

Entity Name	Authorization Number	Description
Decatur RSA Limited Partnership	ITC-214-20010412-00219	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Edge Wireless, LLC	ITC-214-20001116-00672	Authorized to provide international resale service in accordance with the provisions of Section 63.18(e)(2) of the rules.
Florida RSA No.2B (Indian River) Limited Partnership	ITC-214-20010412-00205	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
Georgia RSA No. 3 Limited Partnership	ITC-214-20010412-00201	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Houma-Thibodaux Cellular Partnership	ITC-214-20000721-00430	Authorized to provide service solely through the resale of an unaffiliated U.S. facilities-based carrier's international switched services (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2).
Louisiana RSA No. 7 Cellular General Partnership	ITC-214-20010412-00197	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
Louisiana RSA No. 8 Limited Partnership	ITC-214-20010412-00232	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Lubbock SMSA Limited Partnership	ITC-214-20010412-00196	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Madison SMSA Limited Partnership	ITC-214-20010412-00225	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
McAllen-Edinburg-Mission SMSA Limited Partnership	ITC-214-20010412-00208	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Milwaukee SMSA Limited Partnership	ITC-214-20010412-00231	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Missouri RSA 11/12 Limited Partnership	ITC-214-20010412-00203	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
Missouri RSA 8 Limited Partnership	ITC-214-20010412-00200	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Missouri RSA 9B1 Limited Partnership	ITC-214-20010412-00191	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20000713-00774	Authorized to resell on a non-dominant carrier basis international switched services of unaffiliated U.S. international carriers for the provision of international switched services originating from U.S. points and terminating at all international points, with the exception of the Dominican Republic and Venezuela.

Entity Name	Authorization Number	Description
New Cingular Wireless PCS, LLC	ITC-214-19960426-00172	Authorized to provide individual switched resale service from the U.S. to international points.
New Cingular Wireless PCS, LLC	ITC-214-20000428-00254	Authorization to operate as a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the rules and also to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules.
New Cingular Wireless PCS, LLC	ITC-214-20000428-00255	Authorization to operate as a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the rules and also to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules.

Entity Name	Authorization Number	Description
New Cingular Wireless PCS, LLC	ITC-214-20000516-00368	Authorized to provide service solely through the resale of an unaffiliated U.S. facilities-based carrier's international switched services (either directly or indirectly through resale of another U.S. resale carrier's international switched service) in accordance with the provisions of Section 63.18(e)(2) of the rules. Also authorized to provide switched international services to its customers that are roaming in foreign markets by reselling the switched services of foreign-authorized carriers in foreign markets where the applicant has obtained or will obtain a roaming agreement with a foreign carrier. Authorization subject to regulation as a dominant carrier with respect to roaming traffic carried by affiliated carriers identified in its application, as amended, on route between the United States and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20010412-00192	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
New Cingular Wireless PCS, LLC	ITC-214-20010412-00195	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20010412-00206	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20010412-00209	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
New Cingular Wireless PCS, LLC	ITC-214-20010412-00211	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20010412-00214	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20010412-00217	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
New Cingular Wireless PCS, LLC	ITC-214-20010412-00221	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20010412-00227	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20030417-00194	Authorized to provide facilities-based and resale services pursuant to Section 63.18(e)(1)-(3) of the rules. Authorization holder agrees to be classified as a dominant international carrier on the U.S.-South Africa routes without prejudice to its rights to petition for reclassification at a later date.

Entity Name	Authorization Number	Description
New Cingular Wireless PCS, LLC	ITC-214-20031017-00482 (assigned pro forma from Ozark Cellular Corporation, File No. ITC-ASG-20040329-00156; transferred to Cingular Wireless LLC, File No. ITC-T/C-20050121-00029)	Authority to resell international switched services pursuant to Section 63.18(e)(2)-(e)(3) of the rules. With respect to U.S. outbound service, Applicant will resell the international switched services of unaffiliated U.S. carriers to the extent it has outbound traffic on the U.S.-Belgium, U.S.-Denmark and U.S.-South Africa routes. Applicant agrees to comply with the Commission's international dominant carrier safeguards specified in Section 63.10 of the rules with respect to U.S.-inbound traffic generated by its customers who are roaming in Belgium, Denmark and South Africa.
New Cingular Wireless PCS, LLC	ITC-214-20031113-00514	Authorization to operate as a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the rules and also to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules.

Entity Name	Authorization Number	Description
New Cingular Wireless PCS, LLC	ITC-214-20040213-00053	Authorized to provide facilities-based service between the U.S. and Canada in accordance with Section 63.18(e)(1).
New Cingular Wireless PCS, LLC	ITC-214-20080208-00535	Authorized to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules.
New Cingular Wireless PCS, LLC	ITC-214-20080208-00537	Authorized to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules.

Entity Name	Authorization Number	Description
New Cingular Wireless PCS, LLC	ITC-214-20080822-00409	Authority to provide facilities-based service in accordance with Section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with Section 63.18(e)(2) of the Commission's rules.
Northeastern Georgia RSA Limited Partnership	ITC-214-20010412-00223	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Oklahoma City SMSA Limited Partnership	ITC-214-20010412-00229	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
Oklahoma RSA 3 Limited Partnership	ITC-214-20010412-00207	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Oklahoma RSA 9 Limited Partnership	ITC-214-20010412-00215	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
Pine Bluff Cellular, Inc.	ITC-214-20031017-00481 (transferred to Cingular Wireless LLC, File No. ITC-T/C-20050121-00028)	Authority to resell international switched services pursuant to Section 63.18(e)(2)-(e)(3) of the rules. With respect to U.S. outbound service, Applicant will resell the international switched services of unaffiliated U.S. carriers to the extent it has outbound traffic on the U.S.-Belgium, U.S.-Denmark and U.S.-South Africa routes. Applicant agrees to comply with the Commission's international dominant carrier safeguards specified in Section 63.10 of the rules with respect to U.S.-inbound traffic generated by its customers who are roaming in Belgium, Denmark and South Africa.
SBC Long Distance, LLC	ITC-214-19960906-00422 (Previous File No. ITC-96-497)	Authorization to provide services originating from "out-of-region" in accordance with the provisions of Section 63.18(e)(2) of the rules and the conditions contained in the Order DA-96-1169 (Released July 24, 1996). The applicant will not provide any such services originating from the States of California and Nevada until the Commission issues an order determining the regulatory treatment of such services.
SBC Long Distance, LLC	ITC-214-19971108-00689 (Previous File No. ITC-97-770)	Authorization to provide "out-of-region" facilities-based switched voice and data services; private line voice and data services; and switched voice and data services via interconnected and non-interconnected international private lines and to terminate in all international points except Chile, South Africa and Switzerland.

Entity Name	Authorization Number	Description
SBC Long Distance, LLC	ITC-214-20000127-00027	Authorization to operate as a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the rules and also to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules.
SBC Long Distance, LLC	ITC-214-20000301-00125	Authorization to operate as a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the rules and also to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules between all out-of-region points and Chile, South Africa and Switzerland. Applicant agrees to comply with the dominant carrier regulations in the Commission's Foreign Participation Order on the U.S.-South Africa route.
SBC Long Distance, LLC	ITC-214-20001130-00713	Authorization to provide international facilities-based and resale services originating in Kansas and Oklahoma, with conditions.
SBC Long Distance, LLC	ITC-214-20010919-00474	Authorization to provide international facilities-based and resale services originating in Arkansas and Missouri, with conditions.
SBC Long Distance, LLC	ITC-214-20020923-00452	Authorization to provide international facilities-based and resale services originating in California and Nevada, with conditions.

Entity Name	Authorization Number	Description
SBC Long Distance, LLC	ITC-214-20030123-00026	Authorization to provide international facilities-based and resale services originating in Michigan, Indiana, Illinois, Ohio and Wisconsin, with conditions.
SNET America, Inc.	ITC-214-19960223-00083 (Previous File No. 96-172)	Authorization pursuant to Section 214 of the Communications Act of 1934, as amended, to resell private line services of other common carriers to provide private line services from the United States to international points.
SNET America, Inc.	ITC-95-145	Authorization pursuant to Section 214 of the Communications Acts of 1934, as amended, to resell international switched services of other common carriers.
SNET Diversified Group, Inc.	ITC-214-19960917-00451 (Previous File No. 96-538)	Authorization to provide global resale service in accordance with the provisions of Section 63.18(e)(2) of the rules.
TC Systems, Inc.	ITC-214-19951212-00056 (Previous File Number ITC-96-002)	Authorization to provide international switched resale services.
TCG America, Inc.	ITC-214-19970814-00493 (Previous File Number ITC-97-506)	Authorization to provide international facilities-based and resale services.
TCG New Jersey, Inc.	ITC-214-19890926-00004 (Previous File Number ITC-90-003)	Authorization to provide international resale services.

Entity Name	Authorization Number	Description
Texas RSA 18 Limited Partnership	ITC-214-20010412-00224	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Texas RSA 19 Limited Partnership	ITC-214-20010412-00216	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Texas RSA 20B1 Limited Partnership	ITC-214-20010412-00228	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
Texas RSA 6 Limited Partnership	ITC-214-20010412-00218	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on routes between the U.S. and South Africa.
Texas RSA 7B1 Limited Partnership	ITC-214-20010412-00204	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.
Texas RSA 9B1 Limited Partnership	ITC-214-20010412-00190	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

Entity Name	Authorization Number	Description
Topeka SMSA Limited Partnership	ITC-214-20010412-00226	Authorized to provide international resale service to its CMRS subscribers solely by reselling the international switched services of unaffiliated U.S. facilities-based carriers (either directly or indirectly through the resale of another U.S. resale carrier's international switched services) in accordance with the provisions of Section 63.18(e)(2). Authorization conditioned on filing of quarterly traffic reports for its resale traffic on route between the U.S. and South Africa.

**Description of Transaction,
Public Interest Showing and
Related Demonstrations**

Filed with the Federal Communications Commission
May 22, 2009

INTRODUCTION AND EXECUTIVE SUMMARY

AT&T is seeking the Commission's approval to purchase wireless systems serving 1.5 million customers in 18 states from Verizon Wireless, which is selling the systems to meet divestiture obligations from its merger with ALLTEL. As a result of this transaction, AT&T will for the first time provide wireless service -- including 3G UMTS broadband services -- to consumers in 49 cellular market areas ("CMAs") across large parts of Montana, North Dakota, South Dakota, Wyoming, Kansas, and surrounding states. AT&T also will expand its currently small presence in 30 other CMAs.

There is no question that this transaction will bring the kinds of consumer and public interest benefits that the Commission has recognized in the past -- and that it will do so primarily in rural areas. The transaction will also enhance competition in the market for mobile telephony/broadband services, and will not harm competition in any market.

The rural communities affected by this transaction will benefit from having AT&T as a more vibrant competitor. In particular, as customers are migrated to GSM, AT&T will be able to offer them access to its 3G broadband network and an industry-leading Wi-Fi network with nearly 20,000 hotspots in the United States and more than 80,000 worldwide. Moreover, these customers will enjoy a host of improved services and features, such as rollover minutes; free mobile-to-mobile calling to 78 million lines; a wide choice of pricing plans; reduced roaming charges due to AT&T's vast calling area; a broad array of handsets; and the best wireless coverage worldwide, including international roaming voice services in more than 215 countries, data services in more than 170 countries, and 3G services in more than 80 countries. In addition, rural customers should benefit greatly due to AT&T's significant disaster response capabilities.

The benefits of the transaction will not be limited to the customers of the divested systems. Rather, all AT&T customers will be able to enjoy an improved calling experience from the enhanced network coverage that will result from this transaction. The increased amount of “on-net” coverage also will reduce the marginal cost of providing service, and the Commission has repeatedly recognized that such cost reductions will benefit consumers.

This highly complementary transaction raises no competitive issues. AT&T will be a new entrant in most of those CMAs, and has only a small presence in the others. Competition thus will be enhanced, with AT&T and Verizon Wireless competing head-to-head in each CMA -- as well as against other competitors. There are also no spectrum aggregation concerns, since the Commission’s initial spectrum screen is not even reached in 77 of the 79 CMAs, and numerous competitors and potential competitors hold spectrum in the remaining CMA.

In view of the clear public interest benefits, as well as the absence of competitive harm, these applications should be approved quickly and without conditions.

TABLE OF CONTENTS

I. OVERVIEW 1

II. DESCRIPTION OF THE APPLICANTS AND THEIR EXISTING BUSINESSES 2

III. DESCRIPTION OF THE TRANSACTION..... 3

IV. THE STANDARD OF REVIEW 6

V. THE TRANSACTION WILL SERVE THE PUBLIC INTEREST 7

 A. The Transaction Implements Government-Mandated Divestitures and Enhances
 Competition in the Divested Market Areas..... 8

 B. The Transaction Will Enhance the Provision of Wireless Services and Improve the
 Customer Experience in Rural Communities..... 9

VI. THE TRANSACTION WILL NOT HARM COMPETITION 16

 A. Market Definition..... 17

 B. Competitive Effects..... 20

 C. Competition Will Be Enhanced In Each CMA After This Transaction..... 26

VII. RELATED GOVERNMENTAL FILINGS 32

VIII. MISCELLANEOUS REGULATORY ISSUES 32

 A. After-Acquired Authorizations 33

 B. Trafficking..... 34

 C. Blanket Exemption to Cut-Off Rules 34

 D. Unjust Enrichment..... 35

 E. Environmental Impact 35

 F. Ownership of License Entities 36

IX. CONCLUSION..... 36

Attachments

- Appendix A: Spectrum Aggregation Chart
- Appendix B: Competitors Chart
- Appendix C: Map

**DESCRIPTION OF TRANSACTION,
PUBLIC INTEREST SHOWING
AND RELATED DEMONSTRATIONS**

I. OVERVIEW

These Applications¹ seek the Commission's approval of the assignment or transfer from Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") to AT&T Inc. ("AT&T") of certain cellular, PCS, AWS, and microwave licenses located mostly in rural areas in parts of 18 states, together with derivative international Section 214 authority.² This transaction implements most of the divestitures required by the Commission and the Department of Justice ("DOJ") as a condition to approval of Verizon Wireless's acquisition of ALLTEL Corporation ("ALLTEL").³ As shown below, the proposed transaction provides public interest benefits and increases competition. The Commission therefore should approve these Applications quickly without any conditions.

¹ The Applicants are filing 25 Form 603 Wireless Assignment Applications, one Form 603 Wireless Transfer of Control Application, one Form 608 New Spectrum Lease Application, and four International Section 214 Partial Assignment Applications. AT&T also is filing a current and proposed Form 602 ownership report and Abraham Divestiture Company LLC is filing a proposed Form 602 ownership report.

² AT&T, through its subsidiary AT&T Mobility LLC, seeks to acquire control of licenses in parts of Alabama, Arizona, California, Colorado, Iowa, Kansas, Michigan, Minnesota, Montana, Nebraska, Nevada, New Mexico, North Dakota, South Dakota, Tennessee, Utah, Virginia, and Wyoming. These CMAs comprise all of the CMAs in 12 of the clusters designated in the Final Judgment and Modified Final Judgments, as well as the CMAs that were not clustered. *See* Final Judgment, *United States v. Verizon Commc'ns*, Case No. 1:08-cv-01878 (D.D.C. signed Apr. 23, 2009); Modified Final Judgment, *United States v. Bell Atlantic Corp., GTE Corp. & Vodafone AirTouch PLC*, Case No. 1:99CV01119 (D.D.C. filed Dec. 30, 2008); and, Modified Final Judgment, *United States & State of Minn. v. Alltel Corp. & Midwest Wireless Holdings L.L.C.*, Case No. 06-3631 (D. Minn. signed Oct. 31, 2008).

³ *In re Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling That the Transaction Is Consistent with Section 310(b)(4) of the Communications Act*, WT Dkt No. 08-95, Memorandum Opinion and Order and Declaratory Ruling, FCC 08-258, ¶¶ 157, 159 (rel. Nov. 10, 2008) ("Verizon/ALLTEL Order").