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September 18, 2012

VIA HAND DELIVER
AND ELECTRONIC MAIL

Mr. Reece McAlister
Executive Secretary
Georgia Public Service Commission
344 Washington St., SW
Atlanta, GA 30334-5701

Re: In the Matter of the Verified Joint Application of AT&T Communications of the South & AT&T Corp. for Approval of Merger of AT&T Communications of the South & AT&T Corp.

Dear Mr. McAlister:

Enclosed please find original and fifteen (15) copies, as well as an electronic version of *Joint Application for Approval of Merger of AT&T Communications of the South and AT&T Corp.*

I would appreciate your filing this document and returning the one (1) extra copy stamped "Filed" in the enclosed self-addressed and stamped envelope.

Thank you for your attention to this matter.

Yours very truly,


Veronica Y. Davis

VYD/je

Enclosures

Cc: Mr. Daniel Walsh (w/enclosure) (via electronic mail @ dwalsh@law.ga.gov)
Mr. Leon Bowles (w/enclosure) (via electronic mail @ leonb@psc.state.ga.us)
Mr. Patrick Reinhardt (w/enclosure) (via electronic mail @ patrick@psc.state.ga.us)

**BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF GEORGIA**

In the Matter of the)
Verified Joint Application of)
)
AT&T COMMUNICATIONS OF THE SOUTH)
and)
AT&T CORP.)
)
for Approval of Merger of AT&T Communications)
of the South)
and AT&T Corp.)

Docket No. _____

**JOINT APPLICATION FOR APPROVAL OF MERGER OF
AT&T COMMUNICATIONS OF THE SOUTH AND AT&T CORP.**

1. Pursuant to O.C.G.A. §46-2-20, AT&T Communications of the South and AT&T Corp. (together, the “Applicants”), by this joint application respectfully request that the Georgia Public Service Commission (“Commission”) approve, to the extent required, the merger of AT&T Communications of the Southern States (“AT&T-South”) and AT&T Corp., a wholly owned subsidiary of AT&T Inc. (f/k/a SBC Communications Inc.). 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 1 hereto illustrates the relevant corporate structure of AT&T Corp. with regard to the services provided in the State of Georgia before and after the proposed merger.

2. The merger of AT&T-South 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 currently provided by AT&T Corp. through AT&T-South 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.

I. THE PARTIES

3. AT&T Communications of the Southern States LLC is a Delaware limited liability company with headquarters at One AT&T Way, Bedminster, New Jersey 07921. It is a wholly owned subsidiary of AT&T Corp., which, in turn, is a wholly owned subsidiary of AT&T Inc. AT&T-South provides local, interexchange, and other telecommunications services and products to residential, business, and government customers in Georgia.¹

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 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., have extensive operational and managerial experience and substantial

¹ AT&T-South was authorized to provide interexchange services in the State of Georgia by Commission order dated 12/20/83 in Docket No. 3439. Subsequently, AT&T-South was authorized to provide competitive facilities-based and resold local exchange services and exchange access in the State of Georgia by Commission order dated 02/20/96 in Docket No. 6290.

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>.

II. DESIGNATED CONTACTS

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

Veronica Davis
General Attorney
675 West Peachtree Street
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veronicadavis@att.com

III. DESCRIPTION OF MERGER

6. As illustrated in Exhibit 1, AT&T Corp., a wholly owned subsidiary of AT&T Inc., is the sole member of AT&T-South. 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 1, there would be no change in the ultimate ownership and control of assets, liabilities, or operations of the merged companies.

IV. REQUEST FOR APPROVAL OF MERGER

7. The Applicants respectfully submit this Application to obtain authorization and approval of the merger of AT&T-South 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 Georgia.

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 AT&T-South, currently serves customers either under guidebook 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 tariffs and contracts.

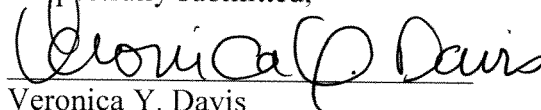
10. Although the only change that customers will see will be a very minor change in the name of their provider, from AT&T Communications of the South to AT&T Corp. AT&T-South will provide customers bill message notices of the proposed change of name. The notices will be substantially similar to the notices previously filed with the Commission on May 17, 2012. It is respectfully requested that the Commission deem these notices to substantially fulfill any notice requirements and therefore waive any additional notice requirements.

11. 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.

V. **CONCLUSION**

12. As demonstrated above, this Application for 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 Application for the merger of AT&T-South and AT&T Corp., waive any notice requirements, and provide such other and additional relief as may be just and reasonable.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Veronica Y. Davis", is written over a horizontal line.

Veronica Y. Davis

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Attorney for the Joint Applicants

Exhibit 1

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.)

