

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

AT&T Inc. (“AT&T”) hereby seeks consent for the *pro forma* transfer of control of the earth station and VSAT licenses held by New Cingular Wireless PCS, LLC (“NCWPCS”) from AT&T Teleholdings, Inc. (“Teleholdings”) to SBC Telecom, Inc. (“SBC”). As part of a planned internal reorganization set to occur on December 31, 2016, a change will occur in NCWPCS’s indirect ownership. Specifically, Teleholdings, which directly holds a 100 percent interest in SBC, will contribute that interest to AT&T.¹

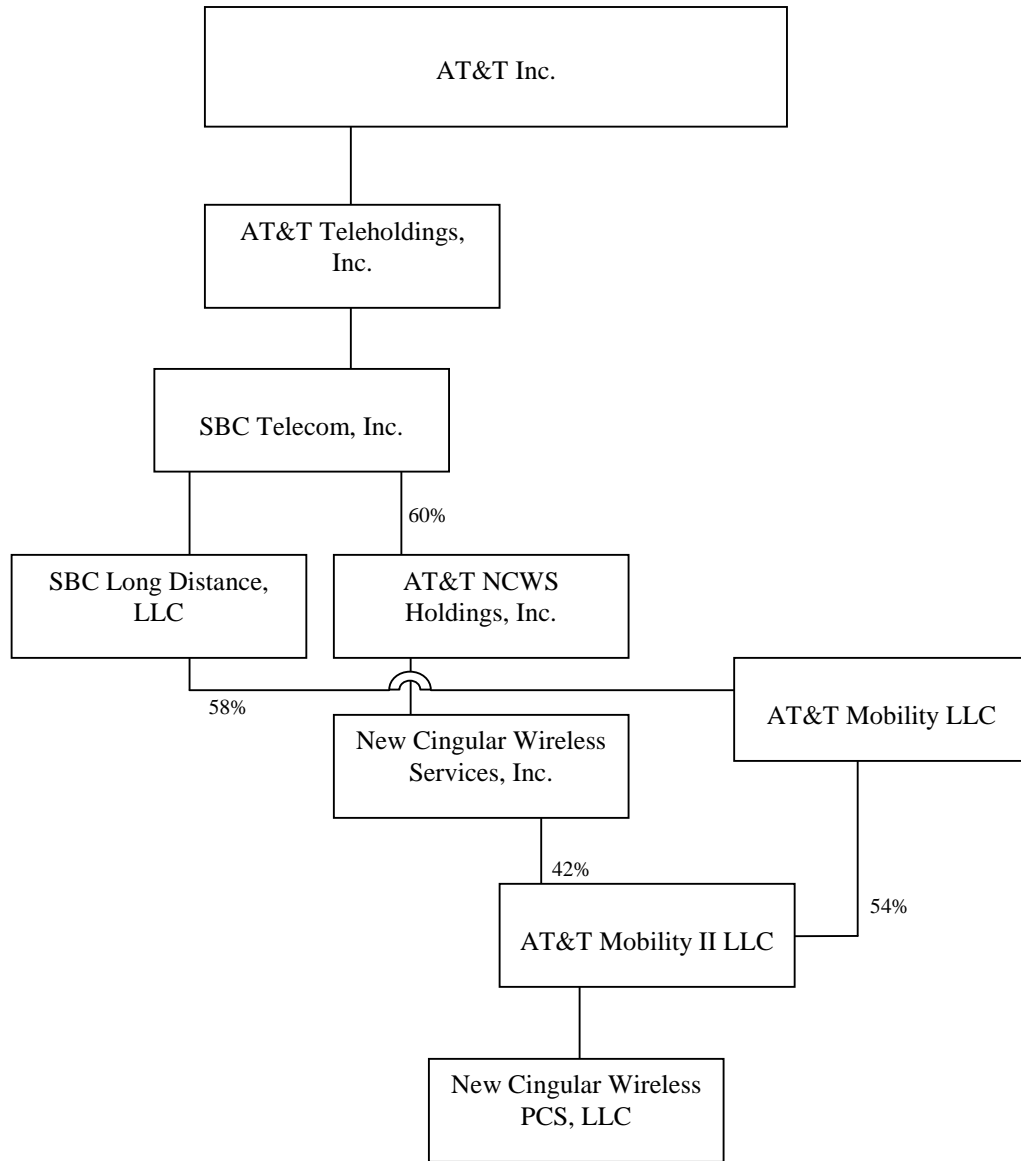
As NCWPCS, Teleholdings, and SBC are wholly owned subsidiaries of AT&T, no substantial change in control of NCWPCS’s licenses will occur.² The Commission has stated that, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”³ Applicants request that Commission staff expeditiously grant these applications.

¹ Please see the attached charts for a pictorial representation of the corporate structure of NCWPCS’s ownership, both before and after the reorganization.

² *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).

³ *Id.* at 6295, ¶ 2.

Pre-Reorganization⁴



⁴ All ownership percentages are rounded to the nearest percentage.

Post-Reorganization

