

DESCRIPTION OF *PRO FORMA* ASSIGNMENT

Cingular Wireless LLC (“Cingular” or “Assignor”) is a joint venture between SBC Communications, Inc. (“SBC”) and BellSouth Corporation (“BellSouth”). Control of Cingular is equally held by SBC and BellSouth. BellSouth Mobility (“BSM” or “Assignee”) is a limited liability corporation organized in the State of Georgia whose primary business is to provide telecommunications services. BSM is a wholly-owned subsidiary of Cingular.

As part of an internal reorganization of Cingular, the parties to the application seek to assign the experimental license WB2XHJ held by Cingular to BSM. Control of the experimental license both before and after the assignment will ultimately rest with Cingular. Therefore, the subject assignment is *pro forma* in nature. Pursuant to Section 5.79 of the Commission’s rules, BSM hereby seeks the Commission’s consent for the *pro forma* assignment of the experimental license from Cingular to BSM.¹ Upon assignment, BSM will be solely responsible for constructing and operating under the experimental license.

The Commission has previously held that it is in the public interest for Cingular to control and operate the experimental license.² As the proposed assignment is *pro forma* in nature, Cingular will continue to have ultimate control of the experimental license and therefore the public interest will continue to be served by grant of the subject application. Accordingly, the parties respectfully request that the Commission approve the proposed transaction.

¹ 47 C.F.R. § 5.79.

² *In the matter of Applications of SBC Communications Inc. and BellSouth Corporation for Consent to Transfer Control or Assignment of Licenses and Authorizations*, WT Docket No 00-81, *Memorandum Opinion and Order*, DA 00-2223 (WTB rel. Sept. 29, 2000)

CALL SIGN INFORMATION

- A. WB2XHJ
- B. 0044-EX-PL-2000
- C. Various locations throughout the states of Alabama, Florida, Georgia, Indiana, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee and Texas
- D. 03/01/2002
- E. Multiple
- F. XR

FORM 602

BellSouth Mobility LLC, which is a wholly-owned subsidiary of Cingular Wireless LLC (“Cingular”), hereby incorporates by reference the FCC Form 602 for Cingular that is currently on file with the Commission. *See Public Notice, “Wireless Telecommunications Bureau Answers to Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602,” 14 FCC Rcd 8261 (1999).*

CERTIFICATE OF FORMATION

Applicant attaches a copy of the certificate of formation for BellSouth Mobility LLC as requested in question 17(b).

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0043452
EFFECTIVE DATE : 09/30/2000
COUNTY : GEORGIA
REFERENCE : 0048
PRINT DATE : 10/02/2000
ELECTED CONTROL : J315034
FORM NUMBER : 357

KILPATRICK STOCKTON LLP
TAMMY D. THOMAS
1100 PEACHTREE STREET, SUITE 2800
ATLANTA, GA 303094530

CERTIFICATE OF ORGANIZATION BY ELECTION

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BELLSOUTH MOBILITY LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of a certificate of election and articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in cursive script, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.sos.state.ga.us/corporations>

WARREN RARY
Director


QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #
DOCKET CODE	DATE FILED	AMOUNT RECEIVED
		CHECK/RECEIPT #
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number BELLSOUTH MOBILITY LLC LLC Name				
2.	RICHARD CICCHILLO, ESQ / KILPATRICK STOCKTON LLP		404-815-6500		
	Applicant/Attorney		Telephone Number		
	1100 PEACHTREE STREET, SUITE 2800				
	Address				
	ATLANTA	GA	30309		
	City	State	Zip Code		
3.	1100 PEACHTREE STREET, SUITE 1000				
	Principal Office Mailing Address				
	ATLANTA	GA	30309		
	City	State	Zip Code		
4.	JOAQUIN R. CARBONELL				
	Name of Registered Agent in Georgia				
	1100 PEACHTREE STREET, SUITE 1000				
	Registered Office Street Address in Georgia				
	ATLANTA	FULTON	GA	30309	
	City	County	State	Zip Code	
5.	Name and Address of each organizer (Attach additional sheets if necessary)				
	BELLSOUTH CELLULAR CORP.	1100 PEACHTREE ST	ATLANTA	GA	30309
	Organizer	Address	City	State	Zip Code
	Organizer	Address	City	State	Zip Code
6.	Mail or deliver to the Secretary of State, at the above address, the following:				
	1) This transmittal form				
	2) Original and one copy of the Articles of Organization				
	3) Filing fee of \$75.00 payable to Secretary of State. Filing fees are NON-refundable.				
	 Authorized Signature			9/29/00 Date	
	Member, Manager, Organizer or Attorney-in-fact (Circle one)				

**CERTIFICATE OF ELECTION
OF
BELLSOUTH MOBILITY INC**

This Certificate of Election of BELLSOUTH MOBILITY INC, a Georgia corporation (the "Company") is made pursuant to O.C.G.A. §14-11-212, to elect to become a limited liability company under the Georgia Limited Liability Company Act.

I.

The name of the Company making the election is BELLSOUTH MOBILITY INC

II.

The Company hereby elects to become a limited liability company.

III.

The effective time and date of this election shall be upon the close of business on September 30, 2000.

IV.

The election has been approved through a Plan of Election adopted by the Board of Directors of the Company and approved by the Sole Shareholder of the Company.

V.

Filed with this Certificate of Election are Articles of Organization in the form required by O.C.G.A. §14-11-204 and which set forth a name for the limited liability company that satisfies the requirements of O.C.G.A. §14-11-207. Such Articles of Organization shall be the Articles of Organization of the limited liability company formed pursuant to this election unless and until modified in accordance with the Georgia Limited Liability Company Act.

ARTICLES OF ORGANIZATION
OF
BELLSOUTH MOBILITY LLC

I.

The name of the limited liability company is BellSouth Mobility LLC.

II.

The mailing address of the limited liability company's principal place of business shall be Suite 1000, 1100 Peachtree Street, N.E., Atlanta, Georgia 30309-4599.

III.


The name of the initial registered agent of the limited liability company is Joaquin R. Carbonell. The address of the initial registered agent is Suite 1000, 1100 Peachtree Street, N.E., Atlanta, Georgia 30309-4599.

IV.

These Articles of Organization shall become effective upon the close of business on September 30, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of August 16, 2000.

BELLSOUTH CELLULAR CORP., SOLE MEMBER

By: 
Name: Joaquin R. Carbonell
Title: Vice President

CONFIRMATION

CONFIRMATION

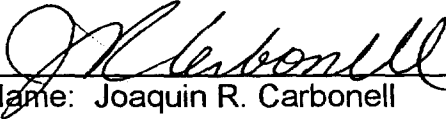
CONFIRMATION

VI.

The manner and basis for converting the shares of the Company into interests of the limited liability company is as follows: all of the shares of stock of the Company shall be converted into 100% of the membership interests in the limited liability company.

IN WITNESS WHEREOF, the undersigned executed this Certificate of Election as of August 16, 2000.

BELLSOUTH MOBILITY INC



Name: Joaquin R. Carbonell

Title: Vice President