

In the Matter of the Application of SBC )  
Advanced Solutions, Inc. for ) Case No. \_\_\_\_\_  
Approval of Merger into AT&T Corp. )

<sup>1</sup> The Joint Applicants submit this Application pursuant to Section 392.300.1, RSMo, 4 CSR 240-2.060, 4 CSR 240-2.080(16), and 4 CSR 240-3.525. As the Commission is aware, the current requirement that AT&T Advanced Solutions obtain Commission approval for a merger stems from Section 392.300, RSMo. However, HB 1779, which becomes effective August 28, amends Section 392.420, RSMo, to state, in pertinent part, that "for all existing alternative local exchange telecommunications companies, the commission shall waive, at a minimum, . . . [s]ection 392.300." AT&T Advanced Solutions is such an existing alternative local exchange telecommunications company. Therefore, without prejudice to their position that Commission approval of the instant transaction would not be required at such time as HB 1779 becomes effective, AT&T Advanced Solutions and AT&T Corp. file this Application at the present time out of an abundance of caution. Moreover, the Commission need not reach the question should it conclude that, even assuming arguendo that Section 392.300.1 applies, the relief requested herein is appropriate and should be granted.

switched local exchange telecommunications service, are part of an initiative to merge the operations of the various AT&T “advanced services” subsidiaries now operating in several states into a single business entity.<sup>2</sup> It is entirely pro forma, that is, it involves only an internal realigning of operations among AT&T Inc. subsidiaries. The intention is to better serve the sophisticated and demanding customers of highly competitive, advanced business services, and to enable a more integrated and efficient delivery of advanced telecommunications services to customers in Missouri, and elsewhere. Ultimately, the services provided today by multiple AT&T Inc. subsidiaries in several states (such as AT&T Advanced Solutions in Missouri) will be provided in the future in all of these states by AT&T Corp., into which AT&T Advanced Solutions is planned to be merged.

2. The merger is reasonable under the circumstances, is in the public interest and will be transparent to customers.<sup>3</sup> In November, 1999, the Commission allowed AT&T Advanced Solutions to provide advanced services in Missouri by approving its application to provide intraLATA interexchange and non-switched exchange telecommunications service.<sup>4</sup> The Commission rightly observed then that the services the company proposed to offer were competitive and that the company should be classified as a competitive company.

3. Now, almost nine years later, competition is even more intense and intervening mergers have spawned additional AT&T advanced services subsidiaries in several states. The consolidation of these subsidiaries into a single business entity likewise deemed a competitive

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<sup>2</sup> These affiliates span the traditional “Southwestern Bell” states of Arkansas, Kansas, Missouri, Oklahoma and Texas, as well as the “Ameritech” states of Illinois, Indiana, Michigan, Ohio and Wisconsin, the “Pacific Bell” states of California and Nevada, and the Southern New England state of Connecticut.

<sup>3</sup> *See, State ex rel. Fee Fee Trunk Sewer, Inc. v. Litz*, 596 S.W.2d 466, 468 (Mo. App. E.D. 1980), *citing, State ex rel. City of St. Louis v. Pub. Serv. Comm.*, 73 S.W.2d 392, 400 (Mo. banc 1934)). (Under Section 392.300, “[t]he Commission may not withhold its approval of the disposition of assets unless it can be shown that such disposition is detrimental to the public interest”).

<sup>4</sup> *See, Order Approving Interexchange and Non-Switched Local Exchange Certificate of Service Authority*, Case No. TA-2000-260, issued November 8, 1999.

company will, among other things, allow AT&T Corp. (as the surviving entity) to realize administrative efficiencies, to reduce the costs of maintaining multiple entities, and to enable a greater ability to compete in the highly competitive advanced services market.

4. As noted, AT&T Corp., the surviving entity, has requested a Certificate of Service Authority to provide intraLATA interexchange and non-switched local exchange telecommunications service. It intends to provide the same services as AT&T Advanced Solutions currently provides in Missouri, and to do so under the same rates, terms and conditions shown in AT&T Advanced Solutions' currently effective tariffs on file with the Commission. Although SBC Advanced Solutions, Inc. now does business under the fictitious name of "AT&T Advanced Solutions," it will relinquish that fictitious name to AT&T Corp. In sum, the merger transaction will be seamless and wholly transparent to AT&T Advanced Solutions' customers.

### **APPLICATION AND REQUEST FOR WAIVER**

#### **A. Description of the Applicants**

5. AT&T Advanced Solutions is a foreign corporation (incorporated in Delaware) with its principal office at 1010 N. St. Mary's Street, San Antonio, Texas 78215. On November 8, 1999, the Commission approved AT&T Advanced Solutions' application to provide intraLATA interexchange and non-switched exchange telecommunications service.<sup>5</sup> In its approval order, the Commission classified AT&T Advanced Solutions as a competitive telecommunications company.<sup>6</sup>

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<sup>5</sup> See, Order Approving Interexchange and Non-Switched Local Exchange Certificate of Service Authority, Case No. TA-2000-260, issued November 8, 1999.

<sup>6</sup> *Id.*, p. 3.

6. AT&T Advanced Solutions may be contacted at the electronic mail address, facsimile and telephone numbers of its attorneys, as set out under the signature block of this Application.<sup>7</sup> AT&T Advanced Solutions is authorized to do business in Missouri.<sup>8</sup>

7. Presently, SBC Advanced Solutions, Inc. does business in Missouri as “AT&T Advanced Solutions.”<sup>9</sup> Following the merger of SBC Advanced Solutions, Inc. into AT&T Corp, AT&T Corp. will conduct business under the fictitious name “AT&T Advanced Solutions.” Once AT&T Corp.’s fictitious name is registered with the Missouri Secretary of State, a copy of the registration will be filed with the Commission.<sup>10</sup>

8. AT&T Advanced Solutions has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve retail customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this Application.<sup>11</sup>

9. AT&T Advanced Solutions does not have any overdue annual reports or regulatory assessment fees.<sup>12</sup>

10. AT&T Corp., formed in 1885, is a foreign corporation (incorporated in New York) with its principal office at One AT&T Way, Bedminster, New Jersey, 07921. It may be contacted at the electronic mail address, facsimile and telephone numbers of its attorneys, as set

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<sup>7</sup> See, Commission Rule 2.060(1)(A) (4 CSR 240-2.060(1)(A)).

<sup>8</sup> Pursuant to Commission Rule 2.060(1)(C) (4 CSR 240-2.060(1)(C)), AT&T Advanced Solutions submits as Attachment 1 its Certificate of Good Standing issued by the Secretary of State.

<sup>9</sup> Pursuant to Commission Rule 2.060(1)(E) (4 CSR 240-2.060(1)(E)), a copy of the AT&T Advanced Solutions’s fictitious name registration for “AT&T Advanced Solutions” from the Missouri Secretary of State is attached hereto as Attachment 2.

<sup>10</sup> A similar commitment was made, and met, in Case No. TO-2002-185, when the Commission approved AT&T Missouri’s Notice of Reversion to Missouri Corporate Form, and AT&T Missouri later submitted its newly acquired fictitious name registration.

<sup>11</sup> See, Commission Rule 2.060(1)(K) (4 CSR 240-2.060(1)(K)).

<sup>12</sup> See, Commission Rule 2.060(1)(L) (4 CSR 240-2.060(1)(L)).

out under the signature block of this Application.<sup>13</sup> AT&T Corp. is authorized to do business in Missouri.<sup>14</sup>

11. AT&T Corp. is a wholly-owned subsidiary of AT&T Inc. AT&T Corp. provides an array of interstate and international telecommunications-related products and services, including calling plans, toll-free service, teleconferencing, videoconferencing and private lines. AT&T Corp. also provides intrastate local exchange and interexchange products and services in several Northeastern states.

12. Given AT&T Corp.'s diverse operations and the significant number of customers of its many services, it is involved in many legal issues and proceedings. Only a small percentage of the actions pending against AT&T Corp. within the last three (3) years involve retail customer service or rates, and there are currently no actions pending against AT&T Corp. in Missouri state or federal court that involve retail customer service or rates. AT&T Corp. is not aware of any final unsatisfied judgments or decisions against it within the last three (3) years.<sup>15</sup>

13. AT&T Corp. does not have any overdue annual reports or regulatory assessment fees, as it is not presently certificated by the Commission to provide telecommunications service in Missouri.<sup>16</sup>

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<sup>13</sup> See, Commission Rule 2.060(1)(A) (4 CSR 240-2.060(1)(A)).

<sup>14</sup> Pursuant to Commission Rule 2.060(1)(C) (4 CSR 240-2.060(1)(C)), AT&T Corp. submits as Attachment 3 hereto its Certificate of Good Standing issued by the Secretary of State.

<sup>15</sup> See, Commission Rule 2.060(1)(K) (4 CSR 240-2.060(1)(K)).

<sup>16</sup> See, Commission Rule 2.060(1)(L) (4 CSR 240-2.060(1)(L)).

14. All correspondence, pleadings, orders, decisions, and communications regarding this proceeding should be sent to:

Timothy P. Leahy  
Leo J. Bub  
Robert J. Gryzmala  
Attorneys for SBC Advanced Solutions, Inc.  
and AT&T Corp.  
One AT&T Center, Suite 3516  
St. Louis, Missouri 63101

**B. Information Submitted Pursuant to 4 CSR 240-3.525**

15. The stock of AT&T Advanced Solutions is presently held by AT&T Inc. (92.52%) and AT&T Teleholdings, Inc. (7.48%), which is a wholly-owned subsidiary of AT&T Inc. AT&T Corp. is a wholly-owned subsidiary of AT&T Inc. Following the merger of AT&T Advanced Solutions into AT&T Corp., AT&T Advanced Solutions will cease to exist, and AT&T Corp. will emerge as the surviving entity. Attached (as Attachment 4) is a copy of the agreement and plan of merger, and organizational charts depicting the relationship of the merging entities before and after the merger transaction.<sup>17</sup>

16. The proposed merger is not detrimental to the public interest.<sup>18</sup> AT&T Corp. intends to provide the same advanced services that AT&T Advanced Solutions currently provides under tariffs filed with the Commission. These services are high-speed, high-volume, packet switching-based services that large customers use primarily to transmit large volumes of data among multiple locations. Chief among them are Frame Relay Service, which allows local area network connectivity carrying customized data applications.<sup>19</sup> Another is Asynchronous Transfer Mode (“ATM”) service, which allows high-speed and flexible bandwidth

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<sup>17</sup> See, Commission Rule 3.525(2)(A) (4 CSR 240-3.525(2)(A)).

<sup>18</sup> See, Commission Rule 3.525(2)(D) (4 CSR 240-3.525(2)(D)).

<sup>19</sup> See, AT&T Advanced Solutions “Advanced Services Tariff,” Missouri P.S.C. No. 3, Section 5.1.

interconnectivity among multiple locations.<sup>20</sup> AT&T Corp. intends to provide these advanced services under the same “ICB basis” rates, terms and conditions as are stated in the AT&T Advanced Solutions tariffs filed with the Commission.<sup>21</sup>

17. The advanced services market served by AT&T Advanced Solutions is highly competitive, and multiple mergers over the years have produced several AT&T advanced services affiliates operating in several states. The consolidation of these affiliates into a single business entity will, among other things, allow AT&T Corp. to realize administrative efficiencies, to reduce the costs of maintaining multiple entities, and to enable a greater ability to compete in the highly competitive advanced services market.

18. The transaction is wholly pro forma in nature and, when completed, will enable better service to the sophisticated and demanding customers of advanced services, and will enable a more integrated and efficient delivery of advanced telecommunications services to customers in Missouri. It will also preserve and enhance the availability of innovative, high quality, and reliable telecommunication services in Missouri, by allowing AT&T Corp. to continue (and ultimately enhance) the competitive offerings that will no longer be provided by AT&T Advanced Solutions

19. In connection with its own concurrently filed application for a Certificate of Service Authority, AT&T Corp. has committed to file appropriate adoption notices upon issuance of an order granting the certificate. Such notices will reflect that AT&T Corp. concurs in and adopts the tariffs of AT&T Advanced Solutions presently filed with the Commission, in the form attached hereto as Attachment 5.

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<sup>20</sup> See, AT&T Advanced Solutions “Advanced Services Tariff,” Missouri P.S.C. No. 3, Section 4.1.

<sup>21</sup> See, AT&T Advanced Solutions “Advanced Services Tariff,” Missouri P.S.C. No. 3, Section 5.3 (Frame Relay Service); AT&T Advanced Solutions “Advanced Services Tariff,” Missouri P.S.C. No. 3, Section 4.3 (ATM Service).

20. The merger will have no impact on the company's Missouri jurisdictional operations inasmuch as AT&T Corp. intends to provide service to the same customer base as is presently served by AT&T Advanced Solutions, and will continue to offer the services of AT&T Advanced Solutions at the same rates, terms and conditions.<sup>22</sup> In addition, the merger will have no impact on the tax revenues of any political subdivision in which any structures, facilities or equipment of AT&T Advanced Solutions and/or AT&T Corp. are located.<sup>23</sup>

**C. Request for Waiver of Customer Notification Requirements<sup>24</sup>**

21. Pursuant to 4 CSR 240-2.060(4), AT&T Advanced Solutions requests that the Commission waive the customer notice requirements contained in the Commission's "merger" rule (4 CSR 240-3.525(2)(G)). Under the rule, a copy of customer notification must be supplied to the Commission which, among other things, informs the customer of "[t]he right to transfer their service to another provider" and "[w]here to go to locate other carriers providing service in the area."<sup>25</sup>

22. The foregoing rule, however beneficial in other contexts, has no application to the enterprise markets (e.g., municipalities, large business customers) now served by AT&T Advanced Solutions and to be served by AT&T Corp. The customers in these markets are highly knowledgeable consumers of telecommunications services, especially advanced telecommunications services. Indeed, they "deal at the most sophisticated level with the

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<sup>22</sup> See, Commission Rule 3.525(2)(E) (4 CSR 240-3.525(2)(E)).

<sup>23</sup> See, Commission Rule 3.525(2)(F) (4 CSR 240-3.525(2)(F)).

<sup>24</sup> AT&T Advanced Solutions joins in AT&T Corp.'s separate request, submitted in connection with its own concurrently filed application for a certificate of service authority, for a waiver of or variance from the Commission's "slamming" rule, 4 CSR 240-33.150 (Verification of Orders for Changing Telecommunications Service Providers).

<sup>25</sup> 4 CSR 240-3.525(2)(G)(3) and (4).



providers of these services.”<sup>26</sup> Such customers are well equipped to exercise any and all options when they go about selecting, changing or terminating their carrier relationships.

23. In addition, all of AT&T Advanced Solutions’ services are offered solely under minimum term contracts. Its tariff specifically provides that “[t]he minimum period for which all Services are provided and for which rates and charges apply is twelve (12) months.”<sup>27</sup> This is in keeping with authority conferred by the Legislature, under which “every telecommunications company is authorized to offer term agreements of up to five years on any of its telecommunications services.”<sup>28</sup> To the extent that the Commission’s rules would purport to limit that legislative grant of authority, they should give way.

24. Finally, the fact that this matter involves solely an internal realigning of operations is but another reason to refrain from applying the rule as written.<sup>29</sup> To do otherwise would offer no discernible customer benefit and could instead cause unnecessary confusion and frustration over a matter intended to be as seamless and transparent to customers as possible. The companies will certainly advise affected customers of this realignment, but would prefer to do so in a manner and form of its choosing most conducive to instilling confidence that business in every respect will continue as usual. Attached hereto (as Attachment 6) is a copy of the notice that AT&T Advanced Solutions and AT&T Corp. plan to send to customers prior to the date of AT&T Advanced Solutions’s merger into AT&T Corp.

25. In sum, ample good cause exists in support of the relief requested. Given the vigor of competition and the level of sophistication of customers in the advanced services telecommunications market, as well as the purely pro forma nature of this matter, the

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<sup>26</sup> *Id.*, ¶ 24.

<sup>27</sup> *See*, AT&T Advanced Solutions “Advanced Services Tariff,” Missouri P.S.C. No. 3, Section 3.4.

<sup>28</sup> *See*, § 392.200.11, RSMo.

<sup>29</sup> No other public utility will be affected by the granting of the requested waiver/variance. 4 CSR 240-2.060(4)(C).

Commission should waive the customer notice requirements contained in 4 CSR 240-3.525(2)(G). Alternatively, the Commission should find that such application and enforcement is foreclosed by § 392.200.11, RSMo, as well as by AT&T Advanced Solutions' tariffs (which likewise have the force and effect of law).<sup>30</sup> Should the Commission decline to do either, AT&T Advanced Solutions and AT&T Corp. respectfully request that the Commission approve the notice submitted herewith as Attachment 6.

### **MOTION FOR EXPEDITED TREATMENT**

26. AT&T Advanced Solutions and AT&T Corp. respectfully request expedited treatment of this Joint Application and, in particular, request that the Commission grant the relief requested herein by not later than forty-five (45) to sixty (60) days. As noted earlier, this Joint Application and AT&T Corp.'s concurrently filed application for a Certificate of Service Authority are part of a multi-state initiative to merge the operations of the various AT&T advanced services affiliates into a single business entity. Once it was determined that a single entity would be the most beneficial and efficient way by which to serve advanced services customers in all of these states, it was also determined that the transaction should go forward at the earliest practicable opportunity. AT&T Advanced Solutions and AT&T Corp. filed this request for expedited treatment as soon as they could have after identifying October 31, 2008 as the specific target date for the merger transaction to occur. This was regarded as the earliest practicable date, given that time had to be allotted to obtain the necessary regulatory approvals (either for the merger and/or the certification) of the several states in which such approvals must be obtained, and to next go about assembling the materials and information needed in order to seek such approvals. There will be no negative effect on consumers if the Commission acts

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<sup>30</sup> See, e.g., State ex rel. St. Louis County Gas Company v. Public Service Commission of the State of Missouri, 286 S.W. 84, 86 (Mo. 1926).


within the time requested. To the contrary, timely issuance of the Commission's order granting the relief requested herein, and the companies' proceeding thereafter to effectuate their merger, will benefit both customers and the companies alike.

### **CONCLUSION**

SBC Advanced Solutions, Inc. and AT&T Corp. respectfully request that the Commission issue an order by not later than forty-five (45) to (60) days approving SBC Advanced Solutions, Inc.'s merger into AT&T Corp., and waiving the application and enforcement of the customer notice requirements contained in 4 CSR 240-3.525(2)(G) or, in the alternative, approving the notice submitted herewith.

Respectfully submitted,

SBC ADVANCED SOLUTIONS, INC. AND  
AT&T CORP.

BY 

TIMOTHY P. LEAHY #36197

LEO J. BUB #34326

ROBERT J. GRYZMALA #32454

Attorneys for SBC Advanced Solutions, Inc.  
and AT&T Corp.

One AT&T Center, Room 3516

St. Louis, Missouri 63101

314-235-6060 (Telephone)/314-247-0014(Facsimile)

[robert.gryzmala@att.com](mailto:robert.gryzmala@att.com)

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

**CORPORATION DIVISION  
CERTIFICATE OF GOOD STANDING**

I, **ROBIN CARNAHAN**, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**SBC ADVANCED SOLUTIONS, INC.**

using in Missouri the name

**SBC ADVANCED SOLUTIONS, INC.  
F00473070**

a **DELAWARE** entity was created under the laws of this State on the 16th day of August, 1999, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 14th day of July, 2008

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Certification Number: 10913300-1    Reference:  
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>



**State of Missouri**  
**Robin Carnahan, Secretary of State**

Corporations Division  
 P.O. Box 778 / 400 W. Main Street, Rm 322  
 Jefferson City, MO 65102

File Number: 200632522415  
 X00698924  
 Date Filed: 11/21/2005  
 Expiration Date: 11/21/2010  
 Robin Carnahan  
 Secretary of State

**Registration of Fictitious Name**

*(District must filing fee of \$7)  
 (Must be typed or printed)*

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

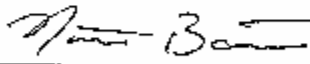
Business name to be registered: AT&T Advanced Solutions  
 Business Address: 1010 N. St. Mary's Street  
*(P.O. Box may only be used in addition to a physical street address)*  
 City, State and Zip Code: San Antonio, TX 78215-2109

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners, Individual or Business Entity	Street and Number	City and State	Zip Code	If listed, Percentage of ownership must equal 100%
SBC Advanced Solutions, Inc.	1010 N. St. Mary's Street	San Antonio, TX	78215-2109	100%

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

	Nathan Barth	11-18-2005
Authorized Signature	Printed Name	Date
Authorized Signature	Printed Name	Date
Authorized Signature	Printed Name	Date

Name and address to return filed document:

Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
 Fictitious Creation 1 Page(s)



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# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**AT&T CORP.**

using in Missouri the name

**AT&T CORP.  
100000487**

a NEW YORK entity was created under the laws of this State on the 13th day of September, 1898, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 10th day of June, 2008

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Card No. on File: 108127441 - Reference  
Verify this certificate online at <http://info.sos.mo.gov/corpgoodstanding> if possible for

**CONSENT OF THE BOARD OF DIRECTORS OF  
AT&T CORP.  
TO ACTION TAKEN IN LIEU OF A SPECIAL MEETING**

*Draft*

THE UNDERSIGNED, being all of the members of the Board of Directors of AT&T Corp. (the "Company"), a New York corporation, do hereby each consent to and deem it advisable to adopt and hereby do adopt the following resolutions, without a meeting, pursuant to Section 708(b) of the Business Corporation Law of New York, which consents shall have the same force and effect as a unanimous vote at a meeting duly held:

WHEREAS, in the judgment of this Board of Directors it is desirable for the Company to merge with SBC Advanced Solutions, Inc. ("ASI"), a Delaware corporation, with the Company as the surviving entity.

NOW THEREFORE, BE IT

RESOLVED, that the Board of Directors of the Company deems it advisable to adopt and hereby does adopt an Agreement and Plan of Merger ("Agreement of Merger") whereby the Company will merge with ASI, with the Company as the surviving entity; and

RESOLVED FURTHER, that the proposed Agreement of Merger between the Company and ASI, in substantially the same form as attached hereto as Attachment A, is approved, adopted and recommended for approval by the sole shareholder of the Company; and

RESOLVED FURTHER, that, upon such approval, the proper officers of the Company be and hereby are authorized and directed to execute and deliver the Agreement of Merger on behalf of the Company and to do all such acts and execute and file such documents with the appropriate governmental authorities as such proper officers may deem necessary or advisable to carry out these resolutions; and

RESOLVED FURTHER, that the proper officers of the Company for the purposes of the preceding resolutions shall be the President, any Vice President, Secretary or Treasurer.

Action taken as of this \_\_\_\_\_ day of October 2008.

\_\_\_\_\_  
Richard G. Lindner

\_\_\_\_\_  
Wayne Watts

**Attachment A****AGREEMENT AND PLAN OF MERGER***Draft*

This Agreement and Plan of Merger ("Agreement of Merger") is entered into this \_\_\_\_ day of October 2008, by and between SBC Advanced Solutions, Inc., a Delaware corporation, ("ASI") the ("Merging Corporation"), and AT&T Corp., a New York corporation, formed under the name American Telephone and Telegraph Company ("AT&T" or the "Survivor").

NOW, THEREFORE, the parties agree as follows:

(1) The Merging Corporation shall be merged with and into AT&T as soon as reasonably practical, subject to regulatory approval, if any, following the adoption of this Agreement of Merger pursuant to and in accordance with the New York Business Corporation Law and the Delaware General Corporation Law, and AT&T shall be the surviving corporation.

(2) The designation and number of outstanding shares of each class and series and the voting rights thereof of the Merging Corporation and AT&T are as follows:

<u>Name of Constituent Entity</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>
SBC Advanced Solutions, Inc.	1,444	Common
AT&T Corp.	1,000	Common

(3) AT&T shall receive all of the rights and property of the Merging Corporation and will assume all contracts, liabilities and obligations of the Merging Corporation existing at the time of the merger.

(4) AT&T's officers and directors shall continue after the merger in their same capacities for the surviving corporation until their successors are chosen or appointed according to the Bylaws of the surviving corporation.

(5) None of AT&T's shares of stock shall be converted as a result of the merger and all of the stock certificates representing interests in the Merging Corporation shall be surrendered to AT&T for cancellation.

(6) The Bylaws of AT&T shall be the Bylaws governing the surviving corporation following the merger and the Certificate of Incorporation of AT&T, as amended, shall be the Certificate of Incorporation for the surviving corporation following the merger.

(7) The foregoing Agreement of Merger has been approved and executed by AT&T and the Merging Corporation.



**CONSENT OF THE BOARD OF DIRECTORS OF  
SBC ADVANCED SOLUTIONS, INC.  
TO ACTION TAKEN IN LIEU OF A SPECIAL MEETING  
PURSUANT TO DEL. CODE ANN. tit. 8, § 141(f)**

***Draft***

THE UNDERSIGNED, being all the members of the Board of Directors of SBC Advanced Solutions, Inc. ("ASI"), a Delaware corporation, hereby consents to and deems it advisable to adopt and hereby does adopt the following resolutions, without a meeting, which consent shall have the same force and effect as a unanimous vote at a meeting duly held:

WHEREAS, in the judgment of this Board of Directors it is desirable for the Company to merge with AT&T Corp. ("AT&T"), a New York corporation, with AT&T as the surviving entity;

NOW THEREFORE, BE IT

RESOLVED, that the Board of Directors of the Company deems it advisable to adopt and hereby does adopt an Agreement and Plan of Merger ("Agreement of Merger") whereby ASI will merge with AT&T, with AT&T as the surviving entity; and

RESOLVED FURTHER, that the proposed Agreement of Merger between ASI and AT&T, in substantially the same form as attached hereto as Attachment A, is approved, adopted and recommended for approval by the shareholders of the Company; and

RESOLVED FURTHER, that, upon such approval, the proper officers of the Company be and hereby are authorized and directed to execute and deliver the Agreement of Merger on behalf of the Company and to do all such acts and execute and file such documents with the appropriate governmental authorities as such proper officers may deem necessary or advisable to carry out these resolutions; and

RESOLVED FURTHER, that the proper officers of the Company for the purposes of the preceding resolutions shall be the President, any Vice President, Secretary or Treasurer.

Action taken as of this \_\_\_\_\_ day of October 2008.

\_\_\_\_\_  
Janet C. Kennedy

\_\_\_\_\_  
Ronald Stevens

## Attachment A

**AGREEMENT AND PLAN OF MERGER*****Draft***

This Agreement and Plan of Merger ("Agreement of Merger") is entered into this \_\_\_\_\_ day of October 2008 by and between SBC Advanced Solutions, Inc. ("ASI"), a Delaware corporation, (the "Merging Corporation"), and AT&T Corp., a New York corporation ("AT&T" or the "Survivor").

WHEREAS, AT&T and the Merging Corporation believe it is in their best interests to merge their respective companies;

NOW, THEREFORE, the parties agree as follows:

(1) The Merging Corporation shall be merged with and into AT&T as soon as reasonably practical, subject to regulatory approval, if any, following the execution of this Agreement of Merger pursuant to and in accordance with the New York Business Corporation Law and the Delaware General Corporation Law, with AT&T as the surviving corporation.

(2) AT&T shall receive all of the rights and property of the Merging Corporation and will assume all contracts, liabilities and obligations of the Merging Corporation existing at the time of the merger.

(3) AT&T's officers and directors shall continue after the merger in their same capacities for the surviving corporation until their successors are chosen or appointed according to the Bylaws of the surviving corporation.

(4) None of AT&T's shares of stock shall be converted as a result of the merger and all shares of stock representing interests in the Merging Corporation shall be surrendered to AT&T for cancellation.

(5) The Bylaws of AT&T shall be the Bylaws governing the surviving corporation following the merger and the Certificate of Incorporation of AT&T shall be the Certificate of Incorporation for the surviving corporation following the merger.

(6) The Certificate of Merger, and the merger provided for therein, shall become effective on filing with the New York Secretary of State.

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger the day and year first written above.

AT&T CORP.

***Copy***

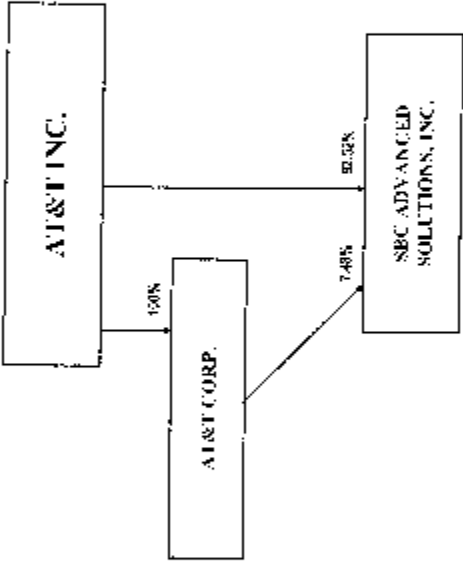
By: \_\_\_\_\_

SBC ADVANCED SOLUTIONS, INC.

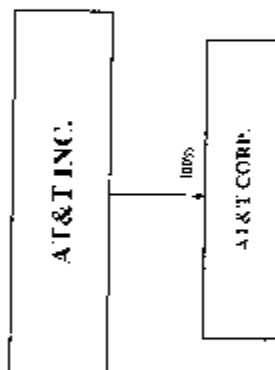
***Copy***

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

**AT&T CORP.  
SBC ADVANCED SOLUTIONS, INC.  
Merger**



**AT&T CORP.  
SBC ADVANCED SOLUTIONS, INC.  
Merger**



**AT&T Corp. Sample Tariff Adoption Notice**

AT&T Corp., d/b/a AT&T Advanced Solutions, hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed by it, all schedules, rules, notices, concurrences, schedule agreements, divisions, authorities, or other instruments whatsoever filed with the Public Service Commission, State of Missouri, by SBC Advanced Solutions, Inc., d/b/a/ AT&T Advanced Solutions, and its predecessors prior to October 31, 2008. By this notice, AT&T Corp., d/b/a AT&T Advanced Solutions, also adopts and ratifies all supplements or amendments to any of the above schedules, etc., which SBC Advanced Solutions, Inc., d/b/a/ AT&T Advanced Solutions, and its predecessors have heretofore filed with said Commission.

AT&T Corp., d/b/a AT&T Advanced Solutions, hereby adopts this tariff.

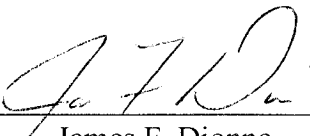
### **Notice to Customers**

On or about October 31, 2008, SBC Advanced Solutions, Inc. d/b/a AT&T Advanced Solutions ("AT&T Advanced Solutions") will merge with its affiliate AT&T Corp., which will thereafter continue to provide you service under the name AT&T Advanced Solutions. The final date of this change is subject to regulatory approvals. This change will have no impact on your service. You will continue to receive the same service you receive today, at the same rates, terms and conditions. You have a right to select a different carrier, subject to the terms of your service agreement. Unless you choose a different carrier, your account will automatically move to AT&T Corp. AT&T Advanced Solutions will be responsible for handling any complaints prior to or during the merger into AT&T Corp. If you have any questions, please contact AT&T Advanced Solutions at 1-800-695-3679.

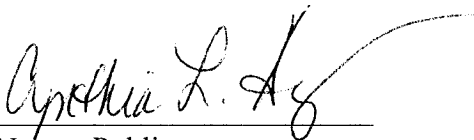
COUNTY OF SOMERSET    )  
                                      )  
STATE OF NEW JERSEY    )       SS

**VERIFICATION**

I, James F. Dionne, being duly sworn upon my oath, state that I am over twenty-one, sound of mind, and am Chief Financial Officer of SBC Advanced Solutions, Inc. and Executive Director - Accounting of AT&T Corp. I am authorized to act on behalf of SBC Advanced Solutions, Inc. and AT&T Corp. regarding the foregoing document. I have read it and verify that the facts contained in it are true and correct according to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
James F. Dionne

Sworn and subscribed to before me this 12<sup>th</sup> day of August, 2008.

  
\_\_\_\_\_  
Notary Public

Cynthia L. Halley  
My Commission Expires  
Nov. 18, 2009

## **CERTIFICATE OF SERVICE**

Copies of this document were served on the following parties by e-mail on this 13th day of August, 2008.

  
Robert J. Gryzmala

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Kevin Thompson  
Missouri Public Service Commission  
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