

**DECLARATION OF RICK L. MOORE
SENIOR VICE PRESIDENT, AT&T INC.**

I, Rick L. Moore, hereby declare the following:

1. My name is Rick L. Moore. As Senior Vice President of Corporate Development for AT&T Inc. ("AT&T"), I am responsible for all of AT&T's strategic initiatives involving mergers, acquisitions, divestitures, joint ventures and equity investments. For approximately twenty-one years I have been involved in the analysis, negotiation and execution of dozens of transactions on behalf of AT&T (formerly SBC Communications Inc.) and its affiliates. I joined the company in 1976 and held various sales, product marketing and product management positions before moving to strategic planning and development matters in 1983. I hold a B.S. degree in Economics from Southwest Missouri State University.

2. I am familiar with and participated in the strategic and business decisions that provoked AT&T to enter into negotiations to acquire Centennial Communications Corp. ("Centennial"), and the analyses conducted regarding AT&T's decision to undertake the acquisition. I also have reviewed the Declaration of Francis P. Hunt, Senior Vice President and Controller of Centennial, and I have relied on Mr. Hunt's statements therein as to Centennial's services, network and capabilities.

3. This declaration will discuss the benefits to customers that will result from the proposed transaction. These benefits fall into three broad categories: (i) expanding AT&T's wireless footprint and reducing roaming costs, (ii) improving service quality and making a broader range of services available to Centennial's customers and (iii) substantial cost savings as a result of economies of scale. The declaration also explains why the merger will yield public benefits from integrating the parties' wireline services in Puerto Rico and not harm competition in the provision of wireline services there.

THE TRANSACTION WILL BENEFIT CONSUMERS BY EXPANDING AT&T'S WIRELESS FOOTPRINT AND REDUCING ROAMING COSTS.

4. AT&T has one of the nation's largest wireless digital voice and data networks, with approximately 75 million subscribers. Its footprint covers 290 million people in 13,000 communities, including the 100 major metropolitan markets. Following the merger, Centennial's customers will have access to this broad national network. Similarly, the merger also will extend AT&T's service into numerous areas where it does not currently have facilities, including small cities and rural areas in geographic clusters covering parts of the following six states: Indiana, Michigan and Ohio in the Midwest; Louisiana, Mississippi and Texas in the Southeast.

5. The merger will extend the reach of AT&T's network to a number of rural and suburban areas located outside major metropolitan areas where AT&T already provides service.

6. AT&T and Centennial each rely significantly on the other to provide roaming services to its customers, and have had roaming agreements in place for many years. Combining the AT&T and Centennial networks will increase the amount of traffic from both Centennial and AT&T that will be "on-net." As a result, roaming payments we make to each other and any costs of administering roaming between the two companies will be eliminated, which in turn, will reduce the combined company's marginal cost of providing service. The net roaming payment from AT&T to Centennial is estimated to be \$23,431,837 for 2008. The estimated reduction in roaming fees over the five-year period after the close of the transaction will be well in excess of \$100 million. These savings can be achieved quickly as a result of the merger.

7. In addition to the cost savings, eliminating roaming between the companies will improve the calling experience of AT&T and Centennial customers when they leave their home areas due to network integration and improvements, as explained below. The combined company also will be better able to enhance a subscriber's wireless experience in the areas where

it no longer needs to rely on a third party for roaming. Integration of the networks can proceed rapidly, especially in comparison to the time required to build out new facilities, particularly in the U.S. mainland markets where both companies use GSM/EDGE technology. Moreover, AT&T has the experience, management team and resources necessary to achieve a seamless and rapid integration of the two networks.

THE TRANSACTION WILL ENHANCE THE QUALITY AND EXPAND THE VARIETY OF SERVICES AVAILABLE TO CENTENNIAL'S CUSTOMERS.

8. The merger will enable AT&T to provide Centennial wireless customers a variety of feature-rich and innovative services that would not be available to them without the merger. While Centennial serves customers mainly in small cities and rural areas in parts of six states, and in Puerto Rico and the U.S. Virgin Islands, AT&T offers a national network that covers more than 290 million people in 13,000 communities in the United States and enables its wireless customers to make and receive voice calls in 211 countries and access data services in 131 countries. In addition, Centennial customers will benefit from AT&T's customer-friendly policies, such as its open application policy that allows third-party developers to bring innovative applications to consumers. AT&T's customers also will benefit from the merger. Among others, the merger will improve service in the following ways:

9. Diverse Rate Plans: The merger will enable the combined company to offer a wider variety of rate plans to Centennial customers than Centennial can offer today. In addition, Centennial's customers with national plans will benefit from AT&T's mobile-to-mobile service, which will enable them to talk to a larger wireless customer base without using their monthly minutes than would be possible under Centennial's plan. Centennial's mobile customers with national rate plans will see their mobile-to-mobile calling population expand from a little over one million to approximately 75 million subscribers. In addition, Centennial's wireless

customers who are AT&T wireline customers will benefit from AT&T's Unity Plans, a group of rate plans that will provide Centennial's customers free calling to and from the wireline and wireless phones of AT&T's customers – a benefit Centennial could not offer by itself. As a result of the merger, Centennial's customers will join the nation's largest free-calling community of more than 120 million AT&T wireless and wireline phone numbers.

10. In addition, Centennial's customers will benefit from AT&T's plans that permit them to roll over unused minutes to the next month. AT&T is one of the few wireless companies that offers such a rollover plan to customers.

11. Handsets and Advanced Services: AT&T has extensive experience rolling out advanced services and offers a variety of advanced services that Centennial does not provide because it has not commercially deployed 3G capability in its U.S. mainland markets. As a result, Centennial's customers will gain access to certain features not available through Centennial. For example, they will enjoy access to mobile video services, GPS navigational service and AT&T's feature-rich mobile music subscription service. In addition, the combined company will offer a wider variety of handsets than currently offered by Centennial, many of which support features that Centennial has not deployed. The merger will enable AT&T to offer Centennial's customers dual-mode phones with integrated Wi-Fi and GPS navigation, and other advanced features that Centennial currently does not offer. After the merger, Centennial customers will enjoy the free access AT&T customers with Wi-Fi enabled handsets have at Wi-Fi hotspots.

12. Improved Reception and Signal Quality: Integrating AT&T's and Centennial's networks also will result in better reception and signal quality for customers of both companies. Integration of the companies' networks will permit greater cell site density in areas with

overlapping spectrum and complementary overlapping tower facilities. Greater cell site density will improve coverage by reducing places where customers experience dropped calls, dead spots and coverage gaps; enabling faster data speeds; and enhancing in-home coverage. Network integration and expanded network coverage resulting from the merger also will eliminate the need for customers to roam when moving to or from areas where the companies have adjacent coverage, such as in parts of Michigan, Indiana, Louisiana, Texas and Mississippi. Integration of the networks and improvements and upgrades to Centennial's network by AT&T will lead to more seamless service and a better customer calling experience, including fewer dropped calls and improved data speeds and feature performance.

13. The merger also will permit the combined company to use more efficiently the complementary spectrum held – and networks operated – by each. In areas where Centennial has 850 MHz spectrum and AT&T does not, including large areas in Michigan, Indiana and Louisiana, AT&T will be able to use the 850 MHz spectrum and will not have to incur the cost of constructing network facilities, thereby providing service to customers more efficiently. In areas where AT&T provides service using 1900 MHz spectrum, the integrated network will also use Centennial's 850 MHz spectrum. Together, use of the 850 MHz spectrum and increased cell site density will enhance the customer calling experience for both AT&T and Centennial customers. The combined network also will realize spectral efficiencies from improved cell site configuration.

14. Wireless/wireline integration: AT&T's wireline customers who live in areas served by Centennial's wireless network but not by AT&T's wireless network will have access to additional services following the merger. This includes areas in Indiana, Louisiana, Michigan and Mississippi. The combined company will be in a better position to integrate the

wireless/wireline networks serving those customers. This integration will result in capital and operational efficiencies for the combined company, and benefits to customers in these areas. For example, customers who receive both wireless and wireline service from AT&T will have access to AT&T's unified billing and discounts for having both wireline and wireless service. AT&T also offers reduced DSL pricing to such customers.

15. Moreover, such integration will facilitate the use of dual-mode phones that permit a customer to shift seamlessly between wireless and broadband VoIP networks.

16. International Roaming: AT&T has 637 international roaming agreements covering voice services in 211 countries and data services in 131 countries. Mr. Hunt states in his Declaration that Centennial currently offers international roaming capability in only a small number of countries. As a result, the combined company will offer Centennial's customers much greater international roaming capabilities than Centennial could achieve absent the merger.

17. Business Customers: To the extent Centennial provides wireless service to business customers, they will receive better service as a result of the merger. AT&T's network is attractive to business customers because of its nationwide and global reach, which Centennial cannot match. Business customers will also benefit from AT&T's ability to offer one-stop shopping and a single point of contact for both wireless and wireline services.

18. In addition, AT&T offers innovative services that Centennial does not provide. AT&T offers Premier Enterprise Portal Management Center, which helps streamline the procurement and management of a business' wireless program. AT&T also offers Enterprise on Demand, which is a unique wireless program for customers that permits ordering and real-time activation, and online trouble ticket management and reporting. Centennial business customers will also benefit from AT&T Wi-Fi service.

19. Disaster Preparedness: The merger will enhance the ability of the combined company to prepare for, and respond to, emergencies such as natural disasters and acts of terrorism. For example, the combined company will be able to respond more effectively to disasters that affect the communications infrastructure for Centennial's customers. Centennial customers also would benefit from the vast resources AT&T has for emergency situations, including two mobile command centers, a fleet of mobile generators, and mobile cell sites that are satellite or landline connected. Emergency personnel in Centennial's service areas also will be able to take advantage of AT&T's 3G network, which Centennial does not offer as part of its mainland U.S. network. Such resources have proven critical during emergencies. During Hurricane Ike earlier this year, for instance, AT&T was able to deploy 500 portable generators to power its cell sites and set up five mobile cell sites linked to satellites within the Galveston area. AT&T also had fifteen additional mobile cell sites available for deployment if necessary. In addition, AT&T was able to double the capacity of its 3G network in the Galveston area during the hurricane to ensure that emergency personnel had reliable voice and data services. AT&T also dedicated a team of its employees to travel around the area with emergency personnel teams to ensure they had the communications tools needed to respond to situations as they developed. Emergency personnel were able to connect their laptops to AT&T's 3G network for data services. Moreover, AT&T has dozens of wireless call centers throughout the country. On the consumer side alone, AT&T has over forty call center locations. If an approaching hurricane or other natural disaster required AT&T to shut down several call centers, calls to those centers would be routed to one of the many other call centers.

20. Deployment of 3G and 4G Services: The merger will enable AT&T to provide 3G and 4G services to more of Centennial's customers than Centennial could do on its own. The

combined company will have enough spectrum to migrate to 4G technology (LTE) without interfering with the quality of service provided to its customers. The combined company would be in a position to dedicate a portion of its spectrum holdings to the LTE conversion while continuing to provide high quality service to its existing customer base. The transition to LTE requires each company to set aside part of its spectrum for conversion while supporting its existing customer base on the remaining spectrum. In some areas served by Centennial, AT&T lacks spectrum to support existing customers while converting to LTE. Mr. Hunt states in his Declaration that Centennial would also face difficulties converting its network to LTE with its current spectrum.

21. In addition, Centennial holds spectrum in certain areas where AT&T does not have or has not yet applied for either AWS or 700 MHz spectrum. In certain of these areas, the merger may give AT&T sufficient spectrum to roll out 4G technology. Moreover, AT&T's greater access to, and ability to coordinate with, manufacturers of 4G technology will benefit Centennial's subscribers.

22. The merger will also enable AT&T to roll out 4G technology faster in the Centennial service areas where AT&T may have or has applied for AWS or 700 MHz spectrum, but does not yet have the towers or infrastructure in place to use the spectrum. In those areas, AT&T will not be delayed by the necessity of obtaining permits and constructing towers.

23. In addition, the transaction will enable AT&T to analyze the areas where Centennial has 850 MHz spectrum or network facilities in place and AT&T does not in order to determine whether to extend 3G to such areas. AT&T can begin rolling out 3G service to such areas in 2010, if not earlier, depending on the timing of regulatory approvals. AT&T has already rolled out 3G services to more than 320 cities and has the experience, infrastructure, resources

and supplier contracts in place to permit rapid rollout of 3G services in such areas. AT&T also has the motivation to roll out 3G service to these additional areas, which would enable its customers with 3G handsets to obtain broadband service over a broader geographic area. AT&T has proven that it can quickly deploy 3G service. For example, in November 2007, AT&T acquired Dobson, a wireless carrier that principally served rural and suburban communities. In 2008, AT&T has deployed, and will continue to deploy, 3G services in portions of 29 CMAs that were part of the Dobson footprint. In 2009, AT&T tentatively plans to deploy 3G in portions of 43 CMAs that were part of the Dobson footprint.

THE MERGER WILL PRODUCE SUBSTANTIAL OPERATING COST SAVINGS AS A RESULT OF ECONOMIES OF SCALE.

24. The proposed merger will produce substantial cost savings as a result of greater economies of scale. AT&T estimates that the transaction will result in significant merger-specific synergies.

25. As explained below, the efficiencies and cost savings in this transaction will come from, among other sources, reduced per-subscriber costs of acquiring customers; reduction of general and administrative costs; the consolidation of cell sites; the reduction of network operating expenses; and the consolidation of customer billing functions.

26. Reduced customer acquisition costs. The anticipated savings in this area come from multiple sources, including consolidating to a single brand, more efficient retail distribution, reduction in duplicative advertising spending and similar reductions in fixed and variable costs due to increased scale.

27. The combined company will be able to spread fixed marketing and advertising costs over a larger customer base resulting in a significant reduction of such costs.

28. Cost savings from reduction of general and administrative expenses. The proposed transaction will also result in significant cost savings in general and administrative areas. The elimination of duplicative administrative costs also will permit a reduction in other corporate expenses.

29. Centennial's general and administrative costs account for a larger portion of its annual expense per customer than AT&T's expense per customer because Centennial is a regional carrier with a much smaller customer base than AT&T. AT&T, with approximately 75 million customers, enjoys economies of scale that will permit it to absorb Centennial's operations at a lower cost per subscriber than Centennial could achieve absent the transaction.

30. Economies in consolidating redundant cell sites and network operating expenses. AT&T projects that the combined company will also yield substantial cost savings in network operating expenses due, for example, to the decommissioning of redundant towers. Of course, tower decommissioning will occur only where it is possible to do so without adversely affecting customer service, such as where cell sites are on the same tower or in close proximity to each other. It will not interfere with the increase in cell density described above.

31. Economies in consolidating customer billing services. The combined company will experience a reduction in billing expenses as Centennial's customers are migrated to AT&T's billing system.

32. Centennial currently uses a third-party vendor for billing services. AT&T is able to operate its billing system at a lower cost per subscriber than Centennial is able to achieve due to its size. By shifting Centennial's customers to AT&T's billing system, the combined company will be able to take advantage of AT&T's more cost effective billing system.

33. The cost savings and synergies described above are reasonable and achievable. In calculating these savings, we took into account our experience in achieving the efficiencies projected in previous mergers. AT&T and its corporate predecessor have achieved projected, and indeed greater than projected, synergies in connection with previous deals.

PROVISION OF WIRELINE SERVICES IN PUERTO RICO

34. AT&T does not have wireline network facilities in Puerto Rico (other than a node and submarine cable assets), although it serves certain enterprise customers there through arrangements with local providers. Combining AT&T's non-facilities-based wireline business in Puerto Rico with Centennial's wireline facilities and services will not adversely affect competition. The companies do not compete to any meaningful degree in wireline services, and the merged firm will continue to face substantial competition from the ILEC, TELPRI, and the other facilities-based CLECs in Puerto Rico, WorldNet and Prepa.net.

35. AT&T's focus in Puerto Rico is on providing high-end data and voice services, including VPN and managed network services, to large multinational corporations with operations in Puerto Rico. AT&T delivers these services over the facilities of local carriers in Puerto Rico. These enterprise customers typically enter into master contracts with AT&T, which include AT&T providing telecommunications services to their offices and properties in Puerto Rico. AT&T's principal competitors for this customer base are other global enterprise providers such as Verizon and BT, not Centennial. To the extent Centennial serves these customers, it focuses on providing local connectivity on its fiber network.

36. Many of these multinational customers prefer one-stop shopping for their telecommunications services. However, AT&T does not own "last mile" telecommunications facilities in Puerto Rico, so it relies on local services provided by third parties that AT&T does

not manage or control. The merged company will offer its customers a single point of contact for complete telecommunications services within Puerto Rico. This will enable AT&T to manage the experience offered to its multinational customers and to provide service more economically and efficiently. Such end-to-end capability will assist business customers with the development of integrated supply chains, sophisticated tracking systems and competitive cost structures.

37. Centennial wireline customers will benefit from access to AT&T's global network and AT&T's much broader array of sophisticated services. Customers seeking off-island services will be able to take advantage of AT&T's global service offerings, including global Internet service, Enhanced VPN and other advanced managed services. Law enforcement and other customers seeking secure services will be able to purchase AT&T's security and firewall management services. Centennial customers will benefit from now having a single point of contact, full end-to-end connectivity, diverse routes and efficiencies resulting from their ability to travel on one network as opposed to several networks.

38. The combined company will be well-positioned to compete against the other facilities-based wireline providers, including to provide end-to-end connections to Fortune 1000 and Forbes Global 2000 companies with operations in Puerto Rico.

39. AT&T does not actively market to medium and small business customers in Puerto Rico. AT&T also does not actively market stand-alone long distance service in Puerto Rico. After the transaction, customers in Puerto Rico will continue to have numerous alternatives to AT&T for long distance, including Telefónica Larga Distancia de Puerto Rico (TLD), PRT-Larga Distancia, Sprint, Verizon and cable VoIP providers.

40. According to Mr. Hunt's Declaration, Centennial owns or leases submarine cable capacity connecting Puerto Rico to the mainland United States on the ARCOS-1, Americas 2, and GCN/Global Crossing MAC cable systems. AT&T has capacity on all of these systems and others serving Puerto Rico. AT&T uses its submarine capacity to carry the traffic of its commercial customers. It does not market submarine cable capacity. It may, from time to time, make submarine cable capacity available to other carriers on an individual case basis. Thus, AT&T and Centennial do not compete in the provision of submarine cable services for carriers.

CONCLUSION

41. AT&T's acquisition of Centennial will result in significant public benefits. These include expanding AT&T's wireless footprint and reducing roaming costs, improved quality and a broader range of services becoming available to Centennial's customers, improved reception and signal quality and substantial operating cost savings as a result of economies of scale. The merger also will yield public interest benefits for the parties' wireline service customers in Puerto Rico.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on November 21, 2008.

Signed:



Rick L. Moore
Senior Vice President
AT&T Inc.

Dated:

November 21, 2008