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April 18, 2016

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, D.C. 20554

Electronically Filed

Re: CC Docket No. 95-116; WC Docket No. 09-109; WC Docket No. 07-149

Dear Ms. Dortch:

On April 14, 2016, Scott Deutchman, Deputy General Counsel of Neustar, Inc., Thomas Navin, of Wiley Rein LLP, and I had separate meetings with Commissioner Pai and Legal Advisor Nicholas Degani, with Commissioner O'Rielly and Legal Advisor Amy Bender, with Rebekah Goodheart, Legal Advisor to Commissioner Clyburn, and with Travis Litman, Legal Advisor to Commissioner Rosenworcel.

Neustar emphasized its concerns about the Bureau's *Second Protective Order*,[1] which is the subject of Neustar's Application for Review filed in the above-captioned dockets on April 11, 2016. Neustar explained that the lack of disclosure risks hobbling the transition by prohibiting the business and operational personnel at Neustar and virtually every NPAC user from advising the Commission on whether the transition's mechanisms and milestones – which were negotiated without their involvement – are achievable.

When the Commission approved the selection of Ericsson's wholly owned subsidiary, Telcordia Technologies, Inc. d/b/a iconectiv, to be the next Local Number Portability Administrator ("LNPA"), it acknowledged concerns about arrangements related to neutrality, as well as the national security and public safety functions of the LNPA. It also provided

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[1] Second Protective Order, *Telcordia Technologies, Inc. Petition to Reform Amendment 57 and to Order a Competitive Bidding Process for Number Portability Administration*, DA 16-344, WC Docket Nos. 07-147, 09-109 & CC Docket No. 95-116 (rel. Mar. 31, 2016) ("*Second Protective Order*").

for the proposed Master Services Agreement ("MSA") between Ericsson and the NAPM, LLC to be submitted to the Commission for approval. The proposed MSA has now been submitted, but it has been submitted as a document that is confidential or highly confidential in its entirety. Under the terms of the *Second Protective Order*, essentially the only people who can gain access to the proposed MSA are lawyers and outside consultants – not the technical and managerial personnel who are in the best position to understand the document and its implications for NPAC users.

Neustar believes that is a mistake for at least three reasons. *First*, it creates an unnecessary risk of a prolonged or failed transition. Neustar and other NPAC users should be able to review the transition-related provisions of the proposed MSA both for purposes of their own planning and to ensure that the mechanisms and timelines set out in the proposed MSA are realistic and technically appropriate. Once the proposed MSA is approved and executed, it will be too late to fix the proposed MSA without substantial delay – Ericsson will no longer have an incentive to accommodate changes without extracting additional compensation.

Second, the Commission loses the benefit of Neustar's expertise in reviewing the technical provisions of the proposed MSA. With nearly two decades of experience operating and enhancing the NPAC, Neustar's employees have greater knowledge and insight into the matters governed by the MSA than anyone. Neustar's critical review of the proposed MSA will help to identify whether the MSA adequately addresses the many aspects of the LNPA's responsibilities that have evolved over time and that were not fully described in the RFP documents. Moreover, such an approach reflects how technical changes to the NPAC over the last twenty years have undergone technical review and comment by interested users – including Ericsson – before being finalized.

Third, because of the restrictions imposed by the *Second Protective Order*, the public is unable to participate effectively in the evaluation of the proposed MSA. Most NPAC users will not devote resources to retaining counsel or outside experts to review documents filed confidentially. Yet *all* NPAC users – not just the members of the NAPM who have already had access to the draft MSA documents – will be bound by the MSA. They should be able to review and comment on the proposed MSA before the Commission acts.

On the other side of the balance, there has been no showing that the information contained in the proposed MSA should be exempt from public disclosure because of its sensitivity. The current MSA between Neustar and the NAPM, including material amendments, is public, and has been for over a decade.[2] Even if there are genuinely proprietary aspects of the

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[2] *See* Attachment A. In addition, all NPAC users can receive the MSA and related documents on request.

proposed MSA, they should be narrowly redacted – it makes no sense to file the entire document as confidential.

Neustar emphasized that its concerns have nothing to do with any objections to the Commission's decision to select Ericsson as the next LNPA. On the contrary, since the Commission made its selection determination in March 2015, Neustar has cooperated with the efforts of the NAPM and the Transition Oversight Manager to plan for an effective transition. Nevertheless, Neustar has been excluded from negotiations related to the transition. Neustar has repeatedly raised concerns regarding the sequential nature of negotiations, which is atypical and counterproductive in large IT transitions. As a result, although NAPM and Neustar have begun negotiating the delivery of data to iconectiv for testing purposes, NAPM has not yet begun negotiating a comprehensive transition services agreement with Neustar. That makes it all the more important for the Commission to ensure that Neustar has access to the proposed MSA before deciding whether to approve its terms.

Pursuant to Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, a copy of this letter is being filed via ECFS. If you have any questions, please do not hesitate to contact me.

Sincerely,

Aaron M. Panner /cmw

Aaron M. Panner

cc: Commissioner Pai
Commissioner O'Rielly
Rebekah Goodheart
Nicholas Degani
Travis Litman
Amy Bender

ATTACHMENT A

Contractor Services Agreement for NPAC/SMS (a/k/a the Master Services Agreement), SOW 15, SOW 19, SOW 24, SOW 25, SOW 30, SOW 31, SOW 34, SOW 36, SOW 42, SOW 43, SOW 47, SOW 48, Letter Agreement, dated August 14, 2002:

http://www.sec.gov/Archives/edgar/data/1265888/000104746905018239/a2160129zex-10_1.htm

Amendment No. 38:

http://www.sec.gov/Archives/edgar/data/1265888/000095013306001512/w17665exv10w1w1.htm

Statement of Work No. 51:

http://www.sec.gov/Archives/edgar/data/1265888/000095013306003783/w23128exv10w1w2.htm

Amendment No. 53:

http://www.sec.gov/Archives/edgar/data/1265888/000095013306003783/w23128exv10w1w3.htm

Amendment No. 57:

http://www.sec.gov/Archives/edgar/data/1265888/000095013306004150/w25369exv99w1.htm

Letter Agreement, dated December 4, 2006, SOW 50:

http://www.sec.gov/Archives/edgar/data/1265888/000095013307000891/w27475exv10w1w1.htm

Amendment No. 53, Revision 1:

http://www.sec.gov/Archives/edgar/data/1265888/000095013307004382/w40319exv10w1w2.htm

Amendment No. 53, Revision 2:

http://www.sec.gov/Archives/edgar/data/1265888/000095013308000870/w47692exv10w1w1.htm

Amendment No. 62:

http://www.sec.gov/Archives/edgar/data/1265888/000095013308003729/w71456exv10w1w2.htm

Amendment No. 70:

http://www.sec.gov/Archives/edgar/data/1265888/000095013309000136/w72483exv99w1.htm

Statement of Work No. 72; Letter Agreement dated July 13, 2009:

http://www.sec.gov/Archives/edgar/data/1265888/000095012309029634/w75001exv10w1w3.htm

Statement of Work No. 75:

http://www.sec.gov/Archives/edgar/data/1265888/000095012309055682/w76044exv10w1w4.htm

Statement of Work No. 76:

http://www.sec.gov/Archives/edgar/data/1265888/000095012310018171/w77295exv10w1w1.htm

Statement of Work No. 79:

http://www.sec.gov/Archives/edgar/data/1265888/000095012310069059/w79180exv10w1w2.htm

Statement of Work No. 79, Revision 1:

http://www.sec.gov/Archives/edgar/data/1265888/000095012311040113/w82485exv10w1w1.htm

Statement of Work 24, Revision 6:

http://www.sec.gov/Archives/edgar/data/1265888/000119312512451794/d401432dex1011.htm

Amendment No. 53, Revision 5:

http://www.sec.gov/Archives/edgar/data/1265888/000119312513083439/d446532dex1011.htm

Amendment No. 88:

http://www.sec.gov/Archives/edgar/data/1265888/000119312513196117/d498776dex1012.htm

Amendment No. 48, Revision 2:

http://www.sec.gov/Archives/edgar/data/1265888/000126588813000008/exhibit1013.htm

Amendment No. 53, Revision 6:

http://www.sec.gov/Archives/edgar/data/1265888/000126588813000008/exhibit1014.htm

Statement of Work No. 90:

http://www.sec.gov/Archives/edgar/data/1265888/000126588813000008/exhibit1015.htm

Amendment No. 91:

http://www.sec.gov/Archives/edgar/data/1265888/000126588813000015/exhibit1016.htm

Amendment No. 93:

http://www.sec.gov/Archives/edgar/data/1265888/000126588814000007/exhibit1012.htm

Amendment No. 97:

http://www.sec.gov/Archives/edgar/data/1265888/000126588815000019/exhibit991april82015.htm

Amendment No. 98:

http://www.sec.gov/Archives/edgar/data/1265888/000126588815000040/exhibit1011q22015.htm

Amendment No. 99:

http://www.sec.gov/Archives/edgar/data/1265888/000126588816000062/exhibit1011-2015q4.htm