at your convenience.

Best--DSB

David S. Bloch
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From: Hankel, Aaron E. (SHB) [mailto:AHANKEL@shb.com]
Sent: Thursday, March 15, 2012 7:12 AM
To: 'jfowler@foulston.com'; Brody, Michael L.; Bloch, David S.
Subject: Sprint v. Cox, 11-cv-2683 (D.Kan.)

Jay, Michael, and David:

My name is Aaron Hankel and I represent Sprint in its lawsuit against Cox. And not to inject too much sanity into the "madness" that is this great day in March, but I was hoping to speak with you this morning about the case and, in particular, Cox's Rule 12(b)(2)/(3) motion. I was also hoping to introduce myself and my firm. Are you free this morning for a quick call? If so, please just give me a call at 816.559.2567. I should be around all morning.

Thanks.

Aaron
Mail Gate made the following annotations on Thu Mar 15 2012 09:11:55

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