

**DESCRIPTION OF *PRO FORMA* TRANSACTION  
AND PUBLIC INTEREST STATEMENT**

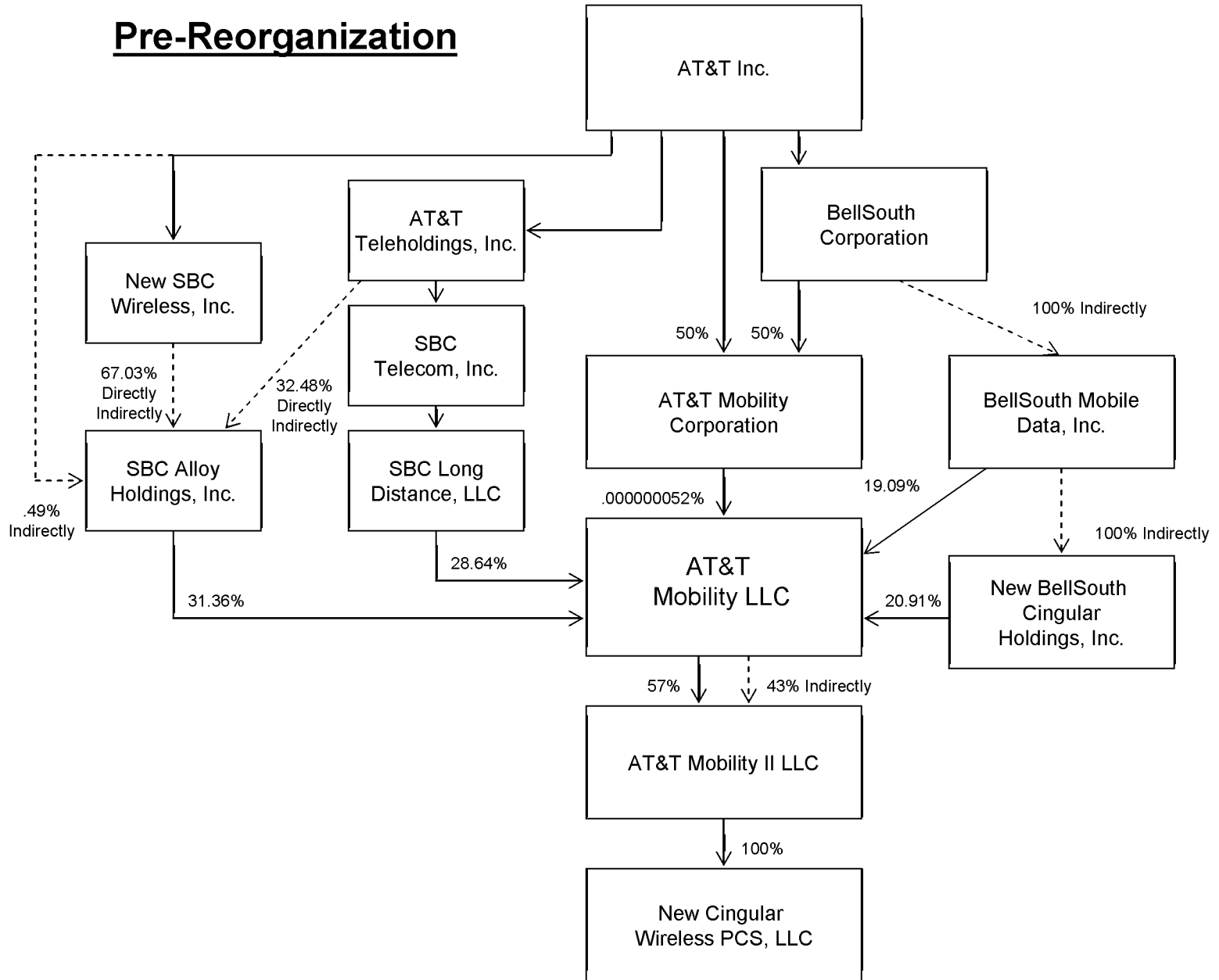
This application seeks consent to the *pro forma* transfer of control of New Cingular Wireless PCS, LLC (“NCW PCS”), and the experimental authorizations it holds, from and to subsidiaries of AT&T Inc. (“AT&T”). As a result of a proposed internal reorganization involving the redistribution of ownership interests among AT&T subsidiaries, three intermediate interest holders in NCW PCS that are direct or indirect wholly-owned subsidiaries of AT&T – SBC Long Distance, LLC, SBC Telecom, Inc., and AT&T Teleholdings, Inc. – seek approval to increase their indirect ownership interest in NCW PCS, which is also an indirect wholly-owned subsidiary of AT&T, from below to above 50 percent.<sup>1</sup> While ownership interests among these intermediate subsidiaries are changing, AT&T will retain ultimate ownership and control of NCW PCS and the authorizations both before and after the transaction occurs. Accordingly, the transaction is deemed *pro forma* in nature. The Commission has previously stated that in situations where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”<sup>2</sup>

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<sup>1</sup> Other indirect subsidiaries in AT&T will be decreasing their ownership interests in NCW PCS. Charts showing the pre- and post-reorganization ownership of NCW PCS are attached hereto. An application requesting prior-approval for the *pro forma* transfer of control of the private radio and earth station authorizations held by NCW PCS is also being filed with the Wireless Telecommunications Bureau and the International Bureau.

<sup>2</sup> See *Forbearance Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 F.C.C.R. 6293, 6295 (1998).

# Pre-Reorganization



# Post-Reorganization

