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October 1, 1998

VIA CORPORATE EXPRESS DELIVERY SYSTEMS

Federal Communications Commission
Wireless Bureau Applications
P.O. Box 358130
Pittsburgh, PA 15251-5130

Re: Applications for Consent to the Transfer of Control of Various Licenses and
Authorizations from Ameritech Corporation to SBC Communications Inc. (P)
Docket No. 98-141)

RECEIVED

OCT - 1 1998

Dear Sir or Madam:

Enclosed herewith for filing on behalf of Ameritech Corporation are an original and one copy of a minor amendment (a) transmitting an additional Application for Authorization in the Microwave Services on FCC Form 415 for one call sign, and (b) deleting that call sign and another call sign from one of the above-referenced transfer of control applications submitted on FCC Form 703. I am also including FCC Form 159 with a check made payable to the FCC in the amount of \$45.00 to cover the filing fee for the application on FCC Form 415. Under separate cover, I have requested two refunds of \$45 associated with each call sign to be deleted. Attached also is an amendment to paragraph 66 of Terry Appenzeller's affidavit, for which no filing fee is required. The amendment was submitted as an exhibit to the public interest section of the above-referenced transfer of control applications.

Federal Communications Commission
Office of Secretary

If you have any questions concerning this filing, please contact the undersigned.

Respectfully submitted,

Antoinette Cook Bush
Counsel for Ameritech Corporation

- cc: Magalie Roman Salas, Secretary (by hand delivery)
- Radhika Karmarkar (by hand delivery)
- Lisa Choi (by hand delivery)
- William Dever (by hand delivery)

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OCT - 1 1998

Federal Communications Commission
Office of Secretary

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
Applications for Consent to the Transfer of Control) CC Docket No. 98-141
of Various Licenses and Authorizations from)
Ameritech Corporation to SBC Communications Inc.)

To: The Commission

**MINOR AMENDMENT TO APPLICATIONS FOR
CONSENT TO THE TRANSFER OF CONTROL OF
VARIOUS LICENSES AND AUTHORIZATIONS FROM
AMERITECH CORPORATION TO SBC COMMUNICATIONS INC.**

SBC Communications Inc. ("SBC") and Ameritech Corporation ("Ameritech") (collectively, the "Applicants") hereby submit this minor amendment to the applications filed by Applicants on July 24, 1998 for approval of the transfer of control of various licenses and authorizations held by subsidiaries of Ameritech to SBC (the "Applications"). The Applications were filed as part of a transaction whereby SBC will acquire control of Ameritech's ongoing global operations, including the operations conducted by Ameritech's operating subsidiaries pursuant to numerous licenses and authorizations granted by the Commission.

The Commission's Public Notice seeking comment on the proposed transfer of control recognized that amendments to the Applications might be appro-

prate to identify additional authorizations held by Ameritech or its subsidiaries.¹

SBC and Ameritech have identified one station call sign (WNEK510) licensed in the Private Operational Fixed Point-to-Point Microwave Service (Part 101) and held by SecurityLink from Ameritech, Inc. ("SecurityLink"), a subsidiary of Ameritech, that was erroneously filed on FCC Form 703, which was originally submitted on July 24, 1998. (The call sign was included in the transfer of control filing for SecurityLink's business radio authorizations.) Accordingly, pursuant to staff advice, the Applicants respectfully submit the attached Form 415 and a check for the requisite filing fee as a minor amendment, 47 C.F.R. § 1.962(d), to their Applications in order to add this call sign to those Part 101 call signs listed in the Applications. The Applicants request that the FCC delete the call sign from the Application (FCC Form 703) covering SecurityLink's Part 90 authorizations that was filed in connection with the instant transaction. The Applicants also request that the FCC delete another station call sign, WNEN406, which is no longer in use. Under separate cover, the applicants have requested refunds of \$45.00 associated with each call sign.

¹ See SBC Communications Inc. and Ameritech Corporation Seek FCC Consent for a Proposed Transfer of Control and Commission Seeks Comment on Proposed Protective Order Filed by SBC and Ameritech, *Public Notice*, CC Docket No. 98-141, DA98-1492 (rel. July 30, 1998) at 3.

In addition, the Applicants are attaching a minor amendment to one paragraph of the affidavit of Terry D. Appenzeller. Mr. Appenzeller's affidavit was attached as an exhibit to the public interest statement, which was filed as an exhibit to the 11 lead Applications.

Respectfully submitted,



Paul K. Mancini
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
(210) 351-3476

For SBC Communications Inc.



Lynn Starr
Executive Director, Federal Relations
Ameritech Corporation
1401 H Street, Suite 1020
Washington, DC 20005-2111
(202) 326-3821

For Ameritech Corporation

**AMENDMENT TO THE
AFFIDAVIT OF TERRY D. APPENZELLER**

STATE OF ILLINOIS)
)
COUNTY OF COOK)

TERRY D. APPENZELLER, being duly sworn, deposes and says:

I. Introduction and Qualifications

1. My name is Terry D. Appenzeller. My business address is 2000 West Ameritech Center Drive, Hoffman Estates, Illinois 60196-1025.

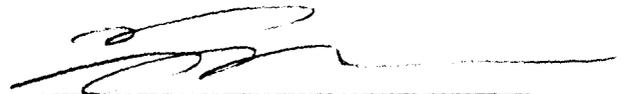
2. On July 21, 1998, I executed an affidavit concerning the status of the compliance by Ameritech Corporation with various requirements imposed on Ameritech by Section 271 of the Telecommunications Act of 1996. That affidavit was filed as an attachment to the application for transfer of control in CC Docket No. 98-141.

3. I hereby amend my affidavit by deleting the original paragraph 66 and substituting therefor the following new paragraph 66:

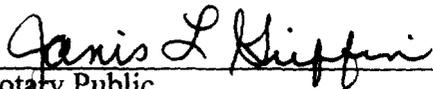
66. Although not part of the competitive checklist, IntraLATA toll dialing parity ("2-PIC") is required by Section 271(e)(2). Ameritech has fully implemented intra-state intraLATA toll dialing parity in Illinois and Wisconsin. Implementation is complete in 70% of Ameritech's Michigan territory, with the remaining 30% in

Michigan, and all lines in Indiana and Ohio, to be completed ten days prior to Ameritech's provision of in-region interLATA services in the respective state or in accordance with a valid and effective order by the respective state legislature or state public utilities commission pursuant to Section 271(e)(2). Ameritech is also on track to meet the February 8, 1999 deadline for LTNP implementation in Indiana and Ohio.

I declare under penalty of perjury that the foregoing statements are true and correct.


Terry D. Appenzeller

Sworn and Subscribed before me
this 22nd day of September, 1998.


Notary Public

My Commission expires 06-04-01.



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**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX # 358310

PAGE NO. 1 OF 1

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Skadden, Arps, Slate, Meagher & Flom LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 45.00

(4) STREET ADDRESS LINE NO 1

1440 New York Avenue, N.W., Suite 600

(5) STREET ADDRESS LINE NO 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (Include area code)

(202) 371-7000

(10) COUNTRY CODE (if not in U.S.A.)

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OCT - 1 1998
Federal Communications Commission
Office of Secretary

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

SecurityLink from Ameritech, Inc.

(12) STREET ADDRESS LINE NO 1

Attention: Lynn Starr

(13) STREET ADDRESS LINE NO 2

1401 H St., NW Suite 1020

(14) CITY

Washington

(15) STATE

DC

(16) ZIP CODE

20005

(17) DAYTIME TELEPHONE NUMBER (Include area code)

(202) 326-3821

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WNEK510

(20A) PAYMENT TYPE CODE (PTC)

P A T M

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 45.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 1 3 1 7 7 7 2 3 0

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 3 6 3 9 9 4 8 4 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Maureen R. Harrigan, Certify under penalty of perjury that the foregoing and supporting information

(PRINT NAME)

are true and correct to the best of my knowledge, information and belief. SIGNATURE Maureen R. Harrigan

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

MONTH YEAR

DATE

IMAGE SAFE logo in light gray tone is not present on back of document. Do not cash.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVE., N.W.
WASHINGTON, DC 20005

1558

PAY
TO THE
ORDER OF

Federal Communications Commissions *September 18, 1998* \$ *4500*

15-120/540
0710

Forty five

100

DOLLARS

NationsBank

NationsBank, N.A.
District of Columbia

Barbara Smith

FOR

⑈001558⑈ ⑆054001204⑆ 193 322 1230⑈

CLARKE AMERICA, INC.
GUARANTY NATIONAL BANK

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FCC 415 Main Form	FEDERAL COMMUNICATIONS COMMISSION	Approved by OMB 3060-0747 Expires 12/31/99 Est. Avg. Burden Hours Per Response: 7 hrs.	FCC Use Only (File Number)
Application for Authorization in the Microwave Parts 74 and 101		RECEIVED OCT - 1 1999	

FILING-FEE, Communications Commission

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
PATM	1	45.00	\$ 45.00	

APPLICANT

1. Legal Name of Applicant SecurityLink from Ameritech, Inc.	2. Voice Telephone Number (202) 326-3821	
3. Assumed Name Used for Doing Business (if any)	4. Fax Telephone Number (202) 326-3826	
5. Mailing Address, Street or P.O. Box 1401 H St., NW Suite 1020 ATTENTION: Lynn Starr		
6. City Washington	7. State DC	8. Zip Code 20005
9. E-mail or Internet Address lynn.s.starr@ameritech.com	10. Taxpayer Identification Number 36-3994844	
11. Name of Contact Representative (if other than applicant) Antoinette Cook Bush	12. Voice Telephone Number (202) 371-7230	
13. Contact Representative Firm or Company Name Skadden, Arps, Slate, Meagher & Flom LLP	14. Fax Telephone Number (202) 371-7996	
15. Mailing Address, Street or P.O. Box 1440 New York Ave., NW		
16. City Washington	17. State DC	18. Zip Code 20005

CLASSIFICATION OF FILING

19. Type of Applicant (<u>C</u>) Individual Partnership Corporation Unincorporated Association Governmental Entity		
20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (<u>N</u>) Yes No		
21. If this filing is an Amendment to a pending application: File number of Pending application: See Exhibit 1	Receipt Date:	22. Eligibility Rule Section 90.35
		23. Service Type Code OFS
24. Does this filing propose a waiver or exception to the Commission's Rules? <small>*If "yes", attach exhibit explaining circumstances.</small>		
(<u>N</u>) Yes No		
25. Does this filing pose potential interference to Geostationary Satellite Operation? <small>*If "yes", attach exhibit explaining circumstances.</small>		
(<u>N</u>) Yes No		
26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification:		
(<u>N</u>) Yes No		
27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned:		
WNEK510		

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307? • If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311	(N) <u>Y</u> es <u>N</u> o See Exhibit 2
---	---

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
--	------------------------------

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?*	(N/A) <u>Y</u> es <u>N</u> o
53. Is the applicant a corporation organized under the laws of any foreign government?*	(N/A) <u>Y</u> es <u>N</u> o
54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?*	(N/A) <u>Y</u> es <u>N</u> o
55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control	(N/A) <u>Y</u> es <u>N</u> o

*If yes, attach exhibit explaining circumstances.

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u> o
58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Y</u> es <u>N</u> o
59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? See Exhibit 3	(Y) <u>Y</u> es <u>N</u> o
60. Is this a Common Carrier corporation? If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing.	(N) <u>Y</u> es <u>N</u> o See Exhibit 1

* If "yes", attach exhibit explaining circumstances.

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes

61. Typed Name of Person Signing Lynn Starr	62. Title Executive Director, Federal Relations
63. Signature 	64. Date 10/1/98

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

**Transfer of Control See 47 CFR Section 101.13(a)(5)
FEDERAL COMMUNICATIONS COMMISSION**

Approved by OMB
3060-0127
See below for public
burden estimate

ASSIGNMENT OF AUTHORIZATION

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

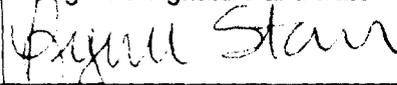
INVOLUNTARY ASSIGNMENT

In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

Commission Rules

FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization	47 CFR Part 90
FCC Form 415 - Application for Station Authorization in the Microwave Services	47 CFR Part 101
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services	47 CFR Part 87
FCC Form 503 - Application for Land Radio Station License in the Maritime Services	47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service Private Operational Fixed Microwave Service	Licensee Name and Station Location SecurityLink from Ameritech, Inc. operating in Minneapolis, MN
Call Sign WNEK510	
CERTIFICATION	
I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to <u>SBC Communications Inc.</u>	
shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.	
Name of Assignor (include title, if applicable) Ameritech Corporation	Assignor's Signature and Date  10/1/98

Lynn Starr, Executive Director, Federal Relations

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

FCC Form 415
Exhibit 1
Page 1 of 1

This additional application (FCC Form 415) is being filed as a minor amendment to the merger applications filed by Ameritech Corporation ("Transferor") and SBC Communications Inc. ("Transferee") on July 24, 1998 (CC Docket No. 98-141) for the approval of the transfer of control of the licenses and authorizations held by subsidiaries of Transferor to Transferee. Attached hereto is a photocopy of documents entitled "Description of the Transaction" and "Description of the Applicants and their Existing Businesses" originally filed with the FCC on July 24, 1998 (Attachment A). A full and complete description of the transaction, the public interest showing and related demonstrations was filed as Exhibit 3 to the application (FCC Form 704) in the instant docket applying for the Commission's consent to transfer control of the Part 101 licenses held by Wisconsin Bell, Inc. (call signs KB9805, et al.) from Transferor to Transferee and is hereby incorporated by reference. In addition, for purposes of completeness, attached is a copy of the Licensee Qualification Report on FCC Form 430 submitted on behalf of SBC Communications Inc., the proposed transferee, on July 24, 1998 (Attachment B).

COPY

DESCRIPTION OF THE TRANSACTION

On May 10, 1998, SBC and Ameritech entered into an Agreement and Plan of Merger, under which Ameritech would become a first-tier, wholly-owned subsidiary of SBC. A copy of the Merger Agreement follows this attachment. The Applicants plan to consummate the merger within a year, after the necessary federal and state regulatory approvals have been received^{*} and certain other preconditions have been met.

Under the Merger Agreement, SBC Delaware, Inc., a wholly-owned SBC subsidiary formed to accomplish the merger, will merge into Ameritech, with Ameritech as the surviving corporation. The stockholders of Ameritech will receive, on a tax-free basis, newly-issued shares of SBC. The Merger Agreement provides for a fixed exchange ratio of 1.316 shares of SBC common stock for each share of Ameritech common stock.**

Following the merger, SBC will own all of the stock of Ameritech. SBC itself will be owned approximately 56% by the pre-merger stockholders of SBC and 44% by the pre-merger stockholders of Ameritech.*** Ameritech will continue to own the stock of its subsidiaries, which will continue to hold all of the FCC authorizations they currently hold. While SBC will become the new parent of Ameritech, there will be no

* A description of these regulatory approvals, in addition to this Commission's review, is set forth in Section V of the Exhibit to which this description is attached.

** On May 8, 1998, the last trading day before the public announcement of the merger, the closing prices of SBC common stock and Ameritech common stock, as reported on the NYSE Composite Transactions Tape, were \$42 3/8 per share \$43 7/8 per share, respectively.

*** Following the consummation of SBC's pending merger with SNET, the combined entity will be owned approximately 42.5 percent by the pre-merger shareholders of Ameritech.

transfer of direct control of the FCC authorizations since the current licensees will continue to hold their authorizations. Ameritech's headquarters will remain in Chicago, and its state headquarters will remain in each of its five states. It will continue to use the Ameritech name in each of those states, and five additional SBC board seats will be created for current members of the Ameritech board.

DESCRIPTION OF THE APPLICANTS AND THEIR EXISTING BUSINESSES

A. SBC

SBC's principal businesses consist of the local exchange, wireless and directory publishing services provided by operating subsidiaries of SBC. Since enactment of the 1996 Act, subsidiaries of SBC have also begun to provide Internet access service and interexchange service outside of the seven states in which SBC subsidiaries are ILECs.* The authorized capital stock of SBC consists of 7,000,000,000 shares of common stock and 10,000,000 shares of preferred stock. As of April 30, 1998, SBC had 1,838,844,294 shares of common stock issued and outstanding, and 26,060,210 shares of common stock held in treasury; no shares of preferred stock were issued and outstanding.

The ILEC subsidiaries of SBC are SWBT, Pacific Bell and Nevada Bell. SWBT has 15.7 million local exchange access lines within Texas, Missouri, Oklahoma, Kansas and Arkansas. Pacific Bell and Nevada Bell together have 17.7 million local exchange access lines within California and Nevada.

Both within those seven states, and in several other major areas, SBC's CMRS subsidiaries – SBMS, SWBW and PBMS – provide cellular and PCS services, including both local and interexchange wireless service, to a population of over 73 million persons. These companies currently serve over 5.6 million CMRS customers.**

* SBC's seven "in-region" states are Arkansas, California, Kansas, Missouri, Nevada, Oklahoma and Texas.

** SBMS operates SBC's out-of-region cellular systems in the Chicago, Boston and Baltimore/Washington metropolitan areas, and in Upstate New York. SWBW operates SBC's cellular and PCS systems within the five in-region states served by SWBT. PBMS operates PCS systems in California and Nevada.

SBC's international telecommunications interests include investments in telecommunications companies in Mexico, France, Chile, South Africa, Israel, South Korea, Taiwan and Switzerland, and an investment in a proposed trans-Pacific undersea cable system.

On January 4, 1998, SBC and SNET entered into an Agreement and Plan of Merger under which SNET would become a first tier, wholly-owned subsidiary of SBC. SNET's business consists principally of the provision of local exchange, long distance and cellular service to customers in Connecticut. SBC and SNET plan to consummate the merger by the end of 1998 after necessary federal and state regulatory approvals have been received and certain other preconditions have been met.

B. Ameritech

Ameritech is a holding company whose subsidiaries and affiliates provide a wide range of communications services, including local and long distance, cellular, PCS, paging, security, cable television, Internet access, alarm monitoring and directory publishing services. The authorized capital stock of Ameritech consists of 2,400,000,000 shares of common stock, 30,000,000 shares of preferred stock and 30,000,000 shares of preference stock. As of April 30, 1998, Ameritech had 1,100,161,364 shares of common stock issued and outstanding, and 76,993,242 shares held in treasury; no shares of preferred or preference stock were issued and outstanding.

Ameritech's landline communications subsidiaries – Illinois Bell Telephone Company, Indiana Bell Telephone Company, Inc., Michigan Bell Telephone Company, The Ohio Bell Telephone Company and Wisconsin Bell, Inc. – together have more than 20 million local exchange access lines in five-state region.

Ameritech's subsidiaries and affiliates provide cellular services to approximately 3.5 million customers in 42 cellular markets in Illinois, Indiana, Hawaii, Michigan, Missouri, Ohio, Kentucky and Wisconsin, with a combined population of more than 20 million persons. Ameritech provides paging services to 1.5 million customers in Illinois, Indiana, Michigan, Minnesota, Missouri, Ohio and Wisconsin. Ameritech also will be introducing digital PCS service to the Cleveland and Indianapolis metropolitan trading areas this summer.

Ameritech provides telephone directory publishing and electronic advertising throughout its region, along with cable television service in 54 communities in the Chicago, Cleveland, Columbus and Detroit metropolitan areas, and has franchises to provide cable television service in an additional 22 communities in which it is not yet providing service. A subsidiary, SecurityLink by Ameritech, Inc., is North America's second largest security monitoring provider, with over one million residential and commercial accounts. Ameritech Interactive Media Services, Inc. provides Internet services and products to over 66,000 customers.

Ameritech also has significant investments in the European telecommunications industry with direct or indirect financial interests in 15 European countries, including Belgium, Denmark and Hungary.

FCC 430

FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0105

LICENSEE QUALIFICATION REPORT

See reverse for public
burden estimate

INSTRUCTIONS

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

<p>1. Business Name and Address (Number, Street, State and Zip Code) of Filer's Principal Office:</p> <p>SBC COMMUNICATIONS INC. 175 E. HOUSTON SAN ANTONIO, TEXAS 78205</p>	<p>2. (Area Code) Telephone Number: (210) 351-3476</p> <p>3. If this report supersedes a previously filed report, specify its date: FEBRUARY 18, 1998</p>
<p>4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):</p>	<p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? DELAWARE</p>

6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:
SEE EXHIBIT I

<p>7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? <i>If "YES", attach as Exhibit 1 a statement giving call sign and file number of license or permit revoked and relating circumstances.</i></p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? <i>If "YES", attach as Exhibit II a statement relating the facts.</i></p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? <i>If "YES" attach as Exhibit III a statement relating the facts.</i></p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to Items 7(b) and 7(c)? <i>If "YES", attach as Exhibit IV a statement relating the facts.</i></p>	<p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>

SEE EXHIBIT IV

8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? *If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.*

Yes No

SEE EXHIBIT V

If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:

<p>9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:</p> <p style="text-align: center;">NOT APPLICABLE</p>	<p>(b) Is Individual or each member of a partnership a citizen of the United States? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

SEE EXHIBIT V

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

SEE EXHIBIT V

(c) Is the Filer directly or indirectly controlled by any other corporation? Yes No
If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses for the president and directors of the controlling corporation.

(d) Is any officer or director of the Filer an alien? Yes No

SEE EXHIBIT IX

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign county? Yes No

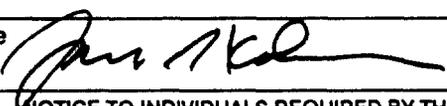
(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof. Yes No

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND /OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312 (A) (1)), AND /OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Filer (must correspond with that shown in Item 1) SBC COMMUNICATIONS INC.	Typed or Printed Name James S. Kahan
Signature 	Title Senior Vice President -- Corporate Development
	Date JUNE 22, 1998

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing this burden to Federal Communications Commission, AMD-PERM, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to jboley@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection unless it displays a currently valid OMB control number or if we fail to provide you with this notice.

This notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the

Response to Item 6:

Filer is a holding company, and as such, it does not directly control any FCC license. However, as demonstrated by the charts attached to Exhibit V, Filer directly or indirectly controls multiple subsidiaries that are FCC licensees. In general, one or more of Filer's subsidiaries have licenses in the following categories:

Experimental Radio Service
Public Mobile Service
Personal Communications Service
Satellite Communications
Private Land Mobile Radio Service
Fixed Microwave Services

Filer makes this filing as required by the FCC Forms 312 and 490, not as a permittee or licensee.

On May 18, 1998, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications Inc. and Ameritech Corporation, No. 98 C 3014, was filed in the United States District Court for the Northern District of Illinois by four customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. The complaint alleges that the proposed merger of SBC and Ameritech violates Section 7 of the Clayton Act and seeks injunctive relief against the merger.

SBC COMMUNICATIONS INC.

Response to Item 8:

The Filer is SBC Communications Inc. ("SBC"), incorporated under the laws of Delaware, having its primary place of business at 175 E. Houston, San Antonio, Texas, 78205.

SBC owns several subsidiaries, directly and indirectly, as reflected on the charts as attached to this Exhibit. SBC directly owns Southwestern Bell Telephone Company ("SWBT"), a landline local exchange company, and SBC Wireless, Inc. ("SBCW"), a holding company which owns 100% of Southwestern Bell Mobile Systems, Inc. ("SBMS"), a cellular licensee which, in turn, owns 100% of Southwestern Bell Wireless, Inc. ("SBW"), a cellular and a PCS licensee. SBC also owns directly Pacific Telesis Group ("PTG"), which wholly owns Nevada Bell and Pacific Bell.

SWBT, Nevada Bell and Pacific Bell are common carriers engaged in the provision of local exchange telephone service. SBMS and SBW directly or indirectly provide cellular service in the metropolitan Boston, Chicago, Washington, D.C. areas, portions of Illinois and in various MSAs and RSAs that are in the landline service areas of SWBT. PTG directly owns Pacific Bell Mobile Services ("PBMS"), which provides PCS service in California and Nevada for the MTAs of Los Angeles - San Diego, CA and San Francisco - Oakland - San Jose, CA, under the licensee name of Pacific Telesis Mobile Services ("PTMS"). PTMS is held directly by PTG.

SBC and PTG are also holding companies, and own or control numerous subsidiaries (other than PBMS, SBCW, Nevada Bell, Pacific Bell and SWBT), which do not provide either landline or cellular services.

On January 4, 1998, SBC and Southern New England Telecommunications Corporation ("SNET") entered into an Agreement and Plan of Merger under which SNET would become a wholly-owned subsidiary of SBC. SBC and SNET filed applications with the Commission on February 20, 1998 seeking approval for the transfer of control to SBC of SNET's FCC authorizations. Those authorizations are comprised of various authorizations for wireless services, including authorizations used in both SNET's cellular and wireline telephone businesses, as well as authorizations under Section 214 of the Communications Act. SNET provides local exchange service, long distance service, cellular service, directory publishing, cable television, Internet access and data services.

SBCW currently wholly owns SBMS, New York Holdings, Inc., Pegasus Cellular Telephone Company No. 3. (NY-4), Inc., SBMS Illinois Services, Inc., SBMS New York Services, Inc., and Associated Communications Corporation.

SWBW RSA, Inc. is wholly owned by Southwestern Bell Wireless Inc. ("SBW") and holds minimal 1% interest in the licensees of various RSAs.

SBMS owns (either directly or through one of its wholly-owned subsidiaries), or has controlling interests in the following:

- SBMS Cellular Telecommunications Springfield, Inc.
- SBMS Cellular Telecommunications Bloomington, Inc.
- Decatur Cellular Telephone Company, Inc.
- Washington/Baltimore Cellular Holdco, Inc. -
Owns 100% of Washington/Baltimore Cellular, Inc., the General Partner of Washington/Baltimore Cellular Limited Partnership. Washington/Baltimore Cellular, Inc. owns 1% General Partnership of Washington/Baltimore Cellular Limited Partnership. SBMS also owns 86.2% Class A limited partnership interest in Washington/Baltimore Cellular Limited Partnership. French American Cellular Investment Corporation owns a 12.8% Class B limited partnership interest in Washington/Baltimore Cellular Limited Partnership.

Each of these companies is engaged in the provision of cellular services.

SBMS owns 100% of Cellular One Marketing, Inc. which is a partner in the Cellular One Group which holds the intellectual property associated with the Cellular One name and licenses the use of that name to A Band cellular licenses throughout the country.

Additional Information

SBMS owns 5% or more of and controls as the principal owner or general partner the following entities engaged in the provision of cellular:

<u>Market Name</u>	<u>Licensee</u>
Baltimore, Maryland	Washington/Baltimore Cellular L.P.
Bloomington-Normal, Illinois	SBMS Cellular Telecommunications of Bloomington, Inc.
Boston, Massachusetts	SBMS
Champaign-Urbana- Rantoul, Illinois	Champaign CellTelCo
Chicago, Illinois	SBMS
Decatur, Illinois	Decatur Cellular Telephone Co. Inc.

<u>Market Name</u>	<u>Licensee</u>
Gary -Hammond- East Chicago, Indiana	Gary Cellular Telephone Co.
Laredo, Texas	Texas/Illinois Cellular L.P.
Springfield, Illinois	SBMS Cellular Telecommunications of Springfield, Inc.
Washington D.C.	Washington/Baltimore Cellular L.P.
Worcester, Massachusetts	Worcester Telephone Company
Illinois 2-Bureau	SBMS
Illinois 4-Adams	Texas/Illinois Cellular L.P.
Illinois 5-Mason	SBMS
Illinois 6-Montgomery	Texas/Illinois Cellular L.P.
Massachusetts -2-Barnstable	SBMS
Virginia 10-Frederick	Washington/Baltimore Cellular L.P.
Virginia 11-Madison	Washington/Baltimore Cellular L.P.
Virginia 12-Caroline	Washington/Baltimore Cellular L.P.
West Virginia 4-Grant	Washington/Baltimore Cellular L.P.

SBMS also owns 100% of the following companies which are engaged in the provision of cellular.

SBMS Cellular Telecommunications Central Illinois, Inc.
 SBMS Decatur Holding Co., Inc.
 SBMS Springfield Management Co., Inc.
 Southwestern Bell Locate One, Inc.

SBMS owns SBW which holds more than a five percent (5%) partnership interest in, and is the General Partner of, the limited partnerships listed below, all of which are engaged in the provision of cellular.

<u>Market Name</u>	<u>Licensee</u>
Abilene, Texas	Abilene SMSA L.P.
Amarillo, Texas	Amarillo SMSA L.P.
Brownsville-Harlingen, Texas	McAllen-Edinburg-Mission SMSA L.P.
Corpus Christi, Texas	Corpus Christi SMSA L.P.