

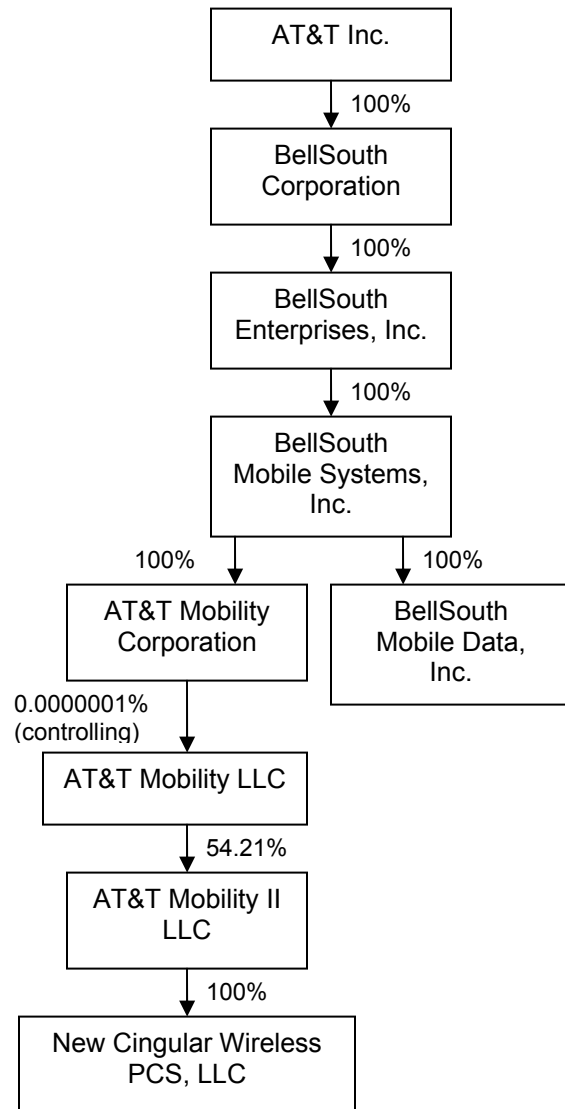
**DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST
STATEMENT**

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”). Specifically, as part of a proposed internal reorganization, BellSouth Mobile Systems, Inc., will merge into its immediate wholly-owned subsidiary, BellSouth Mobile Data Inc. Both entities are intermediate interest holders in NCW PCS and wholly-owned subsidiaries of AT&T. A chart showing the indirect ownership of NCW PCS before and after the restructuring is attached. 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.¹ 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.”²

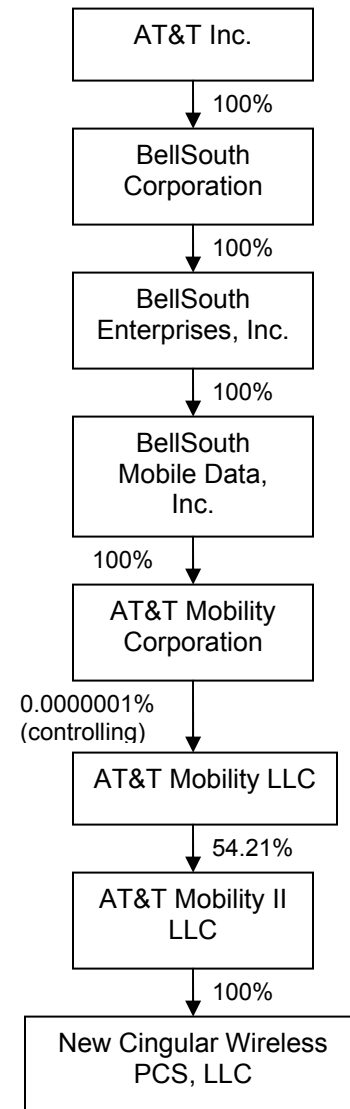
¹ Applications requesting prior approval for the *pro forma* transfer of control of private radio, VSAT and earth station authorizations held by NCW PCS are also being filed with the Wireless Telecommunications Bureau and the International Bureau.

² 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



AT&T Inc. indirectly holds the remaining 99.999999% interest in AT&T Mobility LLC. It also indirectly holds the remaining 45.79% interest in AT&T Mobility II LLC.