



Celia Nogales
AVP – Regulatory

AT&T Services, Inc.
1120 20th Street, N.W.
Suite 1000
Washington, D.C. 20036
202.457.3014 Phone
202.457.3071 Fax

June 18, 2010

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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

Dear Ms. Dortch:

On behalf of AT&T and as required by paragraphs 97 and 164 in the above referenced proceeding Order released on November 5, 2009, attached is the 3G Deployment Progress Report and the Centennial Commitment Compliance Report. If you have any questions, please do not hesitate to contact me.

Respectfully submitted,

A handwritten signature in cursive script that reads "Celia Nogales".

cc: Kathy Harris
Neil Dellar

3G Deployment Progress Report

**AT&T's Progress in Deploying 3G Wireless
Broadband Services in Former Centennial Service Areas
from November 6, 2009 through May 5, 2010**

June 18, 2010

I. Introduction

The Commission approved the acquisition by AT&T Inc. ("AT&T") of Centennial Communications Corp. ("Centennial") on November 5, 2009.¹ In connection with obtaining this approval, AT&T voluntarily agreed to provide the Commission with periodic updates every six months for three years on its progress in deploying 3G in the former Centennial service areas.² AT&T completed the Centennial acquisition on November 6, 2009. This initial update covers the six month period beginning November 6, 2009, and ending May 5, 2010.

II. Status of 3G in Former Centennial Areas as of November 6, 2009

On November 6, 2009, the date AT&T's acquisition of Centennial closed, Centennial provided voice and data wireless service in the mainland United States in small cities and rural areas in two geographic clusters – parts of Indiana, Michigan, and Ohio (the "Midwest Cluster"), and parts of Louisiana, Mississippi, and Texas (the "Southeast Cluster").³ To provide wireless service in these areas, Centennial utilized GSM technology supporting Enhanced Data Rates for Global Evolution ("EDGE") and General Packet Radio Service ("GPRS") advanced data technology, both of which are 2G technologies. In other words, at the time the close of the Centennial acquisition, all Centennial cell sites (hereinafter "legacy Centennial cell sites") in the former Centennial service areas within the mainland United States were 2G.⁴

For its own part, AT&T also provided mobile broadband services as of November 6, 2009 over cell sites (hereinafter "legacy AT&T cell sites") serving parts of the former Centennial service areas. AT&T provided mobile broadband service via 3G technologies in the following CMAs in these areas:

¹ *AT&T Inc. and Centennial Communications Corp. Applications for Consent to Transfer Control of Commission Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, FCC 07-44 (released Nov. 5, 2009).

² Letter from Joan Marsh, Vice-President, AT&T Regulatory, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 08-246 (Nov. 5, 2009).

³ The Cellular Market Areas ("CMAs") in the two Centennial Clusters are reflected on the Spectrum Aggregation Chart attached as Appendix A to AT&T's original FCC Application for Assignment of Authorization and Transfers of Control. Appendix A includes Centennial Areas that AT&T is required to divest pursuant to the Merger Order; however, this Report excludes information relative to the divested areas.

⁴ In contrast, as of November 6, 2009, Centennial had deployed 3G Evolution-Data Optimized ("EvDO") technology in 100% of the CMAs in Puerto Rico and the U.S. Virgin Islands covered by its wireless network. This network was, and continues to be, a Code Division Multiple Access ("CDMA") network. AT&T has committed to maintain this CDMA network until 18 months from the acquisition close date. To the extent AT&T transitions this network after that date to other technologies, such as UMTS, it expects to deploy 3G.

Fort Wayne, IN – CMA 096
South Bend, IN – CMA 129
Lake Charles, LA – CMA 197
Grand Rapids, MI – CMA 064
Lansing, MI – CMA 078
Beaumont, TX – CMA 101
Port Arthur, TX – CMA 101

As of November 6, 2009, there were a total of 456 legacy AT&T cell sites in the former Centennial area that are 3G.

III. Status of 3G in Former Centennial Area as of May 5, 2010

Since the acquisition, AT&T has initiated work activities that have and will enable expansion of the 3G coverage in the former Centennial area. These activities include conducting site surveys and site audits, performing RF engineering design, engineering Node B base station equipment and power configurations, developing antenna configurations and mounting plans, analyzing tower structural modification requirements, performing site lease reviews and landlord negotiations, architecting backhaul transport network facilities, dimensioning and expanding core network nodes, and initiating equipment procurement and site civil work.

A. Expansion of 3G in Legacy AT&T Cell Sites in Former Centennial Area

During the period November 6, 2009, through May 5, 2010, AT&T upgraded two 2G legacy AT&T cell sites in the former Centennial area to 3G, bringing the total number of 3G legacy AT&T cell sites in the former Centennial area to 458. AT&T also upgraded 32 existing 3G legacy AT&T cell sites by adding additional voice and data capacity to those sites. In addition, AT&T deployed HSPA 7.2 software to 100% of the 3G legacy AT&T cell sites in the former Centennial area, as AT&T did for all of its 3G cell sites in the United States. As AT&T deploys high speed backhaul to these sites, the HSPA 7.2 enhancement will move AT&T's UMTS network into the range of true broadband service, enabling a theoretical peak speed of 7.2 Mbps, making it the fastest available cellular broadband technology.

B. Expansion of 3G to Legacy Centennial Cell Sites

Given the substantial work efforts necessary to integrate the operations and networks of two previously-independent companies, as well as the substantial lead time necessary to plan and upgrade existing cell sites from 2G to 3G,⁵ none of the legacy Centennial cell sites in the former Centennial service areas have been upgraded to 3G as of May 5, 2010. However, AT&T expects to upgrade a number of legacy Centennial cell sites to 3G in the relatively near future, as well as to continue to upgrade and expand 3G in the legacy AT&T cell sites in the former Centennial area.

⁵ AT&T's experience is that 12-18 months of lead time is typically required to plan and perform the work activities necessary to upgrade an existing cell site from 2G to 3G. This timeframe can vary, however, based on the particular circumstances involved with each cell site.

IV. Future Plans to Expand 3G in the Former Centennial Area

AT&T's current plan is to deploy or expand 3G at more than 200 cell sites in the former Centennial service area. This deployment plan includes adding 3G capabilities at more than 100 legacy Centennial sites and expanding 3G coverage and capacity at approximately 100 legacy AT&T cell sites.

Centennial Commitment Compliance Report

**Centennial Commitments 2-7 Compliance Report
for the Period November 6, 2009 through May 5, 2010**

June 18, 2010

In an ex parte dated October 22, 2009, AT&T Inc. (“AT&T”) agreed to several commitments in connection with obtaining the Commission’s approval of AT&T’s acquisition of Centennial Communications Corp. (“Centennial”).¹ Among other things, AT&T agreed to “appoint a compliance officer (the ‘Compliance Officer’) to oversee AT&T’s compliance with Commitments 2-7 [as set forth in the October 22 ex parte]. . . . [T]he Compliance Officer . . . shall provide the FCC with a report every 6 months that shall provide information on (i) the monitoring activities undertaken during the report period; (ii) any violations of Commitments 2-7 that were identified during the report period; (iii) and any and all steps taken to address and/or resolve identified violations.”² The Commission approved the Centennial acquisition on November 5, 2009.³ The transaction closed on November 6, 2009. Accordingly, AT&T hereby submits its report regarding its compliance with Centennial Commitments 2-7 (hereinafter “Centennial Commitments 2-7” or “Commitments”) for the period November 6, 2009 through May 5, 2010 (“Report Period”):

I. Monitoring Activities Undertaken During the Report Period

A. *Appointment of Compliance Officer and Initial Communications to Management Employees regarding Commitments and Importance of Compliance*

Shortly after the close of the Centennial acquisition, Mr. Randall Stephenson, AT&T’s Chairman and CEO, appointed Ms. Carol Tacker, AT&T’s Chief Compliance Officer, as its “Compliance Officer” responsible for overseeing AT&T’s compliance with the Centennial Commitments 2-7. On November 11, 2009, on behalf of and at the direction of Ms. Tacker, AT&T issued a “News Now” e-mail bulletin to all AT&T managers advising them of the existence of the Commitments and directing all managers with responsibilities related to the Commitments to read and comply with the Commitments. A copy of the News Now is provided hereto as Attachment A.

The News Now contains a link to AT&T’s Policy regarding compliance with the Commitments. This Policy, a copy of which is provided hereto as Attachment B, contains the text of each of the Commitments and is available on AT&T’s compliance website (which all employees have access to via AT&T’s corporate intranet). The Policy

¹ Attachment A to Letter from Joan Marsh, Vice-President, AT&T Regulatory, to Ruth Milkman, Chief, Wireless Telecommunications Bureau, FCC, WT Docket No. 08-246 (Oct. 22, 2009) (hereinafter “October 22, 2009 ex parte”).

² *Id.* ¶ 8.

³ *AT&T Inc. and Centennial Communications Corp. Applications for Consent to Transfer Control of Commission Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, FCC 07-44 (released Nov. 5, 2009).

states: "It is AT&T's policy that any violation of these commitments will be considered a serious matter and could result in disciplinary action and dismissal." The News Now likewise states: "Please be advised that AT&T would consider that any violation of the commitments to be a serious matter that could result in disciplinary action or dismissal."

On November 19, 2009, Mr. Stephenson issued a memorandum to his direct reports regarding the Commitments. Among other things, Mr. Stephenson formally advised his direct reports of his appointment of Ms. Tacker as Compliance Officer for the Commitments, and listed those AT&T business operations that would be primarily involved in compliance with the Commitments. Mr. Stephenson stated that "it is imperative that you have processes and procedures in place to ensure that all affected employees in those areas read and fully comply with these commitments for as long as they remain in effect." A copy of Mr. Stephenson's memorandum is provided hereto as Attachment C.

B. Identification of Responsible Business Units, Initial Discussions with Key Management Personnel and Others Regarding the Commitments, and Development of an Overall Corporate Compliance Plan

In addition to the communications referenced above, AT&T's initial compliance efforts during the Report Period focused on (i) identifying the business units within AT&T, including the newly-acquired Centennial operations, that would likely have operations or areas of responsibility affected by the Commitments; and (ii) conducting conference calls and having other discussions with the key management personnel who oversee these business unit and thus would be responsible for ensuring compliance with one or more of the Commitments, and their supporting business unit attorneys. Among other things, these discussions (i) emphasized the importance of educating and training business unit personnel as soon as practicable regarding their obligations under the Commitments; (ii) explained AT&T's overall process for monitoring compliance with the Commitments; and (iii) identified the appropriate contacts within AT&T's compliance organization and the Legal Department for having questions answered regarding the meaning of the Commitments or AT&T compliance program for the Commitments, as well as reporting possible violations of the Commitments.

AT&T's initial compliance efforts also focused on developing an overall corporate compliance plan for the Commitments. This Plan became effective on December 21, 2009, and was submitted to the Commission on December 22, 2009. Attachment A to the Compliance Plan lists the business units to which responsibility for one or more of the Commitments has been assigned.

Several of the Commitments relate specifically to the insulation of any employee, officer, or director of AT&T who serves as an officer or director of América Móvil S.A.B. de C.V. ("AMX") or any of its board committees from non-public, competitively sensitive information relating to the respective U.S. prepaid wireless and Puerto RICO businesses/

operations of AT&T and AMX.⁴ During the Report Period, the only persons who were an employee, officer, or director of AT&T and served as an officer or director of AMX or any of its board committees were Mr. Ray Wilkins and Mr. Mike Viola, both of whom served on the AMX board throughout the Report Period. On December 14, 2009, members of the AT&T Legal Department met with Mr. Wilkins in person, and Mr. Viola by conference call, to provide an overview of the Commitments, any questions regarding the Commitments, and to explain the processes AT&T was establishing to ensure compliance with the Commitments. Mr. Michael Bowling, President-AT&T Mexico, also participated in the meeting because of the central role AT&T Mexico (which manages AT&T's strategic relationship with AMX) plays in ensuring compliance with the Commitments. The corporate compliance coordinator for the Commitments participated by conference call.

C. Development of Individual Business Unit Compliance Plans

Each officer or other manager overseeing a Responsible Business Unit has designated a business unit compliance coordinator. Each such coordinator, with the assistance of the supporting business unit attorney, prepared an individual Responsible Business Unit Compliance Plan that addresses, among other things, training/education of business unit personnel on the Commitment requirements, how personnel are to report suspected violations of the Commitments, and compliance record keeping within the business unit. No Responsible Business Unit Compliance Plan was considered final until approved by the officer or other manager overseeing the Responsible Business Unit, the corporate compliance coordinator, and the Legal Department.

D. Follow-Up Activities Including Verification of Compliance from Responsible Business Units to Compliance Officer

At the direction of the Compliance Officer, each officer or other manager overseeing a Responsible Business Unit is required to submit an internal certification to her, at the end of each six-month Report Period, verifying that (i) the Responsible Business Unit took reasonable steps to ensure full compliance by that unit during the Report Period with all assigned Commitments; and (ii) based upon reasonable diligence and inquiry, there were no known instances of non-compliance during the Report Period, or, if there were, an identification of such instances of non-compliance along with corrective action taken.

For the Report Period at issue, all internal certifications have been received by the Compliance Officer. No instances of non-compliance were identified in the verifications. AT&T is not otherwise aware of any violations of the Commitments during the Report Period.

II. Violations of Commitments 2-7 Identified During the Report Period

As indicated, there were no violations of the Commitments identified during the Report Period.

⁴ See Attachment A to October 22, 2009 ex parte, ¶¶ 5.A.1, 5.A.2(ii), 5.A.3(ii), 5.B, 6.

III. Any and All Steps Taken to Address and/or Resolved Identified Violations

Because there were no violations of the Commitments identified during the Report Period, no corrective action was necessary.

IV. One-Time Compliance Officer Certification re Familiarity with the Telecom Act and the Rules and Regulations Implemented in Connection Therewith Related to FCC Auction Proceedings

In the October 22, 2009 ex parte, AT&T committed that “[t]he first [compliance] report . . . shall include a one-time certification by the Compliance Officer that he/she is familiar with the requirements of the Telecom Act and the rules and regulations implemented in connection therewith related to FCC auction proceedings.” Attachment D contains the Compliance Officer’s one-time certification in fulfillment of this commitment.

Attachments

ATTACHMENT A



Important information about certain commitments made by AT&T in connection with obtaining approval by the Federal Communications Commission (FCC) of AT&T's acquisition of Centennial Communications Corp

To: All managers
(Please share this information with your non-management employees as needed.)

AT&T Mexico employees, including those seconded to América Móvil S.A.B. de C.V. (AMX), and AT&T employees (including legacy Centennial Communications employees) with direct responsibility for marketing activities specific to AT&T's Puerto Rico operations or U.S. prepaid wireless business

What: Commitments designed to ensure non-public competitively sensitive information will not be improperly shared between AT&T and América Móvil with respect to U.S. prepaid wireless business/operations and Puerto Rico business/operations

Action Item: AT&T Mexico employees (including those seconded to AMX) and AT&T Employees (including legacy Centennial Communications employees) with direct responsibility for marketing activities specific to AT&T's Puerto Rico operations or U.S. prepaid wireless business must read and comply with these commitments.

Additional Information:

In connection with obtaining the FCC's approval of AT&T's acquisition of Centennial Communications Corp., AT&T agreed to several commitments. A number of these commitments are designed to ensure that non-public, competitively sensitive information will not be shared between AT&T and AMX with respect to the two companies' respective U.S. prepaid wireless businesses/operations and Puerto Rico businesses/ operations. These commitments can be found **[by clicking on this link](#)**.

If you are an AT&T Mexico employee (including those seconded to AMX), or an AT&T employee with direct responsibility for marketing activities specific to AT&T's Puerto Rico operations or its U.S. prepaid wireless business, you are required to read and comply with these commitments. Please be advised that

AT&T would consider any violation of the commitments to be a serious matter that could result in disciplinary action or dismissal.

Mobility/Legacy Centennial personnel with questions regarding the meaning of these commitments should direct them to Anu Seam at 404-986-1025.
AT&T Mexico personnel with questions regarding the meaning of these commitments should direct them to Bill Caldwell at 214-757-3488.

Reports of violations or possible violations of these commitments should be directed to Beth Lawson at (314) 331-3893.

ATTACHMENT B

**AT&T Policy Regarding Compliance with Certain FCC Commitments
Made in Connection with Centennial Communications Acquisition**

In connection with obtaining the FCC's approval of AT&T's acquisition of Centennial Communications Corp., AT&T agreed to several commitments. A number of these commitments are designed to ensure that non-public, competitively sensitive information will not be shared between AT&T and América Móvil S.A.B. de C.V. ("AMX") with respect to the two companies' respective U.S. prepaid wireless businesses/ operations and Puerto Rico businesses/operations. These commitments set forth various requirements and include restrictions on sharing, **both internally and externally**, non-public, competitively sensitive information regarding certain U.S. business and operations of AT&T and América Móvil. It is AT&T's policy that any violation of these commitments will be considered a serious matter and could result in disciplinary action and dismissal.

The outline below sets forth the full text of these commitments. References to AMX and AT&T should be read to include all subsidiaries of the companies. Accordingly, it is important to note that **Tracfone Wireless, Inc.** and **Telecomunicaciones de Puerto Rico, Inc (Telpri)**, are subsidiaries of AMX and offer services under the **Tracfone** and **Claro** brands in the U.S. and Puerto Rico. In addition, as a subsidiary of AT&T, legacy **Centennial Communications'** businesses (including its U.S. prepaid business and Puerto Rico business) are also covered by these commitments.

The reference to the "MSA" in these commitments refers to the Management Services Agreement between AT&T Mexico, Inc. and AMX under which AT&T Mexico employees (primarily located in Mexico City) provide various consulting services to AMX.

The headings and other italicized text below are not part of the text of the commitments, but have been added for convenience or to help explain or clarify the commitments.

- I. *Prohibition on Kinds of Services AT&T can Provide to AMX:* AT&T shall not provide consulting or other services, directly or indirectly, pursuant to the MSA or otherwise to América Móvil S.A.B. de C.V. ("AMX") businesses and/or operations within the United States (including Puerto Rico and the U.S. Virgin Islands), unless the provision of such services is for the benefit of AMX and its subsidiaries as a whole and thus only incidentally benefits AMX's businesses and/or operations in the United States (including Puerto Rico and the U.S. Virgin Islands). In addition, AT&T may enter into arm's-length commercial arrangements with AMX, such as reseller and roaming agreements. *(See also certain additional exceptions to this commitment set forth under the Caption "Certain Exceptions" under item VI below).*
- II. *Commitments Relating to AT&T Employees that have been Seconded to AMX (i.e. assigned to work within the AMX organization):*
 - o *No Secondment for the Benefit of AMX's U.S. Businesses:* AT&T shall not second employees to: (i) AMX to provide services for the benefit of AMX businesses and/or operations in the United States (including Puerto Rico and the U.S. Virgin Islands) unless the provision of such services is for the benefit of AMX and its subsidiaries as a whole and thus only incidentally benefits AMX's businesses and/or operations in the United States (including Puerto Rico and the U.S. Virgin Islands); or (ii) AMX's subsidiaries operating its wireless or wireline businesses in Puerto Rico, or its wireless prepaid business in the U.S.

- *Restriction on Reassignment of Certain AT&T Employees Seconded to AMX:* AT&T shall not assign any employee who (a) currently is seconded to AMX or has been seconded to AMX since April 1, 2007 and (b) during such secondment provided services for the benefit of AMX businesses and/or operations in the United States (including Puerto Rico and the U.S. Virgin Islands) unless the provision of such services is for the benefit of AMX and its subsidiaries as a whole and thus only incidentally benefits AMX's businesses and/or operations in the United States (including Puerto Rico and the U.S. Virgin Islands) to any position within AT&T's Puerto Rico or U.S. pre-paid wireless businesses for a period of 24 months post-secondment.

III. *Prohibitions on Providing AT&T Competitive Information to AMX:*

- *AT&T Personnel Must not Provide AT&T Puerto Rico Competitive Information to AMX (or to AT&T Employees Serving on the AMX Board of Directors):* No AT&T employee, officer or director shall provide non-public, competitively sensitive information directly pertaining to or derived from the AT&T wireless or wireline business and/or operations in Puerto Rico to: (i) AMX employees, officers or directors; or (ii) any AT&T employee, officer or director who serves on the AMX Board of Directors or any committee thereof.
- *AT&T Personnel Must not Provide AT&T U.S. Prepaid Wireless Competitive Information to AMX (or to AT&T Employees Serving on the AMX Board of Directors):* No AT&T employee, officer or director shall provide non-public, competitively sensitive information directly pertaining to or derived from the AT&T U.S. prepaid wireless business or operations to: (i) AMX employees, officers or directors; or (ii) any AT&T employee, officer or director who serves on the AMX Board of Directors or any committee thereof.

Note that AT&T's current representatives on the AMX Board of Directors are Mr. Ray Wilkins, Jr. (CEO-AT&T Diversified Businesses) and Mr. Michael Viola (AT&T Senior Vice President-Finance). Accordingly, not only do these two commitments prohibit providing the restricted information to AMX, but it also prohibits providing the restricted information to Mr. Wilkins and Mr. Viola.

IV. *Prohibitions on Providing AMX (Tracfone/Puerto Rico) Competitive Information to Managers of AT&T's Puerto Rico Business or AT&T's U.S. Prepaid Wireless Business:*

- *AT&T Personnel Must not Provide AMX Puerto Rico (Claro / Telpri) Competitive Information to AT&T Managers Responsible for AT&T's Puerto Rico Business:* No AT&T employee, officer or director shall provide non-public, competitively sensitive information directly pertaining to or derived from AMX's business and/or operations in Puerto Rico received from AMX to AT&T employees, officers or directors responsible for the management of the AT&T wireless or wireline businesses and/or operations in Puerto Rico (with the exception of AT&T corporate officers who are not responsible for the day-to-day management of AT&T's business and/or operations in Puerto Rico and the U.S. Virgin Islands or its U.S. prepaid wireless business).
- *AT&T Personnel Must not Provide AMX (Tracfone) Competitive Information to AT&T Managers Responsible for AT&T's U.S. Prepaid Wireless Business:* No AT&T employee, officer or director shall provide nonpublic, competitively sensitive information received from AMX directly pertaining to or derived from AMX's

TracFone business to AT&T employees, officers or directors responsible for the management of AT&T's U.S. prepaid wireless business and/or operations (with the exception of AT&T corporate officers who are not responsible for the day-to-day management of AT&T's business and/or operations in Puerto Rico and the U.S. Virgin Islands or its U.S. prepaid wireless business).

- V. *AT&T Must not Use Contractors or Agents to do Prohibited Items Described Above:* AT&T will not use contractors or agents to perform any task that an AT&T employee, officer or director could not perform pursuant to [items III and IV] above.
- VI. *Certain Exceptions:* Notwithstanding anything to the contrary in the Commitments [described above], AT&T, to the extent permitted by law, will be free to continue the customary and reasonable exchange of non-public information with AMX in furtherance of any bona fide (1) merger, acquisition, joint venture or similar transactions involving AT&T or its subsidiaries and AMX or its subsidiaries, or (2) arm's-length commercial arrangements, such as reseller and roaming agreements.
- VII. *Commitments Specific to AT&T Employees Serving on the Board or Board Committees of AMX (See also Item III above).*
- *Certain AT&T Managers are Prohibited from Serving on AMX Board /Board Committees:* No AT&T employee, officer or director responsible for the management of the AT&T wireless or wireline business and/or operations in Puerto Rico, or AT&T U.S. prepaid wireless business and/or operations (with the exception of AT&T corporate officers who are not responsible for the day-to-day management of AT&T's business and/or operations in Puerto Rico and the US Virgin Islands or its U.S. prepaid wireless business), shall serve as an officer or director of AMX or member of any committee of AMX's Board of Directors.
 - *Screening/Redacting of Materials to Be Provided to AT&T Representative on the AMX Board of Directors to Remove Certain Information Related to AMX's Businesses/Operations in the U.S.:* AT&T will implement procedures, including screening and redacting board packages, to ensure that no non-public, competitively-sensitive information directly pertaining to or derived from AMX's businesses and/or operations in the United States (including Puerto Rico and the U.S. Virgin Islands) is provided to any AT&T Representative on the AMX Board of Directors.
 - *AT&T Employees Serving on AMX Board or Board Committees Should Immediately Notify AT&T Legal / Compliance if They Become Aware that the Special AMX Puerto Rico / Tracfone Board Committee is Altered:* If AMX alters the special board committee that was created on September 10, 2009 in a way that places any responsibility for AMX's Puerto Rico or U.S. businesses and/or operations with the full AMX Board of Directors on which AT&T representatives sit, AT&T will notify the FCC in writing within 5 business days so the Commission can investigate whether any additional firewall remedies are required.
 - *AT&T Employees Serving on AMX Board or Board Committees Must Not Participate in or be Present during AMX Board Matters Regarding Tracfone / AMX U.S. Business:* Notwithstanding the AMX board resolution creating a special committee with full responsibility for AMX's Puerto Rico and U.S. businesses and/or operations, to the extent any issue relating specifically or primarily to those business and/or operations comes before the full AMX Board of Directors, either from the special committee or

through any other channel, AT&T representatives on the AMX Board of Directors will not be present for nor otherwise participate in any deliberations or decisions on those issues.

{Last updated as of November 10, 2009}

ATTACHMENT C

November 19, 2009

MR. BLASE:
MR. CALLAWAY:
MR. CICONI:
MS. COUGHLIN:
MR. DE LA VEGA:
MR. LINDNER:

MR. MILLER:
MR. SPEARS:
MR. STANKEY:
MR. WATTS:
MR. WILKINS:

Re: FCC Centennial Commitments Relating to América Móvil

As you know, AT&T's acquisition of Centennial Communications Corp. closed on November 6, 2009. In obtaining the FCC's approval of the transaction, AT&T agreed to several regulatory commitments designed to ensure that AT&T and América Móvil do not inappropriately share with each other non-public, competitively sensitive information concerning their respective (i) U.S. prepaid wireless, (ii) Puerto Rico wireless, and (iii) Puerto Rico wireline operations. We are required to appoint a Compliance Officer regarding these commitments and I have appointed our Chief Compliance Officer, Carol Tacker, as our compliance officer for these commitments.

Please note that AT&T's compliance with these commitments will primarily involve the following personnel and organizations with direct responsibility for marketing activities specific to AT&T's Puerto Rico operations or U.S. prepaid wireless business operations:

- AT&T prepaid wireless operations in the United States (including Puerto Rico and the U.S. Virgin Islands)
- AT&T (including Legacy Centennial) wireless operations in Puerto Rico
- AT&T (including Legacy Centennial) wireline operations in Puerto Rico
- AT&T Mexico (these are employees primarily located in Mexico City who manage our strategic relationship with Telmex and América Móvil)

If any of the above areas of operation fall within your responsibilities, it is imperative that you have processes and procedures in place to ensure that all affected employees in those areas read and fully comply with these commitments for as long as they remain in effect. Carol and her team are developing an overall corporate compliance program for these commitments. Anyone who has questions about these commitments should contact Legal or Carol or a member of her team.



ATTACHMENT D

Before the
Federal Communication Commission
Washington, DC 20554

In the Matter of

AT&T Inc. and Centennial Communications Corp.

WT Docket No. 08-246

- ❖ Applications for Consent to Transfer Control of Commission
- ❖ Licenses, Authorizations, and Spectrum Leasing Arrangements

I, Carol Tacker, do hereby declare as follows:

1. My name is Carol Tacker. I am Senior Vice President and Chief Compliance Officer for AT&T Inc. ("AT&T"). In addition to my other duties, AT&T has appointed me as its compliance officer responsible for overseeing AT&T's compliance with Commitments 2-7 as set forth in AT&T's October 22, 2009 *ex parte* letter to the FCC in the above-referenced docket, a copy of which is attached as Appendix C to the FCC's November 5, 2009 order approving AT&T's acquisition of Centennial Communications Corp.
2. This certifies that I am familiar with the requirements of the Telecom Act and the rules and regulations implemented in connection therewith related to FCC auction proceedings.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 3 day of June, 2010.



Carol Tacker