

CENTENNIAL COMMUNICATIONS CORP.
NON-GAAP FINANCIAL MEASURES
OCTOBER 2009

Regulation G, "Conditions for Use of Non-GAAP Financial Measures," and other provisions of the Securities Exchange Act of 1934, as amended, define and prescribe the conditions for use of certain non-GAAP financial information. In our public filings with the SEC, press releases, investor presentations and other disclosures, (collectively, the "Public Disclosures"), we present certain financial measures that are not calculated and presented in accordance with Generally Accepted Accounting Principles ("GAAP"), including "adjusted operating income" and "adjusted operating income margin." Collectively, we refer to these non-GAAP financial measures as the "Non-GAAP Financial Measures."

We view adjusted operating income and adjusted operating income margin as operating performance measures, and as such we believe that the GAAP financial measures most directly comparable to them are net income or net loss, net income margin or net loss margin, and operating income or operating income margin, respectively.

In calculating adjusted operating income, we exclude from net income or net loss the financial items that we believe have less significance to the day-to-day operation of our business. We have outlined below the type and scope of these exclusions and the limitations on the use of these Non-GAAP Financial Measures as a result of these exclusions. These Non-GAAP Financial Measures are not an alternative to net income, operating income, net income margin, operating income margin, or cash flows from operating activities as calculated and presented in accordance with GAAP. Investors and potential investors in our securities should not rely on the use of these Non-GAAP Financial Measures as a substitute for any GAAP financial measure. In addition, our calculation of these Non-GAAP Financial Measures may or may not be consistent with that of other companies. We strongly urge investors and potential investors in our securities to review the reconciliations to the comparable GAAP financial measures that are included herein and not to rely on any single financial measure to evaluate our business.

These Non-GAAP Financial Measures are used by our management as supplemental financial measures to evaluate the performance of our business that, when viewed with our GAAP results and the accompanying reconciliations, we believe provides a more complete understanding of factors and trends affecting our business than the GAAP results alone. Management also uses adjusted operating income as one of several criteria to determine the achievement of performance-based cash bonuses. We also regularly communicate our adjusted operating income to the public through our earnings releases because it is a financial measure commonly used by analysts that cover our industry and our investor base to evaluate our performance. We understand that analysts and investors regularly rely on non-GAAP financial measures, such as adjusted operating income, to provide a financial measure by which to compare a company's assessment of its operating performance against that of other companies in the same industry. Adjusted operating income is helpful in more clearly reflecting the sales of our products and services, as well as highlighting trends in our core businesses that may not otherwise be apparent when relying solely on GAAP financial measures, because this non-GAAP financial measure eliminates from earnings financial items that have less bearing on our performance.

The term "adjusted operating income" refers to, for any period, net income before net income attributable to noncontrolling interest, loss from discontinued operations, income tax expense, interest expense, net, (loss) gain on disposition of assets, transaction costs, stock based compensation expense and depreciation and amortization.

The term "adjusted operating income margin" refers to the ratio of adjusted operating income to consolidated total revenue or total revenue of one of our business segments, as the case may be.

Set forth below are descriptions of the financial items that have been excluded from our net income to calculate adjusted operating income and the material limitations associated with using this non-GAAP financial measure as compared to the use of the most directly comparable GAAP financial measure:

- Noncontrolling interest relates to our noncontrolling investors' proportionate share of income in our non-wholly owned subsidiaries, which generates non-cash charges to our operating results. Operating results attributable to these noncontrolling investors' investments do not necessarily result in any direct, immediate benefit or detriment to us and, therefore, we believe it would be helpful for an investor to exclude such items to better reflect our core operating performance.
- Management does not consider income tax expense at the reportable segment level when considering the profitability of our core operations. Nevertheless, the amount of taxes we are required to pay reduces the amount of funds otherwise available for use in our business and thus may be useful for an investor to consider.

- The amount of interest expense, net we incur is significant and reduces the amount of funds otherwise available to use in our business and, therefore, is important for investors to consider. However, management does not consider the amount of interest expense, net when evaluating our core operating performance.
- (Loss) gain on disposition of assets may increase or decrease the cash available to us and thus may be important for an investor to consider. We are not in the business of acquiring or disposing of assets and, therefore, the effect of the disposition of assets may not be comparable from year-to-year. We believe such gains or losses recorded on the disposition of an asset do not reflect the core operating performance of our business.
- Transaction costs relate to costs incurred in connection with the Company's review of strategic and financial alternatives as well as the Company's pending merger with AT&T Inc. While these costs reduce the cash available to us and therefore may be important for an investor to consider, we do not believe these costs are relevant to an understanding of our core operating performance.
- Management believes that stock-based compensation expense is important for investors to consider, even though it is a non-cash charge, because it represents compensation granted to employees in the form of options to purchase the Company's common stock. However, since the charge is non-cash in nature and awarded purely at the discretion of the Company and the Compensation Committee of the Company's Board of Directors, the Company does not believe the charge is indicative of its core operating performance.
- Depreciation and amortization are important for investors to consider, even though they are non-cash charges, because they represent generally the wear and tear on our property, plant and equipment, which produce our revenue. We do not believe these charges are indicative of our core operating performance.

Management compensates for the above-described limitations of using a non-GAAP financial measure by using this non-GAAP financial measure only to supplement our GAAP results to provide a more complete understanding of the factors and trends affecting our business.

The following table sets forth a reconciliation of net income to adjusted operating income for our consolidated results.

CONSOLIDATED

RECONCILIATION OF ADJUSTED OPERATING INCOME TO CONSOLIDATED NET INCOME

	THREE MONTHS ENDED AUGUST 31,	
	2009	2008
Adjusted operating income.....	\$ 107,240	\$ 101,293
Depreciation and amortization.....	(31,687)	(35,544)
Stock-based compensation expense.....	(2,029)	(2,870)
Transaction costs.....	(1,070)	—
(Loss) gain on disposition of assets.....	(122)	47
Operating income.....	72,332	62,926
Interest expense, net.....	(39,952)	(44,880)
Income tax expense.....	(12,692)	(10,056)
Income from continuing operations.....	19,688	7,990
Loss from discontinued operations.....	(94)	(337)
Net income.....	19,594	7,653
Less: Net income attributable to noncontrolling interest.....	(136)	(167)
Net income attributable to Centennial.....	<u>\$ 19,458</u>	<u>\$ 7,486</u>

Our business segments were determined in accordance with GAAP. Our management measures the operating performance of each of our business segments based on adjusted operating income. Adjusted operating income is the measure of profit or loss reviewed by the chief operating decision maker when assessing the performance of each segment and making decisions about the resources to allocate to each segment. Under SEC rules for non-GAAP financial measures, adjusted operating income as used with respect to our business segments is not required to be reconciled to a GAAP financial measure. We have, however, also provided in the following tables a reconciliation of operating income to adjusted operating income for each of our business segments.

Set forth below are descriptions of the financial terms that have been excluded from each segment's operating income to calculate adjusted operating income.

- Management fees relate to expense allocations from the Company's corporate headquarters to the operating segments. Management does not consider the amount of management fees when evaluating the segment's core operating performance.
- Loss (gain) on disposition of assets – See explanation above.
- Transaction costs – See explanation above.
- Stock-based compensation expense – See explanation above.
- Depreciation and amortization – See explanation above.

U.S. WIRELESS

RECONCILIATION OF OPERATING INCOME TO ADJUSTED OPERATING INCOME

<u>(In thousands)</u>	THREE MONTHS ENDED	
	AUGUST 31, 2009	AUGUST 31, 2008
	<u>Unaudited</u>	
Operating income	\$ 48,179	\$ 40,526
Management fees	(300)	(300)
Loss (gain) on disposition of assets	8	(59)
Stock-based compensation expense	1,039	1,402
Transaction costs	501	—
Depreciation and amortization	<u>15,562</u>	<u>17,019</u>
ADJUSTED OPERATING INCOME	<u>\$ 64,989</u>	<u>\$ 58,588</u>

PUERTO RICO WIRELESS

RECONCILIATION OF OPERATING INCOME TO ADJUSTED OPERATING INCOME

<u>(In thousands)</u>	THREE MONTHS ENDED	
	AUGUST 31, 2009	AUGUST 31, 2008
	<u>Unaudited</u>	
Operating income	\$ 13,354	\$ 11,365
Management fees	181	188
Loss on disposition of assets	114	12
Stock-based compensation expense	683	992
Transaction costs	425	—
Depreciation and amortization	<u>8,125</u>	<u>10,395</u>
ADJUSTED OPERATING INCOME	<u>\$ 22,882</u>	<u>\$ 22,952</u>

PUERTO RICO BROADBAND

RECONCILIATION OF OPERATING INCOME TO ADJUSTED OPERATING INCOME

<u>(In thousands)</u>	THREE MONTHS ENDED	
	AUGUST 31, 2009	AUGUST 31, 2008
	<u>Unaudited</u>	
Operating income	\$ 10,799	\$ 11,035
Management fees	119	112
Stock-based compensation expense	307	476
Transaction costs	144	—
Depreciation and amortization	<u>8,000</u>	<u>8,130</u>
ADJUSTED OPERATING INCOME	<u>\$ 19,369</u>	<u>\$ 19,753</u>