

**Before the
Federal Communications Commission
Washington, DC 20554**

In the Matter of)	
)	
Centennial Cellular Operating Co. LLC)	File No. SCL-_____
)	
and)	
)	
Centennial Communications Corp.)	
)	
Notification of Pro Forma Transfer of Control)	
of Cable Landing License)	

To: Chief, International Bureau

**NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL OF CABLE
LANDING LICENSE**

Pursuant to an Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39, and Section 1.767(g)(7) of the Commission's Rules, 47 C.F.R. § 1.767(g)(7), AT&T Inc. ("AT&T") hereby notifies the Commission of the pro forma transfer of control of Centennial Puerto Rico License Corp. ("Centennial Puerto Rico") and its interest in a submarine cable landing license, SCL-LIC-19980101-00036, from Centennial Cellular Operating Co. LLC ("CCOC") to Centennial Communications Corp. ("Centennial"). This pro forma transfer of control occurred in connection with an internal restructuring that occurred on June 30, 2010.

In this restructuring, CCOC merged into Centennial, its immediate parent. Prior to the restructuring, Centennial Puerto Rico was a direct wholly-owned subsidiary of CCOC, and is now a direct wholly-owned subsidiary of Centennial. Centennial, CCOC, and Centennial Puerto Rico are all wholly-owned subsidiaries of AT&T. This restructuring did not change the ultimate ownership or control of Centennial Puerto Rico

or its license interests, as control remains with AT&T. Accordingly, the restructuring is pro forma in nature. Below is the information required pursuant to Section 1.767 of the Commission's Rules.

Assignor/Assignee Information in Response to Section 1.767(a)(1)-(3):

Correspondence concerning this notification should be sent to:

Michael P. Goggin
Assistant Secretary, AT&T Mobility Corp.
1120 20th Street, NW
Suite 1000
Washington, DC 20036
Telephone Number: (202) 457-2055

Place of Formation: Both CCOC and Centennial are organized under the laws of Delaware.

Assignee's Ownership

Section 63.18(h). Centennial is the assignee. Centennial is a direct, wholly-owned subsidiary of AT&T. 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.

The following persons are officers or directors of AT&T Inc. and are also officers or directors of one or more foreign carriers: Rayford Wilkins, Jr., Chief Executive Officer - AT&T Diversified Businesses of AT&T Inc., is a director of both Telmex Internacional, S.A.B. de C.V. ("Telmex Internacional") and América Móvil, S.A.B. de C.V. ("América Móvil"). Telmex Internacional is a carrier or controls carriers in Argentina, Brazil, Chile, Colombia, Ecuador, Peru and Uruguay.¹ América Móvil is a carrier or controls carriers in Argentina, Brazil, Chile, Colombia, the Dominican

¹ Telmex Internacional, S.A.B. de C.V., Annual Report (Form 20-F), at 18 (May 26, 2010).

Republic, Ecuador, El Salvador, Guatemala, Honduras, Jamaica, Mexico, Nicaragua, Panama, Paraguay, Peru, Puerto Rico, the United States, and Uruguay.² Michael J. Viola, Senior Vice President - Finance of AT&T Inc., is a director of both Teléfonos de México, S.A.B. de C.V. (“Telmex”) and América Móvil. Telmex is a carrier or controls carriers in Mexico and the United States.³ Charles P. Allen, Assistant Treasurer of AT&T Inc., is a director and Treasurer of the following: AT&T Global Network Services International, Inc., which is a carrier in Israel, New Zealand, and Pakistan; AT&T Global Network Services Norge LLC, which is a carrier in Norway; and AT&T Global Network Services Venezuela LLC, which is a carrier in Venezuela. Mr. Allen is also Vice President and Treasurer of BellSouth Long Distance, Inc., which is a carrier in Canada.

The following persons are officers or directors of one or more of AT&T Mobility Corporation, BellSouth Mobile Data, Inc., BellSouth Enterprises, Inc., and BellSouth Corporation and are also officers or directors of BellSouth Long Distance, Inc., which is a carrier in Canada. Lynn Alexander, Assistant Vice President - Taxes of BellSouth Enterprises, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc. Teresa G. Blizzard, Assistant Secretary of AT&T Mobility Corporation, Assistant Treasurer of BellSouth Mobile Data, Inc., and Assistant Vice President - Taxes of BellSouth Enterprises, Inc. and BellSouth Corporation, is Vice President - Taxes of BellSouth Long Distance, Inc. Susan Smith Creel, Assistant Vice President - Taxes of BellSouth Enterprises, Inc. and BellSouth Corporation, is Assistant Vice President - Taxes of BellSouth Long Distance, Inc. John B. Denson, Assistant Secretary of

² América Móvil, S.A.B. de C.V., Annual Report (Form 20-F), at 23 (May 25, 2010).

³ Teléfonos de México, S.A.B. de C.V., Annual Report (Form 20-F) at 15 (May 11, 2010).

BellSouth Mobile Data, Inc. and BellSouth Enterprises, Inc., is Assistant Secretary of BellSouth Long Distance, Inc. Theresa G. Fontaine, Assistant Vice President - Taxes of BellSouth Enterprises, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc. Mary Jo Peed, Vice President and Secretary of BellSouth Mobile Data, Inc. and BellSouth Enterprises, Inc., is Vice President, General Counsel, and Secretary of BellSouth Long Distance, Inc. Robert H. Proehl, Assistant Vice President - Taxes of BellSouth Enterprises, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc. Letitia A. Smith, Assistant Vice President - Taxes of BellSouth Enterprises, Inc., is Assistant Vice President - Taxes of BellSouth Long Distance, Inc.

Pro Forma Certification

The Applicants hereby certify that the transfer of control was pro forma and that, together with all previous pro forma transactions, the assignment does not result in a change in the actual controlling party of the relevant license interest.⁴

Additional Certifications

The Applicants hereby certify that no party to this notification is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. AT&T further certifies that it accepts and will abide by the routine conditions specified at Section 1.767(g) of the Commission's Rules. The undersigned certifies that all statements made in this notification and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

⁴ See 47 C.F.R. §§ 1.767(g)(7), 63.24(f)(2)(ii).

CONCLUSION

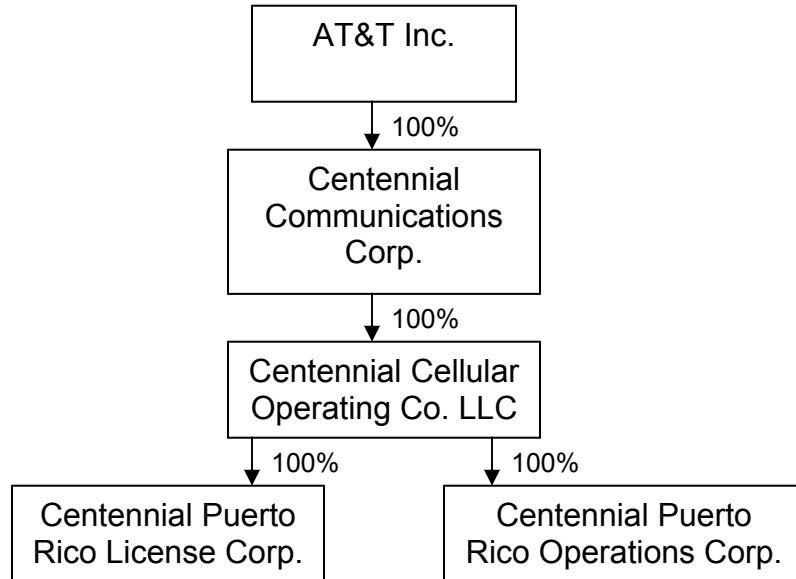
For the reasons discussed herein, the Applicants respectfully request that the Commission grant authority for the pro form assignment described herein expeditiously, using procedures appropriate in light of the non-substantial nature of this assignment.

Respectfully submitted,

/s/ Michael P. Goggin

Michael P. Goggin
Assistant Secretary
AT&T Mobility Corporation
1120 20th Street, NW
Suite 1000
Washington, DC 20036
(202) 457-2055

Pre-Reorganization



Post-Reorganization

