

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: _____

REMITTANCE ADVICE (Continuation Sheet)

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0589
Page No. of

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME A T & T W I R E L E S S S E R V I C E S O F S A N A N T O I N I O I , I N C .									
(14) STREET ADDRESS LINE NO. 1 D D U Q I A S I .					(14) STREET ADDRESS LINE NO. 2 B R A N D O N , V I C E P R E S I D E N T				
(15) STREET ADDRESS LINE NO. 1 1 1 5 0 C O N N E C T I C U T					(15) STREET ADDRESS LINE NO. 2 A V E N U E N W , 1 4 t h F L O O R				
(16) CITY W A S H I N G T O N					(17) STATE D C				
(19) DAYTIME TELEPHONE NUMBER (include area code) 2 0 2 2 2 3 9 2 2 2					(20) COUNTRY CODE (if not in U.S.A.) 				

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

(21) APPLICANT (FRN)	(22) APPLICANT (TIN)
	0 4 2 9 2 9 9 7 2

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
JOSEPH J. SIMONS, TRUSTEE) File No. ITC-214-_____
)
Application for Authority)
To Transfer Control of International)
Section 214 Authority Pursuant to)
Section 214 of the Communications)
Act of 1934, as Amended)

**APPLICATION FOR AUTHORITY TO TRANSFER CONTROL OF
INTERNATIONAL SECTION 214 AUTHORITY**

Joseph J. Simons, Trustee (“Trustee”) and AT&T Wireless Services of San Antonio, Inc. (“AT&T San Antonio”) (collectively referred to as “Applicants”) hereby request that the Trustee and AT&T San Antonio be granted authority under Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18(e)(3) of the Commission’s Rules, 47 C.F.R. § 63.18(e)(3), to transfer control of the international Section 214 authority held by Houston MTA, L.P. (“Houston MTA”) from the Trustee to AT&T San Antonio. The Applicants seek streamlined processing pursuant to Section 63.12 of the Commission’s Rules. In addition, Applicants agree not to transfer control of this Section 214 authority unless and until the Commission grants the underlying wireless transfer application to AT&T San Antonio (File No. 0000192326).

The Trustee was appointed by the U.S. Department of Justice (“DOJ”) and approved by the U.S. District Court to facilitate the divestiture of certain overlapping wireless telecommunications properties arising out of the merger of GTE Corporation (“GTE”) and Bell Atlantic Corporation (“Bell Atlantic”). The divestiture of these properties will permit these

merging parties to comply with the FCC's cross-ownership rules and a court-approved Consent Decree ("Consent Decree") among GTE, Bell Atlantic, Vodafone AirTouch Plc ("Vodafone AirTouch") and DOJ.

Background and Description of Proposed Transaction

Houston MTA is the B-block broadband PCS licensee for the Houston, TX MTA (MTA014), operating under call sign WPQL238. Houston MTA is licensed to provide service using broadband PCS spectrum at 1875-1885 MHz/1955-1965 MHz throughout the entire Houston TX MTA (MTA014).¹ Houston MTA is currently controlled by PrimeCo PCS, LP ("PrimeCo"). PrimeCo is an indirect subsidiary of Bell Atlantic, d/b/a Verizon Communications ("Verizon") and Vodafone AirTouch.

On July 14, 2000, an application for consent to transfer control of Houston MTA from PrimeCo to the Trustee was filed with the Commission.² See File No. 0000188217; Public Notice, DA 00-1634 (released July 21, 2000). Grant of the July 14 application will enable Bell Atlantic and Vodafone AirTouch to comply with the Commission's CMRS spectrum cap rules as well as the Consent Decree.³ It will also enable Houston MTA to be held in trust for the benefit of AT&T San Antonio as contemplated by a trust agreement being negotiated by the parties. As explained in more detail in File No. 0000188217, which is expressly incorporated by reference

¹ Prior to the consummation of this proposed transfer of control, it is anticipated that Houston MTA will partition its 20 MHz license by assigning one or more BTAs in the Houston MTA to an affiliated entity. Such partitioning will be the subject of one or more subsequently filed notifications.

² That application should not be confused with the application for consent to transfer control of Houston MTA to a divestiture trust to be administered by the Trustee. See File No. 0000123073. Although the application set forth in File No. 0000123073 has been granted by the Commission, *see Order*, DA 00-1414 (released June 26, 2000), the parties have not consummated the proposed transfer to the divestiture trust. Instead, as described below, the parties are negotiating a wireless assets trust agreement whereby Houston MTA and its associated PCS license would be held in trust for the benefit of AT&T San Antonio subject to the necessary regulatory approvals.

³ On June 26, 2000, the Commission granted Verizon, GTE, and Vodafone AirTouch a 90-day waiver of the spectrum cap limitations with respect to PCS-cellular overlaps in a number of markets, including Houston. *Order*, DA 00-1414 (released June 26, 2000).

herein, it is anticipated that the Trustee will have control of Houston MTA for a short period of time to enable AT&T San Antonio to come into compliance with the spectrum cap rules.⁴

In anticipation of AT&T San Antonio complying with the spectrum cap rules and the terms of the wireless assets trust agreement being negotiated by the parties, on July 25, 2000, the Trustee and AT&T San Antonio filed an application to transfer control of Houston MTA from the Trustee to AT&T San Antonio. *See* File No. 0000192326. Upon grant of this application, and at such time as compliance with the spectrum cap rules is effectuated and subject to compliance with the wireless assets trust agreement being negotiated by the parties, it is intended that control of Houston MTA will be transferred from the Trustee to AT&T San Antonio. This will be accomplished by AT&T San Antonio purchasing all of Houston MTA's general partnership interests from the Trustee and Houston PCS Holding, LLC⁵ purchasing all of Houston MTA's limited partnership interests from the Trustee. Subsequent to the consummation of this proposed transaction, AT&T San Antonio will control Houston MTA.

The Applicants also intend to transfer to AT&T San Antonio the derivative international Section 214 authority for WPQL238 that is held by Houston MTA. Pursuant to Section 214 of the Communications Act and Section 63.18(e)(3) of the Commission's Rules, the Trustee and AT&T San Antonio therefore apply for consent to transfer control of the international Section 214 authority held by Houston MTA to AT&T San Antonio. Grant of the instant application will enable subscribers to the Houston MTA PCS system to be able to place and receive international calls. It will also serve the public interest by permitting the transfer of Houston MTA's

⁴ Exhibit 2 of File No. 0000188217 is a Temporary Spectrum Cap Waiver submitted by the parties on behalf of AT&T.

⁵ Houston PCS Holding, LLC is a single member limited liability company whose sole member is AT&T Wireless PCS, LLC. AT&T Wireless PCS, LLC is a single member limited liability company whose sole member is AT&T Corp.

commercial wireless facilities in a manner consistent with the Consent Decree and the FCC's ownership restrictions and the representations made in File Nos. 0000188217 and 0000192326.

Information Required by Section 63.18 of the Commission's Rules

In support of its request for the transfer of Section 214 authority from the Trustee to

AT&T San Antonio, the Applicants submit the following information pursuant to Section 63.18 of the Commission's Rules, 47 C.F.R. 63.18:

- (a) The name, address, and telephone number of the transferor and transferee:

Transferor

Joseph J. Simons, Esq.
DOJ-Appointed Trustee
c/o Clifford Chance Rogers & Wells LLP
607 Fourteenth Street, NW
Washington, DC 20005-2018
(202) 434-0719

Transferee

AT&T Wireless Services of San Antonio, Inc.
1150 Connecticut Avenue, N.W., 4th Floor
Washington D.C. 20036

- (b) As anticipated by the trust agreement currently being negotiated by the parties, Joseph J. Simons, the transferor, will be the trustee of a trust established in the District of Columbia that will be governed by the laws of the state of New York. AT&T San Antonio, the transferee, is a corporation organized under the laws of Texas. AT&T San Antonio is a wholly owned subsidiary of AT&T Wireless Services, Inc., a Delaware corporation. AT&T Wireless Services, Inc. is a wholly owned subsidiary of AT&T Corp., a publicly held corporation organized under the laws of the state of New York. Houston PCS Holding, LLC is a single member limited liability company whose sole member is AT&T Corp.

- (c) Correspondence concerning this application should be addressed to:

<u>Transferor</u> Joseph J. Simons, Esq. DOJ-Appointed Trustee c/o Clifford Chance Rogers & Wells LLP 607 Fourteenth Street, NW Washington, DC 20005-2018 (202) 434-0719	<u>Counsel for Transferor</u> Charles Logan, Esq. Lawler, Metzger & Milkman, LLC 1909 K Street, NW Suite 820 Washington, DC 20006 (202) 777-7700
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<u>Transferee</u> Douglas I. Brandon, Vice President AT&T Wireless Services, Inc. 1150 Connecticut Avenue, N.W., 4 th Floor Washington DC 20036 (202) 223-9222	<u>Counsel for Transferee</u> David C. Jatlow, Esq. Young & Jatlow 1150 Connecticut Avenue, N.W. Washington DC 20036 (202) 416-6540
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- (d) The Trustee has previously received authority to provide services in accordance with the provisions of Section 63.18(e)(2) of the Rules (global resale authority). *See* Public Notice, DA 00-1408, Report No. TEL-00249 (released June 23, 2000) (File No. ITC-214-20000531-00321). AT&T San Antonio, AT&T Wireless Services, Inc. and Houston PCS Holding, LLC are wholly owned subsidiaries of AT&T Corp. and provide international services under the blanket international Section 214 authority of AT&T Corp. AT&T Corp. is authorized to own and operate submarine cable facilities and satellite circuits and to provide international basic switched, private line, data, television and business services. *See, e.g.*, ITC-96-467 (authorization to provide global facilities-based services); ITC-95-558 (authorization to lease and operate satellite voice-grade bearer services to all overseas points).

- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.

Information for AT&T San Antonio Required Pursuant to Sections 63.18(h) - (p):

- (h) See item (b) above.
- (i) AT&T Corp. is affiliated with the foreign carriers in the following countries:
- | |
|---|
| AT&T Canada Corp. (Canada) |
| AT&T Canada Telecom Service Company (Canada) |
| AT&T Chile (Chile) |
| AT&T Communications Services El Salvador S.A. de C.V. (El Salvador) |
| VLT Guatemala, S.A. (Guatemala) |

Concert Japan Y.K. (Japan)
Alestra S. de R.L. de C.V. (Mexico)
VLT Nederland B.V. (Netherlands)
Subic Telecommunications Company, Inc. (Philippines)
Concert Communications Company (United Kingdom)

(j)(1)-(2) & 4: Not applicable.

(j)(3): AT&T San Antonio certifies that it seeks to provide international telecommunications services to the following destination countries in which an entity that owns more than 25% of it, or that controls it, controls a foreign carrier:

AT&T Chile (Chile)
AT&T Communications Services El Salvador S.A. de C.V. (El Salvador)
Concert Japan Y.K. (Japan)
VLT Nederland B.V. (Netherlands)
Concert Communications Company (United Kingdom)

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

(l) AT&T San Antonio and its affiliates qualify for a presumption of non-dominance on all affiliated routes and therefore satisfy Section 63.10.

(m) AT&T San Antonio and its affiliates 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% market share in the international transport and local access markets in their home countries and therefore lack any market power.

(n) AT&T San Antonio and its affiliates certify that they have 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.

(o) Pursuant to Sections 1.2001-1.2003 of the Commission's rules, AT&T San Antonio 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 of AT&T San Antonio 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.

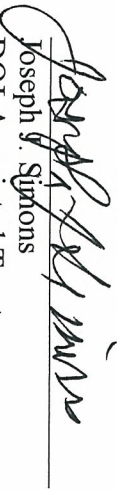
(p) AT&T San Antonio seeks streamlined processing pursuant to Section 63.12. It qualifies for a presumption of non-dominance on all affiliated routes as described in items (l) and (m) above.

CONCLUSION

Applicants request that the Commission grant the instant application for consent to transfer control of the international Section 214 authority covering WPQL238 to AT&T San Antonio.

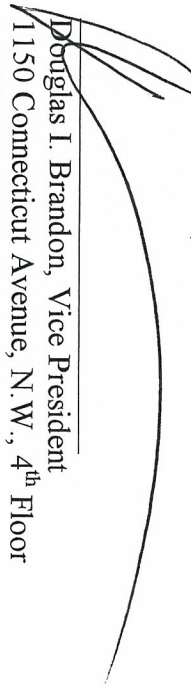
Respectfully submitted,

JOSEPH J. SIMONS, TRUSTEE



Joseph J. Simons
DOJ-Appointed Trustee
607 14th Street, N.W.
Washington, D.C. 20005
(202) 434-0719

AT&T WIRELESS SERVICES OF
SAN ANTONIO, INC.



Douglas I. Brandon, Vice President
1150 Connecticut Avenue, N.W., 4th Floor
Washington DC 20036
(202) 223-9222

August 3, 2000