

**Description of Pro Forma Transaction and
Public Interest Statement**

Pursuant to Section 25.119(c) of the Commission's rules,¹ Southwestern Bell Telephone Company ("SWBT") hereby notifies the Commission of the *pro forma* assignment of its Receive-Only Satellite Earth Station registration, call sign E050211 ("Registration"). As part of an internal corporate reorganization that was consummated on October 3, 2012, SWBT, which previously had been incorporated under the laws of the State of Missouri, re-incorporated under the laws of the State of Delaware.²

In addition to the Registration, SWBT holds 17 common carrier Point-to-Point Microwave ("CF") licenses, a Local Television Transmission ("CT") license, a Business 896-901/935-940 MHz Conventional ("GU") license, 24 Industrial/Business Pool, Conventional ("IG") licenses, and two Microwave Industrial/Business Pool ("MG") licenses. SWBT already received consent for the *pro forma* assignment of its GU, IG, and MG licenses,³ which are not used for the provision of telecommunications services and, therefore, are not eligible for forbearance.⁴

Here, SWBT is filing a post-closing notification for its Registration. The Commission's rules and policies provide for such notifications of *pro forma* transactions for Receive-Only Satellite Earth Station registration. SWBT is concurrently filing a separate notification for its CF and CT licenses.

A re-incorporation does not involve the substantial change in control of any FCC licenses.⁵ 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."⁶

¹ 47 C.F.R. § 25.119(c).

² SWBT kept the same Taxpayer Identification Number and, accordingly, kept the same FCC Registration Number.

³ See ULS File No. 0005323810 (consented to Sept. 21, 2012).

⁴ See 47 C.F.R. § 1.948(c)(1).

⁵ See *In re 1998 Biennial Regulatory Review – Review of Int'l Common Carrier Regulations*, Report and Order, 14 FCC Rcd. 4909, 4929, ¶ 45 (1999); see also 47 C.F.R. § 63.24(d) n.2.

⁶ *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, 6295, ¶ 2 (1998).

Response to Item A20

SWBT is a direct wholly-owned subsidiary of AT&T Inc. (“AT&T”). AT&T is a Delaware corporation. Its address is 208 South Akard Street, Dallas, TX 75202. AT&T is a holding company. Its stock is publicly traded with no person or entity holding 10 percent or more of the company’s voting stock.