

February 11, 2012

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> St. SW  
Washington, DC 20554

RE: Notice of *Ex Parte* presentation in: WT Docket No. 12-04

Dear Ms. Dortch:

On February 10, 2012, Harold Feld, Legal Director, Public Knowledge (PK), spoke by telephone to Renata Hesse, Senior Counsel to the Chairman for Transactions, and Joel Rabinovitz, OGC, with regard to the above captioned proceeding.

PK urged that the Commission stop the “shot clock” on the transaction until the Applicants delivered an unredacted version of the 3 side agreements: the two cross-sale agreements and the “joint operating entity” (JOE). Inclusion of the agreements in the record is critical to assess whether the cable operators retain sufficient “influence and control” pursuant to Commission precedent to give rise to an attributable interest in the licenses post transfer. Such an attributable interest would raise significant questions with regard to the MVPD subscriber limits of all the parties, as well as trigger concerns that the agreement would violate Sections 628(b), 629, and 652 of the Communications Act.

Furthermore, the Commission must properly evaluate the state of competition in the wireless world post transaction to ensure that the transaction satisfies the public interest standard pursuant to Section 310(d). The matter is as relevant in this proceeding as, for example, examination of contracts between handset manufacturers and AT&T was during the AT&T/T-Mobile transaction. Even if one were to regard the agreements as independent of the transaction, the Commission would need to evaluate whether enhancing Verizon’s spectrum dominance serves the public interest in light of the agreements. Without complete copies of the agreements, however, it is impossible to determine whether the license transfer would constitute an enhancement of the video programming reach of the cable applicants and the wireless dominance of Verizon, either of which would be grounds to deny the transfer pursuant to Section 310(d) regardless of the ultimate legality of the agreements.

Finally, with regard to the assessment, PK noted that under Commission attribution rules, Verizon Wireless is considered identical with Verizon Communications by operation of the “single majority shareholder” rule and the level of control exercised by Verizon Communications. It is for this reason that the Commission does not consider Vodafone’s interest a violation on the statutory prohibition on foreign ownership.

In accordance with the FCC's *ex parte* rules, this document is being electronically filed in the above-referenced dockets today.

Sincerely,

\_\_\_\_\_/s/\_\_\_\_\_  
Harold Feld  
Legal Director  
Public Knowledge

CC: Renata Hesse  
Joel Rabinovitz