

January 18, 2012

The Honorable Julius Genachowski
Chairman
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: Assignment of Licenses to Verizon Wireless from
SpectrumCo and Cox TMI Wireless, LLC
WT Docket No. 12-4

Dear Chairman Genachowski,

Cellco Partnership d/b/a Verizon Wireless (“Verizon”) has filed two applications with the Commission seeking consent to the proposed assignment of licenses in the Advanced Wireless Services (“AWS”) from SpectrumCo, LLC (“SpectrumCo”) and Cox TMI Wireless, LLC (“Cox Wireless”).¹ The acquisition of significant additional spectrum by the nation’s largest wireless carrier, by itself, warrants public involvement and scrutiny by the Commission. The applications, however, demonstrate that this spectrum transfer is part of a larger business transaction between actual and potential competitors. Without the ability to review the larger transaction in its entirety, it is impossible to assess whether there will be public interest harms associated with this proposed transfer. Accordingly, we seek the Commission’s assistance in acquiring the information necessary to adequately evaluate the proposed transactions and relationships and provide input that would assist the Commission in its evaluation of the applications.

As the applications relate, SpectrumCo is owned by Comcast Corporation (“Comcast”), the nation’s largest cable Multiple System Operator (“MSO”), Time Warner Cable, Inc., the second largest cable MSO, and Bright House Networks, LLC. Cox Wireless is a subsidiary of Cox Communications, Inc., the nation’s third largest cable MSO. Verizon is majority owned by Verizon Communications, Inc., a dominant incumbent local exchange carrier

¹ Application of Verizon and SpectrumCo, ULS File No. 0004993617, filed December 21, 2011 (the “SpectrumCo Application”); and Application of Verizon and Cox Wireless, ULS File No. 0004996680, filed December 21, 2011 (the “Cox Application”). The Commission has opened WT Docket No. 12-4 for its evaluation of these applications but has not yet issued a Public Notice accepting them for filing and seeking comment on these applications. DA 12-35, released January 11, 2012. Verizon and Leap Wireless International Inc. also filed indirectly related applications for the assignment of other AWS and Personal Communications Service licenses earlier in December: ULS Files No. 0004942973, 0004942992, 0004952444, 0004949596, and 0004949598.

and itself the seventh largest Multichannel Video Programming Distributor (“MVPD”) in the United States.²

Verizon and Comcast have announced that the SpectrumCo owners and Verizon have “entered into several agreements, providing for the sale of various products and services.” Through these agreements, the companies “will become agents to sell one another’s products and, over time, the cable companies will have the option of selling Verizon Wireless’ service on a wholesale basis. Additionally, the cable companies and Verizon Wireless have formed an innovation technology joint venture for the development of technology to better integrate wireline and wireless products and services.”³ These brief explanations of the several agreements indicate that major communications companies, which directly compete against one another in the provision of a variety of services to consumers and businesses, have now formed cooperative alliances that could affect, in addition to the market for mobile wireless services, the provision of multichannel video programming and broadband services, including dedicated private lines and high-speed Internet access. The assignment of CMRS spectrum represented by the applications appears to be only one small part of what could be a significant realignment of the competitive landscape in these industries.

Accordingly, we believe that the applications in this proceeding can only be fairly reviewed in the entirety of the proposed transactions. We request that the Commission direct the applicants to produce for review by interested parties all of the several agreements referred to in Verizon’s SEC filing, Comcast’s press release, and any similar agreements between Verizon and Cox, along with any applicable schedules and supporting documentation necessary for the Commission and the public to fully grasp and understand the scope of the transactions and ongoing agreements.⁴

Thank you for your consideration and assistance in this matter. We look forward to providing the Commission with informed and incisive input as it evaluates these applications.

² Rankings based on the number of Basic Video Subscribers as of September, 2011, reported by the National Cable & Telecommunications Association, <http://www.ncta.com/Stats/TopMSOs.aspx>.

³ Verizon Communications Inc. Form 8-K filed with the Securities and Exchange Commission, December 2, 2011. *See also*, joint press release: “Comcast, Time Warner Cable, and Bright House Networks Sell Advanced Wireless Spectrum to Verizon Wireless for \$3.6 Billion,” <http://www.cmsk.com/releasedetail.cfm?ReleaseID=629615>, referred to in the “Description of the Transaction and Public Interest Statement” of each of the applications: footnote 4 of the SpectrumCo Application and footnote 3 of the Cox Application.

⁴ The Commission has adopted Protective Orders in this proceeding to limit access to information that is “Confidential” or “Highly Confidential.” DA 12-50 and DA 12-51, released January 17, 2012.

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