

February 7, 2012

**BY ELECTRONIC FILING**

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

Re: *Applications of Cellco Partnership d/b/a/ Verizon Wireless, SpectrumCo, LLC, and Cox TMI Wireless, LLC for Consent to Assign Wireless Licenses, WT Docket No. 12-4*

Dear Ms. Dortch:

In this proceeding, the nation's largest wireless carrier, Cellco Partnership d/b/a Verizon Wireless, seeks to obtain Advanced Wireless Services licenses from SpectrumCo, LLC, owned by a group of the nation's largest cable MSOs (Comcast Corporation, Time Warner Cable, and Bright House Networks, LLC), and from Cox TMI Wireless, LLC, a subsidiary of cable MSO Cox Communications, Inc. These parties also entered into several Commercial Agreements that, among other things, "provide the parties to those agreements with the ability to act as agents selling one another's services."<sup>1</sup>

The parties claim that the Commercial Agreements are neither anticompetitive nor relevant to this proceeding, claims that cannot be evaluated without reviewing the agreements themselves. Perhaps recognizing this, the parties submitted the Commercial Agreements into the record, subject to the stringent confidentiality provisions of the Protective Orders issued in this proceeding.<sup>2</sup> Notwithstanding those protections, however, the parties submitted these materials with what they characterized as "a small number of redactions . . . relating to pricing, compensation, and related provisions."<sup>3</sup>

Having had an opportunity to review these materials, the undersigned can attest that the parties' characterization seriously understates the scope and significance of the redactions they

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<sup>1</sup> Letter from J.G. Harrington to Marlene H. Dortch, WT Docket No. 12-4, at 2 (Jan. 18, 2012) ("Cox Submission Letter"); Letter from Michael H. Hammer to Marlene H. Dortch, WT Docket No. 12-4, at 2 (Jan. 18, 2012) ("SpectrumCo Submission Letter").

<sup>2</sup> *Applications of Cellco Partnership d/b/a/ Verizon Wireless, SpectrumCo, LLC, and Cox TMI Wireless, LLC*, WT Docket No. 12-4, Protective Order, DA 12-50; Second Protective Order, DA 12-51 (rel. Jan. 17, 2012).

<sup>3</sup> Cox Submission Letter at 4; SpectrumCo Submission Letter at 4. It is worth noting that neither protective order provides for redaction of Confidential or Highly Confidential Materials. Indeed, they discuss only "redacted" versions for the public record and "unredacted" versions for the confidential record. *See Protective Order*, ¶ 9; *Second Protective Order*, ¶ 12

have made. By withholding all information about pricing and compensation – in several cases, blacking out more than ten pages at a time – the parties have denied the Commission and interested parties the opportunity to assess the economic incentives created by these agreements and their potential effects on competition in the relevant markets. In addition, because many provisions have been redacted in their entirety, including headings, there is no way to know the subject matter covered. Thus, there is no way to know, for example, whether such provisions tie the commercial agreements to the sale of AWS spectrum in some way or would reveal a particularly anticompetitive aspect of the arrangements among the parties.

In these circumstances, neither the Commission nor interested parties have an adequate basis upon which to assess the public interest implications of the proposed transactions. Accordingly, we respectfully request the following:

- (1) The Commission should direct the parties to produce complete and unredacted versions of the Commercial Agreements for the record of this proceeding, subject to the Protective Orders in place therein.
- (2) Given the centrality of the information withheld to the public interest analysis, the Commission should also suspend both the pleading cycle in this proceeding and the informal 180-day “transaction clock,” and reset them to zero once the parties have provided full disclosure of their arrangements.

Taking these steps will ensure a meaningful opportunity for commenters to present an informed analysis based on a full record.

Respectfully submitted,

/s/

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