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February 23, 2005

**By ECFS and Hand Delivery**

Mr. John Muleta  
Chief, Wireless Telecommunications Bureau  
Federal Communications Commission  
445 – 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Re: WT Docket No. 04-70

Dear Mr. Muleta:

As you know, the Commission's grant of applications for consent to the merger of AT&T Wireless Services, Inc. with Cingular Wireless Corporation ("Cingular") was conditioned upon the completion of divestitures of certain assets as ordered by the Commission and by the United States District Court for the District of Columbia.<sup>1</sup> The divestiture process allows Cingular 120 days (or until today) to divest these assets before they would be required to be transferred to a divestiture trustee. The *Merger Order* and the *Final Judgment* each contemplates a 60-day extension of the 120-day divestiture deadline.<sup>2</sup>

In the five weeks following consummation of the AT&T Wireless merger, Cingular entered into seven independent transactions which altogether would accomplish the divestiture of all spectrum and operating units required to be divested under the *Final Judgment* and the *Merger Order*. Applications for FCC approval of the required license transfers were filed with the Commission in December 2004.<sup>3</sup> Assuming Commission approval, it is Cingular's desire and intention to consummate each at the earliest possible date.<sup>4</sup>

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<sup>1</sup> See *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation*, WT Docket No. 04-70, *Memorandum Opinion & Order*, 34 CR 318 (FCC 04-255, rel. October 26, 2004) ("*Merger Order*"), at paras. 254-257, 283; see also *United States et al. v. Cingular Wireless Corporation et al.*, Civil No. 1:04CV01850 (RBW), Proposed Final Judgment ("*Final Judgment*") (filed October 25, 2004 pursuant to Preservation of Assets Stipulation and Order), at Section IV.

<sup>2</sup> See *Merger Order* at para. 261 (delegating to the Wireless Telecommunications Bureau ("Bureau") the authority to grant "one extension of no more than 60 days to allow the Applicants further time to dispose of the Divestiture Assets"); *Final Judgment* at Section IV.A (allowing the United States to "agree to one or more extensions of [the 120-day] time period not to exceed 60 days in total . . ."). If applications are pending with the Commission, the divestiture period is automatically extended under both the *Merger Order* and the *Final Judgment* until five days after approval is received. See *Merger Order* at n.595; *Final Judgment* at Section IV.A.

<sup>3</sup> As of the date of this letter, the Commission has granted applications relating to two of the seven transactions; the others are still awaiting Commission action.

<sup>4</sup> In fact, two of the divestiture transactions were consummated today.

Mr. John Muleta  
February 23, 2005  
Page 2

Having reached the 120-day deadline, and because of uncertainty regarding whether some of these transactions can close within five days of the receipt of Commission approval, an extension of the 120-day divestiture deadline is needed. In accordance with informal advice provided by the Commission staff, Cingular hereby requests a blanket 60-day extension of the 120-day divestiture deadline. Cingular understands from Commission staff that the filing of this request also will serve to automatically extend the *Merger Order's* divestiture deadline while the Bureau considers the request.

Cingular wishes to emphasize that Cingular wants to consummate these transactions as promptly as possible and it is seeking this extension solely because factors beyond its control may prevent it from closing the sales of the divestiture assets by the deadline set in the FCC Order. Indeed, Cingular would appreciate quick action on all pending license transfer applications and, as noted above, intends to close each transaction as soon as possible.

If there are any questions regarding this request, please contact the undersigned.

Very truly yours,

CINGULAR WIRELESS CORPORATION

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