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June 8, 2011

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, Inc. 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 black ink that reads "Celia Nogales". The signature is written in a cursive, flowing style.

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, 2010 through May 5, 2011**

June 7, 2011

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 the 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.

The initial update covered the six month period beginning November 6, 2009, and ending May 5, 2010.

The second update covered the six month period beginning May 6, 2010, and ending November 5, 2010.

This third update covers the six month period beginning November 6, 2010, and ending May 5, 2011.

II. Historical Perspective of 3G in Former Centennial Areas

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

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 committed to

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:

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 were 3G.

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

As of November 5, 2010, there were a total of 469 legacy AT&T 3G cell sites in the former Centennial area.

IV. Status of 3G in Former Centennial Area as of May 5, 2011

Since the acquisition, and during the period November 6, 2010, through May 5, 2011, AT&T continued work activities that have and will enable additional 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.

During the period November 6, 2010, through May 5, 2011, in the former Centennial area AT&T upgraded 203 legacy AT&T 2G cell sites and 128 legacy Centennial 2G cell sites to 3G. With these upgrades, the total number of AT&T 3G sites in the former Centennial area is now 800. As AT&T deploys high speed backhaul to these sites, the HSPA 7.2 and HSPA+ enhancements previously announced will improve AT&T’s UMTS mobile broadband service speeds even further. HSPA 7.2 provides a theoretical peak speed of 7.2 Mbps, and HSPA+ provides a theoretical peak speed more than 2 times faster than HSPA 7.2.

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.

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

As previously stated, 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 work is now substantially complete for the former Centennial serving area. The 344 3G sites established since November 2009 included adding 3G capabilities at 134 legacy Centennial sites and expanding 3G coverage and capacity at 210 legacy AT&T cell sites. Since merger close, the number of 3G POPs covered has expanded from 3.35 million to 4.95 million.

While future 3G expansion in the former Centennial areas will continue, it will be driven by organic growth requirements to meet market coverage and customer capacity demands.

Centennial
Commitment
Compliance Report

**Centennial Commitments 2-7 Compliance Report
for the Period November 6, 2010 through May 5, 2011**

June 7, 2011

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”).⁵ Among other things, AT&T agreed to “appoint a compliance officer (the ‘Compliance Officer’⁶) 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.”⁷ The Commission approved the Centennial acquisition on November 5, 2009.⁸ The transaction closed on November 6, 2009. 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, 2010 through May 5, 2011 (“Report Period”):

I. Monitoring Activities Undertaken During the Report Period

As background, AT&T filed its Compliance Program for Centennial Commitments 2-7 (“Compliance Program”) with the Commission on December 22, 2009. Attachment A to the Compliance Program lists the Responsible Business Units to which responsibility for the various Commitments has been assigned. AT&T filed its first Centennial Commitments 2-7 Compliance Report, for the period November 6, 2009 through May 5, 2010 (hereinafter “First Compliance Report”), with the Commission on June 18, 2010. Among other things, the First Compliance Report indicates that each Responsible Business Unit has established an individual Responsible Business Unit Compliance Plan that addresses, among other things, training/education of business unit personnel on the Commitments applicable to that business unit, how personnel

⁵Attachment 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”).

⁶ Ms. Carol Tacker, Senior Vice President and Chief Compliance Officer for AT&T, served as AT&T’s first Compliance Officer for Centennial Commitments 2-7 until March 31, 2011. Ms. Tacker has retired. Mr. Gerry R. Chicoine, Senior Vice President-Audit Services & Chief of Compliance for AT&T, began serving as the Compliance Officer for Centennial Commitments 2-7 effective April 1, 2011.

⁷ *Id.* ¶ 8.

⁸ *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).

within the business unit are to report suspected violations of the Commitments, and compliance record keeping within the business unit.

AT&T's compliance efforts during the current Report Period focused primarily on continuing to ensure that affected personnel within the Responsible Business Units received periodic training on their obligations under the Commitments, as well as how to report suspected violations of the Commitments. In addition, the corporate compliance coordinator for the Commitments, with the assistance and advice of AT&T Legal, held conference calls with various business unit personnel from time to time to answer their questions on the Commitments, as the need arose.

On November 2, 2010, AT&T sent a News Now e-mail bulletin to all AT&T managers regarding the Commitments, a copy of which is attached as Attachment A to AT&T's Compliance Report for the Period May 6, 2010 through November 5, 2010, which was filed with the Commission on December 17, 2010. The News Now reminds AT&T managers of the existence of the Commitments and directs all AT&T managers with responsibilities related to the Commitments to read and comply with the Commitments. The News Now also contains a link to AT&T's Policy regarding compliance with the Commitments. This Policy, which is reproduced as Attachment B to the First Compliance Report, 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 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." The News Now sent on November 2, 2010 is in all material respects identical to the News Now sent to all AT&T managers on November 11, 2009, a copy of which is attached as Attachment A to the First Compliance Report.

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 the Compliance Officer, 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.

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.