



FEDERAL COMMUNICATIONS COMMISSION
Washington DC 20554

April 30, 2009

Via First Class Mail and Facsimile

William R. Drexel
AT&T Inc.
1010 N. St. Mary's, Room 14T
San Antonio, TX 78215

Jonathan V. Cohen
Wilkinson Barker Knauer, LLP
2300 N Street, NW, Suite 700
Washington, DC 20037

Re: AT&T Inc. and Centennial Communications Corp. For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements (WT Docket No. 08-246)

Dear Messrs. Drexel and Cohen:

AT&T Inc. ("AT&T") and Centennial Communications Corp. ("Centennial" and, together with AT&T, the "Applicants") have filed a series of applications pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended.¹ In these applications, the Applicants seek Commission approval of the transfer of control of licenses, authorizations, and *de facto* transfer spectrum and spectrum manager leasing arrangements held by Centennial and its subsidiaries from Centennial to AT&T.² In order for the Commission to complete its review of the applications and make the necessary public interest findings under section 310(d) of the Communications Act,³ we require additional information and clarification of certain matters discussed in the applications. If necessary, we will follow up with additional requests for information.

Accordingly, pursuant to section 308(b) of the Act,⁴ we request that you provide written responses and supporting documentation for each request set forth in the attachments and, where appropriate, amend the lead application to reflect such responses. Each response or document should clearly indicate the specific question or request to which it responds, and each page should be marked

¹ 47 U.S.C. §§ 214, 310(d).

² See AT&T Inc. and Centennial Communications Corp. Seek FCC Consent to Transfer Control of Licenses and Authorizations, WT Docket No. 08-246, *Public Notice*, DA 08-2713 (rel. Dec. 16, 2008) ("*Comment Public Notice*").

³ 47 U.S.C. § 310(d).

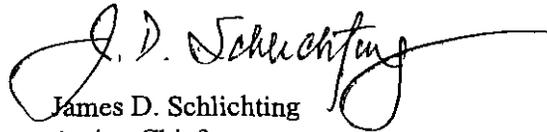
⁴ *Id.* § 308(b).

with a corporate identification and consecutive document control numbers. We would appreciate receiving your response to each inquiry no later than May 15, 2009.

Your responses should be filed with Marlene H. Dortch, Secretary, Federal Communications Commission, under reference number WT Docket No. 08-246. In addition, the Public Notice and the Protective Order require the submission of multiple copies of all *ex parte* and other filings submitted in this proceeding.⁵ The Wireless Telecommunications Bureau also should receive, at a minimum, two copies of all paper filings. If you submit information pursuant to the Protective Order issued in this case, you should deliver to Erin McGrath or Susan Singer of the Wireless Telecommunications Bureau two copies of the unredacted documents marked "Confidential Information – Subject to Protective Order in WT Docket No. 08-246 before the Federal Communications Commission" and two copies of the redacted documents marked "Redacted – For Public Inspection."⁶ For any electronic filings made using the Commission's Electronic Comment Filing System ("ECFS"), parties also should serve the documents via e-mail to Erin McGrath, erin.mcgrath@fcc.gov, and to Susan Singer, susan.singer@fcc.gov.

If you have any questions regarding this matter, please contact Erin McGrath or Susan Singer, Wireless Telecommunications Bureau, at (202) 418-2042 or (202) 418-1340, respectively.

Sincerely,



James D. Schlichting
Acting Chief
Wireless Telecommunications Bureau

Attachment

⁵ See Comment Public Notice, DA 08-2173, at 4-5; Applications of AT&T Inc. and Centennial Communications Corp. For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements, WT Docket No. 08-246, *Protective Order*, DA 09-541 (rel. Mar. 3, 2003) ("Protective Order").

⁶ See *Protective Order*, DA 09-541, at 2 ¶ 5.

General Information Request
April 30, 2009

I. Definitions

1. The term "América Móvil" means América Móvil, S.A.B. de C.V. and its subsidiaries.
2. The term "Applicants" means AT&T and Centennial collectively.
3. The term "Application" means the lead application, file no. 0003652447, to which Exhibit 1- Public Interest Statement is attached.
4. The term "AT&T" means AT&T Inc. and its subsidiaries.
5. The term "CDMA" means Code Division Multiple Access technology.
6. The term "Centennial" means Centennial Communications Corp. and its subsidiaries.
7. The term "Centennial Markets" means markets in which Centennial is providing facilities-based mobile telephony/broadband services and/or holds licenses.
8. The term "CMA" means Cellular Market Area.
9. The term "EDGE" means Enhanced Data rates for GSM Evolution technology.
10. The term "EvDO" means Evolution-Data Optimized technology.
11. The term "EvDO Rev. A" means EvDO Revision A technology.
12. The term "GPRS" means General Packet Radio Service technology.
13. The term "GSM" means Global System for Mobile Communications technology.
14. The term "Hunt Declaration" means the Declaration of Francis P. Hunt attached to the Application.
15. The term "LTE" means Long Term Evolution technology.
16. The term "Moore Declaration" means the Declaration of Rick L. Moore attached to the Application.
17. The term "MSAs" means Metropolitan Service Areas.
18. The term "POPs" means total aggregate population.
19. The term "RSAs" means Rural Service Areas.
20. The term "Telmex" means Telefonos de Mexico, S.A.B. de C.V. and its subsidiaries.
21. The term "UMTS/HSDPA" means Universal Mobile Telecommunications System/High Speed Downlink Packet Access.

22. The term "USVI" means United States Virgin Islands.
23. The term "Willig/Orszag/Pousen Declaration" means the Declaration of Robert D. Willig, Jonathan M. Orszag, and J. Loren Pousen attached to the Application.

II. General Information and Data Request

1. Provide subscriber counts for both AT&T's and Centennial's mobile telephony/broadband services in each of the following Puerto Rico and USVI CMAs.
 - a. CMA723 Puerto Rico 1-Rincon
 - b. CMA724 Puerto Rico 2-Adjuntas
 - c. CMA725 Puerto Rico 3-Ciales
 - d. CMA726 Puerto Rico 4-Aibonito
 - e. CMA727 Puerto Rico 5-Ceiba
 - f. CMA728 Puerto Rico 6-Vieques
 - g. CMA729 Puerto Rico 7-Culebra
 - h. CMA730 Virgin Islands 1-St. Thomas
 - i. CMA731 Virgin Islands 2-St. Croix

Please further break down the subscriber counts into two categories: pre-paid subscribers, and post-paid subscribers.

2. Provide coverage maps for a -95 dBm signal level or better for both AT&T's and Centennial's mobile telephony/broadband services in each of CMAs listed in item I.1 above. Maps should be submitted in a geo-referenced format, such as a shapefile (for ArcMap) or table (for Mapinfo).
3. Provide the POPs, the percentage of the total U.S. geographic area, and the number of MSAs and RSAs covered by:
 - a. Centennial's networks, including a separate breakout for each of the following:
 - i. Its total CDMA network.
 - ii. Its CDMA network deployed with CDMA2000 1xRTT.
 - iii. Its CDMA network deployed with EvDO.
 - iv. Its CDMA network deployed with EvDO Rev. A.
 - v. Its total GSM network.

- vi. Its GSM network deployed with GPRS.
 - vii. Its GSM network deployed with EDGE.
 - viii. Its GSM network deployed with UMTS/HSDPA.
 - ix. Its total network deployed with LTE.
- b. Centennial's licenses used for the provision of mobile telephony/broadband services.
 - c. AT&T's networks, including a separate breakout for each of the following:
 - i. Its total GSM network.
 - ii. Its total GSM network deployed with GPRS.
 - iii. Its total GSM network deployed with EDGE.
 - iv. Its total GSM network deployed with UMTS/HSDPA.
 - v. Its total network deployed with LTE.
 - d. AT&T's licenses used for the provision of mobile telephony/broadband services.
4. Provide the POPs, the percentage of the total U.S. geographic area, and the number of MSAs and RSAs that will be covered, at the time of the consummation of the proposed transaction, by:
- a. The combined entity's networks, including a separate breakout for each of the following:
 - i. Its total GSM network.
 - ii. Its total GSM network deployed with GPRS.
 - iii. Its total GSM network deployed with EDGE.
 - iv. Its total GSM network deployed with UMTS/HSDPA.
 - v. Its total CDMA network, if different from item II.3.a.i-iv above.
 - vi. Its total network deployed with LTE.
 - b. The combined entity's licenses used for the provision of mobile telephony/broadband services.
5. Provide data from the most recent completed fiscal period on the number of each type of handset sold or given to AT&T subscribers, noting which of these are available solely to AT&T subscribers due to exclusive arrangements with the manufacturer. Does AT&T's handset availability differ between the mainland United States and Puerto Rico and the USVI?

III. Information and Data Request Regarding Material Contained in the Application

1. At pages 5 to 8 of Exhibit 1 of the Application, the Applicants state that the transaction “will give Centennial’s subscribers access to the full range of services available on AT&T’s national network.”
 - a. To access these services, will Centennial’s CDMA subscribers need to be transitioned to AT&T’s GSM network and purchase GSM phones?
 - b. Provide a detailed description of AT&T’s Open Applications Policy, which is mentioned in the Application. Please include: (i) examples of the types of applications that can be obtained/will be obtained by customers, approximately when they will be available to customers (beyond the Beta program), and whether any types of applications are prohibited under the program; (ii) whether there are any limitations on the types of applications permitted (*e.g.*, file sharing, and peer-to-peer applications) based on network management concerns; (iii) the technical requirements that applications developers must meet to obtain approval for their applications, the process for application developers to obtain approval of their applications, and an estimated time frame for approval; (iv) whether AT&T subscribers may use third-party handsets on AT&T’s network, and if so, whether AT&T subscribers may use third-party handsets to access these applications; (v) whether all AT&T handsets and third-party handsets are able to access and use these applications, or if not, a list of the handsets or types of handsets offering these open applications; (vi) whether all AT&T networks allow for these applications, or if not, a list of the networks that permit these applications; (vii) whether all AT&T subscribers have access to handsets allowing open applications; (viii) the extent to which applications are offered on all handsets (*e.g.*, do the available applications differ between Smartphones and other handsets); and (ix) how the pricing for the plans needed to access these open applications differ from other AT&T plans and the plans Centennial customers currently have. Please note if there are any differences between the services and applications provided in the mainland United States and in Puerto Rico and the USVI.
 - c. Post transaction, will all Centennial subscribers benefit from AT&T’s Open Applications Policy. Please note if there will any differences between the services and applications provided in the mainland United States and in Puerto Rico and the USVI.
2. At pages 6 to 7 of Exhibit 1 of the Application, the Applicants state that, after the transaction, Centennial’s customers will be able to choose from a wider variety of service plans and communicate with a much larger wireless customer base without using their monthly minutes.
 - a. What types of rate plans are currently offered by Centennial and AT&T? Do both offer nationwide and regional rate plans and do these rate plans vary by location? Do both offer family plans or data-only plans and are these plans offered over the provider’s entire service area. Please discuss any differences between the rate plans offered in the mainland United States and in Puerto Rico and the USVI.
 - b. After the completion of the transaction, will the price of any service plan increase for Centennial and/or AT&T customers? If yes, please specify.

- c. Post transaction, is AT&T planning on providing all of its rate plans to Centennial subscribers? Please discuss any differences between the rate plans that will be offered in the mainland United States and in Puerto Rico and the USVI.
3. At pages 7 to 8 of Exhibit 1 of the Application, the Applicants state that, post transaction, AT&T will provide 3G services to Centennial's mainland customers and that they will have access to handsets with a wider variety of features.
 - a. How many handset models are currently available to Centennial customers and which technologies (e.g., EDGE, UMTS/HSDPA, EVDO) do they support? Explain if the handset availability differs between the mainland U.S. and in Puerto Rico and the USVI.
 - b. How will this number increase post transaction and after AT&T extends its 3G services to Centennial's mainland customers? Will AT&T provide all handsets and services to current Centennial customers, including in Puerto Rico and the USVI.
4. At pages 8 and 16 to 20 of Exhibit 1 of the Application, the Applicants state that, after the transaction, AT&T will provide 3G and 4G services to Centennial's customers.
 - a. Clarify what 3G and 4G network platform AT&T plans to use to upgrade Centennial's network.
 - b. Currently, what is the scope of and timeline for the provision of 3G and 4G technology to Centennial's customers? Is there a different scope and timeline for the deployment of 3G and 4G technology between the mainland U.S. and Puerto Rico and the USVI? By how many months would the merger speed the implementation of such services in the Centennial Markets?
 - c. Describe AT&T's plans, including timeframe for deployment, to deploy LTE in the Centennial Markets, with and without the transaction? Explain, in detail, how AT&T's acquisition of Centennial's facilities will speed the deployment of LTE. How much faster will the deployment increase as a result of the merger?
5. At page 20 of Exhibit 1 of the Application, the Applicants state that due to the compatibility in the mainland United States of Centennial's GSM/EDGE network with AT&T's network, the integration of the GSM/EDGE networks will be rapid. Describe in detail the timeline for AT&T to integrate Centennial's GSM/EDGE network into AT&T's existing operation.
6. In footnotes 19 and 71 on pages 7 and 16 of Exhibit 1 of the Application, the Applicants mention Centennial's CDMA Network. Describe in detail AT&T's plans for Centennial's CDMA network and the customers that Centennial currently serves using this network.
 - a. Does AT&T plan to shut down Centennial's CDMA network or does it plan to operate this network?
 - i. If it plans to shut down the CDMA network, provide the following information:
 1. What is the timeline for such shutdown?

2. Describe AT&T's network integration and customer migration plans for Centennial's CDMA subscribers.
 3. How will this affect the existing Centennial's CDMA customers? What is the size of this customer base (in POPs)? What are the costs associated with such shutdown that would have to be borne by such customers (such as purchase of new GSM handsets), if any? Will AT&T subsidize the costs of new GSM handsets for its customers?
- ii. If it plans to operate the network, provide the following information:
1. Does AT&T plan to operate it indefinitely or for a certain period of time?
 2. Does AT&T have plans to maintain or expand this CDMA network?
 3. Does AT&T have plans to upgrade this CDMA network to 3G and 4G technologies?
- b. Provide a list of markets (by CMA) in which, post transaction, the combined firm will be operating the sole CDMA network. Are there other networks that operate CMDA 3G technology in Puerto Rico and USVI that provide comparable alternatives to Centennial's CDMA network?
 - c. Does AT&T plan to renew or extend Centennial's CDMA roaming contracts when their terms expire?
 - d. Does AT&T plan to enter into new CDMA roaming contracts?
7. At pages 8 to 9 of Exhibit 1 of the Application, the Applicants discuss the benefits of the integration of AT&T's wireline network with Centennial's wireless network in parts of Indiana, Louisiana, Michigan, and Mississippi. Provide the number of CMAs (and how many of them are RSAs) where AT&T's wireline network and Centennial's wireless network will be integrated, the POPs that will be covered by this integrated network, and the percentage of Centennial's total service area that will benefit from this integration. Also provide a timeline for this integration.
 8. At pages 9 to 10 of Exhibit 1 of the Application, the Applicants discuss how Centennial's customers will, as a result of the proposed transaction, benefit from a substantial increase in the availability of international roaming at lower rates. Please estimate the savings to Centennial's customers (i.e., compare the roaming rates available through participation in clearinghouse relationships with the rates available through direct interconnection).
 9. At page 11 of Exhibit 1 of the Application and Paragraphs 12 and 13 of Moore Declaration, the Applicants discuss how the proposed transaction will result in improved reception, signal quality, and spectral efficiency. Explain and provide specific examples of how these benefits will be achieved in areas where AT&T and Centennial have overlapping network coverage and hold overlapping spectrum; and in areas where their spectrum and network coverage are complementary. Please provide a timeline for network integration.

10. At pages 12-13 of Exhibit 1 of the Application, the Applicants discuss the benefits of the transaction to business customers.
 - a. Provide the number of AT&T's and Centennial's business customers (including a breakdown by size) that will enjoy the benefits.
 - b. Explain what business services are currently being provided by Centennial and how these will be improved as a result of the merger. If business services differ between the mainland U.S. and in Puerto Rico and the USVI, please discuss these separately.
11. At pages 14 to 15 of Exhibit 1 of the Application and paragraph 16 of the Hart Declaration, the Applicants explain how the transaction will improve the combined company's disaster preparedness.
 - a. Explain Centennial's current disaster preparedness and provide specific examples of how disaster preparedness will be enhanced in Centennial's service areas both in the mainland U.S. and in Puerto Rico and the USVI.
 - b. Provide specific examples of how AT&T will benefit from Centennial's emergency preparedness expertise and assets.
12. At page 16 of Exhibit 1 of the Application, the Applicants state that the transaction "will enable AT&T to provide 3G and 4G services to more of Centennial's customers than Centennial could do on its own."
 - a. Where does Centennial provide wireless broadband services in its licensed footprint and at what speed? Describe AT&T's and Centennial's plans and analysis regarding entry or expansion of its wireless broadband service in the Centennial Markets during the last three years, including such plans and analyses that were, or are, independent of the contemplated acquisition.
 - b. Describe AT&T's post-transaction plans to provide wireless broadband services in Centennial's licensed footprint, including geographic area and speeds.
13. At page 20 of Exhibit 1 to the Applications and Paragraph 14 of Willig/Orszag/Pousen Declaration, the Applicants state that the combined entity will save well in excess of \$100 million in roaming fees within 5 years after consummation of the merger. Please provide support for your calculations. The Applicants also state that such reductions in marginal costs will benefit consumers through lower price and/or increased service. Please quantify the benefit of lower price.
14. At pages 20 through 23 of Exhibit 1 of the Application and Paragraphs 24 through 33 of the Moore Declaration, the Applicants discuss the cost efficiencies and savings of the proposed transaction.
 - a. Estimate the expected decrease in costs of the combined entity in net present value.
 - b. Provide support for the claim that AT&T's administrative costs are lower than Centennial's. Explain how AT&T's "cost per customer" compares to that of Centennial.

Provide, if possible, a better measure of AT&T's economic cost (*i.e.*, not merely accounting costs).

- c. Explain how the Applicants calculated the savings incurred resulting from the cessation of Centennial's use of a third-party vendor for billing services.
 - d. Explain whether savings achieved due to the elimination of duplicate advertising expenses and billing functions and the reduction in general, administrative, and network operating expenses will result in lower prices for subscribers.
15. At Paragraph 6 of Moore Declaration, the Applicants state that the net roaming payment from AT&T to Centennial is estimated to be \$23,431,837 for 2008. At Paragraph 7 of Hunt Declaration, the Applicants state that the net roaming payment from AT&T to Centennial was approximately \$23 million in 2007. Please provide support for these calculations.
 16. At Paragraphs 15 to 16 of Willig/Orszag/Pousen Declaration, the Applicants state that the proposed transaction will result in a greater variety of handsets at lower costs. Please estimate the amount of a lower per-subscriber cost of serving Centennial's customers. Will these savings translate in lower prices of handsets for subscribers?
 17. At Paragraph 17 of Willig/Orszag/Pousen Declaration, the Applicants state that the proposed transaction will reduce the cost of handling billing for Centennial's customers. Please estimate the amount of savings. Will these savings translate into savings for subscribers?

IV. Interrogatory Responses and Document Request

Please submit the interrogatory responses and documents in response to the following questions. Those documents written in a language other than English must be translated into English; submit the foreign language document, with the English translation attached thereto.

1. Describe the nature of and submit documents, including articles of incorporation, by-laws, shareholders agreements, and other organizational documents, sufficient to show:
 - a. AT&T's ownership, voting, or management rights in América Móvil and Telmex.
 - b. América Móvil's and Telmex's ownership, voting, or management rights in AT&T.
 - c. The response to IV.1.(a)-(b) above should include discussion of the number of shares held and the percentage of voting rights, any board seats held and representation on any executive or management committees, voting rights, agreements as to how AT&T, América Móvil, or Telmex will vote on the boards, and any veto rights.
2. Describe the transaction or arrangement that resulted in AT&T's ability to appoint member(s) to the Board of Directors of América Móvil and Telmex and the transaction or arrangement that resulted in Telmex's ability to appoint member(s) to AT&T's Board of Directors. Identify the name, title, duties and responsibilities, and dates of service of any current or former employee or agent of AT&T that served on the Board of Directors of América Móvil or Telmex; and the

name, title, duties and responsibilities, and dates of service of any current or former employee of América Móvil or Telmex that served on the Board of Directors of AT&T.

3. Describe any ownership interest that AT&T has in América Móvil and Telmex, including the numbers of shares of stock held and percentages of voting rights controlled.
4. Describe in detail all protections currently in place or planned to bar the sharing of financial or other competitively sensitive information between AT&T and América Móvil and Telmex.
5. Identify and describe all services provided by AT&T pursuant to the February 27, 2002 Management Services Agreement between SBC International Management Services, Inc., and Radiomovil Dispa S.A. de C.V. Your response should include, but not limited to, a description of the service, the date the service was provided, the parties, persons or entities involved in the provision of the service; and the reason the service was provided. Please submit a copy of the Management Services Agreement in response to this specification.
6. Identify and describe any contractual, consulting, or strategic relationship between AT&T and América Móvil or Telmex.
7. Provide all documents that were submitted in AT&T's and Centennial's HSR Filings in response to item 4(c).