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IDAHO PUBLIC  
UTILITIES COMMISSION

14 September 2012

Ms. Jean Jewell  
Commission Secretary  
Idaho Public Utilities Commission  
472 W. Washington  
Boise, ID 83702

*Hand Delivered*

ATT-T-12-01

RE: IN THE MATTER OF THE JOINT APPLICATION OF AT&T  
COMMUNICATIONS OF THE MOUNTAIN STATES, INC. AND AT&T  
CORP. TO AMEND CERTIFICATE OF PUBLIC CONVENIENCE AND  
NECESSITY NO. 295 TO REFLECT MERGER OF THE APPLICANTS

Dear Ms. Jewell:

Enclosed please find the above-referenced JOINT APPLICATION for filing on behalf of AT&T COMMUNICATIONS OF THE MOUNTAIN STATES, INC. AND AT&T CORP. We have enclosed an original and seven (7) copies, as well as an additional copy to be file-stamp for our records.

Very truly yours,

Molly O'Leary  
Richardson & O'Leary, PLLC

Encl.

Molly O'Leary (ISB No. 4996)  
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UTILITIES COMMISSION

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Attorneys for AT&T Communications  
of the Mountain States, Inc.  
and AT&T Corp.

**BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION**

IN THE MATTER OF THE JOINT  
APPLICATION OF AT&T  
COMMUNICATIONS OF THE MOUNTAIN  
STATES, INC. AND AT&T CORP. TO  
AMEND CERTIFICATE  
OF PUBLIC CONVENIENCE AND  
NECESSITY NO. 295 TO REFLECT  
MERGER OF THE APPLICANTS

CASE NO. ATT-T-12-01

JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295

AT&T Communications of the Mountain States, Inc., (hereinafter "AT&T Comm.") and AT&T Corp. request that the Commission, pursuant to IDAPA 31.01.01, Rule 112, amend AT&T Comm.'s Certificate of Public Convenience and Necessity ["CPCN"] to reflect the merger of AT&T Comm. and its parent company, AT&T Corp. In support of this request AT&T Comm. and AT&T Corp. state:

PARTIES

1. AT&T Comm. is a wholly-owned direct subsidiary of AT&T Corp., which is a wholly-owned subsidiary of AT&T Inc. [formerly, SBC Communications Inc.] AT&T Comm. is

registered with the Secretary of State in Idaho<sup>1</sup> and is authorized as a provider of Title 62 telecommunications services, including basic exchange service within parts of the state of Idaho.<sup>2</sup>

2. AT&T Corp. is a New York corporation with headquarters at One AT&T Way, Bedminster, New Jersey 07921. AT&T Corp. is a subsidiary of AT&T Inc.<sup>3</sup> AT&T Corp., through its subsidiaries, is authorized to provide domestic and international telecommunications services throughout the United States. AT&T Corp. maintains a modern worldwide telecommunications network and, either directly or through its subsidiaries, offers wireline and Internet-based services and products serving residential, business, and government customers as well as wholesale customers.

3. AT&T Corp. is authorized to do business in Idaho. A copy of AT&T's Corp.'s certificate of authority to do business in Idaho is attached as Exhibit 3.<sup>4</sup>

#### MERGER SPECIFICS

4. AT&T Comm. and AT&T Corp. intend to merge for the purpose of consolidating the provision of intrastate regulated telecommunications services that are currently provided through multiple and duplicative state-specific entities. Exhibit 4, attached hereto, illustrates

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<sup>1</sup> AT&T Communications of the Mountain States, Inc., was registered to do business in Idaho with the Secretary of State on October 14, 1983, *see* Exhibit 1 attached.

<sup>2</sup> AT&T Communications of the Mountain States, Inc., was initially granted a CPCN to provide Intrastate InterLATA Telephone and Telecommunications Service in Idaho pursuant to a February 23, 1984, Order of the Idaho PUC transferring the Certificate of Authority of Mountain Bell and Pacific Northwest Bell in Idaho for the provision of Intrastate InterLATA service. [Order No. 18711] This certificate included authorization for AT&T Comm. to provide Title 61 services. Following the enactment of the Idaho Telecommunications Act of 1988, AT&T Comm. elected to remove its services from Title 61 regulation and instead be subject to the provisions of Title 62. AT&T Comm.'s Certificate of Authority was amended on August 26, 1996, to include the provision of Local Exchange Service. [Order No 26575; Amendment to Certificate No. 295]. *See* Exhibit 2 attached.

<sup>3</sup> AT&T Inc. is located at 208 S. Akard Street, Dallas, Texas 75202.

<sup>4</sup> AT&T Corp.'s current registered agent is: CT Corporation System, 1111 W. Jefferson, Suite 530, Boise, Idaho 83702.

the corporate structure of AT&T Corp. with regard to services in the State of Idaho before and after the merger.

5. This merger is part of an ongoing, nationwide effort of AT&T Inc., the parent of AT&T Corp., to simplify the corporate structure of its subsidiary companies. The merger will provide a more flexible corporate structure that will enable AT&T Corp. to more efficiently achieve potential operational, administrative, and strategic objective.

6. On a nationwide level, the consolidation is planned to be effective on or about October 31, 2012. On or about that date, in those states where the consolidation is planned to occur, the affected AT&T Corp. affiliates will be merged into AT&T Corp. In Idaho, AT&T Corp. is expected to assume the operations, assets, and customers of AT&T Comm. on or about October 31, 2012. For this reason, AT&T Comm. seeks to have its CPCN amended to reflect the merger with AT&T Corp. effective October 31, 2012.

7. The merger is entirely internal to AT&T Corp. As the corporate parent of AT&T Comm., AT&T Corp. will retain complete ownership of the assets, operations, and authorizations used to provide telecommunications services in the State of Idaho. AT&T Corp. is not seeking any additional authority than currently held by AT&T Comm.

8. The merger will be transparent to customers. There is no change in rates or substantive terms and conditions under which AT&T Corp., through AT&T Comm., currently serves customers, either under tariff or contract. Once the merger is completed, the same personnel who manage these services will continue to do so and there will be no change in the network assets used to provide these services.

9. The surviving entity, AT&T Corp. will make any required name changes to tariffs and contracts. AT&T Comm. has notified its customers, through bill messaging, that the

impending merger will not affect their rates and service. (See, Exhibit 5 for sample view of the customer messaging that began in early June 2012). Furthermore, all customer account information, including any PIC freezes that may have been implemented by a customer, will remain untouched.

10. In support of this Application, AT&T Corp. is providing the following information as required under Rule 112<sup>5</sup>:

- a. Exhibit 6 – A copy of AT&T Corp.'s articles of incorporation;
- b. Exhibit 7 – The names and addresses of the officers and directors of AT&T Corp.;
- c. Exhibit 8 – AT&T Corp.'s Certificate of Good Standing;
- d. Exhibit 9 – a copy of AT&T Inc.'s most recent audited balance sheet, income statement and statement of retained earnings<sup>6</sup>; and
- e. Exhibit 10 – Name, address and telephone number for those persons responsible for tariff and price list questions, as well as customer complaints and inquiries, and a toll-free telephone number for customer inquires and complaints.

AT&T Corp. represents that it has reviewed all of the Commission's rules and agrees to comply with them.

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<sup>5</sup> Consistent with Rule 112, AT&T Corp. is submitting only that information which is relevant to its request to amend its CPCN to reflect the merger with AT&T Comm. AT&T is also providing the relevant information required under Rule 114, Application for New Competitive Local Exchange Carrier.

<sup>6</sup> A complete version of AT&T Inc.'s most recent annual report is available at <http://www.att.com/gen/landing-pages?pid=5718>

CONCLUSION

11. As demonstrated above, this Application to Amend AT&T Comm.'s CPCN to reflect the merger between AT&T Comm. and AT&T Corp. is in accordance with the law, for a proper purpose, and consistent with the public interest. For these reasons, the Applicants respectfully request that the Commission expeditiously review this Application and transfer AT&T Comm.'s CPCN to AT&T Corp. effective October 31, 2012.

Respectfully submitted this 14<sup>th</sup> day of September, 2012.

By: \_\_\_\_\_

Molly O'Leary

For AT&T Communications of the Mountain States, Inc.  
and AT&T Corp.

**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 1**

**AT&T Comm. of the Mountain States,  
Inc. Certificate of Authority to do  
Business in Idaho**

# State of Idaho

## Department of State.

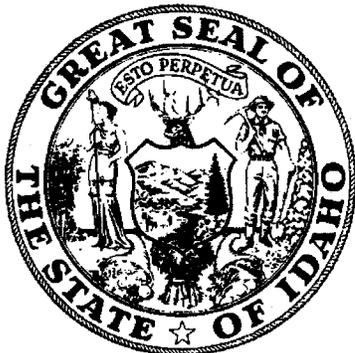
### CERTIFICATE OF AUTHORITY OF

AT&T COMMUNICATIONS OF MOUNTAIN STATES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AT&T COMMUNICATIONS OF MOUNTAIN STATES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AT&T COMMUNICATIONS OF MOUNTAIN STATES, INC. to transact business in this State under the name AT&T COMMUNICATIONS OF MOUNTAIN STATES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated October 14, 1983



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement: Ant: 8 43

1. The name of the corporation is AT&T Communications of Mountain States, Inc.
2. \*The name which it shall use in Idaho is AT&T Communications of Mountain States, Inc.
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is September 21, 1983 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is AT&T Communications of the Mountain States, Inc. 1875 Lawrence, 15th Floor, Denver, Colorado 80202
6. The address to which correspondence should be addressed, if different from that in item 5 \_\_\_\_\_
7. The street address of its proposed registered office in Idaho is 300 North 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To provide interexchange telecommunications services.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
(See attached)		
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
One	Common	Without par value
_____	_____	_____
_____	_____	_____

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
One	Common	Without par value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 10, 19 83

AT&T Communications of Mountain States, Inc.

By Ronald T. SeMay

Its Vice President

and A. G. Walton

A. G. Walton

Its Assistant- Secretary

STATE OF Missouri )

COUNTY OF Jackson ) ss:

I, Sandra K. Cadwell, a notary public, do hereby certify that on

this 10th day of October, 19 83, personally appeared before

me Ronald T. SeMay, who being by me first duly sworn, declared that he

is the Vice President of AT&T Communications of Mountain States, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

SANDRA K. CADWELL

NOTARY PUBLIC STATE OF MISSOURI  
JACKSON CO.

MY COMMISSION EXPIRES MAR 1 1988

Sandra K. Cadwell  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

AT&T COMMUNICATIONS OF THE MOUNTAIN STATES, INC.

OFFICERS

Mr. F. J. Wehmann, Jr.  
President  
795 Folsom Street  
Room 625  
San Francisco, CA 94107

Mr. R. E. Huber  
Vice President-Marketing  
795 Folsom Street  
6th Floor  
San Francisco, CA 94107

Mr. R. T. LeMay  
Vice President-External Affairs  
1100 Main Street  
14th Floor  
City Center Square  
Kansas City, MO 64105

Mr. N. R. Hichman  
Vice President-Regulatory Relations  
931 14th Street  
Denver, CO 80202

Mr. R. A. Rathka  
Treasurer  
340 Mt. Kemble Avenue  
Room N311  
Morristown, N.J. 07960

Mr. D. L. Steinmeyer  
Comptroller  
1314 Douglas Street  
Room 1300  
Omaha, NB 68102

Mr. M. J. Morris  
Vice President and General Counsel  
795 Folsom Street  
6th Floor  
San Francisco, CA 94107

Mr. T. O. Davis  
Secretary  
195 Broadway  
Room 2615  
New York, N.Y. 10007

Mr. A. G. Walton  
Assistant Secretary  
Room 3C166  
Bedminster, New Jersey 07921

Mr. A. J. Batson  
Assistant Secretary  
340 Mt. Kemble Avenue  
Room N311  
Morristown, N.J. 07960

Mr. C. J. Gustafson  
Assistant Secretary  
340 Mt. Kemble Avenue  
Room N227  
Morristown, N.J. 07960

DIRECTORS

Mr. M. Tanenbaum  
AT&T Communications, Inc.  
295 North Maple Avenue  
Room 4353L1  
Basking Ridge, New Jersey 07920

Mr. R. H. Gaynor  
AT&T Communications, Inc.  
Room 4B104  
Bedminster, New Jersey 07921

Mr. A. A. Green  
AT&T Communications, Inc.  
295 North Maple Avenue  
Room 432I3  
Basking Ridge, New Jersey 07920

Mr. J. E. Harrington  
AT&T Communications, Inc.  
295 North Maple Avenue  
Room 432I3  
Basking Ridge, New Jersey 07920

Mr. R. W. Kleinert  
AT&T Communications, Inc.  
Room 4B100  
Bedminster, New Jersey 07921

Mr. A. C. Partoll  
AT&T Communications  
295 North Maple Avenue  
Room 4349L1  
Basking Ridge, New Jersey 07920

Mr. S. R. Willcoxon  
AT&T Communications, Inc.  
295 North Maple Avenue  
Room 432K2  
Basking Ridge, New Jersey 07920

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STATE OF COLORADO

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF  
STATE

AT&T COMMUNICATIONS OF THE MOUNTAIN STATES, INC.  
UNDER THE COLORADO CORPORATION ACT

I, THE UNDERSIGNED, being a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Colorado Corporation Act, adopt the following Articles of Incorporation for such corporation:

- First. The name of the corporation is AT&T Communications of the Mountain States, Inc.
- Second. The period of its duration is perpetual.
- Third. The purposes for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code.
- Fourth. The aggregate number of shares of stock which the corporation shall have authority to issue is one (1) share without par value.
- Fifth. Cumulative voting of shares of stock is not authorized.

COMPUTER UPDATE COMPLETE  
AB

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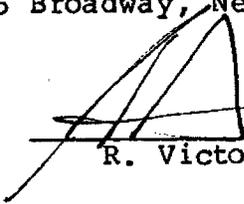
Sixth. The address of the initial registered office of the Corporation in the State of Colorado is 1700 Broadway, Room 816, Denver, Colorado, 80290 and the name of its registered agent at such address is The Corporation Company. ✓

Seventh: The number of directors constituting the original board of directors of the corporation is seven, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

M. Tanenbaum	295 North Maple Avenue, Basking Ridge, N.J. 07920
R. H. Gaynor	Rt. 202/206, Bedminster, N.J. 07921
A. A. Green	295 North Maple Avenue, Basking Ridge, N.J. 07920
J. E. Harrington	295 North Maple Avenue, Basking Ridge, N.J. 07920
R. W. Kleinert	Rt. 202/206, Bedminster, N.J. 07921
A. C. Partoll	295 North Maple Avenue, Basking Ridge, N.J. 07920
S. R. Willcoxon	295 North Maple Avenue, Basking Ridge, N.J. 07920

Eighth: The name and address of the incorporator is: R. Victor Bernstein, 195 Broadway, New York, N.Y. 10007

Dated September 16, 1983

  
\_\_\_\_\_  
R. Victor Bernstein



**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 2**

**AT&T Comm. and AT&T Corp. Order  
Granting a CPCN to Provide Services  
in Idaho**

copy to S. Kew  
 as discussed  
 limited to GTE - US West  
 similar  
 Office of the Secretary  
 Service Date  
 August 27, 1996



**BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION**

IN THE MATTER OF THE APPLICATION OF )  
 AT&T COMMUNICATIONS OF THE )  
 MOUNTAIN STATES FOR AN AMENDMENT )  
 TO ITS CERTIFICATE OF PUBLIC CONVE- )  
 NIENCE AND NECESSITY TO PROVIDE )  
 LOCAL EXCHANGE TELECOMMUNI- )  
 CATIONS SERVICES. )

CASE NO. ATT-T-96-1

ORDER NO. 26575

On February 29, 1996, AT&T Communications of the Mountain States, Inc. (AT&T) filed a Notice and Application for Amended Certificate of Public Convenience and Necessity requesting that its certificate be amended to authorize local exchange service in the state of Idaho. AT&T currently provides unregulated telecommunications services under *Idaho Code*, Title 62 and requests an amendment to its authority in order to provide Title 61 regulated telecommunications services, including basic exchange.<sup>1</sup>

On March 29, 1996, the Commission issued a Notice of Application, and on May 15, 1996 issued a Notice of Modified Procedure. The Notice of Modified Procedure provided a written comment period that expired on June 14, 1996. Comments were filed by a group of small independent telephone companies (Telcos), U S WEST Communications, Inc. (U S WEST), GTE of the Northwest, Inc. (GTE), Commission Staff and a private individual. The Commission on June 28, 1996, issued Order No. 26506 directing AT&T to respond in writing to the comments filed during the comment period. On July 12, 1996, AT&T filed responsive comments, and also filed a supplement to its application to provide specific information requested by Staff. By this Order the Commission approves the amendment of AT&T's Certificate of Public Convenience and Necessity to authorize the Company's provision of local exchange service within certain parts of the state.

<sup>1</sup>AT&T's certificate previously included authorization to provide Title 61 services. Following enactment of the Idaho Telecommunications Act of 1988, AT&T elected to remove its services from Title 61 regulation and instead be subject to the provisions of Title 62.

### THE COMMENTS

The Telcos are the companies that are in the process of completing purchases of rural exchanges from U S WEST. These companies state that they are "rural telephone companies" as defined by the federal Telecommunications Act of 1996, which provides them with a "right to heightened scrutiny by the Idaho Commission of requests to provide competitive telecommunications services in the rural telephone company's existing service area." These companies assert that if the Commission approves AT&T's Application, the Commission should not include the purchased exchange areas within the scope of its Order. The Telcos also remind the Commission that it retains a responsibility in state law to determine whether an applicant is ready, willing and able to immediately commence service to a certificated area.

The U S WEST comments, noting that AT&T's request is the first from any party seeking to provide competitive service in the previously fully regulated local exchange market, claim that it presents unique issues which require the Commission's consideration. U S WEST made the following points in its comments:

1. The Commission should impose the same regulatory requirements on both incumbent local exchange companies and new entrants for the provision of retail services to end users.
2. The Commission should understand exactly where new entrants intend to make services available and where the incumbent will continue to be the only providers. Thus, the Commission should require new entrants to provide a metes and bounds description or detailed map of the areas in which they will provide service within the next twelve months, a description of the classes of customers that will be served, whether the new entrant intends to construct or rely upon its own facilities, and an implementation schedule that defines a reasonable interval for the actual provision of service.
3. Noting that AT&T indicated it may build its own facilities, U S WEST identifies several issues, including AT&T's obligation to serve Title 61 and Title 62 customers in the certificated area, and AT&T's obligation to extend facilities to serve customers if no facilities are currently available from the incumbent.
4. It is not clear from AT&T's Application how it will perform the statutory obligations of a Title 61 provider. By Idaho law, providers of basic local exchange service must file tariffs, justify rates for service under traditional rate of return regulation, make an election to deregulate Title 62 services and utilize a cost allocation to determine the rates for Title 61 services.

5. The Commission should ensure that new entrants will be bound by the same regulations that create standards for the existing incumbents. Thus, the Commission should make compliance with all rules and regulations of the Commission a condition of certification. New entrants should be required to meet the same service quality standards, including recordkeeping and reporting requirements.

U S WEST recommended the Commission convene a hearing to consider these and other issues identified by U S WEST.

GTE stated in its comments that its primary concerns if AT&T's Application is approved relate to regulatory parity, rate rebalancing and universal support. By Idaho law, AT&T would need to make an election between Title 61 and Title 62 regulation. According to GTE, the appearance in its service territory of duplicate providers of local services calls into question traditional pricing of the Company's services under years of regulation by the Commission. Rates based on value of service criteria rather than underlining economic costs and market forces will need to be changed, according to GTE. Such changes will remove internal cross subsidies which now support the state's universal service objectives.

The Commission Staff in its comments stated that AT&T's Application should not present an occasion to examine all the issues presented by the federal Telecommunications Act, such as interconnection and number portability. These issues can be addressed in separate dockets as necessary once AT&T begins providing local exchange service. However, Staff stated that AT&T's map of its intended service area is not adequate in detail and that an improved map is required. In addition, AT&T did not file tariffs with its Application, which are necessary to determine the type of service the Company intends to offer and the scope of those services. According to Staff, AT&T should also be required to provide a full description of its proposed construction or expansion and the manner in which it intends to serve customers, that is, whether its services will be facilities based or by resale. Staff encouraged the Commission to approve AT&T's Application if AT&T revises its Application to include a detailed map of intended service area showing specific exchange areas, tariffs detailing the services the Company intends to offer, and a full description of its proposed construction or expansion and the manner in which it intends to serve customers.

In its reply comments, AT&T addressed specific issues raised in the previously filed comments of U S WEST, GTE, and the Telcos. Regarding U S WEST's comments, AT&T noted

that the certification process is not the appropriate venue to address many concerns regarding the Telecommunications Act. AT&T asserts the certification process addresses only three narrow questions, that is, (a) whether certification is in the public interest, (b) whether the Company has the technical and financial wherewithal to accomplish the expansion, and (c) how the expansion will be accomplished. Regarding details of its expansion into the local market, AT&T stated that the federal Act requires many of the issues to be resolved through negotiation with incumbent local exchange carriers, and then by mediation and arbitration if negotiation proves unsuccessful. AT&T states it is not possible to provide additional details regarding rates and services until that process is completed. AT&T stated that it will file interconnection and operational agreements as formulated and as approved, and will also file appropriate tariffs describing its proposed services when the services are actually offered.

AT&T agreed with GTE that issues regarding the effect of the Act on local exchange service should be decided by this Commission, but are not required to be resolved prior to AT&T's amendment to its Certificate.

In response to the comments of the Telcos, AT&T stated that it does not intend initially to serve areas served by local exchange carriers that are subject to the sale by U S WEST to the Telco purchasers. If the sales are consummated and AT&T seeks to serve the areas of the Telcos, AT&T stated it is aware of and will fully comply with Section 251's procedures relating to rural telephone companies.

In the supplemental information provided by AT&T, the Company provided a more detailed map, information regarding tariffs and services, and additional information on its plan to begin providing local exchange service. The new map more specifically depicts the service area where AT&T initially intends to offer service. AT&T reiterated that it intends to initially offer service only in those exchanges served by GTE and U S WEST. Regarding tariffs and specific services, AT&T stated it intends to offer a full array of local exchange services once all interconnection and operational arrangements are completed. AT&T provided a lengthy list of specific services it intends to provide. As to additional information about how AT&T intends to begin providing local service, AT&T states that it is not able to provide complete details until the necessary arrangements have been completed with the incumbent LECs. The Company intends to

initially offer service primarily on a resale basis, and then evaluate its success in the marketplace before expending capital to construct its own facilities.

### FINDINGS OF FACT AND CONCLUSIONS OF LAW

The Commission's Rule of Procedure Rule 112 provides the requirements for the application of an existing utility to amend its Certificate of Public Convenience and Necessity. Those requirements include a full description of the proposed construction or expansion, a map showing the proposed service area and its relation to other similar utilities, and information regarding the manner and time in which the utility will begin providing service. The purposes of the requirements of Rule 112 are to enable the Commission to evaluate whether the proposed additional service is in the public interest, that the applicant has the financial strength to provide the service, and the types of service to be provided.

We find, with the supplemental information filed by AT&T, that the Company has met the requirements of Rule 112 for amendment of its Certificate. The information demonstrates AT&T's financial ability to provide local exchange service, and identifies the means by which and the types of services the Company intends to provide.

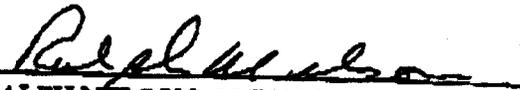
AT&T initially provided a detailed map and information of the areas the Company intends to serve, and then provided a new map and information to correct some obvious errors. AT&T clearly states it does not intend to provide local services in the rural exchanges purchased by the Telcos from U S WEST, and the Company's map now excludes all areas within the purchased exchanges. A photocopy of the corrected map is attached to this Order as Exhibit A. AT&T states that it understands and will comply with the Commission's rules regarding local exchange services to customers in Idaho. We find that AT&T has met the requirements for amendment to its Certificate and therefore conclude that the amended Certificate should issue.

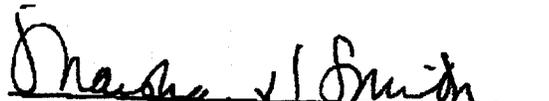
### ORDER

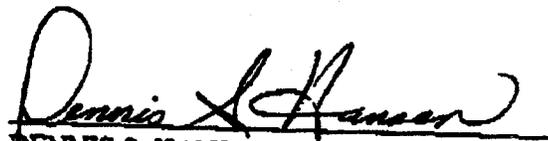
IT IS HEREBY ORDERED that the Application of AT&T to amend its Certificate of Public Convenience and Necessity, authorizing it to provide local telecommunication services within the areas depicted in the map attached as Exhibit A. is approved.

THIS IS A FINAL ORDER. Any person interested in this Order (or in issues finally decided by this Order) or in interlocutory Orders previously issued in this Case No. ATT-T-96-1 may petition for reconsideration within twenty-one (21) days of the service date of this Order with regard to any matter decided in this Order or in interlocutory Orders previously issued in this Case No. ATT-T-96-1. Within seven (7) days after any person has petitioned for reconsideration, any other person may cross-petition for reconsideration. See *Idaho Code* § 61-626.

DONE by Order of the Idaho Public Utilities Commission at Boise, Idaho this 26<sup>th</sup> day of August 1996.

  
RALPH NELSON, PRESIDENT

  
MARSHA H. SMITH, COMMISSIONER

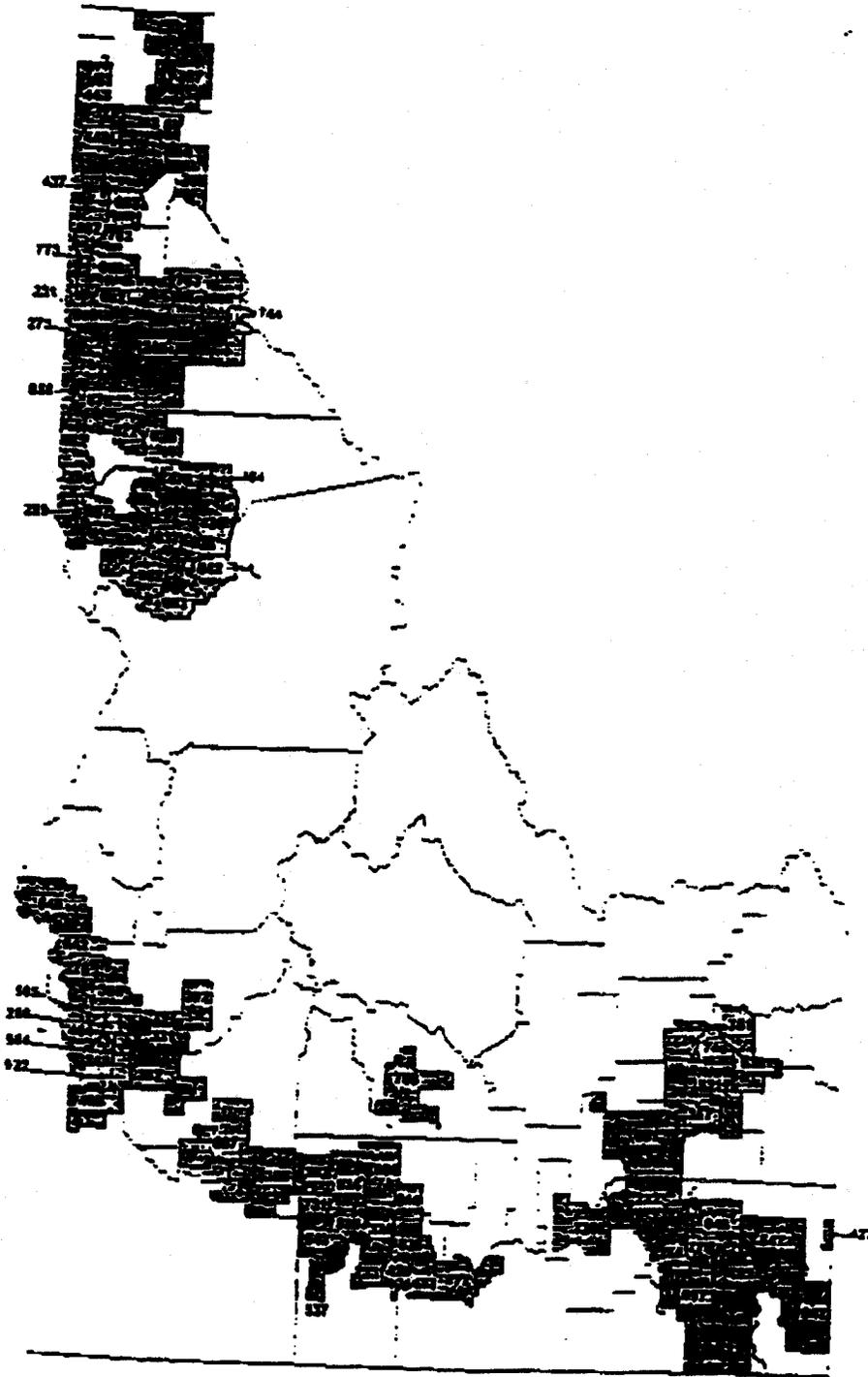
  
DENNIS S. HANSEN, COMMISSIONER

ATTEST:

  
Myrna J. Walters  
Commission Secretary

vid/O:att961.ws2

# IDAHO AT&T LOCAL SERVICE MAP (PROPOSED)



REVISED 8/14/96  
ORDER NO. 26575

 AT&T SERVICE AREA  
EXHIBIT A

**BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION**

**IN THE MATTER OF THE APPLICATION OF )  
AT&T COMMUNICATIONS OF THE )  
MOUNTAIN STATES FOR AN AMENDMENT )  
TO ITS CERTIFICATE OF PUBLIC CONVE- )  
NIENCE AND NECESSITY TO PROVIDE )  
LOCAL EXCHANGE TELECOMMUNI- )  
CATIONS SERVICES. )**

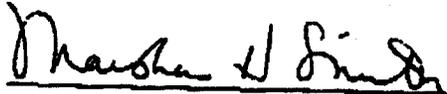
**CASE NO. ATT-T-96-1**

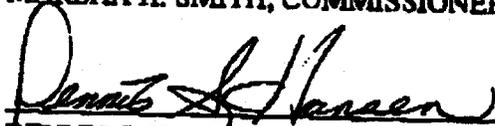
**AMENDMENT TO  
CERTIFICATE NO. 295**

IT IS HEREBY CERTIFIED that the Certificate of Public Convenience and Necessity issued to AT&T Communications of the Mountain States, Inc., Certificate No. 295, is amended to authorize AT&T to provide Title 61 regulated telecommunications services, including basic exchange services, within parts of the state of Idaho. The Commission approved this amendment to AT&T's Certificate by Order No. 26575 issued August 27, 1996. Order No. 26575 limits the areas in which AT&T is authorized to provide Title 61 services, as depicted in a map attached as Exhibit A to the Order. The map is also attached to this Amendment as Exhibit A. This Amendment is predicated upon and is issued pursuant to the findings of the Commission in Order No. 26575.

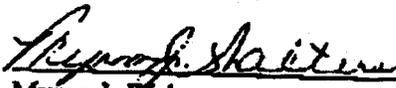
DONE by Order of the Idaho Public Utilities Commission at Boise, Idaho this 26th day of August 1996.

  
RALPH NELSON, PRESIDENT

  
MARSHA H. SMITH, COMMISSIONER

  
DENNIS S. HANSEN, COMMISSIONER

ATTEST:

  
Myrna J. Walters  
Commission Secretary

vid:O:ATTT961.wsj

AMENDMENT TO CERTIFICATE NO. 295





**Gregory F. Allen**  
Government Affairs Vice President

October 18, 1996

Mr. Kail

Steve,

As discussed, limited to GTE and U S WEST  
territory.

Greg

Attachment

Law and Government Affairs  
Suite 1500  
1875 Lawrence Street  
Denver, CO 80202  
PHONE: (303) 296-8300  
FAX: (303) 290-6501  
E-MAIL: greg@at&t.com

**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 3**

**AT&T Corp. Certificate of Authority to  
do Business in Idaho**

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMERICAN TELEPHONE AND TELEGRAPH COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AMERICAN TELEPHONE AND TELEGRAPH COMPANY to transact business in this State under the name AMERICAN TELEPHONE AND TELEGRAPH COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated February 11<sup>th</sup>, 19 80



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is AMERICAN TELEPHONE AND TELEGRAPH COMPANY

2. \*The name which it shall use in Idaho is AMERICAN TELEPHONE AND TELEGRAPH COMPANY

3. It is incorporated under the laws of NEW YORK

4. The date of its incorporation is MARCH 3, 1885 and the period of its duration is PERPETUAL

5. The address of its principal office in the state or country under the laws of which it is incorporated is 195 BROADWAY, NEW YORK, NEW YORK 10007

6. The address of its proposed registered office in Idaho is 300 NORTH 6TH STREET, BOISE, IDAHO 83701, and the name of its proposed

registered agent in Idaho at that address is C T CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

DEVELOPMENT, CONSTRUCTION, OPERATION & MAINTENANCE OF THE INTER-STATE AND INTERNATIONAL TELECOMMUNICATIONS NETWORK, INCLUDING ALL THINGS NECESSARY AND PROPER IN THE CONDUCT OF SUCH BUSINESS.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED LIST.</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>750,000,000</u>	<u>COMMON</u>	<u>\$16-2/3</u>
<u>100,000,000</u>	<u>PREFERRED</u>	<u>\$1</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
700,302,000	COMMON	\$16-2/3
8,620,300	PREFERRED	\$4 cum.conv./\$50 stated value
10,000,000	PREFERRED	\$3.64 cum./\$50 stated value
10,000,000	PREFERRED	\$3.74 cum./\$50 stated value
587,500	PREFERRED	\$77.50 cum./\$1,000 stated value

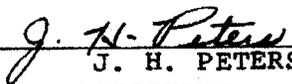
11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 28, 19 80.

American Telephone and Telegraph Company

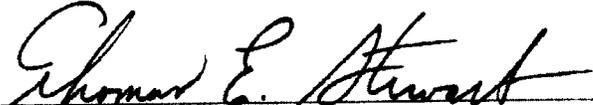
By   
 R. W. KLEINERT  
 Its VICE President

and   
 J. H. PETERS  
 Its ASSISTANT Secretary

STATE OF New Jersey )  
 )ss:  
 COUNTY OF Somerset )

I, Thomas E. Stewart, a notary public, do hereby certify that on this 28 day of January, 19 80, personally appeared before me R.W. Kleinert and J.H. Peters, who being by me first duly sworn, declared that he is the Vice President and Assistant Secretary of American Telephone and Telegraph Company

Vice President/  
 that he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.

  
 THOMAS E. STEWART Notary Public  
 Notary Public of New Jersey

My Commission Expires Dec. 28, 1984

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

DIRECTORS AND OFFICERS

DIRECTORS

William M. Batten  
New York Stock Exchange  
11 Wall Street, Rm. 605  
New York, New York 10005

Edward W. Carter  
550 South Flower Street  
Los Angeles, California 90071

Catherine B. Cleary  
735 N. Water St., Rm. 716  
Milwaukee, Wisconsin 53202

John D. deButts  
195 Broadway  
New York, New York 10007

James H. Evans  
Union Pacific Corp.  
345 Park Avenue  
New York, New York 10022

Edward B. Hanify  
225 Franklin Street  
Boston, Massachusetts 02110

Jerome H. Holland  
270 Park Avenue, Suite 1490  
New York, New York 10017

Donald S. MacNaughton  
Hospital Corp. of America  
1 Park Plaza  
Nashville, Tennessee 78212

J. Irwin Miller  
301 Washington Street  
Columbus, Indiana 47201

Donald S. Perkins  
Jewel Companies, Inc.  
5725 East River Road  
Chicago, Illinois 60631

Charles L. Brown  
American Tel. & Tel. Co.  
195 Broadway, Rm. 2628  
New York, New York 10007

William S. Cashel, Jr.  
195 Broadway, Rm. 2600  
New York, New York 10007

Archie K. Davis  
612 S. Main Street  
P. O. Box 10689  
Winston-Salem, N. Carolina 27108

William M. Ellinghaus  
195 Broadway, Rm. 2657  
New York, New York 10007

Peter E. Haas  
Levi Strauss & Co.  
2 Embarcadero Center, 28th Fl.  
San Francisco, California 94106

William A. Hewitt  
John Deere Road  
Moline, Illinois 61265

Belton K. Johnson  
2000 Nat'l. Bank of Commerce Bldg.  
San Antonio, Texas 78205

William J. McGill  
Columbia University  
202 Low Library  
New York, New York 10027

James E. Olson  
195 Broadway, Rm. 2631  
New York, New York 10007

Rawleigh Warner, Jr.  
Mobil Corporation  
150 East 42nd Street  
New York, New York 10017

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

DIRECTORS AND OFFICERS

OFFICERS

Robert E. Allen  
Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07921

James R. Billingsley  
Vice President  
195 Broadway  
New York, New York 10007

Thomas E. Bolger  
Executive Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

William S. Cashel, Jr.  
Vice Chairman of the Board &  
Chief Financial Officer  
195 Broadway  
New York, New York 10007

John L. Clendenin  
Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

William M. Ellinghaus  
President  
195 Broadway  
New York, New York 10007

John G. Fox  
Vice President  
2000 L Street, N.W.  
Washington, D.C. 20036

Richard R. Hough  
Executive Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

Frank A. Hutson, Jr.  
Secretary  
195 Broadway  
New York, New York 10007

Jack A. Baird  
Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07921

Edward M. Block  
Vice President  
195 Broadway  
New York, New York 10007

Charles L. Brown  
Chairman of the Board  
195 Broadway  
New York, New York 10007

H. Weston Clarke, Jr.  
Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

Virginia A. Dwyer  
Vice President and Treasurer  
195 Broadway  
New York, New York 10007

Robert N. Flint  
Vice President and Comptroller  
195 Broadway  
New York, New York 10007

Donald E. Guinn  
Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

Charles E. Hugel  
Executive Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

Walter B. Kelley  
Vice President  
195 Broadway  
New York, New York 10007

AMERICAN TELEPHONE AND TELEGRAPH COMPANY  
DIRECTORS AND OFFICERS

Page 2

OFFICERS (Cont'd.)

Robert W. Kleinert  
Vice President  
AT&T, Long Lines  
Bedminster, New Jersey 07921

Archie J. McGill  
Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

Rex R. Reed  
Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

William G. Sharwell  
Vice President  
195 Broadway  
New York, New York 10007

Alvin von Auw  
Vice President  
195 Broadway  
New York, New York 10007

Rocco J. Marano  
Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

James E. Olson  
Vice Chairman of the Board  
195 Broadway  
New York, New York 10007

John L. Segall  
Vice President  
195 Broadway  
New York, New York 10007

Howard J. Trienens  
Vice President and General Counsel  
195 Broadway  
New York, New York 10007

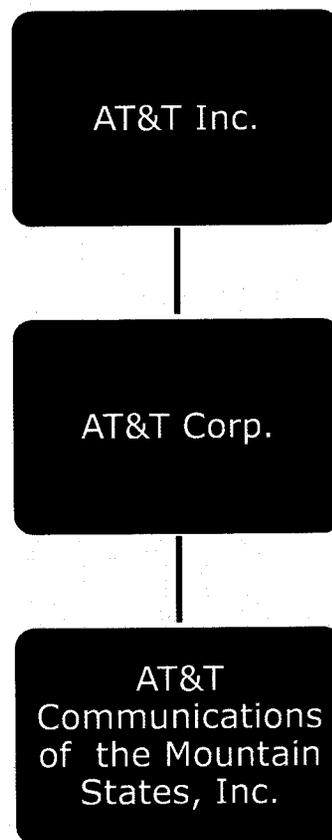
Kenneth J. Whalen  
Executive Vice President  
295 North Maple Avenue  
Basking Ridge, New Jersey 07920

**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

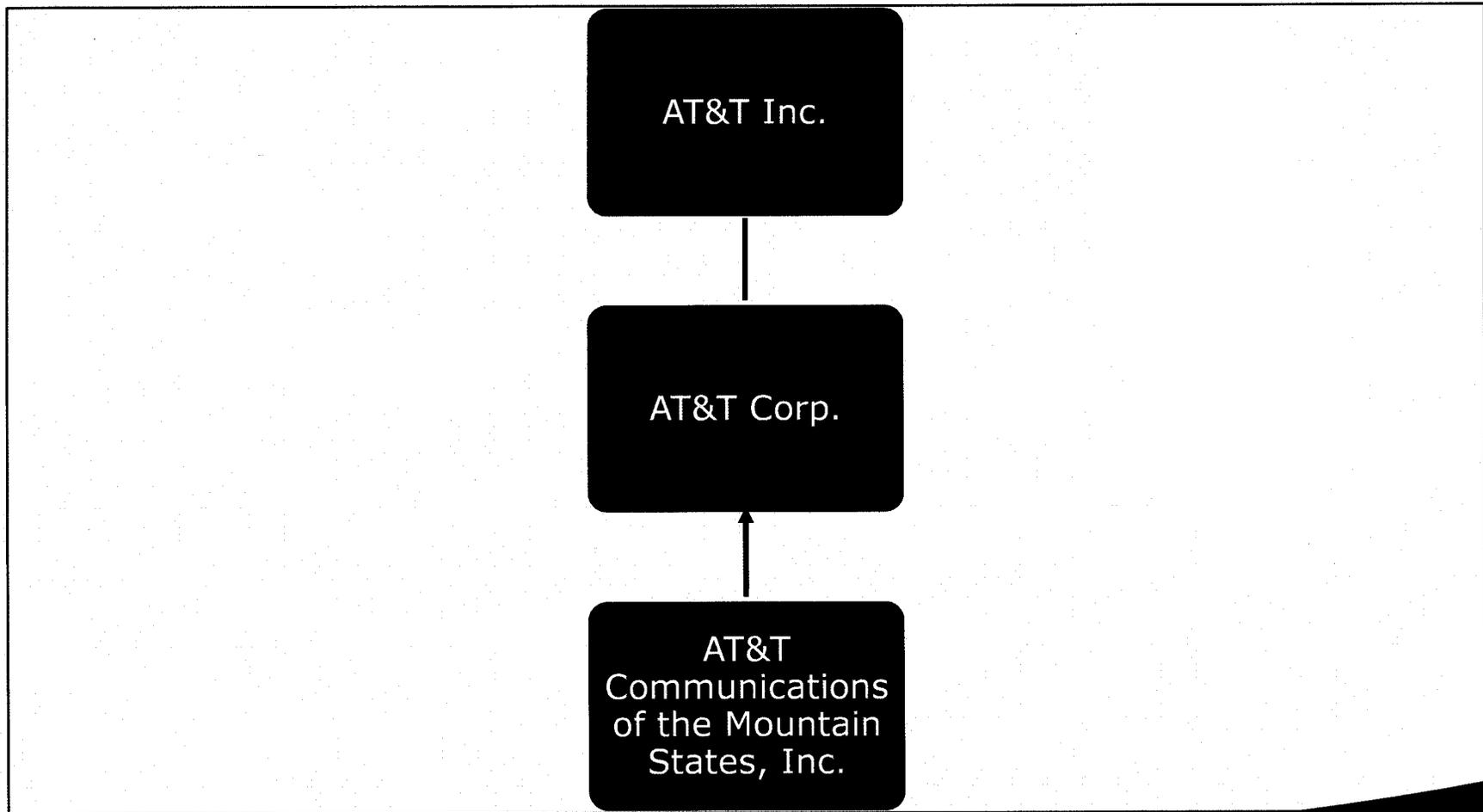
**Exhibit 4**

**AT&T Corp. Corporate Structure**

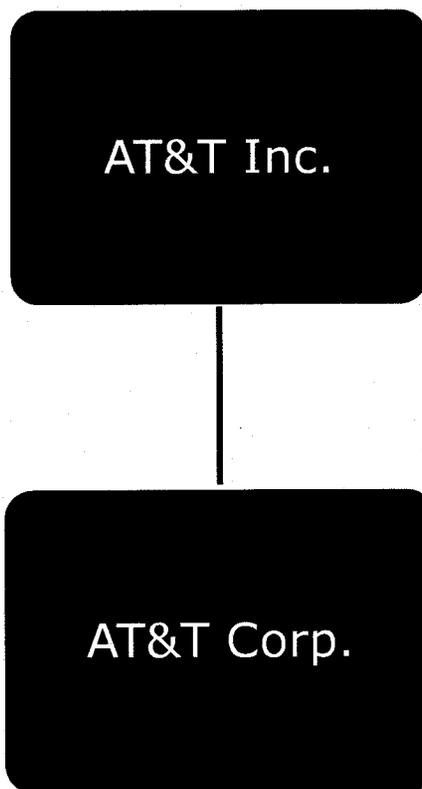
**Currently, AT&T Communications of the Mountain States, Inc. is a wholly owned subsidiary of AT&T Corp., which is a wholly owned subsidiary of AT&T Inc. (f/k/a SBC Communications Inc.)**



**AT&T Communications of the Mountain States, Inc. will merge into AT&T Corp.**



**AT&T Corp. will be the surviving entity and will remain a wholly owned subsidiary of AT&T Inc. (f/k/a SBC Communications Inc.)**



**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 5**

**Customer Notice**

## **EXHIBIT 5 – Customer Notice**

Here is the bill message that appeared on our direct mailed bills beginning in June for consumer and July for business.

Currently, AT&T intrastate services are provided by AT&T Communications of the Mountain States, Inc., and AT&T interstate and international services are provided by AT&T Corp. Subject to state regulatory approvals, on or about November 1, 2012, AT&T Corp. will also provide AT&T intrastate services in your state. This change does not impact the rates, terms or conditions applicable to these services. To view service publications go to [www.att.com/servicepublications](http://www.att.com/servicepublications) and click on Service Guides and/or Tariffs. If you have any questions, please contact the number at the top of this bill.

**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 6**

**AT&T Corp.'s Articles of  
Incorporation**

F05 1 1 00 0635

CT-07

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AT&T CORP.  
UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

I, the undersigned, being Secretary of AT&T Corp., do hereby certify as follows:

1. The name of the corporation is AT&T Corp., and the name under which it was formed was American Telephone and Telegraph Company.
2. The certificate of incorporation of the corporation was filed by the office of the Secretary of State of New York on March 3, 1885.
3. The certificate of incorporation is hereby amended to effect several amendments authorized by the Business Corporation Law, namely: to change the total number and par value per share of authorized shares of Common Stock from 2,500,000,000 shares having a par value of \$1.00 per share to 1,000 shares having a par value of \$0.01 per share, all of which will be issued and outstanding as a result of such change; to remove the authority to issue shares of Preferred Stock, and to delete all references to rights, preferences and limitations of shares of Preferred Stock; to provide that any action on which shareholders are required or permitted to vote may be authorized by the written consent of shareholders; and to provide that the corporation shall indemnify certain persons under certain circumstances pursuant to Article 7 of the Business Corporation Law. The text of the certificate of incorporation is hereby restated as so amended to read in its entirety as follows:

FIRST. The name of the corporation is AT&T Corp.

SECOND. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York (the "Business Corporation Law"), but not to engage in any act or activity requiring the consent or approval of any New York State official, department, board, agency or other body without such consent or approval first being obtained.

THIRD. The office of the corporation within the State of New York is to be located in the County of New York.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, par value of \$0.01 per share.

FIFTH. The Secretary of State of the State of New York is designated as agent of the corporation upon whom process in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o CT Corporation Systems, 111 8<sup>th</sup> Avenue, New York, New York 10011.

1

**SIXTH.** By-laws of the corporation may be adopted, amended or repealed by the board of directors of the corporation by the vote of a majority of the directors present at a meeting of the Board at which a quorum is present.

**SEVENTH.** No holder of shares of the corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the corporation.

**EIGHTH.** Whenever under the provisions of the Business Corporation Law shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, in accordance with the provisions of Section 615 of the Business Corporation Law.

**NINTH.** The corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he or she served at the request of the corporation.

**TENTH.** A director of the corporation shall not be personally liable to the corporation or its shareholders for damages for any breach of duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Business Corporation Law as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this Article TENTH shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

4. The foregoing restated certificate of incorporation was authorized by the Board of Directors of the corporation at a meeting duly called and held on November 18, 2005, followed by the written consent of the sole shareholder of the corporation dated November 18, 2005.

2

IN WITNESS WHEREOF, the undersigned have signed this restated certificate of incorporation on November 23, 2005 and affirm the statements contained herein as true under the penalties of perjury.

By: /s/Wayne A. Wirtz  
Name: Wayne A. Wirtz  
Title: Secretary

051123000635

**CT-07**

**CT-07**

**RESTATED**

**CERTIFICATE OF INCORPORATION**

**OF**

**AT&T CORP.**

**UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW**

ok 6T

MT

fcc  
 STATE OF NEW YORK  
 DEPARTMENT OF STATE  
 FILED NOV 23 2005  
 TKS 10  
 BY Dal

NY

**SBC COMMUNICATIONS INC.  
 175 EAST HOUSTON STREET, ROOM 282  
 SAN ANTONIO, TX 78205**

Customer Ref# 6506775

**BRANDOWN**

f

051123000687

61

WE, EDWARD J. HALL, JUNIOR, OF THE CITY OF ELIZABETH,  
 STATE OF NEW JERSEY, THOMAS S. DOOLITTLE, OF THE CITY OF BRIDGE-  
 PORT, STATE OF CONNECTICUT, JOSEPH M. DAVIS AND ANZI S. DOOB  
 OF THE CITY OF NEW YORK, STATE OF NEW YORK, DO HEREBY ASSOCIATE  
 OURSELVES TOGETHER FOR THE PURPOSE OF CONSTRUCTING, BUYING,  
 OWNING, LEASING, OR OTHERWISE OBTAINING, LINES OF ELECTRIC  
 TELEGRAPH PARTLY WITHIN AND PARTLY BEYOND THE LIMITS OF THE  
 STATE OF NEW YORK, AND OF EQUIPPING, USING, OPERATING, OR OTHER-  
 ERWISE MAINTAINING, THE SAME; AND OF BECOMING A BODY POLITICAL  
 AND CORPORATE UNDER AND BY VIRTUE OF THE PROVISIONS OF AN ACT  
 OF THE LEGISLATURE OF THE STATE OF NEW YORK ENTITLED "AN ACT  
 TO PROVIDE FOR THE INCORPORATION AND REGULATION OF TELEGRAPH  
 COMPANIES", PASSED APRIL 12, 1848, AND THE VARIOUS ACTS AMEND-  
 ATORY THEREOF OR SUPPLEMENTAL THERETO; AND OF HAVING AND EXER-  
 CISING ALL AND EVERY OF THE POWERS, PRIVILEGES, FRANCHISES,  
 IMMUNITIES IN AND BY SAID ACTS CONFERRED. AND IN FURTHERANCE  
 OF THE REQUIREMENTS OF THE VARIOUS ACTS AFORESAID, AND FOR THE  
 PURPOSES ABOVE SET FORTH, WE DO HEREBY DECLARE AND CERTIFY AS  
 FOLLOWS:

FIRST. THE NAME ASSUMED TO DISTINGUISH SUCH ASSOCIATION  
 AND TO BE USED IN ITS DEALINGS, AND BY WHICH IT MAY BE IDENTI-  
 FIED, IS THE AMERICAN TELEPHONE AND TELEGRAPH COMPANY.

SECOND. THE GENERAL ROUTE OF THE LINES OF TELEGRAPH  
 AND TELEPHONE CONNECTION WILL BE FROM A POINT OR POINTS TO BE

NEW YORK ALONG ALL RAIL ROADS, BRIDGES, HIGHWAYS AND OTHER PRACTICABLE, SUITABLE AND CONVENIENT WAYS OR COURSES, LEADING THENCE TO THE CITIES OF ALBANY, BOSTON, AND THE INTERMEDIATE CITIES, TOWNS AND PLACES, ALSO FROM A POINT OR POINTS IN AND THROUGH THE CITY OF NEW YORK, AND THENCE THROUGH AND ACROSS THE HUDSON AND EAST RIVERS AND THE BAY AND HARBOR OF NEW YORK, TO JERSEY CITY, LONG ISLAND CITY AND BROOKLYN, AND ALONG ALL RAIL ROADS, BRIDGES, HIGHWAYS AND OTHER PRACTICABLE, SUITABLE AND CONVENIENT WAYS AND COURSES TO THE CITIES OF PHILADELPHIA, BALTIMORE, WASHINGTON, RICHMOND, CHARLESTON, MOBILE AND NEW ORLEANS, AND TO ALL INTERMEDIATE CITIES, TOWNS AND PLACES; AND IN LIKE MANNER TO THE CITIES OF BUFFALO, PITTSBURG, CLEVELAND, CINCINNATI, LOUISVILLE, MEMPHIS, INDIANAPOLIS, CHICAGO, SAINT LOUIS, KANSAS CITY, KEOKUK, DES MOINES, DETROIT, MILWAUKEE, SAINT PAUL, MINNEAPOLIS, OMAHA, CHEYENNE, DENVER, SALT LAKE CITY, SAN FRANCISCO, AND PORTLAND, AND TO ALL INTERMEDIATE CITIES, TOWNS AND PLACES, AND ALSO ALONG ALL RAILROADS, BRIDGES, HIGHWAYS AND OTHER PRACTICABLE, SUITABLE AND CONVENIENT WAYS AND COURSES AS MAY BE NECESSARY OR PROPER FOR THE PURPOSE OF CONNECTING WITH EACH OTHER ONE OR MORE POINTS IN SAID CITY OF NEW YORK, AND IN EACH OF THE CITIES, TOWNS AND PLACES HEREBY ABOVE SPECIFICALLY OR GENERALLY DESIGNATED.

AND IT IS FURTHER DECLARED AND CERTIFIED THAT THE GENERAL ROUTE OF THE LINES OF THIS ASSOCIATION, IN ADDITION TO THOSE HEREBY DESCRIBED OR DESIGNATED, WILL CONNECT ONE OR MORE

62-61-2

POINTS IN EACH AND EVERY CITY, TOWN OR PLACE IN THE STATE OF NEW YORK WITH ONE OR MORE POINTS IN EACH AND EVERY OTHER CITY, TOWN OR PLACE IN SAID STATE, AND IN EACH AND EVERY OTHER OF THE UNITED STATES, AND IN CANADA AND MEXICO, AND EACH AND EVERY OF SAID CITIES, TOWNS AND PLACES IS TO BE CONNECTED WITH EACH AND EVERY OTHER CITY, TOWN OR PLACE IN SAID STATES AND COUNTRIES, AND ALSO BY CABLE AND OTHER APPROPRIATE MEANS WITH THE REST OF THE KNOWN WORLD AS MAY HEREAFTER BECOME NECESSARY OR DESIRABLE IN CONDUCTING THE BUSINESS OF THIS ASSOCIATION .

THIRD. THE CAPITAL STOCK OF SUCH ASSOCIATION SHALL BE THE SUM OF ONE HUNDRED THOUSAND DOLLARS, WHICH WILL BE DIVIDED INTO ONE THOUSAND SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS EACH .

FOURTH. THE NAMES AND PLACES OF RESIDENCE OF THE SHAREHOLDERS OF SAID ASSOCIATION, AND THE NUMBER OF SHARES HELD BY EACH OF THEM, ARE, RESPECTIVELY, AS FOLLOWS,

NAME	RESIDENCES	NUMBER OF SHARES
EDWARD J. HALL JR	ELIZABETH, N. J.	TWO HUNDRED AND FIFTY
THOMAS D. DOOLITTLE,	BRIDGEPORT, CONN.	TWO HUNDRED AND FIFTY
JOSEPH P. DAVIS	NEW YORK CITY	TWO HUNDRED AND FIFTY
AMZI S. ODD.	NEW YORK CITY	TWO HUNDRED AND FIFTY

FIFTH. THE PERIOD AT WHICH SUCH ASSOCIATION SHALL COMMENCE IS THE DAY WHEN IT SHALL BECOME A BODY CORPORATE UNDER THE PROVISIONS OF THE ACTS AFORESAID, AND THE PERIOD WHEN

SHALL TERMINATE SHALL BE AT THE EXPIRATION OF THE TERM OF FIFTY  
YEARS FROM SAID DAY .

IN WITNESS WHEREOF, WE, THE PERSONS ABOVE NAMED, HAVE  
HEREUNTO SET OUR HANDS AND SEALS THIS 28TH DAY OF FEBRUARY,  
IN THE YEAR OF OUR LORD ONE THOUSAND EIGHT HUNDRED AND EIGHTY  
FIVE .

EDWARD J. HALL, JR. SEAL

T. S. DOOLITTLE. SEAL

JOS. P. DAVIS. SEAL

A. H. DODD. SEAL

STATE OF NEW YORK.

39

CITY AND COUNTY OF NEW YORK

ON THIS TWENTY EIGHTH DAY OF FEBRUARY, IN THE YEAR OF OUR  
LORD ONE THOUSAND EIGHT HUNDRED AND EIGHTY FIVE, BEFORE ME PER-  
SONALLY APPEARED EDWARD J. HALL JR. THOMAS S. DOOLITTLE, JOSEPH  
P. DAVIS AND AMZI S. DODD, TO ME KNOWN, AND KNOWN TO ME TO BE  
THE INDIVIDUALS DESCRIBED IN AND WHO EXECUTED THE FOREGOING  
CERTIFICATE OF INCORPORATION, AND THEY SEVERALLY ACKNOWLEDGED  
TO ME THAT THEY EXECUTED THE SAME FOR THE USES AND PURPOSES  
THEREIN SET FORTH.

JNO. H. CAMMILL,

NOTARY PUBLIC, NO. 92

NEW YORK COUNTY

SEAL  
JHR

67-64

SHALL TERMINATE SHALL BE AT THE EXPIRATION OF THE TERM OF FIFTY  
YEARS FROM SAID DAY .

IN WITNESS WHEREOF, WE, THE PERSONS ABOVE NAMED, HAVE  
HEREUNTO SET OUR HANDS AND SEALS THIS 28TH DAY OF FEBRUARY,  
IN THE YEAR OF OUR LORD ONE THOUSAND EIGHT HUNDRED AND EIGHTY  
FIVE .

EDWARD J. HALL, JR. SEAL

T. B. DOOLITTLE. SEAL

JOS. P. DAVIS. SEAL

A. S. DODD. SEAL

STATE OF NEW YORK,

SS

CITY AND COUNTY OF NEW YORK

ON THIS TWENTY EIGHTH DAY OF FEBRUARY, IN THE YEAR OF OUR  
LORD ONE THOUSAND EIGHT HUNDRED AND EIGHTY FIVE, BEFORE ME PER-  
SONALLY APPEARED EDWARD J. HALL JR, THOMAS B. DOOLITTLE, JOSEPH  
P. DAVIS AND AMZI S. DODD, TO ME KNOWN, AND KNOWN TO ME TO BE  
THE INDIVIDUALS DESCRIBED IN AND WHO EXECUTED THE FOREGOING  
CERTIFICATE OF INCORPORATION, AND THEY SEVERALLY ACKNOWLEDGED

STATE OF NEW YORK,

County of New York, } ss.

W. K. KERRICK, Clerk of the said City and County, and Clerk of the Supreme Court  
for said County do hereby certify that I have compared the preceding with the original  
of incorporation of

*the*  
*American Telephone and*  
*Telegraph Company.*

on file in my office and that the same is a correct  
therefrom, and of the whole of each original.

Endorsed Filed.

In Witness Whereof, I have hereunto set my name, and the seal of  
my office, this

*W. K. Kerrick*

67-61-5

*transcript*  
*Received 2 inches*  
*Patricia Keenan*  
Clerk



**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 7**

**Contact Information for Officers and  
Directors of AT&T Corp.**

**AT&T Corp.**

**Directors**

**James Meza III**

**Director**

208 S. Akard St., Room 3301, Dallas, TX 75202

**Paul W. Stephens**

**Director**

208 S. Akard St., Room 3605, Dallas, TX 75202

**Officers**

**Andrew M. Geisse**

**President and Chief Executive Officer**

208 S. Akard St., Room 3705, Dallas, TX 75202

**William M. Archer**

**President - Advanced Solutions**

1 AT&T Way, Room 5A106, Bedminster, NJ 07921

**Frank Jules**

**President - Global Business Solutions**

208 S. Akard St., Room 3509, Dallas, TX 75202

**Jose M. Gutierrez**

**Executive Vice President - Wholesale Solutions**

208 S. Akard St., Room 3606, Dallas, TX 75202

**Cathy Martine-Dolecki**

**Executive Vice President - Small Business Solutions  
and Alternate Channels**

1 AT&T Way, Room 5A111, Bedminster, NJ 07921

**Kathryn Morrissey**

**Executive Vice President - GEM and System  
Integrator Solutions**

77 Water St, Room 25M01, New York, NY 10005

**Kevin Robert Peters**

**Executive Vice President - Global Customer Service**

1 AT&T Way, Room 3C109, Bedminster, NJ 07921

**Michael Bowling**

**Chief Marketing Officer - Business Solutions**

208 S. Akard St., Rom 3513, Dallas, TX 75202

**Eric D. Boyer**

**Senior Vice President - Service Assurance**

208 S. Akard St., Room 3502, Dallas, TX 75202

**Ernie Carey**

**Senior Vice President - Construction and Engineering**

208 S. Akard St., Room 3416, Dallas, TX 75202

**Gerry R. Chicoine**

**Senior Vice President - Audit Services and Chief  
Compliance Officer**

208 S. Akard St., Room 1110, Dallas, TX 75202

**Louis N. Delery**

**Senior Vice President - Small Business Marketing**  
1 AT&T Way,, Bedminster, NJ 07921

**Andrew A. Dzerovych**

**Senior Vice President - Service Delivery**  
1 AT&T Way, Room 4C104, Bedminster, NJ 07921

**Rick Felts**

**Senior Vice President - Information Technology  
Operations**  
208 S. Akard St., Room 3407, Dallas, TX 75202

**Thomas Harvey**

**Senior Vice President - AT&T Government Solutions**  
3033 Chain Bridge Rd, Room D.D2.301, Oakton, VA 22124

**Donald G. Herring**

**Senior Vice President - Network Sourcing**  
1 AT&T Way, Room 5A207, Bedminster, NJ 07921

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**AT&T Corp.**

**William Hogg**

**Senior Vice President - Network Planning and Engineering**

208 S. Akard St., Room 3417, Dallas, TX 75202

**William C. Huber**

**Senior Vice President - Customer Experience Engineering**

208 S. Akard St., Room 3503, Dallas, TX 75202

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**Senior Vice President and General Counsel**

1 AT&T Way, Room 5A104, Bedminster, NJ 07921

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675 W. Peachtree St. NW, Room 4515, Atlanta, GA 30308

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208 S. Akard St., Room 3611, Dallas, TX 75202

**Lawrence J. Ruzicka**

**Senior Vice President - Tax**

208 S. Akard St., Room 1810, Dallas, TX 75202

**J. Mark Schleyer**

**Senior Vice President - Corporate Real Estate**

208 S. Akard St., Room 3414, Dallas, TX 75202

**Stephen Stine**

**Senior Vice President - Core Installation and Maintenance**

208 S. Akard St., Room 3405, Dallas, TX 75202

**Daniel T. Walsh**

**Senior Vice President - Advanced Enterprise Solutions**

208 S. Akard St., Room 3402, Dallas, TX 75202

**Jeffrey G. Weber**

**Senior Vice President - AT&T AdWorks**

1880 Century Park East, Suite 1101, Rm 3, Los Angeles, CA 90067

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**Senior Vice President - Service Management**

208 S. Akard St., Room 3506, Dallas, TX 75202

**Dave Albano**

**Vice President - Premier Client Group**

300 North Point Pkwy, Room 103B01, Alpharetta, GA 30005

**Mike Barton**

**Vice President - 2012 RNC/DNC Project Management**

3405 W. Dr Martin Luther King Jr, Room 3106, Tampa, FL 33607

**Tod A. Clarno**

**Vice President – Tax**

208 S. Akard St., Room 1827, Dallas, TX 75202

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**Vice President - Mobility Public Safety Solutions**

1025 Lenox Park Blvd NE, Room A927, Atlanta, GA 30319

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**Vice President - National Information Systems**

200 S. Laurel, Bldg B, Rm E5-3A36, Middletown, NJ 07748

**Andrew M. Edison**

**Vice President - ABS Business Operations**

80 Victoria St, 4<sup>th</sup> Fl, Rm 5AV1, London, England SW1E5JL,  
United Kingdom

**Laurie Hay**

**Vice President - Customer Care Ordering**

1 AT&T Way, Room 4B110, Bedminster, NJ 07921

**Christopher K. Hill**

**Vice President - Advanced Mobility Solutions**

1 AT&T Way, Room 4C106, Bedminster, NJ 07921

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<b>AT&amp;T Corp. John Lamprecht</b>	<b>Vice President – Finance</b> 208 S. Akard St., Room 2627, Dallas, TX 75202
<b>Kevin Leonard</b>	<b>Vice President - Alternate Channels</b> 340 Mt. Kemble Ave, Room N245, Morristown, NJ 07960
<b>Russ McFadden</b>	<b>Vice President - Asset Management and Transactions</b> 208 S. Akard St., Room 2317, Dallas, TX 75202
<b>Marc Melloy</b>	<b>Vice President - Business Strategy</b> 208 S. Akard St., Room 1737, Dallas, TX 75202
<b>John Potter</b>	<b>Vice President - "As a Service" Solutions</b> 1 AT&T Way, Room 4B103, Bedminster, NJ 07921
<b>Ellen Spano</b>	<b>Vice President and Assistant Secretary</b> 1 AT&T Way, Room 3A122, Bedminster, NJ 07921
<b>Jeffrey Tutnauer</b>	<b>Vice President - Property Tax</b> 1 AT&T Way, Room 4A229, Bedminster, NJ 07921
<b>Eric Weinbrom</b>	<b>Vice President – Finance</b> 1 AT&T Way, Room 2C113, Bedminster, NJ 07921
<b>George B. Goeke</b>	<b>Chief Financial Officer and Treasurer</b> 208 S. Akard St., Rom 2726, Dallas, TX 75202
<b>Wayne A. Wirtz</b>	<b>Secretary</b> 208 S. Akard St., Room 3024, Dallas, TX 75202
<b>Marc Kron</b>	<b>Director Global Trade Policies and Empowered Official</b> 3033 Chain Bridge Rd, Rm AH7204, Oakton, VA 22124
<b>Neil Cobb</b>	<b>Executive Director - Product Management</b> 311 S. Akard, Room 851, Dallas, TZ 75202
<b>James F. Dionne</b>	<b>Executive Director - Accounting</b> 1 AT&T Way, Room 2B119, Bedminster, NJ 07921
<b>Carl D. Forbis</b>	<b>Executive Director – Tax</b> 1010 St. Marys St, Room 9-001, San Antonio, TX 78215
<b>Rich Kurth</b>	<b>Executive Director - Customer Contracts</b> 340 Mt. Kemble Ave, Room S212B, Morristown, NJ 07960

**Sandy Markiewicz**

**Executive Director - Customer Contracts**  
225 W. Randolph St-Z1, Room 17B, Chicago, IL 60606

**Deborah R. Bierbaum**

**Assistant Secretary**  
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2600 Camino Ramon, Room 3E453, San Ramon, CA 94583

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**Jeston Dumas**

**Assistant Treasurer**  
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**David M. Eppsteiner**

**Assistant Secretary**  
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**AT&T Corp.**  
**Martin Hotchkiss**

**Assistant Secretary**  
208 S. Akard St., Room 3031, Dallas, TX 75202

**Arthur M. Kirchoffer Jr.**

**Assistant Treasurer**  
208 S. Akard St., Room 2714, Dallas, TX 75202

**Lawrence J. Lafaro**

**Assistant Secretary**  
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**Elaine Lou**

**Assistant Treasurer**  
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**George R. (Ridge) Loux**

**Assistant Secretary**  
3033 Chain Bridge Rd, Rm D7-304, Oakton, VA 22124

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**Assistant Secretary**  
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**Assistant Secretary**  
1 AT&T Way, Room 2B116F, Bedminster, NJ 07921

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675 W. Peachtree St. NW, Rm 40G03, Atlanta, GA 30308

**Joelle Phillips**

**Assistant Secretary**  
333 Commerce St, Room 2101, Nashville, TN 37201

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**Richard J. Sinton**

**Assistant Secretary**  
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**Assistant Secretary**  
225 W. Randolph St-Z1, Room 25A, Chicago, IL 60606

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**Assistant Secretary**  
1120 20<sup>th</sup> St. NW, Room 1000, Washington, DC 20036

**Richard G. Vartain**

**Assistant Secretary**  
7125 Columbia Gateway Dr., Room 2C06, Columbia, MD 21046

**Christopher Vrana**

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1 AT&T Way, Room 3A128, Bedminster, NJ 07921

**Brad Walter**

**Assistant Secretary**  
2600 Camino Ramon, Room 2W903, San Ramon, CA 94583

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**Assistant Secretary**  
1 AT&T Way, Room 3A121, Bedminster, NJ 07921

**Teresa G. Blizzard**

**Director – Tax**  
1025 Lenox Park Blvd NE, Room C362, Atlanta, GA 30319

**Terry Britt**

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1010 St. Marys St, Room 10R, San Antonio, TX 78215

**Jeffrey Chambers**

**Director – Tax**  
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**Karen Diorio**

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1 AT&T Way, Room 4A248, Bedminster, NJ 07921

**Judith L. Lagarde**

**Director - Interconnection Agreements**  
2500 Riva Road, Floor 1, Annapolis, MD 21401

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**AT&T Corp.**

**Fletcher Ricks**

**Director – Tax**

1010 St. Marys St, Room 9S50, San Antonio, TX 78215

**Vivian Swierc**

**Director – Tax**

1010 St. Marys St, Room 9003, San Antonio, TX 78215

**Lee Wheless**

**Director – Tax**

1010 St. Marys St, Room 9-U-50, San Antonio, TX 78215

**Paul M. Wilson**

**Assistant Secretary**

208 S. Akard St., Room 3030, Dallas, TX 75202

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**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 8**

**AT&T Corp.'s Certificate of Good  
Standing**

**State of New York  
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of AT&T CORP. was filed on 03/03/1885, under the name of AMERICAN TELEPHONE AND TELEGRAPH COMPANY, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment AMERICAN TELEPHONE AND TELEGRAPH COMPANY, changing its name to AT&T CORP., was filed 04/20/1994.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 04th day of September  
two thousand and twelve.*

Daniel Shapiro  
First Deputy Secretary of State



IDAHO SECRETARY OF STATE  
Viewing Business Entity

Ben Ysursa, Secretary of State

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[ [Get a certificate of existence for AT&T CORP.](#) ]

**AT&T CORP.**

ROOM 4A248  
ONE AT & T WAY  
BEDMINSTER, NJ

**Type of Business:** CORPORATION, GENERAL BUSINESS

**Status:** GOODSTANDING, ANREPT SENT 02 Dec 2011

**State of Origin:** NEW YORK

**Date of** 11 Feb 1980

**Origination/Authorization:**

**Current Registered Agent:** CT CORPORATION SYSTEM  
1111 W JEFFERSON STE 530  
BOISE, ID 83702

**Organizational ID / Filing Number:** C63168

**Number of Authorized Stock Shares:**

**Date of Last Annual Report:** 25 Jan 2012

**Original Filing:**

**Filed 11 Feb 1980** CERTIFICATE OF AUTHORITY [\[ Help Me Print/View TIFF \]](#)  
[View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

**Amendments:**

**Amendment Filed 17 Sep 1980** STOCK CHANGE [\[ Help Me Print/View TIFF \]](#)  
[View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

**Amendment Filed 28 Oct 1982** OTHER - AMENDMENT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

**Amendment Filed 01 Nov 1984** REINSTATEMENT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

**Amendment Filed 08 Feb 1989** REINSTATEMENT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

**Amendment Filed 17 May 1994** NAME CHANGED TO AT&T CORP. [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

**Annual Reports:**

[\[ Help Me Print/View TIFF \]](#)  
**Report for year 2012** ANNUAL REPORT [View Document Online](#)  
**Report for year 2011** ANNUAL REPORT [View Document Online](#)

**Report for year 1988 ANNUAL  
REPORT**

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Comments, questions or suggestions can be emailed to: [sosinfo@sos.idaho.gov](mailto:sosinfo@sos.idaho.gov)

**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 9**

**AT&T Inc.'s most Recent Audited  
Balance Sheet, Income Statement,  
and Statement of Retained Earnings**

getting to the  
future first

Aetna Inc. 2011 Annual Report



## Consolidated Statements of Income

Dollars in millions except per share amounts

	2011	2010	2009
<b>Operating Revenues</b>			
Wireless service	\$ 56,726	\$ 53,510	\$ 48,563
Data	29,606	27,555	25,644
Voice	25,131	28,332	32,345
Directory	3,293	3,935	4,724
Other	11,967	10,948	11,237
<b>Total operating revenues</b>	<b>126,723</b>	<b>124,280</b>	<b>122,513</b>
<b>Operating Expenses</b>			
Cost of services and sales (exclusive of depreciation and amortization shown separately below)	57,374	52,379	50,639
Selling, general and administrative	38,844	32,864	31,359
Impairment of intangible assets	2,910	85	—
Depreciation and amortization	18,377	19,379	19,515
<b>Total operating expenses</b>	<b>117,505</b>	<b>104,707</b>	<b>101,513</b>
<b>Operating Income</b>	<b>9,218</b>	<b>19,573</b>	<b>21,000</b>
<b>Other Income (Expense)</b>			
Interest expense	(3,535)	(2,994)	(3,368)
Equity in net income of affiliates	784	762	734
Other income (expense) – net	249	897	152
<b>Total other income (expense)</b>	<b>(2,502)</b>	<b>(1,335)</b>	<b>(2,482)</b>
<b>Income from Continuing Operations Before Income Taxes</b>	<b>6,716</b>	<b>18,238</b>	<b>18,518</b>
Income tax (benefit) expense	2,532	(1,162)	6,091
<b>Income from Continuing Operations</b>	<b>4,184</b>	<b>19,400</b>	<b>12,427</b>
<b>Income from Discontinued Operations, net of tax</b>	<b>—</b>	<b>779</b>	<b>20</b>
<b>Net Income</b>	<b>4,184</b>	<b>20,179</b>	<b>12,447</b>
<b>Less: Net Income Attributable to Noncontrolling Interest</b>	<b>(240)</b>	<b>(315)</b>	<b>(309)</b>
<b>Net Income Attributable to AT&amp;T</b>	<b>\$ 3,944</b>	<b>\$ 19,864</b>	<b>\$ 12,138</b>
<b>Basic Earnings Per Share from Continuing Operations</b>			
Attributable to AT&T	\$ 0.66	\$ 3.23	\$ 2.06
<b>Basic Earnings Per Share from Discontinued Operations</b>			
Attributable to AT&T	—	0.13	—
<b>Basic Earnings Per Share Attributable to AT&amp;T</b>	<b>\$ 0.66</b>	<b>\$ 3.36</b>	<b>\$ 2.06</b>
<b>Diluted Earnings Per Share from Continuing Operations</b>			
Attributable to AT&T	\$ 0.66	\$ 3.22	\$ 2.05
<b>Diluted Earnings Per Share from Discontinued Operations</b>			
Attributable to AT&T	—	0.13	—
<b>Diluted Earnings Per Share Attributable to AT&amp;T</b>	<b>\$ 0.66</b>	<b>\$ 3.35</b>	<b>\$ 2.05</b>

The accompanying notes are an integral part of the consolidated financial statements.

**Consolidated Balance Sheets**

Dollars in millions except per share amounts

	December 31,	
	2011	2010
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 3,185	\$ 1,437
Accounts receivable – net of allowances for doubtful accounts of \$878 and \$957	13,606	13,610
Prepaid expenses	1,155	1,458
Deferred income taxes	1,470	1,170
Other current assets	3,611	3,179
<b>Total current assets</b>	<b>23,027</b>	<b>20,854</b>
<b>Property, Plant and Equipment – Net</b>	<b>107,087</b>	<b>103,196</b>
<b>Goodwill</b>	<b>70,842</b>	<b>73,601</b>
<b>Licenses</b>	<b>51,374</b>	<b>50,372</b>
<b>Customer Lists and Relationships – Net</b>	<b>2,757</b>	<b>4,708</b>
<b>Other Intangible Assets – Net</b>	<b>5,212</b>	<b>5,440</b>
<b>Investments in Equity Affiliates</b>	<b>3,718</b>	<b>4,515</b>
<b>Other Assets</b>	<b>6,327</b>	<b>6,705</b>
<b>Total Assets</b>	<b>\$270,344</b>	<b>\$269,391</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Debt maturing within one year	\$ 3,453	\$ 7,196
Accounts payable and accrued liabilities	19,858	20,055
Advanced billing and customer deposits	3,872	4,086
Accrued taxes	1,003	975
Dividends payable	2,608	2,542
<b>Total current liabilities</b>	<b>30,794</b>	<b>34,854</b>
<b>Long-Term Debt</b>	<b>61,300</b>	<b>58,971</b>
<b>Deferred Credits and Other Noncurrent Liabilities</b>		
Deferred income taxes	25,748	22,070
Postemployment benefit obligation	34,011	28,803
Other noncurrent liabilities	12,694	12,743
<b>Total deferred credits and other noncurrent liabilities</b>	<b>72,453</b>	<b>63,616</b>
<b>Stockholders' Equity</b>		
Common stock (\$1 par value, 14,000,000,000 authorized at December 31, 2011 and 2010; issued 6,495,231,088 at December 31, 2011 and 2010)	6,495	6,495
Additional paid-in capital	91,156	91,731
Retained earnings	25,453	31,792
Treasury stock (568,719,202 at December 31, 2011 and 584,144,220 at December 31, 2010, at cost)	(20,750)	(21,083)
Accumulated other comprehensive income	3,180	2,712
Noncontrolling interest	263	303
<b>Total stockholders' equity</b>	<b>105,797</b>	<b>111,950</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$270,344</b>	<b>\$269,391</b>

The accompanying notes are an integral part of the consolidated financial statements.

**Consolidated Statements of Cash Flows**

Dollars in millions

	2011	2010	2009
<b>Operating Activities</b>			
Net income	\$ 4,184	\$ 20,179	\$ 12,447
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	18,377	19,379	19,515
Undistributed earnings from investments in equity affiliates	(623)	(603)	(419)
Provision for uncollectible accounts	1,136	1,334	1,762
Deferred income tax expense (benefit) and noncurrent unrecognized tax benefits	2,937	(3,280)	1,885
Net gain from impairment and sale of investments	(89)	(802)	—
Impairment of intangible assets	2,910	85	—
Actuarial loss on pension and postretirement benefits	6,280	2,521	215
Income from discontinued operations	—	(779)	(20)
Changes in operating assets and liabilities:			
Accounts receivable	(1,133)	(99)	(490)
Other current assets	(428)	(187)	(617)
Accounts payable and accrued liabilities	(383)	(1,508)	943
Retirement benefit funding	(1,000)	—	—
Other – net	2,480	(1,247)	(816)
Total adjustments	30,464	14,814	21,958
<b>Net Cash Provided by Operating Activities</b>	<b>34,648</b>	<b>34,993</b>	<b>34,405</b>
<b>Investing Activities</b>			
Construction and capital expenditures:			
Capital expenditures	(20,110)	(19,530)	(16,554)
Interest during construction	(162)	(772)	(740)
Acquisitions, net of cash acquired	(2,368)	(2,906)	(983)
Dispositions	1,301	1,830	287
(Purchases) and sales of securities, net	62	(100)	55
Other	27	29	52
<b>Net Cash Used in Investing Activities</b>	<b>(21,250)</b>	<b>(21,449)</b>	<b>(17,883)</b>
<b>Financing Activities</b>			
Net change in short-term borrowings with original maturities of three months or less	(1,625)	1,592	(3,910)
Issuance of long-term debt	7,936	2,235	8,161
Repayment of long-term debt	(7,574)	(9,294)	(8,652)
Issuance of treasury stock	237	50	28
Dividends paid	(10,172)	(9,916)	(9,670)
Other	(452)	(515)	(465)
<b>Net Cash Used in Financing Activities</b>	<b>(11,650)</b>	<b>(15,848)</b>	<b>(14,508)</b>
Net increase (decrease) in cash and cash equivalents	1,748	(2,304)	2,014
Cash and cash equivalents beginning of year	1,437	3,741	1,727
<b>Cash and Cash Equivalents End of Year</b>	<b>\$ 3,185</b>	<b>\$ 1,437</b>	<b>\$ 3,741</b>

The accompanying notes are an integral part of the consolidated financial statements.

## Consolidated Statements of Changes in Stockholders' Equity

Dollars and shares in millions except per share amounts

	2011		2010		2009	
	Shares	Amount	Shares	Amount	Shares	Amount
<b>Common Stock</b>						
Balance at beginning of year	6,495	\$ 6,495	6,495	\$ 6,495	6,495	\$ 6,495
Issuance of shares	—	—	—	—	—	—
Balance at end of year	6,495	\$ 6,495	6,495	\$ 6,495	6,495	\$ 6,495
<b>Additional Paid-In Capital</b>						
Balance at beginning of year		\$ 91,731		\$ 91,707		\$ 91,728
Issuance of treasury stock		132		159		29
Share-based payments		(118)		(130)		(50)
Share of equity method investee capital transactions		(290)		—		—
Change related to acquisition of interests held by noncontrolling owners		(299)		(5)		—
Balance at end of year		\$ 91,156		\$ 91,731		\$ 91,707
<b>Retained Earnings</b>						
Balance at beginning of year		\$ 31,792		\$ 21,944		\$ 19,566
Net income attributable to AT&T (\$0.66, \$3.35 and \$2.05 per diluted share)		3,944		19,864		12,138
Dividends to stockholders (\$1.73, \$1.69 and \$1.65 per share)		(10,244)		(9,985)		(9,733)
Other		(39)		(31)		(27)
Balance at end of year		\$ 25,453		\$ 31,792		\$ 21,944
<b>Treasury Stock</b>						
Balance at beginning of year	(584)	\$(21,083)	(593)	\$(21,260)	(602)	\$(21,410)
Issuance of treasury stock	16	333	9	177	9	150
Balance at end of year	(568)	\$(20,750)	(584)	\$(21,083)	(593)	\$(21,260)

The accompanying notes are an integral part of the consolidated financial statements.

**Consolidated Statements of Changes in Stockholders' Equity (continued)**

Dollars and shares in millions except per share amounts

	2011 Amount	2010 Amount	2009 Amount
<b>Accumulated Other Comprehensive Income</b>			
<b>Attributable to AT&amp;T, net of tax:</b>			
Balance at beginning of year	\$ 2,712	\$ 2,678	\$ (418)
Foreign currency translation adjustments, net of taxes of \$66, \$146 and \$70	123	271	147
Net unrealized gains (losses) on available-for-sale securities:			
Unrealized gains (losses), net of taxes of \$(21), \$(12) and \$84	(41)	(22)	176
Less reclassification adjustment realized in net income, net of taxes of \$(29), \$7 and \$23	(54)	14	48
Net unrealized gains (losses) on cash flow hedges:			
Unrealized gains (losses), net of taxes of \$(140), \$(182) and \$329	(256)	(334)	610
Less reclassification adjustment realized in net income, net of taxes of \$8, \$7 and \$8	15	12	15
Defined benefit postretirement plans (see Note 11):			
Net prior service credit arising from period, net of taxes of \$699, \$298 and \$1,383	1,140	487	2,257
Amortization of net prior service credit, net of taxes of \$(282), \$(243) and \$(96)	(460)	(396)	(156)
Other	1	2	(1)
Other comprehensive income attributable to AT&T	468	34	3,096
Balance at end of year	\$ 3,180	\$ 2,712	\$ 2,678
<b>Noncontrolling Interest:</b>			
Balance at beginning of year	\$ 303	\$ 425	\$ 403
Net income attributable to noncontrolling interest	240	315	309
Distributions	(220)	(278)	(286)
Acquisition of interests held by noncontrolling owners	(59)	(162)	—
Translation adjustments attributable to noncontrolling interest, net of taxes	(1)	3	(1)
Balance at end of year	\$ 263	\$ 303	\$ 425
Total Stockholders' Equity at beginning of year	\$111,950	\$101,989	\$ 96,364
Total Stockholders' Equity at end of year	\$105,797	\$111,950	\$101,989
<b>Total Comprehensive Income, net of tax:</b>			
Net income attributable to AT&T	\$ 3,944	\$ 19,864	\$ 12,138
Other comprehensive income attributable to AT&T per above	468	34	3,096
Comprehensive income attributable to AT&T	\$ 4,412	\$ 19,898	\$ 15,234
Net income attributable to noncontrolling interest	240	315	309
Other comprehensive income (loss) attributable to noncontrolling interest per above	(1)	3	(1)
Comprehensive income attributable to noncontrolling interest	\$ 239	\$ 318	\$ 308
Total comprehensive income	\$ 4,651	\$ 20,216	\$ 15,542

The accompanying notes are an integral part of the consolidated financial statements.

## Report of Management

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The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles. The integrity and objectivity of the data in these financial statements, including estimates and judgments relating to matters not concluded by year end, are the responsibility of management, as is all other information included in the Annual Report, unless otherwise indicated.

The financial statements of AT&T Inc. (AT&T) have been audited by Ernst & Young LLP, Independent Registered Public Accounting Firm. Management has made available to Ernst & Young LLP all of AT&T's financial records and related data, as well as the minutes of stockholders' and directors' meetings. Furthermore, management believes that all representations made to Ernst & Young LLP during its audit were valid and appropriate.

Management maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed by AT&T is recorded, processed, summarized, accumulated and communicated to its management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosure, and reported within the time periods specified by the Securities and Exchange Commission's rules and forms.

Management also seeks to ensure the objectivity and integrity of its financial data by the careful selection of its managers, by organizational arrangements that provide an appropriate division of responsibility and by communication programs aimed at ensuring that its policies, standards and managerial authorities are understood throughout the organization.

The Audit Committee of the Board of Directors meets periodically with management, the internal auditors and the independent auditors to review the manner in which they are performing their respective responsibilities and to discuss auditing, internal accounting controls and financial reporting matters. Both the internal auditors and the independent auditors periodically meet alone with the Audit Committee and have access to the Audit Committee at any time.

### Assessment of Internal Control

The management of AT&T is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934. AT&T's internal control system was designed to provide reasonable assurance to the company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

AT&T management assessed the effectiveness of the company's internal control over financial reporting as of December 31, 2011. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework*. Based on its assessment, AT&T management believes that, as of December 31, 2011, the Company's internal control over financial reporting is effective based on those criteria.

Ernst & Young LLP, the independent registered public accounting firm that audited the financial statements included in this Annual Report, has issued an attestation report on the company's internal control over financial reporting.



Randall Stephenson  
Chairman of the Board,  
Chief Executive Officer and President



John J. Stephens  
Senior Executive Vice President and  
Chief Financial Officer

**JOINT APPLICATION TO AMEND  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY  
No. 295**

**Exhibit 10**

**Contract Information for Persons  
Responsible for Tariff and Price List  
Questions, Customer Complaints and  
Inquiries, and a toll-free Telephone  
number for Customer Inquiries and  
Complaints**

## **Exhibit 10 – Contact List**

### **Tariff and Price List:**

Person designated as contact for the Commission Staff concerning rates and price lists or tariffs:

John Sisemore  
208 S. Akark Street, Room 2532  
Dallas, TX 75202  
1-214-746-3244

### **Customer Complaints and Inquiries:**

Person responsible for handling consumer inquiries, complaints, etc. by the public:

AT&T Customer Service – 1-800-222-0300

Person designated as Customer Service contact for the Commission Staff in resolving consumer complaints and responding to consumer inquiries:

Chris Timmermans  
777 N. Blue Parkway  
Lees Summit, NO 64086  
1-816- 251-3255