

**BEFORE THE FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of

AT&T Inc., AT&T Mobility Puerto Rico Inc.,
and AT&T Corp.

Application for *Pro Forma* Transfer of Control
Of Cable Landing License

File No. SCL-_____

To: Chief, International Bureau

**Application for *Pro Forma* Transfer of Control
Of Cable Landing License**

Pursuant to the Cable Landing License Act, 47 U.S.C. §§ 34-39, and Section 1.767 of the Commission's rules,¹ AT&T Inc., AT&T Mobility Puerto Rico Inc. ("AT&T Mobility Puerto Rico"), and AT&T Corp. (together, "the Applicants") hereby seek consent for the *pro forma* transfer of control of the submarine cable landing ("SCL") license held by AT&T Mobility Puerto Rico, and its interest in the Americas-II submarine cable system, SCL-LIC-19980429-00019. As part of a planned internal reorganization, AT&T Inc. will contribute 100 percent of its direct interest in Centennial Communications Corp. ("Centennial") to AT&T Corp. Then, Centennial will merge into AT&T Corp. Centennial currently holds a 27 percent interest in Beach Holding Corporation ("Beach"), which in turn holds a 100 percent controlling interest in AT&T Mobility Puerto Rico. AT&T Corp. already holds an indirect 34 percent interest in Beach. Thus, as a result of the reorganization, AT&T Corp. will hold a 61 percent indirect controlling interest in AT&T Mobility Puerto Rico.²

¹ 47 C.F.R. § 1.767.

² 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.

As every entity involved in the reorganization is a wholly owned subsidiary of AT&T Inc., this reorganization qualifies as a *pro forma* transfer of control.³ The Commission has recognized that, “by their nature,” *pro forma* transactions result in “no change in the ultimate control of the interest in the cable landing license” nor any “change to the cable system itself as previously evaluated at the time of the initial license application will occur.”⁴ In fact, *pro forma* transfers of control for SCL licenses granted after the effective date of the *SCL Transfer Order* need only be noticed after consummation.⁵ Because SCL-LIC-19980429-00019 was granted prior to the *SCL Transfer Order*, however, it is not subject to this limited exception to the Commission’s prior approval requirement. Thus, the Applicants request that the Commission expeditiously grant this application.

Below is the information required pursuant to Section 1.767(a) 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:

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

³ See *Review of Commission Consideration of Applications Under Cable Landing License Act*, Memorandum Opinion and Order, 13 FCC Rcd. 22167, 22199 ¶ 61 (2001) (“*SCL Transfer Order*”) (citing 47 C.F.R. § 63.24).

⁴ *Id.*

⁵ *Id.* ¶ 62.

Both AT&T Inc. and AT&T Mobility Puerto Rico are organized under the laws of Delaware.

AT&T Corp. is organized under the laws of New York.

Certifications Under Section 1.767(a)(8)

AT&T Corp., the transferee, is a wholly owned subsidiary of AT&T Inc., the transferor.

AT&T Inc. 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.

AT&T and its subsidiaries are presently affiliated with numerous foreign carriers authorized to provide telecommunications services to the public, which are listed below:

| | |
|---|----------------|
| AT&T Communications Services Argentina S.R.L. | Argentina |
| AT&T Global Network Services Australia Pty. Ltd. | Australia |
| AT&T Global Network Services Austria GmbH | Austria |
| AT&T Global Network Services Belgium Luxembourg S.P.R.L. | Belgium |
| AT&T Global Network Services Brazil Ltda. | Brazil |
| AT&T Global Network Services Bulgaria Ltd. | Bulgaria |
| AT&T Global Services Canada Co. | Canada |
| AT&T Enterprises Canada Co. | Canada |
| BellSouth Long Distance, Inc. | Canada |
| AT&T Chile SA | Chile |
| AT&T Global Network Services Colombia (Ltda.) | Colombia |
| AT&T Global Network Services Hrvatska d.o.o. | Croatia |
| AT&T Global Network Services Ltd. | Cyprus |
| AT&T Global Network Services Czech Republic s.r.o. | Czech Republic |
| AT&T Global Network Services Danmark ApS | Denmark |
| AT&T Global Network Services Ecuador Cia. Ltda. | Ecuador |
| AT&T Global Network Services Estonia Ou | Estonia |
| AT&T Global Network Services Finland Oy | Finland |
| AT&T Global Network Services France SAS | France |
| AT&T Global Network Services Deutschland GmbH | Germany |
| AT&T Global Network Services (Hellas) E.P.E. (Limited) | Greece |
| AT&T Servicios de Comunicaciones de Guatemala SA | Guatemala |
| AT&T Global Network Services Hong Kong Limited | Hong Kong |
| AT&T Global Network Services Hungary Kft | Hungary |
| AT&T Global Network Services Private Limited | India |
| PT AT&T Global Network Services Indonesia | Indonesia |

| | |
|---|--------------|
| AT&T Global Network Services Ireland Limited | Ireland |
| AT&T Global Network Services International Inc. | Israel |
| AT&T Global Network Services Italia S.p.A. | Italy |
| AT&T Japan KK | Japan |
| AT&T Japan LLC | Japan |
| AT&T GNS Korea Limited (Yuhan Hoesa) | Korea |
| AT&T Global Network Services Latvia SIA | Latvia |
| UAB AT&T Lietuva (Lithuania) | Lithuania |
| AT&T Global Network Services Belgium Luxembourg S.P.R.L. (Branch Office) | Luxembourg |
| AT&T Worldwide Network Services (Malaysia) Sdn. Bhd. | Malaysia |
| AT&T Global Network Services Mexico, S. de R.L. de C.V. | Mexico |
| GSF Telecom Holdings, S.A.P. de C.V. | Mexico |
| Operadora Unefon, S.A. de C.V. | Mexico |
| Iusacell PCS, S.A. de C.V. | Mexico |
| Iusacell PCS de México, S.A. de C.V. | Mexico |
| Comunicaciones Celulares de Occidente, S.A. de C.V. | Mexico |
| Sistemas Telefónicos Portátiles Celulares, S.A. de C.V. | Mexico |
| Telecomunicaciones del Golfo, S.A. de C.V. | Mexico |
| Portatel del Sureste, S.A. de C.V. | Mexico |
| SOS Telecomunicaciones, S.A. de C.V. | Mexico |
| Unefrecuencias, S.A. de C.V. | Mexico |
| Frecuencia Móvil, S.A. de C.V. | Mexico |
| AT&T Global Network Services Morocco sarl au | Morocco |
| AT&T Global Network Services Nederland B.V. | Netherlands |
| AGMS Netherlands B.V. | Netherlands |
| AT&T Global Network Services International Inc. | New Zealand |
| AT&T Global Network Services Norge LLC | Norway |
| AT&T Global Network Services International Inc. | Pakistan |
| AT&T Communications Services de Panama S. de R.L. | Panama |
| AT&T Global Network Services del Peru S.R.L. | Peru |
| AT&T Global Network Services Polska Sp. z.o.o. | Poland |
| AT&T Serviços de Telecomunicações, Sociedade Unipessoal, Lda. | Portugal |
| AT&T Global Network Services Romania S.R.L. | Romania |
| AT&T Global Network Services OOO | Russia |
| AT&T Worldwide Telecommunications Services Singapore Pte Ltd. | Singapore |
| AT&T Global Network Services Slovakia s.r.o. | Slovakia |
| AT&T Globalne Omrezne Storitve d.o.o. | Slovenia |
| AT&T South Africa (Proprietary) Limited | South Africa |
| AT&T Global Network Services Espana, S.L. | Spain |
| AT&T Global Network Services Sweden AB | Sweden |

| | |
|---|----------------|
| AT&T Global Network Services Switzerland GmbH | Switzerland |
| AT&T Global Network Services Taiwan Ltd. | Taiwan |
| AT&T Worldwide Services (Thailand) Limited | Thailand |
| AT&T Global Iletism Servisleri Limited Sirteki Ltd. | Turkey |
| AGMS Netherlands B.V. | United Kingdom |
| AT&T Global Network Services (UK) B.V. | United Kingdom |
| AMSUK Limited | United Kingdom |
| AT&T Global Network Services Venezuela LLC | Venezuela |

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., AT&T Mobility Puerto Rico, Inc., and Treasurer of SBC Telecom, Inc., and Chief Financial Officer and Treasurer of AT&T Corp.; and is also Vice President and Treasurer of BellSouth Long Distance, Inc., and Director and Treasurer of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC, AT&T Global Network Services Venezuela LLC, and Treasurer of AT&T Japan LLC. Elaine Lou is Assistant Treasurer of AT&T Corp., SBC Telecom, Inc.; 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 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; and Director of Tax of AT&T Corp., SBC Telecom, Inc., AT&T International LLC and AT&T Teleholdings, Inc. Teresa G. Blizzard is Assistant Secretary of Centennial Communications Corp., AT&T Mobility Puerto Rico Inc., Beach Holding Corp., and Director-Tax of AT&T Corp., AT&T Teleholdings, Inc., and SBC Telecom, Inc. and AT&T International, LLC; and Vice President – Taxes of BellSouth Long Distance, Inc.

Lawrence J. Ruzicka is Senior Vice President of Centennial Communications Corp., AT&T Mobility Puerto Rico Inc., Beach Holding Corp., and Senior Vice President – Tax of AT&T Inc., AT&T International, LLC, AT&T Corp., and Vice President – Tax of SBC Telecom, Inc.; and 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 of Tax of AT&T Corp.; and 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 Centennial Communications Corp., AT&T Corp., AT&T Mobility Puerto Rico Inc., Beach Holding Corp., AT&T Teleholdings, Inc., and SBC Telecom, Inc.; and also 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 Centennial Communications Corp., AT&T Mobility Puerto Rico Inc., Beach Holding Corp.; and 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., SBC Telecom, Inc.; and AT&T Global Network Services Norge LLC, AT&T Global Network Services International, Inc., AT&T Global Network Services Venezuela, LLC, AT&T Japan LLC. Stacy W. Roth is Assistant Treasurer of AT&T Corp., SBC Telecom, Inc., AT&T Mobility Puerto Rico Inc., AT&T Teleholdings, Inc., and AT&T International, LLC; and 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. Richard G. Dennis is Vice President and Assistant Secretary of AT&T Corp; and is Vice President of AT&T Japan LLC, and is also President and Secretary of AT&T Global Network Services International, Inc., AT&T Global Network Services Norge LLC and AT&T Global Network Services Venezuela LLC.

Of the countries where the Americas-II cable lands, the Applicants are affiliated with foreign carriers in Brazil and Venezuela, both of which countries are WTO members.⁶

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.

Certifications Under Section 1.767(a)(9)

AT&T 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,

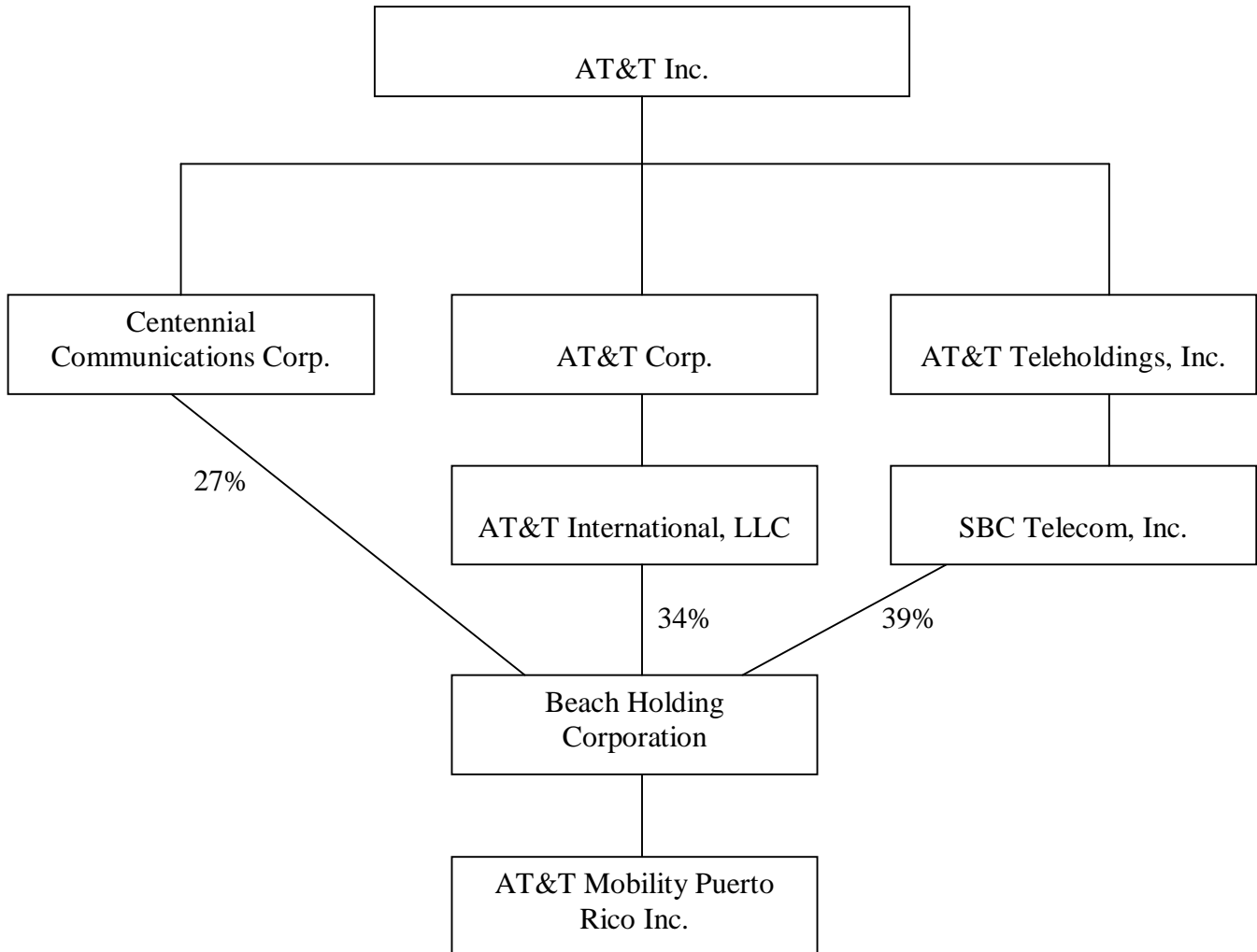
_____/s/
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_____/s/
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June 2, 2015

⁶ See http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm (last visited May 21, 2015).

Pre-Reorganization



Post-Reorganization

