

**ATTACHMENT 1 TO FCC ELECTRONIC FORM
NOTIFICATION OF *PRO FORMA* TRANSACTION
AND PUBLIC INTEREST STATEMENT**

Pursuant to Section 63.24(f) of the Commission's rules,¹ AT&T Teleholdings, Inc. ("Teleholdings"), an indirect wholly-owned subsidiary of AT&T Inc., notifies the Federal Communications Commission ("Commission" or "FCC") of the *pro forma* transfer of control of the international Section 214 authorizations held by indirect subsidiaries (collectively, "AT&T Licensees") of AT&T Mobility LLC ("Mobility"). The *pro forma* transfer of control occurred as the result of an internal corporate reorganization which closed on January 1, 2019.² Specifically, the reorganization inserted a new holding company into Mobility's ownership structure, diluting SBC Long Distance, LLC's ("SBC") ownership interest in Mobility from approximately 60% to under 50%. These corporate changes constituted a non-substantial *pro forma* transfer of control because the ultimate ownership and control of both Mobility and its subsidiaries, the AT&T Licensees, is exactly the same before and after the corporate reorganization.

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

Because ultimate ownership of these international Section 214 authorizations will not change as a result of this transaction, Teleholdings has been designated as both the Transferor and the Transferee for the instant *pro forma* transfer notifications.

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¹ 47 C.F.R. § 63.24(f).

² Prior to the closing of the transaction, Teleholdings applied for and received consent to the *pro forma* transfer of private earth station licenses and private wireless radio licenses. See IBFS File No. SES-T/C-20181211-03436, ULS File Nos. 0008453499, 0008453524. Notification is concurrently being filed with the Wireless Telecommunications Bureau with regard to the common carrier radio licenses and with the International Bureau regarding the common carrier earth station licenses impacted by the transaction.

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International Section 214 Authority:

The Transferee, Teleholdings, does not hold any international Section 214 authorizations. A list of the entities holding Section 214 authorizations that are the subject of this *pro forma* transfer notification is provided in Attachment 2.

Answer to Questions 11-12 - Section 63.18(h):

Teleholdings is 100% directly owned by AT&T. 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. The name, address, citizenship, and principal business of AT&T is:

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.

Interlocking Directorates

Julianne K. Galloway is Vice President and Assistant Treasurer, AT&T Teleholdings, Inc., and is Treasurer and Director of AT&T Global Network Services International Inc., AT&T Global Network Services Norge LLC, AT&T Global Network Services Venezuela LLC, and is Treasurer of AT&T Japan LLC.

Stacy W. Roth is Assistant Treasurer of AT&T Teleholdings, Inc., and is Assistant Treasurer of AT&T Global Network Services International Inc., AT&T Japan LLC, AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC.

Sherri L. Bazan is Assistant Treasurer of AT&T Teleholdings, Inc., and is Assistant Treasurer of AT&T Global Network Services International Inc., AT&T Japan LLC, AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC.

Karen M. Diorio is Director – Tax of AT&T Teleholdings, Inc., and 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.

Answer to Question 13:

This filing notifies the Commission, pursuant to Section 63.24(f) of its rules,³ of the *pro forma* transfer of control of the international Section 214 authorizations held by the AT&T

³ 47 C.F.R. § 63.24(f).

Licensees as part of an internal corporate reorganization. This transaction closed on January 1, 2019. Organization charts showing the pre- and post-transaction corporate structure are attached.

This transfer of control does not change the ultimate ownership or control of the international Section 214 authorizations, as AT&T continued to control the authorizations before and after the transaction. It is therefore *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 Therefore, “where no substantial change in control will result from the transfer,” Commission acceptance of notifications such as these is “deemed presumptively in the public interest.”⁵

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

⁵ 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 Telecomms. Carriers, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6295, ¶ 2 (1998).

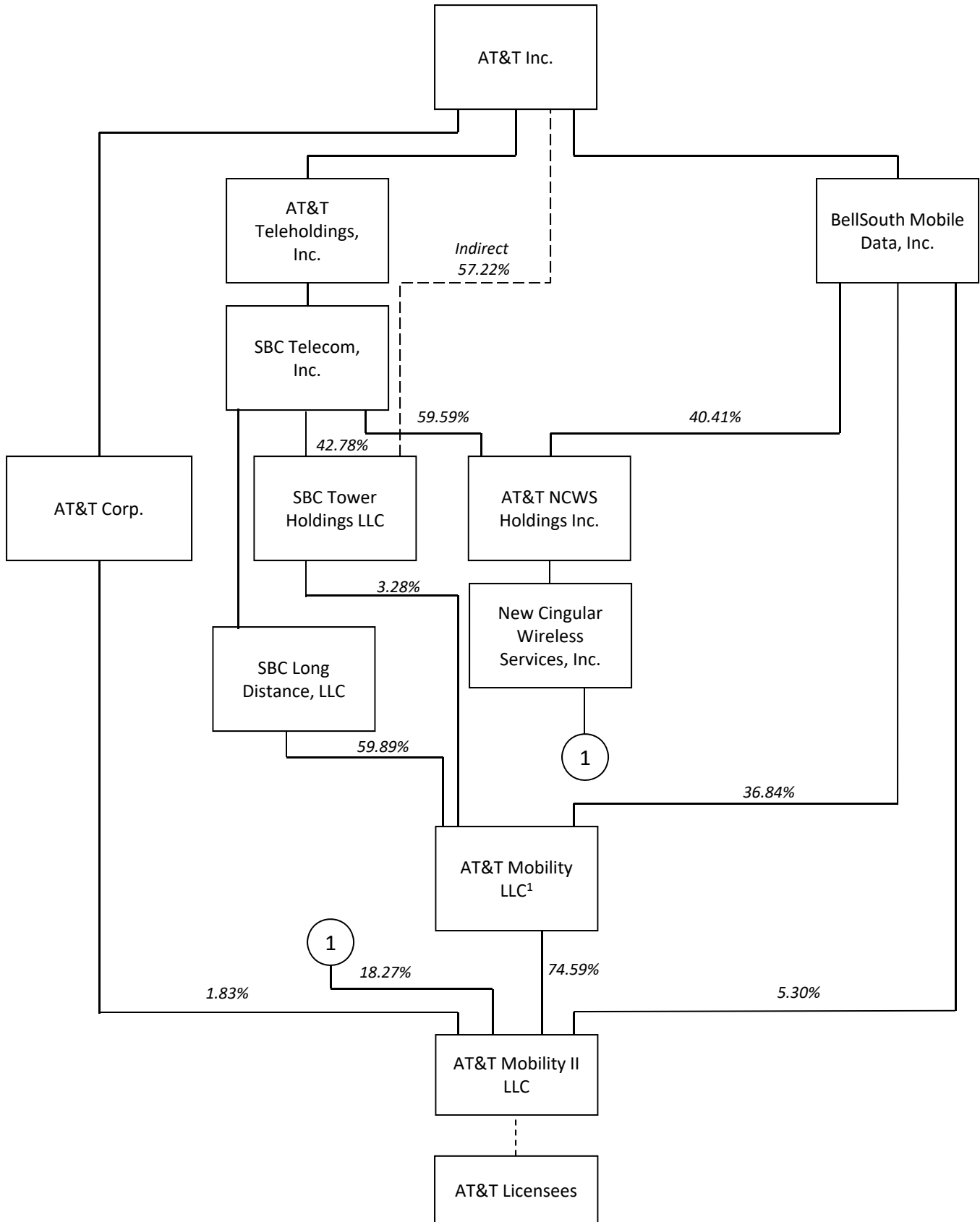
ATTACHMENT 2
Section 214 Authorization Holders Affected by the Transaction⁶

International Section 214 Authorization Holders Affected by the Transaction
ACADIANA CELLULAR GENERAL PARTNERSHIP
AT&T MOBILITY LLC
AT&T MOBILITY II LLC
CINGULAR WIRELESS OF TEXAS RSA #11 LIMITED PARTNERSHIP
CINGULAR WIRELESS OF TEXAS RSA #16 LIMITED PARTNERSHIP
CRICKET WIRELESS LLC
FLORIDA RSA NO. 2B (INDIAN RIVER) LIMITED PARTNERSHIP
HOUMA-THIBODAUX CELLULAR PARTNERSHIP
LAKE MOBILITY LLC
LOUISIANA RSA NO. 7 CELLULAR GENERAL PARTNERSHIP
LOUISIANA RSA NO. 8 LIMITED PARTNERSHIP
LUBBOCK SMSA LIMITED PARTNERSHIP
MADISON SMSA LIMITED PARTNERSHIP
MCALLEN-EDINBURG-MISSION SMSA LIMITED PARTNERSHIP
MILWAUKEE SMSA LIMITED PARTNERSHIP
MISSOURI RSA 11/12 LIMITED PARTNERSHIP
MISSOURI RSA 8 LIMITED PARTNERSHIP
MISSOURI RSA 9B1 LIMITED PARTNERSHIP
NEW CINGULAR WIRELESS PCS, LLC
NORTHEASTERN GEORGIA RSA LIMITED PARTNERSHIP
OKLAHOMA CITY SMSA LIMITED PARTNERSHIP
OKLAHOMA RSA 3 LIMITED PARTNERSHIP
OKLAHOMA RSA 9 LIMITED PARTNERSHIP
TEXAS RSA 18 LIMITED PARTNERSHIP
TEXAS RSA 19 LIMITED PARTNERSHIP
TEXAS RSA 20B1 LIMITED PARTNERSHIP
TEXAS RSA 6 LIMITED PARTNERSHIP
TEXAS RSA 7B1 LIMITED PARTNERSHIP
TEXAS RSA 9B1 LIMITED PARTNERSHIP
TIDE MOBILITY LLC
TOPEKA SMSA LIMITED PARTNERSHIP

⁶ This list of Section 214 authorization holders is intended to be complete and include all Section 214 authorization holders under the control of Mobility as of the date of consummation. However, AT&T requests that Commission acceptance of the *pro forma* transfer notifications include any authorizations that may have been inadvertently omitted.

Attachment 3-A: Pre-Pro Forma Transaction Ownership

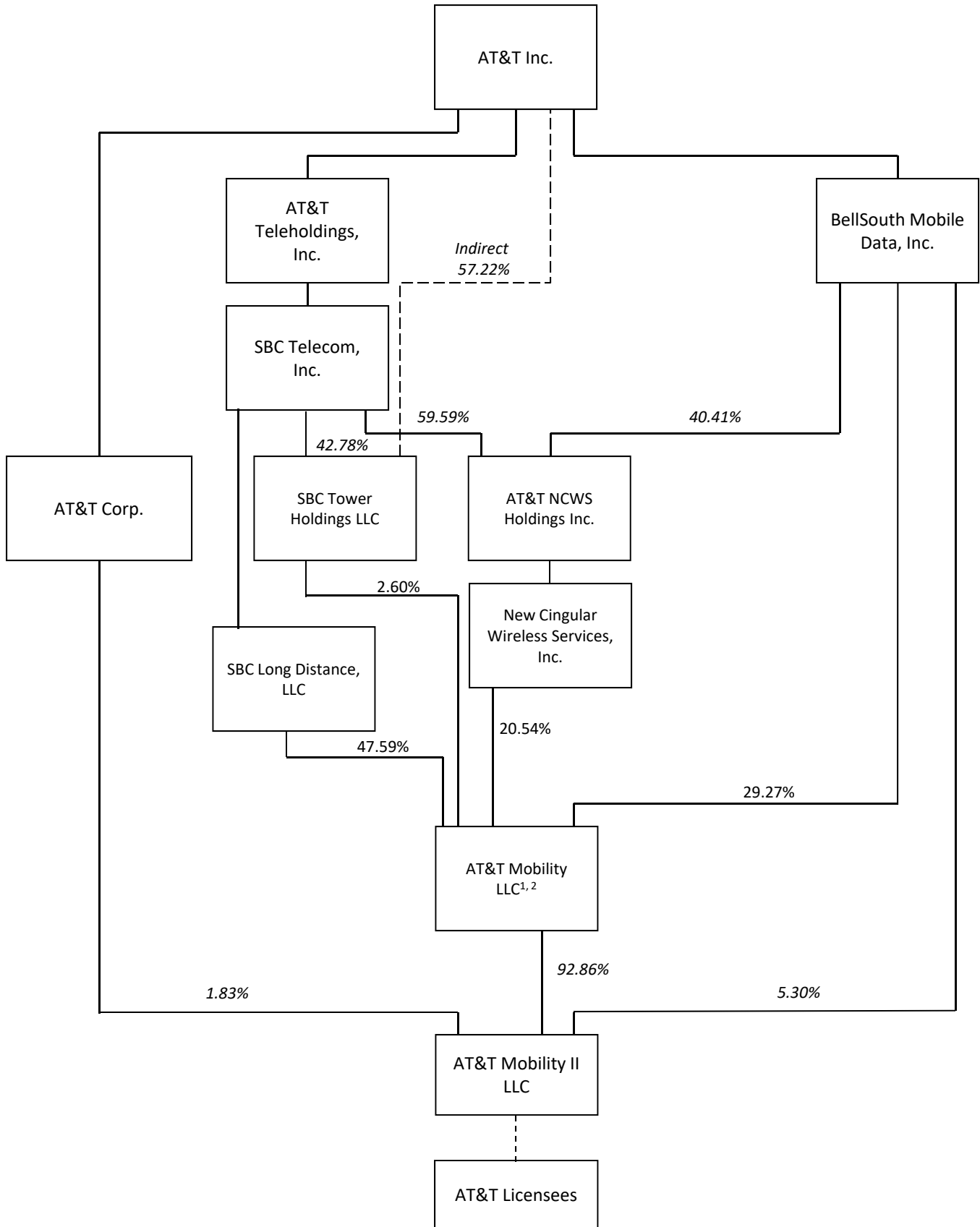
All interests 100% unless otherwise shown.



1. AT&T Mobility Corporation manages and controls AT&T Mobility LLC, AT&T Mobility II LLC, and New Cingular Wireless PCS, LLC however it does not hold an ownership interest in these entities. Bell South Mobile Data, Inc. holds 100% of AT&T Mobility Corporation.

Attachment 3-B: Post-Pro Forma Transaction Ownership

All interests 100% unless otherwise shown.



1. AT&T Mobility Corporation manages and controls AT&T Mobility LLC, AT&T Mobility II LLC, and New Cingular Wireless PCS, LLC however it does not hold an ownership interest in these entities. Bell South Mobile Data, Inc. holds 100% of AT&T Mobility Corporation.