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September 22, 2009

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: 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
Notice of Oral Ex Parte Presentation

Dear Ms. Dortch,

On September 21, 2009, William Drexel and Jeanine Poltronieri of AT&T, Richard Rosen and Scott Feira of Arnold & Porter, LLP (representing AT&T), Tony Wolk of Centennial Communications and Jonathan Cohen of Wilkinson Barker Knauer, LLP (representing Centennial Communications), met with Commission staff to discuss the above-referenced AT&T/Centennial Communications transaction. Representing the Wireless Telecommunications Bureau were Bureau Chief Ruth Milkman, Deputy Bureau Chief Jim Schlichting, Linda Chang, Kathy Harris, Stana Kimball, Susan Singer, Stacy Ferraro and Pramesh Jobanputra. The Commission was also represented by Jim Bird and Virginia Metallo of the Office of the General Counsel, Jodie May, Bill Dever and Don Stockdale of the Wireline Competition Bureau and Susan O'Connell of the International Bureau. AT&T and Centennial Communications discussed the public interest benefits from approval of the transaction, consistent with the attached presentation and documents previously filed in this docket.

Marlene H. Dortch
September 22, 2009
Page Two

In accordance with Commission rules, this letter is being filed electronically with your office for inclusion in the public record.

Sincerely,

Jeanine Poltronieri

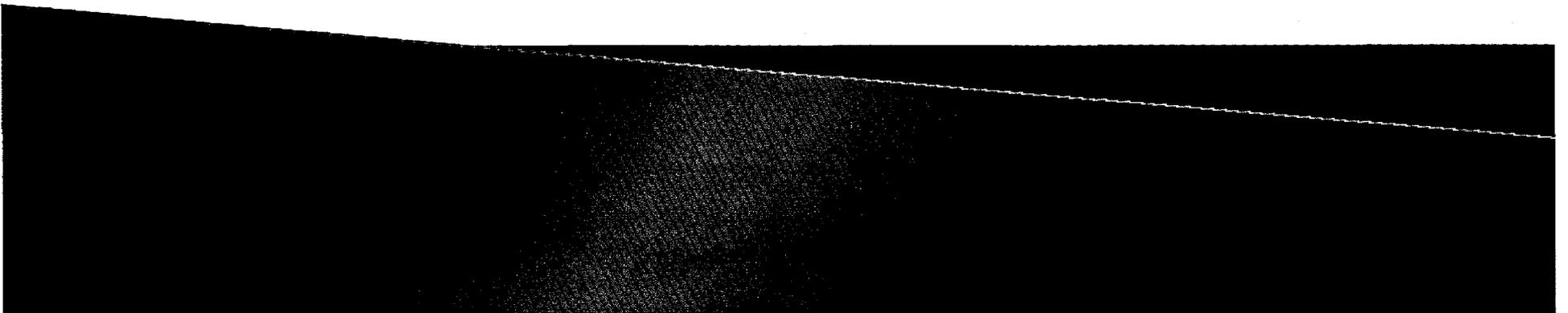
Attachment

Copies

Ruth Milkman
Jim Schlichting
Linda Chang
Kathy Harris
Stana Kimball
Susan Singer
Stacy Ferraro
Pramesh Jobanputra
Jim Bird
Virginia Metallo
Jodie May
Bill Dever
Don Stockdale
Susan O'Connell

Ex Parte Presentation By
AT&T Inc. and
Centennial Communications Corp.

September 21, 2009



Topics for Discussion

- ▶ Overview of transaction.
- ▶ Timing.
- ▶ Public interest benefits of transaction.
- ▶ Competitive effects of the transaction.
- ▶ Issues raised in petitions and comments.

Overview of Transaction

- ▶ AT&T acquiring Centennial.
 - Small regional wireless/broadband carrier.
 - Slightly more than 1 million subs.
 - Only serving parts of 6 states and Puerto Rico/USVI.
 - Only 56 CMAs involved.
 - Centennial operates in highly competitive areas; most have 5 or 6 carriers.

Current Status

- ▶ Application filed November 21, 2008.
- ▶ Reply comments filed February 2, 2008.
- ▶ Responses to Information Requests submitted May 28, 2009.
- ▶ Planned sale of CMAs in Southern cluster.

Timing

- ▶ FCC's 180-day "shot clock" expired on June 14.
- ▶ Further delay will impose a severe burden on Centennial and its customers.
- ▶ Significant benefits of transaction to public should not be further delayed.

Public Interest Benefits

- ▶ AT&T can offer Centennial's customers a variety of advanced services that Centennial currently cannot offer.
- ▶ Merger benefits:
 - Improved customer experience and greater variety of wireless services for Centennial customers.
 - Expanded network coverage for customers of both companies.
 - Enable broader deployment of 3G and 4G services.
 - Improved disaster preparedness.

Public Interest Benefits (Cont'd.)

▶ Merger benefits:

- Substantial cost synergies.
- One-stop shopping and a single point of contact for wireline services in Puerto Rico.
- Centennial's wireline enterprise customers gain access to business services not offered by Centennial.

Mainland Competition

- ▶ Substantial competition from national and regional carriers in all CMAs.
 - Competitors have sufficient spectrum and ample coverage.
 - No barriers to expansion by existing carriers.
 - Potential entrants hold PCS, AWS-1 and 700 MHz spectrum.
- ▶ Midwest Cluster.
 - Limited competitive overlap.
- ▶ Southern Cluster.
 - Sale of CMAs in Southern cluster.

Puerto Rico

- ▶ Competition in *wireless* services will remain robust.
 - Six competitors compete throughout the island.
 - Wireless competition is vigorous.
 - AT&T's relationship with América Móvil presents no competitive concerns.
- ▶ Competition in *wireline* services will be unaffected.
 - AT&T does not have wireline network facilities.
 - The merged company will face substantial wireline competition from PRTC, WorldNet and Prepa.net.
 - Additional competition is emerging.

Issues Raised in Petitions and Comments

- ▶ Most issues raised are of general applicability, not merger-specific, and subject of pending industry-wide proceedings.
 - Handset exclusivity.
 - Roaming and interoperability.
 - Sprint CDMA roaming issue.
- ▶ Inappropriate for merger proceedings.
- ▶ Other comments raise private disputes unrelated to merger.
- ▶ Imposition of any conditions is unwarranted.