

AT&T Wireless Services 3 LLC Indirect Ownership

AT&T Wireless Services 3 LLC (“Filer”) is a direct, wholly-owned subsidiary of AT&T Mobility II LLC (“Mobility II”) and an indirect, wholly-owned subsidiary of AT&T Inc. (“AT&T”). However, Mobility II is held through a number of intervening entities that are wholly-owned subsidiaries of AT&T. Pursuant to discussions with the staff, and to avoid repetitive disclosures, applicant has disclosed the FCC Regulated Businesses (“FRBs”) of AT&T and Mobility II, but has not disclosed the FRBs of the intervening entities. For clarification, all FRBs of intermediate entities have been disclosed as FRBs of AT&T. Filer has no FRBs.

Direct Ownership

The attached indirect ownership chart shows the principal ownership of Filer.¹ The only direct interest holder in Filer is AT&T Mobility II LLC (“Mobility II”).

Indirect Ownership

New Cingular Wireless Services, Inc. (“NCWS”) holds a 41.52% interest in Mobility II, and therefore a 41.52% indirect interest in Filer.

AT&T NCWS Holdings Inc. (“NCWS Holdings”) holds a 100% interest in NCWS, and therefore a 41.52% indirect interest in Filer.

AT&T Mobility LLC (“AT&T Mobility”) holds a 53.53% interest in Mobility II, and therefore – foregoing the use of the multiplier based on this greater than 50% interest – a 100% indirect interest in Filer.

SBC Long Distance, LLC (“SBC LD”) holds a 50.498% interest in AT&T Mobility, and therefore holds a 100% indirect interest in Filer (foregoing the use of the multiplier based on SBC LD’s greater than 50% ownership of AT&T Mobility and AT&T Mobility’s greater than 50% ownership of Mobility II).

AT&T Mobility Corporation (“AMC”) does not hold an equity interest in AT&T Mobility, but is the manager of AT&T Mobility and Filer. AMC is a wholly-owned subsidiary of BellSouth Mobile Data, Inc. (“BMD”).

BMD holds a 40.41% interest in NCWS Holdings, and therefore – using the multiplier for all stages except NCWS Holdings’ 100% interest in NCWS – an indirect interest in Filer of 16.78% through NCWS Holdings and NCWS. BMD also holds a 40.064% interest in AT&T Mobility, and therefore (foregoing the use of the multiplier based on AT&T Mobility’s greater than 50% ownership of Mobility II), an additional indirect interest in Filer of 40.064%. Finally, BMD holds a 3.68% interest in Mobility II. Therefore, in aggregate, BMD holds an indirect interest in Filer of 60.524%.

¹ The interests shown in the Indirect Ownership chart and discussed herein may total more than 100% due to rounding.

SBC Telecom, Inc. (“SBC Telecom”) holds a 59.59% interest in NCWS Holdings, and therefore – foregoing the use of the multiplier based on SBC Telecom’s greater than 50% interest in NCWS Holdings and NCWS Holdings’ greater than 50% interest in NCWS – a 41.52% indirect interest in Filer through NCWS Holdings and NCWS. SBC Telecom also holds a 9.437% interest in AT&T Mobility, and therefore – foregoing the use of the multiplier based on AT&T Mobility’s greater than 50% interest in Mobility II – a 9.437% indirect interest in Filer through AT&T Mobility and AT&T Mobility II. Finally, SBC Telecom holds a 100% interest in SBC LD, and therefore – foregoing the use of the multiplier based on SBC LD’s greater than 50% interest in AT&T Mobility and AT&T Mobility’s greater than 50% interest in Mobility II – a 100% indirect interest in Filer through SBC LD, Mobility, and Mobility II. Therefore, in aggregate and based on the Commission’s methodology for use of a multiplier, SBC Telecom holds a 150.957% interest in Filer. This interest has been reported on the form as 100%.

AT&T Teleholdings, Inc. (“ATI”) holds a 100% interest in SBC Telecom and therefore a 100% indirect interest in Filer.

AT&T Inc. (“AT&T”) holds a 100% interest in BMD and therefore a 60.524% indirect interest in Filer through BMD. AT&T also holds a 100% interest in ATI and therefore a 100% indirect interest in Filer through ATI. In aggregate, and considering other *de minimis* interests,² AT&T holds a 100% indirect interest in Filer. As of September 3, 2014, there are no 10% or greater shareholders in AT&T Inc.

² As noted in the attached chart, AT&T holds a 100% interest in Centennial Communications Corp., which holds a 1.27% interest in Mobility II. However, this is not a disclosable interest for purposes of this report.

AT&T Ownership Diagram
 (all interests 100% unless otherwise shown)

