

Description of Pro Forma Transaction

Pursuant to Section 63.24(f) of the Commission's rules,¹ and in response to item 13 of the accompanying form, Bristol Bay Cellular Partnership ("Bristol Bay") hereby notifies the Commission of a change in the ownership of its 50% non-controlling partner, AWACS, Inc. ("AWACS"). The change, as described below, does not affect actual control of Bristol Bay which is 50% owned and managed by its other general partner, Aleutian Telcom, Inc. ("ATI"). ATI is a wholly owned subsidiary of Bristol Bay Telephone Cooperative ("BBTC").

This filing is to provide notification of an internal corporate restructuring that occurred December 31, 2010, by which New Southwestern Bell Mobile Systems, Inc. ("NSBMS") was merged into AWACS. AWACS is the surviving entity and is now a direct subsidiary of AT&T Teleholdings, Inc. ("Teleholdings"), which, in turn, is a direct subsidiary of AT&T Inc. ("AT&T").²

Following is information responsive to item 11 of the accompanying form and Section 63.18(h) of the Commission rules:

Bristol Bay is a general partnership of ATI and AWACS, each of which holds a 50% financial interest. ATI serves as the managing and controlling partner of Bristol Bay. Under the partnership agreement, AWACS's interest is non-controlling.

Aleutian Telcom, Inc.
P.O. Box 259
King Salmon, Alaska 99613
Citizenship: Alaska
Principal Business: Managing and controlling partner of Bristol Bay
Direct Ownership Interest: 50% controlling partner in Bristol Bay

Bristol Bay Telephone Cooperative
P.O. Box 259
King Salmon, Alaska 99613
Citizenship: Alaska
Principal Business: Local Exchange Carrier
Direct Ownership Interest: 100% of ATI

BBTC is owned by its subscriber members, none of whom holds a 1% or greater ownership interest in BBTC.

¹ 47 C.F.R. § 63.24(f).

² Please see the attached charts for a pictorial representation of the corporate structure before and after the merger.

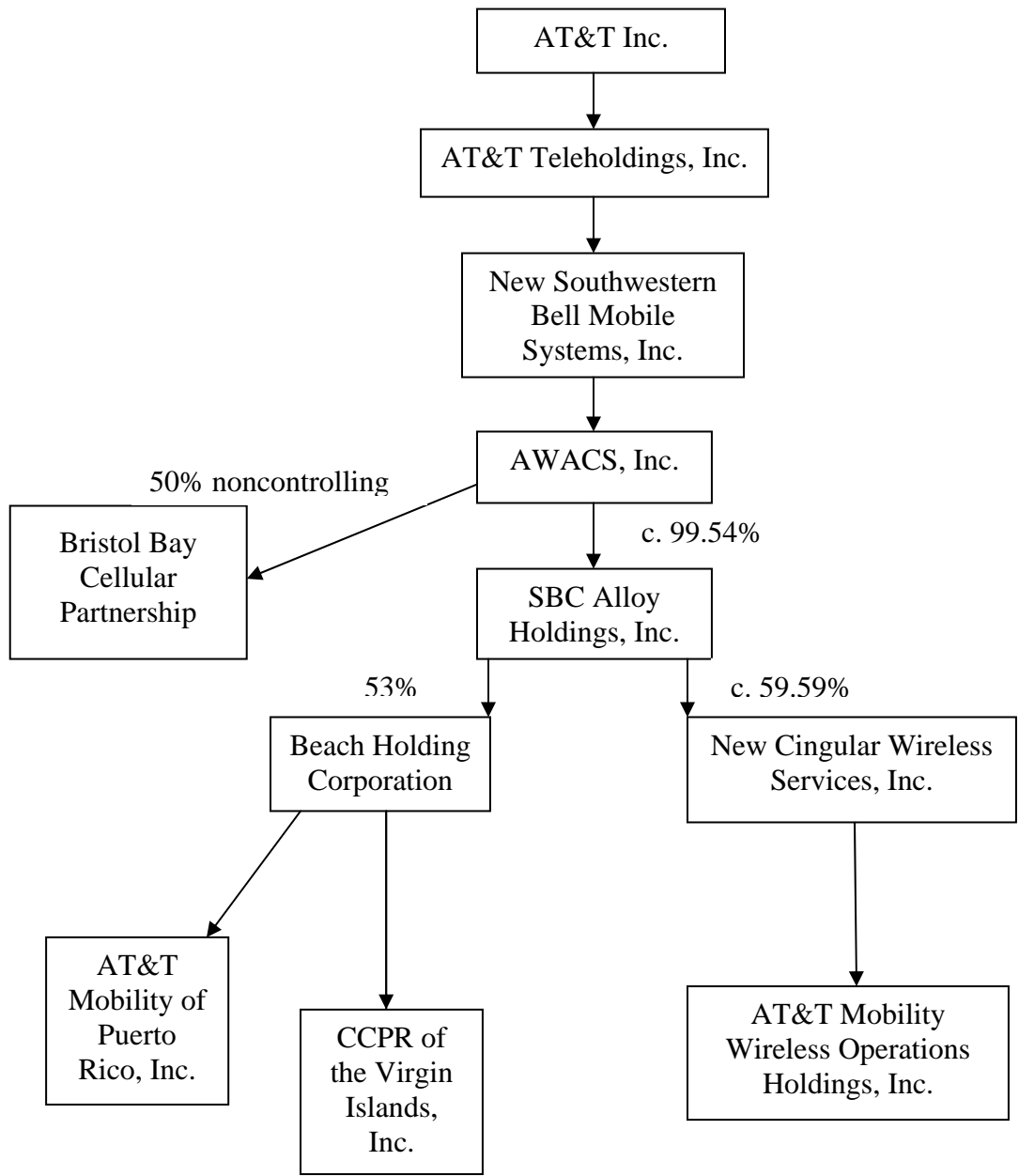
AWACS, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Pennsylvania
Principal Business: Telecommunications
Direct Ownership Interest: 50% noncontrolling interest in Bristol Bay

AT&T Teleholdings, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of AWACS.

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.

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.

Pre-Reorganization



Post-Reorganization

