

WT 08-246

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
CENTENNIAL COMMUNICATIONS CORP.,)	
Transferor)	WT Docket No. 08-
)	
and)	
)	
AT&T INC.,)	File No. []
Transferee)	
)	
Application Pursuant to Section 214 of the)	
Communications Act of 1934 and Section 63.04 of)	
the Commission's Rules for Consent to the Transfer)	
of Control of Centennial Communications Corporation to)	
AT&T Inc.)	

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, Centennial Communications Corp. ("Centennial") (FRN 0009631136) and AT&T Inc. ("AT&T") (FRN 0005193701) seek consent to the transfer of control of Centennial and its subsidiary Centennial Puerto Rico Operations Corp. ("CPROC") to AT&T.¹ CPROC holds blanket authority pursuant to Section 214 and Section 63.01 of the rules, 47 C.F.R. § 63.01, to provide domestic interstate wireline telecommunications services.

Centennial is a fully integrated communications service provider in Puerto Rico where it provides fiber broadband services to business and residential customers. Grant of FCC consent to the transfer of control of Centennial and CPROC will permit consummation of an exchange offer of stock that has been approved by the Boards of Directors of Centennial and AT&T, and

¹ AT&T and Centennial are collectively referred to herein as the "Parties" or the "Applicants."

thus permit the transfer of control of Centennial and its domestic wireline telecommunications network to AT&T.

A description of the Parties and the transaction are provided below, along with the other information required pursuant to Section 63.04 of the Commission's rules:

(1) The transferor is Centennial Communications Corp.; the carrier to be transferred is Centennial Puerto Rico Operations Corp. The address and telephone number are:

Centennial Communications Corp.
Attn: Tony L. Wolk
Senior Vice President, General Counsel & Secretary
3349 Route 138, Bldg. A
Wall, NJ 07719
Tel: (732) 556-2200
Fax: (732) 556-2245

Centennial Puerto Rico Operations Corp.
Attn: Tony L. Wolk
Senior Vice President, General Counsel & Secretary
3349 Route 138, Building A
Wall, NJ 07719
Tel: (732) 556-2200
Fax: (732) 556-2245

with a copy to

Jonathan V. Cohen
Wilkinson Barker Knauer, LLP
2300 N Street, N.W., Suite 700
Washington, D.C. 20037
Tel: (202) 783-4141
Fax: (202) 783-5851
Joncohen@wbklaw.com

The transferee is AT&T Inc. Its address and telephone number are:

AT&T Inc.
c/o William R. Drexel
1010 N. St. Mary's, Room 14T
San Antonio, TX 78215
Tel: (210) 351-5360
Fax: (210) 246-8905
william.drexel@att.com

with a copy to

Peter J. Schildkraut
Arnold & Porter LLP
555 12th Street, N.W.
Washington, D.C. 20004
Tel: (202) 942-5634
Fax: (202) 942-5999
peter_schildkraut@aporter.com

(2) Centennial Communications Corp. is a corporation organized and existing under the laws of the state of Delaware. AT&T is a corporation organized and existing under the laws of the state of Delaware.

(3) Correspondence concerning this application should be addressed to the following:

For Centennial:

Centennial Communications Corp.
Attn: Tony L. Wolk
Senior Vice President, General Counsel & Secretary
3349 Route 138, Bldg. A
Wall, NJ 07719
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For AT&T:

AT&T Inc.
c/o William R. Drexel
1010 N. St. Mary's, Room 14T
San Antonio, TX 78215
Tel: (210) 351-5360
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(4) AT&T and Centennial are both publicly traded corporations whose stock is widely held by the public. Based on holdings as of September 30, 2008, no person or entity holds a ten percent or greater ownership interest in AT&T or will do so in the combined company after the proposed transaction is consummated.

(5) Centennial and AT&T hereby certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) AT&T and Centennial have entered into an agreement that contemplates the initiation and consummation of an exchange offer through which 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. Centennial will thus, ultimately, become a wholly owned subsidiary of AT&T.

(7) Centennial is a fully integrated communications service provider in Puerto Rico and the U.S. Virgin Islands where it provides wireless service to about 440,000 customers; and, in Puerto Rico, Centennial provides fiber broadband services – including voice, data, and Internet solutions – primarily to business and, to a lesser extent, residential subscribers as a CLEC.

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.

(8) The parties do not request streamlined treatment for this application.

(9) In addition to the blanket domestic Section 214 authority covered by this application, Centennial's subsidiaries also hold international Section 214 authority, a cable landing license, and various wireless radio services authorizations. The Parties concurrently are filing applications for consent to the transfer of control of these authorizations.

(10) The Parties do not request special consideration as the business in question is not facing imminent failure.

(11) No waiver requests are being filed in conjunction with the transaction.

(12) A demonstration that a grant of this application will serve the public interest, convenience, and necessity is included in Attachment 1 to this application.

CONCLUSION

For the foregoing reasons, the Parties respectfully request that the Commission consent to the transfer of control of Centennial Communications Corp. and its domestic wireline telecommunications operations to AT&T Inc.

Respectfully submitted,

Centennial Communications Corp.

AT&T Inc.

By: 

By: 

Tony L. Wolk
Sr. Vice President, General Counsel
& Secretary
Centennial Communications Corp.
3349 Route 138, Building A
Wall, NJ 07719
(732) 556-2219 (phone)
(732) 556-2245 (facsimile)

William R. Drexel
Senior Vice President &
Assistant General Counsel
AT&T Inc.
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San Antonio, TX 78205
(210) 351-5360 (phone)
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