

DESCRIPTION OF TRANSACTION

This application seeks Commission consent to the *pro forma* assignment of Experimental Radio Service Station KA2XBT from BellSouth Personal Communications, Inc. (“BSPC Inc.”) to BellSouth Personal Communications, LLC (“BSPC LLC”).¹ Because BSPC Inc. and BSPC LLC are both wholly-owned subsidiaries of BellSouth Cellular Corporation (“BSCC”) this transaction is *pro forma* in nature. The subject experimental facility will be utilized by BSPC LLC to determine which antennas may optimize service to potential Broadband PCS customers and avoid harmful interference to existing microwave licensees in the Atlanta, Georgia Metro Area.

PUBLIC INTEREST STATEMENT

Through its subsidiaries and affiliates, BSPC LLC is one of the leading PCS operators in the United States. The qualifications of BSPC LLC and its subsidiaries are a matter of public

¹On May 4, 2000, BellSouth Corporation (“BSC”) (the ultimate parent company of BSPC Inc. and BSPC LLC) and SBC Communications, Inc. (“SBC”) filed applications to transfer numerous FCC authorizations to a newly-created company, Alloy LLC, which will be jointly controlled by BSC and SBC. *SBC Communications Inc. and BellSouth Corporation Seek FCC Consent to Transfer Control of, or Assign, Licenses to Joint Venture*, DA 00-1120, Public Notice, (rel. May 19, 2000). Related to that transaction, BSC filed an application to transfer control of BSPC Inc. and Station KA2XBT to Alloy LLC. This application remains pending before the Commission. Simultaneously, with the instant filing, BSC is amending its transfer of control application to reflect the licensee name of station KA2XBT as BSPC LLC.

record at the Commission. Their record of service to the public and their experience in providing PCS services is well established.

Because BSPC Inc. and BSPC LLC are both wholly-owned subsidiaries of BSCC, the subject assignment is *pro forma* in nature and will not result in any change in service provided to the public. As an experienced PCS provider, BSPC LLC will continue to provide quality service.

Accordingly, the Applicants respectfully submit that grant of the instant application would serve the public interest, convenience and necessity.

REAL PARTY IN INTEREST

The assignee, BSPC LLC, will be formed prior to consummation of the pending Alloy transaction.² Once formed, BSPC LLC will be a wholly-owned subsidiary of BSCC, which in turn is a wholly-owned subsidiary of BellSouth Mobile Systems, Inc. ("BMSI"). BMSI is a wholly-owned subsidiary of BellSouth Enterprises ("BSE"), which in turn is a wholly-owned subsidiary of BellSouth Corporation ("BellSouth"). BellSouth is a publicly-traded company and no person or entity owns 10 percent or more of its outstanding common stock.

BSCC, BMSI and BSE are headquartered at 1100 Peachtree Street, Atlanta, Georgia 30309-4599. BellSouth is headquartered at 1155 Peachtree Street, Atlanta, Georgia 30309-4599-3610.

²See n.1.

BellSouth is a holding company whose subsidiaries primarily provide telecommunications services. One subsidiary, BellSouth Telecommunications, Inc., provides tariffed public landline telephone service within localities in the states of Alabama, Kentucky, Louisiana, Mississippi, Tennessee, Florida, Georgia, North Carolina and South Carolina.

BSE is the holding company for most of BellSouth's investments in companies that engage in telecommunications activities other than domestic public landline telephone service. BSE holds controlling or minority interests in subsidiaries, joint ventures, and other operations whose services and product offerings include mobile communications (cellular and PCS), advertising and publishing.

BSC subsidiaries, directly or indirectly, have interests in various Commission licensees. Such licensees hold licenses in the Commercial Mobile Radio Services (including Cellular Radiotelephone Service, Rural Radiotelephone Service and Personal Communications Service) and the Point-to-Point Microwave Service.

While the subsidiaries and affiliates of BSE have generally been acquirers of interests in radio station licenses, some interests and/or licenses have been assigned, transferred, or otherwise disposed of. Additional information about such radio stations will be provided upon request.

BSPC LLC and its parent companies and their officers are engaged only in the provision of communications services. All officers and directors of BSPC LLC, BSCC, BMSI, BSE and BellSouth are citizens of the United States.

FINANCIAL CERTIFICATION

Because the subject transaction constitutes a *pro forma* assignment of license, no financial certification is required. Nevertheless, BSPC LLC, as assignee, certifies that it has the financial ability to consummate the proposed transaction and to operate the subject experimental facility for a period of at least one year. No stock is to be sold for the purpose of raising money to operate the subject facility.

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Because BSPC LLC is not yet formed, there are no Articles of Incorporation. Once formed, Applicants will submit certified copies of the Articles of Incorporation upon Commission request.