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May 31, 2012

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PUBLIC SERVICE
COMMISSION

Mr. Jeff Derouen
Executive Director
Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, KY 40602-0615

RE: Notice of Transfer of Ownership and Control of AT&T Communications of The South Central States, LLC to AT&T Corp.

Dear Mr. Derouen

This letter is to notify the Kentucky Public Service Commission of the planned merger of AT&T Communications of the South Central States, LLC ("AT&T Communications") into AT&T Corp. AT&T Communications 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 Corp. is a New York corporation with headquarters at One AT&T Way, Bedminster, New Jersey 07921. The transactions described herein are expected to be implemented on or about October 31, 2012. AT&T Communications is an interexchange and competitive local exchange carrier providing services in Kentucky. In accordance with the Commission's January 8, 1998, Order entered in Administrative Case No. 370 dated January 8, 1998, and Order entered in Administrative Case No. 359 dated June 21, 1996, no Commission approval is necessary for this change.

This change is the result of an internal multi-state initiative to consolidate into AT&T Corp. the services that are now provided through multiple and duplicative state-specific subsidiaries of AT&T Corp. The assets, liabilities and operations of AT&T Communications and AT&T Corp. will be merged. AT&T Corp. will be the surviving entity and will remain a wholly owned subsidiary of AT&T Inc. Diagrams of these organizational changes are provided in the attachment.

This change is in the public interest and will enhance AT&T Corp.'s ability to provide services to customers through a more efficient corporate structure. This change will be transparent to customers. There will be no change in the rates or other terms and conditions of the services available to AT&T Communications Kentucky customers as a result of these transactions. All of AT&T Communications' customers will receive advance notice of this transfer of ownership and after the merger services will continue to be provided to customers on the same terms and conditions as currently

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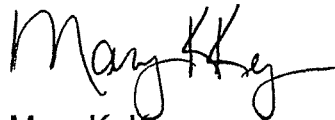
stated in the tariffs, guidebooks, and contracts of AT&T Communications. The same personnel who manage these services will continue to do so and there will be no change in the network assets used to provide these services as a result of these transactions.

The contact information on file with the Commission for AT&T Communications will remain the same; however, the name of the company providing both interexchange and competitive local exchange services will be changed to AT&T Corp. on or about October 31, 2012. We will provide customers advance notice of the merger and, following the merger, notice of the name change will be provided.

In addition, AT&T Corp. will adopt the tariffs of AT&T Communications pursuant to 807 KAR 5:011, Section 11 and will provide the appropriate Adoption Notice when it does so.

Thank you for your attention to this matter. Should the Commission or the Commission Staff have any questions, please feel free to contact me or Joan Duncan at 502-582-8416.

Sincerely,

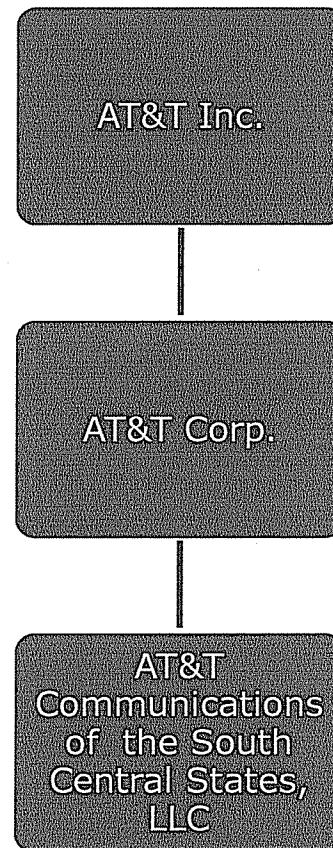


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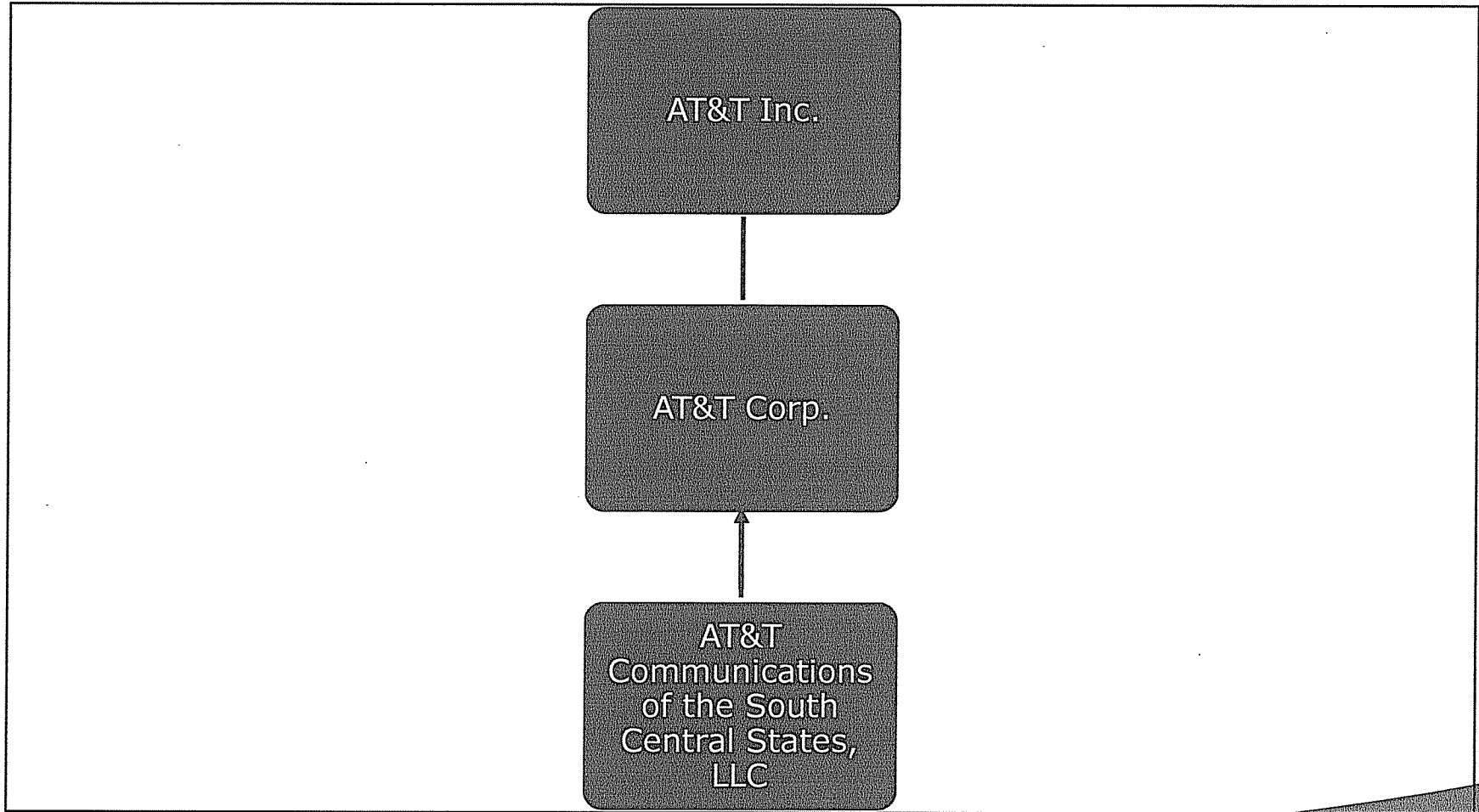
Attachment

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Currently, AT&T Communications of the South Central States, LLC, 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 South Central States, LLC, 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.)

