Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of	)	
	)	
Applications of T-Mobile US, Inc.	)	
	)	WT Docket No. 18-197
and	)	
	)	
Sprint Corporation	)	
	)	
Consolidated Applications for Consent To Transfer Control of Licenses and Authorizations	)	

PETITION TO DENY OF LIBERTY CABLEVISION OF PUERTO RICO LLC

August 27, 2018

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SUMMARY

Liberty Cablevision of Puerto Rico LLC ("LCPR") provides cable, broadband, and VoIP service throughout Puerto Rico. The Applicants' generalized claims of public interest benefits from combining T-Mobile and Sprint largely do not extend to Puerto Rico. Likewise, their generalized assertions that spectrum holdings exceeding the applicable spectrum screens "will not harm competition and local markets" have no factual basis in Puerto Rico.

The claimed benefits of the new and intense competition between "New T-Mobile" and Verizon will not materialize in Puerto Rico because Puerto Rico is the only marketplace in which Verizon does not operate. Likewise, the competition with T-Mobile upon which Sprint relied in 2017 to justify its joint venture with Open Mobile will be eliminated.

There can be no doubt that the Applicants' combined spectrum holdings will exceed every applicable spectrum screen, including the screen for spectrum below 1 GHz, in Puerto Rico. Nonetheless, the Applicants make no attempt to demonstrate how the public interest benefits of the proposed transaction "outweigh the potential public interest harms associated with such additional concentration of below-1-GHz spectrum" in Puerto Rico. Clearly, "enhanced competition" with the incumbent provider offers no benefit because both Sprint and T-Mobile are effectively competing with the incumbent provider now.

The potential adverse impact of the proposed transaction upon telecommunications market(s) and the proposed public interest benefits claimed by the Applicants are different in Puerto Rico, but the Applicants, while acknowledging those differences, have not addressed them. LCPR respectfully submits that the Commission must carefully examine such impacts and claimed benefits in Puerto Rico and either deny the applications or impose remedial conditions.

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PETITION TO DENY OF LIBERTY CABLEVISION OF PUERTO RICO LLC

Liberty Cablevision of Puerto Rico LLC ("LCPR") petitions to deny the applications for consent to transfer of control of various licenses submitted by T-Mobile US, Inc. ("T-Mobile") and Sprint Corporation ("Sprint") (collectively, "the Applicants") in connection with their proposed merger.[1] The Commission has long recognized the unique aspects of the Puerto Rico telecommunications market, and the Applicants have acknowledged that their proposed merger and the resulting combination of their spectrum assets would uniquely affect competition in Puerto Rico. The Commission must separately evaluate and address the potential anti-competitive effects of the proposed transaction in the Puerto Rico telecommunications market, and it should deny the applications for consent to transfer of control of the relevant licenses or impose conditions on the grant of those applications in order to protect and foster competition in Puerto Rico.

[1] *See T-Mobile US, Inc. and Sprint Corporation Seek FCC Consent to the Transfer of Control of the Licenses, Authorizations, and Spectrum Leases Held by Sprint Corporation and its Subsidiaries to T-Mobile US, Inc., and the Pro Forma Transfer of Control of the Licenses, Authorizations and Spectrum Leases Held by T-Mobile US, Inc., and its Subsidiaries,* WT Docket 18-197, DA 18-740 (rel. July 18, 2018).

Background and Standing

The Communications Act and the Commission's rules permit any "party in interest" to petition to deny "any application" listed in a Public Notice as accepted for filing. *See* 47 U.S.C. §309(d)(1); 47 C.F.R. §1.939(a). Clearly, LCPR sets forth below "facts sufficient to demonstrate that grant of the application" would cause the petitioner to suffer a direct injury. *See, e.g., Applications of AT&T, Inc. and Deutsche Telecom AG for Consent to Assign or Transfer Control of Licenses and Authorizations,* 27 FCC Rcd. 4423 (2012), at ¶8. There is a clear causal link between the injury to the telecommunications marketplace in Puerto Rico in which LCPR competes and the proposed transaction, and denial of the transfer application would prevent that injury. *See Consent to Transfer Control of Subsidiaries of Media General, Inc., from Shareholders of Media General, Inc. to Nexstar Media Group, Inc.,* 32 FCC Rcd. 183 (MB & WTB 2017), at ¶15.

LCPR is the largest cable operator in Puerto Rico, passing over one million homes or approximately 70 percent of the homes on the Island. LCPR provides video, broadband Internet and voice over Internet Protocol ("VoIP") services to residential and business customers. LCPR's plant is two-way capable, and approximately 89 percent of the homes served by LCPR have been upgraded to at least 750 MHz. As of June 30, 2018, LCPR provided broadband service to 307,000 customers and VoIP service to 189,000 customers. LCPR's network includes multiple fiber rings consisting of more than 800 miles of fiber, which provides enhanced interconnectivity points in Puerto Rico to other local and international companies.

The Applicants recite that their merger will allow them to provide a nationwide wireless broadband network that will enable them not only to provide enhanced competition to Verizon and AT&T in the wireless market, but also to offer "disruptive" competition to cable operators

and other providers of in-home broadband and telephone services. However, the competitive benefits touted by the Applicants do not extend to the Puerto Rico market. The primary benefit of enhanced ability to compete with wireless services offered by Verizon does not exist in Puerto Rico because Verizon has no presence there. In addition, the combination of wireless broadband spectrum assets held by the Applicants in Puerto Rico will exceed the Commission's spectrum screens, is not necessary for "New T-Mobile" to compete in Puerto Rico, and will impair the ability of other competitors like LCPR to offer a "quad-play" including competitive wireless services desired by their customers.

The Proposed Transaction and Public Interest Statement

According to the Application, T-Mobile currently is the third largest wireless carrier in the United States, with 72.6 million subscribers in the U.S., Puerto Rico and the U.S. Virgin Islands. Sprint is the fourth largest wireless carrier (as well as a landline interexchange carrier and a Tier 1 Internet backbone provider), with 54.58 million subscribers in the U.S., Puerto Rico and the U.S. Virgin Islands. *See Description of Transaction, Public Interest Statement, and Related Demonstrations*, filed June 18, 2018 ("Application"), at 1-2. The focus of the Applicants' public interest argument is that the combined "New T-Mobile" will "leverage a unique combination of complementary assets to unlock massive synergies in order to build a world-leading nationwide 5G network that will deliver unprecedented services to consumers, increasingly disrupt the wireless industry, and ensure U.S. leadership in the race to 5G." Application, Executive Summary, at i. The Applicants argue that their wireless network will "surpass the performance of both the Verizon and AT&T networks" and will be the "highest capacity mobile network in U.S. history." *Id.* at 72. That capacity will enable the network not only to enhance competition with AT&T and Verizon in the wireless market, but also to "disrupt

the video distribution marketplace" by exerting "tremendous competitive pressure on legacy cable providers and other MVPDs." *Id.* at 76.

At the same time, the Applicants contend that the transaction "will not harm competition in local markets." Application at 132-137. They refer to three "screens" used by the FCC to evaluate the potential anti-competitive effects of the proposed transaction at the local level: (1) a spectrum screen to determine whether the transaction will result in aggregation of more than one-third of the useful and available spectrum for mobile broadband services in any market; (2) a Herfindahl-Hirschman index ("HHI") screen to determine whether the transaction will result in a post-transaction HHI of 2800 or more with a change of 100 points or more, or a change of more than 250 points, regardless of the post-transaction HHI; and (3) a millimeter wave screen to determine whether the transaction will result in aggregation of more than one-third of the available millimeter wave spectrum. *Id.* at 132-33.[2] In addition, the Commission treats "further concentration of below-1-GHz spectrum as an enhanced factor in our case-by-case analysis of potential competitive harms" resulting from a particular transaction. *See, e.g., Policies Regarding Mobile Spectrum Holdings,* 29 FCC Rcd. 6133 (2014) (*"Mobile Spectrum Report and Order"*), at ¶283. Although the Applicants have not provided adequate information concerning their combined spectrum holdings as compared to the screens,[3] they admit that they will substantially exceed the screens throughout Puerto Rico.

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[2] The Applicants stated that, at the time they filed their Application, they did not have the information necessary to conduct the HHI analysis relevant to the second screen. Application at 135. In addition, they stated that "T-Mobile generally has no millimeter wave ("mmW") spectrum" in Puerto Rico. Application, Appendix J at 5.

[3] Although the Applicants have provided information concerning their "low and mid-band spectrum aggregation" in various areas of Puerto Rico in Revised Appendix L-1, they have not provided their total spectrum holdings in each of those areas, or the amount by which those holdings exceed the applicable spectrum screen. The Applicants also have not specifically identified the applicable spectrum screens for areas in Puerto Rico. By letters dated August 15, 2018, the Commission has requested the Applicants to provide market-by-market spectrum information in csv format. *See* Letters from Donald K. Stockdale to Kathleen O'Brien Ham and Vonya B. McCann and

The Proposed Transaction Will Adversely Affect Competition in Puerto Rico

The Commission repeatedly has acknowledged the unique characteristics of Puerto Rico telecommunications market(s). *See, e.g, Connect America Fund et al., Report and Order and Further Notice of Proposed Rulemaking,* 26 FCC Rcd. 17663 (2011), at ¶193, *aff'd sub nom., In re FCC 11-161,* 753 F.3d 1015 (10th Cir. 2014) (cost model adopted by Wireline Competition Bureau should "consider unique circumstances" faced by carriers serving Puerto Rico). Moreover, the Applicants have acknowledged that the proposed transaction will have unique effects in Puerto Rico. As set forth below, a primary public interest benefit identified by the Applicants – their enhanced ability to compete with Verizon in the provision of wireless services -- is inapplicable to Puerto Rico, and the Applicants' combined spectrum holdings substantially exceed the applicable spectrum screens, including the critical spectrum below 1 GHz. The net result for Puerto Rico is that the potential anti-competitive effects of the proposed transaction exceed any potential pro-competitive benefits, which have not been demonstrated.

A. Verizon Does Not Compete with the Applicants in Puerto Rico

The Applicants seek to justify their proposed merger, claiming that the merger will enhance their ability to compete with Verizon and AT&T in providing wireless mobile services. The Applicants devote a substantial portion of their public interest statement to the anticipated benefits of competition among the "New T-Mobile" and AT&T and Verizon. It will "leapfrog Verizon and AT&T's networks" enabling it "to go toe-to-toe with the two larger rivals" and to "compete aggressively with lower prices to take market share from Verizon and AT&T,"

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accompanying General Information and Document Request. LCPR reserves its right to supplement this Petition based upon the information provided by the Applicants in response to these requests.

provoking "competitive responses from Verizon and AT&T that result in as much as a 55 percent decrease in price per GB." *See, e.g.*, Application, Executive Summary, at i-iv.

Whatever the potential benefits of increased competition with Verizon may be elsewhere in the United States, those benefits do not extend to Puerto Rico. As the Applicants have acknowledged, Puerto Rico is the ***only*** market where Verizon does not compete with T-Mobile and Sprint because Verizon does not operate in Puerto Rico:

> **With only one exception,** Applicants found that there were no markets where both T-Mobile and Sprint were considered competitors, but where Verizon and AT&T were not also both considered competitors. **That one exception was in Puerto Rico,** where Verizon does not have a presence, but the Puerto Rico Telephone company is a strong competitor.

Application at 136 (emphasis added). Consequently, one of the principal public interest arguments advanced by the Applicants – that their combination and the corresponding aggregation of their spectrum holdings will enhance their ability to compete with Verizon – is inapplicable to Puerto Rico. Although the Applicants refer to Puerto Rico Telephone Company ("PRTC") as "a strong competitor" in Puerto Rico, they provide no factual basis for their assertion. PRTC obviously is not Verizon, and the Applicants already effectively compete with PRTC. The "enhanced ability" to compete with PRTC provides no basis for combining their spectrum holdings in Puerto Rico because no enhancement is necessary.

In addition, the Applicants have pointed to incipient competition from cable operators like Comcast and Charter in the provision of wireless services as a factor mitigating the potential anti-competitive effects of their proposed transaction (Application at 105-111), but they acknowledge that such fledgling competition exists in significant part because Comcast and Charter have entered into "favorable MVNO agreements with Verizon that give them access to

Verizon's spectrum." *Id.* at 106. However, there is no Verizon in Puerto Rico with which LCPR can enter into a favorable MVNO agreement.

B. Sprint's Spectrum Holdings Alone Already Exceed the Spectrum Screens in Some Areas in Puerto Rico

Before its proposed merger with T-Mobile, Sprint relied, in part, upon competition from T-Mobile to justify its joint venture with PRWireless, Inc. d/b/a Open Mobile ("Open Mobile") in Puerto Rico. In the application for consent to assignment of licenses in connection with that transaction, the applicants represented that Sprint was then the fifth largest wireless provider in Puerto Rico in terms of subscribers and that Open Mobile was the fourth largest provider. They contended that Claro (a division of PRTC) was the largest provider, followed by AT&T and T-Mobile, and that the combination of Sprint and Open Mobile would "be roughly the same size as or smaller than T-Mobile in Puerto Rico." *See* Description of the Transaction and Public Interest Statement in Application File No. 0007674399 (Feb. 23, 2017) (designated by the parties as the lead application) ("Sprint/Open Mobile Application"), at 9-10 and n.25.

The applicants in the Sprint/Open Mobile Joint Venture admitted that the combination of the spectrum holdings of those two entities exceeded the applicable overall spectrum screen in two of the twelve Puerto Rico Cellular Market Areas ("CMAs") where the applicants would hold 210.5 MHz of spectrum, 11.5 MHz more than the then-applicable screen of 199 MHz. Sprint/Open Mobile Application at 12. The applicants argued that despite exceeding the overall screen in two of the CMAs, the proposed Joint Venture did "not create a risk of anti-competitive foreclosure" because their "three larger competitors in Puerto Rico" -- AT&T, PRTC and T-Mobile -- "each hold significant spectrum rights *and will continue competing against the Applicants*." *Id.* at 13-14 (emphasis added). The current Application makes clear that not only will T-Mobile cease competing with the combined Sprint/Open Mobile, but also that the

concentration of relevant spectrum holdings in Puerto Rico will substantially increase as a result of the proposed transaction.

C. The Applicants' Combined Spectrum Holdings Far Exceed the Screens

Just one year ago, the applicants in the Sprint/Open Mobile transaction argued that the applicable spectrum screen in Puerto Rico was 199 MHz. The Applicants here argue that the total input for the overall spectrum screen should be 715.5 MHz, yielding a "one-third" screen of 238.5 MHz. *See* Application at 134. Even accepting arguendo that the Applicants' calculation of the applicable overall screen is appropriate for Puerto Rico, there is no doubt that their combined spectrum holdings in Puerto Rico will far exceed that screen. Based on the aggregated spectrum information contained in Revised Appendix L-1, the Applicants appear to hold between 254.4 and 325.6 MHz of spectrum in each of the CMAs in Puerto Rico. *See* Application, Revised Exhibit L-1 at 10, 13, 14, 16, 76, 77.

The Applicants have not addressed their overall spectrum holdings in Puerto Rico in their Public Interest Statement, other than to note that they have provided the spectrum aggregation information in Appendix L, and that they "do not have the data to conduct the related HHI analysis." Application at 135. They simply state that the combined spectrum is "central to the merger" because "New T-Mobile will not be able to ignite that [intensified] competition and other public interest benefits without the combined spectrum assets of both T-Mobile and Sprint." *Id.* At the very least, the Commission must conduct a detailed analysis of the aggregation of relevant spectrum in Puerto Rico that will result from the proposed merger if the applications are granted and the potential anti-competitive effects of that aggregation.

Although the Applicants also state that "New T-Mobile may end up with low-band spectrum in excess of the screen" in certain markets (Application, Appendix J at 5), there is no

doubt that they exceed that screen throughout Puerto Rico. The Commission has long recognized that a threshold requirement for extending and improving wireless service is access to "a sufficient amount of low-band spectrum." *See, e.g.*, *Mobile Spectrum Report and Order* at ¶3. That is because such spectrum has propagation advantages important to providing coverage over long distances and penetration into buildings as well as canyons and rural mountainous areas. *See, e.g., Application of TeleGuam Holdings LLC and Club 42 CM Limited Partnership*, 30 FCC Rcd. 10213 (WTB 2015), at ¶21; *see also* Application at 21 ("the 600 MHz band provides superior coverage"). This "coverage spectrum" can be particularly important given the terrain in Puerto Rico.

In the *Mobile Spectrum Report and Order*, the FCC stated that an applicant seeking to acquire one-third or more of the available mobile broadband spectrum below 1 GHz in a particular market would be required to provide "a detailed demonstration regarding why the public interest benefits outweigh harms." *Id.* at ¶¶13, 286-288. Where an entity that already holds more than one-third of the spectrum below 1 GHz proposes to acquire additional spectrum below 1 GHz, "the potential public interest benefits of the proposed transaction would need to clearly outweigh the potential public interest harms associated with such additional concentration of below-1-GHz spectrum, irrespective of other factors." *See Applications of AT&T Mobility Puerto Rico, Inc. and Worldcall Inc.,* 30 FCC Rcd 9763 (WTB 2015), at ¶9 n.35. The Applicants have not attempted to make the required showing for Puerto Rico.

The Applicants concede that they will hold more than one-third of the relevant spectrum below 1 GHz throughout Puerto Rico. Application, Appendix J at 6. They state that the currently applicable screen for spectrum below 1 GHz is 68 MHz (Application at 136), and they admit that in most CMAs in Puerto Rico they will hold an aggregate of at least 76.85 MHz of

low-band spectrum, consisting of: 50 MHz in the 600 Band held by T-Mobile; 22 MHz in the 700 Band held by Sprint/Open Mobile; and 4.85 MHz in the 800 MHz ESMR band. Application, Appendix J at 6. The transaction apparently exacerbates the "long-standing trek toward market concentration" in the provision of wireless services and the declining market share of regional and smaller wireless providers. *See Comments of Competitive Carriers Association in State of Mobile Wireless Competition Proceeding*, WT Docket No. 18-203 (filed July 26, 2018), at 11. The Applicants have not identified any demonstrable public interest benefits in Puerto Rico to offset, much less outweigh, the potential public interest harms associated with their combined spectrum holdings in Puerto Rico.

D. The Applicants Have the Incentive and Ability to Impair Competition in Puerto Rico

Although the Applicants apparently will far exceed the overall spectrum screen in Puerto Rico, they seek to sidestep that issue in their application. In Appendix J, the Applicants argue that there generally is no cause for competitive concern in markets where their combined spectrum holdings will exceed one third of the available spectrum below 1 GHz because in most of those markets New T-Mobile will be competing with "the two established 800 MHz cellular carriers," AT&T and Verizon, that have ample access to low band spectrum. Application, Appendix J at 5. Again, that argument does not apply to Puerto Rico because Verizon has no presence there. With respect to Puerto Rico, the Applicants contend that although they will exceed one third of the available low-band spectrum throughout the Island, there will be no adverse competitive effects because PRTC (in addition to AT&T) is a legacy cellular provider there and PRTC "holds the Lower 700 MHZ A and most of the B Blocks (12 MHz ea.)." However, the Applicants then report by footnote that PRTC actually "does not hold the B Block

in Rincon, Aibonito, Arroyo, Barranquitas, Coamo, Comerio, Guayama, Maunabo, Patillas, Santa Isabel, Yabucoa, Ceiba, and Naguabo." Application, Appendix J at 6 n.15.

The Applicants also argue that their "significant aggregation of low-band spectrum is relatively recent," resulting from T-Mobile's acquisitions in the 600 MHz auction, and that the fact that other entities were not "foreclosed from participation" in that auction somehow demonstrates that their "acquisition of low-band spectrum is not anti-competitive." *Id.* at 7-8. However, the issue before the Commission is not whether entities were foreclosed from the auction, or whether T-Mobile's acquisition of the 600 MHz spectrum in Puerto Rico in the auction was anti-competitive. The issue before the Commission now is whether the combination of that spectrum with the low-band spectrum already held by Sprint/Open Mobile would provide "New T-Mobile" with the incentive and the ability to impede the efforts of cable operators, such as LCPR, and other MVPDs seeking to offer wireless services to their customers at the same time that the Applicants are seeking to "disrupt" competition in the delivery of in-home video and other broadband services.

In their discussion of the relevant product market, the Applicants assert that "the mobile services landscape has undergone significant transformation in recent years to converge with wireline services within the broadband market." Application at 12-13. As a result, the Applicants urge the Commission to evaluate their proposed merger "in the context of today's marketplace," in which wireless and wireline providers are seeking "to bundle services and content" in order "to lure and keep subscribers." *Id.* at 14. A significant portion of their public interest statement is devoted to the convergence of wireless and wireline broadband services. *Id.* at 102-118.

The Applicants have announced that they intend to use their combined spectrum assets not only to enhance their competitive position against AT&T and Verizon in the provision of wireless services, but also to "disrupt the video distribution marketplace" by exerting "tremendous competitive pressure on legacy cable providers and other MVPDs." *Id.* at 76. Against that backdrop, LCPR's ability to bundle services and to provide a "quad-play" that includes wireless service to its subscribers is an important competitive consideration in this proceeding in the context of the converging marketplace that the Applicants have described for the Commission.

The Applicants seek to assure the Commission that new T-Mobile will "bring the same network benefits to its relationships with MVNOs" (Application at 123) and "will continue to host MVNOs that serve valuable customer segments." *Id.* at 116. They claim that they will continue to be supportive of MVNOs because the MVNOs "have marketing and distribution advantages in attracting and reaching customers" and that they "have no incentive to impair an MVNO's ability to put subscribers on New T-Mobile's network." *Id.* at 123-124; Declaration of Peter Ewens at ¶28. Consequently, they claim that they will "encourage the launch of new MVNOs that can offer unique value propositions or better reach unique customer segments." Application at 124. However, the incentives of the Applicants and New T-Mobile may be very different where the MVNO is a cable operator seeking to extend a wireless service offering to its customers at the same time that New T-Mobile is seeking "to disrupt the video market by offering TV packages that will allow customers to forego traditional multi-channel video programming distributors...in favor of broadband–delivered video offerings" from New T-Mobile. *Id.* at 76. In this context, such non-committal claims of future cooperation provide no protection against the competitive harms posed by the proposed transaction.

Conclusion

The proposed merger of Sprint and T-Mobile, and the resulting aggregation of their spectrum assets, poses far greater anti-competitive effects upon telecommunications market(s) in Puerto Rico than elsewhere in the nation. The absence of Verizon as a competitor of "New T-Mobile" in Puerto Rico eliminates the proposed competitive benefits of, and the competitive justification for, the aggregation of spectrum in Puerto Rico resulting from the proposed merger. In short, the proposed merger provides New T-Mobile with the incentive and ability to impair competition in Puerto Rico. LCPR respectfully requests that the Commission carefully examine the adverse impact of concentration of wireless broadband spectrum in Puerto Rico and marketplace consolidation resulting from the proposed transaction, and either deny the applications or impose conditions to prevent or limit the anti-competitive effects of such concentration and consolidation.

August 27, 2018

Respectfully submitted,

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DECLARATION

The foregoing has been prepared using facts of which I have personal knowledge or upon information provided to me. I declare under penalty of perjury that the foregoing, except for the facts for which official notice may be taken, is true and correct to the best of my knowledge, information, and belief.

Executed: August 27, 2018

Naji Khoury Rizk
President and Chief Executive Officer
Liberty Cablevision of Puerto Rico LLC

CERTIFICATE OF SERVICE

I, Alexandra Vediales Costa, hereby certify that on this 27th day of August, 2018, I have caused a copy of the foregoing Petition to Deny of Liberty Cablevision of Puerto Rico LLC to be served by email on the parties below:

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