

**ATTACHMENT 1
FOR THE *PRO FORMA* TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATION**

This filing notifies the Commission pursuant to Section 63.24(f) of the Commission's rules of the *pro forma* transfer of control of the international Section 214 authorization from and to subsidiaries controlled by AT&T Inc. ("AT&T").¹ The transfer of control that is the subject of this notification filing resulted from an internal reorganization that occurred on December 31, 2014.² Specifically, immediate ownership and control of AT&T Mobility Wireless Operations Holdings LLC ("Holdings LLC") was transferred from New Cingular Wireless PCS, LLC ("New Cingular") to LWI Holdco, Inc. ("LWI"). Holdings LLC's indirect wholly owned subsidiary, AT&T Mobility of Galveston LLC ("Mobility Galveston") holds an international Section 214 authorization that is the subject of this notification. New Cingular and LWI are both indirect wholly owned subsidiaries of AT&T. The restructuring does not change the ultimate ownership or control of the international Section 214 authorization; AT&T continues to control the authorization at issue. Accordingly, the assignment was *pro forma* in nature.

Answer to Question 10 – Section 63.18(c)-(d):

For the instant *pro forma* transfer of control filings New Cingular has been designated as the transferor, while LWI has been designated the transferee. Mobility Galveston is the licensee. The name, title, address and telephone number for the New Cingular, LWI, and Mobility Galveston officer follows:

Michael P. Goggin
AT&T Mobility LLC
1120 20th Street, NW
Suite 1000
Washington, DC 20036
Tel: (202) 457-2055
Fax: (202) 457-3073
michael.p.goggin@att.com

International Section 214 Authority:

¹ See 47 C.F.R. § 63.24(f).

² Based on guidance from Wireless Telecommunications Bureau staff, transfers of intermediate parent companies (*i.e.*, companies that are neither the direct parent of the licensee nor the ultimate parent) do not require *pro forma* transfer of control notifications for the underlying licensee. As such, AT&T has not submitted a Form 603 notification of the *pro forma* transfer of control of Mobility Galveston's wireless authorizations.

Mobility Galveston holds the international Section 214 authorization that is the subject of this *pro forma* transfer of control application, File No. ITC-214-19960516-00196 (authorization to provide individual switched resale service).

Mobility Galveston and LWI's ultimate parent, AT&T, has numerous subsidiaries that collectively hold global or limited global facilities-based or resale Section 214 authorizations, including those for Cuba. These subsidiaries hold international Section 214 global authority to provide a range of facilities-based services, *see, e.g.*, ITC-214-19960830-00414 (Previous File Number ITC-96-487) (AT&T Corp. authority to provide global facilities-based services), including those originating in region and out of region, *see, e.g.*, ITC-214-20001130-00713 (SBC Long Distance, LLC authority to provide facilities-based and resale services originating in Kansas and Oklahoma); ITC-214-19971108-00689 (SBC Long Distance, LLC authority to provide facilities-based services originating out of region). AT&T subsidiaries also have Section 214 global authority to provide various resale services. *See, e.g.*, ITC-214-19970814-00493 (Previous File Number ITC-97-506) (TC Systems, Inc. global authority to resell international switched services). Other AT&T subsidiaries hold authority to provide services on particular routes or over particular facilities. *See, e.g.*, ITC-89-060 (AT&T of Puerto Rico, Inc. and AT&T of the Virgin Islands, Inc. authority to operate additional capacity in St. Thomas-Tortola and Eastern Caribbean DCMS for use in providing services to various Caribbean points).

Answer to Question 11 – Section 63.18(h):

The name, address, citizenship, and principal business of each of LWI's ten percent or greater interest holders are:³

Direct Ownership of LWI Holdco, Inc.

AT&T Mobility II LLC
1025 Lenox Park Blvd. NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% percent of LWI Holdco, Inc.

Indirect Ownership of LWI Holdco, Inc.

³ The ownership interests provided herein are the actual direct ownership interests held in the next disclosed subsidiary in the vertical ownership chain rounded to the nearest one percent.

AT&T Mobility II LLC
1025 Lenox Park Blvd. NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% percent of LWI Holdco, Inc.

AT&T Mobility LLC
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Provision of Mobile Wireless Services
Direct Ownership Interest: 54% of AT&T Mobility II LLC

AT&T Mobility Corporation
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Management Company
Direct Ownership Interest: manager of and controls AT&T Mobility LLC

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

BellSouth Mobile Data, Inc.
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Georgia
Principal Business: Holding Company
Direct Ownership Interest: 40% of AT&T Mobility LLC, 100% of AT&T Mobility Corporation, 4% of AT&T Mobility II LLC, and 40% of AT&T NCWS Holdings Inc.

AT&T NCWS Holdings Inc.
1025 Lenox Park Blvd. NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of New Cingular Wireless Services, Inc.

New Cingular Wireless Services, Inc.
1025 Lenox Park Blvd.

Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Provision of Mobile Wireless Services
Direct Ownership Interest: 42% of AT&T Mobility II LLC

SBC Long Distance, LLC
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 50% of AT&T Mobility LLC

SBC Telecom, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Direct Principal Business: Holding Company
Direct Ownership Interest: 100% of SBC Long Distance, LLC, 60% of AT&T NCWS Holdings Inc., and 9% of AT&T Mobility LLC

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. and 100% of BellSouth Mobile Data, 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.

Answer to Question 12 – Section 63.18(h):

The persons listed below are officers or directors of one or more of the following: New Cingular Wireless PCS, LLC, AT&T NCWS Holdings Inc., New Cingular Wireless Services, Inc., AT&T Mobility II LLC, AT&T Mobility LLC, AT&T Mobility Corporation, AT&T Teleholdings, Inc., SBC Long Distance, LLC, SBC Telecom, Inc., BellSouth Mobile Data, Inc., and AT&T Inc. and are also officers or directors of one or more of the following foreign carriers: BellSouth Long Distance, Inc., which is a carrier in Canada; AT&T Global Network Services International, Inc., which is a carrier in Israel, New Zealand, and Pakistan; AT&T Global Network Services Norge LLC, which is a carrier in Norway; AT&T Global Network Services Venezuela LLC, which is a carrier in Venezuela; and AT&T Japan LLC, which is a carrier in Japan.

Charles Bolton is President and Manager of SBC Long Distance, LLC, President and a Director of SBC Telecom, Inc., and President and Director of BellSouth Long Distance, Inc. George B. Goeke is Assistant Treasurer of AT&T Inc., Vice President and Assistant Treasurer of AT&T Teleholdings, Inc., AT&T NCWS Holdings, Inc., New Cingular Wireless Services, Inc. and AT&T Mobility Corporation, and is also Vice President and Treasurer of BellSouth Long Distance, Inc., Treasurer of SBC Long Distance, LLC, SBC Telecom, Inc. and Director and Treasurer of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, AT&T Global Network Services Venezuela LLC, and Treasurer of AT&T Japan LLC. Elaine Lou is Assistant Treasurer of SBC Long Distance, LLC, SBC Telecom, Inc., BellSouth Long Distance, Inc., and is also Assistant Treasurer of AT&T Japan LLC, AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC. Karen M. Diorio is Assistant Secretary of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC, and Director of Tax of SBC Long Distance, LLC, SBC Telecom, Inc., and AT&T Teleholdings, Inc. Teresa G. Blizzard is Assistant Secretary of AT&T Mobility Corporation, BellSouth Mobile Data, Inc., LWI Holdco, Inc., New Cingular Wireless Services, Inc. and AT&T NCWS Holdings, Inc., Director-Taxes of AT&T Teleholdings, Inc., SBC Long Distance, LLC and SBC Telecom, Inc.; and Vice President – Taxes of BellSouth Long Distance, Inc. Lawrence J. Ruzicka is Senior Vice President of AT&T NCWS Holdings, Inc., AT&T Mobility Corporation, New Cingular Wireless Services, Inc., BellSouth Mobile Data, Inc., LWI Holdco, Inc., Senior Vice President – Tax of AT&T Inc., and Vice President – Tax of SBC Long Distance, LLC and SBC Telecom, Inc., and is also Director for AT&T Global Network Services, Norge, LLC, AT&T Global Network Services International, Inc., and AT&T Global Network Services Venezuela, LLC. Jeffrey M. Chambers is Assistant Secretary of AT&T NCWS Holdings, Inc., AT&T Mobility Corporation and New Cingular Wireless Services, Inc. and Assistant Vice President – Taxes of AT&T Global Network Services, Norge LLC, AT&T Global Network Services International, Inc., and AT&T Global Network Services Venezuela, LLC. Sherri L. Bazan is Assistant Treasurer of BellSouth Mobile Data, Inc., AT&T Teleholdings, Inc., AT&T Mobility Corporation, AT&T NCWS Holdings, Inc., New Cingular Wireless Services, Inc., SBC Long Distance, SBC Telecom, Inc., and also BellSouth Long Distance, Inc. Thomas F. Brown is Assistant Secretary of AT&T Mobility Corporation, New Cingular Wireless Services, Inc., AT&T NCWS Holdings, Inc.; and AT&T Global Network Services International, Inc., AT&T Global Network Services Venezuela, LLC, AT&T Japan LLC, and AT&T Global Network Services Norge LLC.

Answer to Question 13

This filing hereby notifies the Commission pursuant to Section 63.24(f) of its rules, 47 C.F.R. § 63.24(f), of the *pro forma* transfer of control of the international Section 214 authorizations held by Mobility Galveston, an indirect wholly owned subsidiary of AT&T. On December 31, 2014, immediate ownership and control of Holdings LLC was transferred from New Cingular to LWI. Holdings LLC's indirect wholly owned subsidiary, Mobility Galveston, holds an international Section 214 authorization that is the subject of this notification.

This restructuring does not change the ultimate ownership or control of the international Section 214 authorization, as AT&T has continued to control it both before and after the restructuring. Accordingly, this transfer of control is *pro forma* in nature. The Commission has previously stated that “[r]egulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”⁴

⁴ 1998 Biennial Review – Review of International Common Carrier Regulations, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).