

**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, Atlantic Telephone Membership Corporation ("Atlantic Telephone") and ATM Tide Acquisition Company, LLC ("ATM Tide") hereby request the Commission's consent to the partial assignment of international Section 214 authority (as it pertains to certain wireless customer accounts) from Atlantic Telephone to ATM Tide, ultimately to be held as a wholly owned subsidiary of New Cingular Wireless PSC, LLC ("New Cingular Wireless"), an indirect wholly owned subsidiary of AT&T Inc. ("AT&T"). As an interim step in the proposed two-step transaction, ATM Tide will be an indirect wholly owned subsidiary of Atlantic Telephone.¹ Following consummation of the proposed transaction, Atlantic Telephone will retain its international Section 214 authorization and does not seek to assign the entire authorization by this application.²

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

Assignor Information (Atlantic Telephone)

Contact Information

Atlantic Telephone Membership Corporation
620 Whiteville Road, N.W.
P.O. Box 3198
Shallotte, N.C. 28459
Telephone Number: (910) 754-4311
Facsimile: (910) 754-5499

with a copy to

Donald L. Herman, Jr.
Herman & Whiteaker, LLC

¹ By executing the "Assignor" portion of the foregoing application form, Atlantic Telephone 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, ATM Tide is certifying to the accuracy of the application and the appropriate required certifications as to the "Assignee" only. Since the Assignee, ATM 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 An application was filed for the assignment of wireless radio licenses held by Atlantic Seawinds Communications, LLC ("Atlantic"), Atlantic Telephone's wholly owned subsidiary. See File No. 0005955663.

3204 Tower Oaks Blvd.
Suite 180
Rockville, MD 20852
Tel: (202) 600-7273
Fax: (202) 706-6056
dee@hermanwhiteaker.com

International Section 214 Authority

Atlantic Telephone holds the international Section 214 authorization that is the subject of this application, File No. ITC-214-20000707-00386 (authorization to provide global resale services).

Assignee Information (ATM Tide)

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:

ATM Tide does not hold any international Section 214 authorizations.

Answer to Question 11 – Section 63.18(h)

Direct Ownership:

The following entity has a direct ten percent or greater direct ownership interest in ATM Tide:

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 ATM Tide:	100%

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 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.

Answer to Question 12 – Section 63.18(h)

ATM 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 persons listed below are officers or directors of one or more of the following: New Cingular Wireless PCS, LLC, AT&T NCWS Holdings Inc., New Cingular Wireless Services, Inc., 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.

Charles Bolton is President and Manager of SBC Long Distance, LLC, President and a Director of SBC Telecom, Inc., and President and Director of BellSouth Long Distance, Inc. George B. 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, and Vice President and Assistant Treasurer of AT&T Teleholdings, Inc. 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

⁴ América Móvil, S.A.B. de C.V., Annual Report (Form 20-F) at 15 (Apr. 30, 2013).

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.

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 and Assistant Vice President – Taxes of BellSouth Long Distance, Inc. 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 AT&T Teleholdings, Inc., SBC Long Distance, LLC and SBC Telecom, Inc., and Vice President - Taxes of BellSouth Long Distance, Inc. Lawrence J. Ruzicka is Senior Vice President – Tax of AT&T NCWS Holdings, Inc., AT&T Mobility Corporation, New Cingular Wireless Services, Inc., BellSouth Mobile Data, Inc., AT&T, Inc., and Vice President – Tax of SBC Long Distance, LLC, SBC Telecom, Inc., and Director for AT&T Global Network Services, Norge, LLC, AT&T Global Network Services International, Inc., and AT&T Global Network Services Venezuela, LLC. Jeffrey M. Chambers is Assistant Secretary of AT&T NCWS Holdings, Inc., AT&T Mobility Corporation, New Cingular Wireless Services, Inc., and Assistant Vice President – Taxes of AT&T Global Network Services, Norge LLC, AT&T Global Network Services International, Inc., and AT&T Global Network Services Venezuela, LLC.

Answer to Question 13 – Narrative of 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)

ATM 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. ATM Tide certifies that, through AT&T's controlling interest in ATM Tide, 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 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 Iletism 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), ATM Tide 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, ATM 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, ATM 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), ATM 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

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 Sept. 25, 2013).

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 ATM Tide will be affiliated with foreign carriers in destination markets, ATM 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).

EXHIBIT 1

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

Atlantic Seawinds Communications, LLC (“Atlantic”) 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 (1) the assignment of Broadband PCS call sign WPUJ347 and AWS-1 call sign WPUJ347 (the “Atlantic Licenses”)¹ from Atlantic to ATM Tide Acquisition Company, LLC (“ATM Tide”), and (2) the transfer of control of ATM Tide from Atlantic to New Cingular. This application has been styled as an “assignment” application, but it seeks authority to simultaneously consummate both steps of this transaction.² The Atlantic Licenses are described in more detail in Exhibit 2.

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

The Atlantic Licenses are not subject to unjust enrichment or transfer restrictions. And, as described in more detail below and in Exhibit 3, no spectrum aggregation concerns are raised by this proposed assignment. Accordingly, and as described in more detail below, 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 (the “Act”), a license may be transferred or assigned where the Commission finds “that the public interest, convenience and necessity will be served thereby.”³ This standard involves a balancing process

¹ Because this assignment will involve the transition of customers, in addition to the filing of the instant FCC Form 603, Atlantic and ATM Tide are filing an application for consent to the partial assignment of Atlantic’s International Section 214 authorization.

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. 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.

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*

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, AT&T will be able to augment its network capacity in order to enhance the scope and depth of services it offers in the affected market.⁵

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.⁶ The qualifications of AT&T 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 transaction.⁸ Therefore, there is no question that AT&T possesses the qualifications required to acquire the Atlantic 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

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.

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.”).

Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise,⁹ do not require extensive review and expenditure of considerable resources by the Commission.¹⁰ 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. 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

Specifically, the additional spectrum will enable AT&T to enter markets where it does not provide facilities-based service and facilitate the provision of additional products and services to the public in the geographic areas authorized under the Atlantic Licenses.¹² The additional spectrum will be used to deploy AT&T's 4G network using LTE technology, and, in addition to other authorizations it holds, will increase network capacity to the benefit of all AT&T subscribers.¹³ It will also facilitate AT&T's continued deployment of EDGE and HSDPA/UMTS technologies throughout North Carolina.

⁹ 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").

¹⁰ See *Ameritech/SBC*, 14 FCC Rcd at 14740-42.

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 Celco 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").

¹² 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.

¹³ AT&T currently holds a Lower 700 MHz C block license for the Wilmington, NC CMA. The Commission has previously concluded that, in the absence of competitive harm, the acquisition of additional 700 MHz spectrum by AT&T serves the public interest by enabling AT&T to achieve greater efficiencies, enhance existing services, accommodate growth, and facilitate the provision of additional products and services to the public. See *AT&T/D&E Order* at ¶ 8. See also *Application of AT&T Mobility Spectrum LLC and BTA Ventures II, Inc. For Consent To Assign Lower 700 MHz B Block Authorization Call Sign WQJQ779*, Order, DA 12-234, ¶ 8 (2012).

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.¹⁴

In particular, 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. As such, no additional review of this transaction for competitive harm from a spectrum aggregation standpoint is called for.¹⁵

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.”¹⁶ In fact, the proposed transaction will enhance competition by enabling 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

¹⁴ 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.”).

¹⁵ *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.

¹⁶ *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.

the capacity to add subscribers and the ability to add capacity.”¹⁷ As shown in Exhibit 4, there will continue to be numerous licensed providers (including AT&T) in the affected counties. As a result, this transaction “is unlikely to result in collusive behavior or create ‘unilateral’ market power” on the part of the assignee.¹⁸

C. Subscriber Transition

As noted above, this transaction involves the transition of subscribers from Atlantic to ATM Tide, an entity controlled by AT&T. AT&T expects to create rate plans that will be substantially similar to the existing rate plans for the vast majority of transitioned subscribers. Subscribers on rate plans that are substantially similar to existing rate plans will be able to remain on those plans for the duration of their existing contracts. Subscribers for whom substantially similar rate plans cannot be created will be able to choose a different rate plan offered by AT&T or they will be able to terminate service with no early termination fee.

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.

¹⁷ See *Sprint-Nextel Order*, 20 FCC Rcd at 13969.

¹⁸ See *id.*