

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

In the Matter of)
)
AT&T Mobility Puerto Rico, Inc.) File No. SCL-_____
)
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. (“CPR License”)¹ and its interest in a submarine cable landing license, SCL-LIC-19980429-00019, resulting from an internal reorganization of intermediate wholly-owned and controlled AT&T subsidiaries.

On July 30, 2010, AT&T notified the Commission of the merger of Centennial Cellular Operating Co. LLC (“CCOC”) into its parent, Centennial Communications Corp. (“Centennial”) on June 30, 2010.² Both CCOC and Centennial were/are wholly owned subsidiaries of AT&T. This merger resulted in the *pro forma* transfer of control of two Commission authorization

¹ As explained below, this authorization is now held by AT&T Mobility Puerto Rico, Inc.

² See IBFS File Nos. SCL-T/C-20100730-00019, ITC-T/C-20100730-00312, and ITC-T/C-20100730-00313. See also ULS File Nos. 0004325085 and 0004325086. The exhibits included in these filings inadvertently did not include an intermediate holding company between CCOC and Centennial – Centennial Caribbean Holdings LLC – that was also eliminated in the June 30 transaction.

holders: CPR License and Centennial Puerto Rico Operations Corp. (“CPR Operations”).³ At that time, CPR License held an interest in the above-listed submarine cable landing license. The notifications of the transfer of CPR Operations and CPR License inadvertently did not advise the Commission that, contemporaneously with this merger, Centennial contributed the stock of CPR License and CPR Operations to Beach Holding Corporation (“Beach”) a wholly owned subsidiary of AT&T, in exchange for a 26.6 percent stock ownership.

Prior to the June 30 transaction, Beach was controlled by SBC Alloy Holdings Inc. (“Alloy”), another wholly owned subsidiary of AT&T, as Alloy had a 53 percent ownership interest in Beach and another wholly owned AT&T subsidiary held the remaining 47 percent. As a result of the June 30 transaction, Alloy’s interest in Beach decreased from 53 percent to 38.9 percent, resulting in the *pro forma* transfer of control of Beach’s subsidiary, AT&T Mobility Puerto Rico, Inc. (“Mobility Puerto Rico”). Due to an inadvertent administrative oversight, notifications of these transfers were not filed with the Commission.

Attached hereto are charts showing the ownership of Beach, CPR License, CPR Operations, and Mobility Puerto Rico both before and after the June 30 transaction. While ownership interests among intermediate subsidiaries changed, AT&T retains ultimate ownership and control of the relevant interest in the submarine cable landing license both before and after this restructuring. Accordingly, the transaction is deemed *pro forma* in nature.

³ CPR License and CPR Operations merged into AT&T Mobility Puerto Rico Inc. on December 31, 2011, and AT&T timely notified the Commission of this change. *See* IBFS File Nos. SCL-ASG-20110131-00005, ITC-ASG-20110130-00031, and ITC-ASG-20110130-00035. *See also* ULS File Nos. 0004592613, 0004577805, 0004594323, and 0004597560. As AT&T Mobility Puerto Rico holds all of the licenses formerly held by CPR License and CPR Operations, including the instant submarine cable landing license, the licenses formerly held by CPR License and CPR Operations are being included in the notification of the *pro forma* transfer of control of AT&T Mobility Puerto Rico.

AT&T respectfully requests a waiver of Section 1.767(g)(7) of the Commission's rules, which requires the filing of a notification of a *pro forma* transfer of control no later than thirty days after the transfer is complete.⁴ Due to an inadvertent administrative oversight, notice of this component of the June 30 transaction was not included in the original July 30 filing. AT&T submits that grant of this waiver is in the public interest, because it is necessary to ensure the accuracy of the Commission's records.

Below is the information required pursuant to Section 1.767 of the Commission's Rules.

Transferor/Transferee 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 AT&T and Mobility Puerto Rico are organized under the laws of Delaware. Prior to its elimination, CPR License was also organized under the laws of Delaware.

Transferee's Ownership

Section 63.18(h). AT&T is the transferee. 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:

⁴ See 47 C.F.R. § 1.767(g)(7).

Rayford Wilkins, Jr., Chief Executive Officer - AT&T Diversified Businesses of AT&T Inc., is a director of América Móvil, S.A.B. de C.V. (“América Móvil”). América Móvil is a carrier or controls carriers in Argentina, Brazil, Chile, Colombia, the Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, Jamaica, Mexico, Nicaragua, Panama, Paraguay, Peru, the United States, and Uruguay.⁵

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. Michael Bowling, President - Mexico of AT&T Mexico, Inc. is on the Board of Directors of Telmex. Telmex is a carrier or controls carriers in Mexico and the United States.⁶

George B. Goeke is an Assistant Treasurer of AT&T Inc. He is also a Vice President and the Treasurer for BellSouth Long Distance, Inc., which is a carrier in Canada; a Director and the Treasurer of AT&T Global Network Services International, Inc., which is a carrier in Israel, New Zealand, and Pakistan; a Director and the Treasurer of AT&T Global Network Services Norge LLC, which is a carrier in Norway; and a Director and the Treasurer of AT&T Global Network Services Venezuela LLC, which is a carrier in Venezuela.

⁵ América Móvil, S.A.B. de C.V., Annual Report (Form 20-F), at 15 (May 13, 2011). América Móvil recently entered into an agreement with Digicel Group Limited and its affiliates (“Digicel”), to acquire all of Digicel’s operations in El Salvador and Honduras. As part of this agreement, América Móvil will sell its operations in Jamaica to Digicel. *See* América Móvil, S.A.B. de C.V., Report of Foreign Private Issuer (Form 6-K) at 1 (Mar. 11, 2011). AT&T has relied upon América Móvil’s and Telmex’s SEC filings to identify the countries where América Móvil or Telmex is a carrier or controls carriers. There may be subsequent developments not reflected in those SEC filings. *See* Press Release, América Móvil, S.A.B. de C.V., América Móvil Obtains License in Costa Rica, Jan. 7, 2011, http://www.americamovil.com/amx/en/cm/news/2011/2011_01_07.pdf.

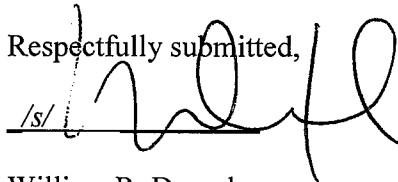
⁶ Teléfonos de México, S.A.B. de C.V., Annual Report (Form 20-F) at 16 (May 11, 2011).

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 transfer does not result in a change in the actual controlling party of the relevant license interest.⁷

Additional Certifications

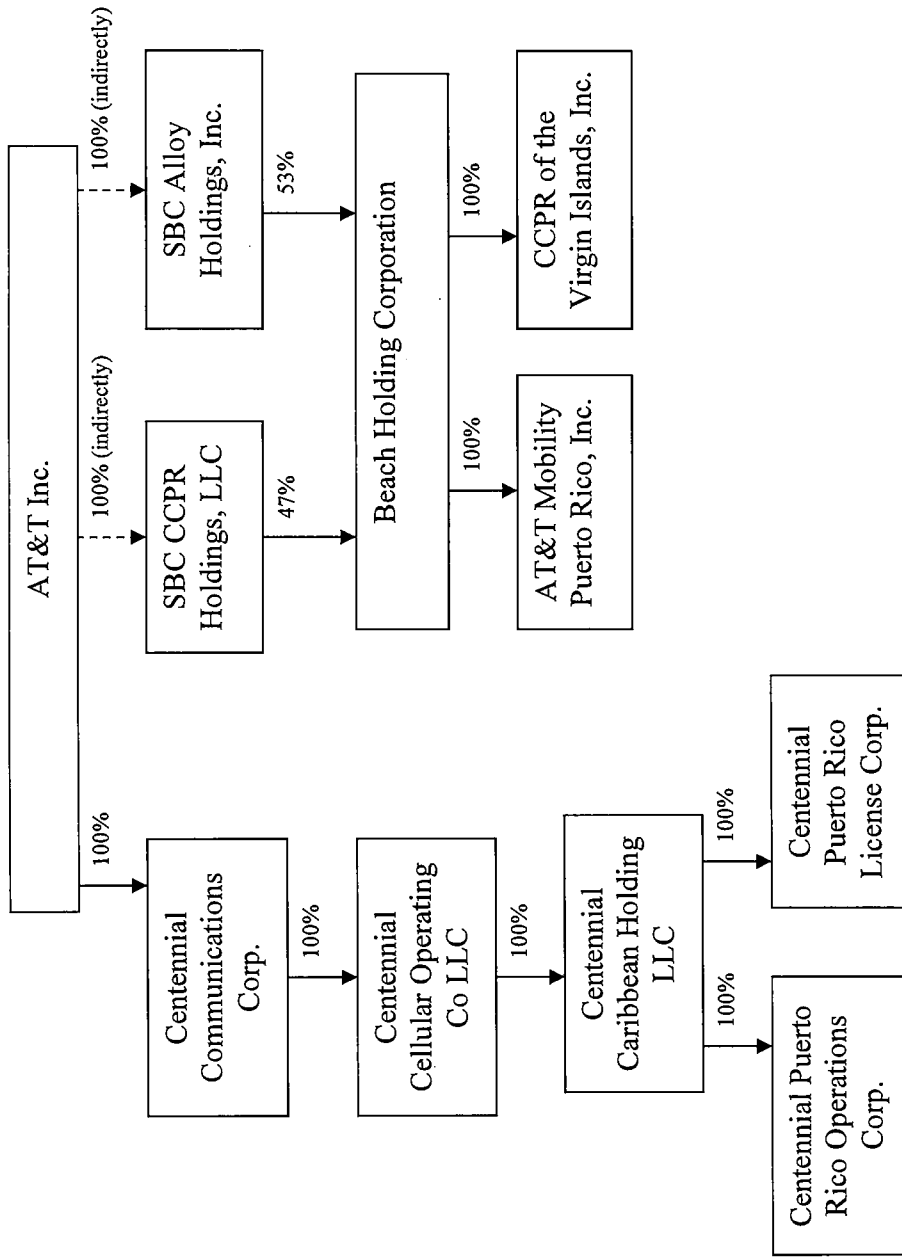
The Applicants hereby certify that no party to this notification is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. AT&T further certifies that it accepts and will abide by the routine conditions specified at Section 1.767(g) of the Commission's Rules. 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.

Respectfully submitted,

/s/

William R. Drexel
Senior Vice President and Assistant General
Counsel
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Dallas, TX 75205
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⁷ See 47 C.F.R. §§ 1.767(g)(7), 63.24(f)(2)(ii).

Pre-June 30 Reorganization



Post-June 30 Reorganization

