

DECLARATION OF FRANCIS P. HUNT
SENIOR VICE PRESIDENT, CONTROLLER
CENTENNIAL COMMUNICATIONS CORP.

I, Francis P. Hunt, hereby declare the following:

1. My name is Francis P. Hunt. I am Senior Vice President and Controller of Centennial Communications Corp. (“Centennial” or the “Company”) and have held these positions since February 2005. I served as Vice President, Caribbean Controller prior to that and have been with Centennial since 1997. My responsibilities with the Company include managing all accounting- and controller-related functions at Centennial. As such, I have a strong working knowledge of Centennial’s operations and its relations with other carriers, equipment manufacturers and other industry participants.
2. I was actively involved in the Company’s management analysis and review of the proposed transaction with AT&T Inc. (“AT&T”). Thus, I am familiar with the analyses conducted in connection with the Company’s decision to undertake the merger.
3. The purpose of this declaration is to provide information regarding (1) the services that Centennial currently provides; (2) why the proposed merger of Centennial with AT&T will not lead to any competitive harms; and (3) the public interest benefits of the proposed transaction, especially regarding Centennial’s customers when they become AT&T subscribers. I have reviewed the Declaration of Rick L. Moore, and I have relied on Mr. Moore’s statements therein as to AT&T’s capabilities in making my declarations here.
4. Centennial is a regional wireless and broadband telecommunications service provider. In the mainland United States, Centennial provides wireless telephone services to approximately

660,000 retail customers in small cities and rural areas in geographic clusters covering parts of the following six states: Indiana, Michigan and Ohio in the Midwest, and Louisiana, Mississippi and Texas in the Southeast. These markets cover a population of over 9 million people.

Centennial also provides wireless service to about 440,000 customers in Puerto Rico and the U.S. Virgin Islands and, in Puerto Rico, is a fully-integrated service provider offering fiber broadband services to business and, to a lesser extent, residential customers. These markets cover a population of approximately 4 million.

5. Many of the CMAs in which Centennial operates are in suburban and rural areas that are adjacent to or near, but do not include, larger metropolitan areas served by AT&T. For example, CMA 460 (Louisiana 7 - West Feliciana) is just north of two metropolitan areas, Baton Rouge and New Orleans; CMA 458 (Louisiana 5 - Beauregard) is adjacent to the Baton Rouge, Lafayette and Lake Charles metropolitan areas; CMA 501 (Mississippi 9 - Copiah) is adjacent to Jackson, Mississippi; CMA 101 (Beaumont-Port Arthur, Texas) is just east of the Houston metropolitan area; CMAs 408 (Indiana 6 - Randolph), 405 (Indiana 3 - Huntington), 217 (Anderson, Indiana), 236 (Muncie, Indiana) and 271 (Kokomo, Indiana) surround the Indianapolis metropolitan area; CMA 480 (Michigan 9 - Cass) is west of the Detroit and Toledo metropolitan areas; and CMA 403 (Indiana 1 - Newton) is east of the Chicago metropolitan area.

6. The majority of Centennial's wireless subscribers are residential. Business customers are only a small part of Centennial's customer base, accounting for approximately 14% of the Company's customers in Puerto Rico and only 1% of the Company's U.S. mainland customers.

7. AT&T is Centennial's largest roaming partner. During 2007, AT&T paid Centennial approximately \$45 million in roaming fees accounting for approximately 70 percent of the Company's roaming revenue of approximately \$65 million that year. That same year,

Centennial paid AT&T approximately \$21 million – thus resulting in approximately \$23 million in net payment to Centennial. The merger will eliminate these payments and reduce the cost of providing service to the customers of both companies.

8. In addition to the economic savings resulting from the elimination of roaming between the AT&T and Centennial networks, Centennial's customers also will benefit from expanded network coverage as they become part of AT&T's nationwide network. When outside Centennial's limited service area, the Company's customers currently roam on other carriers' networks. In the mainland U.S., approximately 88 percent of the Company's voice roaming traffic is on AT&T's network. Upon becoming AT&T subscribers, Centennial's customers will remain on-network more often, thereby enabling more consistent access to features over a larger geographic area and fewer dropped calls. In addition, as explained above, much of our spectrum in the U.S. mainland is adjacent to areas where AT&T has deployed facilities using the same technology. As our customers are integrated into the AT&T network, those who reside in those areas will no longer need to roam when moving from Centennial's current service area to AT&T's area. Centennial and AT&T have enjoyed a mutually satisfactory roaming relationship, and the expected improvements in the customer calling experience will not be because either company denied to the other company in the past the technology to ensure a seamless roaming experience.

9. Centennial's customers also will benefit from a substantial increase in the availability of international roaming at lower rates. Centennial currently provides its U.S. mainland customers with roaming capability only in Canada, Mexico, Jamaica, the Bahamas and Italy through direct relationships with carriers in those countries. Centennial currently provides its Caribbean customers with roaming services through direct relationships with carriers in the following areas:

United States, Canada, Dominican Republic, Mexico, Curacao, Bonaire, St. Maarten, British Virgin Islands, Cayman Islands, Aruba, Antigua, St. Kitts & Nevis, St. Lucia, Turks & Caicos, Saba and Statia. Only a minority of the roaming agreements in those countries include data capabilities. Additional countries are covered through participation in clearinghouse relationships, where a wholesaler provides Centennial with access to roaming in a particular country, often at much higher rates than those available through direct interconnection. As Centennial's customers become part of AT&T's network, they will have direct access to roaming for voice services in 211 countries and in 131 countries for data services, as noted in the declaration of Rick L. Moore, of AT&T.

10. The combined company will give Centennial's subscribers access to a more extensive variety of rate plans, wireless services and features than Centennial would have the capability to offer absent the merger. AT&T's size and national scope allow it to offer more features and services than Centennial can provide. AT&T also has customer policies that Centennial does not offer, such as its open applications policy. In addition, in light of the current financial environment and Centennial's substantial debt obligations, Centennial may be more cautious in its investment in and rollout of new services its customers desire, and I would expect AT&T to be able to roll these services out quickly and broadly throughout our footprint.

11. For example, Centennial does not currently offer the variety of handsets or features offered by AT&T in part because Centennial has not rolled out the 3G technology in its U.S. mainland markets that supports certain advanced handset features. The merger is likely to enable Centennial's subscribers to purchase dual-mode phones with integrated Wi-Fi capabilities and GPS navigation and other feature-rich handsets which Centennial does not currently offer. Centennial also does not offer its subscribers the range of advanced data services that AT&T

currently offers, including mobile video and subscription music services, and certain other multimedia features. Centennial offers some Wi-Fi hot spots in Puerto Rico that allow business users to access the network, but does not have a similar service for its U.S. mainland customers.

12. In addition, even with respect to certain services Centennial does provide, AT&T's size and national scope enable it to offer more features than Centennial can provide. For example, both carriers offer free mobile-to-mobile services to subscribers. However, AT&T offers customers a free mobile-to-mobile calling customer base that is roughly 75 times the size of Centennial's customer base. AT&T also offers GPS navigation service to its customers, while Centennial offers GPS navigation on a limited basis in Puerto Rico only. Similarly, Centennial offers unlimited minute rate plans only in Puerto Rico. And Centennial does not allow customers to roll over unused minutes from one month to the next. Centennial does not offer the same variety of prepaid offerings as AT&T.

13. Centennial does not have the advantages that AT&T's size, technical resources and access to capital provide. Centennial generally relies on third-party distributors for access to most of its phone models. Centennial does not have the scale to negotiate effectively on its own with equipment manufacturers for the degree of customization and the level of volume discounts that carriers with larger scale are often able to obtain. Centennial also does not have the technical and administrative resources to roll out new technology as quickly as AT&T.

14. Centennial has not commercially deployed 3G technology in its mainland U.S. markets to date, and the current financial environment will likely constrain Centennial's ability to invest in and roll out advanced technology and associated services as quickly as AT&T is able to do for its customers. The transaction will likely enable Centennial's customers throughout its footprint to gain access quickly to advanced services offered by AT&T, which are not currently offered by

Centennial in the U.S. mainland. In 2008, Centennial began a limited noncommercial trial of 3G UMTS technology in its Fort Wayne, Indiana market. We have announced plans to deploy a 3G UMTS network in parts of our U.S. wireless service area in fiscal year 2009; however, these plans are in the early stages and could be adversely impacted by the current economic conditions. In addition, Centennial is constrained in deploying 3G technology by its spectrum holdings, the cost of building out and the expense of handsets.

15. The merger also will enable AT&T to provide Centennial's customers 4G services faster than Centennial could offer them on its own. Centennial has no current plans for the introduction of 4G services to its customers in the U.S. mainland markets or in Puerto Rico. In most areas, Centennial may have insufficient spectrum to make the transition to 4G while providing a satisfactory quality of service, including meeting the growing demand for bandwidth-intensive services. As a result, Centennial would likely face difficulties converting its network to the 4G technology it selects or could be significantly delayed in doing so. Moreover, given the current financial market crisis and Centennial's debt obligations, Centennial would likely face significant difficulties accessing the capital necessary to roll out 4G service as quickly as AT&T would be able to do after the merger.

16. The merger also will improve the combined company's disaster preparedness. Centennial has extensive experience responding to hurricanes and other natural disasters, but is limited by its size and capital in certain areas such as rapid access to equipment and personnel. The merger will enhance AT&T's unique disaster recovery capabilities and assets with the addition of Centennial's experience in responding to natural disasters. In addition, the merger will enable redundant customer service operations if a particular call center was not operational or was experiencing overwhelming volume due to a disaster. Centennial has only one call center

for domestic operations and one primary call center for its Caribbean operations, while AT&T has dozens of wireless call centers in multiple states.

17. In the U.S. mainland market, Centennial determines the features and prices of each of its national rate plans primarily with reference to competing plans offered by the national carriers that overlap most with Centennial in the areas we serve. Centennial offers only national plans to new U.S. mainland customers, although many existing customers continue to receive service on the regional plans Centennial formerly offered.

18. In general, Centennial uses uniform plans and terms in its mainland U.S. service areas. Centennial does not vary prices or plans at the level of individual Cellular Market Areas (CMAs) or in smaller areas. This system is simple and saves costs, including the administrative costs of setting and maintaining local plans and training and call center costs associated with a larger variety of plans. Centennial's plans and the minutes currently offered under each plan are, with few exceptions, consistent across every area we serve in the U.S. mainland market. Centennial rarely allows for minor local exceptions to handset or rate plan offerings. In the current fiscal year, for example, Centennial has done so on only eleven occasions across all of its markets.

19. As a general matter, Centennial targets customers who live, work and play in its footprint and does not seek to acquire customers who travel frequently outside its footprint. However, customers in the Company's suburban and rural service areas are privy to advertising from nearby major cities, where there may be more carriers offering service. If those customers do not receive rates and plans from Centennial consistent with those offered in nearby cities, they will purchase service in those cities and make calls in their home CMAs on a roaming basis.

20. In Puerto Rico and the U.S. Virgin Islands, Centennial determines the features and prices of each of its plans by taking account of all competing plans offered in those local areas, which

include unlimited plans and free incoming calls. Centennial faces strong competition from numerous other providers in Puerto Rico. In addition to AT&T, Claro, T-Mobile, Sprint and Open Mobile each offers unlimited plans. The U.S. Virgin Islands currently are served by Centennial, Innovative/VITELCO, Sprint and AT&T. T-Mobile has network service there, but currently does not sell plans to retail customers. Unlike in the U.S. mainland market, in Puerto Rico and the U.S. Virgin Islands, Centennial offers unlimited island-wide plans, in addition to a national plan that allows customers to pay to roam in the mainland U.S. on an unlimited or per-minute basis. Centennial's handsets and rate plans are set on an island-wide basis throughout Puerto Rico and the U.S. Virgin Islands, respectively.

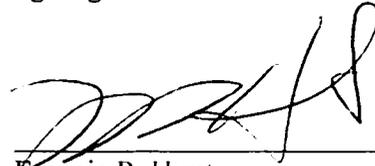
21. In addition to its wireless business, Centennial provides fiber broadband services to business and, to a lesser extent, residential subscribers as a CLEC in Puerto Rico. Those services include the provision of voice, data and Internet solutions. In Puerto Rico, Centennial competes primarily against the much larger incumbent wireline carrier, TELPRI, as well as WorldNet, a privately-held company that has deployed a soft switch and owns data switches for carrying IP traffic. Centennial also competes against an affiliate of the local electric power company, Prepa.net, which has deployed fiber facilities and has data switching capability to carry IP traffic.

22. Centennial also competes primarily with the incumbent in Puerto Rico to provide wholesale services to carriers in Puerto Rico.

23. There are currently five main undersea cables connecting Puerto Rico to the mainland United States: (1) the Emergia cable system; (2) ARCOS-1; (3) Americas-2; (4) GCN/Global Crossing MAC; and (5) Taino/Americas-1. Centennial owns or leases capacity on three of the five cables, with the exception of the Emergia and Americas-1 cables. Many of the largest telecommunications companies in the world have significant undersea capacity on these cables,

including Verizon, Sprint, Telefónica and Global Crossing. In addition, a privately-held company named Columbus Networks also owns significant capacity on the ARCOS-1 cable. Centennial uses its submarine cable capacity for its own traffic requirements, although it occasionally makes capacity available to other carriers on a wholesale basis. AT&T and Centennial do not compete in the provision of submarine cable services. In all events, the capacity of these cable systems is vast and growing, with planned upgrades underway.

I declare under penalty of perjury that the foregoing is true and correct.



Francis P. Hunt
Senior Vice President & Controller
Centennial Communications Corp.

Dated: November 21, 2008