

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

FCC/MELLON
SUNTRUST
SunTrust Bank

AUG 03 2000

102433
102432
65-270
550

ARNOLD & PORTER

555 Twelfth Street, N.W.
Washington, D.C. 20004-1202

Date August 3, 2000

PAY SEVEN HUNDRED EIGHTY & NO/100

DOLLARS \$ 780.00

CDA Number 200564367

FCC

ARNOLD & PORTER

PAY TO THE ORDER OF

⑈ 102432⑈ ⑆ 055002707⑆ 206875479⑈

Siobhán Spalding

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Telecom Division
International Bureau

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Telecom
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PHILIP W. HORTON
(202) 942-5787
INTERNET: Philip_Horton@qporter.com

August 3, 2000

Federal Communications Commission
International Bureau - Telecommunications
P. O. Box 358115
Pittsburgh, PA 15251-5115

Re: Application of SBC Communications Inc. and A&T Wireless PCS, LLC
for Authority, Pursuant to Section 214 of the Communications Act of
1934, as Amended, to Transfer Control of the International Section 214
Authorization Applied for by Eclipse PCS of Indianapolis, LLC

Dear Sir/Madam:

Enclosed for filing please find an original and five copies of the application of SBC Communications Inc, AT&T Wireless PCS, LLC, and Eclipse PCS of Indianapolis, LLC for authority pursuant to Section 214 of the Communications Act, 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, to transfer control of an application for international Section 214 authorization. Also enclosed is a check payable to the Federal Communications Commission in the amount of \$780.00 for the prescribed filing fee.

Please note that the applicants are requesting streamlined processing of this Section 214 application, pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12.

As indicated in the application, please direct questions or correspondence concerning SBC Communications Inc. and Eclipse PCS of Indianapolis, LLC's portions of this application to:

ARNOLD & PORTER

Federal Communications Commission

August 3, 2000

Page 2

Wayne Watts
Vice President and Assistant General Counsel
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3257 (facsimile)

Please direct questions or correspondence concerning AT&T Wireless PCS, LLC's portion of this application to:

Douglas I. Brandon
Vice President
AT&T Wireless Services, Inc.
1150 Connecticut Avenue, NW
4th Floor
Washington, DC 20036
(202) 223-9222 (voice)
(202) 223-9095 (facsimile)

Thank you for your assistance.

Sincerely,



Philip W. Horton

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 1

(1) LOCKBOX # 385115

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) (3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
 AIRNOLD & POKRTER 7810.1010

(4) STREET ADDRESS LINE NO. 1
 555 TWENTY FIFTH STREET N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY
 WASHINGTON

(7) STATE (8) ZIP CODE
 D C 201014

(9) DAYTIME TELEPHONE NUMBER (include area code) (10) COUNTRY CODE (if not in U.S.A.)
 202942-5520 111

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN) (12) PAYER (TIN)
 530208605

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION C FOR EACH SERVICE. IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME
 SBC COMMUNICATIONS INC

(14) STREET ADDRESS LINE NO. 1
 175 EAST HOUSTON

(15) STREET ADDRESS LINE NO. 2

(16) CITY
 SAN ANTONIO

(17) STATE (18) ZIP CODE
 TX 78205

(19) DAYTIME TELEPHONE NUMBER (include area code) (20) COUNTRY CODE (if not in U.S.A.)
 210351-3476 111

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) (22) APPLICANT (TIN)
 431301833

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY
 C U T 1

(26A) FEE DUE FOR (PTC) (27A) TOTAL FEE (28A) FCC CODE 1 (29A) FCC CODE 2
 780.00 780.00

(26B) FEE DUE FOR (PTC) (27B) TOTAL FEE (28B) FCC CODE 1 (29B) FCC CODE 2

(23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT
 I, MATY M. DIXON, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE Maty M. Dixon DATE 8/3/00

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31) MASTERCARD
 MASTERCARD/VISA ACCOUNT NUMBER: _____

VISA
 I hereby authorize the FCC to change my VISA or MASTERCARD for the service(s)/authorization herein described.
 SIGNATURE _____ DATE _____

EXPIRATION _____

In support of this application, the Applicants submit the following information.

I. INTRODUCTION AND DESCRIPTION OF THE PARTIES AND TRANSACTION

Eclipse has applied for international Section 214 authority to provide global international resale services between the contiguous United States, Hawaii, the Commonwealth of Puerto Rico (“Puerto Rico”) and the United States Virgin Islands and all international points.¹ The transfer of the authorization for Section 214 authority applied for by Eclipse is part of a transaction in which SBC is transferring control of its PCS system, the Indianapolis MTA.² This transaction will allow AWP, one of the nation’s leading CMRS providers, to obtain additional spectrum and to expand its cellular footprint to better serve its customers. The Applicants, the transaction into which they propose to enter, and the application for international Section 214 authorization to be transferred, are summarized below. As demonstrated herein, the proposed transfer of control will serve the public interest, convenience and necessity.

A. The Parties

AWP’s principal businesses consist of providing CMRS and other telecommunications services throughout the United States. AWP is a wholly owned subsidiary of AT&T Corporation (“AT&T”). AT&T has foreign affiliations within the

¹ This application for international Section 214 authorization was filed with the Commission on July 20, 2000.

² An application to transfer control of the Title III license is being filed concurrently with this Application.

meaning of Section 63.09(e) of the Commission's Rules³ with carriers in Canada, Chile, El Salvador, Guatemala, Japan, Mexico, the Netherlands, the Philippines and the United Kingdom ("UK"). AWP operates under the blanket international Section 214 authority of AT&T.

SBC's principal businesses consist of local exchange, wireless and directory publishing services provided by operating subsidiaries of SBC. SBC has foreign affiliations within the meaning of Section 63.09(e) of the Commission's Rules⁴ with carriers in South Africa, Switzerland, Hungary, Norway, the Netherlands, Denmark, Germany, Canada, Lithuania and Belgium. SBC's subsidiaries hold a number of international Section 214 authorizations, which are described more fully below.

B. The Transaction

SBC and AWP have entered into an agreement under which SBC will transfer control of Eclipse to AWP. Following consummation of the transaction, Eclipse will be controlled by AWP. The proposed transaction is described in detail in Exhibit 1.

II. PUBLIC INTEREST CONSIDERATIONS

The Applicants believe that the proposed transfer of control will serve the public interest, convenience and necessity. As described fully in Exhibit 1, the proposed transaction will plainly result in public interest benefits and will not trigger anti-competitive

³ 47 C.F.R. § 63.09(e).

⁴ Id.

effects in any market. Moreover, AWP is highly qualified to be in ultimate control of this application for authorization. The transfer of control of the international Section 214 authorization applied for by Eclipse is incidental to this larger transaction. Nevertheless, grant of the instant application is essential to preserve international calling capabilities in the affected markets upon transfer. Failure to grant this request would not only deprive customers in these markets of critical calling capabilities on which they have come to rely, but it would also reduce the ability of these systems to compete fully and fairly in the communications marketplace.

Because the proposed transfer of control is in the public interest, convenience and necessity and otherwise complies with applicable law and regulations, the Applicants respectfully request that the Commission grant this Application expeditiously.

III. OTHER INFORMATION PROVIDED PURSUANT TO SECTION 63.18 OF THE COMMISSION'S RULES

The Applicants hereby submit the information required under Section 63.18 of the Commission's Rules, 47 C.F.R. §§ 63.18(a)-(p), and in support of the Applicants' request. The information set forth below is labeled according to the corresponding rule section to which it is responsive.

Section 63.18(a) Identifying Information. The names, addresses and telephone numbers of the Applicants are:

SBC Communications Inc.
175 E. Houston Street
San Antonio, TX 78205
210-351-3476

AT&T Wireless PCS, LLC
1150 Connecticut Avenue, NW
4th Floor
Washington, DC 20036
202-223-9222

Eclipse PCS of Indianapolis, LLC
17330 Preston Road
Suite 100A
Dallas, TX 75252
(972)733-2092

Section 63.18 (b) State of Organization. SBC is a corporation organized under the laws of the State of Delaware. AWP is a limited liability company organized under the laws of the State of Delaware.

Section 63.18 (c) Contact Information. All correspondence concerning this application should be addressed to:

For SBC and Eclipse:

Wayne Watts
V.P. & Assistant General Counsel
SBC Communications Inc.
175 E. Houston Street
San Antonio, TX 78205

210-351-3476 (voice)
210-351-3257 (facsimile)

with a copy to

Philip Horton
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004

(202) 942-5787 (voice)
(202) 942-5999 (facsimile)

For AWP:

Douglas I. Brandon
Vice President
AT&T Wireless Services, Inc.
1150 Connecticut Avenue, NW
4th Floor
Washington, DC 20036
(202) 223-9222 (voice)
(202) 223-9095 (facsimile)

with a copy to

David C. Jatlow, Esq.
Young & Jatlow
1150 Connecticut Avenue, NW
4th Floor
Washington, DC 20036
(202) 416-6540 (voice)
(202) 416-6539 (facsimile)

Section 63.18(d) Existing Authorizations.

1. AWP, a wholly owned subsidiary of AT&T, operates under the blanket authority of AT&T to provide international services. AT&T is authorized to provide international basic switched, private line, data, television and business services. AT&T holds the following authorizations:
 - a. AT&T Corporation, ITC-96-467 (authorization to provide global facilities-based services).
 - b. AT&T Corporation, ITC-95-558 (authorization to lease and operate satellite voice-grade bearer circuits to all overseas points).
2. SBC's subsidiaries and affiliates currently hold the following international Section 214 authorizations to provide both resold and facilities-based switched (voice and data) and private line international services:

- a. Ameritech Mobile Communications, Inc., FCC File No. ITC-214-19960418-00152 (public notice of approval, Report No. I-8180, DA 96-933, June 13, 1996; effective June 10, 1996).⁵
- b. CCPR Services, Inc., FCC File No. ITC-94-100 (public notice of approval, Report No. I-6941, March 16, 1994; effective March 13, 1994).⁶
- c. USVI Cellular Telephone Corporation, FCC File No. ITC-93-128 (public notice of approval, Report No. I-6796, May 12, 1993; effective May 8, 1993).⁷
- d. Southwestern Bell Communications Services-Massachusetts, Inc., FCC File No. ITC-96-496 (Oct. 25, 1996) (public notice of approval, DA 96-1796, Oct. 31, 1996; effective Oct. 25, 1996).
- e. Southwestern Bell Communications Services-Maryland, Inc., FCC File No. ITC-96-498 (public notice of approval, DA 96-1796, Oct. 31, 1996; effective Oct. 25, 1996).

⁵ This international section 214 authorization is the subject of a pending transfer of control application filed with the Commission on May 4, 2000, to transfer control of this authorization to Alloy LLC, a joint venture between SBC and BellSouth Corporation.

⁶ This international section 214 authorization is the subject of a pending transfer of control application filed with the Commission on May 4, 2000, to transfer control of this authorization to Alloy LLC, a joint venture between SBC and BellSouth Corporation.

⁷ This international section 214 authorization is the subject of a pending transfer of control application filed with the Commission on May 4, 2000, to transfer control of this authorization to Alloy LLC, a joint venture between SBC and BellSouth Corporation.

- f. Southwestern Bell Communications Services-New York, Inc., FCC File No. ITC-96-499 (public notice of approval, DA 96-1796, Oct. 31, 1996; effective Oct. 25, 1996).
- g. Southwestern Bell Communications Services-Illinois, Inc., FCC File No. ITC-96-500 (Oct. 25, 1996) (public notice of approval, DA 96-1796, Oct. 31, 1996; effective Oct. 25, 1996).
- h. Southwestern Bell Communications Services, Inc., FCC File No. ITC-96-497 (public notice of approval, DA 96-1796, Oct. 31, 1996; effective Oct. 25, 1996).
- i. Southwestern Bell Communications Services, Inc., FCC File No. ITC-214-19971108-00689 (public notice, DA 99-1613, released August 13, 1999).
- j. Pacific Bell Communications, FCC File No. ITC-96-689 (public notice of approval, DA 97-327, Feb. 13, 1997; effective Feb. 7, 1997).
- k. SBC Global Communications, Inc., FCC File No. ITC-96-692 (order, authorization and certificate, DA 97-1928, Sept. 9, 1997; effective Sept. 5, 1997).
- l. SNET America, Inc., FCC File Nos. ITC-93-256 (public notice of approval, Report No. I-6858, Sept. 15, 1993), ITC-95-145 (public notice of approval, Report No. I-8030, Mar. 22, 1995; effective Mar. 17, 1995) and ITC-96-172 (public notice of approval, Report No. I-8171, DA 96-668, May 2, 1996; effective Apr. 26, 1996).

- m. SNET Diversified Group, Inc., FCC File No. ITC-96-538 (public notice of approval, Report No. I-8218, DA 96-1988, Nov. 27, 1996; effective Nov. 22, 1996).
- n. Ameritech Communications, Inc., FCC File No. ITC-96-272 (order, authorization and certificate, DA 96-1169, 11 FCC Rcd. 8685, July 24, 1996; effective July 19, 1996; memorandum, opinion and order removing interim separation safeguards, DA 97-1662, 12 FCC Rcd. 11654, August 4, 1997).
- o. Ameritech Communications, Inc., FCC File No. ITC-96-441 (public notice of approval, Report No. I-8202, DA 96-1551, Sept. 19, 1996; effective Sept. 13, 1996).
- p. Ameritech Communications, Inc., FCC File No. ITC-97-289 (public notice of approval, Report No. I-8251, DA 97-1442, July 10, 1997; effective July 9, 1997).
- q. Southwestern Bell Communications Services, Inc., FCC file No. ITC-214-20000301-00125 (public notice of approval, Report No. TEL-00212, DA 00-768, April 6, 2000; effective March 31, 2000).
- r. Southwestern Bell Communications Services, Inc. FCC file No. ITC-214-20000127-00027 (public notice of approval, DA 00-1474, June 30, 2000, effective June 30, 2000).
- s. Pacific Telesis Mobile Services, FCC file No. ITC-214-20000516-00368 (public notice of approval, DA 00-1614, July 20, 200, effective July 14, 2000).

- t. SNET Mobility, Inc., FCC file No. ITC-214-20000516-00367 (public notice of approval, DA 00-1614, July 20, 2000, effective July 14, 2000).
3. SBC's subsidiaries and affiliates have applied for the following international Section 214 authorizations to provide global international resale services:
 - a. SNET Cellular, Inc. has an application pending before the Commission requesting authority to provide global international resale services. This application was filed on May 16, 2000.
 - b. SBC Wireless, Inc. has an application pending before the Commission requesting authority to provide global international resale services. This application was filed on May 16, 2000.
 - c. Radiofone, Inc. has an application pending before the Commission requesting authority to provide global international resale services. FCC File No. ITC-214-20000516-00426. This application was filed on May 16, 2000.
 - d. Baton Rouge Cellular Telephone Company has an application pending before the Commission requesting authority to provide global international resale services. FCC File No. ITC-214-20000721-00427. This application was filed on July 21, 2000.
 - e. Houma-Thibodaux Cellular Partnership has an application pending before the Commission requesting authority to provide global international resale services. FCC File No. ITC-214-20000721-00430. This application was filed on July 21, 2000.

f. Ameritech Wireless Communications, Inc. has an application pending before the Commission requesting authority to provide global international resale services. FCC File No. ITC-214-2000720-00425. This application was filed on July 20, 2000.

g. Eclipse PCS of Indianapolis, LLC has an application pending before the Commission requesting authority to provide global international resale services. FCC File No. ITC-214-20000720-00424. That application was filed on July 20, 2000 and is the subject of this Application.

Section 63.18(e) Authority Requested. AWP is applying for authority under Section 63.18(e)(3), 47 C.F.R. § 63.18(e) of the Commission's Rules, to transfer control of a common carrier (Eclipse PCS of Indianapolis, LLC) who has applied for international Section 214 authority to provide global international resale services.

Section 63.18(f) Separate Applications. No response required.

Section 63.18(g) Categorical Exclusion of Facilities-Based Operations. The Applicants are not seeking facilities-based authority under Section 63.18(e)(4) of the Commission's Rules. 47 C.F.R. § 63.18(e)(4). Therefore, and in accord with Section 63.18(e)(3), Section 63.18(g) requires no response from the Applicants.⁸

⁸ See 47 C.F.R. §§ 63.18(e)(3) & 63.18(g).

Section 63.18(h) Transferee Ownership.

AWP is a single-member Delaware limited liability company whose sole member is

AT&T. No entity holds more than 10% of the common stock of AT&T.

Section 63.18(i) Foreign Carrier Affiliations.

AWP is a wholly owned subsidiary of AT&T. AT&T has affiliations with the

following foreign carriers in the following countries:

1. Canada: AT&T Canada Corp.
AT&T Canada Telecom Service Company
2. Chile: AT&T Chile
3. El Salvador: AT&T Communications Services El Salvador S.A. de C.V.
4. Guatemala: VLT Guatemala, S.A.
5. Japan: Concert Japan Y.K.
6. Mexico: Alestra S. de R.L. de C.V.
7. Netherlands: VLT Nederland B.V.
8. Philippines: Subic Telecommunications Company, Inc.
9. UK: Concert Communications Company

Section 63.18(j) Destination Markets.

AWP certifies that it seeks to provide international telecommunications services to

the following countries in which an entity that owns more than 25 percent of AWP, or that controls AWP, controls a foreign carrier:

1. Chile: AT&T Chile
2. El Salvador: AT&T Communications Services El Salvador S.A. de C.V.

3. Guatemala: VLT Guatemala, S.A.
4. Japan: Concert Japan Y.K.
5. Netherlands: VLT Nederland B.V.
6. UK: Concert Communications Company

Section 63.18(k) WTO Membership/Market Power.

All of the destination countries listed in Section (j) above are members of the World Trade Organization.

Section 63.18(l) International Switched Resale Condition

AWP and AT&T qualify for a presumption of non-dominance on all affiliated routes and therefore satisfy Section 63.10.

Section 63.18(m) Non-Dominant Treatment.

AWP and AT&T certify that they qualify for a presumption of non-dominance on all affiliated routes pursuant to Section 63.10 because all foreign affiliates have less than 50 percent market share in the international transport and local access markets in their home countries and therefore lack any market power.

Section 63.18(n) Special Concessions Certification. AWP hereby certifies that it

has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Section 63.18(o) Anti-Drug Abuse Act Certification. AWP is not subject to a denial

of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. Attached

hereto is a certification, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862), of AWP.

Section 63.18(p) Streamlining. The Applicants request streamlined processing of this application.

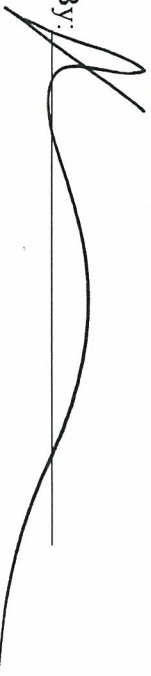
I. CONCLUSION

In view of the foregoing, the Applicants respectfully request the Commission to grant this application.

Respectfully submitted,

AT&T WIRELESS PCS, LLC

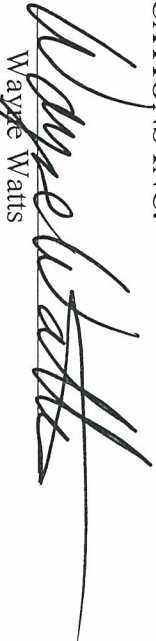
By:

A handwritten signature in black ink, consisting of a large, stylized initial 'R' followed by a long, sweeping horizontal line that ends in a small upward curve.

DATE: 8/3/00

SBC COMMUNICATIONS INC.

By:

A handwritten signature in black ink, appearing to read "Wayne Watts", written over a horizontal line.

Wayne Watts

DATE: 8/3/00

**CERTIFICATION PURSUANT TO
SECTIONS 1.2001-1.2003 OF THE COMMISSION'S RULES**

Pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, AT&T Wireless PCS, LLC hereby certifies that neither it, nor any of its officers or directors, nor any of the shareholders holding 5 percent or more of the outstanding stock or shares (voting and/or non-voting) of AT&T Wireless PCS, LLC is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

AT&T WIRELESS PCS, LLC

By: 

DATE: 8/3/00

**DESCRIPTION OF TRANSACTION, PUBLIC INTEREST
SHOWING AND RELATED DEMONSTRATIONS**

I. INTRODUCTION

These applications seek Commission approval for the transfer of control of certain FCC authorizations controlled by SBC Communications Inc. (“SBC”) to AT&T Wireless PCS, LLC (“AWP”).¹ SBC has entered into the transaction that is the subject of these applications in order to resolve spectrum cap issues raised by its pending wireless joint venture with BellSouth Corporation (“BellSouth”).² The applications relate to PCS services in the Indianapolis, Indiana MTA, as well as international services under Section 214 of the Communications Act.³

This transaction has two major procompetitive benefits. First, the transaction will cure spectrum cap problems arising from the SBC/BellSouth joint venture, thus allowing that transaction to go forward and bringing about the public interest benefits that were described in the transfer applications filed by SBC and BellSouth. Second, it will provide AT&T, a leading CMRS provider, additional spectrum and expansion of its CMRS footprint. The Commission has repeatedly found that the expansion of CMRS systems brings benefits to consumers and is procompetitive, and these transactions will lead to the

¹ SBC and AWP, together with their affiliates that are involved in this transaction, will be collectively referred to herein as the “Applicants.”

² SBC and BellSouth filed transfer of control and assignment applications to transfer certain CMRS entities to a joint venture, Alloy LLC, on May 4, 2000.

³ Concurrently, the Applicants and a third party, Indiana Acquisition, L.L.C., have filed applications to swap 10 MHz licenses in the MTA. See ULS File Numbers 0000200115, 0000200155, 0000200157 & 0000200199. The Applicants request simultaneous processing of all of these applications.

same benefits that the Commission has acknowledged in approving similar transactions in the past. Accordingly, the Commission should approve these applications expeditiously.

II. THE PROPOSED TRANSACTION

On July 22, 2000, SBC and AWP (and certain of their affiliates) entered into a “Purchase Agreement,”⁴ pursuant to which SBC will transfer control to AWP of its 20 MHz B Block PCS license (held by Eclipse PCS of Indianapolis, LLC) (“Eclipse”) for the Indianapolis MTA, as well as an international Section 214 application.⁵ The identity of the licensee will not change, but AWP will control and become the parent company of Eclipse. AWP will also acquire all of the facilities and customers that SBC has in the MTA.

As a result of the proposed transaction, AWP will have 30 MHz of PCS spectrum in eight BTAs in the Indianapolis MTA, 40 in two others and 20 in the remaining BTA.⁶

However, its only operational spectrum will be the Eclipse spectrum it will receive

⁴ The parties to the Purchase Agreement are SBC, its subsidiary, Ameritech Wireless Communications, Inc. (“Ameritech Wireless”), AT&T Wireless Services, Inc. and its affiliate AWP.

⁵ Until recently, Ameritech Wireless held the 30 MHz B Block license for the Indianapolis, Indiana MTA. On July 24, 2000, however, that license was disaggregated into one 20 MHz license and one 10 MHz license. See ULS File No. 0000195759. The 20 MHz portion was assigned, as will be all of Ameritech Wireless’s facilities and customers in this MTA, to Eclipse, which is a newly created limited liability company that is wholly owned by Ameritech Wireless. The remaining 10 MHz of spectrum, which is not currently being used to provide service to the public, was retained by Ameritech Wireless.

⁶ AWP currently has a single 10 MHz license in eight BTAs and two 10 MHz licenses in two BTAs.

through this transfer. SBC will control 10 MHz of spectrum throughout the MTA, which it plans to contribute to the SBC/BellSouth joint venture.

III. DESCRIPTION OF THE APPLICANTS AND THEIR EXISTING BUSINESS

A. SBC

SBC is a holding company whose affiliates provide wireline and wireless voice and data communications, paging, high-speed Internet access and messaging, cable and satellite television, security services and telecommunications equipment, as well as directory advertising and publishing services. In the United States, SBC's affiliates currently serve over 90 million voice grade equivalent lines, and SBC's CMRS affiliates provide cellular and PCS service to a population of 120 million persons, both within the 13 states where SBC's affiliates are incumbent local exchange carriers and elsewhere. SBC's CMRS affiliates currently serve approximately 11.2 million cellular and PCS customers.

B. AWP

AWP is one of the largest wireless service providers in the United States. It offers a variety of services for both voice and data communications. It is a subsidiary of AT&T Corp. ("AT&T"). AT&T is one of the world's communications leaders, providing voice, data and video communications services to large and small businesses, consumers and government entities. AT&T and its subsidiaries furnish domestic and international long distance, regional, local and wireless communications services, cable television and Internet communications services.

IV. PUBLIC INTEREST STATEMENT

A. The Standard of Review

To approve the transfer of control of the FCC authorizations at issue, the Commission must find that the transaction is consistent with the public interest, convenience and necessity. See 47 U.S.C. § 310(d). In making that finding, the Commission will consider (i) whether the transaction will yield affirmative public interest benefits and (ii) whether the transaction will violate or interfere with the objectives of the Communications Act or the Commission’s rules, by reducing competition or otherwise.⁷ In addition, the Commission must determine whether AWP is qualified to control the FCC authorizations in question.⁸

Many transfer applications on their face show that a transaction will yield affirmative public interest benefits and will not violate the Communications Act or Commission rules, nor frustrate or undermine its policies and enforcement of the Communications Act by reducing competition or otherwise.⁹ Such applications do not require extensive review and expenditures of considerable resources by the Commission

⁷ In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Order and Opinion, 14 FCC Rcd. 14712 ¶ 48 (1999) (“SBC/Ameritech”).

⁸ Id. ¶ 568; In re Applications of Comcast Cellular Holdings. Co. and SBC Communications Inc., Memorandum Opinion and Order, 14 FCC Rcd. 10604 ¶ 4 (WTB 1999) (“SBC/Comcast”); In re Applications of Southern New England Telecommunications Corp. and SBC Communications Inc., Memorandum Opinion and Order, 13 FCC Rcd. 21292 ¶ 26 (1998) (“SBC/SNET”).

⁹ See SBC/Ameritech ¶ 54; In re Applications of Tele-Communications, Inc. and AT&T Corp., Memorandum Opinion and Order, 14 FCC Rcd. 3160 ¶ 16 (1999) (citing In re Applications of Bourbouse Tel. Co. and Fidelity Tel. Co., Memorandum Opinion and Order, 14 FCC Rcd. 803 (1998)) (“AT&T/TCF”).

and interested parties.¹⁰ This is such a transaction, and the Commission should approve the transfer applications expeditiously.¹¹

B. The Transactions Are Consistent with the Public Interest, Convenience and Necessity

The Commission should unconditionally approve the transfer of control described above because:

- The transaction will yield affirmative public interest benefits in the CMRS market – benefits that the Commission has repeatedly recognized in approving similar transactions;
- The transaction will not violate the Communications Act or Commission rules, nor frustrate or undermine its policies and enforcement of the Communications Act, either by harming competition or otherwise; and
- AWP is clearly qualified to control the authorizations.

1. Public Interest Benefits

This transaction will enhance CMRS service. Consumers will benefit because AWP (by itself and with other AT&T affiliates) will be able to extend its wireless

¹⁰ See SBC/Ameritech ¶ 54.

¹¹ The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anticompetitive effects. The Commission stated in SBC/SNET ¶ 45, that, in the absence of anticompetitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, “[a] *demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval*, provided that no foreseeable adverse consequences will result from the transfer.” In re Applications of Pacific Telesis Group and SBC Communications Inc., Memorandum Opinion and Order, 12 FCC Rcd. 2624 ¶ 2 (1997) (“SBC/Telesis”) (emphasis added).

footprint and to offer new services, such as, for example, AT&T's national rate plan, to consumers. These changes will promote competition among CMRS service providers, as the Commission has repeatedly recognized in approving mergers or transfers allowing for larger CMRS systems.¹² Moreover, consumers will enjoy additional benefits beyond those that flow from a larger calling scope because AWP and its affiliates will be able to offer consistency of advanced features that can be designed and operated to minimize costs and maximize efficiencies. Finally, this transfer will give AWP access to enough spectrum in the covered market to provide a wider range of voice and data services, which will clearly benefit consumers.

In addition, the transfer of SBC's 20 MHz PCS authorization in the Indianapolis MTA will serve the public interest because it will allow the consummation of the CMRS joint venture between SBC and BellSouth. For the reasons set forth in the transfer applications for that venture, it will bring about a number of significant public interest benefits. Accordingly, the transaction with AWP will serve the public interest by facilitating the joint venture.

These are the types of public benefits that the Commission relied on in approving other CMRS mergers.¹³ The same result is appropriate here.

¹² SBC/Comcast ¶ 10; In re Applications of Vanguard Cellular Sys. Inc. and Winston, Inc., Memorandum Opinion and Order, 14 FCC Rcd. 3844 ¶ 23 (WTB 1999) (“Winston/Vanguard”); In re Application of 360 Communications Co. and ALLTEL Corp., Memorandum Opinion and Order, 14 FCC Rcd. 2005 ¶ 41 (WTB 1998); SBC/SNET ¶¶ 44-45; In re Application of Bell Atlantic Mobile Sys. Inc. and Nynex Mobile Communications Co., 10 FCC Rcd. 13368 ¶¶ 44-48 (WTB 1995).

¹³ E.g., SBC/SNET ¶¶ 44-45; SBC/Comcast ¶ 10.

2. No Anticompetitive Effects

The proposed transaction will not violate the Communications Act or the Commission's Rules, nor frustrate or undermine its policies and enforcement of the Communications Act. In particular, the transaction raises no anticompetitive issues and thus is fully consistent with the procompetitive and deregulatory policies of the Communications Act.

Indeed, for the reasons discussed above, the transaction will be procompetitive. At present, AWP has only 10 MHz of spectrum in eight of the BTAs in the Indianapolis MTA, and none in two others; none of that spectrum is yet in service. After the transaction, AWP will not only substantially increase its spectrum holdings, allowing it to be a more effective competitor, but it will immediately become an actual competitor, rather than a potential competitor possessing only raw spectrum, since it will obtain SBC's facilities and customers. AWP will also increase the geographic footprint of its CMRS licenses by obtaining spectrum in two BTAs in the Indianapolis MTA in which it currently has no license. SBC and BellSouth, in turn, will not only remain in the market; they will become the sixth national wireless carrier.¹⁴ Thus, these transactions will enhance competition.

¹⁴ In addition, there are a number of other significant competitors within the MTA. For example, Verizon is the B Band cellular licensee throughout the Indianapolis MTA, while Sprint holds the A Block PCS license in the MTA. VoiceStream also controls a number of 10 MHz PCS licenses within the MTA, as does its joint venture with Cook Inlet.

3. AWP's Qualifications

There can be no question as to AWP's qualifications. The qualifications of AWP, which – with its affiliates – is among the nation's leading CMRS carriers, are well known to the Commission, which has repeatedly found that it is qualified to control the types of authorizations at issue here.¹⁵

V. RELATED GOVERNMENT FILINGS

In addition to this filing, the Applicants are taking steps to obtain other government approvals necessary to consummate the transfer. Specifically, as part of its review of the proposed SBC/BellSouth joint venture, the Department of Justice will review the transfer of Eclipse's 20 MHz PCS license to AT&T.

VI. ADDITIONAL AUTHORIZATIONS

In addition to seeking the Commission's approval of the transfer of control of the FCC authorizations covered in these applications, the Applicants are also requesting the additional authorizations described below.

A. After-Acquired Authorizations

While the lists of authorizations specified in the applications for approval of the transfers of control are intended to be complete, the Applicants may have on file, and may file for, additional authorizations for new or modified facilities, some of which may

¹⁵ See, e.g., In re Applications of MediaOne Group, Inc. and AT&T Corp., Memorandum Opinion and Order, 15 FCC Rcd. 9816 (2000) (approving the transfer of control over Commission authorizations to AT&T); Winston/Vanguard ¶ 3 & n.7 (stating “we find the transferee to be duly qualified” and noting that “the Commission ha[d] recently approved AT&T's licensee qualifications” (citing AT&T/TCI)). More particularly, the Commission has approved AWP's qualifications to hold over 200 broadband PCS licenses. See, e.g., File Nos. 00050CW195 et seq. and 0000030525.

be granted during the pendency of these transfer of control applications. Accordingly, the Applicants request that the grant of the applications include authority for them to acquire control of the following items:

- (1) any authorization issued to the Applicants during the Commission's consideration of the applications and the period required for consummation of the transaction following approval;
- (2) construction permits held by such licensees that mature into licenses after closing and that may not have been included in the applications; and
- (3) applications that will have been filed by such licensees and that are pending at the time of consummation of the transaction.

Such action would be consistent with prior decisions of the Commission.¹⁶

B. Blanket Exemptions to Cut-Off Rules

The public notice announcing this transaction will provide adequate notice to the public with respect to such licenses, including any for which license modifications are now pending. Therefore, no waiver needs to be sought from Sections 1.927(h) and 1.929(a)(2) of the Commission's rules to provide a blanket exemption from any applicable cut-off rules in cases where the Applicants file amendments to pending applications to reflect the consummation of the proposed transfer of control.¹⁷

¹⁶ See, e.g., SBC/SNET ¶ 49; SBC/Telesis ¶ 93; In re Applications of Craig O. McCaw and American Tel. & Tel. Co., Memorandum Opinion and Order, 9 FCC Rcd. 5836 ¶ 137 n.300 (1994), aff'd sub nom. SBC Communications Inc. v. FCC, 56 F.3d 1484 (D.C. Cir. 1995), recons. in part, 10 FCC Rcd. 11786 (1995).

¹⁷ See In re Applications of Ameritech Corp. and GTE Consumer Services Inc., Memorandum Opinion and Order, 15 FCC Rcd. 6667 ¶ 2 n.6 (WTB 1999); SBC/Comcast ¶ 2 n.3.

VII. CONCLUSION

For the foregoing reasons, the Commission should conclude that this transaction serves the public interest, convenience and necessity, and should grant the applications expeditiously.