

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

This application seeks consent to the *pro forma* assignment of experimental license KA2XAC from New Cingular Wireless Services, Inc. (“NCWS” or (“Assignor”) to New Cingular Wireless PCS, LLC (“NCW PCS” or “Assignee”). NCWS and NCW PCS are both wholly-owned subsidiaries of AT&T Mobility LLC (“AT&T Mobility”).¹ AT&T Mobility is an indirect wholly-owned subsidiary of AT&T Inc. (“AT&T”).² Because AT&T Mobility and AT&T will continue to control the license both before and after the assignment, it is *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.”³

¹ NCWS is a direct wholly-owned subsidiary of AT&T Mobility. NCW PCS is owned 100% by AT&T Mobility II, LLC, a limited liability company in which AT&T Mobility holds approximately 57% of the LLC units directly and approximately 43% of the LLC units indirectly through NCWS. In response to Item 6 of the FCC Form 702, Assignee clarifies that it is a limited liability company and that the signatory is an officer (Assistant Secretary) of Assignee’s parent, AT&T Mobility. Due to design limitations in the online form, this selection was not available and Assignee therefore chose the closest option available (corporation) in completing the form.

² For additional ownership information on AT&T Mobility and AT&T, please see the current FCC Form 602 on file for each of these entities.

³ See *Forbearance Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 F.C.C.R. 6293, 6295 (1998).