

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 involving 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").

As part of an internal corporate restructuring that was effective December 31, 2011, AWACS merged into SBC Telecom, Inc. ("SBC Telecom") and assigned its wireless licenses.² As both entities are wholly owned subsidiaries of AT&T Inc., no substantial change in control of Commission licenses occurred.³ The Commission has stated that, in situations "where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest."⁴

The merger caused a *pro forma* transfer of control of Bristol Bay, in which AWACS directly held a noncontrolling 50 percent interest that is now held by SBC Telecom. The cellular license and international Section 214 authorization held by Bristol Bay are eligible for forbearance.

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 SBC Telecom, each of which holds a 50% financial interest. ATI serves as the managing and controlling partner of Bristol Bay. Under the partnership agreement, SBC Telecom'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

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 reorganization. The rest of the reorganization will not affect the control of any FCC authorizations and, thus, is not described.

³ *In re Fed. Communications Bar Ass'n's Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomm. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998) ("FCBA Forbearance Order"); cf. 47 C.F.R. § 63.24(d).

⁴ *FCBA Forbearance Order*, 13 FCC Rcd. at 6295, ¶ 2.

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.

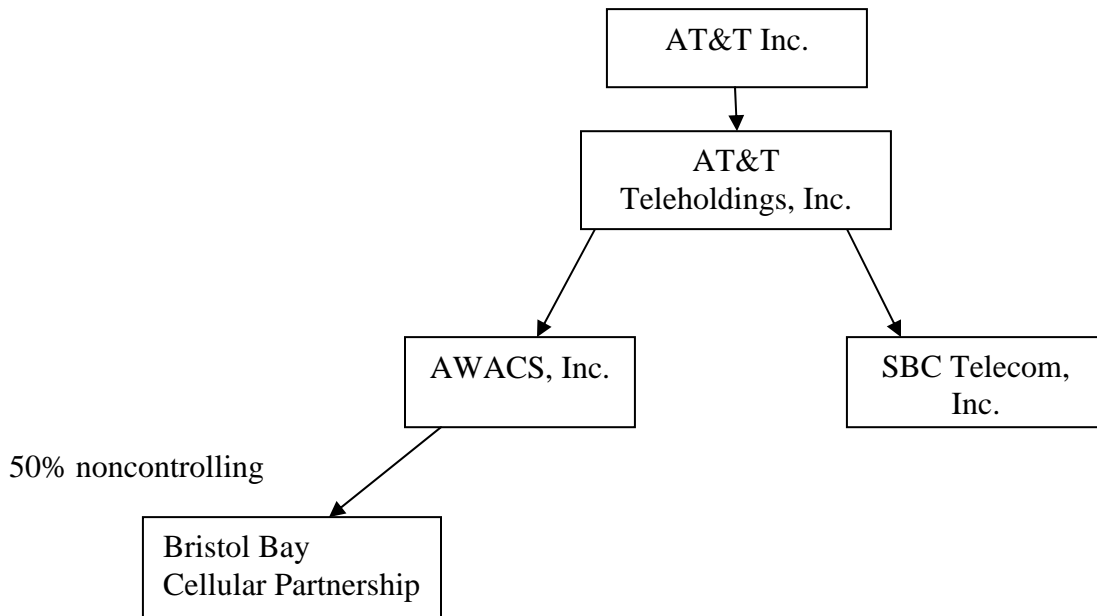
SBC Telecom, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Telecommunications
Direct Ownership Interest: 50% noncontrolling interest in Bristol Bay

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

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

