



March 12, 2013

BY ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th St., S.W. - The Portals
Washington, D.C. 20554

Re: Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS
Communications, Inc. for Consent to Assign Licenses, WT Docket No. 12-301

Dear Ms. Dortch:

Pursuant to the requirements of Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, The Greenlining Institute ("Greenlining") hereby discloses that on March 11, 2013, Paul Goodman, Legal Counsel for the Greenlining institute, sent an ex parte letter via electronic mail to the Commission representatives identified below to discuss the above-referenced docket:

- Chairman Julius Genachowski,
- Commissioner Robert M. McDowell and Erin McGrath, Legal Advisor to Commissioner Robert M. McDowell,
- Commissioner Jessica Rosenworcel and David Goldman, Commissioner Rosenworcel's Senior Legal Advisor.
- Commissioner Mignon Clyburn and David Grimaldi, Commissioner Clyburn's Chief of Staff and Media Legal Advisor.

Greenlining Coalition:

Allen Temple Baptist Church
American GI Forum
AnewAmerica
Asian Business Assn.
Asian Inc
Black Business Assn.
Brightline Defense Project
California Black Chamber
California Hispanic Chambers
California Journal for FilAm

California Rural Legal Assistance
Chicana/Latina Foundation
Chicano Federation, San Diego
Community Child Care Council
Community Resource Project
Council of Asian American Business Assn.
El Concilio of San Mateo County
Ella Baker Center
FAME Renaissance
Greater Phoenix Area Urban League

Hispanic American Growers Assn.
Hmong American Political Assn.
KHEIR Center
La Maestra Family Clinic
Mexican American Grocers Assn.
Mexican American Political Assn.
Mission Language & Vocational School
Mission Housing Development Corporation
National Federation of Filipino American Assn.
Oakland Citizens Committee for Urban Renewal

Our Weekly
Precinct Reporter Group
Sacramento Observer
San Francisco African American Chamber
San Francisco Housing Development
Search to Involve Pilipino-Americans
Southeast Asian Community Center
TELACU
Ward Economic Development
West Angeles Community Development

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Janine Macbeth	Vien Truong
Braelan Murray	Preeti Vissa

- Commissioner Ajit Pai and Courtney Reinhard, Commissioner Pai's Legal Advisor, Wireless.

In that letter, Mr. Goodman emphasized that Commission review of the proposed transaction may be moving too quickly to allow full consumer input, and that , the transaction, if approved, will harm low-income communities and communities of color, will result in significant job losses and store closures, and will reduce or eliminate the Applicants' current diversity programs. Mr. Goodman included a press release issued by Greenlining on March 11, 2013, and an ex parte letter Greenlining filed with the Commission on March 8. Copies of the emails, press release, and ex parte letter are included with this letter as Attachments A, B, and C, respectively.

This letter is being filed electronically pursuant to Section 1.1206 of the Commission's rules. Should you have any questions, please contact the undersigned.

Respectfully submitted,

/s/ Paul Goodman

Attachment A



Goodman, Paul <paulg@greenlining.org>

WT Docket No. 12-301, The Greenlining Institute

1 message

Goodman, Paul <paulg@greenlining.org>
To: Julius.Genachowski@fcc.gov

Mon, Mar 11, 2013 at 10:39 AM

Chairman Genachowski:

On Friday, March 8, 2013, The Greenlining Institute (Greenlining) filed a letter with the FCC asking the Commission to deny the proposed merger between T-Mobile and MetroPCS. This morning, Greenlining issued a press release emphasizing that Commission review of the proposed transaction may be moving too quickly to allow full consumer input. I have attached copies of the letter and the press release for your convenience.

As you will see from those documents, the transaction, if approved, will harm low-income communities and communities of color, will result in significant job losses and store closures, and will reduce or eliminate the Applicants' current diversity programs. Accordingly, Greenlining urges you to give comprehensive and thorough consideration to these materials prior to a Commission decision on the merger.

If you have any questions, or if I can be of additional assistance, please do not hesitate to contact me.

Sincerely,

Paul Goodman

--

Paul Goodman | Legal Counsel

New Website: [The Greenlining Institute](#)

1918 University Avenue, 2nd Floor | Berkeley, CA 94704

paulg@greenlining.org | 510 898 2053 (office)
831 325 8600 (cell)

SAVE THE DATE: May 17, 2013

Greenlining's 20th Economic Summit: Vision 20/20 - Our Legacy, Our Horizon

2 attachments



The Greenlining Institute Press Release Re TMobile MetroPCS March 11 2013.pdf
135K



WT Docket No. 12-301 The Greenlining Institute Notice of Ex Parte March 8.pdf
1273K



Goodman, Paul <paulg@greenlining.org>

WT Docket No. 12-301, The Greenlining Institute, Ex Parte Letter

1 message

Goodman, Paul <paulg@greenlining.org>
To: Robert.McDowell@fcc.gov
Cc: Erin.McGrath@fcc.gov

Mon, Mar 11, 2013 at 10:41 AM

Commissioner McDowell:

On Friday, March 8, 2013, The Greenlining Institute (Greenlining) filed a letter with the FCC asking the Commission to deny the proposed merger between T-Mobile and MetroPCS. This morning, Greenlining issued a press release emphasizing that Commission review of the proposed transaction may be moving too quickly to allow full consumer input. I have attached copies of the letter and the press release for your convenience.

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If you have any questions, or if I can be of additional assistance, please do not hesitate to contact me.

Sincerely,

Paul Goodman

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Paul Goodman | Legal Counsel

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Goodman, Paul <paulg@greenlining.org>

WT Docket No. 12-301, The Greenlining Institute, Ex Parte Letter

1 message

Goodman, Paul <paulg@greenlining.org>
To: Mignon.Clyburn@fcc.gov
Cc: Dave.Grimaldi@fcc.gov

Mon, Mar 11, 2013 at 10:43 AM

Commissioner Clyburn:

On Friday, March 8, 2013, The Greenlining Institute (Greenlining) filed a letter with the FCC asking the Commission to deny the proposed merger between T-Mobile and MetroPCS. This morning, Greenlining issued a press release emphasizing that Commission review of the proposed transaction may be moving too quickly to allow full consumer input. I have attached copies of the letter and the press release for your convenience.

As you will see from those documents, the transaction, if approved, will harm low-income communities and communities of color, will result in significant job losses and store closures, and will reduce or eliminate the Applicants' current diversity programs. Accordingly, Greenlining urges you to give comprehensive and thorough consideration to these materials prior to a Commission decision on the merger.

If you have any questions, or if I can be of additional assistance, please do not hesitate to contact me.

Sincerely,

Paul Goodman

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Paul Goodman | Legal Counsel

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Goodman, Paul <paulg@greenlining.org>

WT Docket No. 12-301, The Greenlining Institute, Ex Parte Letter

1 message

Goodman, Paul <paulg@greenlining.org>

Mon, Mar 11, 2013 at 10:45 AM

To: Jessica.Rosenworcel@fcc.gov

Cc: David.Goldman@fcc.gov

Commissioner Rosenworcel:

On Friday, March 8, 2013, The Greenlining Institute (Greenlining) filed a letter with the FCC asking the Commission to deny the proposed merger between T-Mobile and MetroPCS. This morning, Greenlining issued a press release emphasizing that Commission review of the proposed transaction may be moving too quickly to allow full consumer input. I have attached copies of the letter and the press release for your convenience.

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Sincerely,

Paul Goodman

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Paul Goodman | Legal Counsel

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1273K



Goodman, Paul <paulg@greenlining.org>

WT Docket No. 12-301, The Greenlining Institute, Ex Parte Letter

1 message

Goodman, Paul <paulg@greenlining.org>
To: Ajit.Pai@fcc.gov
Cc: Courtney.Reinhard@fcc.gov

Mon, Mar 11, 2013 at 10:46 AM

Commissioner Pai:

On Friday, March 8, 2013, The Greenlining Institute (Greenlining) filed a letter with the FCC asking the Commission to deny the proposed merger between T-Mobile and MetroPCS. This morning, Greenlining issued a press release emphasizing that Commission review of the proposed transaction may be moving too quickly to allow full consumer input. I have attached copies of the letter and the press release for your convenience.

As you will see from those documents, the transaction, if approved, will harm low-income communities and communities of color, will result in significant job losses and store closures, and will reduce or eliminate the Applicants' current diversity programs. Accordingly, Greenlining urges you to give comprehensive and thorough consideration to these materials prior to a Commission decision on the merger.

If you have any questions, or if I can be of additional assistance, please do not hesitate to contact me.

Sincerely,

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Attachment B



Making the American Dream a reality for the nation's New Majority.

Greenlining Urges FCC to Deny T-Mobile Merger, Let Consumers Speak

March 11, 2013

Contact: Bruce Mirken, Greenlining Institute Media Relations Director, 510-926-4022; 415-846-7758 (cell)

WASHINGTON – In an urgent letter sent to the Federal Communications Commission late Friday, The Greenlining Institute expresses increased concern about the proposed merger of T-Mobile and Metro PCS, urging the FCC to deny the merger and slow down consideration of the deal to allow full consumer input.

Noting the delaying tactics used to stall access to documents concerning the merger, Greenlining expressed concern that a “fast-track” process might deny consumer groups adequate time to fully weigh in.

“We believe it’s urgent that the FCC put on the brakes and not fast-track this deal,” said Greenlining Energy and Telecommunications Policy Director Stephanie Chen. “The companies’ delaying tactics and efforts to keep crucial information from consumer groups raise serious concerns about the truthfulness of the claimed public interest benefits of the proposed deal. Our initial review of the confidential documents they finally handed over indicates that those materials don’t support some of their claims, and in some cases contradict them.”

As a result, the letter states, Greenlining now believes the merger would not benefit low-income communities and communities of color and should be denied.

Greenlining’s letter also urges that if it does approve the merger, the FCC should impose several conditions. These include maintaining T-Mobile and Metro PCS as separate brands, preserving Metro PCS’s low-cost service options, and conditions aimed at mitigating job losses and promoting diversity in the merged company’s franchising and contracting.

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THE GREENLINING INSTITUTE
A Multi-Ethnic Public Policy, Research and Advocacy Institute
www.greenlining.org

Attachment C



1918 UNIVERSITY AVENUE, 2ND FLOOR
BERKELEY, CA 94704
GREENLINING.ORG



March 8, 2013

BY ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

Re: *Ex Parte* Letter, Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Assign Licenses, WT Docket No. 12-301

Dear Ms. Dortch:

We are writing you to provide The Greenlining Institute's (Greenlining) initial analysis of the Confidential and Highly Confidential Materials that Applicants provided to the Commission in the above-captioned proceeding. Based on its preliminary review of those documents, Greenlining believes that the proposed transaction would harm the public interest and that the Commission should *deny* the application. Additionally, this letter proposes a number of conditions that Greenlining feels, based on its initial review of Applicant's materials, are necessary to protect the public interest.

Greenlining Coalition:

Allen Temple Baptist Church
American GI Forum
AnewAmerica
Asian Business Assn.
Asian Inc
Black Business Assn.
Brightline Defense Project
California Black Chamber
California Hispanic Chambers
California Journal for FilAm

California Rural Legal Assistance
Chicana/Latina Foundation
Chicano Federation, San Diego
Community Child Care Council
Community Resource Project
Council of Asian American Business Assn.
El Concilio of San Mateo County
Ella Baker Center
FAME Renaissance
Greater Phoenix Area Urban League

Hispanic American Growers Assn.
Hmong American Political Assn.
KHEIR Center
La Maestra Family Clinic
Mexican American Grocers Assn.
Mexican American Political Assn.
Mission Language & Vocational School
Mission Housing Development Corporation
National Federation of Filipino American Assn.
Oakland Citizens Committee for Urban Renewal

Our Weekly
Precinct Reporter Group
Sacramento Observer
San Francisco African American Chamber
San Francisco Housing Development
Search to Involve Pilipino-Americans
Southeast Asian Community Center
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Daniel Byrd	Claudia Paredes
Stephanie Chen	Michelle Romero
Virginia Hill	Carla Saporta
Janine Macbeth	Vien Truong
Braelan Murray	Preeti Vissa

1. The Commission Should Not Render a Decision on the Application Until the Expiration of the 180 Day “Shot Clock.”

As a preliminary matter, Greenlining is concerned that the Commission may rule on the application before Greenlining is able to provide the Commission with a complete analysis of Applicants’ Confidential and Highly Confidential Documents and a thorough explanation of Greenlining’s opposition to the application. Applicants provided their Confidential and Highly Confidential Materials to the Commission on January 7, 2013, but objected to Greenlining’s receipt of those documents on that same day. As a result of Applicants’ unwillingness to provide the documents, Greenlining did not receive copies of the Confidential and Highly Confidential Materials until February 5, 2013. Based on Greenlining’s ex parte meetings with Commission staff in late January¹ and statements made by Applicants’ attorneys, Greenlining believes that Applicants are encouraging the Commission to “fast track” the proceeding and that a decision may be imminent.

¹ See Greenlining, Notice of Ex Parte Presentation (Jan. 30, 2013).

Applicants' tactics at the Commission mirror their tactics at proceedings before the California Public Utilities Commission. In both proceedings, Applicants have used delaying tactics and attempted to resist access to information in an attempt to exclude consumers from providing input on the proposed transaction. In light of these tactics, Greenlining is reviewing Applicants' materials and preparing its analysis of those materials as quickly as possible. Greenlining anticipates filing a more robust explanation of its reasons for opposing the application no later than Wednesday, March 13. Greenlining respectfully requests that the Commission withhold ruling on the decision until the Commission has had the opportunity to review that filing. Given that there are almost 50 days remaining on the Commission's "shot clock" in this proceeding, the Commission's review of Greenlining's filing will not unduly delay the proceeding.

2. If the Commission Does Approve the Application, It Should Impose Conditions.

Based on its limited review of Applicant's materials, Greenlining is concerned that the proposed transaction contains as-yet-unidentified deeper flaws. Greenlining also has outstanding concerns about the potential of the new company to eliminate the MetroPCS brand and the harms to jobs, franchisees, and diversity that will result if the Commission approves the proposed transaction. Greenlining does not expect that its review of Applicants' materials will uncover any new information which might obviate those concerns. Regardless of what issues Greenlining's further review of Applicant's materials might unearth, any Commission approval of the proposed transaction must be subject to, at a bare minimum, the following conditions:

a. The Commission Should Ensure that the New Company Maintains T-Mobile and MetroPCS as Separate Brands.

After reviewing the documents Applicants submitted to the Commission, Greenlining is unconvinced that that new company will maintain MetroPCS and T-Mobile as separate brands. Given the Applicants' claims that the new company intends to aggressively compete with AT&T and Verizon, Greenlining is concerned that the new company will eventually discontinue the MetroPCS brand. For example, the new company could focus on increasing its profits by increasing its average revenue per user (ARPU). As a result of the new company's focus on more profitable, high-ARPU customers, the company would presumably begin to reduce the number of its lower-ARPU services. This would eventually lead to the new company's "phasing out" MetroPCS and MetroPCS' low-cost offerings. Applicants' representations that the new company *intends* to maintain separate T-Mobile and MetroPCS brands is no *guarantee* that the new company will do so, particularly given the publicly-held nature of the new company. If the Commission approves the transaction, it should impose conditions to ensure that the new company maintains separate T-Mobile and MetroPCS brands for at least five years after Applicants consummate the transaction.

However, a condition imposing the bare requirement that the new company maintain the T-Mobile and MetroPCS brands would be insufficient. Such a requirement would not ensure that the new company devoted the necessary staff and resources to maintain a viable MetroPCS brand. Accordingly, the Commission should impose conditions to ensure that the new company sufficiently supports the MetroPCS brand and its low-cost offerings.

To achieve this goal, the Commission should require the new company to devote a minimum percentage of its marketing budget to the MetroPCS brand for the next five years.

Greenlining suggests that the Commission determine this percentage based on the proportion of the new company's T-Mobile and MetroPCS customers at the time the transaction is approved. Additionally, the Commission should impose conditions to ensure that the new company does not offer MetroPCS customers inferior service in order to steer those customers towards the T-Mobile brand. In accordance with net neutrality principles, the Commission should prohibit the new company from prioritizing T-Mobile customers' voice and data traffic over MetroPCS customers' voice and data traffic. Finally, the Commission should also require that the new company provide identical levels of customer care for T-Mobile and MetroPCS customers.

b. The Commission Should Impose Conditions to Mitigate Job Losses and Store Closures.

Greenlining shares CWA's concerns about the job impacts of the proposed transaction, and urges the Commission to adopt the conditions proposed by CWA.² Additionally, as noted in its comments, Greenlining is particularly concerned about potential store closures.³ If the merger does create any new jobs, those positions should first be offered to employees of franchisees that lost their jobs as a result of the proposed transaction. The Commission should require the new company to pay for any necessary job training or moving costs related to those jobs.

c. The Commission Should Impose Conditions to Promote Diversity.

Communities of color are more likely to depend on the value-conscious services that could be eliminated with the termination of the MetroPCS brand. Members of these communities are a significant portion of MetroPCS' and T-Mobile's customer bases. MetroPCS

² CWA comments at 8

³ Greenlining Comments at 13.

has a history of serving limited English proficient consumers.⁴ T-Mobile has been a market leader in promoting franchise ownership by people of color.⁵

Applicants indicate that the new company will continue to market and provide service to communities of color.⁶ However, in order to best serve a diverse customer base, the new company's franchisees, suppliers, and board and senior management should be at least as diverse as the customers the new company serves. As a condition of the proposed transaction's approval, the Commission should require the new company to preserve and expand T-Mobile's commitment to franchise ownership by people of color. Additionally, the Commission should require that the new company draft and implement plans to increase its supplier diversity. Finally, the Commission should require that the new company draft and implement plans to ensure that the new company's board and senior management reflects the makeup and experience of customers that the new company serves.

3. Conclusion

A company's transparency is a key metric for determining whether that company values its customers. Applicants' delaying tactics and objections to transparency in this proceeding exhibit a blatant disregard for the merger's effects on the new company's customers. Additionally, Applicants' behavior raises serious concerns about the truthfulness of the claimed public interest benefits of the proposed transaction. Greenlining's initial review of Applicant's Confidential and Highly Confidential Materials indicates that those materials do not support, or in some cases contradict, Applicants' public interest claims. The Commission should ensure that

⁴ Greenlining Comments at 12.

⁵ Dennis Romero, T-Mobile Shakes Up Owner-Operator Model (March 30, 2009) available at <http://www.entrepreneur.com/article/200982>.

⁶ See Public Interest Statement at 8.

parties to the proceeding have sufficient time to bring these unsupported or contradicted claims to the Commission's attention.

Greenlining had high hopes that the proposed transaction would benefit low-income communities and communities of color. However, it now appears that these communities will not benefit from the proposed transaction without Commission intervention. Accordingly, the Commission should deny the application. If the Commission approves the application, it should impose conditions to ensure that the new company maintains T-Mobile and MetroPCS as separate brands. Additionally, the Commission should impose conditions to mitigate the job losses and store closures caused by the proposed transaction, and to promote diversity.

Accordingly, the Commission should grant the relief discussed above to protect consumers and the public interest.

Respectfully submitted,

Dated: March 8, 2013

/s/ _____
Paul S. Goodman
Legal Counsel
The Greenlining Institute

/s/ _____
Samuel S. Kang
General Counsel
The Greenlining Institute

/s/ _____
Stephanie Chen
Energy and Telecommunications Policy Director
The Greenlining Institute

CERTIFICATE OF SERVICE

I, Paul Goodman, hereby certify that on this 7th Day of March, 2013, I caused true and correct copies of the foregoing Ex Parte Letter to be served by electronic mail to the following:

Nancy J. Victory
Wiley Rein LLP
177 6 K Street, NW
Washington, DC 20006
nvictory@wileyrein.com
Counsel to Deutsche Telekom AG,
and T-Mobile USA, Inc.

Carl Northrop
Telecommunications Law
Professionals PLLC
875 15th Street, NW, Suite 750
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Kate Matraves
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Wireless Telecommunications Bureau
Federal Communications Commission
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/s/ _____
Paul Goodman