

WT 08-246

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File Number: 0003652447

FCC 603
Main Form

FCC Application for Assignments of Authorization and Transfers of Control:
Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB
3060 - 0800

See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (ATC)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003652447
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) Yes No
4) Are attachments being filed with this application?	(Y) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(N) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary () Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	() Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	() Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (T)

Sale or other assignment of assets Court order Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	() <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	() <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	() <u>Y</u> es <u>N</u> o

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	(<u>Y</u>) <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	(<u>Y</u>) <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	(<u>Y</u>) <u>Y</u> es <u>N</u> o

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)

Individual
 Unincorporated Association
 Trust
 Government Entity
 Corporation
 Limited Liability Company
 General Partnership
 Limited Partnership
 Limited Liability Partnership
 Consortium
 Other: _____

43) FCC Registration Number (FRN): 0009631136

44) First Name (if individual): _____ MI: _____ Last Name: _____ Suffix: _____

45) Legal Entity Name (if not an individual): Centennial Communications Corp.

46) Attention To: Tony Wolk

47) P.O. Box: _____ And /Or _____ 48) Street Address: 3349 Route 138, Bldg. A

49) City: Wall _____ 50) State: NJ _____ 51) Zip Code: 07719

52) Telephone Number: (732)556-2200 _____ 53) Fax Number: (732)556-2245

54) E-Mail Address: _____

55) Demographics of Transferor (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Transferor Contact Representative

56) First Name: Jonathan _____ MI: V _____ Last Name: Cohen _____ Suffix: _____

57) Company Name: Wilkinson Barker Knauer, LLP

58) Attention To: _____

59) P.O. Box: _____ And /Or _____ 60) Street Address: 2300 N Street, NW, Suite 700

61) City: Washington _____ 62) State: DC _____ 63) Zip Code: 20037

64) Telephone Number: (202)783-4141 _____ 65) Fax Number: (202)783-5851

66) E-Mail Address: joncohen@wbklaw.com

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)

Individual
 Unincorporated Association
 Trust
 Government Entity
 Corporation
 Limited Liability Company

General Partnership
 Limited Partnership
 Limited Liability Partnership
 Consortium

Other: _____

68) FCC Registration Number (FRN): 0005193701

69) First Name (if individual): _____ MI: _____ Last Name: _____ Suffix: _____

70) Legal Entity Name (if not an individual): AT&T Inc.

71) Attention To: William R. Drexel

72) Real Party in Interest FCC Registration Number (FRN): 0005193701

73) Name of Real Party in Interest: AT&T Inc.

74) P.O. Box: _____ And/Or 75) Street Address: 1010 N. St. Mary's, Room 14T

76) City: San Antonio 77) State: TX 78) Zip Code: 78215

79) Telephone Number: (210)351-5360 80) Fax Number: (210)246-8905

81) E-Mail Address: william.drexel@att.com

82) Demographics of Assignee/Transferee (Optional):

<p>Race:</p> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<p>Ethnicity:</p> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<p>Gender:</p> <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name: William MI: R Last Name: Drexel Suffix: _____

84) Company Name: AT&T Inc.

85) Attention To: _____

86) P.O. Box: _____ And/Or 87) Street Address: 1010 N. St. Mary's, Room 14T

88) City: San Antonio 89) State: TX 90) Zip Code: 78215

91) Telephone Number: (210)351-5360 92) Fax Number: (210)246-8905

93) E-Mail Address: william.drexel@att.com

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(<input checked="" type="checkbox"/>) <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003656743</u>

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies 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.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: Tony	MI: L	Last Name: Wolk	Suffix:
104) Title: Sr. VP, General Counsel & Secretary			
Signature: Tony L Wolk			105) Date: 11/21/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. 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).

Copyright

Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies 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.
- 6) 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 5301 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 Commission's Rules for the definition of "party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: William	MI: R	Last Name: Drexel	Suffix:
107) Title: Sr. VP & Assistant General Counsel			
Signature: William R Drexel			108) Date: 11/21/2008
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
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).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKA454	CF - Common Carrier Fixed Point to Point Microwave						Y
WLR591	CF - Common Carrier Fixed Point to Point Microwave						Y
WLR595	CF - Common Carrier Fixed Point to Point Microwave						Y

Reference Copy

Attachment(s):

Type	Description	Date Entered
O	<u>Exhibit 1 - Public Interest Statement</u>	11/21/2008
O	<u>Appendix A: Spectrum Aggregation Chart</u>	11/21/2008
O	<u>Appendix B: Competitors Chart</u>	11/21/2008
O	<u>Declaration of Rick L. Moore</u>	11/21/2008
O	<u>Declaration of David A. Christopher</u>	11/21/2008
O	<u>Declaration of José J. Dávila</u>	11/21/2008
O	<u>Declaration of Francis P. Hunt</u>	11/21/2008
O	<u>Declaration of Willig/Orszag/Poulsen</u>	11/21/2008
O	<u>Exhibit 2 - Statement of No Environmental Impact</u>	11/21/2008

Merger of
AT&T Inc.
and
Centennial Communications Corp.

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

Filed with the Federal Communications Commission
November 21, 2008

INTRODUCTION AND EXECUTIVE SUMMARY

The Commission should swiftly approve the transfer of control of the authorizations and spectrum leases held by Centennial Communications Corp. ("Centennial") to AT&T Inc. ("AT&T"). This transaction will advance the public interest by enhancing telecommunications services in the rural areas and small cities that make up most of Centennial's service area. These include parts of six states in the Midwest and South, plus the U.S. Virgin Islands, where Centennial provides wireless service, and Puerto Rico, where Centennial provides both wireless and wireline broadband service. By becoming a part of AT&T, Centennial will gain access to expertise and resources, which will allow it to serve these communities even better than it does now. The transaction also will enhance disaster preparedness and result in significant cost savings. These advances for consumers in rural areas and small cities and the other public interest benefits that will flow from this transaction can be achieved without raising any competitive concerns.

The transaction will give Centennial's wireless customers access to the full range of capabilities available on AT&T's network, which covers more than 290 million people in 13,000 communities in the United States. Centennial's wireless customers thus will enjoy: a wider variety of rate plans; a more robust set of data services; an expanded scope for mobile-to-mobile calling without using monthly minutes; rollover minutes; additional prepaid offerings; expanded choice of handsets with advanced services capabilities; an open applications policy; enhanced international roaming; opportunities to obtain discounts for wireless/wireline bundles; and, for customers with dual-mode phones, free access to Wi-Fi hotspots at more than 17,000 locations across the country. The transaction also will enable a broader deployment of 3G and 4G networks in Centennial's service area, which will allow for dual-mode phones with integrated

Wi-Fi and GPS navigation, mobile video and broadband, and other next generation services. In addition, AT&T's wireless customers will benefit from a network with expanded scope. This will eliminate the need for roaming in some areas and result in better reception and signal quality, fewer dropped calls, and improved data speeds and feature performance.

The transaction also has significant benefits for wireline customers in Puerto Rico. AT&T currently lacks a wireline network presence in Puerto Rico (other than a node and submarine cable assets) and must rely on third parties for on-island connectivity. This transaction will combine Centennial's extensive wireline broadband infrastructure in Puerto Rico with AT&T's global network and advanced service offerings, and allow for end-to-end service over a single network. Upgrading the communications network in this way will enhance Puerto Rico's competitiveness and help to make Puerto Rico a more attractive location for multinational businesses.

Disaster preparedness will be improved as a result of this transaction. Centennial has extensive experience in responding to hurricanes and other natural disasters, and combining this experience with AT&T's resources will enhance response capabilities. In addition, emergency personnel will benefit from the upgraded network that will result from the transaction.

Cost savings from the transaction will be substantial. Internalization of roaming expenses alone will save tens of millions of dollars each year. There also will be savings from more efficient billing functions, optimizing network facilities and elimination of general and administrative costs.

These public interest benefits can be achieved without any harm to competition. The wireless market is, and will remain, intensely competitive. New spectrum bands, such as AWS-1, 700 MHz and BRS/EBS, are being put into use. After the transaction, the merged firm will

remain below the applicable spectrum aggregation screen everywhere within Centennial's footprint, with only de minimis exceptions. Additional competitors, such as Clearwire and Cox, are entering the marketplace, and existing competitors, such as Leap and MetroPCS, are expanding their service territories. Innovative devices continue to be introduced. New and differentiated pricing plans are being offered, and churn remains substantial. This transaction will only heighten this competition by allowing the combined company to offer an even more robust service than AT&T and Centennial do now. This transaction also will enhance wireline competition in Puerto Rico, where the combined company will become a more formidable competitor to the much larger incumbent carrier, other competitive carriers and global services providers.

The merger of AT&T and Centennial will deliver numerous public interest benefits, especially for consumers in rural areas and small cities, without any harm to competition, and the Commission should act quickly to approve it.

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Attachments

Appendix A: Spectrum Aggregation Chart

Appendix B: Competitors Chart

Declaration of Rick L. Moore

Declaration of David A. Christopher

Declaration of José J. Dávila

Declaration of Francis P. Hunt

Declaration of Robert D. Willig, Jonathan M. Orszag, and J. Loren Poulsen

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

I. OVERVIEW

These applications seek the Commission's approval for the transfer of control of authorizations and spectrum leases held by Centennial Communications Corp. and its subsidiaries ("Centennial") from Centennial to AT&T Inc. ("AT&T"). As detailed below, the merger of AT&T and Centennial will result in numerous public interest benefits without raising any competitive concerns. It is in the public interest for the Commission to approve these transfer of control applications quickly.

II. DESCRIPTION OF THE APPLICANTS AND THEIR EXISTING BUSINESSES

A. AT&T

AT&T is a leading provider in the United States of wireless, high-speed Internet access, video, local and long distance voice, and directory publishing and advertising services, as well as a leading worldwide provider of IP-based communications services to businesses.

B. Centennial

Centennial is a regional wireless and broadband telecommunications service provider. In the mainland United States, Centennial provides wireless telephone services to approximately 660,000 retail customers in small cities and rural areas in two geographic clusters covering parts of Indiana, Michigan and Ohio in the Midwest and parts of Louisiana, Mississippi and Texas in the Southeast, covering a population of approximately 9 million. Centennial also provides wireless service to about 440,000 customers in Puerto Rico and the U.S. Virgin Islands and, in Puerto Rico, is a fully-integrated service provider offering fiber broadband services to business

and, to a lesser extent, residential customers. These areas cover a population of approximately 4 million.

C. AT&T Is Qualified To Control These Authorizations, and There Is No Issue with Respect to Centennial's Character or Qualifications

The Commission has concluded repeatedly that AT&T has the qualifications required by the Communications Act to control Commission authorizations,¹ and nothing has changed to disturb this conclusion. There is also no question about Centennial's character or qualifications to hold Commission authorizations.²

III. DESCRIPTION OF THE TRANSACTION

AT&T will acquire control of Centennial. At closing, a wholly-owned subsidiary of AT&T, Independence Merger Sub Inc., will be merged with and into Centennial, with Centennial being the surviving entity. Each share of Centennial common stock will be converted into the right to receive \$8.50 in cash. Centennial will thus become a wholly-owned subsidiary

¹ See *In re Application of Aloha Spectrum Holdings Company LLC and AT&T Mobility II LLC Seeking FCC Consent for Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 23 FCC Rcd. 2234, 2236, ¶ 8 (2008) ("AT&T Mobility/Aloha Order"); *In re Applications of AT&T Inc. and Dobson Comm'ns Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd. 20,295, 20,303, ¶ 11 (2007) ("AT&T/Dobson Order"); *In re AT&T Inc. and BellSouth Corp. Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd. 5662, 5758, ¶ 194 (2007) ("AT&T/BellSouth Order"); *In re SBC Commc'ns Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd. 18,290, 18,379-81, ¶¶ 173-76 (2005) ("SBC/AT&T Order"); *In re Applications of AT&T Wireless Servs., Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd. 21,522, 21,548, ¶ 48 (2004) ("Cingular/AT&T Wireless Order"); *In re Applications of SBC Commc'ns Inc. and BellSouth Corp.*, Memorandum Opinion and Order, 15 FCC Rcd. 25,459, 25,465-66, ¶¶ 14-17 (WTB & IB 2000) ("Cingular Order"); *In re Applications of Ameritech Corp. and SBC Commc'ns Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 14,712, 14,950, ¶¶ 571-73 (1999) (subsequent history omitted) ("SBC/Ameritech Order").

² See *Wireless Telecomms. Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, and De Facto Transfer Lease Applications, and Designated Entity Reportable Eligibility Event Applications Accepted for Filing*, Public Notice, Rpt. No. 3427 (rel. Sept. 5, 2007).

of AT&T. Centennial will continue to own the stock of its subsidiaries, and Centennial and its subsidiaries will continue to hold all of the FCC authorizations and spectrum leases that they held prior to the merger. While AT&T will become the new parent of Centennial, there will be no assignment of licenses or transfer of direct control of the FCC authorizations held by Centennial and its subsidiaries.

IV. THE STANDARD OF REVIEW

In deciding whether to grant these applications under sections 214(a) and 310(d) of the Communications Act of 1934, as amended,³ the Commission must first assess whether the proposed transaction complies with the specific provisions of the Communications Act, other applicable statutes, the Commission's rules, and federal communications policy. The Commission then weighs any potential public interest harms of the proposed transaction against the potential public interest benefits. The Applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, serves the public interest.⁴

This transaction does not violate any law or rule. Moreover, as discussed below, it does not impede the realization of the objectives of the Communications Act or the Commission's ability to implement the Act. To the contrary, this transaction will result in a number of public interest benefits without harming competition and, accordingly, should be approved by the Commission expeditiously.

³ See 47 U.S.C. §§ 214(a), 310(d).

⁴ See, e.g., *AT&T/Dobson Order* at 20,302, ¶ 10; *AT&T/BellSouth Order* at 5672, ¶ 19; *SBC/AT&T Order* at 18,300, ¶ 16; *Cingular/AT&T Wireless Order* at 21,543, ¶ 40.

V. THE TRANSACTION WILL SERVE THE PUBLIC INTEREST

The merger of AT&T and Centennial will enable the combined firm to offer Centennial's customers, especially those in rural areas, advanced services that Centennial does not currently offer, accelerate the provision of broadband and other next-generation wireless services, expand each party's network coverage, improve customers' wireless calling experience and create substantial economies of scale and scope that will benefit subscribers.⁵ The Commission has repeatedly credited near-term, verifiable, transaction-specific public interest benefits like these in prior merger analyses and should do so here.⁶

⁵ Declaration of Robert D. Willig, Jonathan M. Orszag & J. Loren Poulsen (Nov. 21, 2008) ¶¶ 12, 20-21 ("Willig et al. Decl.").

⁶ In the *Verizon/ALLTEL Order*, the Commission concluded that that transaction was likely to result in transaction specific public interest benefits very similar to those that will result here, including increased network coverage, expanded and improved services and features, roll-out of next generation services, improvements in service quality, and efficiencies and economies of scale and scope. See *In re Applications of Cellco P'ship 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 Commc'ns Act*, WT Dkt No. 08-95, Memorandum Opinion and Order and Declaratory Ruling, FCC 08-258, ¶ 156 (rel. Nov. 10, 2008) ("*Verizon/ALLTEL Order*"). See also *In re Applications of Cellco P'ship d/b/a Verizon Wireless and Rural Cellular Corp. for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager Leases and Petitions for Declaratory Ruling that the Transaction Is Consistent with Section 310(b)(4) of the Commc'ns Act*, 23 FCC Rcd. 12,463, 12,504-06, ¶¶ 91-95 (2008) ("*Verizon/RCC Order*"); *AT&T/Dobson Order* at 20,330-32, ¶¶ 73-77; *In re Midwest Wireless Holdings, L.L.C. and ALLTEL Commc'ns, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd. 11,526, 11,564-66, ¶¶ 105-109 (2006) ("*Midwest Wireless Order*"); *In re Applications of Nextel Commc'ns, Inc. and Sprint Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13,967, 14013-14, ¶¶ 129-130 (2005) ("*Sprint/Nextel Order*"); *In re Applications of W. Wireless Corp. and ALLTEL Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13,053, 13,100-02, ¶¶ 132-137 (2005) ("*Western Wireless Order*"); *Cingular/AT&T Wireless Order* at 12,599-600, ¶¶ 201-06.

A. The Transaction Will Improve the Customer Experience and Expand the Variety and Scope of Wireless Services Available to Consumers

AT&T's nationwide and global network provides AT&T's wireless customers a level and variety of services that Centennial currently cannot offer. The merger will give Centennial's subscribers access to the full range of services available on AT&T's national network, which covers more than 290 million people in 13,000 communities in the United States.⁷ Through AT&T's international roaming partners, Centennial's subscribers will be able to make and receive voice calls in 211 countries and access data services in 131 countries.⁸

The Commission has on numerous occasions recognized the public interest benefits that accrue to customers of a regional wireless carrier from the expanded geographic reach created by that carrier's merger with a national carrier.⁹ Centennial's customers will enjoy these same benefits as a result of the proposed merger of Centennial and AT&T.

⁷ AT&T Inc., 2007 Annual Report at 8 (2008) ("AT&T 2007 Annual Report"), available at http://www.att.com/Investor/ATT_Annual/downloads/07_ATTar_FullFinalAR.pdf; News Release, AT&T Inc., AT&T Announces Purchase of EDGE Wireless (Dec. 3, 2007).

⁸ Declaration of Rick Moore, Senior Vice President, AT&T Inc. (Nov. 21, 2008) ¶ 8 ("Moore Decl."); AT&T 2007 Annual Report at 16.

⁹ See, e.g., *In re Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 23 FCC Rcd. 2515, 2519, ¶ 10 (2008) (finding that "the proposed transaction would enable T-Mobile to expand its wireless footprint in the Southeast United States, Puerto Rico and the U.S. Virgin Islands."); *Western Wireless Order* at 13,108, ¶ 150 (stating that "we believe that the transaction is likely to enable the merged entity to achieve certain economies of scope and scale and operating synergies of the type asserted and that, absent the transaction, the Applicants individually could not have achieved."); *In re Applications of Pacific Wireless Techs., Inc. and Nextel of Cal., Inc.*, Memorandum Opinion and Order, 16 FCC Rcd 20,341 (2001); *Wireless Telecomms. Bureau and Int'l Bureau Grant Consent for Transfer of Control or Assignment of Licenses from Telecorp PCS, Inc. to AT&T Wireless Servs., Inc.*, Public Notice, 17 FCC Rcd. 2383 (2002).

This transaction will enable the provision of the following new and improved services to customers:¹⁰

1. Diverse Rate Plans

The combined company will be able to offer a wider variety of rate plans to Centennial's customers, including those in rural areas, than Centennial can offer on its own.¹¹ In addition, the merger will permit Centennial's customers to communicate with a much larger wireless customer base without using their monthly minutes than is possible under Centennial's mobile-to-mobile service plan.¹² Indeed, Centennial's mobile customers with national rate plans will see their mobile-to-mobile calling population expand from a little over one million to approximately 75 million subscribers.¹³ In addition, Centennial's mainland customers will be able to take advantage of AT&T's unlimited rate plans and a variety of prepaid offerings Centennial does not offer.¹⁴

AT&T is also one of the few wireless carriers that permits its customers to roll over unused minutes to the next month.¹⁵ Centennial does not allow customers to roll over unused

¹⁰ See *Verizon/ALLTEL Order* ¶¶ 128-135, 143-45 (describing Applicants' claimed benefits of expanded and improved services and features).

¹¹ Declaration of Francis P. Hunt, Senior Vice President and Controller, Centennial Commc'ns Corp. (Nov. 21, 2008) ¶ 10 ("Hunt Decl."); see also *AT&T Bolsters Branding in Former Dobson Territory*, *Wireless News*, Dec. 9, 2007 (reporting that AT&T introduced portfolio of wireless handsets and offers, including mobile-to-mobile plans and rollover minutes, throughout former Dobson territory shortly after AT&T/Dobson merger was approved).

¹² Moore Decl. ¶ 9; Hunt Decl. ¶ 12.

¹³ News Release, AT&T Inc., AT&T to Acquire Centennial Communications, Enhance Service for Wireless Customers and Businesses (Nov. 7, 2008); see also Hunt Decl. ¶¶ 4, 12.

¹⁴ Hunt Decl. ¶¶ 10, 12.

¹⁵ See AT&T.com, Rollover® Minutes, <http://www.wireless.att.com/learn/why/rollover.jsp?wtSlotClick=1-0018VS-0-1&WT.svl=title> (last visited Nov. 18, 2008).

minutes.¹⁶ Centennial's customers also will benefit from AT&T's customer-friendly policies, such as its open applications policy that allows third-party developers to bring innovative applications to consumers.¹⁷

2. Handsets with Advanced Services Capabilities

The combined company will be able to offer Centennial's mainland customers handsets with a variety of features that Centennial currently does not offer because it does not have 3G capability.¹⁸ Centennial has not commercially deployed 3G technology in its mainland U.S. markets to date¹⁹ and current economic conditions are likely to affect its ability to do so quickly throughout its 9 million population footprint. Centennial has stated that "in some of our markets, our wireless data offerings are not as robust as those offered by some of our competitors, and may never be."²⁰ For example, Centennial does not offer its subscribers mobile video and music subscription services, or location-based services, nor does Centennial offer the range of advanced and multimedia features available to AT&T's subscribers.²¹ It would be very challenging in

¹⁶ Hunt Decl. ¶ 12.

¹⁷ Moore Decl. ¶ 8; Hunt Decl. ¶ 10; *see also* News Release, AT&T Inc., ChaCha's "Mobile Answers" Text-Based Search Application Wins AT&T Mobile Developer Contest (Apr. 4, 2008).

¹⁸ Moore Decl. ¶ 11; Hunt Decl. ¶ 11; *see also AT&T Bolsters Branding in Former Dobson Territory*, Wireless News, Dec. 9, 2007 (reporting that AT&T introduced portfolio of wireless handsets to former Dobson customers shortly after AT&T/Dobson merger was approved).

¹⁹ In 2008, Centennial began a limited trial of UMTS 3G technology in its Fort Wayne, Indiana market. While it has announced plans to deploy a 3G UMTS network in parts of its U.S. wireless service area in fiscal year 2009, these plans are in the early stages and Centennial is constrained by its limited spectrum holdings. Hunt Decl. ¶ 14; Centennial Commc'ns Corp., Annual Report (Form 10-K), at 1, 8 (July 30, 2008) ("Centennial 10-K"). Centennial has deployed a 3G CDMA/EV-DO REV A technology network in Puerto Rico and the U.S. Virgin Islands. Centennial 10-K at 2, 3.

²⁰ Centennial 10-K at 17.

²¹ Hunt Decl. ¶ 11. For instance, AT&T offers a LaptopConnect card that enables customers to use their laptops wirelessly over AT&T's 3G, EDGE and Wi-Fi networks. AT&T.com, LaptopConnect Cards, <http://www.wireless.att.com/businesscenter/solutions/wireless-laptop/modem-cards.jsp> (last visited Nov. 18, 2008); News Release, AT&T Inc., AT&T to

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today's financial climate for Centennial on its own to upgrade its networks throughout its footprint to offer these kinds of services as quickly as AT&T can.²²

As discussed in Section V.C below, however, the proposed transaction will enable AT&T to extend 3G services to Centennial's customers. AT&T's experience in rolling out these advanced services will permit it to begin rolling out such services as early as 2010, if not before.²³ Thus, the proposed merger will allow AT&T to offer Centennial's customers dual-mode phones with integrated Wi-Fi and GPS navigation, as well as other innovative features and services that Centennial currently does not offer, such as the free access AT&T customers with Wi-Fi enabled handsets have at Wi-Fi hotspots at more than 17,000 locations, including Starbucks and McDonald's, across the country.²⁴

3. Wireless/Wireline Integration

Centennial serves a number of areas that are served by AT&T's wireline network but not its wireless network, such as areas in Indiana, Louisiana, Michigan and Mississippi.²⁵ The merger will enable the combined company to integrate the wireless/wireline networks serving those customers, including those in rural areas.²⁶ Such integration of wireline and wireless

Footnote continued from previous page
Acquire Centennial Communications, Enhance Service for Wireless Customers and Businesses
(Nov. 7, 2008).

²² Hunt Decl. ¶ 10.

²³ Moore Decl. ¶ 23.

²⁴ *Id.* ¶ 11; Centennial 10-K at 16-17; Andrew Lavalley, *AT&T to Acquire Wi-Fi Company*, Wall St. J., Nov. 7, 2008; Alana Semuels, *AT&T Has Free Wi-Fi Lure*, Seattle Times, Oct. 31, 2008, available at 2008 WLNR 20862064 (describing hotspots); News Release, AT&T Inc., AT&T Expands Wi-Fi Service to More Than 40 McDonald's Restaurants in Austin (Mar. 8, 2006).

²⁵ Moore Decl. ¶ 14.

²⁶ Moore Decl. ¶ 14; Willig et al. Decl. ¶ 18.