

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

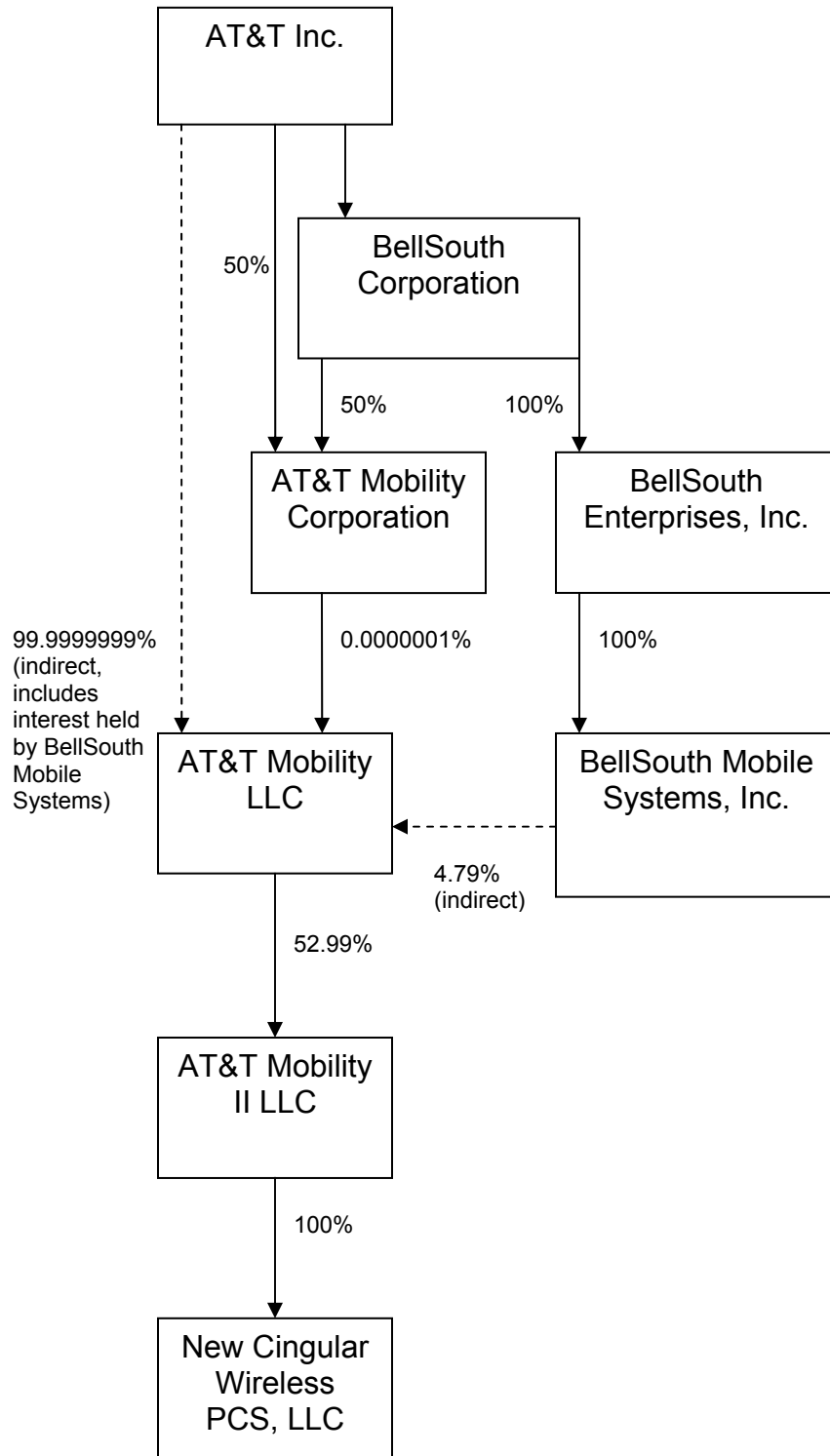
This application seeks consent to the *pro forma* transfer of control of New Cingular Wireless PCS, LLC (“NCW PCS”) and the experimental authorizations it holds, from and to subsidiaries of AT&T Inc. (“AT&T”). As a result of a proposed internal reorganization involving the redistribution of ownership interests among AT&T subsidiaries, three intermediate interest holders in New Cingular Wireless PCS that are direct or indirect wholly-owned subsidiaries of AT&T – BellSouth Corporation, BellSouth Enterprises, Inc., and BellSouth Mobile Systems, 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.¹ 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.² 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.”³

¹ Specifically, AT&T seeks to transfer its 50 percent ownership interest in AT&T Mobility Corporation (“AMC”) to BellSouth Corporation (the entity holding the other 50 percent), which will then transfer its 100 percent ownership interest in AMC through BellSouth Enterprises, Inc. to BellSouth Mobile Systems, Inc.

² Applications requesting prior approval for the *pro forma* transfer of control of the private radio and earth station authorizations held by NCW PCS are also being filed with the Wireless Telecommunications Bureau and the International Bureau, respectively.

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).

Pre-Reorganization



Post-Reorganization

