

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

This application seeks consent to the *pro forma* transfer of control of New Cingular Wireless PCS, LLC (“NCW PCS”) and the earth station authorizations it controls as part of a planned internal reorganization of wholly owned subsidiaries of AT&T that is set to occur on June 30 and July 1, 2011.¹

On June 30, 2011, BellSouth Enterprises, Inc. (“BellSouth Enterprises”) will merge into its immediate wholly owning parent, BellSouth Corporation. As a consequence, BellSouth Mobile Data, Inc. (“BellSouth Mobile Data”), which currently is a wholly owned direct subsidiary of BellSouth Enterprises, will become a wholly owned direct subsidiary of BellSouth Corporation. The following day, on July 1, 2011, immediate ownership and control of BellSouth Mobile Data will be transferred from BellSouth Corporation to AT&T Inc. (“AT&T”).² These transactions will also result in the *pro forma* transfer of control of authorizations held by entities under the *de facto* control of AT&T Mobility Corporation, which is a wholly owned direct subsidiary of BellSouth Mobile Data. Specifically, this transaction will result in the *pro forma* transfer of control of the earth station authorizations held by New Cingular Wireless PCS, LLC (“New Cingular”). As the transactions do not change AT&T’s position as the ultimate controlling parent of BellSouth Mobile Data (and the subsidiaries it controls), the transactions are *pro forma* in nature.³

As AT&T Mobility Corporation, BellSouth Mobile Data, BellSouth Enterprises, and BellSouth Corporation all are wholly owned subsidiaries of AT&T, no substantial change in control of the affected licenses will occur.⁴ 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.”⁵ Applicants request that Commission staff expeditiously grant these applications.

¹ Please see the attached charts for a pictorial representation of the corporate structure before and after the reorganization.

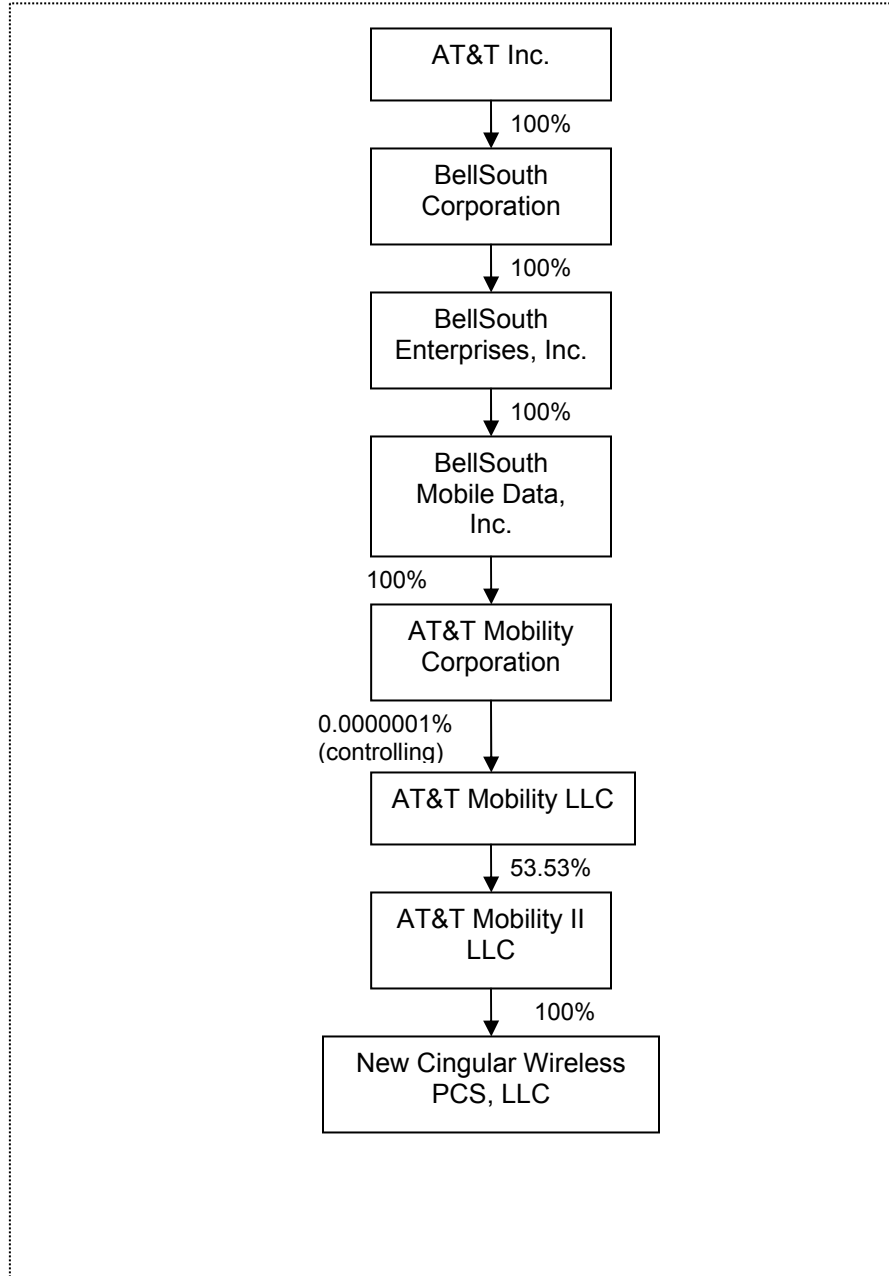
² Both the June 30, 2011 and July 1, 2011 transactions require prior consent for some of the affected licenses. Given their proximity in time, however, BellSouth Enterprises and AT&T are filing the forms as if there were a single transfer of control from BellSouth Enterprises to AT&T instead of a transfer of control from BellSouth Enterprises to BellSouth Corporation and a second transfer of control from BellSouth Corporation to AT&T.

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 Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998) (“*FCBA Forbearance Order*”) (“corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature); *cf.* 47 C.F.R. § 63.24(d).

⁴ *FCBA Forbearance Order*, 13 FCC Rcd. at 6299, ¶ 8.

⁵ *Id.* at 6295, ¶ 2.

Pre-Reorganization



Post-Reorganization

