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ACCEPTED/FILED

AUG 29 2014

Federal Communications Commission
Office of the Secretary

August 29, 2014

VIA HAND DELIVERY

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*, WC Docket No. 12-234

Dear Ms. Dortch:

On behalf of Verizon, the following cover letter and attachments are submitted pursuant to Appendix D to the August 23, 2012 Order (FCC 12-95) approving a series of transactions in WT Docket 12-4. The attached materials contain Highly Confidential Information subject to the Protective Order (DA 13-261) adopted in the above-referenced proceeding.

Pursuant to the terms of the Protective Order, two copies of the Redacted version of the attached filing are being filed with the Office of the Secretary. In addition, one copy of the Highly Confidential version is being delivered to the Office of the Secretary and two copies are being delivered to Christopher Sova of the Wireline Competition Bureau's Competition Policy Division.

Should any questions arise concerning this filing, please do not hesitate to contact the undersigned.

Sincerely,

/s/ Adam D. Krinsky
Adam D. Krinsky
WILKINSON BARKER KNAUER, LLP
2300 N Street N.W., Suite 700
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Counsel to Verizon

Attachments

cc: Christopher Sova

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AUG 29 2014

Federal Communications Commission
Office of the Secretary

August 29, 2014

Ms. 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*, WC Docket No. 12-234**

Dear Ms. Dortch:

In accordance with Appendix D to the Commission's August 23, 2012 Order approving the SpectrumCo *et al.* transaction,[1] and pursuant to the protective order issued in this proceeding,[2] Verizon[3] submits the following required semi-annual reporting.[4]

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[1] *Applications of Cellco Partnership d/b/a/ Verizon Wireless and SpectrumCo LLC and Cox TMI, LLC for Consent to Assign AWS-1 Licenses*, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698, at Appendix D (2012) ("Order").

[2] *Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo, LLC for Consent to Assign Licenses*, Protective Order, WC Docket No. 12-234, DA 13-261 (rel. Feb. 22, 2013).

[3] The Verizon companies participating in this filing are the regulated, wholly owned subsidiaries of Verizon Communications Inc. that provide DSL service (collectively, "Verizon").

[4] As previously raised with staff, Verizon submits this semi-annual report at the end of the month (and will do the same for future semi-annual reports), contemporaneous with filings in

The data is organized in Attachments identified by request number and are located on the CD filed with this submission entitled "Attachments to August 29, 2014 Verizon DSL Reporting" and marked HIGHLY CONFIDENTIAL.

The information provided in response to this reporting request was pulled from source, engineering, and billing systems and not from Verizon's financial systems because the financial systems do not provide the requisite level of granularity. However, these varied systems may identify and track data in different ways. We are available at your convenience to answer any questions or to discuss these materials.

Please contact me if you have any questions.

Sincerely,

Ian Dillon

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response to the final judgment issued following the Department of Justice review of the transaction.