

**Attachment 1 to FCC Electronic Form for
Partial Assignment of International Section 214 Authorization**

Pursuant to Section 214 of the Communications of 1934, as amended, 47 U.S.C. §214, and Section 63.24 of the Commission’s rules, 47 C.F.R. §63.24, North State Telephone Company dba North State Communications (“North State” or “Assignor”) and NC Tide Acquisition Company LLC (“NC Tide” or “Assignee”) hereby request the Commission’s consent to the partial assignment of international Section 214 authority (ITC-214-19960703-00293) (as it pertains to certain wireless customer accounts) from North State to NC Tide, ultimately to be held as a wholly-owned subsidiary of New Cingular Wireless PSC, LLC (“New Cingular Wireless”), but as an interim step in the proposed two-step transaction, will be a wholly-owned subsidiary of North State.¹ Following consummation of the proposed transaction,² North State will retain its international Section 214 authorization and does **not** seek to assign the entire authorization by this application.

Answer to Question 10 – Section 63.18(c)-(d)

Assignor Information (North State)

Contact Information

Royster M. Tucker, III
President & COO
North State Telephone Company dba North State Communications
111 North Main Street
High Point, North Carolina 27261
Tel: (336) 886-3617
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with a copy to

¹ By executing the “Assignor” portion of the foregoing application form, the Assignor is certifying to the accuracy of the application and the appropriate required certifications as to the “Assignor” only. Similarly, by executing the “Assignee” portion of the foregoing application form, the Assignee is certifying to the accuracy of the application and the appropriate required certifications as to the “Assignee” only. Since the Assignee, NC Tide, will ultimately be a wholly-owned subsidiary of New Cingular Wireless, the responses herein for the Assignee reflect information related to New Cingular Wireless.

² Consummation of the transaction is subject to customary closing conditions, including obtaining third-party consents for the transaction and the transfer of assets pursuant to the agreement of the parties.

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International Section 214 Authority

North State holds an international Section 214 authorization issued by the Commission for global and/or limited global resale service, File No. ITC-214-19960703-00293.

As this application is a request for a partial assignment of the above-referenced international Section 214 authorization, North State will retain its international Section 214 authorization after closing of the proposed transaction and does **not** seek to assign it by this application. Thus, the assigned portion of this authorization should be designated with a new ITC number while the existing ITC authorization designation remains with North State.

Assignee Information (NC Tide)

Pre-Transaction Contact Information

Royster M. Tucker, III
President
NC Tide Acquisition Company LLC
PO Box 2326
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Post-Transaction Contact Information

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Assistant Secretary of Manager
AT&T Mobility LLC
1120 20th Street, NW
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International Section 214 authority:

NC Tide does not have an international Section 214 authorization.

New Cingular Wireless, which will ultimately wholly own NC Tide, holds several international Section 214 authorizations, including, for example, authorizations to provide global facilities-based and global resale services (ITC-214-20000428-00254 and ITC-214-20000428-00255), an authorization to provide global resale services (ITC-214-20001116-00672) and authorizations to provide resale of an unaffiliated U.S. facilities-based carrier's international switched services (ITC-214-20000516-00368, ITC-214-20000713-00775, and ITC-214-20000713-00779). New Cingular's ultimate parent, AT&T, has numerous subsidiaries that collectively hold global or limited global facilities-based or resale Section 214 authorizations, including those for Cuba. These subsidiaries hold international Section 214 global authority to provide a range of facilities-based services, *see, e.g.*, ITC-214-19960830-00414 (Previous File Number ITC-96-487) (AT&T Corp. authority to provide global facilities-based services), including those originating in region and out of region, *see, e.g.*, ITC-214-20001130-00713 (SBC Long Distance, LLC authority to provide facilities-based and resale services originating in Kansas and Oklahoma); ITC-214-19971108-00689 (SBC Long Distance, LLC authority to provide facilities-based services originating out of region). AT&T subsidiaries also have Section 214 global authority to provide various resale services. *See, e.g.*, ITC-214-19960223-00083 (SNET America, Inc. authority to resell private line services); ITC-214-19970814-00493 (Previous File Number ITC-97-506) (TC Systems, Inc. global authority to resell international switched services). Other AT&T subsidiaries hold authority to provide services on particular routes or over particular facilities. *See, e.g.*, ITC-89-060 (AT&T of Puerto Rico, Inc. and AT&T of the Virgin Islands, Inc. authority to operate additional capacity in St. Thomas-Tortola and Eastern Caribbean DCMS for use in providing services to various Caribbean points). AT&T's subsidiaries do not provide services to any of the countries in which they have an affiliate solely through the resale of the international switched services of an unaffiliated United States facilities-based carrier.

Answer to Question 11 – Section 63.18(h)

Ultimately, NC Tide will become a wholly-owned subsidiary of New Cingular Wireless. The name, address, citizenship, and principal business of each of New Cingular's ten percent or greater interest holders are:³

³ The ownership interests provided herein are the actual direct ownership interests held in the next disclosed subsidiary in the vertical ownership chain rounded to the nearest one percent.

Direct Ownership of New Cingular Wireless PCS, LLC

AT&T Mobility II LLC
1025 Lenox Park Blvd. NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% percent of New Cingular Wireless PCS, LLC

Indirect Ownership of New Cingular Wireless PCS, LLC

AT&T Mobility LLC
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Provision of CMRS Services
Direct Ownership Interest: 54% of AT&T Mobility II LLC

AT&T Mobility Corporation
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Management Company
Direct Ownership Interest: manager of and controls AT&T Mobility LLC

AT&T Teleholdings, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of SBC Telecom, Inc.

BellSouth Mobile Data, Inc.
675 W. Peachtree St. NW
Room 4319
Atlanta, GA 30375
Citizenship: Georgia
Principal Business: Holding Company
Direct Ownership Interest: 40% of AT&T Mobility LLC, 100% of AT&T Mobility Corporation, 4% of AT&T Mobility II LLC, and 40% of AT&T NCWS Holdings Inc.

AT&T NCWS Holdings Inc.
1025 Lenox Park Blvd. NE

Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of New Cingular Wireless Services, Inc.

New Cingular Wireless Services, Inc.
2200 N. Greenville Ave, 1W
Richardson, TX 75082
Citizenship: Delaware
Principal Business: Provision of CMRS Services
Direct Ownership Interest: 42% of AT&T Mobility II LLC

SBC Long Distance, LLC
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 50% of AT&T Mobility LLC

SBC Telecom, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Direct Principal Business: Holding Company
Direct Ownership Interest: 100% of SBC Long Distance, LLC, 60% of AT&T NCWS Holdings Inc., and 9% of AT&T Mobility LLC

AT&T Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of AT&T Teleholdings, Inc. and 100% of BellSouth Mobile Data, Inc.

AT&T is a publicly traded corporation whose stock is widely held by the public with no person or entity holding a ten percent or greater ownership interest in AT&T. No other individual or entity has a ten percent or greater interest in New Cingular Wireless or, by extension, NC Tide.

Answer to Question 12 – Section 63.18(h)

NC Tide does not have any interlocking directorates.

The following persons are officers or directors of AT&T Inc. and are also officers or directors of one or more foreign carriers:

Jeff McElfresh, President-Mexico of AT&T Mexico, LLC, and Michael J. Viola, Senior Vice President - Finance of AT&T Inc., are directors of both América Móvil, S.A.B. de C.V. (“América Móvil”) and Teléfonos de México, S.A.B. de C.V. (“Telmex”). América Móvil is a carrier or controls carriers in Argentina, Brazil, Chile, Colombia, Costa Rica, the Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, México, Nicaragua, Panama, Paraguay, Peru, the United States, and Uruguay.⁴ Telmex is a carrier or controls carriers in Mexico and the United States.⁵

The following persons are officers or directors of one or more of the following: AT&T NCWS Holdings Inc., New Cingular Wireless Services, Inc., New Cingular Wireless PCS, LLC, AT&T Mobility II LLC, AT&T Mobility LLC, AT&T Mobility Corporation, AT&T Teleholdings, Inc., SBC Long Distance, LLC, SBC Telecom, Inc., BellSouth Mobile Data, Inc., and AT&T Inc. and are also officers or directors of one or more of the following foreign carriers: BellSouth Long Distance, Inc., which is a carrier in Canada; AT&T Global Network Services International, Inc., which is a carrier in Israel, New Zealand, and Pakistan; AT&T Global Network Services Norge LLC, which is a carrier in Norway; and AT&T Global Network Services Venezuela LLC, which is a carrier in Venezuela. Richard P. Resnick is President and Manager of SBC Long Distance, LLC, President and a Director of SBC Telecom, Inc., and President of BellSouth Long Distance, Inc. Denise Iverson is Director – Operations of SBC Long Distance, LLC, SBC Telecom, Inc., and BellSouth Long Distance, Inc. Gary L. Long is Controller and Manager of SBC Long Distance, LLC, Controller and a Director of SBC Telecom, Inc., and Vice President & Comptroller of BellSouth Long Distance, Inc. George Goeke, Assistant Treasurer of AT&T Inc., is Vice President and Treasurer of BellSouth Long Distance, Inc. and is a Director and Treasurer of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC. Elaine Lou is Assistant Treasurer of SBC Long Distance, LLC, SBC Telecom, Inc., BellSouth Long Distance, Inc., AT&T Global Network Services International, Inc., AT&T

⁴ América Móvil, S.A.B. de C.V., América Móvil Report of Foreign Private Issuer Pursuant To Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934 (Form 6-K), at 9, 14 (Nov. 27, 2012).

⁵ Teléfonos de México, S.A.B. de C.V., Annual Report (Form 20-F) at 13 (Apr. 26, 2012). AT&T has relied upon América Móvil’s and Telmex’s SEC filings to identify the countries where América Móvil or Telmex is a carrier or controls carriers. There may be subsequent developments not reflected in those SEC filings.

Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC. Jeston Dumas is Treasurer of SBC Long Distance, LLC and SBC Telecom, Inc. and Assistant Treasurer of BellSouth Long Distance, Inc., AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC. Teresa G. Blizzard is Assistant Secretary of AT&T Mobility Corporation, BellSouth Mobile Data, Inc., New Cingular Wireless Services, Inc. and AT&T NCWS Holdings, Inc., Director-Taxes of SBC Long Distance, LLC and SBC Telecom, Inc., and is Vice President - Taxes of BellSouth Long Distance, Inc.

Answer to Question 13 – Narrative of Partial Assignment and Public Interest Statement

Please see Exhibit 1 hereto for the description of the transaction and public interest statement. North State requests authority to continue operating under the international Section 214 authorization listed in Question 10 after the consummation of the proposed transaction.

Answer to Question 14 - Section 63.18(i)

NC Tide certifies that it is not a foreign carrier, as that term is defined by Section 63.09 of the Commission’s rules, 47 C.F.R. § 63.09. NC Tide certifies that, through its ultimate ownership by AT&T, it will be affiliated with the following foreign carriers:

AT&T Communications Services Argentina S.R.L.		Argentina
AT&T Global Network Services Australia Pty. Ltd.		Australia
AT&T Global Network Services Austria GmbH		Austria
AT&T Global Network Services Belgium Luxembourg S.P.R.L.		Belgium
AT&T Global Network Services Brazil Ltda.		Brazil
AT&T Global Network Services Bulgaria Ltd.		Bulgaria
AT&T Global Services Canada Co.		Canada
AT&T Enterprises Canada Co.		Canada
BellSouth Long Distance, Inc.		Canada
AT&T Chile SA		Chile
AT&T Red Global Telecommunications Ltda.		Chile
AT&T Global Network Services Colombia (Ltda.)		Colombia
AT&T Global Network Services Hrvatska d.o.o.		Croatia
AT&T Global Network Services Czech Republic s.r.o.		Czech Republic
AT&T Global Network Services Ltd.		Cyprus
AT&T Global Network Services Danmark ApS		Denmark
AT&T Global Network Services Ecuador Cia. Ltda.		Ecuador
AT&T Global Network Services Estonia Ou		Estonia
AT&T Global Network Services Finland Oy		Finland
AT&T Global Network Services France SAS		France
AT&T Global Network Services Deutschland GmbH		Germany

AT&T Global Network Services (Hellas) E.P.E. (Limited)	Greece
AT&T Servicios de Comunicaciones de Guatemala SA	Guatemala
AT&T Global Network Services Hong Kong Limited	Hong Kong
AT&T Global Network Services Hungary Kft	Hungary
AT&T Global Network Services Private Limited	India
AT&T Global Network Services Ireland Limited	Ireland
PT AT&T Global network Services Indonesia	Indonesia
AT&T Global Network Services International Inc.	Israel
AT&T Global Network Services Italia S.p.A.	Italy
AT&T Japan KK	Japan
AT&T Communications Services (Japan) Ltd.	Japan
AT&T Japan LLC	Japan
AT&T GNS Korea Limited (Yuhan Hoesa)	Korea
AT&T Global Network Services Latvia SIA	Latvia
UAB AT&T Lietuva (Lithuania)	Lithuania
AT&T Global Network Services Belgium Luxembourg S.P.R.L. (Branch Office)	Luxembourg
AT&T Worldwide Network Services (Malaysia) Sdn. Bhd.	Malaysia
AT&T Global Network Services Mexico S. de R.L. de C.V.	Mexico
AT&T Global Network Services Morocco sarl au	Morocco
AT&T Global Network Services Nederland B.V.	Netherlands
AT&T Global Network Services International Inc.	New Zealand
AT&T Global Network Services Norge LLC	Norway
AT&T Global Network Services International Inc.	Pakistan
AT&T Communications Services de Panama S. de R.L.	Panama
AT&T Global Network Services del Peru S.R.L.	Peru
AT&T Global Network Services Polska Sp. z.o.o.	Poland
AT&T Serviços de Telecomunicações, Sociedade Unipessoal, Lda.	Portugal
AT&T Global Network Services Romania S.R.L.	Romania
AT&T Global Network Services OOO	Russia
AT&T Worldwide Telecommunications Services Singapore Pte Ltd.	Singapore
AT&T Global Network Services Slovakia s.r.o.	Slovakia
AT&T Globalne Omrezne Storitve d.o.o.	Slovenia
AT&T South Africa (Proprietary) Limited	South Africa
AT&T Global Network Services Espana, S.L.	Spain
AT&T Global Network Services Sweden AB	Sweden
AT&T Global Network Services Switzerland GmbH	Switzerland
AT&T Global Network Services Taiwan Ltd.	Taiwan
AT&T Worldwide Services (Thailand) Limited	Thailand
AT&T Global İletişim Servisleri Limited Şirketi Ltd. STI	Turkey

AT&T Global Network Services (UK) B.V.		United Kingdom
AT&T Global Network Services Venezuela LLC		Venezuela

Answer to Question 15 - Section 63.18(j)

Pursuant to Section 63.18(j) of the Commission's rules, 47 C.F.R. § 63.18(j), NC Tide certifies that it is not a foreign carrier. NC Tide's post-transaction parent company, AT&T, holds controlling interests in certain foreign carriers in destination countries where its subsidiaries provide international service. These carriers and the countries where they provide service are described above in the answer to Question 14.

Answer to Question 16 - Section 63.10

Pursuant to Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10, NC Tide qualifies for non-dominant classification on the routes between the United States and all the above-listed countries because the affiliates in these countries have no market power on the foreign end of any of these routes.⁶ All of the above-listed affiliates have market shares under 50 percent in any relevant market on the foreign end of U.S. routes to these countries. Therefore, because all these companies lack 50 percent market share in the international transport and the local access markets in their respective foreign markets, and none is listed on the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets, NC Tide is presumptively classified as non-dominant on these routes.

Answer to Question 18 - Section 63.18(k)

In accordance with Section 63.18(k)(1) of the Commission's rules, 47 C.F.R. § 63.18(k)(1), NC Tide certifies that all of the countries listed in its response to Question 15 (therein referencing its response to Question 14) are WTO Member countries.⁷

Answer to Question 20 - Section 63.18(p)

The parties to this Application request streamlined processing of it pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. §63.12. While NC Tide will be (post consummation) affiliated with foreign carriers in destination markets, NC Tide qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. §63.10(a)(3), as set forth in the Answer to Question 16. Accordingly, streamlined process is appropriate pursuant to Section 63.12(c)(1)(ii).

⁶ See 47 C.F.R. §§ 63.10(a)(3).

⁷ See http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm (last visited Dec. 21, 2012).

Answers to Questions 29-31

An officer of the Manager of New Cingular is signing this application on behalf of NC Tide. Neither New Cingular nor any of its affiliates currently owns or controls NC Tide. After consummation of the proposed transaction, however, NC Tide will be a wholly-owned subsidiary of New Cingular. In signing this application New Cingular's certifications about NC Tide pertain only to that entity as it will exist and operate *post-consummation*.

Exhibit 1

to

Attachment 1 of
International Section 214 Application
For Partial Assignment of
ITC-214-19960703-00293

North State Telephone Company dba North State Communications to
NC Tide Acquisition Company LLC

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT**I. Description of Transaction**

North State Telephone Company dba North State Communications (“North State”) and New Cingular Wireless PCS, LLC (“New Cingular”), an indirect wholly-owned subsidiary of AT&T Inc. (collectively with New Cingular, “AT&T”), hereby seek Commission consent to (i) the assignment of Broadband PCS call sign WPUQ523 (the “North State License”)¹ from North State to NC Tide Acquisition Company LLC (“NC Tide”) and (ii) the transfer of control of NC Tide to New Cingular. As such, this application has been styled as an “assignment” application, but it seeks authority to simultaneously consummate both aspects of this transaction.²

As stated above, the transaction will be accomplished in two steps. In the first step, North State will assign the North State License to NC Tide, a direct, wholly-owned subsidiary of North State. In step 2, which will occur immediately after step 1, New Cingular will purchase all of the membership interests in NC Tide from North State, resulting in NC Tide becoming a wholly-owned subsidiary of New Cingular.

WPUQ523 was created as a result of a partition of an undefined area from KNLF213, the original B Block Broadband PCS license for the Charlotte-Greensboro-Greenville, NC MTA (“Charlotte MTA”) awarded to BellSouth Personal Communications, Inc. (“BPCI”). In 2001, BellSouth Carolinas PCS, L.L.C. (“BPCL” and together with BPCI, “BellSouth”), successor in interest to BPCI, partitioned KNLF213 by assigning to North State the portion of the Charlotte MTA license that was coextensive with the local telephone exchange area in which North State provided landline telephone exchange service. This area consisted of undefined portions of Davidson, Forsyth, Guilford and Randolph counties in North Carolina. In addition to the partition of the license, subscribers and other hard assets, including cell sites and network equipment necessary to operate a broadband PCS system, were assigned to North State. When North State became the licensee of WPUQ523, BellSouth and North State were also parties to a Joint Operating Agreement (“JOA”) which contemplated that upon partitioning, North State would operate its wireless system independently but in accordance with certain technical, operational and marketing parameters. These parameters were agreed to by the parties to the JOA to ensure that subscribers formerly receiving service from BellSouth received a similar

¹ In addition, because this assignment will involve the transition of customers, North State and NC Tide will shortly file an application for consent to the partial assignment of North State’s international 214 authorization (File No. ITC-214-19960703-00293).

² By executing the “Assignor” portion of the FCC Form 603 associated with this transaction, the assignor is certifying to the accuracy of the application and appropriate required certifications as the “Assignor” and “Assignee” in step 1 of this transaction and as the “Transferor” in step 2 of this transaction. By executing the “Assignee” portion of the Form 603 for this transaction, AT&T is certifying as to the accuracy of the application and appropriate required certifications as the Transferee of step 2 of this transaction. Consummation of the transaction is subject to customary closing conditions, including obtaining third-party consents for the transaction and the transfer of assets pursuant to the agreement between the Parties. Through submission of this application, the parties also seek Commission approval for the assignment of all pending applications associated with the underlying licenses that are being assigned.

subscriber experience from North State. In addition, under the terms of the JOA, BellSouth provided North State with certain management services. Since the formation of the JOA, neither BellSouth then nor AT&T now, has provided CMRS service in North State's service area.

This transaction will create several public interest benefits. Further, as described in more detail below and in Exhibit 3, no spectrum aggregation concerns are raised by the transaction. Accordingly for the reasons described herein, the Parties respectfully submit that Commission approval of the proposed transaction will serve the public interest, convenience and necessity and request that the Commission expeditiously grant this application.

II. Commission Approval of the Proposed Transaction is in the Public Interest

Under Section 310(d) of the Communications Act of 1934, as amended, a license may be transferred where the Commission finds "that the public interest, convenience and necessity will be served thereby."³ This standard involves a balancing process that weighs the potential public interest benefits of the proposed transaction against any potential harm.⁴ As demonstrated below, this transaction does not pose any harm and will benefit wireless consumers.

In evaluating assignment and transfer applications under Section 310(d), the Commission focuses on whether the proposed assignee or transferee is qualified to hold Commission licenses.⁵ The qualifications of AT&T to hold and control Commission licenses are matters of public record.⁶ The Commission has properly found that the qualifications of AT&T to hold

³ 47 U.S.C. § 310(d); see *Applications of AT&T Inc. and Dobson Communications Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd 20295, at ¶ 2 (2007) ("AT&T-Dobson Order"); *Applications of Midwest Wireless Holdings, L.L.C. and Alltel Communications, Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd 11526, 11535 (2006) ("Alltel-Midwest Order"); *Applications of Nextel Communications, Inc. and Sprint Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13967, 13976 (2005) ("Sprint-Nextel Order"); *Applications of Western Wireless Corporation and Alltel Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13053, 13062 (2005) ("Alltel-Western Order"); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21542 (2004) ("Cingular-AT&T Wireless Order"); *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, to Subsidiaries of Cingular Wireless LLC*, Memorandum Opinion and Order, 19 FCC Rcd 2570, 2580 ("Cingular-NextWave Order").

⁴ *AT&T-Dobson Order* at ¶ 10; *Alltel-Midwest Order*, 21 FCC Rcd at 11535; *Sprint-Nextel Order*, 20 FCC Rcd at 13976; *Alltel-Western Order*, 20 FCC Rcd at 13062-63; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21543; *Cingular-NextWave Order*, 19 FCC Rcd at 2580-81.

⁵ *AT&T-Dobson Order* at ¶ 11; *Alltel-Midwest Order*, 21 FCC Rcd at 11537; *Sprint-Nextel Order*, 20 FCC Rcd at 13979; *Alltel-Western Order*, 20 FCC Rcd at 13063; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21546; *Cingular-NextWave Order*, 19 FCC Rcd at 2581.

⁶ See, e.g., *AT&T-Dobson Order* at ¶ 11; *AT&T Inc. and BellSouth Corporation Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5758 (2007) ("AT&T-BellSouth Order"); *Cingular-AT&T Wireless Order* at 21548-51; *Cingular-NextWave Order* at 2583 & n.112; *Applications of SBC Communications, Inc. and BellSouth Corporation (For Consent to Transfer Control or Assignment of Licenses and Authorizations)*, Memorandum Opinion and Order, 15 FCC Rcd 25459, 25463-66 (WTB/IB 2000) ("SBC-BellSouth Order").

Commission licenses is well-settled and that there is no reason to re-evaluate them in each proposed transaction.⁷ Therefore, there is no question that AT&T possesses the qualifications required to control the North State License.

The Commission has determined that applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise,⁸ do not require extensive review and expenditure of considerable resources by the Commission.⁹ This transaction meets this standard and should thus be granted promptly.

A. The Proposed Transaction Serves the Public Interest

Commission approval of the proposed transaction will promote the public interest. In particular, by acquiring control of the North State License as well as its subscribers and network equipment, AT&T will be able to more efficiently manage its North Carolina wireless network. In addition, the North State subscribers will be able to take advantage of new services and product offerings as AT&T expands and enhances its network in the affected North Carolina counties.¹⁰ Thus, the proposed transaction will enable AT&T to achieve greater operational efficiencies and offer improved, more robust and advanced services to meet the needs of new and existing subscribers.¹¹

⁷ See, e.g., *Application of New Cingular Wireless PCS, LLC and D&E Investments, Inc. For Consent to Assign Lower 700 MHz C Block Licenses*, Order, DA 12-232, ¶ 5 (WTB 2012) (“AT&T/D&E Order”) (“No issues have been raised in this proceeding with respect to the basic qualifications of the proposed assignee, AT&T, which has previously and repeatedly been found qualified, through its subsidiaries, to hold Commission licenses. We therefore find that there is no reason to re-evaluate the basic qualifications of AT&T.”).

⁸ See *Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Telecommunications, Inc., Transferor to AT&T Corp., Transferee, Memorandum Opinion and Order*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech Corp., Transferor, and SBC Communications Inc., Transferee, For Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 5, 22, 24, 25, 63, 90, 95 and 101 of the Commission’s Rules*, Memorandum Opinion and Order, 14 FCC Rcd 14712, at 14740-42 (1999) (“*Ameritech/SBC*”).

⁹ See *Ameritech/SBC*, 14 FCC Rcd at 14740-42.

¹⁰ See, e.g., *AT&T-Dobson Order* at ¶ 79; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21602; *Cingular-NextWave Order*, 19 FCC Rcd at 2585; see also *Alltel-Midwest Order*, 21 FCC Rcd at 11566-68.

¹¹ Transactions that give rise to these results have been found by the Commission to be in the public interest. See *AT&T-Dobson Order* at ¶¶ 79, 83; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21602-04, 21607; *Cingular-NextWave Order*, 19 FCC Rcd at 2585; *Applications of Northcoast Communications, LLC and Cellco Partnership d/b/a Verizon Wireless For Consent to Assignment of Licenses*, Memorandum Opinion and Order, 18 FCC Rcd 6490, 6493 (WTB/CWD 2003) (“*VZW-Northcoast Order*”).

B. The Proposed Transaction Creates No Competitive Harm

The proposed transaction will have no adverse competitive effects. It will neither cause an overall aggregation of spectrum that would pose an anticompetitive risk nor reduce actual competition in any meaningful way for a variety of reasons.¹²

The proposed transaction will not cause an aggregation of spectrum that would pose an anticompetitive risk because post-closing, AT&T through affiliated companies under its common control and in which it holds an “attributable interest” for spectrum aggregation purposes, will not exceed the Commission’s existing initial “screen” as a result of this transaction.¹³ In fact, this transaction does not increase the amount of spectrum that is currently attributable to AT&T. As noted above, the geographic area for which North State is licensed is an undefined area that consists of portions of Davidson, Forsyth, Guilford and Randolph counties. Though AT&T does not provide service in the area for which North State is licensed, based on the partition of KNLF213 that created WPUQ523, it does retain B block Broadband PCS spectrum in portions of Davidson, Forsyth, Guilford and Randolph counties that are not within North State’s service area. Therefore, AT&T is currently attributed with 30 MHz of B block Broadband PCS spectrum in these counties. As such, no additional review of this transaction for competitive harm from a spectrum aggregation standpoint is called for.¹⁴

¹² In evaluating the competitive effects of proposed transactions, the Commission considers the relevant product market and geographic market. With respect to the domestic wireless markets, the Commission has defined the relevant product market as mobile telephony services. See *AT&T-Dobson Order* at ¶ 17. Spectrum suitable for mobile telephony includes cellular, PCS, SMR and 700 MHz spectrum. *Id.* at ¶¶ 17, 30. The Commission has also found that 20 megahertz of WCS spectrum are “suitable and available for the provision of mobile telephony/broadband services and should therefore be added to the spectrum screen.” See *Applications of AT&T Mobility Spectrum LLC, New Cingular Wireless PCS, LLC, Comcast Corporation, Horizon Wi-Com, LLC, NextWave Wireless, Inc., and San Diego Gas & Electric Company For Consent to Assign and Transfer Licenses*, Memorandum Opinion and Order, FCC 12-156, at ¶ 31 (2012) (“*AT&T/WCS Licensees Order*”). The Commission has further held that, where available, it will include AWS-1 and BRS spectrum in its evaluation of the competitive effects of proposed transactions. *Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling that the Transaction is Consistent with Section 310(b)(4) of the Communications Act*, Memorandum Opinion and Order and Declaratory Ruling, FCC 08-258, at ¶¶ 62-70 (Nov. 10, 2008) (“*Verizon Wireless-ALLTEL Order*”). The Commission has defined the relevant geographic market as the area “within which a customer is most likely to shop for mobile telephony service.” *Id.* at 25; see also *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21563 (“[T]he appropriate definition of the relevant geographic market is neither national, on the one hand, nor as small as a county on the other.”).

¹³ Indeed, AT&T already holds and is attributed with 30 MHz of B Block PCS spectrum in portions of each affected county and, as such, this transaction does not increase AT&T’s attributable spectrum holdings at the county level. See Exhibit 3.

¹⁴ See *AT&T/WCS Licensees Order* at n. 94 (“Our modified spectrum screen is triggered where the Applicants would have, on a market-by-market basis: 102 megahertz or more of cellular, PCS, SMR, 700 MHz, and WCS spectrum, where neither BRS nor AWS-1 spectrum is available; 121 megahertz or more of spectrum, where BRS spectrum is available, but AWS-1 spectrum is not available; 132 megahertz or more of spectrum, where AWS-1 spectrum is available, but BRS spectrum is not available; or 151 megahertz or more of spectrum where both AWS-1 and BRS spectrum are available.”). The relevant screen for this transaction is 151 MHz.

The proposed transaction will not reduce actual competition in any meaningful way in these markets since the transaction will not result in a reduction of the number of service providers in the market. To the contrary, the transaction will “preserv[e] and enhance[e] competition.”¹⁵ In fact, the proposed transaction will enhance competition by enabling AT&T to enter the market to replace North State and allow AT&T to be a more effective competitor, while preserving meaningful competition in this market. Specifically, the transaction will not result in public interest harm in mobile telephony markets “because there will be a continuing presence of multiple other substantial carriers in each overlap market with the capacity to add subscribers and the ability to add capacity.”¹⁶ As shown in Exhibit 4, there will continue to be numerous licensed providers (including AT&T) in these counties. As a result, this transaction “is unlikely to result in collusive behavior or create ‘unilateral’ market power” on the part of the assignee.¹⁷

III. Conclusion

As demonstrated above, AT&T is well-qualified to acquire, control and make beneficial public use of the spectrum proposed to be assigned in this transaction. In addition, as set forth above, the proposed transaction will not adversely affect competition. Indeed, grant of this application will promote competition and will otherwise serve the public interest, convenience and necessity. For these reasons, prompt Commission approval of this transaction is warranted.

¹⁵ *AT&T-Dobson Order* at ¶ 12; *Sprint-Nextel Order*, 20 FCC Rcd at 13977; *Alltel-Western Order*, 20 FCC Rcd at 13064; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21544.

¹⁶ *See Sprint-Nextel Order*, 20 FCC Rcd at 13969.

¹⁷ *See id.*