

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

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission's rules, 47 C.F.R. § 63.24, Rock Hill Telephone Company ("Rock Hill") seeks authority for the partial assignment of Rock Hill's international Section 214 authority to a newly-formed joint venture, Tide Mobility LLC ("Tide Mobility") to allow the transition of customers from Rock Hill, and its wholly-owned subsidiary, Fort Mill Telephone Company ("Fort Mill") to Tide Mobility.¹ Tide Mobility will be directly owned by New Cingular Wireless PCS, LLC ("New Cingular"), Horry Telephone Cooperative, Inc. ("Horry") and Comporium Wireless, LLC ("Comporium"), whose ownership interests will be 52 percent, 30 percent, and 18 percent respectively.² Rock Hill is a managing member of Comporium. Comporium provides wireless network services to Rock Hill and Fort Mill, which then provide wireless service to end user customers. Following consummation of the proposed transaction, Rock Hill will retain its international Section 214 authorization and does **not** seek to assign the entire authorization by this application.

¹ As a wholly-owned subsidiary of Rock Hill, Fort Mill provides wireless services to end user customers pursuant to the international Section 214 authority held by Rock Hill. *See International Authorizations Granted*, Public Notice, Report No. TEL-01606, DA 13-351, File No. ITC-214-19960906-00427 (noting that Fort [Mill], a wholly-owned subsidiary of Rock Hill, will provide international telecommunications service under the international section 214 authorization held by Rock Hill, ITC-214-19960906-00427, pursuant to section 63.21(h) of the Commission's rules, 47 C.F.R. § 63.21(h)). Accordingly, Fort Mill is not filing a separate international 214 application for the proposed transaction.

² Applications are also being filed contemporaneously herewith for the partial assignment of international Section 214 authorizations held by New Cingular, Horry, and Lancaster Telephone Company to allow the transition of customers from these carriers to Tide Mobility. Rock Hill and Lancaster Telephone Company are members of Comporium that provide service to end user customers and hold international Section 214 authorizations. As described in Exhibit 1, New Cingular, Horry, Comporium, AT&T Mobility Spectrum LLC ("Mobility Spectrum"), and AT&T Mobility II LLC ("Mobility II"), affiliates of New Cingular, will all contribute spectrum (via assignment or lease) to Tide Mobility. However, Mobility Spectrum, Mobility II, and Comporium are not contributing customers to Tide Mobility. Consequently, no international Section 214 applications will be filed for these entities. Applications have will also been be filed for the assignment or lease of wireless radio licenses. *See* File No. 0005649967 for the lead application for this transaction.

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

Assignor Information (Rock Hill)

Contact Information

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Rock Hill Telephone Company
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P.O. Box 470
Rock Hill, SC 29731
Tel: (803) 326-7287
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with a copy to:

Donald L. Herman, Jr.
Herman & Whiteaker, LLC
3204 Tower Oaks Blvd.
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Rockville, MD 20852
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International Section 214 Authority

Rock Hill holds the international Section 214 authorization that is the subject of this application for partial assignment, File No. ITC-214-19960906-00427 (authorization to provide global resale services). As explained above, this application is a request for a partial assignment of the above-referenced international Section 214 authorization. Rock Hill 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 Rock Hill.

Assignee Information (Tide Mobility)

Contact Information

Michael P. Goggin
AT&T Mobility LLC
1120 20th Street, NW

Suite 1000
Washington, DC 20036
Tel: (202) 457-2055
Fax: (202) 457-3073
michael.p.goggin@att.com

International Section 214 authority:

Tide Mobility does not hold any international Section 214 authorizations.

Answer to Question 11 – Section 63.18(h)

Direct Ownership:

The following individuals have a direct ten percent or greater direct ownership interest in Tide Mobility:

Direct Shareholder Name: New Cingular Wireless PCS, LLC
Address: 2200 N. Greenville Ave, 1W
Richardson, TX 75082
Citizenship: United States
Principal Business: Provision of CMRS Services
Ownership Interest in Tide Mobility: 52%

Direct Shareholder Name: Horry Telephone Cooperative, Inc.
Address: 3480 Highway 701 North
Conway, SC 29526
Citizenship: United States
Principal Business: Telecommunications
Ownership Interest in Tide Mobility: 30%

Direct Shareholder Name: Comporium Wireless, LLC
Address: 330 East Black Street
Rock Hill, SC 29730
Citizenship: United States
Principal Business: Telecommunications
Ownership Interest in Tide Mobility: 18%

Indirect Ownership:

New Cingular Wireless Ownership:³

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

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.

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.

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 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.

Horry Ownership:

Horry Telephone Cooperative, Inc. is a member-owned telephone cooperative. None of the company’s customer/members holds an ownership interest of 10% or greater in the company.

The company is governed by a Board of Directors pursuant to periodic elections. The following are the current officer and directors of Horry Telephone Cooperative, Inc. All officers and directors are citizens of the United States.

Charles A. Whaley, President
E. Morris Graham, Vice President
Betty F. Jordan, Secretary
Cynthia J. Cannon, Treasurer
Theron M. Bellamy
James R. (Jimmy) Clarkson
A. Kevin Elliott
Russell G. Grainger
Delan Stevens

Comporium Ownership:

Rock Hill, located at P.O. Box 470, Rock Hill, SC 29731, has a 66.5 percent direct ownership interest in Comporium and a 99.06 percent indirect ownership interest in Comporium. No other company or individual has a greater than 10 percent indirect ownership interest in Tide Mobility through Comporium.

Answer to Question 12 – Section 63.18(h)

Tide Mobility, Horry, and Comporium do 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

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.

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 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. Tod A. Clarno is Assistant Vice President of AT&T Mobility Corp., AT&T NCWS Holdings, Inc., New Cingular Wireless Services, Inc. and AT&T Teleholdings Inc. and a Director of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC. Karen M. Diorio is Assistant Secretary of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC, Director of Tax of SBC Long Distance, LLC, SBC Telecom, Inc., and AT&T Teleholdings, Inc. Jeffrey Tutnauer is Assistant Secretary of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC, Assistant 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.

Answer to Question 14 - Section 63.18(i)

Tide Mobility 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. Tide Mobility has no foreign carrier affiliates through its ownership by Horry or Comporium. Tide Mobility certifies that, through AT&T’s controlling interest in Tide Mobility, 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 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 Sirteki 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), Tide Mobility certifies that it is not a foreign carrier. 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, Tide Mobility 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, Tide Mobility 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), Tide Mobility 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 Tide Mobility will be affiliated with foreign carriers in destination markets, Tide Mobility 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).

EXHIBIT 1

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

New Cingular Wireless PCS, LLC (“New Cingular”), AT&T Mobility Spectrum LLC (“Mobility Spectrum”), and AT&T Mobility II LLC (“Mobility II”), all indirect wholly-owned subsidiaries of AT&T Inc. (collectively, “AT&T”), together with Horry Telephone Cooperative, Inc. (“Horry”) and Comporium Wireless, LLC (and its parent companies Rock Hill Telephone Company, Fort Mill Telephone Company and Lancaster Telephone Company) (“collectively Comporium”), hereby seek Commission consent to the full or partial assignment and/or lease of licenses¹ (individually the “AT&T Licenses,” “Comporium Licenses,” and “Horry Licenses,” and collectively the “Contributed Licenses”) to a newly-formed entity, Tide Mobility LLC (“Tide Mobility”).²

Post-consummation of the instant transaction, Tide Mobility will be directly owned by New Cingular, Horry, and Comporium, whose ownership interests will be 52 percent, 30 percent, and 18 percent respectively. Tide Mobility will serve customers in Horry County and portions of Chester, Georgetown, Kershaw, Lancaster and York counties in South Carolina. The Contributed Licenses are described in more detail in Exhibit 2.

Two of the Contributed Licenses, WPRV930 (licensed to Horry), and WPSZ757 (licensed to Comporium), were created as the 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 Horry and Comporium the portions of the Charlotte MTA license that were coextensive with portions of the local telephone exchange areas in which Horry and Comporium provided landline telephone exchange service. Horry’s service area consisted of Horry County, South Carolina and an undefined portion of Georgetown County, South Carolina. Comporium’s service area consisted of undefined portions of Chester, Kershaw, Lancaster, and York counties in South Carolina. In addition to the partition of the licenses, subscribers and other hard assets, including cell sites and network equipment necessary to operate a broadband PCS system, were assigned to Horry and Comporium. Horry, Comporium and BellSouth were also parties to that certain First Amended and Restated Joint Operating Agreement, dated as of September 28, 2000 (“JOA”) which contemplated that upon partitioning, Horry and Comporium would operate their wireless systems

¹ Tide Mobility LLC will lease spectrum from AT&T, Horry and Comporium as described in Exhibit 2 to this application. Question 3 of Schedule E of FCC Form 608 for each of the *de facto* transfer lease applications being filed as part of this transaction requests a lease commencement date on the “FCC Grant Date.” It is the intention of the parties to this transaction that each of the leases will actually become effective on the date that the parties consummate the transaction that involves the assignment of WPRV930 and WPSZ757, certain Point-to-Point common carrier microwave licenses and partial assignments of various International 214 authorizations.

² In addition, because this assignment will involve the transition of customers, AT&T, Horry, and Comporium (or affiliates of these companies) will be filing applications for consent to the partial assignment of various international 214 authorizations.

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 subscriber experience from Horry and Comporium. In addition, under the terms of the JOA, BellSouth provided Horry and Comporium with certain technical and network management services. Since the formation of the JOA, neither BellSouth then nor AT&T now, has provided facilities-based CMRS service in the geographic areas partitioned by BellSouth to Horry or Comporium.

The Contributed Licenses are not subject to unjust enrichment or transfer restrictions. 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 transaction.

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 particular, by acquiring control of the spectrum described in Exhibit 2, Tide Mobility will be able to offer superior network capacity to enhance the scope and depth of services offered to customers, something the three separate companies could not do as effectively on their own.⁵

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 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.

In evaluating assignment applications under Section 310(d), the Commission focuses on whether the proposed assignee is qualified to hold Commission licenses.⁶ The qualifications of AT&T, the entity controlling Tide Mobility, to hold and control Commission licenses are matters of public record.⁷ The Commission has properly found that the qualifications of AT&T to hold Commission licenses is well-settled and that there is no reason to re-evaluate them in each proposed license assignment.⁸ The same is true of Horry⁹ and Comporium.¹⁰ Therefore, there is no question that Tide Mobility possesses the qualifications required to operate and control the Contributed Licenses.

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,¹¹ do not require extensive review and expenditure of considerable resources by the Commission.¹² This transaction meets this standard and should thus be granted promptly.

⁶ *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.

⁷ *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*”).

⁸ *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.”).

⁹ *See, e.g., Wireless Bureau Grants 700 MHz Band Licenses*, Public Notice, DA 08-1522 (June 26, 2008).

¹⁰ *See, e.g., Wireless Telecommunications Bureau Grants Advanced Wireless Service Licenses*, Public Notice, DA 06-2536 (Dec. 18, 2006).

¹¹ *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*”).

¹² *See Ameritech/SBC*, 14 FCC Rcd at 14740-42.

A. The Proposed Transaction Serves the Public Interest

Commission approval of the proposed transaction will promote the public interest. Through combining the resources of AT&T, Horry, and Comporium, Tide Mobility will be able to achieve greater operational efficiencies and offer improved, more robust and advanced services to meet the needs of new and existing subscribers.¹³ Specifically, the spectrum to be licensed to or leased by Tide Mobility, will enable it to offer a higher capacity system than would otherwise be the case if the Contributed Licenses were operated by their respective individual licensees, enhance existing services, better accommodate overall growth, and facilitate the provision of additional products and services to the public in the geographic area encompassed by this proposed transaction.¹⁴

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.¹⁵

¹³ 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”).

¹⁴ Among other things, the Commission’s public interest calculus takes into consideration the extent to which the transaction will accelerate the “deployment of advanced services” and “affect the quality of communications services or will result in the provision of new or additional services to consumers.” *AT&T-Dobson Order* at ¶ 12; *Alltel-Western Order*, 20 FCC Rcd at 13064-65; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21544.

¹⁵ 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.”).

The proposed transaction will not cause an aggregation of spectrum that would pose an anticompetitive risk because post-closing, neither AT&T, Horry, nor Comporium will exceed the Commission's existing initial spectrum "screen" as a result of this transaction.¹⁶

The proposed transaction will not reduce actual competition in any meaningful way in these markets. To the contrary, the transaction will "preserv[e] and enhance[e] competition."¹⁷ In fact, the proposed transaction will enhance competition by enabling Tide Mobility to be a more effective competitor, while preserving meaningful competition in these markets.

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."¹⁸ As shown in Exhibit 4, there will continue to be numerous licensed providers in these markets. As a result, this transaction "is unlikely to result in collusive behavior or create 'unilateral' market power" on the part of Tide Mobility.¹⁹

III. Conclusion

As demonstrated above, AT&T, Horry, and Comporium are well-qualified to form Tide Mobility and to acquire, control and/or make beneficial public use of the spectrum proposed to be assigned and/or leased 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.

¹⁶ 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.").

¹⁷ *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.

¹⁸ See *Sprint-Nextel Order*, 20 FCC Rcd at 13969.

¹⁹ See *id.*