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February 28, 2005

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Governor Office Building
200 Madison Street
P.O. Box 360
Jefferson City, Missouri 65102-0360

In re: Notification of SBC Communication Inc.'s Acquisition of AT&T Corp.

Dear Judge Roberts:

As you are aware, SBC Communications Inc. ("SBC") and AT&T Corp. ("AT&T") (collectively "the Parties") have announced the Parties' agreement for SBC to acquire AT&T. The parties believe the merger will strengthen SBC's ability to provide all of the advanced, innovative communications and entertainment services that our customers have come to expect.

SBC and AT&T are a solid combination, sharing a legacy of innovation, integrity, and reliability. SBC brings financial strength, a focus on consumers and small business, local and regional service areas, and voice, DSL, and wireline service. AT&T contributes its global systems capabilities, government and business customers, a solid portfolio of data and Internet Protocol ("IP") services, hosting, security and professional services, technology leadership through its AT&T Labs, and skilled networking capabilities.

The combined company will have robust, high-quality network assets, both in the United States and around the globe, and complementary expertise and capabilities. It will have the resources and skill sets to innovate and more quickly deliver to customers the next generation of advanced, integrated IP-wireline and wireless communications service.

Pursuant to the Parties' agreement, a wholly-owned subsidiary of SBC Communications, Inc. will be created specifically for the purpose of consummating the transaction, Tau Merger Sub Corporation ("Tau"). Tau will merge with and into AT&T Corp., with AT&T Corp. being the surviving entity. At the time of the SBC/AT&T merger, shareholders of AT&T will exchange their stock for SBC stock. Following the merger, AT&T Corp. will become a wholly owned subsidiary of SBC. There is no change in the ownership structure of Southwestern Bell Telephone, L.P., d/b/a SBC Missouri, as a result of the transaction, nor is there a change in the ownership of SBC Long Distance or SBC Advanced Solutions, Inc., the other SBC-affiliated entities subject to the Commission's regulatory authority. Similarly, the transaction will not result in a change in the ownership of those entities affiliated with AT&T Corp. which are subject to the Commission's regulatory authority. The AT&T affiliated entities operating in Missouri, which are comprised of AT&T Communications of the Southwest, Inc., TCG St. Louis, and TCG

Kansas City, Inc., will continue to be owned by the same entities after the transaction is completed as today.

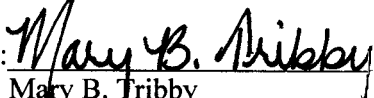
The SBC/AT&T proposed merger will be scrutinized by both the Department of Justice and Federal Communications Commission. The proposed merger does not, however, require the Missouri Public Service Commission's approval. The applicable statutory provision under which approval might be required, Section 392.300.2, is not implicated with regard to the merger. First, Section 392.300.2 only applies to domestic telephone companies and none of the entities regulated by the Commission are Missouri corporations. Second, Section 392.300.2 does not require Commission approval for stock transactions occurring at the holding company level when there is no merger or consolidation of any certificated entity. As described above, the SBC/AT&T transaction is occurring at the holding company level and there is no merger or consolidation of any certificated entity. Third, the Commission has waived the application of Section 392.300.2 for the AT&T regulated entities operating in Missouri pursuant to its authority under Section 392.361.5.

While SBC and AT&T will not be seeking approval, please do not hesitate to contact us if you have any questions regarding this transaction. The merger should result in benefits for Missouri and the country, and we look forward to its completion at the earliest possible time.

Very truly yours,

AT&T Communications of the Southwest, Inc.

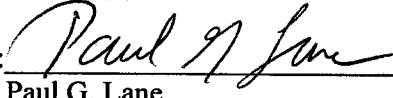
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