

Approved by OMB
3060-0686

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INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY	
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application for Partial Assignment of Rural Cellular Corporation Interests to Abraham Divestiture Company LLC

1. Legal Name of Applicant			
Name:	Rural Cellular Corporation	Phone Number:	202-589-3768
DBA Name:		Fax Number:	202-589-3750
Street:	1120 Sanctuary Pkwy	E-Mail:	michael.samsock@verizonwireless.com
	Ste 150 GASASREG		
City:	Alpharetta	State:	GA
Country:	USA	Zipcode:	30009 -7630
Attention:	Michael Samsock		

2. Name of Contact Representative

Name:	Nancy J. Victory	Phone Number:	202-719-7344
Company:	Wiley Rein LLP	Fax Number:	202-719-7049
Street:	1776 K Street, NW	E-Mail:	nvictory@wileyrein.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:	Nancy J. Victory	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:IT C214199804010 0220	File Number:IT C214199402240 0114	File Number:					
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5. Name of Section 214 Authorization Holder

Name: Rural Cellular Corporation **Phone Number:** 202-589-3768

DBA Name: **Fax Number:** 202-589-3750

Street: 1120 Sanctuary Pkwy **E-Mail:** michael.samsock@verizonwireles

Ste 150 GASA5REG

City: Alpharetta **State:** GA

Country: USA **Zipcode:** 30009
-7630

Attention: Michael Samsock

6. Name of Assignor / Transferor

Name:	Rural Cellular Corporation	Phone Number:	202-589-3768
DBA Name:		Fax Number:	202-589-3750
Street:	1120 Sanctuary Pkwy	E-Mail:	michael.samsock@verizonwireles
	Ste 150 GASAS5REG		
City:	Alpharetta	State:	GA
Country:	USA	Zipcode:	30009 7630
Attention:	Michael Samsock		

7. Name of Assignee / Transferee

Name:	Abraham Divestiture Company LLC	Phone Number:	202-457-2055
DBA Name:		Fax Number:	202-457-3073
Street:	1776 K Street, NW	E-Mail:	mg7268@att.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006 -
Attention:	Michael P. Goggin		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

This application seeks FCC consent for the partial assignment of certain customer relationships related to the provision of international services from Rural Cellular Corporation to Abraham Divestiture Company LLC, as owned and controlled by AT&T Inc. Rural

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) 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 the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 530I of the Anti-Drug Abuse Act of 1988, 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.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor Rural Cellular Corporation</p>	<p>29. Printed Name of Assignee / Transferee Abraham Divesture Company LLC</p>
<p>27. Title (Office Held by Person Signing) VP and Deputy GC – Reg. Law, Verizon Wireless</p>	<p>30. Title (Office Held by Person Signing) Assistant Secretary of Manager, AT&T Mobility Corp</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) John T. Scott, III</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Michael P. Goggin</p>

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
 (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
 (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

43. Description. (Summarize the nature of the application and the services to be provided).

This application seeks FCC consent for the partial assignment of certain customer relationships related to the provision of international services from Rural Cellular Corporation to Abraham Divestiture Company LLC, as owned and controlled by AT&T Inc. Rural Cellular Corporation will retain its Section 214 authorizations after the closing and by this application does not seek to assign them.

**ATTACHMENT 1 TO FCC ELECTRONIC FORM
FOR PARTIAL ASSIGNMENT
OF INTERNATIONAL SECTION 214 AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended, (“the Act”), 47 U.S.C. § 214, and Section 63.24 of the Commission’s rules, 47 C.F.R. § 63.24, Rural Cellular Corporation (“RCC” or “Assignor”) and Abraham Divestiture Company LLC (“ADC” or “Assignee”) hereby request Commission consent to the partial assignment of certain customer relationships related to the provision of international services from RCC to ADC, a wholly owned, indirect subsidiary of AT&T Inc. (“AT&T”). RCC will retain its two Section 214 authorizations after the closing and does *not* seek to assign them by this application.

As explained in the Public Interest Statement (Attachment 2), AT&T may elect to treat this transaction as part of a deferred reverse like-kind exchange under 26 U.S.C. § 1031. If so, the indirect Cellco Partnership d/b/a Verizon Wireless subsidiary that is the parent of 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. AT&T will exercise *de facto* control over the assets during the limited time period during which GAI will have title to ADC. The answers to the questions provided in Attachment 1 are based on the assumption that AT&T does not make such an election. Supplemental answers based on the assumption that AT&T does make such an election may be found in Attachment 3.

Answer to Question 10 - Section 63.18(c)-(d):

Assignor Information (Rural Cellular Corporation):

Contact Information:

Rural Cellular Corporation
c/o Michael Samsock
Counsel
Verizon Wireless
1300 I Street, N.W., Suite 400 West
Washington, D.C. 20005
Tel: 202-589-3768
Fax: 202-589-3750
michael.samsock@verizonwireless.com

with a copy to

Nancy J. Victory
Wiley Rein LLP
1776 K Street, N.W.

Washington, D.C. 20006
Tel: 202-719-7344
Fax: 202-719-7049
nvictory@wileyrein.com

International Section 214 Authorizations:

RCC holds two international Section 214 authorizations, which are the subject of this partial assignment application: File Nos. ITC-214-19980401-00220 (global resale service) and ITC-214-19940224-00114 (global or limited global facilities-based service). RCC will retain its two Section 214 authorizations after the closing and does *not* seek to assign them by this application.

Assignee Information (Abraham Divestiture Company LLC):

Pre-Transaction Contact Information:

Abraham Divestiture Company LLC
c/o Michael Samsock
Counsel
Verizon Wireless
1300 I Street, N.W., Suite 400 West
Washington, D.C. 20005
Tel: 202-589-3768
Fax: 202-589-3750
michael.samsock@verizonwireless.com

Post-Transaction Contact Information:

Abraham Divestiture Company LLC
c/o Michael P. Goggin
AT&T Mobility LLC
1120 Twentieth Street, N.W., Suite 1000
Washington, D.C. 20036
Tel: 202-457-2055
Fax: 202-457-3073
mg7268@att.com

with a copy to

Peter J. Schildkraut
Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, D.C. 20004

Tel: 202-942-5634
Fax: 202-942-5999
Peter_Schildkraut@aporter.com

International Section 214 Authorizations:

The Assignee, Abraham Divestiture Company LLC, previously has not received international authority under Section 214 of the Act. Its ultimate parent, AT&T Inc. ("AT&T"), has 54 wholly owned subsidiaries that collectively hold global or limited global facilities-based or resale Section 214 authorizations, including those for Cuba. These subsidiaries hold Section 214 global authority to provide a range of facilities-based services, *see, e.g.*, ITC-214-19960830-00414 (Previous File Number ITC-96-487) (AT&T Corp. authority to provide global facilities-based services), including those originating in region and out of region, *see, e.g.*, ITC-214-20001130-00713 (SBC Long Distance, LLC authority to provide facilities-based and resale services originating in Kansas and Oklahoma); ITC-214-19971108-00689 (SBC Long Distance, LLC authority to provide facilities-based services originating out of region). AT&T subsidiaries also have Section 214 global authority to provide various resale services. *See, e.g.*, ITC-214-19960223-00083 (SNET America, Inc. authority to resell private line services); ITC-214-19970814-00493 (Previous File Number ITC-97-506) (TC Systems, Inc. global authority to resell international switched services). Other AT&T subsidiaries hold authority to provide services on particular routes or over particular facilities. *See, e.g.*, ITC-89-060 (AT&T of Puerto Rico, Inc. and AT&T of the Virgin Islands, Inc. authority to operate additional capacity in St. Thomas-Tortola and Eastern Caribbean DCMS for use in providing services to various Caribbean points). AT&T's subsidiaries do not provide services to any of the countries in which they have an affiliate solely through the resale of the international switched services of an unaffiliated United States facilities-based carrier.

A complete list of the AT&T subsidiaries holding Section 214 authorizations, the file numbers associated with such authorizations and a description of such authorizations is set forth below in Attachment A.

Answer to Question 11 - Section 63.18(h):

As of the consummation of the proposed transaction, ADC will be a wholly owned, indirect subsidiary of AT&T. AT&T is a publicly traded company with no person or entity known to own ten percent or more of the company's outstanding stock. The name, address, citizenship, and principal business of each of ADC's ten percent or greater interest holders are:¹

¹ The ownership interests provided herein are the actual direct ownership interests held in the next disclosed subsidiary in the vertical ownership chain rounded to the nearest one percent.

Direct Ownership of Abraham Divestiture Company LLC

AT&T Mobility II LLC
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of Abraham Divestiture Company LLC

Indirect Ownership of Abraham Divestiture Company LLC

AT&T Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of AT&T Management Services Holdings, Inc.;
100% of AT&T Teleholdings, Inc.; 83% of AT&T Services, Inc.; and 100% of
BellSouth Corporation.

AT&T Mobility Corporation
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Management Company
Direct Ownership Interest: less than 1% of and controls AT&T Mobility LLC

AT&T Mobility LLC
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Provision of CMRS Services
Direct Ownership Interest: 54% of AT&T Mobility II LLC

AT&T Teleholdings, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 6% of AT&T Services, Inc.; 100% of New
Southwestern Bell Mobile Systems, Inc.; and 100% of SBC Telecom, Inc.

AWACS, Inc.
208 S. Akard Street

Dallas, TX 75202
Citizenship: Pennsylvania
Principal Business: Telecommunications
Direct Ownership Interest: More than 99% of SBC Alloy Holdings, Inc.

BellSouth Corporation
675 W. Peachtree St. NW
Room 4319
Atlanta, GA 30375
Citizenship: Georgia
Principal Business: Holding Company
Direct Ownership Interest: 100% of BellSouth Enterprises, Inc.

BellSouth Enterprises, Inc.
675 W. Peachtree St. NW
Room 4319
Atlanta, GA 30375
Citizenship: Georgia
Principal Business: Holding Company
Direct Ownership Interest: 100% of BellSouth Mobile Systems, Inc.

BellSouth Mobile Data, Inc.
675 W. Peachtree St. NW
Room 4319
Atlanta, GA 30375
Citizenship: Georgia
Principal Business: Holding Company
Direct Ownership Interest: 34% of AT&T Mobility LLC; 100% of New AB Cellular, Inc.; 2% of New BellSouth Cingular Holdings, Inc.; and 4% of AT&T Mobility II LLC

BellSouth Mobile Systems, Inc.
675 W. Peachtree St. NW
Room 4319
Atlanta, GA 30375
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of BellSouth Mobile Data, Inc. and 100% of AT&T Mobility Corporation.

New AB Cellular, Inc.
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware

Principal Business: Holding Company
Direct Ownership Interest: 98% of New BellSouth Cingular Holdings, Inc.

New BellSouth Cingular Holdings, Inc.
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 6% of AT&T Mobility LLC and 40% of New Cingular
Wireless Services, Inc.

New Cingular Wireless Services, Inc.
5601 Legacy Drive, MS: A-3
Plano, TX 75024
Citizenship: Delaware
Principal Business: Provision of CMRS Services
Direct Ownership Interest: 42% of AT&T Mobility II LLC

New Southwestern Bell Mobile Systems, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of AWACS, Inc.

SBC Alloy Holdings, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 9% of AT&T Mobility LLC and 60% of New Cingular
Wireless Services, Inc.

SBC Long Distance, LLC
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 50% of AT&T Mobility LLC

SBC Telecom, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware

Direct Principal Business: Holding Company
Direct Ownership Interest: 100% of SBC Long Distance, LLC

Answer to Question 12 - Section 63.18(h):

The following persons are officers or directors of AT&T Inc. and are also officers or directors of one or more foreign carriers: Jaime Chico Pardo, a director of AT&T Inc., is Chairman of the Board of Directors of Teléfonos de México, S.A.B. de C.V. ("Telmex") and a director of both Telmex International, S.A.B. de C.V. ("Telmex International") and América Móvil, S.A.B. de C.V. ("América Móvil"). Telmex is a carrier or controls carriers in Mexico and the United States; Telmex International is a carrier or controls carriers in Argentina, Brazil, Chile, Colombia, Peru, and Uruguay; and América Móvil is a carrier or controls carriers in Argentina, Brazil, Chile, Colombia, the Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, Mexico, Nicaragua, Paraguay, Peru, the United States, and Uruguay. Rayford Wilkins, Jr., Chief Executive Officer- AT&T Diversified Businesses of AT&T Inc., is a director of both Telmex International and América Móvil, while Michael J. Viola, Senior Vice President - Finance of AT&T Inc., is a director of both Telmex and América Móvil. Charles P. Allen, Assistant Treasurer of AT&T Inc., is a director and Treasurer of the following: AT&T Global Network Services International, Inc., which is a carrier in Israel, New Zealand, and Pakistan.; AT&T Global Network Services Norge LLC, which is a carrier in Norway; and AT&T Global Network Services Venezuela LLC, which is a carrier in Venezuela. Mr. Allen is also Vice President and Treasurer of BellSouth Long Distance, Inc., which is a carrier in Canada.

The following persons are officers or directors of one or more of AT&T Mobility Corporation, BellSouth Mobile Systems, Inc., BellSouth Corporation, and BellSouth Enterprises, Inc. and are also officers or directors of BellSouth Long Distance, Inc., which is a carrier in Canada. Teresa G. Blizzard, Assistant Secretary of AT&T Mobility Corporation, Vice President - Taxes of BellSouth Mobile Systems, Inc., and Assistant Vice President - Taxes of BellSouth Corporation and BellSouth Enterprises, Inc., is Vice-President - Taxes of BellSouth Long Distance, Inc. Susan Smith Creel, Assistant Vice President - Taxes of BellSouth Mobile Systems, Inc., BellSouth Corporation, and BellSouth Enterprises, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc. Mary Joe Peed, Vice President and Secretary of BellSouth Mobile Systems, Inc. and BellSouth Enterprises, Inc., is Vice President and General Counsel of BellSouth Long Distance, Inc. Letitia Smith, Assistant Vice President - Taxes of BellSouth Mobile Systems, Inc. and BellSouth Enterprises, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc. Robert H. Proehl, Assistant Vice President - Taxes of BellSouth Mobile Systems, Inc. and BellSouth Enterprises, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc. Theresa G. Fontaine, Assistant Vice President - Taxes of BellSouth Mobile Systems, Inc. and BellSouth Enterprises, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc.

John B. Denson, Assistant Secretary of BellSouth Mobile Systems, Inc. and BellSouth Enterprises, Inc., is Assistant Secretary of BellSouth Long Distance, Inc. Lynn Alexander, Assistant Vice President - Taxes of BellSouth Enterprises, Inc. and BellSouth Mobile Systems, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc.

Answer to Question 13 - Narrative of Transaction and Public Interest Statement:

Please see Attachment 2.

Answer to Question 14 - Section 63.18(i):

AT&T and its subsidiaries are presently affiliated with numerous foreign carriers authorized to provide telecommunications services to the public. Upon consummation of this transaction, ADC also will be affiliated with those foreign carriers, which are listed below:

<u>Foreign Carrier</u>	<u>Country</u>
AT&T Communications Services Argentina S.R.L.	Argentina
AT&T Global Network Services Australia Pty. Ltd.	Australia
AT&T Global Network Services Austria GmbH	Austria
AT&T Global Network Services Belgium Luxembourg S.P.R.L.	Belgium
AT&T Global Network Services Brazil Ltda.	Brazil
AT&T Global Network Services Bulgaria Ltd.	Bulgaria
AT&T Global Services Canada Co.	Canada
AT&T Enterprises Canada Co.	Canada
BellSouth Long Distance, Inc.	Canada
AT&T Chile SA	Chile
AT&T Global Network Services Colombia (Ltda.)	Colombia
AT&T Global Network Services Hrvatska d.o.o.	Croatia
AT&T Global Network Services Ltd.	Cyprus
AT&T Global Network Services Czech Republic s.r.o.	Czech Republic
AT&T Global Network Services Denmark ApS	Denmark
AT&T Global Network Services Ecuador Cia. Ltda.	Ecuador
AT&T Global Network Services Estonia Ou	Estonia
AT&T Global Network Services Finland Oy	Finland
AT&T Global Network Services France SAS	France
AT&T Global Network Services Deutschland GmbH	Germany
AT&T Global Network Services (Hellas) E.P.E. (Limited)	Greece
AT&T Servicios de Comunicaciones de Guatemala SA	Guatemala
AT&T Global Network Services Hong Kong Limited	Hong Kong

AT&T Global Network Services Hungary Kft	Hungary
AT&T Global Network Services Private Limited	India
AT&T Global Network Services Ireland Limited	Ireland
AT&T Global Network Services International Inc.	Israel
AT&T Global Network Services Italia S.p.A.	Italy
AT&T Japan Ltd.	Japan
AT&T Global Services KK	Japan
AT&T Communications Services (Japan) Ltd.	Japan
AT&T GNS Korea Limited (Yuhan Hoesa)	Korea
AT&T Global Network Services Latvia SIA	Latvia
UAB AT&T Lietuva (Lithuania)	Lithuania
AT&T Global Network Services Belgium Luxembourg S.P.R.L. (Branch Office)	Luxembourg
Alestra, S. de R.L. de C.V.	Mexico
AT&T Global Network Services Morocco sarl au	Morocco
AT&T Global Network Services Nederland B.V.	Netherlands
AT&T Global Network Services International Inc.	New Zealand
AT&T Global Network Services Norge LLC	Norway
AT&T Global Network Services International Inc.	Pakistan
AT&T Communications Services de Panama S. de R.L.	Panama
AT&T Global Network Services del Peru S.R.L.	Peru
AT&T Global Network Services Polska Sp. z.o.o.	Poland
AT&T Serviços de Telecomunicações, Sociedade Unipessoal, Lda.	Portugal
AT&T Global Network Services Romania S.R.L.	Romania
AT&T Global Network Services OOO	Russia
AT&T Worldwide Telecommunications Services Singapore Pte Ltd.	Singapore
AT&T Global Network Services Slovakia s.r.o.	Slovak Republic
AT&T Globalne Omrezne Storitve d.o.o.	Slovenia
AT&T South Africa (Proprietary) Limited	South Africa
AT&T Global Network Services Espana, S.L.	Spain
AT&T Global Network Services Sweden AB	Sweden
AT&T Global Network Services Switzerland GmbH	Switzerland
AT&T Global Network Services Taiwan Ltd.	Taiwan
AT&T Global İletişim Servisleri Limited Sirketi Ltd. STI	Turkey
AT&T Global Network Services (UK) B.V.	United Kingdom
AT&T Global Network Services Venezuela, LLC	Venezuela

Answer to Question 15 - Section 63.18(j):

Pursuant to Section 63.18(j) of the Commission's rules, 47 C.F.R. § 63.18(j), AT&T certifies that neither it nor ADC is a foreign carrier but that AT&T holds controlling interests in certain foreign carriers in destination countries where its subsidiaries provide international service. These carriers and the countries where they provide service are described above in the answer to Question 14.

Answer to Question 16 - Section 63.10:

Pursuant to Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10, ADC qualifies for non-dominant classification on the routes between the United States and all the above-listed countries because the affiliates in these countries have no market power on the foreign end of any of these routes.² All of the above-listed affiliates have market shares under 50 percent in any relevant market on the foreign end of U.S. routes to these countries. Therefore, because all these companies lack 50 percent market share in the international transport and the local access markets in their respective foreign markets, and none is listed on the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets, ADC is presumptively classified as non-dominant on these routes.

Answer to Question 18 - Section 63.18(k):

In accordance with Section 63.18(k)(1) of the Commission's rules, 47 C.F.R. § 63.18(k)(1), AT&T certifies that all of the countries listed in its response to Question 15 (therein referencing its response to Question 14) are WTO Member countries, with the exception of Russia.³ AT&T certifies that its foreign carrier affiliate in Russia, AT&T Global Network Services, owns no facilities in that destination market, and therefore, lacks market power in Russia, satisfying the requirement of Section 63.18(k)(2).

Answer to Questions 29-31:

An officer of AT&T Mobility Corporation ("AMC") is signing this application on behalf of Abraham Divestiture Company LLC ("ADC"). Neither AMC nor any of its affiliates currently owns or controls ADC. After the consummation of the proposed transaction, however, ADC will be a wholly owned, indirect subsidiary of AT&T Inc., and AMC will manage ADC. In signing this application, the AMC officer's

² See 47 C.F.R. §§ 63.10(a)(3).

³ See WTO Members and Observers List, at http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm (last visited May 14, 2009).

certifications about ADC pertain to that entity as it will exist and operate *post-consummation* of this transaction.