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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Lynn Shapiro Starr  
Vice President  
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ORIGINAL

May 3, 1999

Ms. Magalie Roman Salas  
Secretary  
Federal Communications Commission  
Portals II, Counter TW-A 325  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

Re: Ameritech Corporation and SBC Communications Inc.  
Application Pursuant to Parts 22 and 101  
of the Commission's Rules for  
Transfer of Control of Cellular and Microwave Licensees  
CC Docket No. 98-141  
Multiple Authorizations  
**MINOR Amendment of Application**

Dear Ms. Salas:

On July 24, 1998, Ameritech Corporation ("Ameritech") and SBC Communications Inc. ("SBC") filed an application on FCC Forms 490 and 704 seeking the Commission's consent to the transfer of control of cellular and microwave licenses held by subsidiaries of Ameritech to SBC to permit the merger of the companies. The application was placed on public notice on July 30, 1998 and is still pending. See CC Docket No. 98-141.

In the application, Ameritech and SBC explained that, although they operated competing cellular systems in Chicago and St. Louis and certain surrounding areas, one of the parties would be disposing its overlapping systems prior to the consummation of the merger. Ameritech has now reached an agreement to transfer certain systems and supporting microwave licenses to a subsidiary of GTE Corporation ("GTE"), thus eliminating situations where the mobile service areas of

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Ameritech and SBC would otherwise overlap.<sup>1</sup> In order to accommodate the transfer of such overlapping cellular systems to GTE (which are the subject of separate applications on FCC Forms 603 and 704) Ameritech and SBC herein amend the pending application in CC Docket 98-141 to remove the licenses for such overlapping systems (the "Overlap Licenses").

This minor amendment requires two types of actions. First, in circumstances where all licenses belonging to a licensee are Overlap Licenses, the parties seek to withdraw the entire FCC Forms 490 and 704 for such licensees that were filed in July, 1998.

Second, in the case of CyberTel RSA Cellular, L.P. ("CyberTel RSA"), only some of the cellular and microwave licenses must be removed from the pending applications. As for the remaining licenses in the pending application, the identity of the licensee must be changed to reflect a *pro forma* assignment from CyberTel RSA to Ameritech Mobile Communications, Inc. ("AMCI"), another subsidiary of Ameritech. The licenses that are thus assigned to AMCI will remain part of the pending application for transfer of control to SBC.

**Part 1: Withdrawal of Forms 490 and 704**

**A. Cellular**

Ameritech and SBC WITHDRAW the applications on FCC Form 490 for the transfer of control of the following four cellular licensees and 15 call signs from Ameritech to SBC:

Licensee: Chicago SMSA Limited Partnership (6)

KNKA200	Chicago MSA
KNKA269	Gary-Hammond-East Chicago MSA
KNKA495	Kankakee MSA
KNKA549	Aurora-Elgin MSA
KNKA594	Joliet MSA
KNKN603	Indiana 1 RSA - Newton (market 403 B 2)

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<sup>1</sup>This includes areas currently licensed to Comcast Cellular Corporation that are subject to proposed acquisition by SBC.

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Licensee: Illinois RSA 6&7 Limited Partnership (2)

KNKN996 Illinois 6 RSA - Montgomery  
KNKN997 Illinois 7 RSA - Vermillion

Licensee: Illinois SMSA Limited Partnership (6)

KNKA469 Champaign-Urbana-Rantoul MSA  
KNKA630 Springfield, IL MSA  
KNKA777 Bloomington-Normal MSA  
KNKA778 Decatur, IL MSA  
KNKQ278 Illinois 4 RSA - Adams (market 397 B 1)  
KNKQ307 Illinois 5 RSA - Mason (market 398 B 2)

Licensee: CyberTel Cellular Telephone Company (1)

KNKA234 St. Louis MSA

## **B. Microwave**

Ameritech and SBC WITHDRAW the applications on FCC Form 704 for the transfer of control of the following two microwave licensees and 61 call signs from Ameritech to SBC:

Licensee: Illinois SMSA Limited Partnership (2)

WMJ427 WMJ428

Licensee: CyberTel Cellular Telephone Company (59)

WHB478	WLB669	WLR427	WLV541	WMQ292
WHC933	WLB670	WLS492	WLV545	WMQ316
WHO889	WLK827	WLS494	WLV549	WMQ360
WHO891	WLK829	WLT334	WMJ622	WMQ576
WHO892	WLK830	WLT335	WMJ852	WMQ577
WLB374	WLK832	WLT373	WMJ853	WMQ717
WLB666	WLM913	WLT952	WMN511	WMQ718
WLB667	WLR230	WLV457	WMN512	WMR303
WLB668	WLR231	WLV533	WMN513	WMR304

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WMR305	WMR472	WMR902	WMS892	WPNA943
WMR306	WMR473	WMS377	WPJE846	WPNJ404
WMR471	WMR519	WMS746	WPJF448	

## **Part 2: Amendment of Pending Applications**

Ameritech and SBC herein make MINOR AMENDMENTS to the cellular and microwave transfer of control applications currently on file for CyberTel RSA.

### **I. Change of Licensee**

Subject to the Commission's consent, CyberTel RSA, along with its Overlap Licenses, will be transferred to GTE. Control of other licenses now held by CyberTel RSA (the "Non-overlap Licenses") will still be transferred to SBC as part of the merger of Ameritech and SBC. Therefore, Ameritech and SBC amend the cellular and microwave applications filed in CC Docket No. 98-141 to change the identity of the licensee for the Non-overlap Licenses from CyberTel RSA to Ameritech Mobile Communications, Inc. ("AMCI"). Ameritech will notify the Commission of the *pro forma* assignment of these licenses from CyberTel RSA to AMCI in a separate filing. Substitute pages of the FCC Forms 490 and 704 reflecting this change are attached.

### **II. Removal of Call Signs**

Ameritech and SBC amend the pending cellular and microwave applications for transfer of control (originally filed with CyberTel RSA as the licensee) to REMOVE the following Overlap Licenses:

#### **A. Cellular**

KNKN377	Missouri RSA 8 - Callaway
KNKN379	Missouri RSA 18 - Perry
KNKN551	Missouri RSA 12 - Maries
KNKN568	Missouri RSA 19 - Stoddard

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**B. Microwave**

WLS680	WLV518	WMK979	WMN783	WMR845
WLV514	WLV522	WMK980	WMQ490	WMR846
WHB541	WLV526	WMM976	WMR381	WMS302
WMK534	WMJ314	WMM977	WMR382	WMT759
WLV502	WMJ315	WMM978	WMR588	WPNB807
WLV506	WMJ316	WMN674	WMR759	
WLV510	WMK950	WMN675	WMR844	

CyberTel Financial Corporation, a subsidiary of Ameritech, is filing an application seeking the Commission's consent to the transfer of control of CyberTel RSA (and these Overlap Licenses) to GTE Consumer Services Incorporated, a subsidiary of GTE. Ameritech and SBC request that the Commission consider and act upon the proposed transfer of control from Ameritech to GTE concurrently with its consideration and action on the above-cited application.

Replacement Exhibits to the applications for transfer of control of AMCI showing the remaining call signs, the Non-overlap Licenses, are attached.

Any questions regarding this minor amendment should be addressed to counsel for Ameritech, David H. Pawlik, at Skadden, Arps, Slate, Meagher & Flom LLP, 1440 New York Avenue, N.W., Washington, D.C. 20005, voice: (202) 371-7044, facsimile: (202) 661-9022 or to Wayne Watts, General Attorney and Assistant General Counsel, SBC Communications Inc., 175 E. Houston, San Antonio, Texas 78205, voice: (210) 351-3476; facsimile: (210) 351-3488.

Sincerely,

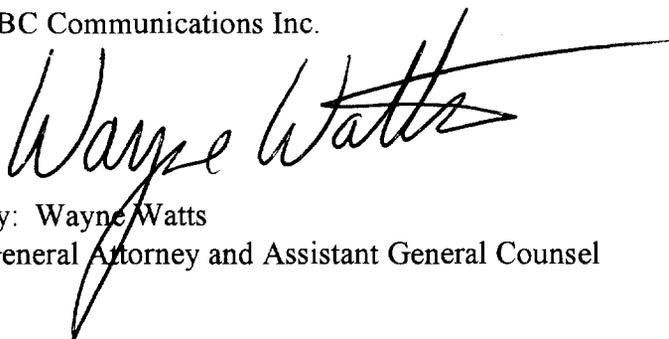
Ameritech Corporation



by: Lynn Starr  
Executive Director, Federal Relations

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SBC Communications Inc.

A handwritten signature in black ink that reads "Wayne Watts". The signature is written in a cursive style with a long horizontal stroke extending to the right.

by: Wayne Watts  
General Attorney and Assistant General Counsel

attachments: FCC Form 490, page 2  
Exhibit 1  
FCC Form 704, page 1  
Exhibit 1  
Certificate of Service

cc: Mr. James Bennett  
Mr. Bill Dever  
Mr. Jonathan Radin

## ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. <span style="float: right;">See Exhibit 2</span>	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

## ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee <b>SBC Communications Inc.</b>		T34. Voice Telephone Number <b>(210) 351-3476 (Wayne Watts)</b>	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number <b>(210) 351-3488</b>	
T37. Mailing Street Address or P.O. Box <b>Attention: Wayne Watts, 175 East Houston</b>			
T38. City <b>San Antonio</b>		T39. State <b>TX</b>	T40. Zip Code <b>78205</b>

## NEW LICENSEE INFORMATION

T41. Legal Name of Licensee <b>Ameritech Mobile Communications, Inc.</b>		T42. Voice Telephone Number <b>(202)326-3800</b>	
T43. Assumed Name Used for Doing Business (if any) <b>Ameritech Cellular (Missouri)</b>		T44. Fax Telephone Number <b>(202) 326-3826</b>	
T45. Mailing Street Address or P.O. Box <b>Attention: Lynn Starr, 1401 H Street, N.W., Suite 1020</b>			
T46. City <b>Washington</b>		T47. State <b>DC</b>	T48. Zip Code <b>20005</b>
T49. Taxpayer Identification Number <b>510272178</b>		T50. Internet or e-mail address	

## ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	( N )	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee 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?	( Y )	<u>Yes</u>	<u>No</u>
(See Exhibit 3)			
T55. Is the assignee or transferee 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? <small>• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.</small>	( N )	<u>Yes</u>	<u>No</u>

**Part 22**

Ameritech Mobile Communications, Inc.

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T.25 How Obtained	Name of Licensee*
KNKN570	CL	11/92	VT	Ameritech Mobile Communications, Inc.
KNKA807	CL	11/92	VT	Ameritech Mobile Communications, Inc.
KNKN508	CL	11/92	VT	Ameritech Mobile Communications, Inc.
KNKP987	CL	3/93	RS	Ameritech Mobile Communications, Inc.

\* These licenses will be assigned to Ameritech Mobile Communications, Inc. through a *pro forma* transaction prior to the consummation of the transfer of control that is the subject of this application and the Commission will be notified of this *pro forma* assignment.

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL**

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

**PART 1 - To be completed by Permittee or Licensee**

1(a) Name of Corporate Permittee or Licensee

Ameritech Mobile Communications, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code

Attention: Lynn Starr, 1401 H Street, N.W., Suite 1020

Washington, DC 20005

Internet Address

Call Sign or Other FCC Identifier

WHB541, et al. (See Exhibit 1)

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCPM	1	\$ 70.00
2	CAPM	44	\$ 1,980.00
Add all amounts in Column (3), lines 1 and 2. Remit this amount with your application.			\$ 2,050.00

FCC USE ONLY

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Ameritech Corporation

Attention: Lynn Starr

1401 H Street, N.W., Suite 1020, Washington, DC 20005

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

SBC Communications Inc.

Attention: Wayne Watts

175 East Houston, San Antonio, TX 78205

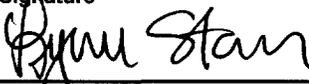
5. Permittee or Licensee represents: (check one)

That there is attached to this application as Exhibit No. 2 a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: \_\_\_\_\_ Date filed: \_\_\_\_\_

**CERTIFICATION:** The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application 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).**

Printed/Tyed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
<u>Ameritech Mobile Communications, Inc.</u>		<u>Executive Director, Federal Relations</u>	<u>5/3/99</u>

**PART II - To be completed by Transferor**

6(a) Transfer of Control will be accomplished by: (check one)

Sale or other transfer or assignment of stock (Complete item 6(b)).

Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		<u>See Exhibit 3</u>
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. 3 a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

**CERTIFICATION:** The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application 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).**

Printed/Tyed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
<u>Ameritech Corporation</u>		<u>Executive Director, Federal Relations</u>	<u>5/3/99</u>

**Part 101**

Ameritech Mobile Communications, Inc.\*

(a) Call Sign	(b) File Number	(c) Service	(d) No. of Stations
WHB542	9403349	Point-to-Point Microwave Radio Service	1
WMJ501	8710231	Point-to-Point Microwave Radio Service	1
WMJ502	9222048	Point-to-Point Microwave Radio Service	1
WMJ503	9408958	Point-to-Point Microwave Radio Service	1
WMM448	9704508	Point-to-Point Microwave Radio Service	1
WMM449	9408960	Point-to-Point Microwave Radio Service	1
WMN673	9401117	Point-to-Point Microwave Radio Service	1
WMN874	9606990	Point-to-Point Microwave Radio Service	1
WMN875	9701078	Point-to-Point Microwave Radio Service	1
WMS411	9408959	Point-to-Point Microwave Radio Service	1
WMS412	9408961	Point-to-Point Microwave Radio Service	1
WMT812	9704507	Point-to-Point Microwave Radio Service	1
WMT813	9501562	Point-to-Point Microwave Radio Service	1
WMT814	9604838	Point-to-Point Microwave Radio Service	1

\* These licenses will be assigned to Ameritech Mobile Communications, Inc. through a *pro forma* transaction prior to the consummation of the transfer of control that is the subject of this application and the Commission will be notified of this *pro forma* assignment.

## CERTIFICATE OF SERVICE

This is to certify that the "Minor Amendment of Application" filed by Ameritech Corporation and SBC Communications Inc. on May 3, 1999 has been served by first class mail, postage prepaid, on this 3<sup>rd</sup> day of May, 1999, on the following:

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