

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

This is one of a series of applications seeking Commission consent for the *pro forma* transfer of a minority, non-controlling interest in certain earth station licenses held by New Cingular Wireless PCS, LLC (“New Cingular”), a subsidiary of AT&T Mobility LLC (“Mobility”).¹ The *pro forma* transfer of control will occur as the result of a planned internal corporate reorganization set to occur on December 31, 2018 that will insert 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 constitute a non-substantial *pro forma* transfer of control because ultimate ownership and control of both Mobility and New Cingular will be exactly the same before and after the corporate reorganization. Accordingly, the Applicants request expeditious grant of this transaction.

I. Description of the *Pro Forma* Transfer of Control – Response to Question 43

A. Current Ownership Structure

As shown in Exhibit 2-A, Mobility is an indirect, wholly owned subsidiary of AT&T. Mobility currently has three direct owners: SBC holds a 59.89% interest, Bellsouth Mobile Data, Inc. (“BSMD”) holds a 36.84% interest, and SBC Tower Holdings, LLC (“SBC Tower”) holds the remaining 3.28% interest. SBC and SBC Tower are indirect, wholly owned subsidiaries of AT&T Teleholdings, Inc. (“Teleholdings”), which is a direct, wholly owned subsidiary of AT&T. BSMD is likewise a direct, wholly owned subsidiary of AT&T.

B. Post-Consummation Ownership Structure

The post-consummation ownership structure is depicted in Exhibit 2-B. The following changes will occur as part of the proposed transaction:

- New Cingular Wireless Services, Inc., (“New Cingular Wireless Services”) will acquire a direct non-controlling interest in Mobility.
- The addition of New Cingular Wireless Services into Mobility’s ownership will dilute SBC’s ownership interest in Mobility to below 50%.²

Both before and after this *pro forma* transaction, Teleholdings will indirectly hold the controlling interest in Mobility. Ultimate ownership and control of New Cingular will remain the same before and after this *pro forma* transaction as AT&T will continue to indirectly own and control 100% of New Cingular.

¹ New Cingular is an indirect wholly owned subsidiary of AT&T, Inc. (“AT&T”). As this transaction also affects wireless licenses held by subsidiaries of Mobility, applications requesting prior approval for the transfer of control of those authorizations are being filed separately with the Wireless Telecommunications Bureau.

² The exact ownership interests in Mobility will be determined at the time of close.

II. Public Interest Statement – Response to Question A.21

Under the FCC’s rules, transfers of control that do not result in a change of the actual controlling party are considered *pro forma*.³ Moreover, a “corporate reorganization that involves no substantial change in the beneficial ownership of the corporation” is presumptively considered to be *pro forma*.⁴ The proposed transaction constitutes a *pro forma* transfer of control because ultimate ownership and control of New Cingular will be exactly the same before and after the corporate reorganizations.

This internal corporate reorganization serves the public interest by creating operational and administrative efficiencies for AT&T. The FCC routinely finds that similar corporate changes serve the public interest.⁵ Accordingly, the Commission should find that the transaction is in the public interest and promptly consent to the application.

The FCC should grant this application one business day after filing, without prior public notice, in accordance with rule section 25.119(i).⁶ New Cingular will supplement, as necessary, any applications that are pending upon the grant of this application to reflect the *pro forma* changes in ownership.⁷ To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted to New Cingular prior to the grant of these applications, New Cingular requests that the grant of this application include consent with respect to all such subsequently granted authorizations. Further, New Cingular requests that grant of this application include authority for the *pro forma* transfer of control of any special temporary authorizations held by New Cingular, or applications for special temporary authority that are pending.

III. Officers, Directors and Ten Percent Shareholders – Response to Questions 40 and A.20

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.

³ 47 C.F.R. § 63.24(d) (“Transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*.”).

⁴ 47 C.F.R. § 63.24(d), Note 2.

⁵ See, e.g. Public Notice, Satellite Communications Services Information re: Actions Taken, Report No. SES-01905 (Nov. 23, 2016) (granting New Cingular’s application for consent to transfer earth station and VSAT licenses as part of a planned internal reorganization, IBFS File No. SES-T/C-20161116-00894).

⁶ See 47 C.F.R. § 25.119(i).

⁷ See 47 C.F.R. § 1.65.

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

The directors and officers of Teleholdings are as follows:

Directors:

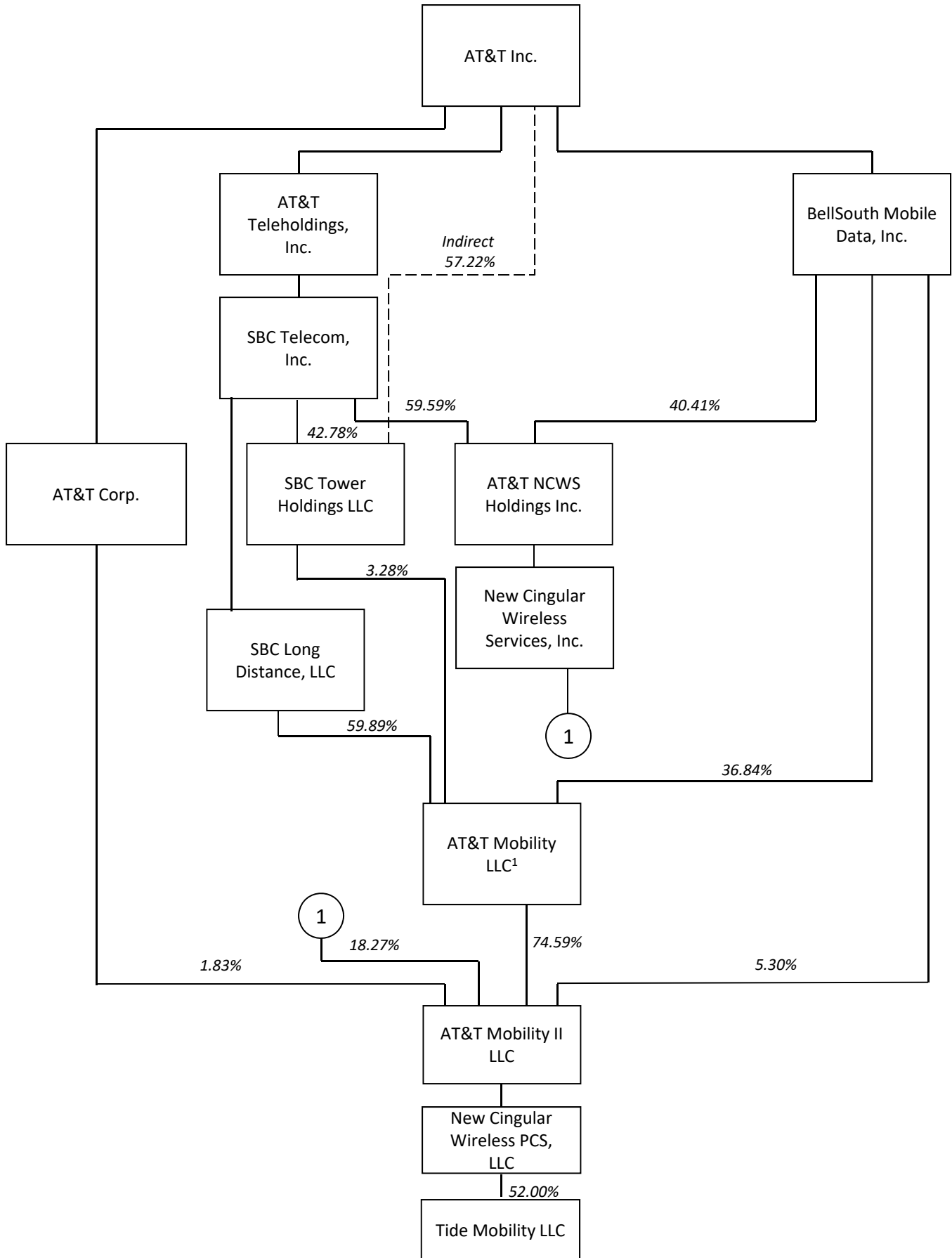
Debra L. Dial Director
John J. O'Connor Director

Officers:

John Donovan President and Chief Executive Officer
Daniel J. Fete Chief Financial Officer
George B. Goeke Senior Vice President and Treasurer
Stephen A. McGaw Senior Vice President - Corporate Strategy and Development
Julianne K. Galloway Vice President and Assistant Treasurer
Michael Kay Assistant Vice President - Tax
Stacy W. Roth Assistant Treasurer
Sherri L. Bazan Assistant Treasurer
Marilyn S. Spracker Assistant Secretary
Paul M. Wilson Assistant Secretary
Wayne A. Wirtz Secretary
Teresa G. Blizzard Director - Tax
Terry Britt Director - Tax
Karen Diorio Director - Tax
Vivian Swierc Director - Tax
Fletcher Ricks Director-Tax

Exhibit 2-A: Current Ownership

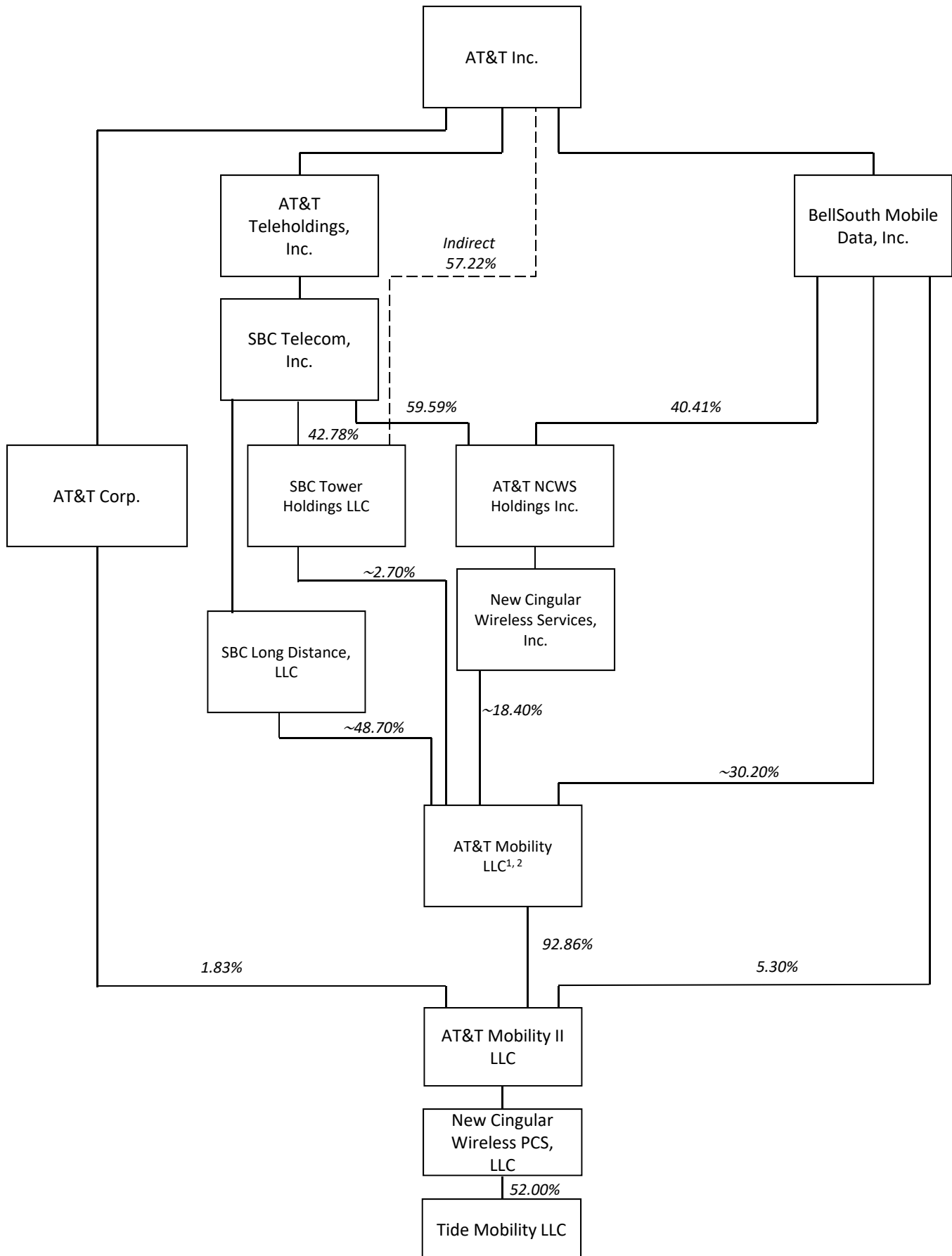
All interests 100% unless otherwise shown.



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.

Exhibit 2-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.
2. The exact ownership interests in Mobility and Mobility II will be determined at the time of close.