

February 16, 2012

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VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 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:

Consumers have the right to expect increasingly robust choices for video, wireless and broadband services. Cross-platform competition for such services results in higher infrastructure investment, job growth, and lower prices for consumers. The Federal Communications Commission (“Commission”) is currently evaluating a transaction that, based on press reports and other publicly available information, would appear to reduce such competition by rival services through commercial marketing arrangements. Such agreements would limit the availability of competitive services, dividing up geographic areas for particular companies.¹ Such a result would lead to reduced investment in infrastructure, job losses, and higher prices for consumers.

In order to evaluate whether the proposed Verizon-SpectrumCo and Verizon-Cox transactions are in the public interest, unredacted versions of the commercial marketing arrangements connected to the transactions must be made available. On February 7, 2012, the Free Press, Media Access Project, Public Knowledge, and the Greenlining Institute (“Public Interest Groups”) submitted a

¹ See Application of SpectrumCo LLC and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign Licenses, ULS File No. 0004993617 (submitted 12/16/2011); Application of Cox TMI Wireless LLC and Cellco Partnership for Consent to Assign Licenses, ULS File No. 0004996680 (submitted 12/21/2011) (hereinafter, the “Transaction”).

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letter² requesting that the Commission direct the Applicants to submit unredacted copies of the Commercial Agreements filed with the Commission on January 18, 2012.³ Through counsel, the Communications Workers of America (“CWA”) supports the letter submitted by the Public Interest Groups. The Applicants’ redacted commercial agreements were submitted to the Commission under the Protective Order⁴ or Second Protective Order⁵ in the Transaction, even though unredacted versions of the same agreements were provided to the Department of Justice.⁶

The point of the Protective Orders is to provide access to proprietary or confidential information in a way that balances “the right of the public to participate in this proceeding in a meaningful way” while also “protecting proprietary and confidential information from improper disclosure.”⁷ The Applicants should not be permitted to redact information “relating to pricing, compensation, and related provisions,”⁸ as this prevents the public from participating in a meaningful way.

The Commercial Agreements are at the heart of this Transaction because they will increase the Applicants’ competitive position in the wireless and video markets. Section 310(d) of the Communications Act of 1934, as amended, requires the Commission to evaluate the competitive position of the wireless and video markets after the Transaction in order to determine if the Transaction is in the public interest. The Commission has consistently stated that the material terms

² Letter of Media Access Project, Free Press, The Greenlining Institute, Public Knowledge to Marlene Dortch, Secretary, Federal Communications Commission, WT Dkt. No. 12-4 at 2 (filed on Feb. 2, 2012).

³ Letter of Michael Hammer, Willkie Farr & Gallagher LLP to Marlene Dortch, Secretary, Federal Communications Commission, WT Dkt. No. 12-4 (filed on Jan. 18, 2012) and Letter of J.G. Harrington, Dow Lohnes to Marlene Dortch, Secretary, Federal Communications Commission, WT Dkt. No. 12-4 (filed on Jan. 18, 2012).

⁴ *Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses and Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for Consent to Assign Licenses, Protective Order*, WT Docket No. 12-4, DA 12-50 (Jan. 17, 2012) (“First Protective Order”).

⁵ *Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses and Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for Consent to Assign Licenses, Second Protective Order*, WT Docket No. 12-4, DA 12-51 (Jan 17, 2012) (“Second Protective Order” and collectively with First Protective Order, “Protective Orders”).

⁶ Letter of Bryan Tramont, Wilkinson Barker Knauer LLP, Michael Hammer, Willkie Farr & Gallagher LLP, J.G. Harrington, Dow Lohnes PLLC to Marlene Dortch, Secretary, Federal Communications Commission, WT Dkt. No. 12-4 at 3 (filed on Feb. 9, 2012) (“Applicant Letter”).

⁷ Protective Order para. 1; Second Protective Order para. 1.

⁸ *In re Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC*, WT Docket No. 12-4, Ex Parte Notice and Submission of Highly Confidential Documents Pursuant to Second Protective Order (Jan. 18, 2012). *In re Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC*, WT Docket No. 12-4 (Feb. 9, 2012).

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of an agreement may not be redacted and that pricing information is a material term.⁹ The Commission, not the Applicants, decide what information in an agreement is relevant to the Commission's and the public's review of a transaction in order to evaluate its impact on the public interest, consumers, and jobs.

Moreover, since the sensitive information regarding "pricing, compensation, and related provisions" has, according to the Applicants, been redacted from the Commercial Agreements, the Commission should make those redacted copies of the commercial agreements publicly available and direct the Applicants to make available unredacted copies of the commercial agreements under the Protective Orders. At this time, the Commission's electronic filing system does not contain publicly available copies of the Commercial Agreements.

The Applicants' allegation that the redacted information in the Commercial Agreements could cause significant harm to the Applicants if disclosed to their competitors rings hollow. The Protective Orders specifically prohibit any person involved in a competitive decision-making capacity from reviewing the documents. Moreover, the Second Protective Order limits access to Highly Confidential Information to Outside Counsel and Outside Consultants and Highly Confidential Information may only be discussed with other Reviewing Parties, the Commission, and Commission staff.¹⁰ Accordingly, the Protective Orders prevent competitors from gaining access to the Applicants' confidential, commercially sensitive information. CWA requests the Commission do the following:

1. The Commission should make publicly available the Applicants' redacted Commercial Agreements filed with the Commission on January 18, 2012 since all sensitive information has been removed from the Commercial Agreements.
2. The Commission should direct the Applicants to make available complete, unredacted versions of the Commercial Agreements, subject to the Second Protective Order.
3. For this Transaction, the Commission should stop the informal 180-day "transaction clock," suspend the pleading cycle, and reset them both to zero once the Applicants' provide complete, unredacted versions of the Commercial Agreements.

⁹ See, e.g., *In re Application of LUJ, Inc. and Long Nine, Inc. for Assignment of License of Station WYVR (FM), Petersburg, Illinois*, 17 FCC Rcd 16980, 16982 (2002) ("The documentation that was submitted provided all relevant information necessary for examination of the subject transaction, including the sales price and other pertinent material terms of the transaction. Neither the Commission nor Saga and other prospective petitioners were, therefore, deprived of access to information relevant to the disposition of this case.")

¹⁰ Second Protective Order para.5.

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Respectfully submitted,

Monica S. Desai

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Counsel to the Communications Workers of America

CERTIFICATE OF SERVICE

I, Ryan W. King, hereby certify that on this 16th day of February 2012, I caused true and correct copies of the attached letter to be served by first class mail to the following individuals:

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And by email to the following individuals:

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