considered the recommendation of the Interdisciplinary Review Team.

Lease nominations must, at a minimum, contain the following information:

(1) Name, address, and telephone number of the applicant, and the representative of the applicant, who will be responsible for conducting the operational activities;

(2) Statement of qualifications to hold a mineral lease under the Mineral Leasing Act of 1920. Qualification requirements can be found in 43 CFR subpart 3902;

(3) Description of the lands, not to exceed 160 acres, together with any rights-of-way required to support the development of the oil shale R, D and D lease;

(4) A description of any additional lands you request be reserved for a preference right lease, adjacent to your R, D and D lease area and not exceeding 480 acres;

(5) A narrative description of the proposed methodology for recovering oil from oil shale, including a description of all equipment and facilities needed to support the proposed technology;

(6) A narrative description of the results of laboratory and/or field tests of the proposed technology;

(7) A schedule of operations for the life of the R, D and D project and proposed plan for processing, marketing, and delivering the shale oil to the market;

(8) A map of existing land use authorizations on the nominated acreage;

(9) Estimated shale oil and/or oil shale resources within the acreage of the nominated R, D and D parcel and the preference right area;

(10) The method of shale oil storage and the method of spent oil shale disposal;

(11) A description of any interim environmental mitigation and reclamation;

(12) The method of final reclamation and abandonment and associated projected costs of final reclamation;

(13) Proof of investment capacity to fund the proposed project;

(14) A description of the commitments of partners, if any;

(15) A statement from a surety qualified to furnish bonds to the United States Government of the bond amount for which the applicant qualifies under the surety's underwriting criteria;

(16) A non-refundable application fee of $6,500;

(17) Information that demonstrates the potential to:

(a) Minimize water usage;

(b) Protect surface and subsurface waters;

(c) Minimize life cycle greenhouse gas emissions and air pollution, including fugitive dust emissions;

(d) Capture and use natural gas onsite;

(e) Employ carbon capture and sequestration technology;

(f) Employ renewable energy and energy efficient technologies;

(g) Avoid and minimize impact on wildlife and habitat; and

(h) Minimize surface disturbance for roads and infrastructure/facilities.

Applications submitted for lands within any multi-mineral leasing area must demonstrate the potential capability to extract both shale oil and nahcolite or demonstrate a potential capability to extract one mineral while preserving the other for future recovery.

Applicants should prominently note and segregate any information submitted with their application that contains proprietary information, if the disclosure of this information to the public would cause commercial or financial injury to the applicant's competitive position. The BLM will protect the confidentiality of such information to the extent allowed by law. Any Freedom of Information Act requests for such information will be handled in accordance with the regulations at 43 CFR 2.23.

The lease terms and conditions for this round contain substantial diligence requirements to ensure operational effectiveness and accountability as well as to bring the new technology to the market effectively and efficiently. Specific timeframes are included within which to conduct specified/approved activities such as submitting the Plan of Development, obtaining state permits, developing infrastructure, and submitting required quarterly reports. As long as the lessee is not selling oil shale products or producing commercial quantities from the leasehold, no royalty will be collected during the lease term.

The BLM may issue a commercial lease, if at all, only after: (1) The lessee demonstrates that the applicant's technology tested in the original lease of up to 160 acres has the ability to produce shale oil in commercial quantities; (2) The BLM complies with NEPA and concludes through its evaluation under NEPA that commercial scale operations of the applicant's technology at that site do not pose environmental or social risks unacceptable to the BLM; (3) The lessee secures adequate bonding to cover all costs associated with reclamation and abandonment of the expanded lease area; (4) The lessee pays a bonus based on the fair market value of the lease to be determined by the BLM; and (5) The lessee, in conjunction with BLM, consults with State and local governments and affected tribes on a strategy to mitigate socioeconomic impacts, including, but not limited to, the infrastructure to accommodate the required workforce.

If the BLM issues a commercial lease, the lessee would have the exclusive right to acquire, along with the R, D and D lease area, lease rights to any or all portions of the preference lease area up to a total of 640 contiguous acres, upon compliance with the terms and conditions specified in the R, D and D lease agreement. Any commercial lease shall be subject to payment of rents and royalties at rates established in compliance with statutes and regulations in effect at the time of conversion.

The BLM will accept only one application per entity. A lessee may propose an amended plan of development if its research indicates that a different technology would more effectively achieve production in commercial quantities.

The non-refundable application processing fee has increased from $2,000 to $6,500 per application to cover the anticipated cost of processing these applications.

Robert V. Abbey,

Director, Bureau of Land Management.

[FR Doc. E9–26440 Filed 11–2–09; 8:45 am]

BILLING CODE 4310–84–P

DEPARTMENT OF JUSTICE

Antitrust Division

United States et al. V. AT&T Inc. et al.; Proposed Final Judgment and Competitive Impact Statement

Notice is hereby given pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. 16(b)–(h), that a proposed Final Judgment, Stipulation and Competitive Impact Statement have been filed with the United States District Court for the District of Columbia in *United States of America et al.* v. *AT&T et al.,* Civil Action No. 09–1932 (HHK). On October 13, 2009, the United States filed a Complaint alleging that the proposed acquisition by AT&T of the mobile wireless telecommunications business assets of Centennial Communications Corp. would violate Section 7 of the Clayton Act, 15 U.S.C. 18. The proposed Final Judgment, filed the same time as the Complaint, requires the divestiture of mobile wireless telecommunications

services businesses for certain areas in the states of Louisiana and Mississippi.

Copies of the Complaint, proposed Final Judgment and Competitive Impact Statement are available for inspection at the Department of Justice, Antitrust Division, Antitrust Documents Group, 450 Fifth Street, NW., Suite 1010, Washington, DC 20530 (telephone: 202–514–2481), on the Department of Justice's Web site at: *http://www.usdoj.gov/atr,* and at the Office of the Clerk of the United States District Court for the District of Columbia. Copies of these materials may be obtained from the Antitrust Division upon request and payment of the copying fee set by Department of Justice regulations.

Public comment is invited within 60 days of the date of this notice. Such comments, and responses thereto, will be published in the **Federal Register** and filed with the Court. Comments should be directed to Nancy Goodman, Chief, Telecommunications and Media Enforcement Section, Antitrust Division, Department of Justice, 450 Fifth Street, NW., Suite 7000, Washington, DC 20530, (telephone: 202–514–5621).

Patricia A. Brink,

Deputy Director of Operations.

In the United States District Court for the District of Columbia

United States of America, Department of Justice, Antitrust Division, 450 5th Street, NW., Suite 7000, Washington, DC 20530; and State of Louisiana, Office of the Attorney General 1885 North Third Street Baton Rouge, Louisiana 70802; Plaintiffs, v. AT&T Inc., One AT&T Plaza, 208 South Akard Street, Dallas, Texas 75202; and Centennial Communications Corp., 3349 Route 138, Wall, New Jersey 07719; Defendants.

Civil No. 1:09–cv–01932–JDB
Filed: October 13, 2009

Complaint

The United States of America, acting under the direction of the Attorney General of the United States, and the State of Louisiana, by its Attorney General James D. ''Buddy'' Caldwell, bring this civil action to enjoin the merger of two telecommunications services providers, AT&T Inc. (''AT&T'') and Centennial Communications Corp. (''Centennial''), and to obtain equitable and other relief as appropriate. Plaintiffs allege as follows:

I. Nature of the Action

1. AT&T entered into an agreement to acquire Centennial, dated November 7, 2008, under which the two companies would combine their telecommunications services businesses (''Transaction Agreement''). Plaintiffs seek to enjoin this transaction because it will substantially lessen competition in mobile wireless telecommunications services in the following eight geographic markets: the Lafayette LA MSA (CMA 174); Alexandria LA MSA (CMA 205); LA RSA 3 (CMA 456); LA RSA 5 (CMA 458); LA RSA 6 (CMA 459); LA RSA 7 (CMA 460); MS RSA 8 (CMA 500); and MS RSA 9 (CMA 501).

2. AT&T provides mobile wireless telecommunications services in 50 states and serves in excess of 79.6 million subscribers. Centennial provides mobile wireless telecommunications services in six states, Puerto Rico, and the United States Virgin Islands, and serves approximately 1.1 million wireless customers. AT&T and Centennial are two of only a few providers of mobile wireless telecommunications services in the eight geographic markets in Louisiana and Mississippi identified above. Unless this acquisition is enjoined, consumers of mobile wireless telecommunications services residing in these areas likely will face increased prices, diminished quality or quantity of services, and less investment in network improvements for mobile wireless telecommunications services. Accordingly, AT&T's acquisition of Centennial would violate Section 7 of the Clayton Act, 15 U.S.C. 18.

II. Jurisdiction and Venue

3. This Complaint is filed by the United States under Section 15 of the Clayton Act, 15 U.S.C. 25, to prevent and restrain defendants from violating Section 7 of the Clayton Act, as amended, 15 U.S.C. 18. Plaintiff Louisiana, by and through its Attorney General, brings this action in its respective sovereign capacity and as parens patriae on behalf of the citizens, general welfare, and economy of Louisiana under Section 16 of the Clayton Act, 15 U.S.C. 26, to prevent defendants from violating Section 7 of the Clayton Act, 15 U.S.C. 18.

4. AT&T and Centennial are engaged in interstate commerce and in activities substantially affecting interstate commerce. The Court has jurisdiction over this action pursuant to Sections 15 and 16 of the Clayton Act, 15 U.S.C. 25 and 26, and 28 U.S.C. 1331 and 1337.

5. The defendants have consented to personal jurisdiction and venue in this judicial district.

III. The Defendants and the Transaction

6. AT&T, with headquarters in Dallas, Texas, is a corporation organized and existing under the laws of the State of Delaware. AT&T is one of the world's largest providers of communications services. AT&T is the second largest mobile wireless telecommunications services provider in the United States as measured by subscribers, provides mobile wireless telecommunications services in 50 states, and serves in excess of 79 million wireless subscribers. In 2008, AT&T earned mobile wireless telecommunications services revenues in excess of $44 billion, and its total revenues were in excess of $124 billion.

7. Centennial, with headquarters in Wall, New Jersey, is a corporation organized and existing under the laws of the State of Delaware. Centennial is the eighth-largest mobile wireless telecommunications services provider in the United States as measured by subscribers, and provides mobile wireless telecommunications services in six states, Puerto Rico, and the United States Virgin Islands. In Puerto Rico, Centennial is also a competitive local exchange carrier, providing voice, data and connectivity solutions to residential, telecommunications carrier, and enterprise customers. For the fiscal year ending May 31, 2009, Centennial had approximately 1.1 million wireless subscribers and approximately 694,900 access line equivalents in Puerto Rico, and earned approximately $1 billion in revenues.

8. Pursuant to the Transaction Agreement, AT&T will acquire Centennial for approximately $944 million. If this transaction is consummated, AT&T and Centennial combined would have approximately 80 million wireless subscribers in the United States, with approximately $45 billion in mobile wireless telecommunications services revenues.

IV. Trade and Commerce

A. Nature of Trade and Commerce

9. Mobile wireless telecommunications services allow customers to make and receive telephone calls and obtain data services using radio transmissions without being confined to a small area during the call or data session, and without the need for unobstructed line-of-sight to the radio tower. Mobility is highly valued by customers, as demonstrated by the more than 270 million people in the United States who own mobile wireless telephones. In 2008, revenues from the sale of mobile wireless telecommunications services in the United States were over $148 billion. To provide service, mobile wireless telecommunications services providers must deploy extensive networks of switches, radio transmitters, and receivers and interconnect their networks with the networks of wireline carriers and other mobile wireless telecommunications services providers.

10. In the early to mid-1980s, the FCC issued two cellular licenses in the 800 MHz band for each Metropolitan Statistical Area (''MSA'') and Rural Service Area (''RSA'') (collectively, ''Cellular Market Areas'' or ''CMAs''), totaling 734 CMAs covering the entire United States. The first mobile wireless voice systems using this cellular spectrum were based on analog technology, now referred to as first-generation or ''1G'' technology.

11. In 1995, the FCC licensed additional spectrum for the provision of Personal Communications Services (''PCS''), a category of services that includes mobile wireless telecommunications services comparable to those offered by cellular licensees. These licenses are in the 1,900 MHz band and are divided into six blocks which are divided among Major Trading Areas (''MTAs'') and Basic Trading Areas (''BTAs''). MTAs and BTAs do not generally correspond to MSAs and RSAs.

12. With the introduction of the PCS licenses, both cellular and PCS licensees began offering digital services, thereby increasing network capacity, shrinking the size of handsets, and extending handset battery life. Although there are a number of providers holding spectrum licenses in each

area of the country, not all providers have fully built out their networks throughout each license area. In particular, because of the characteristics of PCS spectrum, providers holding this type of spectrum generally have found it less attractive to build out in rural areas.

13. Today, more than 95 percent of the total U.S. population lives in counties where three or more mobile wireless telecommunications services operators offer service. Nearly all mobile wireless voice services have migrated from analog to digital-based second-generation or ''2G'' technologies, using GSM (global standard for mobility) or CDMA (code division multiple access). More advanced technologies (''2.5G'' and ''3G'') have also been widely deployed for mobile wireless data services. Wireless carriers are in the process of evaluating, testing, and deploying even more advanced wireless data technologies, such as WiMAX and Long Term Evolution, which will offer higher data transmission rates.

B. Relevant Product Market

14. Mobile wireless telecommunications services is a relevant product market. Mobile wireless telecommunications services include both voice and data services provided over a radio network and allow customers to maintain their telephone calls or data sessions without wires when traveling. There are no cost-effective alternatives to mobile wireless telecommunications services. Because fixed wireless services are not mobile, they are not regarded by consumers of mobile wireless telecommunications services to be a reasonable substitute for those services. It is unlikely that a sufficient number of customers would switch away from mobile wireless telecommunications services to make a small but significant price increase in those services unprofitable. Mobile wireless telecommunications services accordingly is a relevant product market under Section 7 of the Clayton Act, 15 U.S.C. 18.

C. Relevant Geographic Markets

15. The United States comprises numerous local geographic markets for mobile wireless telecommunications services. A large majority of customers use mobile wireless telecommunications services in close proximity to their workplaces and homes. Thus, customers purchasing mobile wireless telecommunications services choose among mobile wireless telecommunications services providers that offer services where they live, work, and travel on a regular basis. The geographic areas in which the FCC has licensed mobile wireless telecommunications services providers often represent the core of the business and social spheres within which a group of customers has the same competitive choices for mobile wireless telephone services. The number of and identity of mobile wireless telecommunications services providers varies among geographic areas, as does the quality of services and breadth of geographic coverage offered by providers. Some mobile wireless telecommunications services providers can and do offer different promotions, discounts, calling plans, and equipment subsidies in different geographic areas, varying their prices by geographic area.

16. The relevant geographic markets, under Section 7 of the Clayton Act, 15 U.S.C. 18, where the transaction would substantially lessen competition for mobile wireless telecommunications services are effectively represented by the following FCC spectrum licensing areas: Lafayette LA MSA (CMA 174); Alexandria LA MSA (CMA 205); LA RSA 3 (CMA 456); LA RSA 5 (CMA 458); LA RSA 6 (CMA 459); LA RSA 7 (CMA 460); MS RSA 8 (CMA 500); and MS RSA 9 (CMA 501). It is unlikely that a sufficient number of customers would switch to mobile wireless telecommunications services providers who do not offer services in these geographic areas to make a small but significant price increase in the relevant geographic markets unprofitable.

D. Anticompetitive Effects

1. Mobile Wireless Telecommunications Services

17. In seven of the eight cellular license areas described above, AT&T and Centennial are significant providers of mobile wireless telecommunications services (based on subscribers), and together their combined share in each area ranges from 51% to 89%. The eighth area, MS RSA 9, is rural. In MS RSA 9, AT&T and Centennial hold a large portion of the cellular licenses covering the CMA and have fairly extensive networks. Providers have found that cellular spectrum, given its characteristics, is more efficient in serving rural areas. Consequently, the holders of PCS licenses in MS RSA 9 have not fully constructed their networks throughout the CMA, opting instead to serve only a few areas where the population density is higher or there are major highways. The PCS spectrum holders are weak competitors and will remain so in the portions of MS RSA 9 where the merging parties will hold all the cellular spectrum post-merger. Thus, in each of the eight relevant geographic markets, AT&T and Centennial are the other's closest competitor for a significant set of customers.

18. The relevant geographic markets for mobile wireless services are highly concentrated. As measured by the Herfindahl-Hirschman Index (''HHI''), which is commonly employed in merger analysis and is defined and explained in Appendix A to this Complaint, concentration in these geographic areas today ranges from over 2,900 to more than 6,576, which is well above the 1,800 threshold at which plaintiffs consider a market to be highly concentrated. After AT&T's proposed acquisition of Centennial is consummated, the HHIs in the relevant geographic areas will range from over 4,500 to more than 8,100, with increases in the HHI as a result of the merger ranging from over 200 to over 3,350, significantly beyond the thresholds at which plaintiffs consider a transaction likely to cause competitive harm.

19. Competition between AT&T and Centennial in the relevant geographic markets has resulted in lower prices and higher quality in mobile wireless telecommunications services than otherwise would have existed in these geographic markets. In these areas, consumers consider AT&T and Centennial to be particularly attractive competitors because other providers' networks often lack coverage or provide lower-quality service. If the proposed acquisition is consummated, competition between AT&T and Centennial in mobile wireless telecommunications services will be eliminated in these markets and the relevant markets for mobile wireless telecommunications services will become substantially more concentrated. As a result, the loss of competition between AT&T and Centennial increases the merged firm's incentive and ability in the relevant geographic markets to increase prices, diminish the quality or quantity of services provided, and refrain from or delay making investments in network improvements.

2. Entry

20. Entry by a new mobile wireless services provider in the relevant geographic markets would be difficult, time-consuming, and expensive, requiring spectrum licenses and the build out of a network. Therefore, any entry in response to a small but significant price increase for mobile wireless telecommunications services by the merged firm in the relevant geographic markets would not be timely, likely, or sufficient to thwart the competitive harm resulting from AT&T's proposed acquisition of Centennial, if it were consummated. Although the FCC recently auctioned more spectrum that can be used for mobile wireless telecommunications services, it is unlikely that networks will be constructed using this spectrum to support entry in the relevant geographic markets in the next two to three years due to the largely rural nature of the areas and build out costs.

V. Violation Alleged

21. The effect of AT&T's proposed acquisition of Centennial, if it were to be consummated, may be substantially to lessen competition in interstate trade and commerce in the relevant geographic markets for mobile wireless telecommunications services in violation of Section 7 of the Clayton Act, 15 U.S.C. 18.

22. Unless restrained, the transaction will likely have the following effects in mobile wireless telecommunications services in the relevant geographic markets, among others:

a. Actual and potential competition between AT&T and Centennial will be eliminated;

b. Competition in general will be lessened substantially;

c. Prices are likely to increase;

d. The quality and quantity of services are likely to decrease; and

e. Incentives to improve wireless networks will be reduced.

VI. Requested Relief

The plaintiffs request:

23. That AT&T's proposed acquisition of Centennial be adjudged to violate Section 7 of the Clayton Act, 15 U.S.C. 18;

24. That defendants be permanently enjoined from and restrained from carrying out the Agreement and Plan of Merger dated November 7, 2008, or from entering into or carrying out any agreement, understanding, or plan, the effect of which would be to bring the telecommunications businesses of

Centennial under common ownership or control;

25. That plaintiffs be awarded their costs of this action; and

26. That plaintiffs have such other relief as the Court may deem just and proper.

Dated: October 13, 2009.

Respectfully submitted,

FOR PLAINTIFF UNITED STATES OF AMERICA

_____\s_____

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FOR PLAINTIFF STATE OF LOUISIANA

STATE OF LOUISIANA

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Appendix A —Herfindahl-Hirschman Index

''HHI'' means the Herfindahl-Hirschman Index, a commonly accepted measure of market concentration. It is calculated by squaring the market share of each firm competing in the market and then summing the resulting numbers. For example, for a market consisting of four firms with shares of 30, 30, 20, and 20 percent, the HHI is 2,600 ($30^2 + 30^2 + 20^2 + 20^2 = 2{,}600$). (Note: Throughout the Complaint, market share percentages have been rounded to the nearest whole number, but HHIs have been estimated using unrounded percentages in order to accurately reflect the concentration of the various markets.) The HHI takes into account the relative size distribution of the firms in a market and approaches zero when a market consists of a large number of small firms. The HHI increases both as the number of firms in the market decreases and as the disparity in size between those firms increases.

Markets in which the HHI is between 1,000 and 1,800 points are considered to be moderately concentrated, and those in which the HHI is in excess of 1,800 points are considered to be highly concentrated. *See Horizontal Merger Guidelines* ¶ 1.51 (revised Apr. 8, 1997). Transactions that increase the HHI by more than 100 points in concentrated markets presumptively raise antitrust concerns under the guidelines issued by the U.S. Department of Justice and Federal Trade Commission. *See id.*

In the United States District Court for the District of Columbia

United States of America, and State of Louisiana, Plaintiffs, v. *AT&T Inc., and Centennial Communications Corp., Defendants. Filed: 10/13/09 No. 09 1932*

[Proposed] Final Judgment

Whereas, plaintiffs, United States of America and State of Louisiana, filed their Complaint on October 13, 2009, plaintiffs and defendants, AT&T Inc. (''AT&T'') and Centennial Communications Corp. (''Centennial''), by their respective attorneys, have consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law, and without this Final Judgment constituting any evidence against or admission by any party regarding any issue of fact or law;

And whereas, defendants agree to be bound by the provisions of this Final Judgment pending its approval by the Court;

And whereas, the essence of this Final Judgment is the prompt and certain divestiture of certain rights or assets by defendants to assure that competition is not substantially lessened;

And whereas, plaintiffs require defendants to make certain divestitures for the purpose of remedying the loss of competition alleged in the Complaint;

And whereas, defendants have represented to plaintiffs that the divestitures required below can and will be made, and that defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained below;

Now therefore, before any testimony is taken, without trial or adjudication of any issue of fact or law, and upon consent of the parties, it is ordered, adjudged and decreed:

I. Jurisdiction

This Court has jurisdiction over the subject matter of and each of the parties to this action. The Complaint states a claim upon which relief may be granted against defendants under Section 7 of the Clayton Act, as amended (15 U.S.C. 18).

II. Definitions

As used in this Final Judgment:

A. ''Acquirer'' or ''Acquirers'' means the entity or entities to whom defendants divest the Divestiture Assets.

B. ''AT&T'' means AT&T Inc., a Delaware corporation, with headquarters in Dallas, Texas, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

C. ''Centennial'' means Centennial Communications Corp., a Delaware corporation, with its headquarters in Wall, New Jersey, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

D. ''CMA'' means cellular market area which is used by the Federal Communications Commission (''FCC'') to define cellular license areas and which consists of Metropolitan Statistical Areas (''MSAs'') and Rural Service Areas (''RSAs'').

E. ''Divestiture Assets'' means each mobile wireless telecommunications services business to be divested under this Final Judgment, including all types of assets, tangible and intangible, used by Centennial in the operation of its mobile wireless telecommunications services businesses in each of the following CMA license areas:

1. Lafayette LA MSA (CMA 174);
2. Alexandria LA MSA (CMA 205);
3. LA RSA 3 (CMA 456);
4. LA RSA 5 (CMA 458);
5. LA RSA 6 (CMA 459);
6. LA RSA 7 (CMA 460);
7. MS RSA 8 (CMA 500); and
8. MS RSA 9 (CMA 501).

The term ''Divestiture Assets'' shall also include all types of assets, tangible and intangible, used by Centennial in the operation of its mobile wireless telecommunications services business in the Lake Charles MSA (CMA 197), if plaintiff United States in its sole discretion, after consultation with plaintiff State of Louisiana, determines that defendants must divest Centennial's mobile wireless telecommunications services businesses in the Lake Charles MSA (CMA 197) to ensure a successful divestiture of the Divestiture Assets in the Lafayette LA MSA (CMA 174), LA RSA 5 (CMA 458), LA RSA 6 (CMA 459), and LA RSA 7 (CMA 460). To ensure that the divested mobile wireless telecommunications services businesses remain viable, ongoing businesses, the term ''Divestiture Assets'' shall be construed broadly to accomplish the complete divestiture of the entire mobile wireless telecommunications services business of Centennial in each of the CMA license areas being divested.

The Divestiture Assets shall include, without limitation, all types of real and personal property, monies and financial instruments, equipment, inventory, office furniture, fixed assets and furnishings, supplies and materials, contracts, agreements, leases, commitments, spectrum licenses issued by the FCC and all other licenses, permits and authorizations, operational support systems, cell sites, network infrastructure, switches, customer support and billing systems, interfaces with other service providers, business and customer records and information, customer contracts, customer lists, credit records,

accounts, and historic and current business plans that relate primarily to the mobile wireless telecommunications services businesses being divested, as well as any patents, licenses, sub-licenses, trade secrets, know-how, drawings, blueprints, designs, technical and quality specifications and protocols, quality assurance and control procedures, manuals and other technical information defendants supply to their own employees, customers, suppliers, agents, or licensees, and trademarks, trade names and service marks or other intellectual property that relate primarily to the mobile wireless telecommunications services businesses being divested, including: (i) Any intellectual property created during the time period that the Divestiture Assets are operated by a Management Trustee or Divestiture Trustee; and (ii) all intellectual property rights under third-party licenses that are capable of being transferred to the Acquirer(s) either in their entirety, for assets described in (a) below, or through a license obtained through or from defendants, for assets described in (b) below. The Divestiture Assets shall also include 1) Multi-line Consumer Customer contracts if the account billing address is located within any of the CMAs where assets are required to be divested, and 2) Multi-line Business Customer contracts if the primary business address for that customer is located within any of the license areas where assets are required to be divested, and further, any subscriber who obtains mobile wireless telecommunications services through any Multi-line Business Customer contract retained by defendants and who is located within the license areas identified above, shall be given the option to terminate its relationship with defendants, without financial cost, at any time within one year of the closing of the Transaction. Defendants shall provide written notice to these Multi-line Business Customers within 45 days after the closing of the Transaction of the option to terminate.

The divestiture of the Divestiture Assets shall be accomplished by:

a. Transferring to the Acquirer(s) the complete ownership and/or other rights to the assets (other than those assets used substantially in the operations of defendants' overall mobile wireless telecommunications services business that must be retained to continue the existing operations of the wireless properties that defendants are not required to divest, and that either are not capable of being divided between the divested mobile wireless telecommunications services businesses and those not divested, or are assets that the defendants and the Acquirer(s) agree, subject to the approval of plaintiff United States, shall not be divided); and

b. Granting to the Acquirer(s) an option to obtain a non-exclusive, transferable license from defendants for a reasonable period, subject to the approval of plaintiff United States, and at the election of the Acquirer(s), to use any of defendants' retained assets under paragraph (a) above used in operating the mobile wireless telecommunications services businesses being divested, so as to enable the Acquirer(s) to continue to operate the divested mobile wireless telecommunications services businesses without impairment. Defendants shall identify in a schedule submitted to plaintiff United States and filed with the Court as expeditiously as possible following the filing of the Complaint, and in any event prior to any divestiture and before the approval by the Court of this Final Judgment, any and all intellectual property rights under third-party licenses that are used by the mobile wireless telecommunications services businesses being divested that defendants could not transfer to the Acquirer(s) entirely or by license without third-party consent, the specific reasons why such consent is necessary, and how such consent would be obtained for each asset.

F. ''Multi-line Business Customer'' means a corporate or business customer that contracts with a defendant for the provision of mobile wireless telecommunications services to the corporate or business customers' employees or members over multiple devices.

G. ''Multi-line Consumer Customer'' means a consumer that contracts with a defendant for the provision of mobile wireless telecommunications services to the consumer and the consumer's family or group members over multiple devices.

H. ''Transaction'' means the Agreement and Plan of Merger among AT&T Inc., Independence Merger Sub Inc., and Centennial Communications Corp., dated November 7, 2008.

III. Applicability

A. This Final Judgment applies to defendants AT&T and Centennial, as defined above, and all other persons in active concert or participation with any of them who receive actual notice of this Final Judgment by personal service or otherwise.

B. If, prior to complying with Section IV and V of this Final Judgment, defendants sell or otherwise dispose of all or substantially all of their assets or of lesser business units that include the Divestiture Assets, they shall require the purchaser to be bound by the provisions of this Final Judgment. Defendants need not obtain such an agreement from the acquirer(s) of the assets divested pursuant to this Final Judgment.

IV. Divestitures

A. Defendants are ordered and directed, within 120 days after consummation of the Transaction, or five calendar days after notice of the entry of this Final Judgment by the Court, whichever is later, to divest the Divestiture Assets in a manner consistent with this Final Judgment to an Acquirer or Acquirers acceptable to plaintiff United States in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, or, if applicable, to a Divestiture Trustee designated pursuant to Section V of this Final Judgment. Plaintiff United States, in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, may agree to one or more extensions of this time period not to exceed 60 calendar days in total, and shall notify the Court in such circumstances. With respect to divestiture of the Divestiture Assets by defendants or the Divestiture Trustee, if applications have been filed or are on file with the FCC within the period permitted for divestiture seeking approval to assign or transfer licenses to the Acquirer(s) of the Divestiture Assets, but an order or other dispositive action by the FCC on such applications has not been issued before the end of the period permitted for divestiture, the period shall be extended with respect to divestiture of those Divestiture Assets for which FCC approval has not been issued until five days after such approval is received. Defendants agree to use their best efforts to accomplish the divestitures set forth in this Final Judgment and to seek all necessary regulatory approvals as expeditiously as possible. This Final Judgment does not limit the FCC's exercise of its regulatory powers and process with respect to the Divestiture Assets. Authorization by the FCC to conduct the divestiture of a Divestiture Asset in a particular manner will not modify any of the requirements of this Final Judgment.

B. In accomplishing the divestitures ordered by this Final Judgment, defendants shall promptly make known, if they have not already done so, by usual and customary means, the availability of the Divestiture Assets. Defendants shall inform any person making inquiry regarding a possible purchase of the Divestiture Assets that they are being divested pursuant to this Final Judgment and provide that person with a copy of this Final Judgment. Defendants shall offer to furnish to all prospective Acquirers, subject to customary confidentiality assurances, all information and documents relating to the Divestiture Assets customarily provided in a due diligence process except such information or documents subject to the attorney-client or work product privileges. Defendants shall make available such information to plaintiffs at the same time that such information is made available to any other person. Notwithstanding the provisions of this paragraph, with the consent of plaintiff United States in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, the defendants may enter into exclusive negotiations to sell all or any part of the Divestiture Assets and may limit their obligations under this paragraph to the provision of information to a single potential buyer for the duration of those negotiations.

C. Defendants shall provide the Acquirer(s) and plaintiffs information relating to the personnel involved in the operation, development, and sale or license of the Divestiture Assets to enable the Acquirer(s) to make offers of employment. Defendants will not interfere with any negotiations by the Acquirer(s) to employ any defendant employee whose primary responsibility is the operation, development, or sale or license of the Divestiture Assets.

D. Defendants shall permit prospective Acquirers of the Divestiture Assets to have reasonable access to personnel and to make inspections of the Divestiture Assets; access to any and all environmental, zoning, and other permit documents and information; and access to any and all financial,

operational, and other documents and information customarily provided as part of a due diligence process.

E. Defendants shall warrant to the Acquirer(s) that (1) the Divestiture Assets will be operational on the date of sale, and (2) every wireless spectrum license that relates to the mobile wireless telecommunications services business being divested is in full force and effect on the date of sale.

F. Defendants shall not take any action that will impede in any way the permitting, licensing, operation, or divestiture of the Divestiture Assets.

G. Defendants shall warrant to the Acquirer(s) of the Divestiture Assets that there are no material defects in the environmental, zoning, licensing or other permits pertaining to the operation of each asset and that following the sale of the Divestiture Assets, defendants will not undertake, directly or indirectly, any challenges to the environmental, zoning, licensing or other permits relating to the operation of the Divestiture Assets.

H. Unless plaintiff United States, in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, otherwise consents in writing, the divestitures pursuant to Section IV, or by a Divestiture Trustee appointed pursuant to Section V, of this Final Judgment, shall include the entire Divestiture Assets, and shall be accomplished in such a way as to satisfy plaintiff United States in its sole discretion that these assets can and will be used by the Acquirer(s) as part of a viable, ongoing business engaged in the provision of mobile wireless telecommunications services. The divestiture of the Divestiture Assets, whether pursuant to Section IV or Section V of this Final Judgment:

1. Shall be made to an Acquirer or Acquirers that, in plaintiff United States' sole judgment, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, has the intent and capability (including the necessary managerial, operational, technical, and financial capability) of competing effectively in the provision of mobile wireless telecommunications services; and

2. Shall be accomplished so as to satisfy plaintiff United States in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, that none of the terms of any agreement between an Acquirer(s) and defendants shall give defendants the ability unreasonably to raise the Acquirer's costs, to lower the Acquirer's efficiency, or otherwise to interfere with the ability of the Acquirer to compete effectively.

I. The Divestiture Assets listed in each numbered subsection below shall be divested together to a single Acquirer, provided that it is demonstrated to the sole satisfaction of plaintiff United States, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, that the Divestiture Assets will remain viable and the divestiture of such assets will remedy the competitive harm alleged in the Complaint:

1. Northern Louisiana
a. Alexandria MSA (CMA 205);
b. LA RSA 3 (CMA 456);
2. Southern Louisiana
a. Lafayette MSA (CMA 174);
b. LA RSA 5 (CMA 458);
c. LA RSA 6 (CMA 459);
d. LA RSA 7 (CMA 460); and
3. Mississippi
a. MS RSA 8 (CMA 500);
b. MS RSA 9 (CMA 501).

Further, if defendants are required to divest Centennial's mobile wireless telecommunications services business in Lake Charles MSA (CMA 197) as part of the Divestiture Assets, these assets must be divested to the Acquirer of the Southern Louisiana Divestiture Assets as defined in the second numbered subsection above. In addition to the foregoing, nothing in this section shall be construed as limiting the ability of an Acquirer to purchase the assets in more than one numbered subsection, and defendants shall be required to consider bids from potential acquirers that are contingent on the acquisition of all of the assets in more than one of the numbered subsections. With the written approval of plaintiff United States, in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, defendants or the Divestiture Trustee may sell, to a single acquirer, fewer than all of the assets contained in the numbered subsections above, to facilitate prompt divestiture to an acceptable Acquirer(s).

J. At the option of the Acquirer(s) of the Divestiture Assets, defendants shall enter into a contract for transition services customarily provided in connection with the sale of a business providing mobile wireless telecommunications services or intellectual property licensing sufficient to meet all or part of the needs of the Acquirer(s) for a period of up to one year. Plaintiff United States, in its sole discretion, may agree to one or more three- to six-month extensions of this one-year time period upon providing notice to the Court. The terms and conditions of any contractual arrangement meant to satisfy this provision must be reasonably related to market conditions.

K. To the extent that the Divestiture Assets use intellectual property, as required to be identified by Section II.D, that cannot be transferred or assigned without the consent of the licensor or other third parties, defendants shall use their best efforts to obtain those consents.

V. Appointment of Divestiture Trustee

A. If defendants have not divested the Divestiture Assets within the time period specified in Section IV.A, defendants shall notify plaintiff United States, and with respect to the Divestiture Assets in Louisiana plaintiff State of Louisiana, of that fact in writing, specifically identifying the Divestiture Assets that have not been divested. Upon application of plaintiff United States, and after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, the Court shall appoint a Divestiture Trustee selected by plaintiff United States and approved by the Court to effect the divestiture of the Divestiture Assets. The Divestiture Trustee will have all the rights and responsibilities of the Management Trustee who may be appointed pursuant to the Preservation of Assets Stipulation and Order, and will be responsible for:

1. Accomplishing divestiture of all Divestiture Assets transferred to the Divestiture Trustee from defendants, in accordance with the terms of this Final Judgment, to an Acquirer(s) approved by plaintiff United States, in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, under Section IV.A of this Final Judgment; and

2. Exercising the responsibilities of the licensee of any transferred Divestiture Assets, and controlling and operating any transferred Divestiture Assets, to ensure that the businesses remain ongoing, economically viable competitors in the provision of mobile wireless telecommunications services, until they are divested to an Acquirer(s), and the Divestiture Trustee shall agree to be bound by this Final Judgment.

B. Defendants shall submit a proposed trust agreement (''Trust Agreement'') to plaintiff United States, which must be consistent with the terms of this Final Judgment and which must receive approval by plaintiff United States in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, who shall communicate to defendants within 10 business days its approval or disapproval of the proposed Trust Agreement, and which must be executed by the defendants and the Divestiture Trustee within five business days after approval by plaintiff United States.

C. After obtaining any necessary approvals from the FCC for the assignment of the licenses of the Divestiture Assets to the Divestiture Trustee, defendants shall irrevocably divest the remaining Divestiture Assets to the Divestiture Trustee, who will own such assets (or own the stock of the entity owning such assets, if divestiture is to be effected by the creation of such an entity for sale to Acquirer) and control such assets, subject to the terms of the approved Trust Agreement.

D. After the appointment of a Divestiture Trustee becomes effective, only the Divestiture Trustee shall have the right to sell the Divestiture Assets. The Divestiture Trustee shall have the power and authority to accomplish the divestiture to an Acquirer(s) acceptable to plaintiff United States, in its sole judgment, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, at such price and on such terms as are then obtainable upon reasonable effort by the Divestiture Trustee, subject to the provisions of Sections IV, V, and VI of this Final Judgment, and shall have such other powers as this Court deems appropriate. Subject to Section V.G of this Final Judgment, the Divestiture Trustee may hire at the cost and expense of defendants the Management Trustee appointed pursuant to the Preservation of Assets Stipulation and Order and any investment bankers, attorneys or

other agents, who shall be solely accountable to the Divestiture Trustee, reasonably necessary in the Divestiture Trustee's judgment to assist in the divestiture.

E. In addition, notwithstanding any provision to the contrary, plaintiff United States, in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, may (1) require defendants to include additional assets, and (2) with the written approval of plaintiff United States, allow defendants to substitute substantially similar assets, which substantially relate to the Divestiture Assets to be divested by the Divestiture Trustee.

F. Defendants shall not object to a sale by the Divestiture Trustee on any ground other than the Divestiture Trustee's malfeasance. Any such objections by defendants must be conveyed in writing to plaintiff United States and the Divestiture Trustee within ten calendar days after the Divestiture Trustee has provided the notice required under Section VI.

G. The Divestiture Trustee shall serve at the cost and expense of defendants, on such terms and conditions as plaintiff United States approves, and shall account for all monies derived from the sale of the assets sold by the Divestiture Trustee and all costs and expenses so incurred. After approval by the Court of the Divestiture Trustee's accounting, including fees for its services and those of any professionals and agents retained by the Divestiture Trustee, all remaining money shall be paid to defendants and the trust shall then be terminated. The compensation of the Divestiture Trustee and any professionals and agents retained by the Divestiture Trustee shall be reasonable in light of the value of the Divestiture Assets and based on a fee arrangement providing the Divestiture Trustee with an incentive based on the price and terms of the divestiture, and the speed with which it is accomplished, but timeliness is paramount.

H. Defendants shall use their best efforts to assist the Divestiture Trustee in accomplishing the required divestitures, including their best efforts to effect all necessary regulatory approvals. The Divestiture Trustee and any consultants, accountants, attorneys, and other persons retained by the Divestiture Trustee shall have full and complete access to the personnel, books, records, and facilities of the businesses to be divested, and defendants shall develop financial and other information relevant to the assets to be divested as the Divestiture Trustee may reasonably request, subject to reasonable protection for trade secret or other confidential research, development, or commercial information. Defendants shall take no action to interfere with or to impede the Divestiture Trustee's accomplishment of the divestitures.

I. After a Divestiture Trustee is appointed, the Divestiture Trustee shall file monthly reports with plaintiff United States, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, and the Court setting forth the Divestiture Trustee's efforts to accomplish the divestitures ordered under this Final Judgment. To the extent such reports contain information that the Divestiture Trustee deems confidential, such reports shall not be filed in the public docket of the Court. Such reports shall include the name, address, and telephone number of each person who, during the preceding month, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the Divestiture Assets, and shall describe in detail each contact with any such person. The Divestiture Trustee shall maintain full records of all efforts made to divest the Divestiture Assets.

J. If the Divestiture Trustee has not accomplished the divestitures ordered under the Final Judgment within six months after its appointment, the Divestiture Trustee shall promptly file with the Court a report setting forth (1) the Divestiture Trustee's efforts to accomplish the required divestitures, (2) the reasons, in the Divestiture Trustee's judgment, why the required divestitures have not been accomplished, and (3) the Divestiture Trustee's recommendations. To the extent such reports contain information that the Divestiture Trustee deems confidential, such reports shall not be filed in the public docket of the Court. The Divestiture Trustee shall at the same time furnish such report to plaintiff United States, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, who shall have the right to make additional recommendations consistent with the purpose of the trust. The Court thereafter shall enter such orders as it shall deem appropriate to carry out the purpose of the Final Judgment, which may, if necessary, include extending the trust and the term of the Divestiture Trustee's appointment by a period requested by plaintiff United States, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana.

K. After defendants transfer the Divestiture Assets to the Divestiture Trustee, and until those Divestiture Assets have been divested to an Acquirer or Acquirers approved by plaintiff United States pursuant to Sections IV.A and IV.H, the Divestiture Trustee shall have sole and complete authority to manage and operate the Divestiture Assets and to exercise the responsibilities of the licensee and shall not be subject to any control or direction by defendants. Defendants shall not use, or retain any economic interest in, the Divestiture Assets transferred to the Divestiture Trustee, apart from the right to receive the proceeds of the sale or other disposition of the Divestiture Assets.

L. The Divestiture Trustee shall operate the Divestiture Assets consistent with the Preservation of Assets Stipulation and Order and this Final Judgment, with control over operations, marketing, and sales. Defendants shall not attempt to influence the business decisions of the Divestiture Trustee concerning the operation and management of the Divestiture Assets, and shall not communicate with the Divestiture Trustee concerning divestiture of the Divestiture Assets or take any action to influence, interfere with, or impede the Divestiture Trustee's accomplishment of the divestitures required by this Final Judgment, except that defendants may communicate with the Divestiture Trustee to the extent necessary for defendants to comply with this Final Judgment and to provide the Divestiture Trustee, if requested to do so, with whatever resources or cooperation may be required to complete divestiture of the Divestiture Assets and to carry out the requirements of the Preservation of Assets Stipulation and Order and this Final Judgment. Except as provided in this Final Judgment and the Preservation of Assets Stipulation and Order, in no event shall defendants provide to, or receive from, the Divestiture Trustee or the mobile wireless telecommunications services businesses any non-public or competitively sensitive marketing, sales, pricing or other information relating to their respective telecommunications businesses.

VI. Notice of Proposed Divestitures

A. Within the later of two (2) business days following (i) the execution of a definitive divestiture agreement, or (ii) the filing of the Complaint in this action, defendants or the Divestiture Trustee, whichever is then responsible for effecting the divestitures required herein, shall notify plaintiff United States, and with respect to the Divestiture Assets in Louisiana, defendants shall notify plaintiff State of Louisiana, in writing of any proposed divestiture required by Section IV or V of this Final Judgment. If the Divestiture Trustee is responsible, it shall similarly notify defendants. The notice shall set forth the details of the proposed divestiture and list the name, address, and telephone number of each person not previously identified who offered or expressed an interest in or desire to acquire any ownership interest in the Divestiture Assets, together with full details of the same.

B. Within 15 calendar days of receipt of notice by plaintiff United States and plaintiff State of Louisiana if notice was given to plaintiff State of Louisiana, plaintiff United States and plaintiff State of Louisiana, if it received notice, may request from defendants, the proposed Acquirer, any other third party, or the Divestiture Trustee, if applicable, additional information concerning the proposed divestiture, the proposed Acquirer, and any other potential Acquirer. Defendants and the Divestiture Trustee shall furnish any additional information requested within 15 calendar days of the receipt of the request, unless the parties shall otherwise agree.

C. Within 30 calendar days after receipt of notice or within 20 calendar days after plaintiff United States and plaintiff State of Louisiana, if it received notice, have been provided the additional information requested from defendants, the proposed Acquirer, any third party, and the Divestiture Trustee, whichever is later, plaintiff United States, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, shall provide written notice to defendants and the Divestiture Trustee, if there is one, stating whether or not it objects to the proposed divestiture. If plaintiff United States provides written notice that it does not object, the divestiture may be consummated, subject

only to defendants' limited right to object to the sale under Section V.F of this Final Judgment. Absent written notice that plaintiff United States does not object to the proposed Acquirer or upon objection by plaintiff United States, a divestiture proposed under Section IV or Section V shall not be consummated. Upon objection by defendants under Section V.F, a divestiture proposed under Section V shall not be consummated unless approved by the Court.

VII. Financing

Defendants shall not finance all or any part of any divestiture made pursuant to Section IV or V of this Final Judgment.

VIII. Preservation of Assets

Until the divestitures required by this Final Judgment have been accomplished, defendants shall take all steps necessary to comply with the Preservation of Assets Stipulation and Order entered by this Court and cease use of the Divestiture Assets during the period that the Divestiture Assets are managed by the Management Trustee. Defendants shall take no action that would jeopardize the divestitures ordered by this Court.

IX. Affidavits

A. Within 20 calendar days of the filing of the Complaint in this matter, and every 30 calendar days thereafter until the divestitures have been completed under Section IV or V, defendants shall deliver to plaintiffs an affidavit as to the fact and manner of its compliance with Section IV or V of this Final Judgment. Each such affidavit shall include the name, address, and telephone number of each person who during the preceding 30 calendar days, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the Divestiture Assets, and shall describe in detail each contact with any such person during that period. Each such affidavit also shall include a description of the efforts defendants have taken to solicit buyers for the Divestiture Assets, and to provide required information to prospective Acquirers, including the limitations, if any, on such information. Assuming the information set forth in the affidavit is true and complete, any objection by plaintiff United States, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, to information provided by defendants, including limitation on information, shall be made within 14 calendar days of receipt of such affidavit.

B. Within 20 calendar days of the filing of the Complaint in this matter, defendants shall deliver to plaintiffs an affidavit that describes in reasonable detail all actions defendants have taken and all steps defendants have implemented on an ongoing basis to comply with Section VIII of this Final Judgment. Defendants shall deliver to plaintiffs an affidavit describing any changes to the efforts and actions outlined in defendants' earlier affidavits filed pursuant to this section within 15 calendar days after the change is implemented.

C. Defendants shall keep all records of all efforts made to preserve and divest the Divestiture Assets until one year after such divestitures have been completed.

X. Compliance Inspection

A. For the purposes of determining or securing compliance with this Final Judgment or whether the Final Judgment should be modified or vacated, and subject to any legally recognized privilege, authorized representatives of the United States Department of Justice (including consultants and other persons retained by plaintiff United States) shall, upon written request of an authorized representative of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendants, be permitted:

1. Access during defendants' office hours to inspect and copy, or at plaintiff United States's option, to require defendants to provide hard copy or electronic copies of, all books, ledgers, accounts, records, data and documents in the possession, custody, or control of defendants, relating to any matters contained in this Final Judgment; and

2. To interview, either informally or on the record, defendants' officers, employees, or agents, who may have their individual counsel present, regarding such matters. The interviews shall be subject to the reasonable convenience of the interviewee and without restraint or interference by defendants.

B. Upon the written request of an authorized representative of the Assistant Attorney General in charge of the Antitrust Division, defendants shall submit written reports or response to written interrogatories, under oath if requested, relating to any of the matters contained in this Final Judgment as may be requested.

C. No information or documents obtained by the means provided in this section shall be divulged by plaintiff United States to any person other than an authorized representative of the executive branch of plaintiff United States, plaintiff State of Louisiana, or, pursuant to a customary protective order or waiver of confidentiality by defendants, the FCC, except in the course of legal proceedings to which plaintiff United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by defendants to plaintiff United States, defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(1)(G) of the Federal Rules of Civil Procedure, and defendants mark each pertinent page of such material, ''Subject to claim of protection under Rule 26(c)(1)(G) of the Federal Rules of Civil Procedure,'' then plaintiff United States shall give defendants ten calendar days notice prior to divulging such material in any legal proceeding (other than a grand jury proceeding).

XI. No Reacquisition

Defendants may not reacquire or lease any part of the Divestiture Assets during the term of this Final Judgment.

XII. Retention of Jurisdiction

This Court retains jurisdiction to enable any party to this Final Judgment to apply to this Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify any of its provisions, to enforce compliance, and to punish violations of its provisions.

XIII. Expiration of Final Judgment

Unless this Court grants an extension, this Final Judgment shall expire ten years from the date of its entry.

XIV. Public Interest Determination

Entry of this Final Judgment is in the public interest. The parties have complied with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. 16, including making copies available to the public of this Final Judgment, the Competitive Impact Statement, any comments thereon, and plaintiff United States's response to comments. Based upon the record before the Court, which includes the Competitive Impact Statement and any comments and response to comments filed with the Court, entry of this Final Judgment is in the public interest.

Date: _____

Court approval subject to procedures of Antitrust Procedures and Penalties Act, 15 U.S.C. 16.

_____

United States District Judge.

In the United States District Court for the District Of Columbia

United States of America, and State of Louisiana, *Plaintiff,* v. AT&T Inc., and Centennial Communications Corp., *Defendants.* No. 1:09–cv–01932 Assigned To: Filed: 10/13/2009.

Competitive Impact Statement

Plaintiff United States of America (''United States''), pursuant to Section 2(b) of the Antitrust Procedures and Penalties Act (''APPA'' or ''Tunney Act''), 15 U.S.C. 16(b)–(h), files this Competitive Impact Statement relating to the proposed Final Judgment submitted for entry in this civil antitrust proceeding.

I. Nature and Purpose of the Proceeding

Defendants entered into an Agreement and Plan of Merger dated November 7, 2008, pursuant to which AT&T Inc. (''AT&T'') will acquire Centennial Communications Corp. (''Centennial''). Plaintiffs United States and the State of Louisiana filed a civil antitrust Complaint on October 13, 2009, seeking to enjoin the proposed acquisition. The Complaint alleges that the effect of this acquisition would be to lessen competition substantially for mobile wireless telecommunications services in eight Cellular Market Areas (''CMAs'') in Louisiana and Mississippi, in violation of Section 7 of the Clayton Act, 15 U.S.C. 18. This loss of competition likely would result in higher prices, lower quality service, and fewer choices of mobile wireless telecommunications services providers for consumers residing in these areas.

At the same time the Complaint was filed, plaintiffs also filed a Preservation of Assets Stipulation and Order (''Stipulation'') and proposed Final Judgment, which are designed to eliminate the anticompetitive effects of the acquisition. Under the proposed Final Judgment, which is explained more fully below, defendants are required to divest mobile wireless telecommunications services businesses and related assets in the eight CMAs (the ''Divestiture Assets''). Under the terms of the Stipulation, defendants will take certain steps to ensure that, during the pendency of the ordered divestitures, the Divestiture Assets are preserved and operated as competitively independent, economically viable ongoing businesses without influence by defendants.

Plaintiffs and defendants have stipulated that the proposed Final Judgment may be entered after compliance with the APPA. Entry of the proposed Final Judgment would terminate this action, except that the Court would retain jurisdiction to construe, modify, or enforce the provisions of the proposed Final Judgment and to punish violations thereof. Defendants also have stipulated that they will comply with the terms of the Stipulation and the proposed Final Judgment from the date of signing of the Stipulation, pending entry of the proposed Final Judgment by the Court and the required divestitures. Should the Court decline to enter the proposed Final Judgment, defendants also have committed to continue to abide by its requirements and those of the Stipulation until the expiration of time for appeal.

II. Description of the Events Giving Rise to the Alleged Violation

A. The Defendants and the Proposed Transaction

AT&T, with headquarters in Dallas, Texas, is a corporation organized and existing under the laws of the State of Delaware. AT&T is one of the world's largest providers of communications services. AT&T is the second largest mobile wireless telecommunications services provider in the United States as measured by subscribers, provides mobile wireless telecommunications services in 50 states, and serves in excess of 79 million wireless subscribers. In 2008, AT&T earned mobile wireless telecommunications services revenues in excess of $44 billion, and its total revenues were in excess of $124 billion.

Centennial, with headquarters in Wall, New Jersey, is a corporation organized and existing under the laws of the State of Delaware. Centennial is the eighth-largest mobile wireless telecommunications services provider in the United States as measured by subscribers, and provides mobile wireless telecommunications services in six states, Puerto Rico, and the United States Virgin Islands. In Puerto Rico, Centennial is also a competitive local exchange provider. For the fiscal year ending May 31, 2009, Centennial had approximately 1.1 million wireless subscribers and approximately 694,900 access line equivalents in Puerto Rico, and earned approximately $1 billion in total revenues, of which approximately 85% percent were generated by Centennial's wireless businesses.

Pursuant to the Agreement and Plan of Merger, AT&T will acquire Centennial for approximately $944 million. If this transaction is consummated, AT&T and Centennial combined would have approximately 80 million wireless subscribers in the United States, with approximately $45 billion in mobile wireless telecommunications services revenues. The proposed transaction, as initially agreed to by defendants, would lessen competition substantially for mobile wireless telecommunications services in six CMAs covering southwestern and central Louisiana and two CMAs in the southwestern corner of Mississippi. This acquisition is the subject of the Complaint and proposed Final Judgment filed by plaintiffs.

B. Mobile Wireless Telecommunications Services Industry

Mobile wireless telecommunications services allow customers to make and receive telephone calls and obtain data services using radio transmissions without being confined to a small area during the call or data session, and without the need for unobstructed line-of-sight to the radio tower. Mobility is highly valued by customers more than 270 million people in the United States own mobile wireless telephones. In 2008, revenues from the sale of mobile wireless telecommunications services in the United States were over $148 billion. To provide service, mobile wireless telecommunications services providers must deploy extensive networks of switches, radio transmitters, and receivers and interconnect their networks with the networks of wireline carriers and other mobile wireless telecommunications services providers.

In the early to mid-1980s, the FCC issued two cellular licenses in the 800 MHz band, for each Metropolitan Statistical Area (''MSA'') and Rural Service Area (''RSA'') (collectively, ''Cellular Market Areas'' or ''CMAs''), totaling 734 CMAs covering the entire United States. The first mobile wireless voice systems deployed using this cellular spectrum were based on analog technology, now referred to as first-generation or ''1G'' technology.

In 1995, the FCC licensed additional spectrum for the provision of Personal Communications Services (''PCS''), a category of services that includes mobile wireless telecommunications services comparable to those offered by cellular licensees. These licenses are in the 1900 MHz band and are divided into six blocks which are divided among Major Trading Areas (''MTAs'') and Basic Trading Areas (''BTAs''). MTAs and BTAs do not generally correspond to MSAs and RSAs. With the introduction of the PCS licenses, both cellular and PCS licensees began offering digital services, thereby increasing network capacity, shrinking the size of handsets, and extending handset battery life. Although there are a number of providers holding spectrum licenses in each area of the country, not all providers have fully built out their networks throughout each license area. In particular, because of the characteristics of PCS spectrum, providers holding this type of spectrum generally have found it less attractive to build out in rural areas.[(1)]

Today, more than 95 percent of the total U.S. population lives in counties where three or more mobile wireless telecommunications services operators offer service. Nearly all mobile wireless voice services have migrated from analog to digital-based second-generation or ''2G'' technologies, using GSM (global standard for mobility) or CDMA (code division multiple access). More advanced technologies (''2.5G'' and ''3G'') have also been widely deployed supporting the provision of mobile wireless data services. Wireless carriers are in the process of evaluating, testing and deploying even more advanced wireless data technologies, such as WiMAX and Long Term Evolution, which will offer higher data transmission rates.

C. The Competitive Effects of the Transaction on Mobile Wireless Telecommunications Services

Mobile wireless telecommunications services is a relevant product market. Mobile wireless telecommunications services include both voice and data services provided over a radio network and allow customers to maintain their telephone calls or data sessions without wires when traveling. There are no cost-effective alternatives to mobile wireless telecommunications services. Because fixed wireless services are not mobile, they are not regarded by consumers of mobile wireless telecommunications services to be a reasonable substitute for those services. It is unlikely that a sufficient number of customers would switch away from mobile wireless telecommunications services to make a small but significant price increase in those services unprofitable.

The United States comprises numerous local geographic markets for mobile wireless telecommunications services.[(2)] A large majority of customers use mobile wireless telecommunications services in close proximity to their workplaces and homes. Thus, customers purchasing mobile wireless telecommunications services choose among mobile wireless telecommunications services providers that offer services where they live, work, and travel on a regular basis. The geographic areas in which the FCC has licensed mobile wireless telecommunications services providers often represent the core of the business and social spheres within which a group of customers has the same competitive choices for mobile wireless telephone services. The number of and identity of mobile wireless telecommunications services providers varies among geographic areas, as does the quality of services and breadth of geographic coverage offered by providers. Some mobile wireless telecommunications services providers can and do offer different promotions, discounts, calling plans, and equipment subsidies in different geographic areas, varying their prices by geographic area.

The relevant geographic markets, under Section 7 of the Clayton Act, 15 U.S.C. § 18, where the transaction would substantially lessen competition for mobile wireless telecommunications services are effectively

represented by the following FCC spectrum licensing areas: Lafayette LA MSA (CMA 174); Alexandria LA MSA (CMA 205); LA RSA 3 (CMA 456); LA RSA 5 (CMA 458); LA RSA 6 (CMA 459); LA RSA 7 (CMA 460); MS RSA 8 (CMA 500); and MS RSA 9 (CMA 501). It is unlikely that a sufficient number of customers would switch to mobile wireless telecommunications services providers that do not offer services in these geographic areas to make a small but significant price increase in the relevant geographic markets unprofitable.

These geographic areas of concern for mobile wireless telecommunications services were identified through a fact-specific, market-by-market analysis that included consideration of, but was not limited to, the following factors: the number of mobile wireless telecommunications services providers and their competitive strengths and weaknesses; AT&T's and Centennial's market shares, along with those of the other providers; whether additional spectrum is, or is likely soon to be, available; whether any providers are limited by insufficient spectrum or other factors in their ability to add new customers; concentration in the market, and the breadth and depth of coverage by different providers in each area and in the surrounding area; each carrier's network coverage in relationship to the population density of the license area; each provider's retail presence; local wireless number portability data; and the likelihood that any provider would expand its existing coverage or that new providers would enter.

In seven of the eight cellular license areas described above, AT&T and Centennial are significant providers of mobile wireless telecommunications services (based on subscribers), and together their combined share in each area ranges from 51% to 89%. In the eighth area, MS RSA 9, AT&T and Centennial hold a large portion of the cellular licenses covering the CMA and have fairly extensive networks. As is true of several of the other relevant geographic areas, MS RSA 9 is mostly rural. Providers have found that cellular spectrum, given its characteristics, is more efficient in serving rural areas. Consequently, the holders of PCS licenses in MS RSA 9 have not fully constructed their networks throughout the CMA, opting instead to serve only a few areas where the population density is higher or there are major highways. The PCS spectrum holders are weak competitors and will remain so in the portions of MS RSA 9 where the merging parties will hold all the cellular spectrum post-merger. Thus, in each of the eight relevant geographic markets, AT&T and Centennial are the other's closest competitor for a significant set of customers.

The relevant geographic markets for mobile wireless services are highly concentrated. As measured by the Herfindahl-Hirschman Index (''HHI''), which is commonly employed in merger analysis and is defined and explained in Appendix A to the Complaint, concentration in these geographic areas today ranges from over 2900 to more than 6576, which is well above the 1800 threshold at which plaintiffs consider a market to be highly concentrated. After AT&T's proposed acquisition of Centennial is consummated, the HHIs in the relevant geographic areas will range from over 4500 to more than 8100, with increases in the HHI as a result of the merger ranging from over 200 to over 3350, significantly beyond the thresholds at which plaintiffs consider a transaction likely to cause competitive harm.

Competition between AT&T and Centennial in the relevant geographic markets has resulted in lower prices and higher quality in mobile wireless telecommunications services than otherwise would have existed in these geographic markets. In these areas, consumers consider AT&T and Centennial to be particularly attractive competitors because other providers' networks often lack coverage or provide lower-quality service. If the proposed acquisition is consummated, competition between AT&T and Centennial in mobile wireless telecommunications services will be eliminated in these markets and the relevant markets for mobile wireless telecommunications services will become substantially more concentrated. As a result, the loss of competition between AT&T and Centennial will increase the merged firm's incentive and ability in the relevant geographic markets to increase prices, diminish the quality or quantity of services provided, and refrain from or delay making investments in network improvements.

Entry by a new mobile wireless services provider in the relevant geographic markets would be difficult, time-consuming, and expensive, requiring spectrum licenses and the build out of a network. Therefore, any entry in response to a small but significant price increase for mobile wireless telecommunications services by the merged firm in the relevant geographic markets would not be timely, likely, or sufficient to thwart the competitive harm resulting from AT&T's proposed acquisition of Centennial, if it were consummated. Although the FCC recently auctioned more spectrum that can be used for mobile wireless telecommunications services, it is unlikely that networks will be constructed using this spectrum to support entry in the relevant geographic markets in the next two to three years as providers will find it more attractive to deploy services initially in areas with larger populations and greater demand.

For these reasons, plaintiffs concluded that AT&T's proposed acquisition of Centennial likely would substantially lessen competition, in violation of Section 7 of the Clayton Act, in the provision of mobile wireless telecommunications services in the relevant geographic areas alleged in the Complaint.

III. Explanation of the Proposed Final Judgment

The divestiture requirements of the proposed Final Judgment will eliminate the anticompetitive effects of the acquisition in mobile wireless telecommunications services in the geographic areas of concern. The proposed Final Judgment requires defendants to divest the Divestiture Assets within 120 days after the consummation of the Transaction, or five days after notice of the entry of the Final Judgment by the Court, whichever is later. The Divestiture Assets are essentially the entire mobile wireless telecommunications services businesses of Centennial in the eight relevant geographic areas where AT&T and Centennial are among the most significant competitors for mobile wireless telecommunications services. These assets must be divested in such a way as to satisfy plaintiff United States in its sole discretion, after consultation with plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, that the assets will be operated by the purchaser as a viable, ongoing business that can compete effectively in each relevant area. Defendants must take all reasonable steps necessary to accomplish the divestitures quickly and shall cooperate with prospective purchasers.

If plaintiff United States in its sole discretion, after consultation with plaintiff State of Louisiana, determines that defendants must also divest Centennial's mobile wireless telecommunications services businesses in the Lake Charles MSA (CMA 197) to ensure a successful divestiture of the Divestiture Assets in the Lafayette LA MSA (CMA 174), LA RSA 5 (CMA 458), LA RSA 6 (CMA 459), and LA RSA 7 (CMA 460), defendants shall also divest all types of assets, tangible and intangible, used by Centennial in the operation of its mobile wireless telecommunications services business in the Lake Charles MSA (CMA 197).

The proposed Final Judgment requires that a single purchaser acquire all of the Divestiture Assets in each of the following numbered subsections:

1. Northern Louisiana
a. Alexandria MSA (CMA 205);
b. LA RSA 3 (CMA 456);
2. Southern Louisiana
a. Lafayette MSA (CMA 174);
b. LA RSA 5 (CMA 458);
c. LA RSA 6 (CMA 459);
d. LA RSA 7 (CMA 460); and
3. Mississippi
a. MS RSA 8 (CMA 500);
b. MS RSA 9 (CMA 501).

Further, if defendants are required to divest Centennial's mobile wireless telecommunications services business in Lake Charles MSA (CMA 197) as part of the Divestiture Assets, these assets must be divested to the Acquirer of the Southern Louisiana Divestiture Assets as defined in the second numbered subsection above.

The CMAs have been grouped to reflect the fact that carriers frequently are more competitive where they serve contiguous areas. Some customers often travel across FCC licensing areas, so the ability to serve a larger contiguous area can be an important feature for selling the product in each affected market. Moreover, there may be significant efficiencies associated with serving a broader geographic area. In deciding on the particular packages to require, plaintiff United States recognized that combining areas that share a significant community of interest provides greater assurance that the buyer will be an effective competitor. Plaintiff United States also recognized, however, that larger packages might discourage potential buyers who might otherwise have the strongest incentives to replace the lost competition in any one

particular area. The proposed Final Judgment strikes a balance between these potential issues by creating bundles that are geographically linked but allowing potential buyers to effectively suggest larger packages by bidding conditionally on multiple packages. The proposed Final Judgment also gives plaintiff United States in its sole discretion, after consultation with plaintiff State of Louisiana with respect to the Divestiture Assets in Louisiana, the flexibility to allow even smaller packages of assets as appropriate to ensure a successful divestiture.

Additionally, Section IV.J of the proposed Final Judgment permits defendants to enter into a contract with the Acquirer(s) for transition services that are customarily provided in connection with the sale of a business providing mobile wireless telecommunications services or intellectual property licensing for a period of up to one year. Transition services agreements allow acquirers to quickly begin operating the newly-acquired wireless businesses and prevent customers from experiencing service disruptions. This section also allows plaintiff United States, in its sole discretion, to approve one or more three- to six-month extensions of this one-year period, after providing notice to the Court. This provision allows plaintiff United States the flexibility to extend the agreement only in those instances where, despite the best efforts of defendants and the Acquirer(s), complete transition of the acquired mobile wireless telecommunications services business could not be completed within the one-year period, due to complexities inherent in a transition of the systems and network used in those business operations. While plaintiff United States recognizes the importance of the buyer's quick transition to operating without the support of defendants, there are circumstances where a limited extension should be granted, when it is demonstrated to the satisfaction of plaintiff United States that an extension of the one-year period is in the interest of consumers.

A. Timing of Divestitures

In antitrust cases involving mergers or joint ventures in which the United States seeks a divestiture remedy, it requires completion of the divestitures within the shortest time period reasonable under the circumstances. Section IV.A of the proposed Final Judgment in this case requires divestiture of the Divestiture Assets, within 120 days after the consummation of the Transaction, or five days after notice of the entry of the Final Judgment by the Court, whichever is later. Plaintiff United States in its sole discretion, upon consultation with the plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, may extend the date for divestiture of the Divestiture Assets by up to 60 days. Because the FCC's approval is required for the transfer of the wireless licenses to a purchaser, Section IV.A provides that if applications for transfer of a wireless license have been filed with the FCC, but the FCC has not acted dispositively before the end of the required divestiture period, the period for divestiture of those assets shall be extended until five days after the FCC has acted. This extension is to be applied only to the individual Divestiture Assets affected by the delay in approval of the license transfer and does not entitle defendants to delay the divestiture of any other Divestiture Assets for which license transfer approval is not required or has been granted.

The divestiture timing provisions of the proposed Final Judgment will ensure that the divestitures are carried out in a timely manner, and at the same time will permit defendants an adequate opportunity to accomplish the divestitures through a fair and orderly process. Even if all Divestiture Assets have not been divested upon consummation of the transaction, there should be no adverse impact on competition given the limited duration of the period of common ownership and the detailed requirements of the Stipulation.

B. Use of a Management Trustee

The Stipulation filed simultaneously with this Competitive Impact Statement ensures that the Divestiture Assets remain an ongoing business concern prior to divestiture. To accomplish this objective, the Stipulation provides for the appointment of a management trustee selected by plaintiff United States, after consultation with the plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, to oversee the operations of the Divestiture Assets. The appointment of a management trustee is appropriate because the Divestiture Assets are not independent facilities that can be held separate and operated as stand-alone units, but are an integral part of a larger network which, to maintain their competitive viability and economic value, should remain part of that network during the divestiture period. A management trustee will oversee the continuing relationship between defendants and these assets to ensure that these assets are preserved and supported by defendants during this period, yet run independently. The management trustee will have the power to operate the Divestiture Assets in the ordinary course of business, so that they will remain independent and uninfluenced by defendants and so that the Divestiture Assets are preserved and operated as an ongoing and economically viable competitor to defendants and to other mobile wireless telecommunications services providers. The management trustee will preserve the confidentiality of competitively sensitive marketing, pricing, and sales information; ensure defendants' compliance with the Stipulation and the proposed Final Judgment; and maximize the value of the Divestiture Assets so as to permit expeditious divestiture in a manner consistent with the proposed Final Judgment.

The Stipulation provides that defendants will pay all costs and expenses of the management trustee, including the cost of consultants, accountants, attorneys, and other representatives and assistants hired by the management trustee as are reasonably necessary to carry out his or her duties and responsibilities. After his or her appointment becomes effective, the management trustee will file monthly reports with plaintiffs setting forth efforts taken to accomplish the goals of the Stipulation and the proposed Final Judgment and the extent to which defendants are fulfilling their responsibilities. Finally, the management trustee may become the divestiture trustee, pursuant to the provisions of Section V of the proposed Final Judgment.

C. Use of a Divestiture Trustee

In the event that defendants do not accomplish the divestiture within the periods prescribed in the proposed Final Judgment, the Final Judgment provides that the Court will appoint a trustee selected by plaintiff United States, after consultation with the plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, to effect the divestitures. As part of this divestiture, defendants must continue, as has been the practice while the businesses have been managed by the Management Trustee, to relinquish any direct or indirect financial control and any direct or indirect role in management. Pursuant to Section V of the proposed Final Judgment, the divestiture trustee will have the legal right to control the Divestiture Assets until they are sold to a final purchaser, subject to safeguards to prevent defendants from influencing their operation.

Section V details the requirements for the establishment of the divestiture trust, the selection and compensation of the divestiture trustee, the responsibilities of the divestiture trustee in connection with the divestiture and operation of the Divestiture Assets, and the termination of the divestiture trust. The divestiture trustee will have the obligation and the sole responsibility, under Section V.D, for the divestiture of any transferred Divestiture Assets. The divestiture trustee has the authority to accomplish divestitures at the earliest possible time and ''at such price and on such terms as are then obtainable upon reasonable effort by the Divestiture Trustee.'' In addition, to ensure that the divestiture trustee can promptly locate and divest to an acceptable purchaser, plaintiff United States, in its sole discretion after consultation with the plaintiff State of Louisiana with respect to Divestiture Assets located in Louisiana, may require defendants to include additional assets, or allow defendants to substitute substantially similar assets, which substantially relate to the Divestiture Assets to be divested by the divestiture trustee.

The divestiture trustee will not only have responsibility for sale of the Divestiture Assets, but also will be the authorized holder of the wireless licenses, with full responsibility for the operations, marketing, and sales of the wireless businesses to be divested, and will not be subject to any control or direction by defendants. Defendants will have no role in the operation, or management of the Divestiture Assets other than the right to receive the proceeds of the sale.

Defendants also will retain certain obligations to support to the Divestiture Assets and cooperate with the divestiture trustee in order to complete the divestiture.

The proposed Final Judgment provides that defendants will pay all costs and expenses of the divestiture trustee. The divestiture

trustee's commission will be structured, under Section V.G of the proposed Final Judgment, to provide an incentive for the divestiture trustee based on the price obtained and the speed with which the divestitures are accomplished. After his or her appointment becomes effective, the divestiture trustee will file monthly reports with the Court and plaintiffs setting forth his or her efforts to accomplish the divestitures. Section V.J requires the divestiture trustee to divest the Divestiture Assets to an acceptable purchaser or purchasers no later than six months after the assets are transferred to the divestiture trustee. At the end of six months, if all divestitures have not been accomplished, the trustee and plaintiffs will make recommendations to the Court, which shall enter such orders as appropriate in order to carry out the purpose of the Final Judgment, including extending the trust or term of the trustee's appointment.

The divestiture provisions of the proposed Final Judgment will eliminate the anticompetitive effects of the transaction in the provision of mobile wireless telecommunications services. The divestitures of the Divestiture Assets will preserve competition in mobile wireless telecommunications services by maintaining an independent and economically viable competitor in the relevant geographic areas.

IV. Remedies Available to Potential Private Litigants

Section 4 of the Clayton Act, 15 U.S.C. 15, provides that any person who has been injured as a result of conduct prohibited by the antitrust laws may bring suit in federal court to recover three times the damages the person has suffered, as well as costs and reasonable attorneys' fees. Entry of the proposed Final Judgment will neither impair nor assist the bringing of any private antitrust damage action. Under the provisions of Section 5(a) of the Clayton Act, 15 U.S.C. 16(a), the proposed Final Judgment has no prima facie effect in any subsequent private lawsuit that may be brought against defendants.

V. Procedures Available for Modification of the Proposed Final Judgment

The United States and defendants have stipulated that the proposed Final Judgment may be entered by the Court after compliance with the provisions of the APPA, provided that the United States has not withdrawn its consent. The APPA conditions entry upon the Court's determination that the proposed Final Judgment is in the public interest.

The APPA provides a period of at least 60 days preceding the effective date of the proposed Final Judgment within which any person may submit to the United States written comments regarding the proposed Final Judgment. Any person who wishes to comment should do so within 60 days of the date of publication of this Competitive Impact Statement in the **Federal Register** or the last date of publication in a newspaper of the summary of this Competitive Impact Statement, whichever is later. All comments received during this period will be considered by the Department of Justice, which remains free to withdraw its consent to the proposed Final Judgment at any time prior to the Court's entry of judgment. The comments and the response of plaintiff United States will be filed with the Court and published in the **Federal Register**.

Written comments should be submitted to: Nancy M. Goodman, Chief, Telecommunications and Media Enforcement Section, Antitrust Division, U.S. Department of Justice, 405 Fifth Street, NW., Suite 7000, Washington, DC 20530.

The proposed Final Judgment provides that the Court retains jurisdiction over this action, and the parties may apply to the Court for any order necessary or appropriate for the modification, interpretation, or enforcement of the Final Judgment.

VI. Alternatives to the Proposed Final Judgment

Plaintiffs considered, as an alternative to the proposed Final Judgment, a full trial on the merits against defendants. Plaintiffs could have continued the litigation and sought preliminary and permanent injunctions against AT&T's acquisition of Centennial. Plaintiffs are satisfied, however, that the divestiture of assets and other relief described in the proposed Final Judgment will preserve competition for the provision of mobile wireless telecommunications services in the relevant areas identified in the Complaint.

VII. Standard of Review Under the APPA for the Proposed Final Judgment

The Clayton Act, as amended by the APPA, requires that proposed consent judgments in antitrust cases brought by the United States be subject to a 60 day comment period, after which the court shall determine whether entry of the proposed Final Judgment ''is in the public interest.'' 15 U.S.C. 16(e)(1). In making that determination, the court, in accordance with the statute as amended in 2004, is required to consider:

A. The competitive impact of such judgment, including termination of alleged violations, provisions for enforcement and modification, duration of relief sought, anticipated effects of alternative remedies actually considered, whether its terms are ambiguous, and any other competitive considerations bearing upon the adequacy of such judgment that the court deems necessary to a determination of whether the consent judgment is in the public interest; and

B. The impact of entry of such judgment upon competition in the relevant market or markets, upon the public generally and individuals alleging specific injury from the violations set forth in the complaint, including consideration of the public benefit, if any, to be derived from a determination of the issues at trial.

15 U.S.C. 16(e)(1)(A) & (B). In considering these statutory factors, the court's inquiry is necessarily a limited one as the government is entitled to ''broad discretion to settle with the defendant within the reaches of the public interest.'' *United States* v. *Microsoft Corp.,* 56 F.3d 1448, 1461 (DC Cir. 1995). *See generally United States* v. *SBC Commc'ns, Inc.,* 489 F. Supp. 2d 1 (D.D.C. 2007) (assessing public interest standard under the Tunney Act).[3]

Under the APPA a court considers, among other things, the relationship between the remedy secured and the specific allegations set forth in the government's complaint, whether the decree is sufficiently clear, whether enforcement mechanisms are sufficient, and whether the decree may positively harm third parties. *See Microsoft,* 56 F.3d at 1458–62. With respect to the adequacy of the relief secured by the decree, a court may not ''engage in an unrestricted evaluation of what relief would best serve the public.'' *United States* v. *BNS, Inc.,* 858 F.2d 456, 462 (9th Cir. 1988) (citing *United States* v. *Bechtel Corp.,* 648 F.2d 660, 666 (9th Cir. 1981)); *see also Microsoft,* 56 F.3d at 1460–62; *United States* v. *Alcoa, Inc.,* 152 F. Supp. 2d 37, 40 (D.D.C. 2001). Courts have held that:

[t]he balancing of competing social and political interests affected by a proposed antitrust consent decree must be left, in the first instance, to the discretion of the Attorney General. The court's role in protecting the public interest is one of insuring that the government has not breached its duty to the public in consenting to the decree. The court is required to determine not whether a particular decree is the one that will best serve society, but whether the settlement is *''within the reaches of the public interest.''* More elaborate requirements might undermine the effectiveness of antitrust enforcement by consent decree.

Bechtel, 648 F.2d at 666 (emphasis added) (citations omitted).[4] In determining whether a proposed settlement is in the public interest, a district court ''must accord deference to the government's predictions about the efficacy of its remedies, and may not require that the remedies perfectly match the alleged violations.'' *SBC Commc'ns,* 489 F. Supp. 2d at 17; *see also Microsoft,* 56 F.3d at 1461 (noting the need for courts to be ''deferential to the government's predictions as to the effect of the proposed remedies''); *United States* v. *Archer-Daniels-Midland Co.,* 272 F. Supp. 2d 1, 6 (D.D.C. 2003) (noting that the court should grant due respect to the United States' prediction as to the effect of proposed remedies, its perception of the market structure, and its views of the nature of the case).

Courts have greater flexibility in approving proposed consent decrees than in crafting their own decrees following a finding of liability in a litigated matter. ''[A] proposed decree must be approved even if it falls short of the remedy the court would impose on its own, as long as it falls within the range of acceptability or is 'within the reaches of public interest.' '' *United States* v. *Am. Tel. & Tel. Co.,* 552 F. Supp. 131, 151 (D.D.C. 1982) (citations omitted) (quoting *United States* v. *Gillette Co.,* 406 F. Supp. 713, 716 (D. Mass. 1975)), *aff'd sub nom. Maryland* v. *United States,* 460 U.S. 1001 (1983); *see also United States* v. *Alcan Aluminum Ltd.,* 605 F. Supp. 619, 622 (W.D. Ky. 1985) (approving the consent decree even though the court would have imposed a greater remedy). To meet this standard, the United States ''need only provide a factual basis for concluding that the settlements are reasonably adequate remedies for the alleged harms.'' *SBC Commc'ns,* 489 F. Supp. 2d at 17.

Moreover, the court's role under the APPA is limited to reviewing the remedy in relationship to the violations that the United States has alleged in its Complaint, and does not authorize the court to ''construct [its] own hypothetical case and then evaluate the decree against that case.'' *Microsoft,* 56 F.3d at 1459. Because the ''court's authority to review the decree depends entirely on the government's exercising its prosecutorial discretion by bringing a case in the first place,'' it follows that ''the court is only authorized to review the decree itself,'' and not to ''effectively redraft the complaint'' to inquire into other matters that the United States did not pursue. *Id.* at 1459–60. As the United States District Court for the District of Columbia recently confirmed in *SBC Communications,* courts ''cannot look beyond the complaint in making the public interest determination unless the complaint is drafted so narrowly as to make a mockery of judicial power.'' *SBC Commc'ns,* 489 F. Supp. 2d at 15.

In its 2004 amendments, Congress made clear its intent to preserve the practical benefits of utilizing consent decrees in antitrust enforcement, adding the unambiguous instruction that ''[n]othing in this section shall be construed to require the court to conduct an evidentiary hearing or to require the court to permit anyone to intervene.'' 15 U.S.C. 16(e)(2). The language wrote into the statute what Congress intended when it enacted the Tunney Act in 1974, as Senator Tunney explained: ''[t]he court is nowhere compelled to go to trial or to engage in extended proceedings which might have the effect of vitiating the benefits of prompt and less costly settlement through the consent decree process.'' 119 Cong. Rec. 24,598 (1973) (statement of Senator Tunney). Rather, the procedure for the public interest determination is left to the discretion of the court, with the recognition that the court's ''scope of review remains sharply proscribed by precedent and the nature of Tunney Act proceedings.'' *SBC Commc'ns,* 489 F. Supp. 2d at 11.[5]

VIII. Determinative Documents

There are no determinative materials of documents within the meaning of the APPA that were considered by plaintiff United States in formulating the proposed Final Judgment.

Dated: October 13, 2008.

Respectfully submitted,

_____/s/_____

Hillary B. Burchuk (D.C. Bar No. 366755).
Lawrence M. Frankel (D.C. Bar No. 441532).
Attorneys, Telecommunications & Media Enforcement Section, Antitrust Division, U.S. Department of Justice, Liberty Square Building, 450 Fifth Street, NW., Suite 7000, Washington, DC 20530, (202) 514–5621, Facsimile: (202) 514–6381.

Footnotes

1. During the past two years, the FCC has auctioned off additional spectrum that can be used to support mobile wireless telecommunications services, including Advanced Wireless Spectrum (1710–1755 MHz and 2110–2155 MHz bands) and 700 MHz band spectrum. However, it will be several years before mobile wireless telecommunications services utilizing this spectrum are widely deployed, especially in rural areas.

2. The existence of local markets does not preclude the possibility of competitive effects in a broader geographic area, such as a regional or national area, though plaintiff United States does not allege such effects in this transaction.

3. The 2004 amendments substituted ''shall'' for ''may'' in directing relevant factors for the court to consider and amended the list of factors to focus on competitive considerations and to address potentially ambiguous judgment terms. Compare 15 U.S.C. 16(e) (2004), *with* 15 U.S.C. 16(e)(1) (2006). *See also SBC Commc'ns,* 489 F. Supp. 2d at 11 (concluding that the 2004 amendments ''effected minimal changes'' to Tunney Act review).

4. *Cf. BNS,* 858 F.2d at 464 (holding that the court's ''ultimate authority under the [APPA] is limited to approving or disapproving the consent decree''); *United States* v. *Gillette Co.,* 406 F. Supp. 713, 716 (D. Mass. 1975) (noting that, in this way, the court is constrained to ''look at the overall picture not hypercritically, nor with a microscope, but with an artist's reducing glass''). *See generally Microsoft,* 56 F.3d at 1461 (discussing whether ''the remedies [obtained in the decree are] so inconsonant with the allegations charged as to fall outside of the 'reaches of the public interest' '').

5. *See United States* v. *Enova Corp.,* 107 F. Supp. 2d 10, 17 (D.D.C. 2000) (noting that the ''Tunney Act expressly allows the court to make its public interest determination on the basis of the competitive impact statement and response to comments alone''); *United States* v. *Mid-Am. Dairymen, Inc.,* 1977–1 Trade Cas. (CCH) ¶ 61,508, at 71,980 (W.D. Mo. 1977) (''Absent a showing of corrupt failure of the government to discharge its duty, the Court, in making its public interest finding, should . . . carefully consider the explanations of the government in the competitive impact statement and its responses to comments in order to determine whether those explanations are reasonable under the circumstances.''); S. Rep. No. 93–298, 93d Cong., 1st Sess., at 6 (1973) (''Where the public interest can be meaningfully evaluated simply on the basis of briefs and oral arguments, that is the approach that should be utilized.'').

[FR Doc. E9–26351 Filed 11–2–09; 8:45 am]
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DEPARTMENT OF LABOR

Office of the Secretary

Submission for OMB Review: Comment Request

October 28, 2009.

The Department of Labor (DOL) hereby announces the submission of the following public information collection requests (ICR) to the Office of Management and Budget (OMB) for review and approval in accordance with the Paperwork Reduction Act of 1995 (Pub. L. 104–13, 44 U.S.C. chapter 35). A copy of each ICR, with applicable supporting documentation; including among other things a description of the likely respondents, proposed frequency of response, and estimated total burden may be obtained from the RegInfo.gov Web site at *http://www.reginfo.gov/public/do/PRAMain* or by contacting Darrin King on 202–693–4129 (this is not a toll-free number)/e-mail: *DOL_PRA_PUBLIC@dol.gov.*

Interested parties are encouraged to send comments to the Office of Information and Regulatory Affairs, Attn: OMB Desk Officer for the Department of Labor—Mine Safety and Health Administration (MSHA), Office of Management and Budget, 725 17th Street, NW., Room 10235, Washington, DC 20503, Telephone: 202–395–4816/Fax: 202–395–5806 (these are not toll-free numbers), E-mail: *OIRA_submission@omb.eop.gov* within 30 days from the date of this publication in the **Federal Register.** In order to ensure the appropriate consideration, comments should reference the applicable OMB Control Number (*see* below).

The OMB is particularly interested in comments which:

- Evaluate whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility;
- Evaluate the accuracy of the agency's estimate of the burden of the proposed collection of information, including the validity of the methodology and assumptions used;
- Enhance the quality, utility, and clarity of the information to be collected; and
- Minimize the burden of the collection of information on those who are to respond, including through the use of appropriate automated, electronic, mechanical, or other technological collection techniques or other forms of information technology, *e.g.,* permitting electronic submission of responses.

Agency: Mine Safety and Health Administration.

Type of Review: Extension without change of currently approved collection.

Title of Collection: Main Fan Operation and Inspection.

OMB Control Number: 1219–0030.

Form Number: N/A.

Estimated Number of Respondents: 6.

Estimated Total Annual Burden Hours: 1,980.