

WT 04-70

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)	
)	
AT&T WIRELESS SERVICES, INC.,)	WT Docket No.
Transferor,)	
)	
and)	
)	
CINGULAR WIRELESS CORPORATION,)	
Transferee)	
)	
For Consent to Transfer of Control)	

APPLICATION FOR TRANSFER OF CONTROL

EXHIBITS

DOUGLAS I. BRANDON
DAVID C. JATLOW
AT&T WIRELESS SERVICES, INC.
1150 Connecticut Avenue, NW
4th Floor
Washington, DC 20036

J. R. CARBONELL
CAROL L. TACKER
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Atlanta, GA 30342

Counsel for AT&T Wireless Services, Inc.

Counsel for Cingular Wireless Corporation

March 18, 2004

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EXHIBIT 2: PENDING LITIGATION

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 03/18/2004 at 01:47PM File Number: 0001656065
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. Yes
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result. 1
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0003291192			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): AT&T Wireless PCS, LLC			
13) Attention To: David C. Jatlow			
14) P.O. Box:	And / Or	15) Street Address: 1150 Connecticut Ave., NW 4th Floor	
16) City: Washington	17) State: DC	18) Zip Code: 20036	
19) Telephone Number: (202)223-9222		20) FAX Number: (202)223-9095	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0004122032			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): AT&T Wireless Services, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 1150 Connecticut Ave., NW, 4th Floor	
28) City: Washington	29) State: DC	30) Zip Code: 20036	
31) Telephone Number: (202)223-9222	32) FAX Number: (202)223-9095		
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: David	MI: C	Last Name: Jatlow	Suffix:
35) Company Name: AT&T Wireless Services, Inc.			
36) P.O. Box:	And / Or	37) Street Address: 1150 Connecticut Ave., NW, 4th Floor	
38) City: Washington	39) State: DC	40) Zip Code: 20036	
41) Telephone Number: (202)416-6540	42) FAX Number: (202)223-9095		
43) E-Mail Address: david.jatlow@attws.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0005823844			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Cingular Wireless Corporation			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Kellye E. Abernathy			
51) P.O. Box:	And / Or	52) Street Address: 17330 Preston Road, Suite 100A	
53) City: Dallas	54) State: TX	55) Zip Code: 75252	
56) Telephone Number: (972)733-2092	57) FAX Number: (972)733-8141		
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: G	Last Name: Richards	Suffix:
60) Company Name: Cingular Wireless LLC			
61) P.O. Box:	And / Or	62) Street Address: 5565 Glenridge Connector, Suite 1700	
63) City: Atlanta	64) State: GA	65) Zip Code: 30342	
66) Telephone Number: (404)236-5543	67) FAX Number: (404)236-5575		
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation 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?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation 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.	No

Basic Qualification Questions

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74) Has the Assignee or Transferee or any party to this application 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? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee 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? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
80) Title: Vice President			
Signature: Douglas I Brandon		81) Date: 03/18/04	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).	
2) The Assignee or Transferee 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.	
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.	
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.	
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.	

82) Typed or Printed Name of Party Authorized to Sign

First Name: Carol	MI: L	Last Name: Tacker	Suffix:
83) Title: VP-Asst. Gen. Counsel & Corp. Secretary			
Signature: Carol L Tacker		84) Date: 03/18/04	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WLR453	CF						Yes	
WLR456	CF						Yes	
WLR457	CF						Yes	
WLS584	CF						Yes	
WLT725	CF						Yes	
WLT726	CF						Yes	
WLT727	CF						Yes	
WLU716	CF						Yes	
WMK818	CF						Yes	
WML541	CF						Yes	
WMM423	CF						Yes	
WMM918	CF						Yes	
WMM973	CF						Yes	
WMM974	CF						Yes	
WMN580	CF						Yes	
WMN581	CF						Yes	
WMN582	CF						Yes	
WMQ998	CF						Yes	
WMQ999	CF						Yes	
WMR200	CF						Yes	
WMR338	CF						Yes	
WMR339	CF						Yes	
WMR768	CF						Yes	
WMR965	CF						Yes	
WMR977	CF						Yes	
WMS301	CF						Yes	
WMS349	CF						Yes	
WMS350	CF						Yes	
WMS720	CF						Yes	
WMS855	CF						Yes	
WMT246	CF						Yes	
WMT394	CF						Yes	
WMT415	CF						Yes	
WMT416	CF						Yes	
WMT417	CF						Yes	
WMV854	CF						Yes	
WMV855	CF						Yes	
WMW243	CF						Yes	
WMW244	CF						Yes	
WMW437	CF						Yes	
WMW438	CF						Yes	
WMW439	CF						Yes	
WMW440	CF						Yes	
WMW464	CF						Yes	

WPJA596	CF	Yes
WPJA708	CF	Yes
WPJA709	CF	Yes
WPJA710	CF	Yes
WPJA711	CF	Yes
WPJA748	CF	Yes
WPJA802	CF	Yes
WPJB294	CF	Yes
WPJB295	CF	Yes
WPJB321	CF	Yes
WPJB352	CF	Yes
WPJB353	CF	Yes
WPJC204	CF	Yes
WPJC205	CF	Yes
WPJC206	CF	Yes
WPJC245	CF	Yes
WPJC246	CF	Yes
WPJC721	CF	Yes
WPJD237	CF	Yes
WPJD238	CF	Yes
WPJD258	CF	Yes
WPJD318	CF	Yes
WPJE658	CF	Yes
WPJE775	CF	Yes
WPJE822	CF	Yes
WPJE828	CF	Yes
WPNA539	CF	Yes
WPNA604	CF	Yes
WPNB335	CF	Yes
WPNB563	CF	Yes
WPNB674	CF	Yes
WPNB814	CF	Yes
WPNC467	CF	Yes
WPNG867	CF	Yes
WPNH399	CF	Yes
WPNH761	CF	Yes
WPNH771	CF	Yes
WPNH772	CF	Yes
WPNH854	CF	Yes
WPN903	CF	Yes
WPNJ774	CF	Yes
WPNJ775	CF	Yes
WPNJ795	CF	Yes
WPNL508	CF	Yes
WPNN258	CF	Yes
WPNN270	CF	Yes
WPOL649	CF	Yes
WPOL933	CF	Yes
WPOM911	CF	Yes
WPOP556	CF	Yes
WPOP894	CF	Yes
WPOQ306	CF	Yes

WPOJ751	CW	Yes
WPOK289	CW	Yes
WPOK686	CW	Yes
WPOK687	CW	Yes
WPOK688	CW	Yes
WPOK714	CW	Yes
WPQT489	CW	Yes
WPUE609	CW	Yes
WPUQ737	CW	Yes
WPUQ738	CW	Yes
WPVC979	CW	Yes
WPVC980	CW	Yes
WPVC981	CW	Yes
WPVC982	CW	Yes
WPWB958	CW	Yes
WPWQ956	CW	Yes
WPWQ957	CW	Yes
WPXK756	CW	Yes
WPXN484	CW	Yes
WPXN485	CW	Yes
WPXN486	CW	Yes
WPXN487	CW	Yes
WPXS750	CW	Yes
WPXS751	CW	Yes
WPXS752	CW	Yes
WPYA256	CW	Yes
WPZT470	CW	Yes
WPZU213	CW	Yes
WPZU214	CW	Yes
KNLB202	WS	Yes
KNLB211	WS	Yes
KNLB214	WS	Yes
KNLB244	WS	Yes
KNLB324	WS	Yes
KNLB325	WS	Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?
If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
---------------------------------	-----------------------	-----------------------	---------------

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
 Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.
 Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?
 If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Waiver	03/18/04	Exhibit 1: Public Interest Statement	0179171401288945876820632.pdf
Other	03/18/04	Attachment 1: Declaration of Professor Richard Gilbert	0179171411288945876820632.pdf
Other	03/18/04	Attachment 2: Declaration of Wm. Hogg and Dr. Mark Austin	0179171421288945876820632.pdf
Other	03/18/04	Attachment 3: Declaration of Steve McGaw	0179171431288945876820632.pdf
Other	03/18/04	Attachment 4: Declaration of Marc Lefar	0179171441288945876820632.pdf
		Declaration of G. Michael	

Other	03/18/04	Sievert	0179171451288945876820632.pdf
Other	03/18/04	Attachment 6: Declaration of Greg Slemmons	0179171471288945876820632.pdf
Other	03/18/04	Attachment 7: Coverage Map	0179171531288945876820632.pdf
Other	03/18/04	Attachment 8: Spectrum Aggregation Chart	0179171561288945876820632.pdf
Other	03/18/04	Attachment 9: Competitors Chart	0179171621288945876820632.pdf
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EXHIBIT 1

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DESCRIPTION OF TRANSACTION, PUBLIC INTEREST STATEMENT, AND WAIVER REQUEST

This application seeks approval by the Federal Communications Commission (“FCC” or the “Commission”) for the transfer of control of AT&T Wireless Services, Inc. (“AWS”) and its subsidiaries, along with its interests in affiliates and other entities in which AWS holds substantial interests, to Cingular Wireless Corporation (“Cingular”). The combination of Cingular and AWS will significantly improve the quality of existing voice services and allow the deployment of advanced services much more expeditiously than would be possible on a stand-alone basis.

SUMMARY

The public interest benefits of the transaction are straightforward and compelling. The combined company will be able to deliver the following benefits faster and more broadly than either company could on a stand alone basis:

- Significantly improve the quality of existing voice and basic data services;
- Acquire the spectrum necessary to deploy advanced, third generation (“3G”) services on a national scale and without customer disruption;
- Create more value for consumers and a more viable nationwide competitor by substantially expanding the coverage of each of the companies;
- Achieve economies of scope and scale that will enhance the ability of the combined company to compete more effectively in the nationwide mobile telephony market; and
- Improve homeland security by strengthening the resiliency and survivability of Cingular’s network.

Since the inception of cellular service in the early 1980s, the domestic market for mobile voice services has experienced a constant and dramatic evolution. The industry began on a purely local market basis characterized by high equipment prices, small local calling scopes (rarely exceeding a metropolitan area), high local per minute rates, separate long distance charges for calls terminated outside the small “home” calling areas, and prohibitive roaming rates often exceeding \$2.00 per minute.¹

The mobile telephony market initially consisted of two cellular carriers operating within distinct areas – either Metropolitan Statistical Areas (“MSAs”) or Rural Service Areas (“RSAs”). It was not unusual for adjacent markets to be served by completely different licensees.

¹ Consumers often had problems while roaming. If their home carrier did not have an automatic roaming agreement with one of the carriers serving the area, the caller had to establish an independent contractual relationship – manual roaming – with one of the carriers. Moreover, although customers could place calls while roaming outside of their home market, they were unable to receive calls.

Moreover, because the MSAs and RSAs often were operated independently, the coverage of the individual systems frequently did not abut, causing substantial gaps in coverage.

Cellular service during this early period was provided almost exclusively to bulky units permanently installed in cars. Although “handheld” units became available shortly thereafter, they were very large and bulky. These units were “affectionately” referred to as “bricks” and had a very short battery life.

Today’s wireless telephony market stands in stark contrast to the early days of the industry. Handsets today are so small that they can fit in a person’s pocket and often weigh less than 3 ounces. Advances in technology also have improved battery life significantly; many phones now have batteries that last ten days or more.

As advances in technology permitted greater mobility, consumers began demanding anytime, anywhere communication. They quickly became dissatisfied with costly roaming charges and confusion surrounding small “home” calling areas. Carriers thus began consolidating calling areas into larger home areas and roaming charges were greatly reduced. Calling areas now encompass the entire nation and, in most cases, the smallest calling area is statewide.

In addition, as local calling scopes expanded, the concept of long distance calling became less and less prevalent. First, as the calling scope expanded, by definition certain calls that before had originated in a home area and terminated outside that area, and therefore were subject to long distance charges on top of the per minute rate, now terminated within the local home area and no separate long distance charges were assessed. The long distance call was now local. Second, as indicated above and described in Section III.C. below, calling areas now encompass the entire nation and regional calling areas typically cover multiple states. With many of these national rate plans, customers do not incur separate long distance or roaming charges for calls to or from anywhere in the nation.

Wireless networks are no longer a patchwork of disjointed systems. Instead, as the Commission recognized in its *Eighth Annual CMRS Competition Report*, there are six national or near-national networks providing numerous voice and data services in an intensely competitive national market along with numerous other regional and niche competitors. Rate plans consist of low monthly rates that include hundreds, and often thousands, of minutes that can be used without additional charges. Additional minutes are available for a fraction of the price charged in the 1980s and 1990s.

One of the essential characteristics of a national rate plan is that it is offered at a single price for a given package. Carriers price their national plans uniformly across the nation. That is, a Cingular customer buying a 600-minute national plan will pay the same price whether she is located in Washington, D.C., San Francisco or a rural community. The same is true for virtually every competitor. Where products are offered nationwide at a uniform price, the market is necessarily national.

Just as customer demands triggered an evolution of handsets from bricks to 3 ounce phones and home calling areas from small areas to the entire nation, customers have spurred carriers to expand beyond voice services. Wireless phones are no longer used just for talking. Basic data services – such as short messaging services and slow, non-graphic intensive Internet

access – have been available for a few years and demand for faster, more complex applications is skyrocketing.

This data evolution, coupled with the voracious increase in the number of voice minutes, has had a profound impact on wireless networks. Usage, whether measured by voice minutes of use (“MOUs”) or data bits, has reached previously unforeseen levels. Capital expenditures by all wireless carriers have exceeded \$100 billion in an attempt to keep pace with demand. Cingular and AWS are particularly challenged due to technical limitations and the cellular analog capability requirement. Both companies provide service utilizing three distinct networks using three distinct technologies. Where the companies offer cellular service, they are required to operate an analog network. To meet consumer demands, however, the companies also offer digital service. TDMA was deployed initially, but ultimately GSM technology was required to allow the companies to transition to a third generation (“3G”) technology capable of meeting customer demands for high speed data. Thus, Cingular and AWS operate three networks in many areas: analog, TDMA, and GSM.

Although GSM bridges the gap between TDMA and 3G, the companies must deploy a 3G technology to offer new advanced, high-speed data services demanded by consumers – the same types of services that are currently available in Europe, Japan, and Korea. These new offerings will require the creation of yet a fourth network – UMTS – utilizing W-CDMA technology. Neither company has the spectrum necessary, however, to deploy a fourth network widely. By combining, the new company will have sufficient spectrum, scale, and scope to deploy the necessary fourth technology capable of supplying high-speed data services. The merger thus will allow the combined company to roll-out 3G services faster and more broadly than either company could alone. Moreover, by combining spectrum and network assets, the new company can offer higher quality service and achieve dramatic efficiencies not otherwise available to Cingular or AWS individually. These efficiencies will allow the company to offer service with better voice and data quality, fewer dropped calls, and lower blocking rates.

In addition to these pro-consumer benefits, this transaction will produce a number of homeland security and public safety benefits. It will improve homeland security by facilitating a faster, more widespread deployment of Wireless Priority Service (“WPS”). Instead of deploying a WPS solution on two networks, both with coverage gaps, WPS can be rolled out on a single network with greater coverage and capacity. The additional capacity will play a critical role in emergency situations when wireless networks experience extreme congestion. In areas where both companies hold licenses, additional capacity will be available to increase the ability for NS/EP personnel to complete a call. Similarly, the additional capacity will decrease the potential for calls initiated by the general public to be blocked during an emergency.

Because the merger involves the combination of existing networks, the likelihood for diversified routing, greater redundancy and increased reliability in both the signaling and data networks will increase dramatically. This will improve the ability of Cingular’s wireless network to function if certain assets are destroyed or damaged in an emergency. Approval of the transfer applications also will benefit public safety because the additional spectrum available to the combined company will allow it added flexibility in responding to interference issues.

These consumer benefits cannot be realized quickly by acquiring spectrum in a piecemeal fashion. In this fast-moving, ultra-competitive industry, time is of the essence in responding to consumer demands. Without network assets and infrastructure to put spectrum to immediate use,

improvements in coverage, capacity, and quality will be delayed substantially. Thus, Cingular must acquire both spectrum *and* infrastructure. In heavily populated urban areas with high demand, for example, it is becoming increasingly difficult to improve quality by splitting existing cells. To split cells, a company must find a tower location with the right coverage and then address zoning, environmental, and political issues concerning the tower. This is both time-consuming and costly.

Importantly, all of the aforementioned benefits will be achieved through the merger without any adverse impact on competition. The intense, fierce, and ultra-competitive state of the industry² will remain unchanged. If anything, the merger will spur Cingular and its many competitors to differentiate themselves in terms of service quality, new products, prices, coverage, and other characteristics.

In order to demonstrate that the proposed merger will have substantial public interest benefits, Cingular has included four declarations.³ Professor Richard Gilbert of the University of California, former Deputy Assistant Attorney General for Economics in the Antitrust Division of the U.S., analyzes the relevant geographic and product markets and evaluates the national scope of the wireless market. William Hogg, Cingular's Vice President, Network Strategic Planning, and Dr. Mark Austin, a Cingular radio technology and communications manager, analyze spectrum, capacity, and technical efficiency issues. Mark P. Lefar, Cingular's Chief Marketing Officer, describes the impact of the transaction from a consumer marketing perspective. Stephen A. McGaw, Cingular's Senior Vice President of Corporate Development, describes the pro-consumer and pro-competitive synergies that will result from the transaction.

In further support of the aforementioned public interest benefits, AWS has provided declarations from G. Michael Sievert, Chief Marketing Officer and Executive Vice President of AWS and Greg Slemons, Executive Vice President of Wireless Network Services of AWS.⁴ These declarations describe the technical and marketing benefits associated with the merger and how a combination of the two companies will benefit consumers.

Also included herein is a request for waiver of the cellular cross-ownership rule.⁵ Approval of the transaction would result in Cingular controlling or holding attributable interests

² See *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993, Annual Report and Analysis of Competitive Market Conditions with Respect to Commercial Mobile Services, Eighth Report*, 18 F.C.C.R. 14783, 14826 (2003) ("*Eighth Annual CMRS Competition Report*").

³ See Declaration of Professor Richard Gilbert ("Gilbert Declaration") (Attachment 1); Declaration of William Hogg, Vice President, Network Strategic Planning, Cingular, and Dr. Mark Austin, radio technology and communications manager, Cingular ("Hogg/Austin Declaration") (Attachment 2); Declaration of Steve McGaw, Senior Vice President of Corporate Development, Cingular ("McGaw Declaration") (Attachment 3); and Declaration of Mark P. Lefar, Chief Marketing Officer of Cingular ("Lefar Declaration") (Attachment 4).

⁴ See Declaration of G. Michael Sievert, Chief Marketing Officer and Executive Vice President of AWS ("Sievert Declaration") (Attachment 5); Declaration of Greg Slemons, Executive Vice President of Wireless Network Services of AWS ("Slemons Declaration") (Attachment 6).

⁵ 47 C.F.R. § 22.942.

in both cellular licenses in portions of 11 RSAs. Grant of the waiver would not adversely affect competition because multiple competitors will remain in each area after the transaction is consummated. Moreover, a waiver grant would allow the combined company to substantially improve service to these rural areas. Thus, the public interest would be served.

I. BACKGROUND

A. Description of the Parties

1. Cingular

Cingular is eminently qualified to control the instant licenses. The company was formed in 2000 to provide consumers with another option for nationwide wireless service. Through various subsidiaries and affiliates, Cingular constructs, operates and holds interests in numerous wireless telecommunications systems throughout much of the United States. The company is led by a management team with decades of collective experience in the telecommunications industry. An FCC Form 602 providing the ownership information for Cingular as it would appear upon consummation is on file with the Commission.

The Commission recently reviewed the qualifications of Cingular's wholly-owned subsidiary, Cingular Wireless LLC, and determined that the company has all the requisite character and other qualifications to hold FCC licenses.⁶ The Commission specifically recognized that "Cingular has the requisite character qualifications to acquire the Designated Licenses" and it "has found Cingular to be qualified to acquire licenses numerous times. . . ."⁷ Cingular is legally, technically, and financially qualified with regard to the instant transfer of control applications.

2. AWS

AWS is equally qualified. AWS, through various subsidiaries and affiliates, constructs, operates and holds interests in numerous wireless telecommunications systems throughout much of the United States and in foreign countries. An FCC Form 602 providing current ownership information for AWS is currently on file with the Commission. The Wireless Telecommunications Bureau has observed that the qualifications of AWS to hold licenses have been "regularly reviewed and approved."⁸

⁶ See *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in-Possession, to Subsidiaries of Cingular Wireless LLC*, WT Docket No. 03-217, *Memorandum Opinion and Order*, FCC 04-26, at ¶ 28 (rel. Feb. 12, 2004) ("*Cingular/NextWave*").

⁷ *Id.* (citing numerous instances where Cingular has been found qualified to acquire licenses).

⁸ See *American Cellular Corporation and Joint Venture Between Dobson Communications Corporation and AT&T Wireless Services, Inc., Seek FCC Consent to Transfer Control of Wireless Licenses; Pleading Cycle Established, Public Notice*, 14 F.C.C.R. 19356, 19356 (WTB 1999).