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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

Joint Application of AT&T Communications of the Mountain States, Inc. and AT&T Corp. for Certificate of Public Convenience and Necessity as a Competitive Local Exchange Carrier, and for Informal Adjudication of Merger	:	Docket No.
	:	JOINT APPLICATION
	:	FOR CPCN AS A CLEC AND
	:	FOR INFORMAL ADJUDICATION
	:	OF MERGER

AT&T Communications of the Mountain States, Inc. and AT&T Corp. (together “the AT&T Companies”) respectfully request that the Public Service Commission of Utah (“Commission”) approve the certification of AT&T Corp., and the merger of AT&T Communications of the Mountain States, Inc. (“ACMS”) into AT&T Corp. (the “Transaction”). This is a purely internal transaction to the AT&T family of companies, and the Applicants request informal adjudication of the merger pursuant to R746-349-7, and approval of a certificate for AT&T Corp. pursuant to R746-349-3. ACMS is currently certificated as a Competitive Local Exchange Carrier before the Commission (see Exhibit H). The Applicants essentially seek to transfer ACMS’s operations and service to AT&T Corp, its corporate parent, through merger, and to certificate AT&T Corp. so that it can continue to provide the same services formerly

provided by ACMS in the state of Utah. This Joint Application contains all information required by applicable provisions of R746-349, and demonstrates that the Transaction will not adversely affect either Utah consumers or competition within Utah's telecommunications markets. The Joint Applicants respectfully request that the Commission issue an order authorizing the certification of AT&T Corp. and approval for the Joint Applicants to complete the Transaction as soon as possible and in any event, no later than October 31, 2012.

I. SYNOPSIS OF TRANSACTIONS

1. This proposed merger is part of a multi-state initiative to consolidate in AT&T Corp. the provision of intrastate regulated telephone services that are now provided through multiple and duplicative state-specific subsidiaries of AT&T Corp. Exhibit A hereto illustrates the relevant corporate structure of AT&T Corp. with regard to the services provided in the State of Utah before and after the proposed merger. The Transaction contemplates that ACMS will be merged into AT&T Corp., and that ACMS will then surrender its Utah Certificate of Public Convenience and Necessity ("CPCN").

2. The merger of ACMS and AT&T Corp. is in the public interest. The merger will permit the Applicants to continue providing existing services at just and reasonable rates and will neither alter this Commission's authority to regulate the intrastate wireline services provided by the merged entity nor adversely affect the competitiveness of the State's telecommunications markets. To the contrary, the merger will enhance AT&T Corp.'s ability to provide those services through a more efficient corporate structure.

II. THE PARTIES

3. AT&T Communications of the Mountain States, Inc. (“ACMS”) is a Colorado corporation with headquarters at One AT&T Way, Bedminster, N.J. 07921. It is a wholly-owned subsidiary of AT&T Corp., which, in turn, is a wholly-owned subsidiary of AT&T Inc. ACMS provides local, interexchange, and other telecommunications services and products to residential, business, and government customers in Utah and is certificated with the Commission. The common stock of ACMS is not publicly traded.

4. AT&T Corp. is a New York corporation with headquarters at One AT&T Way, Bedminster, New Jersey 07921. AT&T Corp., is a wholly-owned subsidiary of AT&T Inc. (formerly SBC Communications Inc.), which is one of the largest providers of telecommunications services in the world. 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. AT&T Inc. and its subsidiaries, including AT&T Corp., and ACMS have extensive operational and managerial experience and substantial financial resources. Information about AT&T Inc.’s consolidated financial status, operations, management, and services is set forth in AT&T Inc.’s most recent annual report, is available at <http://www.att.com/gen/landing-pages?pid=5718>. Biographies of the key AT&T Corp. officers may be found in Exhibit B.

III. DESIGNATED CONTACTS

5. All communications and correspondence relating to this Application should be sent to:

Sharon Mullin
Director - Regulatory
AT&T Services, Inc.
2003 Point Bluff
Austin, TX 78746
Telephone: 512-330-1698
Facsimile: 832-213-0203
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IV. DESCRIPTION OF MERGER

6. As illustrated in Exhibit A, AT&T Corp., a wholly-owned subsidiary of AT&T Inc., is the sole stockholder of ACMS. Under the proposed transaction, the assets, liabilities, and operations of the two entities would be merged, with the surviving entity being AT&T Corp. With the transaction, as shown in Exhibit A, there would be no change in the ultimate ownership and control of assets, liabilities, or operations of the merged companies.

V. REQUEST FOR APPROVAL OF MERGER

7. The Applicants respectfully submit this Application, pursuant to R746-349-7, to obtain authorization and approval of the merger of ACMS and AT&T Corp., with the latter entity being the survivor. The merger is expected to be implemented on or about October 31, 2012.

8. This merger is entirely internal to AT&T Inc., which is and will remain the ultimate corporate parent of AT&T Corp. and therefore will retain complete indirect ownership and control of the assets, operations, and authorizations used to provide regulated services in the State of Utah.

9. The merger will be transparent to customers. There will be no change in the rates or substantive terms and conditions under which AT&T Corp., through ACMS, 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. The surviving entity, AT&T Corp., will make any required name changes to price lists and contracts as necessary.

10. The proposed transaction is in the public interest. As noted previously, the merger is part of an on-going effort by AT&T Inc., the parent of AT&T Corp., to simplify the corporate structures of its subsidiary companies. This merger will result in a more streamlined corporate structure that will enable AT&T Corp. to more efficiently achieve potential operational, administrative, and strategic objectives.

VI. OTHER REGULATORY REVIEWS OF THE TRANSACTION

11. Pursuant to R746-349-7, the Applicants have provided a list of other state utility regulatory agency dockets in connection with the Transaction as Exhibit C. There were no relevant FCC filings related to this merger other than a filing to change the name of the tariff and a list of concurring carriers in that tariff. The Applicants will be providing notice or filing for regulatory approvals in the following states/jurisdictions regarding the Transaction: AL, AR, AZ, CA, CO, DC, DE, FL, GA, HI, IA, ID, IL, KS, KY, LA, MD,

MI, MN, MO, MS, MT, NC, ND, NE, NJ, NM, NV, OH, OK, OR, PA, SC, SD, TN, UT,
WA, WI, and WY.

VII. INFORMATION PERTAINING TO THE CERTIFICATION OF AT&T CORP.

12. The following is additional information pertaining to the certification of
AT&T Corp.

A. General information

Company Name: AT&T Corp.
Application Type: Telecom CPCN
Subsidiary (if any) of: AT&T, Inc.
Principal Address: One AT&T Way, Room 2B115E, Bedminster, NJ 07921
Local Address: CT Corporation System, 1108 E. South Union Avenue,
Midvale, UT 84047
Mailing Address: One AT&T Way, Room 2B115E, Bedminster, NJ 07921
Telephone: 1-908-234-7386
Toll-Free Number: 1-800-222-0300
Fax: 1-908-532-1808
Website: www.att.com
Email Address: ch1385@att.com

Contact Information During Application Process: See Section III contact information
above.

Applicant's Registered Agent in the State of Utah (if any):

Name: CT Corporation System
Address: 1108 E. South Union Avenue, Midvale, UT 84047
Telephone: 1-801-984-8160

Toll-Free Number: NA
Fax: 1-801-984-8170

B. Statement of Technical, Financial and Managerial Abilities.

AT&T Corp. has extensive technical, financial and managerial experience, and has extensive experience in providing telecommunications services throughout the nation. Since this is an internal reorganization, a merger of a subsidiary into the parent, AT&T Corp. will be able to command substantially all the same resources that were available to ACMS, and more. This includes access to ACMS's equipment and other property, finances, and personnel. Biographies of the key AT&T Corp. officers may be found in Exhibit B.

In addition, AT&T Corp. is currently certificated to provide competitive local service in the following jurisdictions [CA, CT, IL, MA, ME, NH, NV, RI, and VT] and is seeking similar certification in the following additional states [AL, AR, AZ, CO, DC, DE, FL, GA, HI, IA, ID, KS, KY, LA, MD, MI, MN, MO, MS, MT, NC, ND, NE, NJ, NM, OH, OK, OR, PA, SC, SD, TN, UT, WA, WI, and WY].

AT&T Corp. has had in excess of two years experience in providing local service, and will be using ACMS personnel, who have also had in excess of two years experience in providing local service.

C. Bond Statement

AT&T Corp. requests a waiver of the bond requirement, since AT&T Corp. neither offers prepaid service nor requires customer deposits or advance payments for telecommunications services. Similarly, ACMS did not have a bond.

D. Facilities Statement

AT&T Corp. will use existing ACMS facilities and arrangements, including the resale of Qwest carrier services and some AT&T facilities-based services.

E. Statement of Service

AT&T Corp. intends to serve the same locations formerly served by ACMS, and will limit local exchange services to local exchanges with 5,000 access lines or more, or that are owned or controlled by incumbent telephone corporations with 30,000 access lines or more in the State of Utah. As to types of services to be offered, they will include all services formerly offered by ACMS, including local exchange service for business and residential customers, long distance service, and access services.

F. Access to Selected Services

AT&T Corp. will provide access to ordinary IntraLATA and InterLATA message toll calling, operator services, directory assistance, directory listings, and emergency services such as 911 and E911 in the same way formerly provided by ACMS, through resale of Qwest services.

G. Implementation Schedule

AT&T Corp. will begin providing local exchange service for residential and business customers upon the completion of its merger with ACMS, which is planned for on or about October 31, 2012.

H. Managerial Summaries

See Exhibit D for a listing of managers responsible for operations in Utah.

I. Utah Organizational Chart

See Exhibit D.

J. Chart of Accounts.

See Exhibit E for a Chart of Accounts.

K. Financial Statements.

See Exhibit F (consolidated financials of AT&T Corp.'s parent corporation, AT&T Inc.).

L. Five-year Projection

AT&T Corp. will essentially be continuing the existing plans and operations of ACMS.

M. Public Interest Statement

See Section V, paragraph 9 above.

N. Proof of Authority

See Exhibit G (AT&T Corp.'s Registration with the Utah Secretary of State).

O. Unauthorized Switching and Illegal Activities.

There are no pending complaints or investigations of AT&T Corp. or ACMS regarding unauthorized switching in any of the jurisdictions in which they operate. To the best of our knowledge, there have been no sanctions imposed on either of these companies in any state jurisdictions for at least the last five years.

AT&T Corp.'s written employee policies and agency contracts explicitly forbid the practice of unauthorized switching and other illegal sales practices. AT&T Corp.

trains all new and existing sales employees in proper methods of solicitation of business, and enforces employee and agency compliance with federal and state solicitation laws.

VIII. SCHEDULE OF EXHIBITS

Attached and made a part of this Application by reference herein are the following documents.

<u>Exhibit</u>	<u>Title</u>
A.	Corporate Organization Charts Before and After the Transaction
B.	AT&T Corp. Key Officer Biographies
C.	FCC and other filings
D.	Management List
E.	Chart of Accounts
F.	Financial Statements
G.	AT&T Corp.'s Registration with the Utah Secretary of State
H.	ACMS's CPCN and approving Order

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IX. CONCLUSION

As demonstrated above, this Application for certification and approval of the proposed merger 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 approve the Certification of AT&T Corp. and the Application for the merger of AT&T Communications of the Mountain States, Inc. and AT&T Corp., and provide such other and additional relief as may be just and reasonable.

Respectfully submitted,

/s/

Roger Moffitt
General Attorney
AT&T Services, Inc.
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775.333.3114

VERIFICATION

STATE OF : NJ

: ss.

COUNTY OF : Somerset

I, James F. Dionne, state that I am Executive Director - Accounting of AT&T Corp.; that I am authorized to make this Verification on behalf of AT&T Communications of the Mountain States, Inc. and AT&T Corp.; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

/s/

Name: James F. Dionne
Title: Executive Director - Accounting
AT&T Corp.

SWORN TO AND SUBSCRIBED before me this 17th day of July, 2012.

/s/

Notary Public

MAILING CERTIFICATE

I hereby certify that on the 26th day of July, 2012, I caused to be served a copy of the JOINT APPLICATION FOR CPCN AS A CLEC AND FOR INFORMAL ADJUDICATION OF MERGER on the following person by overnight delivery and electronic mail:

Trixie Behr, Commission Secretary
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, UT 84111
Email: tbehr@utah.gov

I also hereby certify that on the 26th day of July, 2012, I caused to be served a copy of the JOINT APPLICATION FOR CPCN AS A CLEC AND FOR INFORMAL ADJUDICATION OF MERGER on the following persons by electronic mail:

Patricia Schmid
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/s/

Janice L. Ono
Area Manager – Regulatory