

**ATTACHMENT 1
FOR THE *PRO FORMA* TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATION**

This filing notifies the Commission pursuant to Section 63.24(f) of the Commission's rules of the *pro forma* transfer of control of international Section 214 authorizations from and to subsidiaries controlled by AT&T Inc. ("AT&T").¹ The transfer of control that is the subject of this notification filing resulted from an internal reorganization that occurred in two steps. On December 29, 2015, AT&T Inc. contributed 100 percent of its direct interest in Centennial Communications Corp. ("Centennial") to AT&T Corp. Then, on January 1, 2016, Centennial merged into AT&T Corp. and was eliminated. Centennial held a 27 percent interest in Beach Holding Corporation ("Beach"), which in turn holds a 100 percent controlling interest in AT&T Mobility Puerto Rico Inc. ("AT&T Mobility Puerto Rico"), which holds the international Section 214 authorizations described below. AT&T Corp. previously held an indirect 34 percent interest in Beach. Thus, as a result of the reorganization, AT&T Corp. now holds a 61 percent indirect controlling interest in AT&T Mobility Puerto Rico.² All entities involved in the transaction are wholly owned subsidiaries of AT&T. The restructuring does not change the ultimate ownership or control of the international Section 214 authorizations; AT&T continues to control the authorizations at issue. Accordingly, the transfer of control was *pro forma* in nature.³

Answer to Question 10 – Section 63.18(c)-(d):

For this *pro forma* transfer of control filing AT&T has been designated as the transferor, while AT&T Corp. has been designated the transferee. AT&T Mobility Puerto Rico is the licensee. The designated officers for the transferor and transferee are:

John J. O'Connor	James J.R. Talbot
Senior Vice President	Assistant Secretary
AT&T Inc.	AT&T Corp.
208 S. Akard St.	1120 20th Street, NW
Room 3306	Suite 1000
Dallas, TX 75202	Washington, DC 20036

¹ See 47 C.F.R. § 63.24(f).

² AT&T previously received the Commission's consent to the *pro forma* transfer of control of AT&T Mobility Puerto Rico's submarine cable landing license, SCL-LIC-19980429-00019. See *Actions Taken Under the Cable Landing License Act*, DA No. 15-1106 (IB Oct. 1, 2015) (consenting to File No. SCL-T/C-20150602-00013). Please see the attached charts for a pictorial representation of the corporate structure of AT&T Mobility Puerto Rico's ownership, both before and after the reorganization.

³ See 47 C.F.R. § 63.24(d) note 2 (stating that *pro forma* transactions include "[a c]orporate reorganization that involves no substantial change in the beneficial ownership of the corporation . . . [and an a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa").

Correspondence concerning this notification should be sent to:

James J.R. Talbot
Assistant Secretary
AT&T Corp.
1120 20th Street, NW
Suite 1000
Washington, DC 20036
Telephone number: 202-457-3048

International Section 214 Authority:

AT&T Mobility Puerto Rico holds the international Section 214 authorizations that are the subject of this *pro forma* transfer of control application, File Nos. ITC-214-19980918-00669 (authorization to operate a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the rules); ITC-214-19980430-00923 (authorization to construct, acquire and operate capacity in a Digital Submarine Cable System, the AMERICAS-II Cable System); ITC-214-19940107-00011 (authorization to provide individual switched resale service from the U.S. to international points); ITC-214-19930315-00040 (authorization to provide international switched services by reselling the international switched services of other carriers, and only in accordance with all rules, regulations and policies of the Commission).

AT&T Mobility Puerto Rico's ultimate parent, AT&T, has numerous subsidiaries that collectively hold global or limited global facilities-based or resale Section 214 authorizations. These subsidiaries hold international Section 214 global authority to provide a range of facilities-based services, *see, e.g.*, ITC-214-19960830-00414 (Previous File Number ITC-96-487) (AT&T Corp. authority to provide global facilities-based services), including those originating in region and out of region, *see, e.g.*, ITC-214-20001130-00713 (SBC Long Distance, LLC authority to provide facilities-based and resale services originating in Kansas and Oklahoma); ITC-214-19971108-00689 (SBC Long Distance, LLC authority to provide facilities-based services originating out of region). AT&T subsidiaries also have Section 214 global authority to provide various resale services. *See, e.g.*, ITC-214-20000713-00777 (Cingular Wireless of Texas RSA #16 Limited Partnership authority to resell international switched services originating from U.S. points and terminating at all international points, with the exception of the Dominican Republic and Venezuela). Other AT&T subsidiaries hold authority to provide services on particular routes or over particular facilities. *See, e.g.*, ITC-214-19890214-0005 (Previous File Number ITC-89-060) (AT&T of Puerto Rico, Inc. and AT&T of the Virgin Islands, Inc. authority to operate additional capacity in St. Thomas-Tortola and Eastern Caribbean DCMS for use in providing services to various Caribbean points).

Answer to Question 11 – Section 63.18(h):

The name, address, citizenship, and principal business of each of AT&T Mobility Puerto Rico's ten percent or greater interest holders are:⁴

Direct Ownership of AT&T Mobility Puerto Rico Inc.

Beach Holding Corporation
1025 Lenox Park Blvd NE
Atlanta, GA 30319
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% percent of AT&T Mobility Puerto Rico

Indirect Ownership of AT&T Mobility Puerto Rico Inc.

AT&T International, LLC
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 34% percent of Beach Holding Corporation

SBC Telecom, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Direct Principal Business: Holding Company
Direct Ownership Interest: 39% of Beach Holding Corporation

AT&T Teleholdings, Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of SBC Telecom, Inc.

AT&T Corp.
One AT&T Way
Bedminster, NJ 07921-0752
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of AT&T International, LLC and 27% of Beach Holding Corporation

⁴ The ownership interests provided herein are the actual direct ownership interests held in the next disclosed subsidiary in the vertical ownership chain rounded to the nearest one percent.

AT&T Inc.
208 S. Akard Street
Dallas, TX 75202
Citizenship: Delaware
Principal Business: Holding Company
Direct Ownership Interest: 100% of AT&T Teleholdings, Inc. and 100% of AT&T Corp.

AT&T is a publicly traded corporation whose stock is widely held by the public with no person or entity holding a ten percent or greater ownership interest in AT&T.

Answer to Question 12 – Section 63.18(h):

The following persons are officers or directors of AT&T Inc. and are also officers or directors of one or more foreign carriers:

George B. Goeke is Assistant Treasurer of AT&T Inc. and AT&T International, LLC; Vice President and Assistant Treasurer of AT&T Teleholdings, Inc. and AT&T Mobility Puerto Rico Inc.; Treasurer of SBC Telecom Inc.; Chief Financial Officer and Treasurer of AT&T Corp.; and Vice President and Treasurer of BellSouth Long Distance, Inc. Mr. Goeke is also Director and Treasurer of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC and Treasurer of AT&T Japan LLC. Richard G. Dennis is Vice President and Assistant Secretary of AT&T Corp. Mr. Dennis is also Vice President of AT&T Japan LLC and President and Secretary of AT&T Global Network Services Norge LLC, AT&T Global Network Services International Inc., and AT&T Global Network Services Venezuela LLC. Elaine Lou is Assistant Treasurer of SBC Telecom, Inc. and AT&T Corp.. Ms. Lou is also Assistant Treasurer of BellSouth Long Distance, Inc., AT&T Japan LLC, AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC. Karen M. Diorio is Director – Tax of AT&T International, LLC, AT&T Teleholdings, Inc., AT&T Corp., and SBC Telecom Inc.. Ms. Diorio is also Assistant Secretary of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, and AT&T Global Network Services Venezuela LLC. Teresa G. Blizzard is Director – Tax of AT&T Teleholdings, Inc., SBC Telecom, Inc., AT&T Corp., and AT&T International, LLC and is Assistant Secretary of AT&T Mobility Puerto Rico Inc., AT&T Mobility USVI Inc., and Beach Holding Corporation. Ms. Blizzard is also Vice President – Taxes of BellSouth Long Distance, Inc. Lawrence J. Ruzicka is Senior Vice President – Tax of AT&T Inc., AT&T Corp., and AT&T International, LLC; Vice President – Tax of SBC Telecom, Inc.; and Senior Vice President of AT&T Mobility Puerto Rico Inc., AT&T Mobility USVI Inc., and Beach Holding Corporation. Mr. Ruzicka is also Director for AT&T Global Network Services Norge LLC, AT&T Global Network Services International, Inc., and AT&T Global Network Services Venezuela, LLC. Jeffrey M. Chambers is Assistant Secretary of AT&T Mobility Puerto Rico Inc. and Director – Tax for AT&T Corp. Mr. Chambers is also Assistant Vice President – Taxes of AT&T Global Network Services Norge LLC, AT&T Global Network Services International, Inc., and AT&T Global Network Services Venezuela, LLC. Sherri L. Bazan is Assistant Treasurer of AT&T Teleholdings, Inc., SBC Telecom, Inc., AT&T

Mobility Puerto Rico Inc., AT&T Mobility USVI Inc., AT&T Corp., and Beach Holding Corporation. Ms. Bazan is also Assistant Treasurer of BellSouth Long Distance, Inc., AT&T Global Network Services Norge LLC, AT&T Global Network Services International, Inc., AT&T Global Network Services Venezuela, LLC, and AT&T Japan LLC. Thomas F. Brown is Assistant Secretary of AT&T Mobility Puerto Rico Inc., AT&T Mobility USVI Inc., and Beach Holding Corporation. Mr. Brown is also Assistant Secretary of AT&T Global Network Services International, Inc., AT&T Global Network Services Venezuela, LLC, AT&T Japan LLC, and AT&T Global Network Services Norge LLC. Steven Shashack is Assistant Secretary of AT&T Mobility Puerto Rico Inc. and Assistant Vice President – Tax of AT&T Corp. and SBC Telecom Inc. Mr. Shashack is also AT&T Global Network Services Norge LLC, AT&T Global Network Services International, Inc., AT&T Global Network Services Venezuela, LLC, and AT&T Japan LLC. Stacy W. Roth is Assistant Treasurer of SBC Telecom, Inc., AT&T Teleholdings, Inc., AT&T International, LLC, AT&T Corp., and AT&T Mobility Puerto Rico Inc. Ms. Roth is also Assistant Treasurer of BellSouth Long Distance, Inc., AT&T Global Network Services Norge LLC, AT&T Global Network Services International, Inc., AT&T Global Network Services Venezuela, LLC, and AT&T Japan LLC.

Answer to Question 13

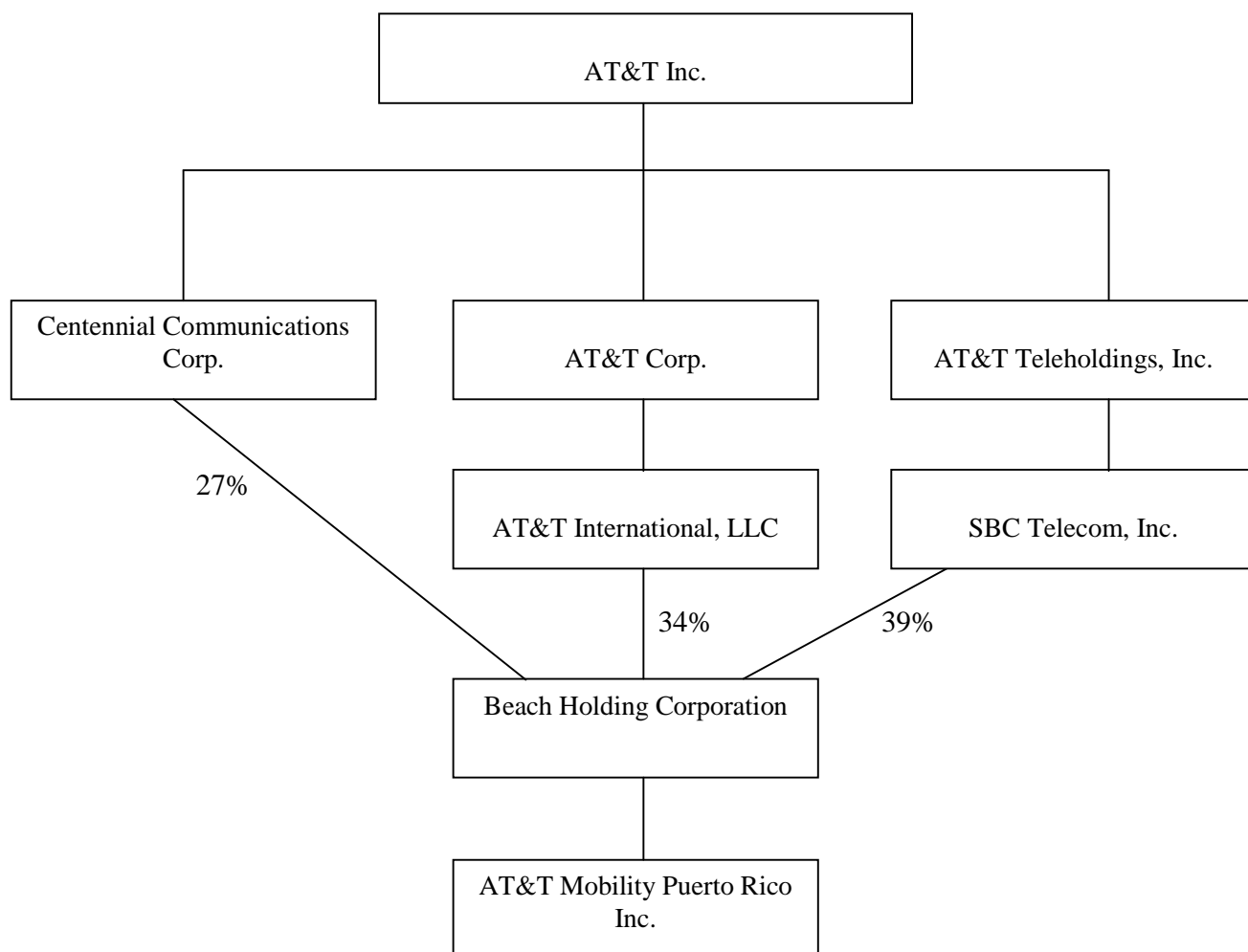
This filing hereby notifies the Commission pursuant to Section 63.24(f) of its rules, 47 C.F.R. § 63.24(f), of the *pro forma* transfer of control of the international Section 214 authorizations held by AT&T Mobility Puerto Rico, an indirect, wholly owned subsidiary of AT&T. In two steps, on December 29, 2015 and January 1, 2016, ownership and control of Beach was transferred from Centennial to AT&T Corp. Because Beach directly holds 100 percent of AT&T Mobility Puerto Rico, there also was a transfer of control of AT&T Mobility Puerto Rico and its international Section 214 authorizations.

This restructuring does not change the ultimate ownership or control of the international Section 214 authorizations, as AT&T has continued to control them both before and after the restructuring. Accordingly, this transfer of control is *pro forma* in nature. As the Commission has previously stated, “Regulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”⁵ Therefore, “grant of the application is deemed presumptively in the public interest.”⁶

⁵ 1998 Biennial Review – Review of International Common Carrier Regulations, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).

⁶ *In re Fed. Communications Bar Ass’n’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6295, ¶ 2 (1998).

Pre-Reorganization



Post-Reorganization

