

March 31, 2006

BY HAND

Federal Communications Commission
International Bureau - Policy
c/o Mellon Bank Client Service Center
500 Ross Street, Room 670
Pittsburgh, PA 15262-0001
Attn: FCC Module Supervisor
Lockbox Number 358115

Re: Application for Pro Forma Transfer of Control of International Section 214
Authorization Holder Cingular Wireless LLC

Dear Sir or Madam:

Enclosed for filing please find an original and four copies of the Application for Pro Forma Transfer of Control of International Section 214 Authorization Holder Cingular Wireless LLC. Also enclosed is a credit card payment in the amount of \$895 for the prescribed filing fee. The applicants are filing manually because IBFS would not accept ITC-214-20011031-00547 as a valid file number on this application, even though the file number can be viewed when searching IBFS. To the extent necessary, the applicants request a waiver of Section 1.10006 of the Commission's rules, 47 C.F.R. § 1.10006, to permit this manual filing.

As indicated in the application, please direct questions or correspondence concerning AT&T Inc.'s portion of this application to:

Wayne Watts
Senior Vice President and Associate General Counsel
AT&T Inc.
175 East Houston
San Antonio, Texas
Tel: (210) 351-3476
Fax: (210) 351-3257
dw4808@att.com

ARNOLD & PORTER LLP

Federal Communications Commission

March 31, 2006

Page 2

with a copy to:

Peter J. Schildkraut
Arnold & Porter LLP
555 12th Street, N.W.
Washington, D.C.
Tel: (202) 942-5634
Fax: (202) 942-5999
peter_schildkraut@aporter.com

Also as indicated in the application, please direct questions or correspondence concerning the portion of the application dealing with BellSouth to:

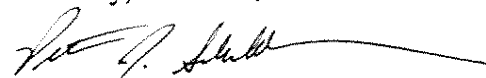
James G. Harralson
Vice President & Associate General Counsel
BellSouth Corporation
1155 Peachtree Street NE
Suite 1800
Atlanta, GA 30309-3610
Tel: (404) 249-2641
Fax: (404) 249-2385
james.harralson@bellsouth.com

with a copy to

Scott D. Delacourt
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
Tel: (202) 719-7459
Fax: (202) 719-7049
sdelacourt@wrf.com

Thank you very much for your assistance.

Sincerely,



Peter J. Schildkraut
Counsel for AT&T Inc.

Enclosures

Approved by OMB
3060-0686

FCC/MELLON

MAR 31 2005

STAMP AND
RETURN

INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Pro Forma Transfer of Control of Cingular Wireless LLC to AT&T - International 214

1. Legal Name of Applicant

Name:	CINGULAR WIRELESS LLC	Phone Number:	469-229-7422
DBA Name:		Fax Number:	469-229-7297
Street:	5601 LEGACY DRIVE	E-Mail:	kellye.c.abernathy@cingular.com
	MS		
City:	PLANO	State:	TX
Country:	USA	Zipcode:	75024
Attention:	Kellye Abernathy		

2. Name of Contact Representative

Name:	CINGULAR WIRELESS LLC	Phone Number:	469-229-7422
Company:		Fax Number:	469-229-7297
Street:	5601 LEGACY DRIVE	E-Mail:	kellye.e.abernathy@cingular.com
	MS		
City:	PLANO	State:	TX
Country:	USA	Zipcode:	75024-
Attention:	Kellye Abernathy	Relationship:	

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "TTC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "TTC-ASG" or "TTC-T/C" File No. in response to this question. Your response must specify one or more "TTC" File Nos. or "TTC-ASG" or "TTC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:IT	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
C214200110310						
0547						

5. Name of Section 214 Authorization Holder

Name: Cingular Wireless LLC **Phone Number:** 469-229-7422

DBA Name: **Fax Number:** 469-229-7297

Street: 5601 LEGACY DRIVE **E-Mail:** kellye.e.abernathy@cingular.co

City: MS

State: TX

City: PLANO

Country: USA **Zipcode:** 75024

Attention: Kellye Abernathy

6. Name of Assignor / Transferor

Name: BellSouth Corporation

Phone Number: 404-249-2641

DBA Name:

Fax Number: 404-249-2385

Street: 1155 Peachtree Street NE

E-Mail: james.harralson@bellsouth.com

Suite 1800

City: Atlanta

State: GA

Country: USA

Zipcode: 30309

3610

Attention: James Harralson

7. Name of Assignee / Transferee

Name: AT&T Inc.

Phone Number: 925-901-7578

DBA Name:

Fax Number: 925-830-9537

Street: 2600 Camino Ramon

E-Mail: pv2384@camail.sbc.com

Room 3E552

City: San Ramon

State: CA

Country: USA

Zipcode: 94583

Attention: Patrice L. Valentin

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
 Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT -- Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

See Attachment 1 - Answer to Question 13.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferee and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment I each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment I to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment I that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(f).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. Yes No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor BellSouth Corporation	29. Printed Name of Assignee / Transferee AT&T Inc.
27. Title (Office Held by Person Signing) VP & Assoc. G.C., BellSouth Corporation	30. Title (Office Held by Person Signing) Senior VP & Associate General Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) James Harralson	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Wayne Watts
<p align="center">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. **PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.**

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Lead Application Information

This application is one of a group of applications being filed in connection with the merger of BellSouth Corporation and AT&T Inc. The applicants have designated the transfer of control application being filed concurrently for BellSouth International, Inc., File No. [Pending] (Authorization Number ITC-214-19970122-00039 *et al.*), as the lead international Section 214 application for the transaction. Accordingly, the Applicants hereby incorporate by reference Attachments 1-2 of the lead application.