

Congress of the United States
Washington, DC 20515

February 8, 2018

The Honorable Jeff Sessions
Attorney General
Department of Justice
200 Independence Avenue, SW
Washington, D.C. 20201

Dear Mr. Attorney General:

We are writing to request documents relating to the decision by the Department of Justice to file a lawsuit to attempt to block the merger between AT&T and Time-Warner, especially in light of the President's public animus against Time-Warner's news organization, CNN. Although we take no position on the legality of the transaction or the merits of the lawsuit itself, we are deeply concerned by reports of inappropriate interference by the White House and, in particular, your refusal during your testimony on November 14, 2017 to answer questions relating to your communications with the White House regarding this matter.¹

On October 22, 2016, President Trump made clear on the campaign trail that he would never allow this merger to go through because of his manifest hatred of CNN. He stated: "AT&T is buying Time Warner, and thus CNN, a deal we will not approve in my administration."² Over the course of the past year, there have also been numerous reports of meetings directly with President Trump, his son-in-law and senior advisor Jared Kushner, with various Justice Department officials. These reported meetings raise serious concerns about whether the Department's independence has been compromised as a result of political pressure. For example:

- On January 12, 2017, *Fortune* reported that President-elect Trump met personally with AT&T Chief Executive Randall Stephenson to discuss the company's planned merger with Time-Warner.
- On January 25, 2017, *ProPublica* reported that this meeting and others raised concerns inside the Department, quoting one antitrust official who stated: "It is troubling that presidents of companies whose cases are before the Antitrust Division would be meeting with the president-elect. We're a law enforcement agency and we pride ourselves on enforcing the law and looking at a case objectively and deciding whether it would or would not violate the antitrust

¹ *Oversight of the Department of Justice: Hearing Before the H. Comm. on the Judiciary*, 115th Cong. (2017), <https://judiciary.house.gov/hearing/oversight-department-justice-2017/>.

² Ryan Knutson, *Trump Says He Would Block AT&T-Time Warner Deal*, WALL STREET JOURNAL (Oct. 22, 2016), www.wsj.com/articles/trump-says-he-would-block-at-t-time-warner-deal-1477162214.

laws.”³

- The same account reported that Republicans have also raised concerns, including Larry Thompson, Deputy Attorney General in the George W. Bush Administration, who warned that “businesses are entitled to predictability as it relates to transactions and potential mergers and acquisitions,” and although the Department’s rulings “always reflect the prevailing administration’s policy views about certain things,” they “should be free of direct political intervention.”⁴
- On February 17, 2017, the *Wall Street Journal* reported that President’s Trump son-in-law and senior advisor, Jared Kushner, met with Time-Warner executives to express concern that CNN was providing negative coverage of the President.⁵
- On July 5, 2017, *The New York Times* reported that White House aides discussed using the pending merger as a “potential point of leverage over their adversary.”⁶
- On November 8, 2017, *Politico* reported that Justice Department officials pressured AT&T and Time-Warner to offload CNN to win the approval of the merger. In response, Department officials claimed that the companies themselves offered to sell CNN and that the Department rejected the option.⁷
- Later the same day, the CEO of AT&T, Randall Stephenson, publicly rejected the Justice Department’s account, stating: “[G]iven DOJ’s statement this afternoon, it’s important to set the record straight. Throughout this process, I have never offered to sell CNN and have no intention of doing so.”⁸
- On November 10, 2017, *The Wall Street Journal* reported that Mr. Kushner told CNN executive Gary Ginsberg that CNN should fire 20% of its staff because they were wrong in their analysis of the election. According to this report, White

³ Justin Elliott & Jesse Eisinger, *Why Trump’s Meetings with CEOs Seeking Mergers Trouble Observers*, PROPUBLICA (Jan. 25, 2017), online at www.propublica.org/article/why-trumps-meetings-with-ceos-seeking-mergers-trouble-observers.

⁴ *Id.*

⁵ Keach Hagey & Damian Paletta, *Jared Kushner Delivers Critique of CNN to Time Warner Executive*, WALL STREET JOURNAL (Feb. 17, 2017), www.wsj.com/articles/jared-kushner-delivers-critique-of-cnn-to-time-warner-executive-1487292962?tesla=y&mod=djemCapitalJournalDaybreak.

⁶ Michael M. Grynbaum, *The Network Against the Leader of the Free World*, N.Y. TIMES (July 5, 2017), www.nytimes.com/2017/07/05/business/media/jeffrey-zucker-cnn-trump.html.

⁷ Steven Overly, *Sources: AT&T, Time Warner Under Pressure to Dump CNN*, POLITICO (Nov. 8, 2017), www.politico.com/story/2017/11/08/att-time-warner-dump-cnn-244697.

⁸ Brian Stelter, *AT&T Takeover of Time Warner Hits Snag with DOJ as Dispute Goes Public*, CNN (Nov. 8, 2017), <http://money.cnn.com/2017/11/08/media/att-time-warner/index.html>.

House officials did not deny this allegation.⁹

President Trump's other attacks against CNN for its reporting on his Administration—including his many juvenile tweets—are also widely known.¹⁰

This conduct is, in our opinion, an overt and unprecedented threat to interfere inappropriately with the deliberations of career officials at the Department of Justice. Their mission is to enforce the laws of this nation independently and in a non-partisan manner—not to use them as a weapon to attack press outlets that serve their constitutional functions and express criticism of the President.

On November 14, 2017, you testified before the House Committee on the Judiciary. In light of all these reports, Ranking Member Cicilline asked whether you discussed the merger with anyone at the White House, but you refused to answer the question.¹¹ Although you did not assert executive privilege—or any other valid privilege—you claimed: “I am not able to comment on conversations or communications that Department of Justice top people have with top people at the White House.”¹² Under President George W. Bush, however, well-established Department guidelines expressly limited communications with the White House on “pending criminal or civil-enforcement matters” unless a communication “is important for the performance of the President’s duties and *where appropriate* from a law enforcement perspective.”¹³ As you know, these guidelines included matters pertaining to the civil enforcement of the antitrust laws, such as the Department’s review of mergers and acquisitions.

For the reasons set forth above, we request that you provide the following documents by February 22, 2018:

- (1) all documents and communications, including email, referring or relating to the decision to sue AT&T, DirectTV Group Holdings LLC, and Time Warner Inc.;

⁹ Amol Sharma, *Snag In Media Merger Stirs Tensions Over Trump-CNN Feud*, WALL STREET JOURNAL (Nov. 10, 2017), www.wsj.com/articles/snag-in-media-merger-stirs-tensions-over-trump-cnn-feud-1510354324.

¹⁰ See, e.g., Donald Trump (@realDonaldTrump), TWITTER (July 1, 2017), <https://twitter.com/realDonaldTrump/status/881138485905772549>; *Trump Punches CNN in a Juvenile Tweet*, CNN (July 2, 2017), <http://money.cnn.com/2017/07/02/media/president-trump-cnn-video/index.html> (tweeting a video body slamming and punching a CNN graphic on a human body); Cecilia Kang & Michael J. De La Merced, *Justice Department Sues to Block AT&T-Time Warner Merger*, N.Y. TIMES (November 20, 2017), www.nytimes.com/2017/11/20/business/dealbook/att-time-warner-merger.html (“While in the Philippines I was forced to watch @CNN which I have not done in months, and again realized how bad and FAKE, it is. Loser!”).

¹¹ *Oversight of the Department of Justice: Hearing Before the H. Comm. on the Judiciary*, 115th Cong. (2017), <https://judiciary.house.gov/hearing/oversight-department-justice-2017/>; Harper Neidig, *Sessions Refuses to Say Whether WH Intervened in AT&T Merger Discussions*, THE HILL (Nov. 14, 2017), <http://thehill.com/policy/technology/360319-sessions-refuses-to-say-whether-wh-intervened-in-att-merger-discussions>.

¹² *Id.*

¹³ Attorney General Michael Mukasey, Memorandum for Heads of Department Components and United States Attorneys (Dec. 19, 2007), www.documentcloud.org/documents/3371650-Mukasey-12-19-07.html (emphasis added).

- (2) all documents and communications, including email, referring or relating to the Justice Department's negotiations with AT&T, DirectTV Group Holdings LLC, and Time Warner Inc.; and
- (3) all documents and communications, including email, identifying any contact between any employee of the White House or any official or unofficial adviser to the President with any Department of Justice employee regarding CNN or the AT&T/Time-Warner merger.

If you have any questions about this request, please contact Marc Broady of the Oversight Committee staff at (202) 225-5051 or Slade Bond of the Judiciary Committee staff at (202) 225-6906. Thank you for your consideration of this request.

Sincerely,



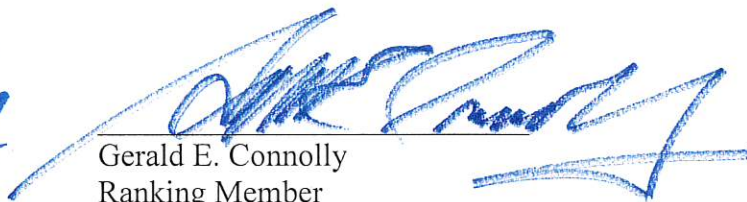
Terrold Nadler
Ranking Member
Committee on the Judiciary



Elijah E. Cummings
Ranking Member
Committee on Oversight and
Government Reform



David N. Cicilline
Ranking Member
Subcommittee on Regulatory Reform,
Commercial and Antitrust Law



Gerald E. Connolly
Ranking Member
Subcommittee on Government Operations

cc: The Honorable Robert W. Goodlatte, Chairman
Committee on the Judiciary

The Honorable Trey Gowdy, Chairman
Committee on Oversight and Government Reform

The Honorable Tom Marino, Chairman
Subcommittee on Regulatory Reform, Commercial and Antitrust Law

The Honorable Mark Meadows, Chairman
Subcommittee on Government Operations