

**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 an international Section 214 authorization 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 USVI Inc. ("AT&T Mobility USVI"), which holds the international Section 214 authorization 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 USVI.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 authorization; AT&T continues to control the authorization 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 filings AT&T has been designated as the transferor, while AT&T Corp. has been designated the transferee. AT&T Mobility USVI 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 Please see the attached charts for a pictorial representation of the corporate structure of AT&T Mobility USVI'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 USVI holds an international Section 214 authorization that is the subject of this *pro forma* transfer of control application, File No. ITC-214-20001101-00664 (authorization to resell switched services of unaffiliated U.S. international carriers on a global or limited global basis pursuant to Section 63.18(e)(2) of the Commission's rules).

AT&T Mobility USVI'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 USVI's ten percent or greater interest holders are:⁴

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.

Direct Ownership of AT&T Mobility USVI 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 USVI Inc.

Indirect Ownership of AT&T Mobility USVI 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

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

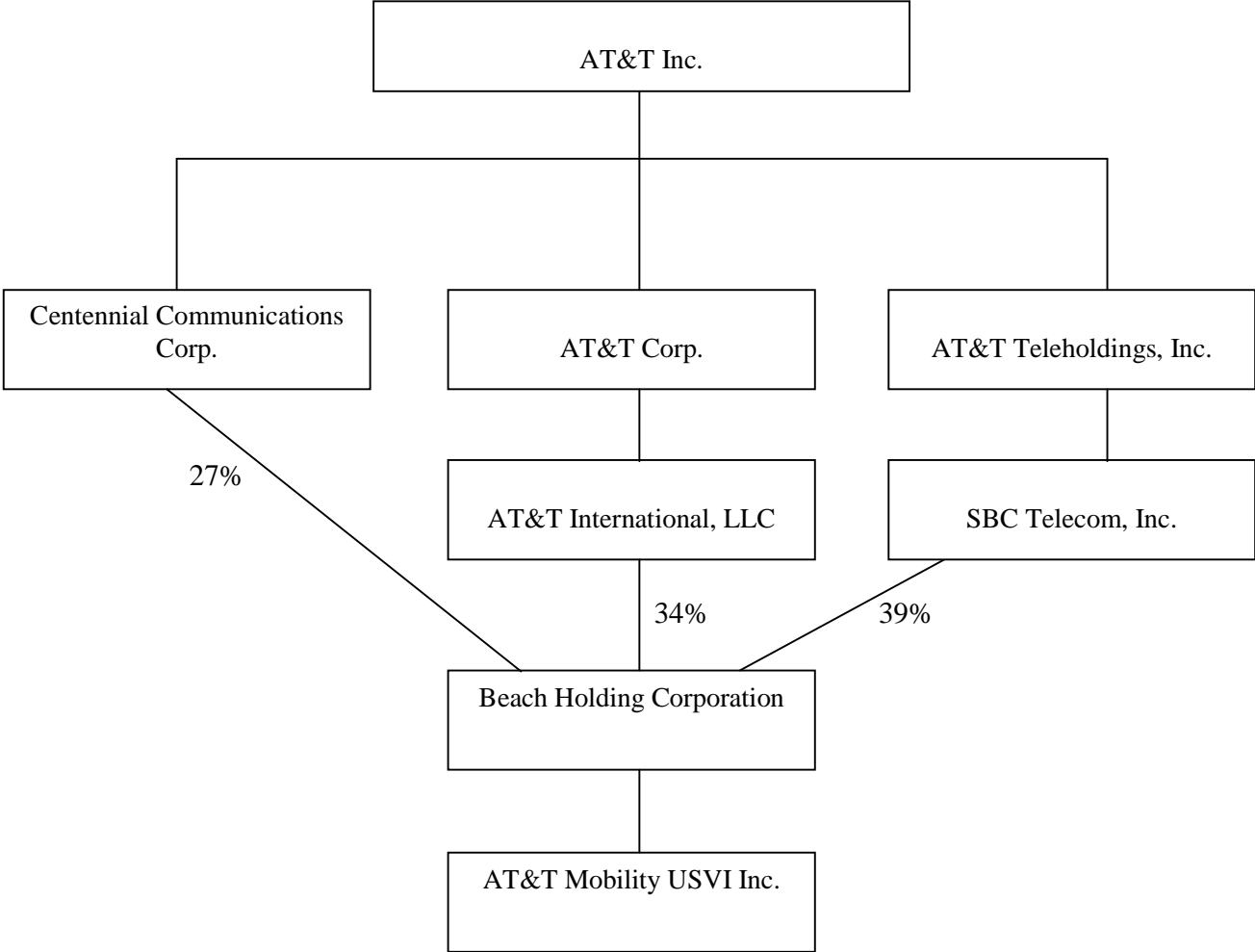
This filing hereby notifies the Commission pursuant to Section 63.24(f) of its rules, 47 C.F.R. § 63.24(f), of the *pro forma* transfer of control of the international Section 214 authorizations held by AT&T Mobility USVI, an indirect, wholly owned subsidiary of AT&T. In two steps, on December 29, 2015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

