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June 25, 2012

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: Applications of Cellco Partnership d/b/a Verizon Wireless, SpectrumCo LLC, and Cox TMI
Wireless, LLC, WT Docket No. 12-4
Notice of *Ex Parte* Meeting

Dear Ms. Dortch,

On Monday June 25, 2012, Derek Turner, Research Director of Free Press and Joel Kelsey, Policy Advisor of Free Press spoke by telephone with Paul Murray, Senior Legal Advisor to Commissioner Rosenworcel.

During the call, we noted the news that Verizon had reached an agreement with T-Mobile USA to sell and swap AWS licenses, a deal that according to the initial press releases would result in a net transfer of 38 million POPs from a Verizon to T-Mobile, assuming the approval of Verizon's pending transactions with SpectrumCo, Cox, and Leap. We noted that we continue to believe the spectrum sale and the marketing and agency agreements are all parts of the same overall deal and the Commission has a duty to review each before determining whether this transaction benefits the public interest. We noted that even with the proposed sale of some AWS spectrum to T-Mobile, if the Commission approves the Verizon-SpectrumCo/Cox deals, Verizon would still control far more spectrum than it has any need for (indeed, our initial review of the proposed license transfers indicates that the Verizon-T-Mobile deal does almost nothing to address our concerns with Verizon's amassing of excess AWS spectrum in the Eastern U.S. markets where it has no demonstrable need for additional spectrum). This is a fact conclusively demonstrated in the record evidence of this proceeding, and is indeed confirmed by the side deal struck between Verizon and T-Mobile. We urged the Commission to continue to closely examine the likely public interest harms that would arise if Verizon is allowed to increase its stranglehold on the spectrum input market, both at the national level *and* in each individual local market.

Finally, we noted that under Section 310 of the Communications Act, the Commission's public interest analysis must be focused on the original transaction as proposed by Verizon-SpectrumCo-Cox, judged against the "but-for" world if that transaction is denied or modified with Commission-ordered divestitures. If Verizon intends for the Commission to judge the public interest benefits of its original transaction in light of this new deal with T-Mobile, the applications in WT Docket No. 12-4 must be amended and the public and petitioners must be afforded an opportunity to comment on the entirety of these inter-related transactions.

Sincerely,

/s/

S. Derek Turner
Research Director
Free Press
dturner@freepress.net

CC via email:
Paul Murray