

## EXPLANATION OF MINOR AMENDMENTS<sup>1</sup>

In the Public Interest Statement for the transfer of control of authorizations held by BellSouth Corporation (“BellSouth”), Cingular Wireless LLC (“Cingular”), and their subsidiaries to AT&T Inc. (“AT&T”), the Applicants requested

that any Commission approval of the applications filed for this transaction include authority for AT&T to acquire control of: (1) any authorization issued to the respective licensees/transferors during the pendency of the transaction and the period required for consummation of the transaction; (2) any construction permits held by the respective licensees/transferors that mature into licenses after closing; (3) any applications that are pending at the time of consummation; and (4) any *de facto* transfer leases of spectrum into which BellSouth or Cingular subsidiaries enter as lessees during the pendency of the transaction and the period required for consummation of the transaction. . . . Moreover, because AT&T is acquiring BellSouth and Cingular and all of their FCC authorizations and *de facto* transfer leases of spectrum, AT&T requests that Commission approval include any authorizations that may have been inadvertently omitted.<sup>2</sup>

Consistent with these requests, and to update the Commission’s licensing records in the manner agreed to with the Staff, the Applicants are filing a series of minor amendments concerning those call signs which BellSouth, Cingular, and their subsidiaries have

---

<sup>1</sup> Although the lead application for the wireless radio services (File No. 0002545739) previously stopped at Exhibit 4, this Exhibit 6 is so numbered because some of the Forms 603 filed in conjunction with this transaction already have five exhibits, and we are cross-referencing this exhibit in some of those Forms 603.

<sup>2</sup> AT&T Inc. & BellSouth Corp., Description of Transaction, Public Interest Showing and Related Demonstrations at 125-26, *In re Applications of AT&T Inc. & BellSouth Corp.*, WC Docket No. 06-74 (filed Mar. 31, 2006) (“Public Interest Statement”).

obtained or of which they have disposed between the release of the Public Notice in this proceeding<sup>3</sup> and today.<sup>4</sup>

In addition, the Applicants are filing notifications of the transfer of control of various spectrum manager leases under which Cingular subsidiaries are the lessees. As discussed in the Public Interest Statement,<sup>5</sup> the transfer of control of these lessees is a pro forma transaction; therefore, Section 1.9020(j) of the Commission's rules provides that the Applicants may file these notifications on a post-consummation basis.<sup>6</sup> Nevertheless, as with the pro forma transfer of control applications for Cingular's licenses, the Applicants are filing these notifications in advance of consummation out of an abundance of caution.

The Applicants have made every effort to be complete in updating the Applications with these Minor Amendments. However, because AT&T is acquiring BellSouth and Cingular and all of their FCC authorizations and spectrum leases, AT&T repeats its request that Commission approval include any authorizations or leases that may have been omitted inadvertently.

---

<sup>3</sup> *Comm'n Seeks Comment on Application for Consent to Transfer of Control Filed by AT&T Inc. & BellSouth Corp.*, WC Dkt No. 06-74, Public Notice, DA 06-904 (WC rel. Apr. 19, 2006).

<sup>4</sup> The Applicants previously filed 44 such minor amendments on October 10-12, 2006. Those amendments are summarized on Exhibit 4.

<sup>5</sup> Public Interest Statement at 127-31.

<sup>6</sup> 47 C.F.R. § 1.9020(j).

The Amendments

1. **File No. 0002546732**, seeking authority to transfer control of licensee **BellSouth Telecommunications, Inc.**, is amended to remove call signs WQEB736, WQEB738, and WQEE622, which were surrendered during the course of this proceeding, from Exhibit 5. (Exhibit 5 lists the STAs held by this licensee, for which the Applicants are seeking consent for the transfer of control.)
2. **File No. 0002550394**, seeking authority to transfer control of licensee **New Cingular Wireless PCS, LLC**, is amended to add new call signs WQFV755 and WQFV756, which were granted during the course of this proceeding. In addition, the Applicants have amended this Application by removing call signs WHD204, WHD243, WLM380, WLM608, WLM883, WLN636, WLS639, WLS749, WLT613, WLT617, WLU233, WLU942, WLV228, WLV397, WLV594, WLV601, WLV613, WLV691, WLV738, WLV750, WLV968, WLW426, WLW450, WMI789, WMJ289, WMJ290, WMN476, WMN692, WMN742, WMQ904, WMR687, WMR713, WPJF526, WPNB387, WPNG983, WPQZ309, WPRR621, WPSH343, WPTE332, and WPTE333, which were relinquished during the course of this proceeding. This Application also is amended to reflect that stations WQCU446, WQFI384, WQFI388, WQFR828, WQFV755, and WQFV756 have been constructed.<sup>7</sup>

---

<sup>7</sup> In addition, on September 23, 2006, New Cingular Wireless PCS, LLC (“NCWPCS”) and Omnipoint NY MTA License, LLC (“Omnipoint”) partially closed a spectrum swap. Because the Universal Licensing System cannot process a notification of partial consummation, the Staff requested that NCWPCS and Omnipoint seek waivers of the 30-day deadline for filing notifications of consummation. *See* File Nos. 0002793313

Footnote continued on next page

3. **File No. 0002550427**, seeking authority to transfer control of licensee **New Cingular Wireless Services of Nevada, LLC**, is amended to add new call signs WQFW767 and WQFW768, which were granted during the course of this proceeding. In addition, the Applicants have amended this Application by removing call sign WMS927, which was relinquished during the course of this proceeding.
4. **File No. 0002550411**, seeking authority to transfer control of licensee **Santa Barbara Cellular Systems, Ltd.**, is amended to remove call sign WMN775, which was relinquished during the course of this proceeding.
5. **File No. 0002550415**, seeking authority to transfer control of licensee **TeleCorp Communications, LLC**, is amended to remove call signs WPOU324, WPOU329, WQAH334, and WQAH345, which were relinquished during the course of this proceeding.
6. **File No. 0002550406**, seeking authority to transfer control of licensee **Visalia Cellular Telephone Company**, is amended to remove call sign WMM415, which was relinquished during the course of this proceeding.

---

Footnote continued from previous page  
(seeking waiver of the deadline with respect to File No. 0002469020), 0002793210 (seeking waiver of the deadline with respect to File No. 0002470021). Because the notifications of consummation have not been filed or processed, the Commission's records continue to show KNLG543 and KNLG544 as licensed to NCWPCS and new call signs have not been issued for the portions of WPSL621, which Omnipoint has assigned to NCWPCS. In order to track the Commission's records, the Applicants have not removed KNLG543 and KNLG544 from File No. 0002550394, seeking authority to transfer control of NCWPCS. Because the new call signs from the partial assignments of WPSL621 have yet to be issued, the Applicants obviously are unable to add them to File No. 0002550394 as well.