

**DOCKET FILE COPY ORIGINAL**

**Filing Type**

1a)  Current Filing  Proposed Filing

1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's \_\_\_ Yes \_\_\_ No Rules?

If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.

**Filer Information**

|   |     |   |         |
|---|-----|---|---------|
| 2) First Name (if individual):          | MI: | Last Name:                                      | Suffix: |
| 3) Filer Name (if entity):<br>AT&T INC. |     | 4) FCC Registration Number (FRN):<br>0005193701 |         |

**5) Contact Information**

|  |   |
|--|---|
| Name and Address:<br>PAUL MANCINI<br>AT&T SERVICES, INC.<br><br>208 S. AKARD STREET, ROOM 3040<br>DALLAS, TX 75202 | Telephone Number:<br>214-757-3360       |
|  | Fax Number:<br>214-464-0640             |
|  | E-mail Address:<br>paul.mancini@att.com |

**Related FCC Regulated Businesses of Filer**

| 6a)<br>Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary): | 6b)<br>Principal Business:                                   | 6c)<br>FCC Registration Number (FRN): | 6d)<br>Percent of Interest Held: |
|---|--|---------------------------------------|----------------------------------|
| ABRAHAM DIVESTITURE COMPANY LLC   | PROVISION OF CMRS SERVICES                                   | 0018787986                            | 100.00                           |
| ACADIANA CELLULAR GENERAL PARTNERSHIP   | PROVISION OF CMRS SERVICES                                   | 0001837814                            | 35.00                            |
| ACC CORP.   | TELECOMMUNICATIONS   | 0014553119                            | 100.00                           |
| ACC NATIONAL TELECOM CORP.  | TELECOMMUNICATIONS   | 0013443718                            | 100.00                           |
| ALASCOM, INC.   | TELECOMMUNICATIONS   | 0001572676                            | 100.00                           |
| ALTON CELLTELCO PARTNERSHIP   | PROVISION OF CMRS SERVICES                                   | 0003767290                            | 93.71                            |
| AMERITECH PAYPHONE SERVICES, INC.   | PROVISION OF PUBLIC TELEPHONE SERVICE TO PRISONS             | 0007586175                            | 100.00                           |
| AMERITECH PUBLISHING, INC.  | DIRECTORY ADVERTISING AND PUBLISHING                         | 0004807954                            | 100.00                           |
| AMERITECH SERVICES, INC.  | PROVISION OF PURCHASING SERVICES TO AMERITECH OPERATING COS. | 0007586290                            | 100.00                           |
| AT&T COMMUNICATIONS OF CALIFORNIA, INC.   | TELECOMMUNICATIONS   | 0003301702                            | 100.00                           |
| AT&T COMMUNICATIONS OF DELAWARE, LLC  | TELECOMMUNICATIONS   | 0012838504                            | 100.00                           |

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|---|--|---------------------------------------|-------------------------------|
| AT&T COMMUNICATIONS OF HAWAII, INC.   | TELECOMMUNICATIONS   | 0014532501                            | 100.00                        |
| AT&T COMMUNICATIONS OF ILLINOIS, INC.   | TELECOMMUNICATIONS   | 0003301793                            | 100.00                        |
| AT&T COMMUNICATIONS OF INDIANA, GP  | TELECOMMUNICATIONS   | 0012838421                            | 100.00                        |
| AT&T COMMUNICATIONS OF MARYLAND, LLC  | TELECOMMUNICATIONS   | 0012838512                            | 100.00                        |
| AT&T COMMUNICATIONS OF MICHIGAN, INC.   | TELECOMMUNICATIONS   | 0003301876                            | 100.00                        |
| AT&T COMMUNICATIONS OF NEVADA, INC.   | TELECOMMUNICATIONS   | 0003301959                            | 100.00                        |
| AT&T COMMUNICATIONS OF NEW YORK, INC.   | TELECOMMUNICATIONS   | 0012838462                            | 100.00                        |
| AT&T COMMUNICATIONS OF NJ, LP   | TELECOMMUNICATIONS   | 0012838520                            | 100.00                        |
| AT&T COMMUNICATIONS OF OHIO, INC.   | TELECOMMUNICATIONS   | 0003301736                            | 100.00                        |
| AT&T COMMUNICATIONS OF PENNSYLVANIA, LLC  | TELECOMMUNICATIONS   | 0012838538                            | 100.00                        |
| AT&T COMMUNICATIONS OF TEXAS, INC.  | TELECOMMUNICATIONS   | 0016657918                            | 100.00                        |
| AT&T COMMUNICATIONS OF THE MIDWEST, INC.  | TELECOMMUNICATIONS   | 0003301751                            | 100.00                        |
| AT&T COMMUNICATIONS OF THE MOUNTAIN STATES, INC.  | TELECOMMUNICATIONS   | 0003301892                            | 100.00                        |
| AT&T COMMUNICATIONS OF THE PACIFIC NORTHWEST, INC.  | TELECOMMUNICATIONS   | 0003301710                            | 100.00                        |
| AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, LLC  | TELECOMMUNICATIONS   | 0012838561                            | 100.00                        |
| AT&T COMMUNICATIONS OF THE SOUTHERN STATES, LLC   | TELECOMMUNICATIONS   | 0012838553                            | 100.00                        |
| AT&T COMMUNICATIONS OF THE SOUTHWEST, INC.  | TELECOMMUNICATIONS   | 0003301918                            | 100.00                        |
| AT&T COMMUNICATIONS OF VIRGINIA, LLC  | TELECOMMUNICATIONS   | 0012838546                            | 100.00                        |
| AT&T COMMUNICATIONS OF WASHINGTON D.C., LLC   | TELECOMMUNICATIONS   | 0012838488                            | 100.00                        |
| AT&T COMMUNICATIONS OF WEST VIRGINIA, INC.  | TELECOMMUNICATIONS   | 0003301785                            | 100.00                        |
| AT&T COMMUNICATIONS OF WISCONSIN, LP  | TELECOMMUNICATIONS   | 0012838454                            | 100.00                        |
| AT&T CORP.  | TELECOMMUNICATIONS   | 0005937974                            | 100.00                        |
| AT&T LABS, INC.   | TELECOM. R&D; PROVISION OF TECH. CONSULT. SERV. TO AT&T COS. | 0004972956                            | 100.00                        |
| AT&T MANAGEMENT SERVICES, L.P.  | PROVISION OF MGT. & PERSONNEL SERVICES TO AT&T AFFILIATES    | 0002534451                            | 100.00                        |
| AT&T MOBILITY CORPORATION   | MANAGER  | 0005823844                            | 100.00                        |

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|---|---|---------------------------------------|-------------------------------|
| AT&T MOBILITY II LLC  | HOLDING COMPANY   | 0016982233                            | 100.00                        |
| AT&T MOBILITY LLC   | PROVISION OF CMRS SERVICES                                | 0004979233                            | 100.00                        |
| AT&T MOBILITY OF GALVESTON LLC  | PROVISION OF CMRS SERVICES                                | 0016658122                            | 100.00                        |
| AT&T MOBILITY SPECTRUM LLC  | PROVISION OF CMRS SERVICES                                | 0014980726                            | 100.00                        |
| AT&T MOBILITY TEXAS LLC   | PROVISION OF CMRS SERVICES                                | 0016658148                            | 100.00                        |
| AT&T OF PUERTO RICO, INC.   | TELECOMMUNICATIONS  | 0001731462                            | 100.00                        |
| AT&T OF THE VIRGIN ISLANDS, INC.  | TELECOMMUNICATIONS  | 0003464344                            | 100.00                        |
| AT&T SERVICES, INC.   | PROVISION OF SHARED SERVICES TO AT&T AFFILIATES           | 0008644056                            | 100.00                        |
| AT&T VIDEO SERVICES, INC.   | PROVISION OF SATELLITE MASTER ANTENNA TELEVISION SERVICES | 0007586480                            | 100.00                        |
| AWACS, INC.   | WIRELESS COMMUNICATIONS SERVICES                          | 0010852523                            | 100.00                        |
| BAUCE COMMUNICATIONS OF BEAUMONT, INC.  | TELECOMMUNICATIONS  | 0001562040                            | 100.00                        |
| BELLINGHAM CELLULAR PARTNERSHIP   | PROVISION OF CMRS SERVICES                                | 0004312559                            | 98.15                         |
| BELLSOUTH ADVERTISING & PUBLISHING CORPORATION  | ADVERTISING AND PUBLISHING                                | 0004686366                            | 100.00                        |
| BELLSOUTH ENTERTAINMENT, LLC  | PROVISION OF WIRELINE CABLE SERVICES                      | 0005095963                            | 100.00                        |
| BELLSOUTH INTERNATIONAL, LLC  | PROVISION OF INTERNATIONAL LONG DISTANCE SERVICES         | 0005858907                            | 100.00                        |
| BELLSOUTH LONG DISTANCE, INC.   | PROVISION OF LONG DISTANCE SERVICES                       | 0003733318                            | 100.00                        |
| BELLSOUTH MOBILE DATA, INC.   | PROVISION OF TELECOMMUNICATIONS SERVICES                  | 0013935085                            | 100.00                        |
| BELLSOUTH TELECOMMUNICATIONS, INC.  | PROVISION OF LANDLINE TELEPHONE SERVICES                  | 0005795679                            | 100.00                        |
| BIZTEL, INC.  | TELECOMMUNICATIONS  | 0003998978                            | 100.00                        |
| BLOOMINGTON CELLULAR TELEPHONE COMPANY  | PROVISION OF CMRS SERVICES                                | 0001573328                            | 94.51                         |
| BRADENTON CELLULAR PARTNERSHIP  | PROVISION OF CMRS SERVICES                                | 0004312591                            | 96.39                         |
| BREMERTON CELLULAR TELEPHONE COMPANY  | PROVISION OF CMRS SERVICES                                | 0004312609                            | 98.96                         |
| BRISTOL BAY CELLULAR PARTNERSHIP  | WIRELESS TELECOMMUNICATIONS                               | 0001568898                            | 50.00                         |
| CAGAL CELLULAR COMMUNICATIONS CORPORATION   | PROVISION OF CMRS SERVICES                                | 0001803246                            | 93.37                         |
| CCPR OF THE VIRGIN ISLANDS, INC.  | PROVISION OF CMRS SERVICES                                | 0004499034                            | 100.00                        |

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|---|----------------------------|---------------------------------------|-------------------------------|
| CCPR SERVICES, INC.   | PROVISION OF CMRS SERVICES | 0003473709                            | 100.00                        |
| CENTENNIAL BEAUREGARD CELLULAR LLC  | TELECOMMUNICATIONS         | 0012921946                            | 100.00                        |
| CENTENNIAL CALDWELL CELLULAR LLC  | TELECOMMUNICATIONS         | 0008816779                            | 100.00                        |
| CENTENNIAL CELLULAR TRI-STATE OPERATING PARTNERSHIP   | TELECOMMUNICATIONS         | 0012926176                            | 100.00                        |
| CENTENNIAL CLAIBORNE CELLULAR CORP.   | TELECOMMUNICATIONS         | 0012926184                            | 100.00                        |
| CENTENNIAL COMMUNICATIONS CORP.   | TELECOMMUNICATIONS         | 0009631136                            | 100.00                        |
| CENTENNIAL HAMMOND CELLULAR LLC   | TELECOMMUNICATIONS         | 0012926341                            | 100.00                        |
| CENTENNIAL LAFAYETTE COMMUNICATIONS LLC   | TELECOMMUNICATIONS         | 0012926424                            | 100.00                        |
| CENTENNIAL MICHIANA LICENSE COMPANY LLC   | TELECOMMUNICATIONS         | 0003296480                            | 100.00                        |
| CENTENNIAL MICHIGAN RSA 7 CELLULAR CORP.  | TELECOMMUNICATIONS         | 0008816944                            | 100.00                        |
| CENTENNIAL MOREHOUSE CELLULAR LLC   | TELECOMMUNICATIONS         | 0003574142                            | 100.00                        |
| CENTENNIAL PUERTO RICO LICENSE CORP.  | TELECOMMUNICATIONS         | 0003572864                            | 100.00                        |
| CENTENNIAL PUERTO RICO OPERATIONS CORP.   | TELECOMMUNICATIONS         | 0003572849                            | 100.00                        |
| CENTENNIAL RANDOLPH CELLULAR LLC  | TELECOMMUNICATIONS         | 0008816795                            | 100.00                        |
| CENTENNIAL SOUTHEAST LICENSE COMPANY LLC  | TELECOMMUNICATIONS         | 0003296472                            | 100.00                        |
| CENTENNIAL USVI OPERATIONS CORP.  | TELECOMMUNICATIONS         | 0007467384                            | 100.00                        |
| CHAMPAIGN CELLTTELCO  | PROVISION OF CMRS SERVICES | 0004160537                            | 98.90                         |
| CHATTANOOGA MSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES | 0001842723                            | 92.01                         |
| CINCINNATI SMSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES | 0004160842                            | 66.12                         |
| CINGULAR WIRELESS OF TEXAS RSA #11 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES | 0003294048                            | 82.00                         |
| CINGULAR WIRELESS OF TEXAS RSA #16 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES | 0003294006                            | 91.86                         |
| CORDOVA WIRELESS  | PROVISION OF CMRS SERVICES | 0001567692                            | 49.00                         |
| DECATUR RSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES | 0004588455                            | 89.80                         |
| DOBSON CELLULAR SYSTEMS OF ALASKA, LLC  | PROVISION OF CMRS SERVICES | 0015568579                            | 100.00                        |
| EDGE WIRELESS, LLC  | PROVISION OF CMRS SERVICES | 0003800679                            | 100.00                        |
| ELKHART CELLULAR TELEPHONE COMPANY  | TELECOMMUNICATIONS         | 0012927109                            | 92.00                         |

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|---|---|---------------------------------------|-------------------------------|
| ELKHART METRONET, INC.  | TELECOMMUNICATIONS                                | 0003594991                            | 100.00                        |
| FLORIDA RSA NO. 2B (INDIAN RIVER) LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001837566                            | 86.30                         |
| GEORGIA RSA NO. 3 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001836998                            | 83.20                         |
| HOOD RIVER CELLULAR TELEPHONE COMPANY, INC.   | PROVISION OF CMRS SERVICES                        | 0001572924                            | 95.49                         |
| HOUMA-THIBODAUX CELLULAR PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0004547931                            | 99.01                         |
| ILLINOIS BELL TELEPHONE COMPANY   | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002860856                            | 100.00                        |
| INDIANA BELL TELEPHONE COMPANY, INCORPORATED  | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002904654                            | 100.00                        |
| LAFAYETTE CELLULAR TELEPHONE COMPANY  | TELECOMMUNICATIONS                                | 0001545771                            | 95.00                         |
| LAFAYETTE MSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001682509                            | 51.00                         |
| LAS CRUCES CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                        | 0003299963                            | 94.92                         |
| LOUISIANA RSA NO. 7 CELLULAR GENERAL PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001837798                            | 66.70                         |
| LOUISIANA RSA NO. 8 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001837830                            | 50.00                         |
| LUBBOCK SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001650787                            | 75.65                         |
| MADISON SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0002842060                            | 99.82                         |
| MCALLEN-EDINBURG-MISSION SMSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001658467                            | 77.50                         |
| MEDFORD CELLULAR TELEPHONE COMPANY, INC.  | PROVISION OF CMRS SERVICES                        | 0004312773                            | 98.06                         |
| MEGA COMM LLC   | TELECOMMUNICATIONS                                | 0012927208                            | 100.00                        |
| MELBOURNE CELLULAR TELEPHONE COMPANY  | PROVISION OF CMRS SERVICES                        | 0004312799                            | 97.26                         |
| MICHIANA METRONET INC.  | TELECOMMUNICATIONS                                | 0003595147                            | 100.00                        |
| MICHIGAN BELL TELEPHONE COMPANY   | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002776771                            | 100.00                        |
| MILWAUKEE SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0002846293                            | 98.79                         |
| MISSOURI RSA 11/12 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001658418                            | 50.00                         |
| MISSOURI RSA 8 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001658442                            | 91.16                         |
| MISSOURI RSA 9B1 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001658426                            | 84.70                         |
| NEVADA BELL TELEPHONE COMPANY   | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0001552173                            | 100.00                        |

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|---|---|---------------------------------------|-------------------------------|
| NEW CINGULAR WIRELESS PCS, LLC  | PROVISION OF CMRS SERVICES                        | 0003291192                            | 100.00                        |
| NORTHEASTERN GEORGIA RSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001837152                            | 63.98                         |
| OCALA CELLULAR TELEPHONE COMPANY, INC.  | PROVISION OF CMRS SERVICES                        | 0001573492                            | 95.76                         |
| OKLAHOMA CITY SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001658392                            | 62.00                         |
| OKLAHOMA INDEPENDENT RSA 7 PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0010698884                            | 65.00                         |
| OKLAHOMA RSA 3 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001658376                            | 79.00                         |
| OKLAHOMA RSA 9 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001658368                            | 63.20                         |
| OLYMPIA CELLULAR TELEPHONE COMPANY, INC.  | PROVISION OF CMRS SERVICES                        | 0004312807                            | 96.13                         |
| ORLANDO SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001843036                            | 100.00                        |
| PACIFIC BELL TELEPHONE COMPANY  | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0001551530                            | 100.00                        |
| PINE BLUFF CELLULAR, INC.   | PROVISION OF CMRS SERVICES                        | 0001722271                            | 97.24                         |
| PROVO CELLULAR TELEPHONE COMPANY  | PROVISION OF CMRS SERVICES                        | 0004312815                            | 96.73                         |
| RENO CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                        | 0004312864                            | 94.45                         |
| SALEM CELLULAR TELEPHONE COMPANY  | PROVISION OF CMRS SERVICES                        | 0004312880                            | 96.92                         |
| SANTA BARBARA CELLULAR SYSTEMS, LTD.  | PROVISION OF CMRS SERVICES                        | 0004312898                            | 95.38                         |
| SARASOTA CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                        | 0004312906                            | 97.29                         |
| SBC AVIATION HOLDINGS, INC.   | HOLDS AVIATION ASSETS                             | 0004542973                            | 100.00                        |
| SBC INTERNET SERVICES, INC.   | PROVISION OF UNREGULATED IP-ENABLED SERVICES      | 0012536033                            | 100.00                        |
| SBC LONG DISTANCE, LLC  | PROVISION OF LONG DISTANCE SERVICES               | 0003763497                            | 100.00                        |
| SNET AMERICA, INC.  | PROVISION OF PUBLIC TELEPHONE SERVICES            | 0003737707                            | 100.00                        |
| SNET DIVERSIFIED GROUP, INC.  | PROVISION OF TELECOMMUNICATIONS SERVICES          | 0007586423                            | 100.00                        |
| SOUTH BEND METRONET, INC.   | TELECOMMUNICATIONS                                | 0008816910                            | 100.00                        |
| SOUTHWESTERN BELL TELEPHONE COMPANY   | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0016627473                            | 100.00                        |
| ST. CLOUD CELLULAR TELEPHONE COMPANY, INC.  | PROVISION OF CMRS SERVICES                        | 0001572742                            | 91.60                         |
| STEVENS GRAPHICS, INC.  | PRINTING TELEPHONE DIRECTORIES                    | 0005450184                            | 100.00                        |

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|---|----------------------------|---------------------------------------|-------------------------------|
| TC SYSTEMS, INC.  | TELECOMMUNICATIONS         | 0012833513                            | 100.00                        |
| TCG AMERICA, INC.   | TELECOMMUNICATIONS         | 0003476611                            | 100.00                        |
| TCG CHICAGO   | TELECOMMUNICATIONS         | 0014531990                            | 100.00                        |
| TCG COLORADO  | TELECOMMUNICATIONS         | 0014532022                            | 100.00                        |
| TCG CONNECTICUT   | TELECOMMUNICATIONS         | 0014532048                            | 100.00                        |
| TCG DALLAS  | TELECOMMUNICATIONS         | 0014532089                            | 100.00                        |
| TCG DETROIT   | TELECOMMUNICATIONS         | 0014532113                            | 100.00                        |
| TCG ILLINOIS  | TELECOMMUNICATIONS         | 0014532162                            | 100.00                        |
| TCG INDIANAPOLIS  | TELECOMMUNICATIONS         | 0014532204                            | 100.00                        |
| TCG JOINT VENTURE HOLDINGS, INC. (D/B/A TCG OREGON)   | TELECOMMUNICATIONS         | 0014532238                            | 100.00                        |
| TCG KANSAS CITY, INC.   | TELECOMMUNICATIONS         | 0014532261                            | 100.00                        |
| TCG LOS ANGELES, INC.   | TELECOMMUNICATIONS         | 0014532287                            | 100.00                        |
| TCG MARYLAND  | TELECOMMUNICATIONS         | 0014532303                            | 100.00                        |
| TCG MIDSOUTH, INC.  | TELECOMMUNICATIONS         | 0014532345                            | 100.00                        |
| TCG MILWAUKEE, INC.   | TELECOMMUNICATIONS         | 0014532386                            | 100.00                        |
| TCG MINNESOTA, INC.   | TELECOMMUNICATIONS         | 0014532410                            | 100.00                        |
| TCG NEW JERSEY, INC.  | TELECOMMUNICATIONS         | 0017516725                            | 100.00                        |
| TCG OF THE CAROLINAS, INC.  | TELECOMMUNICATIONS         | 0014532428                            | 100.00                        |
| TCG OHIO  | TELECOMMUNICATIONS         | 0014532451                            | 100.00                        |
| TCG OMAHA   | TELECOMMUNICATIONS         | 0014532469                            | 100.00                        |
| TCG OREGON  | TELECOMMUNICATIONS         | 0014535009                            | 100.00                        |
| TCG PHOENIX   | TELECOMMUNICATIONS         | 0014532550                            | 100.00                        |
| TCG PITTSBURGH  | TELECOMMUNICATIONS         | 0014532576                            | 100.00                        |
| TCG RHODE ISLAND  | TELECOMMUNICATIONS         | 0014532592                            | 100.00                        |
| TCG SAN DIEGO   | TELECOMMUNICATIONS         | 0014532642                            | 100.00                        |
| TCG SAN FRANCISCO   | TELECOMMUNICATIONS         | 0014533004                            | 100.00                        |

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| TCG SEATTLE  | TELECOMMUNICATIONS                                      | 0014533053                               | 100.00                        |
| TCG SOUTH FLORIDA  | TELECOMMUNICATIONS                                      | 0014533079                               | 100.00                        |
| TCG ST. LOUIS  | TELECOMMUNICATIONS                                      | 0014533087                               | 100.00                        |
| TCG UTAH   | TELECOMMUNICATIONS                                      | 0014533111                               | 100.00                        |
| TCG VIRGINIA, INC.   | TELECOMMUNICATIONS                                      | 0014533145                               | 100.00                        |
| TELECORP COMMUNICATIONS, LLC   | PROVISION OF CMRS<br>SERVICES                           | 0011499910                               | 100.00                        |
| TELEPORT COMMUNICATIONS ATLANTA, INC.  | TELECOMMUNICATIONS                                      | 0014533178                               | 100.00                        |
| TELEPORT COMMUNICATIONS HOUSTON,<br>INC.   | TELECOMMUNICATIONS                                      | 0014533277                               | 100.00                        |
| TELEPORT COMMUNICATIONS NEW YORK   | TELECOMMUNICATIONS                                      | 0014533301                               | 100.00                        |
| TELEPORT COMMUNICATIONS WASHINGTON,<br>D.C., INC.  | TELECOMMUNICATIONS                                      | 0014533368                               | 100.00                        |
| TEXAS RSA 18 LIMITED PARTNERSHIP   | PROVISION OF CMRS<br>SERVICES                           | 0001666072                               | 34.00                         |
| TEXAS RSA 19 LIMITED PARTNERSHIP   | PROVISION OF CMRS<br>SERVICES                           | 0001666056                               | 33.34                         |
| TEXAS RSA 20B1 LIMITED PARTNERSHIP   | PROVISION OF CMRS<br>SERVICES                           | 0001665058                               | 50.00                         |
| TEXAS RSA 6 LIMITED PARTNERSHIP  | PROVISION OF CMRS<br>SERVICES                           | 0001665991                               | 49.50                         |
| TEXAS RSA 7B1 LIMITED PARTNERSHIP  | PROVISION OF CMRS<br>SERVICES                           | 0001666007                               | 80.34                         |
| TEXAS RSA 9B1 LIMITED PARTNERSHIP  | PROVISION OF CMRS<br>SERVICES                           | 0001666023                               | 44.14                         |
| TEXAS RSA NO. 2 LIMITED PARTNERSHIP  | PROVISION OF CMRS<br>SERVICES                           | 0004550547                               | 62.00                         |
| THE OHIO BELL TELEPHONE COMPANY  | PROVISION OF WIRELINE<br>TELECOMMUNICATIONS<br>SERVICES | 0002946986                               | 100.00                        |
| THE SOUTHERN NEW ENGLAND TELEPHONE<br>COMPANY  | PROVISION OF WIRELINE<br>TELECOMMUNICATIONS<br>SERVICES | 0005049150                               | 100.00                        |
| TOPEKA SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS<br>SERVICES                           | 0001658632                               | 81.05                         |
| VISALIA CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS<br>SERVICES                           | 0004312871                               | 97.93                         |

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|---|---|---------------------------------------|-------------------------------|
| WISCONSIN BELL, INC.  | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002716561                            | 100.00                        |

**Signature**

**7) Typed or Printed Name of Party Authorized to Sign**

|                     |     |                       |         |
|---------------------|-----|-----------------------|---------|
| First Name:<br>Paul | MI: | Last Name:<br>Mancini | Suffix: |
|---------------------|-----|-----------------------|---------|

Title: Sr. VP & Assistant General Counsel

Signature:  
Paul Mancini

Date:  
05/21/2009

**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).**

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

|  |   |   |         |
|--|---|---|---------|
| 1) Disclosable Interest Holder's First Name (if individual):   | MI:   | Last Name:  | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity):<br>AT&T INC.  |   | 3) FCC Registration Number(FRN):<br>0005193701  |         |
| 4) Disclosable Interest Holder's Address:<br>208 S. AKARD STREET<br>DALLAS, TX 75202   |   |   |         |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes):<br>Direct Ownership Interest in Filer   | 6) Disclosable Interest Holder is a (n): ( )<br>(refer to instructions for list of codes):<br>Corporation | 7) Percent of Interest Held in Filer:<br>100.00   |         |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes):<br>Other: One hundred percent of AT&T inc.'s shares are owned<br>by its shareholders. |   | 9) Disclosable Interest Holder's Country of<br>Citizenship or Jurisdiction of Formation:<br>United States, Delaware |         |

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business       | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
|--|-------------------------------|---------------------------------------|-------------------------------|
| ABRAHAM DIVESTITURE COMPANY<br>LLC   | PROVISION OF CMRS<br>SERVICES | 0018787986                            | 100.00                        |
| ACADIANA CELLULAR GENERAL<br>PARTNERSHIP   | PROVISION OF CMRS<br>SERVICES | 0001837814                            | 35.00                         |
| ACC CORP.  | TELECOMMUNICATIONS            | 0014553119                            | 100.00                        |

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|--|--|------------------------------------|-------------------------------|
| ACC NATIONAL TELECOM CORP.   | TELECOMMUNICATIONS   | 0013443718                         | 100.00                        |
| ALASCOM, INC.  | TELECOMMUNICATIONS   | 0001572676                         | 100.00                        |
| ALTON CELLTELCO PARTNERSHIP  | PROVISION OF CMRS SERVICES                                   | 0003767290                         | 93.71                         |
| AMERITECH PAYPHONE SERVICES, INC.  | PROVISION OF PUBLIC TELEPHONE SERVICE TO PRISONS             | 0007586175                         | 100.00                        |
| AMERITECH PUBLISHING, INC.   | DIRECTORY ADVERTISING AND PUBLISHING                         | 0004807954                         | 100.00                        |
| AMERITECH SERVICES, INC.   | PROVISION OF PURCHASING SERVICES TO AMERITECH OPERATING COS. | 0007586290                         | 100.00                        |
| AT&T COMMUNICATIONS OF CALIFORNIA, INC.  | TELECOMMUNICATIONS   | 0003301702                         | 100.00                        |
| AT&T COMMUNICATIONS OF DELAWARE, LLC   | TELECOMMUNICATIONS   | 0012838504                         | 100.00                        |
| AT&T COMMUNICATIONS OF HAWAII, INC.  | TELECOMMUNICATIONS   | 0014532501                         | 100.00                        |
| AT&T COMMUNICATIONS OF ILLINOIS, INC.  | TELECOMMUNICATIONS   | 0003301793                         | 100.00                        |
| AT&T COMMUNICATIONS OF INDIANA, GP   | TELECOMMUNICATIONS   | 0012838421                         | 100.00                        |
| AT&T COMMUNICATIONS OF MARYLAND, LLC   | TELECOMMUNICATIONS   | 0012838512                         | 100.00                        |
| AT&T COMMUNICATIONS OF MICHIGAN, INC.  | TELECOMMUNICATIONS   | 0003301876                         | 100.00                        |
| AT&T COMMUNICATIONS OF NEVADA, INC.  | TELECOMMUNICATIONS   | 0003301959                         | 100.00                        |
| AT&T COMMUNICATIONS OF NEW YORK, INC.  | TELECOMMUNICATIONS   | 0012838462                         | 100.00                        |
| AT&T COMMUNICATIONS OF NJ, LP  | TELECOMMUNICATIONS   | 0012838520                         | 100.00                        |
| AT&T COMMUNICATIONS OF OHIO, INC.  | TELECOMMUNICATIONS   | 0003301736                         | 100.00                        |
| AT&T COMMUNICATIONS OF PENNSYLVANIA, LLC   | TELECOMMUNICATIONS   | 0012838538                         | 100.00                        |
| AT&T COMMUNICATIONS OF TEXAS, INC.   | TELECOMMUNICATIONS   | 0016657918                         | 100.00                        |

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|--|--|------------------------------------|-------------------------------|
| AT&T COMMUNICATIONS OF THE MIDWEST, INC.   | TELECOMMUNICATIONS   | 0003301751                         | 100.00                        |
| AT&T COMMUNICATIONS OF THE MOUNTAIN STATES, INC.   | TELECOMMUNICATIONS   | 0003301892                         | 100.00                        |
| AT&T COMMUNICATIONS OF THE PACIFIC NORTHWEST, INC.   | TELECOMMUNICATIONS   | 0003301710                         | 100.00                        |
| AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, LLC   | TELECOMMUNICATIONS   | 0012838561                         | 100.00                        |
| AT&T COMMUNICATIONS OF THE SOUTHERN STATES, LLC  | TELECOMMUNICATIONS   | 0012838553                         | 100.00                        |
| AT&T COMMUNICATIONS OF THE SOUTHWEST, INC.   | TELECOMMUNICATIONS   | 0003301918                         | 100.00                        |
| AT&T COMMUNICATIONS OF VIRGINIA, LLC   | TELECOMMUNICATIONS   | 0012838546                         | 100.00                        |
| AT&T COMMUNICATIONS OF WASHINGTON D.C., LLC  | TELECOMMUNICATIONS   | 0012838488                         | 100.00                        |
| AT&T COMMUNICATIONS OF WEST VIRGINIA, INC.   | TELECOMMUNICATIONS   | 0003301785                         | 100.00                        |
| AT&T COMMUNICATIONS OF WISCONSIN, LP   | TELECOMMUNICATIONS   | 0012838454                         | 100.00                        |
| AT&T CORP.   | TELECOMMUNICATIONS   | 0005937974                         | 100.00                        |
| AT&T LABS, INC.  | TELECOM. R&D; PROVISION OF TECH. CONSULT. SERV. TO AT&T COS. | 0004972956                         | 100.00                        |
| AT&T MANAGEMENT SERVICES, L.P.   | PROVISION OF MGT. & PERSONNEL SERVICES TO AT&T AFFILIATES    | 0002534451                         | 100.00                        |
| AT&T MOBILITY CORPORATION  | MANAGER  | 0005823844                         | 100.00                        |
| AT&T MOBILITY II LLC   | HOLDING COMPANY  | 0016982233                         | 100.00                        |
| AT&T MOBILITY LLC  | PROVISION OF CMRS SERVICES                                   | 0004979233                         | 100.00                        |
| AT&T MOBILITY OF GALVESTON LLC   | PROVISION OF CMRS SERVICES                                   | 0016658122                         | 100.00                        |
| AT&T MOBILITY SPECTRUM LLC   | PROVISION OF CMRS SERVICES                                   | 0014980726                         | 100.00                        |
| AT&T MOBILITY TEXAS LLC  | PROVISION OF CMRS SERVICES                                   | 0016658148                         | 100.00                        |

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|--|---|------------------------------------|-------------------------------|
| AT&T OF PUERTO RICO, INC.  | TELECOMMUNICATIONS  | 0001731462                         | 100.00                        |
| AT&T OF THE VIRGIN ISLANDS, INC.   | TELECOMMUNICATIONS  | 0003464344                         | 100.00                        |
| AT&T SERVICES, INC.  | PROVISION OF SHARED SERVICES TO AT&T AFFILIATES           | 0008644056                         | 100.00                        |
| AT&T VIDEO SERVICES, INC.  | PROVISION OF SATELLITE MASTER ANTENNA TELEVISION SERVICES | 0007586480                         | 100.00                        |
| AWACS, INC.  | WIRELESS COMMUNICATIONS SERVICES                          | 0010852523                         | 100.00                        |
| BAUCE COMMUNICATIONS OF BEAUMONT, INC.   | TELECOMMUNICATIONS  | 0001562040                         | 100.00                        |
| BELLINGHAM CELLULAR PARTNERSHIP  | PROVISION OF CMRS SERVICES                                | 0004312559                         | 98.15                         |
| BELLSOUTH ADVERTISING & PUBLISHING CORPORATION   | ADVERTISING AND PUBLISHING                                | 0004686366                         | 100.00                        |
| BELLSOUTH ENTERTAINMENT, LLC   | PROVISION OF WIRELINE CABLE SERVICES                      | 0005095963                         | 100.00                        |
| BELLSOUTH INTERNATIONAL, LLC   | PROVISION OF INTERNATIONAL LONG DISTANCE SERVICES         | 0005858907                         | 100.00                        |
| BELLSOUTH LONG DISTANCE, INC.  | PROVISION OF LONG DISTANCE SERVICES                       | 0003733318                         | 100.00                        |
| BELLSOUTH MOBILE DATA, INC.  | PROVISION OF TELECOMMUNICATIONS SERVICES                  | 0013935085                         | 100.00                        |
| BELLSOUTH TELECOMMUNICATIONS, INC.   | PROVISION OF LANDLINE TELEPHONE SERVICES                  | 0005795679                         | 100.00                        |
| BIZTEL, INC.   | TELECOMMUNICATIONS  | 0003998978                         | 100.00                        |
| BLOOMINGTON CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                                | 0001573328                         | 94.51                         |
| BRADENTON CELLULAR PARTNERSHIP   | PROVISION OF CMRS SERVICES                                | 0004312591                         | 96.39                         |
| BREMERTON CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                                | 0004312609                         | 98.96                         |
| BRISTOL BAY CELLULAR PARTNERSHIP   | WIRELESS TELECOMMUNICATIONS                               | 0001568898                         | 50.00                         |
| CAGAL CELLULAR COMMUNICATIONS CORPORATION  | PROVISION OF CMRS SERVICES                                | 0001803246                         | 93.37                         |

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|--|----------------------------|------------------------------------|-------------------------------|
| CCPR OF THE VIRGIN ISLANDS, INC.   | PROVISION OF CMRS SERVICES | 0004499034                         | 100.00                        |
| CCPR SERVICES, INC.  | PROVISION OF CMRS SERVICES | 0003473709                         | 100.00                        |
| CENTENNIAL BEAUREGARD CELLULAR LLC   | TELECOMMUNICATIONS         | 0012921946                         | 100.00                        |
| CENTENNIAL CALDWELL CELLULAR LLC   | TELECOMMUNICATIONS         | 0008816779                         | 100.00                        |
| CENTENNIAL CELLULAR TRI-STATE OPERATING PARTNERSHIP  | TELECOMMUNICATIONS         | 0012926176                         | 100.00                        |
| CENTENNIAL CLAIBORNE CELLULAR CORP.  | TELECOMMUNICATIONS         | 0012926184                         | 100.00                        |
| CENTENNIAL COMMUNICATIONS CORP.  | TELECOMMUNICATIONS         | 0009631136                         | 100.00                        |
| CENTENNIAL HAMMOND CELLULAR LLC  | TELECOMMUNICATIONS         | 0012926341                         | 100.00                        |
| CENTENNIAL LAFAYETTE COMMUNICATIONS LLC  | TELECOMMUNICATIONS         | 0012926424                         | 100.00                        |
| CENTENNIAL MICHIANA LICENSE COMPANY LLC  | TELECOMMUNICATIONS         | 0003296480                         | 100.00                        |
| CENTENNIAL MICHIGAN RSA 7 CELLULAR CORP.   | TELECOMMUNICATIONS         | 0008816944                         | 100.00                        |
| CENTENNIAL MOREHOUSE CELLULAR LLC  | TELECOMMUNICATIONS         | 0003574142                         | 100.00                        |
| CENTENNIAL PUERTO RICO LICENSE CORP.   | TELECOMMUNICATIONS         | 0003572864                         | 100.00                        |
| CENTENNIAL PUERTO RICO OPERATIONS CORP.  | TELECOMMUNICATIONS         | 0003572849                         | 100.00                        |
| CENTENNIAL RANDOLPH CELLULAR LLC   | TELECOMMUNICATIONS         | 0008816795                         | 100.00                        |
| CENTENNIAL SOUTHEAST LICENSE COMPANY LLC   | TELECOMMUNICATIONS         | 0003296472                         | 100.00                        |
| CENTENNIAL USVI OPERATIONS CORP.   | TELECOMMUNICATIONS         | 0007467384                         | 100.00                        |
| CHAMPAIGN CELLTELCO  | PROVISION OF CMRS SERVICES | 0004160537                         | 98.90                         |
| CHATTANOOGA MSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES | 0001842723                         | 92.01                         |

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|--|---|------------------------------------|-------------------------------|
| CINCINNATI SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0004160842                         | 66.12                         |
| CINGULAR WIRELESS OF TEXAS RSA #11 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0003294048                         | 82.00                         |
| CINGULAR WIRELESS OF TEXAS RSA #16 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0003294006                         | 91.86                         |
| CORDOVA WIRELESS   | PROVISION OF CMRS SERVICES                        | 0001567692                         | 49.00                         |
| DECATUR RSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0004588455                         | 89.80                         |
| DOBSON CELLULAR SYSTEMS OF ALASKA, LLC   | PROVISION OF CMRS SERVICES                        | 0015568579                         | 100.00                        |
| EDGE WIRELESS, LLC   | PROVISION OF CMRS SERVICES                        | 0003800679                         | 100.00                        |
| ELKHART CELLULAR TELEPHONE COMPANY   | TELECOMMUNICATIONS                                | 0012927109                         | 92.00                         |
| ELKHART METRONET, INC.   | TELECOMMUNICATIONS                                | 0003594991                         | 100.00                        |
| FLORIDA RSA NO. 2B (INDIAN RIVER) LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001837566                         | 86.30                         |
| GEORGIA RSA NO. 3 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001836998                         | 83.20                         |
| HOOD RIVER CELLULAR TELEPHONE COMPANY, INC.  | PROVISION OF CMRS SERVICES                        | 0001572924                         | 95.49                         |
| HOUMA-THIBODAUX CELLULAR PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0004547931                         | 99.01                         |
| ILLINOIS BELL TELEPHONE COMPANY  | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002860856                         | 100.00                        |
| INDIANA BELL TELEPHONE COMPANY, INCORPORATED   | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002904654                         | 100.00                        |
| LAFAYETTE CELLULAR TELEPHONE COMPANY   | TELECOMMUNICATIONS                                | 0001545771                         | 95.00                         |
| LAFAYETTE MSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001682509                         | 51.00                         |
| LAS CRUCES CELLULAR TELEPHONE COMPANY  | PROVISION OF CMRS SERVICES                        | 0003299963                         | 94.92                         |
| LOUISIANA RSA NO. 7 CELLULAR GENERAL PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001837798                         | 66.70                         |

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|--|---|------------------------------------|-------------------------------|
| LOUISIANA RSA NO. 8 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001837830                         | 50.00                         |
| LUBBOCK SMSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001650787                         | 75.65                         |
| MADISON SMSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0002842060                         | 99.82                         |
| MCALLEN-EDINBURG-MISSION SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001658467                         | 77.50                         |
| MEDFORD CELLULAR TELEPHONE COMPANY, INC.   | PROVISION OF CMRS SERVICES                        | 0004312773                         | 98.06                         |
| MEGA COMM LLC  | TELECOMMUNICATIONS                                | 0012927208                         | 100.00                        |
| MELBOURNE CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                        | 0004312799                         | 97.26                         |
| MICHIANA METRONET INC.   | TELECOMMUNICATIONS                                | 0003595147                         | 100.00                        |
| MICHIGAN BELL TELEPHONE COMPANY  | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002776771                         | 100.00                        |
| MILWAUKEE SMSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0002846293                         | 98.79                         |
| MISSOURI RSA 11/12 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001658418                         | 50.00                         |
| MISSOURI RSA 8 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001658442                         | 91.16                         |
| MISSOURI RSA 9B1 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001658426                         | 84.70                         |
| NEVADA BELL TELEPHONE COMPANY  | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0001552173                         | 100.00                        |
| NEW CINGULAR WIRELESS PCS, LLC   | PROVISION OF CMRS SERVICES                        | 0003291192                         | 100.00                        |
| NORTHEASTERN GEORGIA RSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001837152                         | 63.98                         |
| OCALA CELLULAR TELEPHONE COMPANY, INC.   | PROVISION OF CMRS SERVICES                        | 0001573492                         | 95.76                         |
| OKLAHOMA CITY SMSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001658392                         | 62.00                         |
| OKLAHOMA INDEPENDENT RSA 7 PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0010698884                         | 65.00                         |

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|--|---|------------------------------------|-------------------------------|
| OKLAHOMA RSA 3 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001658376                         | 79.00                         |
| OKLAHOMA RSA 9 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001658368                         | 63.20                         |
| OLYMPIA CELLULAR TELEPHONE COMPANY, INC.   | PROVISION OF CMRS SERVICES                        | 0004312807                         | 96.13                         |
| ORLANDO SMSA LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001843036                         | 100.00                        |
| PACIFIC BELL TELEPHONE COMPANY   | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0001551530                         | 100.00                        |
| PINE BLUFF CELLULAR, INC.  | PROVISION OF CMRS SERVICES                        | 0001722271                         | 97.24                         |
| PROVO CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                        | 0004312815                         | 96.73                         |
| RENO CELLULAR TELEPHONE COMPANY  | PROVISION OF CMRS SERVICES                        | 0004312864                         | 94.45                         |
| SALEM CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                        | 0004312880                         | 96.92                         |
| SANTA BARBARA CELLULAR SYSTEMS, LTD.   | PROVISION OF CMRS SERVICES                        | 0004312898                         | 95.38                         |
| SARASOTA CELLULAR TELEPHONE COMPANY  | PROVISION OF CMRS SERVICES                        | 0004312906                         | 97.29                         |
| SBC AVIATION HOLDINGS, INC.  | HOLDS AVIATION ASSETS                             | 0004542973                         | 100.00                        |
| SBC INTERNET SERVICES, INC.  | PROVISION OF UNREGULATED IP-ENABLED SERVICES      | 0012536033                         | 100.00                        |
| SBC LONG DISTANCE, LLC   | PROVISION OF LONG DISTANCE SERVICES               | 0003763497                         | 100.00                        |
| SNET AMERICA, INC.   | PROVISION OF PUBLIC TELEPHONE SERVICES            | 0003737707                         | 100.00                        |
| SNET DIVERSIFIED GROUP, INC.   | PROVISION OF TELECOMMUNICATIONS SERVICES          | 0007586423                         | 100.00                        |
| SOUTH BEND METRONET, INC.  | TELECOMMUNICATIONS                                | 0008816910                         | 100.00                        |
| SOUTHWESTERN BELL TELEPHONE COMPANY  | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0016627473                         | 100.00                        |
| ST. CLOUD CELLULAR TELEPHONE COMPANY, INC.   | PROVISION OF CMRS SERVICES                        | 0001572742                         | 91.60                         |

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|--|--------------------------------|------------------------------------|-------------------------------|
| STEVENS GRAPHICS, INC.   | PRINTING TELEPHONE DIRECTORIES | 0005450184                         | 100.00                        |
| TC SYSTEMS, INC.   | TELECOMMUNICATIONS             | 0012833513                         | 100.00                        |
| TCG AMERICA, INC.  | TELECOMMUNICATIONS             | 0003476611                         | 100.00                        |
| TCG CHICAGO  | TELECOMMUNICATIONS             | 0014531990                         | 100.00                        |
| TCG COLORADO   | TELECOMMUNICATIONS             | 0014532022                         | 100.00                        |
| TCG CONNECTICUT  | TELECOMMUNICATIONS             | 0014532048                         | 100.00                        |
| TCG DALLAS   | TELECOMMUNICATIONS             | 0014532089                         | 100.00                        |
| TCG DETROIT  | TELECOMMUNICATIONS             | 0014532113                         | 100.00                        |
| TCG ILLINOIS   | TELECOMMUNICATIONS             | 0014532162                         | 100.00                        |
| TCG INDIANAPOLIS   | TELECOMMUNICATIONS             | 0014532204                         | 100.00                        |
| TCG JOINT VENTURE HOLDINGS, INC. (D/B/A TCG OREGON)  | TELECOMMUNICATIONS             | 0014532238                         | 100.00                        |
| TCG KANSAS CITY, INC.  | TELECOMMUNICATIONS             | 0014532261                         | 100.00                        |
| TCG LOS ANGELES, INC.  | TELECOMMUNICATIONS             | 0014532287                         | 100.00                        |
| TCG MARYLAND   | TELECOMMUNICATIONS             | 0014532303                         | 100.00                        |
| TCG MIDSOUTH, INC.   | TELECOMMUNICATIONS             | 0014532345                         | 100.00                        |
| TCG MILWAUKEE, INC.  | TELECOMMUNICATIONS             | 0014532386                         | 100.00                        |
| TCG MINNESOTA, INC.  | TELECOMMUNICATIONS             | 0014532410                         | 100.00                        |
| TCG NEW JERSEY, INC.   | TELECOMMUNICATIONS             | 0017516725                         | 100.00                        |
| TCG OF THE CAROLINAS, INC.   | TELECOMMUNICATIONS             | 0014532428                         | 100.00                        |

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|--|----------------------------|------------------------------------|-------------------------------|
| TCG OHIO   | TELECOMMUNICATIONS         | 0014532451                         | 100.00                        |
| TCG OMAHA  | TELECOMMUNICATIONS         | 0014532469                         | 100.00                        |
| TCG OREGON   | TELECOMMUNICATIONS         | 0014535009                         | 100.00                        |
| TCG PHOENIX  | TELECOMMUNICATIONS         | 0014532550                         | 100.00                        |
| TCG PITTSBURGH   | TELECOMMUNICATIONS         | 0014532576                         | 100.00                        |
| TCG RHODE ISLAND   | TELECOMMUNICATIONS         | 0014532592                         | 100.00                        |
| TCG SAN DIEGO  | TELECOMMUNICATIONS         | 0014532642                         | 100.00                        |
| TCG SAN FRANCISCO  | TELECOMMUNICATIONS         | 0014533004                         | 100.00                        |
| TCG SEATTLE  | TELECOMMUNICATIONS         | 0014533053                         | 100.00                        |
| TCG SOUTH FLORIDA  | TELECOMMUNICATIONS         | 0014533079                         | 100.00                        |
| TCG ST. LOUIS  | TELECOMMUNICATIONS         | 0014533087                         | 100.00                        |
| TCG UTAH   | TELECOMMUNICATIONS         | 0014533111                         | 100.00                        |
| TCG VIRGINIA, INC.   | TELECOMMUNICATIONS         | 0014533145                         | 100.00                        |
| TELECORP COMMUNICATIONS, LLC   | PROVISION OF CMRS SERVICES | 0011499910                         | 100.00                        |
| TELEPORT COMMUNICATIONS ATLANTA, INC.  | TELECOMMUNICATIONS         | 0014533176                         | 100.00                        |
| TELEPORT COMMUNICATIONS HOUSTON, INC.  | TELECOMMUNICATIONS         | 0014533277                         | 100.00                        |
| TELEPORT COMMUNICATIONS NEW YORK   | TELECOMMUNICATIONS         | 0014533301                         | 100.00                        |
| TELEPORT COMMUNICATIONS WASHINGTON, D.C., INC.   | TELECOMMUNICATIONS         | 0014533368                         | 100.00                        |
| TEXAS RSA 18 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES | 0001666072                         | 34.00                         |

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|--|---|------------------------------------|-------------------------------|
| TEXAS RSA 19 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001666056                         | 33.34                         |
| TEXAS RSA 20B1 LIMITED PARTNERSHIP   | PROVISION OF CMRS SERVICES                        | 0001665058                         | 50.00                         |
| TEXAS RSA 6 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001665991                         | 49.50                         |
| TEXAS RSA 7B1 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001666007                         | 80.34                         |
| TEXAS RSA 9B1 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001666023                         | 44.14                         |
| TEXAS RSA NO. 2 LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0004550547                         | 62.00                         |
| THE OHIO BELL TELEPHONE COMPANY  | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002946986                         | 100.00                        |
| THE SOUTHERN NEW ENGLAND TELEPHONE COMPANY   | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0005049150                         | 100.00                        |
| TOPEKA SMSA LIMITED PARTNERSHIP  | PROVISION OF CMRS SERVICES                        | 0001658632                         | 81.05                         |
| VISALIA CELLULAR TELEPHONE COMPANY   | PROVISION OF CMRS SERVICES                        | 0004312971                         | 97.93                         |
| WISCONSIN BELL, INC.   | PROVISION OF WIRELINE TELECOMMUNICATIONS SERVICES | 0002716561                         | 100.00                        |

Attachment(s):

| Type | Description | Date Entered |
|------|-------------|--------------|
| 0    | Exhibit 1   | 200801       |

Explanation of Exchange Accommodation Title Holder

As explained in the Public Interest Statement, Exhibit 1 in File No. 0003840313, for AT&T Inc.'s ("AT&T") acquisition of certain operations Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") is divesting, AT&T may elect to treat this transaction as part of a reverse like-kind exchange under 26 U.S.C. § 1031. If so, the indirect Verizon Wireless subsidiary that is the parent of Abraham Divestiture Company LLC ("ADC") will transfer its interest in ADC not to an indirect subsidiary of AT&T but instead to Garden Acquisitions Inc. ("GAI"), which would function as an exchange accommodation title holder ("EAT"). The proposed Form 602 for ADC assumes that AT&T will elect the reverse like-kind exchange. If AT&T elects to treat this transaction as part of a reverse like-kind exchange, AT&T will exercise *de facto* control over the assets during the limited time period during which GAI will have title to ADC and *de jure* control of ADC's operations. To the extent AT&T does not make that election, ADC will rely on the proposed Form 602 for AT&T Inc., of which it will be a 100 percent indirect subsidiary post-transaction.

An officer of GAI is signing this application on behalf of ADC. Neither GAI nor any of its affiliates currently owns or controls ADC. After the consummation of the proposed transaction, however, ADC will be a wholly owned, direct subsidiary of GAI. In signing this application, the GAI officer's certifications about ADC pertain to that entity as it will exist and operate *post-consummation* of this transaction.

Indirect Ownership of Abraham Divestiture Company LLC

As explained in Attachment 1, the proposed Form 602 for Abraham Divestiture Company LLC (“ADC”) assumes that AT&T Inc. (“AT&T”) will elect to treat this transaction as part of a reverse like-kind exchange. If AT&T so elects, ADC will become a wholly owned, direct subsidiary of Garden Acquisitions Inc. The name, address, and citizenship of each of ADC’s ten percent or greater interest holders are:<sup>1</sup>

***Direct Ownership of Abraham Divestiture Company LLC***

Garden Acquisitions Inc.  
1001 Hingham Street, Suite 300  
Rockland, MA 02370  
Citizenship: Delaware  
Direct Ownership Interest: 100 percent of Abraham Divestiture Company LLC

***Indirect Ownership of Abraham Divestiture Company LLC***

NES Property Holdings LLC  
50 W. San Fernando Street, Suite 300  
San Jose, CA 95113  
Citizenship: Delaware  
Direct Ownership Interest: 100 percent of Garden Acquisitions Inc.

NES Financial Corp.  
50 W. San Fernando Street, Suite 300  
San Jose, CA 95113  
Citizenship: California  
Direct Ownership Interest: 100 percent of NES Property Holdings LLC

Michael P. Halloran and Cheryl A. Halloran, as joint tenants  
4896 Ashbrook Circle  
San Jose, CA 95124  
Citizenship: United States Citizens  
Direct Ownership Interest: 26.43 percent of NES Financial Corp.

Thomas A. Bottenberg and Cynthia L. Bottenberg, as joint tenants  
121 Calle Nivel  
Los Gatos, CA 95032

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<sup>1</sup> In response to Question one on the Schedule A we have listed one of the joint tenants or trustees, as applicable, because the Universal Licensing System can accommodate only one individual in response to question one. In this exhibit, we have included both joint tenants and trustee names, as applicable.

Citizenship: United States Citizens  
Direct Ownership Interest: 21.81 percent of NES Financial Corp.

Stan Freeman and Melinda Freeman, as joint tenants  
15276 Stratford Court  
Monte Sereno, CA 95030  
Citizenship: United States Citizens  
Direct Ownership Interest: 16.11 percent of NES Financial Corp.

Barry C.L. Fernald and Toby Lynn Fernald, Trustees under Revocable Trust  
Agreement dated 9/3/80, as amended, FBO Barry C.L. Fernald and Toby Lynn  
Fernald  
14344 Evans Lane  
Saratoga, CA 95070  
Citizenship: United States Citizens  
Direct Ownership Interest: 10.30 percent of NES Financial Corp.

In addition, AT&T Mobility Corporation, which is wholly owned by BellSouth Mobile Systems, Inc., which is wholly owned by BellSouth Enterprises, Inc., which is wholly owned by BellSouth Corporation, which is wholly owned by AT&T, will manage ADC's assets pursuant to one or more contracts with ADC and Garden Acquisitions Inc.