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APR 30 2012

Federal Communications Commission
Office of the Secretary

April 30, 2012

Written Ex Parte: Via Electronic Filing

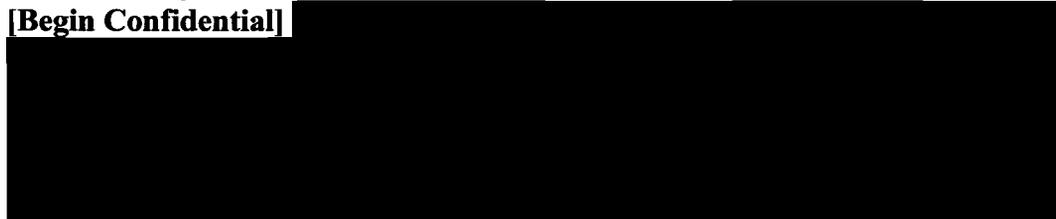
Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

RE: Application 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, WT Docket No. 12-4

Dear Ms. Dortch:

I write on behalf of Level 3 Communications, LLC ("Level 3"). In its Reply Comments in this Docket, Level 3 expressed concern that the provisions of the VZW Agent Agreements and the Reseller Agreements would restrict competition in the markets for the provision of wireless backhaul and special access, and that these restrictions would compound the market restrictions that Level 3 have already documented in the record of WC Docket No. 05-25.¹ Subject to the protective order, the undersigned counsel has now reviewed the documents produced by Verizon Wireless in response to the Staff's data requests. This review only increases the concerns previously expressed by Level 3.

To begin, the Verizon Wireless documents show that Verizon Wireless
[Begin Confidential]



¹ Reply Comments of Level 3 Communications, LLC, March 26, 2012, at 7-9.

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Via ECFS and Hand Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW, Room TW-A325
Washington, DC 20554

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

Dear Secretary Dortch,

On behalf of Level 3 Communications, LLC ("Level 3"), enclosed are two (2) copies of the public version of a Level 3 written ex parte letter for association with the above referenced proceeding.

In accordance with the Protective Order issued in this proceeding,¹ all pages of this filing are marked "REDACTED - FOR PUBLIC INSPECTION".

Please date-stamp and return the enclosed extra copy of this transmittal.

Sincerely,



Eric J. Branfman

Counsel to Level 3 Communications, LLC

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¹ *Applications of Cell co Partnership d/b/a Verizon Wireless, Cox TMI Wireless and SpectrumCo LLC for Consent to Assign Licenses, WT Docket No. 12-4, Protective Order, DA 12-50 (rel. Jan. 17, 2012) ("Protective Order").*

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Marlene H. Dortch, Secretary
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