

AT&T CORP  
Form 425  
March 01, 2005

**Filed by SBC Communications Inc.**

**Pursuant to Rule 425 under the Securities Act of 1933**

**and deemed filed pursuant to Rule 14a-12**

**of the Securities Exchange Act of 1934**

**Subject Company: AT&T Corp.**

**Commission File No.: 1-01105**

STATE OF ALASKA

REGULATORY COMMISSION OF ALASKA

Before Commissioners:

Kate Giard, Chairman  
Dave Harbour  
Mark K. Johnson  
Anthony A. Price  
James S. Strandberg

In the Matter of the Application of  
SBC COMMUNICATIONS INC. for  
Authority to Acquire a Controlling  
Interest in AT&T Corp. (Certificate  
No. 98)

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U-05-

APPLICATION FOR AUTHORIZATION  
TO ACQUIRE A CONTROLLING INTEREST  
IN A REGULATED PUBLIC UTILITY

To the Commission:

Application is hereby made to the Regulatory Commission of Alaska by SBC Communications Inc. under the provisions of AS 42.05.221 42.05.281, and the regulations of the Commission as applicable, requesting authority to acquire a controlling interest in AT&T Corp., the holding company parent of Alascom, Inc. d/b/a AT&T Alascom ( Alascom ), a public utility that is the holder of Certificate of Public Convenience and Necessity No. 98. (1)

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SBC Communications Inc. ( SBC ) respectfully requests Commission approval of the Agreement and Plan of Merger (the Merger Agreement ) jointly entered into by SBC and AT&T Corp. ( AT&T ) on January 30, 2005. The Merger Agreement is Exhibit A to the Data On Which Applicant Relies To Warrant Approval Of Merger, which is submitted herewith. Pursuant to the Merger Agreement, SBC is to purchase AT&T, which will become a wholly

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(1) SBC Communications Inc. is filing simultaneously herewith an Application for Authority to Acquire a Controlling Interest in AT&T Corp. as the holding company parent of Alascom as the holder of Certificate of Public Convenience and Necessity No. 488.

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owned first tier subsidiary of SBC. AT&T is the holding company parent of Alascom, Inc. d/b/a AT&T Alascom ( Alascom ), which is authorized pursuant to two Certificates of Public Convenience and Necessity to provide competitive interexchange services and competitive local exchange services, respectively, within Alaska. This application concerns Certificate No. 98.

The merger will not directly involve Alascom or other entities certificated by this Commission, if any, that are under the direct or indirect control of AT&T. The merger will be transparent and seamless for the customers of the operating subsidiaries of AT&T in Alaska. There will be no change in the ownership of, or this Commission's regulatory authority over, those subsidiaries as a result of the transaction. Upon consummation of the merger, the Commission will retain the same regulatory authority over those AT&T subsidiaries that it possesses today, and those AT&T subsidiaries will be owned by the same entity, AT&T, that owns them today. No transfer of assets or certificates of service authority will occur as part of this transaction.

**1. Facts about utility over which applicant desires to acquire control:**

- a. Name:** AT&T Corp., holding company parent of Alascom, Inc. d/b/a AT&T Alascom
- b. Address:** AT&T Corp.  
One AT&T Way  
Bedminster, New Jersey 07921  
  
AT&T Alascom  
505 East Bluff Drive  
Anchorage, Alaska 99501
- c. Trade Name (if any):** AT&T Alascom
- d. Type of Authority:** **Electric o Telecommunication y**  
**Gas o Water o Sewer o**  
**Garbage and Refuse o**
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2. **Facts about the applicant:**

- a. **Name:** SBC Communications Inc. ( SBC )
- b. **Address:** 175 East Houston, San Antonio, Texas 78205-2233
- c. **Trade Name (if any):**
- d. **Applicant is (check one) an individual o, a partnership o, a corporation ý, organized under the laws of the State of Delaware**
- e. **If partnership is checked in d above, supply the following facts:**

Name of each Partner	Address	Partnership Interest
N/A		

f. **If corporation is checked in d above, supply following facts:**

Name of Two Principal Officers	Title
Edward E. Whitacre, Jr.	Chairman and CEO
Randall L. Stephenson	Sr. Exec. V.P. and CFO

**The name and address of each stockholder owning or holding, directly or indirectly, 5% or more of the corporation's voting securities, and the percent of the securities held by each, is as follows (use continuation sheet if necessary):**

Name	Address	Voting Control
Fidelity Management & Research Company	82 Devonshire St. Boston, MA 02109	5.45% of Common Shares
Capital Research & Management Company	333 South Hope St. Los Angeles, CA 90071	6.9% of Common Shares

3. **The name and address of each stockholder at present owning or controlling 5% or more of the voting securities of the utility over which the applicant seeks to acquire control, and the percent of the securities held by each, is as follows (use continuation sheet if necessary):**

AT&T Corp. owns 100% of the voting securities of Alascom.

4. **Applicant proposes to acquire 100% of the public utility's voting securities.**



5. **Is the applicant an officer, director, stockholder, partner, employee or agent of the holder of any other operating authority issued by the Regulatory Commission of Alaska, or in any way a holder of a financial interest in any of that authority? Yes  No . If yes explain below.**

The applicant currently holds a controlling interest in Certificate of Public Convenience and Necessity No. 532, issued to SBC Long Distance, Inc. f/k/a Southwestern Bell Communications Services, Inc.

6. **If applicant is presently the holder of other Regulatory Commission of Alaska operating authority, will a transfer application be filed at a later date seeking to merge authorities?**

Yes  No

7. **If the acquisition requested in this application is authorized does applicant plan to transfer control of the authority involved in this applicant to another party? Yes  No . If yes explain below and give name and address of intended transferee.**

8. **Does applicant propose to change management, personnel or equipment of the utility to be acquired? If so, state nature and extent.**

The applicant has no current plan to change personnel or equipment of the utility to be acquired as a result of the transaction. SBC will assure adequate staffing of Alascom to maintain its current level of service.

9. **Is the applicant familiar with the governing statutes and regulations of the Commission? Yes  No .**

10. **List other primary business interests of the applicant.**

SBC Communications Inc. is a holding company that, through its subsidiaries, provides communications services and products in the United States and investments in foreign countries.

Pursuant to General Order No. 6 in U-77-71, the data on which Applicant relies to warrant approval of this Application is submitted as an Exhibit to this Application.



February 28, 2005

Respectfully submitted,

SBC Communications Inc.

By /s/ Thomas F. Klinkner  
One of its attorneys

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STATE OF ALASKA

ALASKA PUBLIC UTILITIES COMMISSION

In the Matter of the Application of	)	
SBC COMMUNICATIONS INC. for	)	U-05-
Authority to Acquire a Controlling	)	
Interest in AT&T Corp.	)	
	)	

**VERIFICATION**

I, Rick L. Moore, being duly sworn according to law, depose and say that I am the Managing Director Corporate Development of SBC Communications Inc.; that I am authorized to and do make this affidavit for it; and that the facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.

/s/ Rick L. Moore  
Rick L. Moore  
Managing Director Corporate  
Development  
SBC Communications Inc.

Sworn and subscribed before me  
this 25<sup>th</sup> day of February, 2005

Notary Public /s/ Lisa K. Fox  
Lisa K. Fox

Lisa K. Fox

My Commission Expires

April 21, 2007

**SBC COMMUNICATIONS INC.  
SECRETARY S CERTIFICATE**

I, Joy Rick, residing in San Antonio, Texas, United States of America, do hereby certify that I am the Vice President and Secretary of SBC Communications Inc. (the Company), a corporation duly organized under the laws of the State of Delaware, United States of America, with principal offices at 175 East Houston Street, San Antonio, Texas 78205, United States of America, and that I have been duly appointed and presently serve in that capacity.

Further, I certify that the following named person, on the date hereof, is authorized to act on behalf of the Company with respect to or in connection with any materials filed with any state or local regulatory body in connection with or in furtherance of the Company's proposed acquisition of AT&T Corp.

Name	Title
Rick L. Moore	Managing Director Corporate Development

IN WITNESS WHEREOF, the undersigned has hereunto signed her name this 25<sup>th</sup> day of February 2005.

/s/ Joy Rick  
Joy Rick  
Vice President and Secretary

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STATE OF TEXAS     )  
                                  )  
COUNTY OF BEXAR    )

Before me, the undersigned, a Notary Public, on this day personally appeared Joy Rick, known to me, to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said SBC Communications Inc., and that she has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 25<sup>th</sup> day of February 2005.

Erika M. Rawcliffe  
Notary Public, State of Texas  
My Commission Expires  
June 22, 2008

/s/ Erika M. Rawcliffe  
Notary Public, State of Texas

My Commission expires the 22 day of June, 2008.



STATE OF ALASKA

ALASKA PUBLIC UTILITIES COMMISSION

In the Matter of the Application of	)	
SBC COMMUNICATIONS INC. for	)	U-05-
Authority to Acquire a Controlling	)	
Interest in AT&T Corp.	)	
	)	

**VERIFICATION**

I, Rosalie E. Johnson, being duly sworn according to law, depose and say that I am Assistant Corporate Secretary of AT&T Corp.; that I am authorized to and do make this affidavit for it; and that the facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.

/s/ Rosalie E. Johnson  
Rosalie E. Johnson  
Assistant Corporate Secretary  
AT&T Corp.

Sworn and subscribed before me  
this 25<sup>th</sup> day of February, 2005

Notary Public     /s/ Carol S. Mao

CAROL S. MAO  
Commission # 1310995  
Notary Public - California  
San Francisco County  
My Comm. Expires Jul 4,  
2005

STATE OF ALASKA

REGULATORY COMMISSION OF ALASKA

APPLICATION FOR AUTHORIZATION TO ACQUIRE A CONTROLLING INTEREST

IN A REGULATED PUBLIC UTILITY

In the Matter of the Application of )  
SBC COMMUNICATIONS INC. for ) Docket U-05-  
Authority to Acquire a Controlling )  
Interest in AT&T Corp. (Certificate No. 98) )  
)

**DATA ON WHICH APPLICANT RELIES TO  
WARRANT APPROVAL OF MERGER**

February 28, 2005

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**DISCLOSURE NOTICE**

**In connection with the proposed transaction, SBC intends to file a registration statement, including a proxy statement of AT&T Corp., and other materials with the Securities and Exchange Commission (the SEC ). Investors are urged to read the registration statement and other materials when they are available because they contain important information.** Investors will be able to obtain free copies of the registration statement and proxy statement, when they become available, as well as other filings containing information about SBC and AT&T Corp., without charge, at the SEC's Internet site ([www.sec.gov](http://www.sec.gov)). These documents may also be obtained for free from SBC's Investor Relations web site ([www.sbc.com/investor\\_relations](http://www.sbc.com/investor_relations)) or by directing a request to SBC Communications Inc., Stockholder Services, 175 E. Houston, San Antonio, Texas 78205. Free copies of AT&T Corp.'s filings may be accessed and downloaded for free at the AT&T Relations Web Site ([www.att.com/ir/sec](http://www.att.com/ir/sec)) or by directing a request to AT&T Corp., Investor Relations, One AT&T Way, Bedminster, New Jersey 07921.