

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

This is one of two of applications seeking Commission consent to the *pro forma* assignment of two experimental radio service licenses from two indirect wholly-owned subsidiaries of Cingular Wireless LLC (“Cingular”) to New Cingular Wireless PCS, LLC (“NCW PCS”), itself an indirect wholly-owned subsidiary of Cingular. The assignments will result from a planned reorganization affecting many of Cingular’s licensee subsidiaries that is scheduled to occur at the end of the 2004 calendar year. This restructuring will not change the ultimate ownership or control of the Cingular licensee subsidiaries, as SBC Communications Inc. and BellSouth Corporation will continue to jointly own and equally control Cingular and, thus, the licenses at issue. Accordingly, the restructuring steps are *pro forma* in nature.

The table below provides: (i) the name of each licensee subsidiary holding the affected experimental radio service licenses impacted by the reorganization and for which prior-Commission approval is sought, (ii) details on the impact of the reorganization on that particular entity, and (iii) specifies the new entity which will hold the affected experimental radio service licenses following the reorganization as a result of the *pro forma* assignment.

License Holder	Description of Reorganization Actions(s)	Licensee Name Post- Reorganization
BellSouth Mobility LLC	Merging into NCW PCS	NCW PCS
BellSouth Personal Communications, LLC	Merging into NCW PCS	NCW PCS

Because ultimate control over the licenses remains the same both before and after the ownership changes have occurred, the changes are *pro forma* in nature. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”¹

¹ See *Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, Memorandum Opinion and Order, 13 F.C.C.R. 6293, 6295 (1998).