

**THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Combined Application of)
AT&T Corp. For a Certificate of Service)
Authority to Provide Intrastate Local Exchange,)
Basic Local Exchange and Interexchange) Case No. _____
Telecommunications Services Within the State)
of Missouri and of AT&T Communications)
of the Southwest, Inc. for Cancellation of)
Certificates of Service Authority.)

**COMBINED APPLICATION OF AT&T CORP. FOR CERTIFICATE OF SERVICE
AUTHORITY TO PROVIDE LOCAL EXCHANGE, BASIC LOCAL EXCHANGE AND
INTEREXCHANGE TELECOMMUNICATIONS SERVICES AND FOR OTHER
RELIEF, AND OF AT&T COMMUNICATIONS OF THE SOUTHWEST, INC. FOR
CANCELLATION OF CERTIFICATES OF SERVICE AUTHORITY**

COME NOW AT&T Corp.(“ATTC”) and AT&T Communications of the Southwest, Inc. (“ATTSW”) and, pursuant to Sections 392.361, 392.410, 392.420, 392.430 and 392.455, RSMo,¹ respectfully file this combined Application requesting that the Missouri Public Service Commission (“Commission”) issue an order: (1) granting ATTC a Certificate of Service Authority to provide local exchange, basic local exchange and interexchange telecommunications services within the State of Missouri, (2) granting ATTC and all of its services competitive classification, (3) waiving, to the extent necessary, the application and enforcement of the statutes and rules referenced herein , and (4) cancelling ATTSW’s certificates of service authority to provide local exchange, basic local exchange and interexchange telecommunications services.

¹ All statutory references herein are to the Revised Statutes of Missouri (“RSMo”).

In support of its Application, ATTC and ATTSW state as follows:

A. Introduction

1. This combined Application of ATTC and ATTSW is part of a broader, multi-state initiative to merge -- effective October 31, 2012 -- multiple AT&T telecommunications companies into a single business entity, their corporate parent. More specifically, the provision of intrastate regulated telecommunications services that are now provided through multiple and duplicative subsidiaries of ATTC in several states (such as ATTSW in Missouri) will be consolidated into ATTC.²

2. The transaction will be entirely *pro forma* in that it would involve only AT&T affiliates and no non-affiliated entity. The consolidation of these affiliates into ATTC will, among other things, allow AT&T to realize the administrative efficiencies incident to a less complex and more flexible corporate structure, to reduce the costs of maintaining multiple entities, and to enable a greater ability to compete in the highly competitive telecommunications services market. Furthermore, the transaction will be entirely seamless and transparent to customers whose services, and associated rates, terms and conditions of service will remain unaffected by it.

3. Since all of the requested relief in this Application is in furtherance of a beneficial transaction that will be seamless and transparent to customers and in the public interest, the Applicants respectfully submit that such relief should be granted.

² Exhibit 1 attached hereto illustrates (1) the current corporate structure of ATTSW relative to ATTC and AT&T Inc. and (2) the structure of ATTC relative to AT&T Inc. upon the merger of ATTSW into ATTC. Other sister affiliates of ATTSW which are planned to be merged into ATTC include AT&T Communications of the Midwest, Inc., AT&T Communications of the Mountain States, Inc., AT&T Communications of the Pacific Northwest, Inc., AT&T Communications of the South Central States, LLC, AT&T Communications of Southern States, LLC, and others.

B. Description of the Applicants

4. ATTC is a New York corporation with its principal office at One AT&T Way, Bedminster, New Jersey, 07921. ATTC is authorized to do business in Missouri³ and plans to offer telecommunications services under the fictitious names “ACC Business” and “Lucky Dog Phone Co.”⁴ ATTC is a wholly owned subsidiary of AT&T Inc. and is the company into which ATTSW and other ATTC subsidiary companies will be consolidated.

5. In September, 2008, the Commission granted ATTC a certificate of service authority to provide intrastate interexchange and nonswitched local exchange telecommunications services (Case No. TA-2009-0045). Last fall, however, following the transfer of ATTC’s advanced telecommunications services (and supporting assets) to Southwestern Bell Telephone Company, d/b/a AT&T Missouri (“AT&T Missouri”),⁵ ATTC requested that the Commission cancel its certificate of service authority, and the Commission granted ATTC’s request.⁶

6. ATTSW is a Delaware corporation with its principal office at One AT&T Way, Bedminster, New Jersey 07921. ATTSW is authorized to do business in Missouri⁷ and its fictitious names are duly registered with the Missouri Secretary of State.⁸ As a wholly owned subsidiary of ATTC, ATTSW provides local exchange, basic local exchange, and interexchange

³ A copy of ATTC’s Certificate of Good Standing from the Missouri Secretary of State was filed with the Commission on August 13, 2008, in Case No. TA-2009-0045.

⁴ Copies of ATTC’s registration of the fictitious names “ACC Business” and “Lucky Dog Phone Co.” with the Missouri Secretary of State are attached hereto as Exhibit 2.

⁵ *In the Matter of Southwestern Bell Telephone Company, d/b/a AT&T Missouri’s and AT&T Corp.’s Application for a Waiver of Commission Rule 4 CSR 240-33.150*, File No. IE-2012-0069, Order Granting Waiver, September 20, 2011.

⁶ *In the Matter of the Application of AT&T Corp. For Approval to Cancel its Certificate of Service Authority*, File No. XD-2012-0178, Order Canceling Certificate, December 21, 2011.

⁷ A copy of ATTSW’s Certificate of Good Standing from the Missouri Secretary of State was filed with the Commission on October 16, 2007, in Case No. CK-2008-0108.

⁸ Copies of ATTSW’s registration of the fictitious names “ConQuest” and “SmarTalk” with the Missouri Secretary of State are attached hereto as Exhibit 3.

telecommunications services and products to residential, business, and government customers in several states, including Missouri.⁹

7. ATTC and ATTSW may be contacted at the regular and electronic mail addresses and telephone and facsimile numbers of its attorneys, as set out under the signature block of this Application. All correspondence, pleadings, orders, decisions, and communications regarding this proceeding should be sent to:

Jeffrey E. Lewis
Leo J. Bub
Robert J. Gryzmala
Attorneys for AT&T Corp.
and AT&T Communications
of the Southwest, Inc.
One AT&T Center, Room 3516
St. Louis, Missouri 63101

8. ATTSW has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve Missouri retail customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this Application. ATTSW does not have any overdue annual reports or regulatory assessment fees in Missouri. ATTC presently does not provide any telecommunications services in Missouri.

C. Description of Services/Transaction

9. ATTSW is currently authorized to, and does, provide interexchange telecommunications services in Missouri, as well as basic local exchange and local exchange telecommunications services in the Missouri exchanges of Southwestern Bell Telephone Company d/b/a AT&T Missouri (“AT&T Missouri”), the former GTE Midwest, Inc. (“GTE”)

⁹ ATTSW is presently certificated to provide interexchange telecommunications services in Missouri, as well as basic local exchange and local exchange telecommunications services in the Missouri exchanges of Southwestern Bell Telephone Company d/b/a AT&T Missouri, the former GTE Midwest, Inc. and Windstream Missouri, Inc. *See*, Report and Order Granting ATTSW a Certificate of Service Authority to Provide Basic Local Exchange and Local Exchange Services, issued February 21, 1997 in Case No. TA-96-322, at 5, 14; Order Approving Expansion of Certificate of Service Authority, issued November 25, 2009 in Case No. CA-2010-0115, at 2, 10.

and Windstream Missouri, Inc. (“Windstream”).¹⁰ ATTC seeks the same certifications as are presently held by ATTSW, and for the same areas. The basic local exchange service area for which ATTC seeks certification would be no different than that presently served by ATTSW in that it will follow the boundaries of AT&T Missouri, GTE and Windstream and is no smaller than an exchange. ATTC will offer basic local telecommunications service as a separate and distinct service, and will give equitable access to all Missourians in these areas, regardless of where they live or their income, to affordable telecommunications services.

10. Upon the merger of ATTSW into ATTC, which is planned to close on October 31, 2012, ATTC intends to provide the same local exchange, basic local exchange and interexchange telecommunications services that ATTSW has provided for many years.

11. The merger is part of an on-going effort by AT&T Inc., the parent of ATTC, to simplify the corporate structures of its many subsidiary companies. The merger is entirely internal to ATTC, and it will provide a more flexible corporate structure that will enable ATTC to more efficiently achieve potential operational, administrative, and strategic objectives.

12. The merger is intended to be seamless and entirely transparent to customers. There will be no change in the rates or substantive terms and conditions under which ATTSW currently serves its customers on account of the merger. Once the merger is completed, the same personnel who manage the services provided by ATTSW today will manage those same services when provided by ATTC. Notwithstanding the business-as-usual nature of the transaction, a

¹⁰ A list of the exchanges in which ATTSW is currently authorized to provide basic local exchange service, and in which ATTC plans to provide basic local exchange service, is attached hereto as Exhibit 4.

notice is being provided to all ATTSW customers, commencing in July billing statements, in substantially the form shown in Exhibit 5 attached hereto.¹¹

13. On March 30, 2012, pursuant to §392.461, RSMo (enacted on August 28, 2011 by House Bill No. 338), ATTSW provided notice to the Commission of its election, effective May 1, 2012, to be exempt from the requirement that it offer retail telecommunications services to residential or business end users only through tariff, and to withdraw its tariffs. ATTSW now makes available its rates, charges, terms and conditions for its retail telecommunications services on its website at www.att.com/servicepublications. ATTC hereby likewise provides notice to the Commission of its election to be exempt from the requirement that it offer retail telecommunications services to residential or business end users only through tariff, effective on the same date as the effective date of the Commission's order granting the relief sought by this Application. Upon the merger of ATTSW into ATTC, ATTC will provide the services now provided by ATTSW pursuant to the rates, charges, terms and conditions made available on its website as www.att.com/servicepublications.¹²

D. Qualifications

14. ATTSW, as a wholly-owned subsidiary of ATTC, has provided local exchange and interexchange telecommunications services in Missouri for many years, including basic local telecommunications service since 1998.¹³ Moreover, from approximately September, 2008, through September, 2011, ATTC itself directly provided advanced telecommunications services

¹¹ ATTSW has obtained a waiver of 4 CSR 240-33.150 (the "anti-slamming" rule), as have all of the AT&T certificated companies. *See*, Notice Acknowledging the AT&T Companies' Election of Waivers, issued March 19, 2012 in File No. TE-2012-0073.

¹² Additionally, ATTC will assume all rights and obligations of ATTSW in connection with its Commission-approved interconnection agreements with the ILECs in those Missouri exchanges in which ATTSW provides local exchange telecommunications services.

¹³ ATTSW's financials are reflected in the annual reports that it has filed with the Commission each year.

to Missouri customers. Given this experience, ATTC is managerially, technically and financially qualified to provide basic local telecommunication services in the state of Missouri.

15. The headquarters of ATTC, like the headquarters of ATTSW, is located at One AT&T Way, Bedminster, New Jersey 07921. ATTC is a subsidiary of AT&T Inc., which is one of the largest providers of telecommunications services in the world. ATTC, through its subsidiaries, is authorized to provide domestic and international telecommunications services throughout the United States. ATTC 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 ATTC, 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, which is available at <http://www.att.com/gen/landing-pages?pid=5718>.

E. Request for Competitive Classification

16. ATTC seeks classification as a competitive telecommunications company, and it seeks classification of its telecommunications services as competitive, pursuant to Section 392.361 RSMo. and 4 CSR 240-3.510(1)(A). The Commission has already found ATTSW and its services to be competitive in prior orders.¹⁴ ATTC plans to provide the same services currently provided by ATTSW, and these services have been and will continue to be subject to intense competition from other carriers already certified within Missouri. Given these

¹⁴ Order Approving Expansion of Certificate of Service Authority, issued November 25, 2009 in Case No. CA-2010-0115, at 2, 4, 7 & n.7, *citing*, Report and Order (granting ATTSW a Certificate of Service Authority to Provide Basic Local Exchange and Local Exchange Services, issued February 21, 1997 in Case No. TA-96-322, at 5, 14).

considerations, competitive classification of ATTC and the telecommunications services it plans to provide is warranted.

F. Compliance with Rules and Request for Waiver Of, and/or Notice of Election to be Exempt From, Certain Statutes/Rules

17. Pursuant to Sections 386.570 and 392.455(2), RSMo, ATTC will comply with all applicable statutes and Commission rules and minimum standards to the extent that they may be applicable to ATTC, except such statutes, rules and standards as have been waived or may be waived.

18. ATTSW and all other AT&T-affiliated companies certificated to provide telecommunications services in Missouri have elected to waive the application and enforcement of several telecommunications-related statutes and rules, both as a consequence of HB 1779 enacted in 2008 (and subsequent proceedings implementing the legislation)¹⁵ and as a consequence of HB 338 enacted in 2011 (and subsequent proceedings implementing the legislation).¹⁶ In March, 2012, the Commission summed up the status of these waivers:

“The AT&T Companies have elected waiver of the following statutes and regulations:

Statutes:

- 392.210.2 Accounting requirements (system of accounts)
- 392.240.1 Reasonableness of rates
- 392.270 Accounting requirements (valuation of property)
- 392.280 Accounting requirements (depreciation rates/accounts)

¹⁵ See, Order Concerning Request for Waivers on Behalf of the AT&T Joint Petitioners Pursuant to Section 392.420, RSMo., as Amended by HB 1779, issued November 6, 2008 in Case No. TO-2009-0064. As a result of this legislation and subsequent Commission proceeding, while the Commission generally has jurisdiction over certain corporate transactions such as mergers, consolidations and reorganizations pursuant to Sections 392.300, and 392.340, the Commission has waived the applicability of the statute to ATTSW and the other AT&T-affiliated companies certificated to provide telecommunications services in Missouri.

¹⁶ See, Notice Acknowledging the AT&T Companies’ Election of Waivers of Certain Rules and Statutes, issued March 19, 2012 in File No. TE-2012-0073. As a result of this legislation and subsequent Commission proceeding, ATTSW is subject to neither 4 CSR240-3.560 (the “ceasing operations” rule) nor 4 CSR240-33.150 (the “anti-slammings” rule) and therefore does not need to seek a waiver of the applicability of these rules in this particular proceeding. Likewise inapplicable is 4 CSR 240-3.525, which relates to the filing requirements (including customer notice) for applications for authority to merge or consolidate. Nevertheless, as indicated earlier, ATTSW plans to provide a notice of the transaction to its customers. See, Exhibit 5, attached hereto.

392.290 Issuance of stocks, bonds and other indebtedness
392.300 Transfer of property and ownership of stock
392.310 Approval of issuing stocks, bonds and other indebtedness
392.320 Certificate of commission to be recorded-stock dividends
392.330 Accounting requirements (proceeds of sales of stock, bonds, notes, etc.)
392.340 Company reorganization

Regulations:

4 CSR 240-3.520 Applications to sell or transfer assets
4 CSR 240-3.525 Applications to merge or consolidate
4 CSR 240-3.530 Applications to issue stocks, obtain loans
4 CSR 240-3.535 Applications to acquire stock
4 CSR 240-3.545(8)(C) Listing of waivers in tariff
4 CSR 240-3.550 Telco records and reports (except (5)(B), (D), and (E))
4 CSR 240-3.555 Residential customer inquiries
4 CSR 240-3.560 Procedure for ceasing operations
4 CSR 240-10.020 Depreciation records
4 CSR 240-30.020 Residential telephone underground systems
4 CSR 240-30.040 Uniform system of accounts
4 CSR 240-32.010 General provisions
4 CSR 240-32.040 Metering, inspections and tests
4 CSR 240-32.050 Customer services
4 CSR 240-32.060 Engineering and maintenance
4 CSR 240-32.070 Quality of service
4 CSR 240-32.080 Service objectives and surveillance levels
4 CSR 240-32.090 Connection of equipment and inside wiring
4 CSR 240-32.100 Provision of basic local and interexchange services
4 CSR 240-32.130-170 Prepaid calling cards (except 32.140 and 32.150(1))
4 CSR 240-32.180-190 Caller ID blocking requirements
4 CSR 240-33.010 Service and billing practice general provisions
4 CSR 240-33.040 Billing and payment standards
4 CSR 240-33.045 Clear identification and placement of charges on bills
4 CSR 240-33.050 Deposits
4 CSR 240-33.060 Residential customer inquiries
4 CSR 240-33.070 Discontinuance of service
4 CSR 240-33.080 Disputes by residential customers
4 CSR 240-33.090 Settlement agreements with residential customers
4 CSR 240-33.130 Operator service requirements
4 CSR 240-33.140 Payphone requirements (except (2))
4 CSR 240-33.150 "Anti-slamming" requirements
4 CSR 240-33.160 Customer proprietary network information"

In doing so, the Commission acknowledged that “[t]he AT&T Companies do not need the permission of the Commission to elect those waivers and the waivers took effect at the time they filed their notice.”¹⁷

19. ATTC respectfully submits that once the Commission grants it the certification requested by this Application, ATTC is no less entitled to the same above-listed statutory and rule waivers obtained by ATTSW, the other AT&T companies, and many other companies providing telecommunications services in Missouri (all of which companies are referenced in EFIS File No. TE-2012-0073). ATTC, therefore, hereby notifies the Commission of its election to waive and be exempt from the application and enforcement of the above statutes and rules, effective on the same date as the effective date of the Commission’s order granting the relief sought by this Application.

20. Subject to the FCC’s recent *Connect America Fund* order requiring all local exchange companies to file to reduce intrastate switched access rates,¹⁸ and notwithstanding the provisions of Section 392.500 and 392.510 RSMo, as a condition of the requested certification and competitive classification, ATTC agrees that, unless otherwise ordered by the Commission, ATTC’s originating and terminating switched exchange access rates in the new service area will be no greater than the lowest Commission-approved corresponding access rate in effect for the ILEC within that service area in which ATTC provides local exchange telecommunications service. Additionally, pursuant to the Commission’s Report and Order in Case No. TO-99-596, ATTC agrees that if the ILEC decreases its current originating and/or terminating switched access service rates, ATTC shall file an appropriate tariff amendment to reduce its corresponding

¹⁷ *Id.*, at 1.

¹⁸ *Connect America Fund et al.*, WC Docket No. 10-90 et al., *Report and Order and Further Notice of Proposed Rulemaking*, FCC 11-161 (rel. Nov. 18, 2011) (“*USF/ICC Transformation Order*”), *Pets. for review pending, Direct Commc'ns Cedar Valley, LLC vs. FCC*, No. 11-9581 (10th Cir. filed Dec. 18, 2011) (and consolidated cases).

originating and/or terminating switched access rates within thirty (30) days of the ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

G. Public Interest Considerations

21. Pursuant to §392.430, ATTC and ATTSW submit that the public interest will be served by Commission approval of its Application. As demonstrated above, this Application is in accordance with the law, for a proper purpose, and consistent with the public interest, particularly in light of the vigor of competition in the telecommunications services market (as demonstrated by the enactment of HB 1779 in 2008 and HB 338 enacted in 2011) as well as the purely *pro forma* nature of this matter. Furthermore, approval of this Application will preserve and enhance the availability of innovative, high quality, and reliable telecommunication services in Missouri, by allowing ATTC to continue the competitive offerings that will no longer be provided by ATTSW.

H. Request to Cancel ATTSW's Certificates of Service Authority

22. Pursuant to Section 392.410.5, ATTSW's present certificates of service authority to provide local exchange, basic local exchange and interexchange telecommunications services should be canceled after the merger of ATTSW into ATTC, when ATTC begins providing the services ATTSW presently provides.

23. The Commission has the authority to cancel a certificate of service authority pursuant to Section 392.410.5, which states in pertinent part that “[a]ny certificate of service authority may be altered or modified by the [C]ommission after notice and hearing, upon its own motion or upon application of the person or company affected.” However, the Commission need

not hold a hearing if, following proper notice and opportunity to intervene, no party requests a hearing.¹⁹

24. As noted above, the services presently offered pursuant to ATTSW's existing certificates of service authority will be offered and provided exclusively by ATTC as of October 31, 2012, the date on which ATTSW's merger into ATTC is planned to close. In these circumstances, canceling ATTSW's certificates after ATTC notifies the Commission that the merger has closed is appropriate.

WHEREFORE, ATTC and ATTSW respectfully request that the Commission:

- (1) grant ATTC a certificate of service authority to provide local exchange, basic local exchange and interexchange telecommunications services within the State of Missouri,
- (2) grant ATTC and all of its services competitive classification,
- (3) waive application and enforcement of the statutes and rules referenced herein (to the extent necessary), and
- (4) cancel ATTSW's certificates of service authority to provide local exchange, basic local exchange and interexchange telecommunications services after ATTC notifies the Commission that the merger has been consummated.

¹⁹ *In the Matter of the Application of Zayo Fiber Solutions, LLC for Approval to Cancel its Certificate of Authority and Withdrawal of Tariff*, File No. LD-2011-0369, Order Directing Notice, at 1, citing, State ex rel. Rex Deffenderfer Enterprises, Inc. v. Public Service Commission, 776 S.W. 2d 494 (Mo. App. W.D. 1989).

Respectfully submitted,

AT&T CORP. and
AT&T COMMUNICATIONS OF THE SOUTHWEST, INC.


BY 

JEFFREY E. LEWIS	#62389
LEO J. BUB	#34326
ROBERT J. GRYZMALA	#32454

Attorneys for
AT&T Corp. and
AT&T Communications of the Southwest, Inc.
One AT&T Center, Room 3516
St. Louis, Missouri 63101
314-235-6060 (Telephone)/314-247-0014(Facsimile)
robert.gryzmala@att.com

CERTIFICATE OF SERVICE

Copies of this document were served on the following parties by e-mail on June 6, 2012.


Robert J. Gryzmala

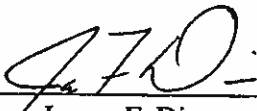
General Counsel
Kevin Thompson
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102
gencounsel@psc.mo.gov
kevin.thompson@psc.mo.gov

Office Of The Public Counsel
P.O. Box 7800
Jefferson City, MO 65102
opcservice@ded.mo.gov

VERIFICATION

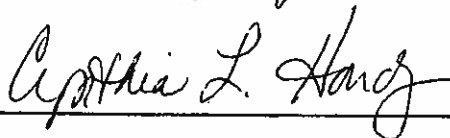
STATE OF NEW JERSEY)
) SS
COUNTY OF SOMERSET)

I, James F. Dionne, a natural person, do hereby swear and affirm that I am Executive Director - Accounting and an officer of AT&T Corp., that I am authorized to make this Verification on behalf of AT&T Corp. and AT&T Communications of the Southwest, Inc., and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.



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

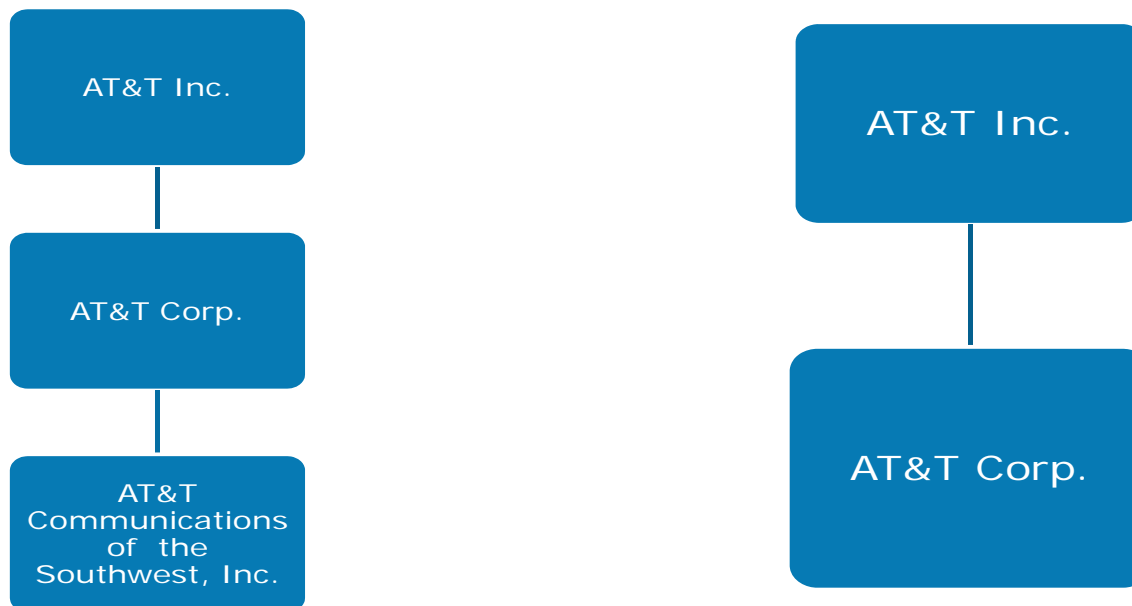
SWORN TO AND SUBSCRIBED before me this 5th day of June, 2012.



Notary Public

**Cynthia L Hardy
Notary Public of New Jersey
My Commission Expires
November 18, 2014**

Currently, AT&T Communications of the Southwest, Inc. is a wholly owned subsidiary of AT&T Corp., which is a wholly owned subsidiary of AT&T Inc. AT&T Communications of the Southwest, Inc. 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.





State of Missouri

Robin Carnahan, Secretary of State

Corporations Division
PO Box 2050 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Registration of Fictitious Name

(Submit with filing fee of \$7.00)
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

Please check one box:

Form with checkboxes for New Registration, Renewal (checked), Amendment, and Correction. Includes Charter number fields.

The undersigned is doing business under the following name and at the following address:

Business name to be registered: Conquest

Business Address: 1425 Oak St.

(PO Box may only be used in addition to a physical street address)

City, State and Zip Code: Kansas City, MO 64106-2197

Owner Information:

If a business entity is an owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed. Please attach a separate page for more than three owners. The parties having an interest in the business, and the percentage they own are:

Table with columns: Name of Owners, Charter #, Business Entity, Street and Number, City and State, Zip Code, If Listed, Percentage of Ownership Must Equal 100%. Row 1: AT&T Communications of the Southwest, Inc. Charter # F00257156 One AT&T Way, Bodminster, NJ 07921

All owners must affirm by signing below

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties of a false declaration under Section 575.060 RSMo)

Signature of Leonard Weitz, Printed Name Leonard Weitz, Date 10/11/2011

Owner's Signature or Authorized Signature of Business Entity Printed Name Date

Owner's Signature or Authorized Signature of Business Entity Printed Name Date

Form for Name and address to return filed document: Name, Address, City, State, and Zip Code.





State of Missouri

Robin Carnahan, Secretary of State

Corporations Division
PO Box 2050 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Registration of Fictitious Name

(Submit with filing fee of \$7.00)
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

Please check one box:

Form with checkboxes for New Registration, Renewal, Amendment, and Correction, with associated charter numbers.

The undersigned is doing business under the following name and at the following address:

Business name to be registered: SmarTalk

Business Address: 1425 Oak St.

(PO Box may only be used in addition to a physical street address)
Kansas City, MO 64106

City, State and Zip Code:

Owner Information:

If a business entity is an owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed. Please attach a separate page for more than three owners. The parties having an interest in the business, and the percentage they own are:

Table with columns: Name of Owners, Charter #, Business Entity, Street and Number, City and State, Zip Code, and If Listed, Percentage of Ownership Must Equal 100%.

All owners must affirm by signing below

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties of a false declaration under Section 575.060 RSMo.)

Signature and printed name of Leonard Weitz, dated 10/11/2011.

Owner's Signature or Authorized Signature of Business Entity Printed Name Date

Owner's Signature or Authorized Signature of Business Entity Printed Name Date

Form for Name and address to return filed document: Name, Address, City, State, and Zip Code.

State of Missouri
Fictitious Renewal 1 Page(s)



T1128501568

AT&T

Missouri Service Guide
 Local Exchange Services
 Terms and Conditions
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3. SERVICE AREAS

3.2 Local Calling Area Exchanges

3.2.1 Southwestern Bell Telephone Company Territory

Adrian	Chillicothe
Advance	Clarksville
Agency	Clever
Altenburg-Frohna	Climax Springs
Antonia	Deering
Archie	DeKalb
Argyle	Delta
Armstrong	DeSoto
Ash Grove	Dexter
Beaufort	Downing
Bell City	East Prairie
Benton	Edina
Billings	Eldon
Bismarck	Elsberry
Bloomfield	Essex
Bloomsdale	Eureka
Bonne Terre	Excelsior Springs
Boonville	Farley
Bowling Green	Farmington
Brookfield	Fayette
Camdenton	Fenton
Campbell	Festus-Crystal City
Cape Girardeau	Fisk
Cardwell	Flat River
Carl Junction	Frankford
Carrollton	Fredericktown
Carthage	Freeburg
Caruthersville	Fulton
Cedar Hill	Gideon
Center	Glasgow
Chaffee	Grain Valley
Charleston	Gravois Mills
Chesterfield	Gray Summit

AT&T

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 3. SERVICE AREAS

3.2 Local Calling Area Exchanges (Continued)

3.2.1 Southwestern Bell Telephone Company Territory (Continued)

Greenwood	Knob Noster
Hannibal	Lake Ozark-Osage Beach
Harvester	Lamar
Hayti	LaMonte
Herculaneum-Pevely	Lancaster
Higbee	Leadwood
High Ridge	Lilbourn
Hillsboro	Linn
Holcomb	Lockwood
Hornersville	Louisiana
Imperial	Macks Creek
Jackson	Malden
Jasper	Manchester
Joplin	Marble Hill
Kansas City Metropolitan Exchange	Marceline
- Kansas City Principal Zone	Marionville
- Metro Calling Area - 1	Marshall
Kansas City MCA-1 Zones	Marston
- Gladstone	Maxville
- Independence	Meta
- Parkville	Mexico
- Raytown	Moberly
- South Kansas City	Monett
- Metro Calling Area - 2	Montgomery City
Kansas City MCA-2 Zones	Morehouse
- Belton	Neosho
- Blue Springs	Nevada
- East Independence	New Franklin
- Lee's Summit	New Madrid
- Liberty	Nixa
- Nashua	Oak Ridge
- Tiffany Springs	Old Appleton
Kennett	Oran
Kirksville	Pacific
	Patton

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3.2 Local Calling Area Exchanges (Continued)

3.2.1 Southwestern Bell Telephone Company Territory (Continued)

Paynesville	St. Louis Metropolitan Exchange
Perryville	- St. Louis Principal
Pierce City	- Metro Calling Area - 1
Pocahontas-New Wells	St. Louis MCA-1 Zones
Pond	- Ferguson
Poplar Bluff	- Ladue
Portage Des Sioux	- Mehlville
Portageville	- Overland
Puxico	- Riverview
Qulin	- Sappington
Richmond	- Webster Groves
Richwoods	- Metro Calling Area - 2
Risco	St. Louis MCA-2 Zones
Rushville	- Bridgeton
San Antonio	- Creve Couer
Scott City	- Florissant
Sedalia	- Kirkwood
Senath	- Oakville
Sikeston	- Spanish Lake
Slater	Stanberry
Smithville	Ste. Genevieve
South Hamburg	Trenton
Springfield Metropolitan Exchange	Tuscumbia
- Springfield Principal Zone	Union
- Metropolitan Calling Area - 1	Valley Park
Fair Grove	Versailles
Nixa	Vienna
Republic	Walnut Grove
Rogersville	Wardell
Stafford	Ware
Willard	Washington
St. Charles	Webb City
St. Clair	Wellsville
St. Joseph	Westphalia
St. Marys	Wyatt

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3.2 Local Calling Area Exchanges (Continued)

3.2.2 GTE Midwest Incorporated Territory

Alton	Cassville
Amazonia	Caulfield
Annapolis	Ceder Creek
Arcola	Centerville
Ashland	Centralia
Augusta	Chamois
Aurora	Clarence
Ava	Clark
Avenue City	Clarksdale
Aville	Collins
Belgrade	Columbia
Belle	Concordia
Belleview	Conway
Birch Tree	Cosby
Bland	Crane
Blue Eye	Cross Timbers
Bolckow	Cuba
Boss	Dadeville
Bourbon	Dalton
Bradleyville	Dardenne/Lake, St. Louis
Branson	Defiance
Branson West	Dora
Braymer	Easton
Bronaugh-Moundville	Edgar Springs
Brunswick (Triplett)	Eldorado Springs
Buffalo	Elkland
Bunker	Ellsinore
Cabool	Elmer
Caledonia	Eminence
Cameron	Everton
Canton	Ewing
Cape Fair	Exeter

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3.2 Local Calling Area Exchanges (Continued)

3.2.2 GTE Midwest Incorporated Territory (Continued)

Fillmore	Jerico Springs
Foley	Jonesburg
Foristell	Kahoka
Fordland	Keytesville
Forsyth	Kidder
Fremont	Kimberling City
Gainsville	Kingston
Galena	Koshkonong
Golden City	La Belle
Gorin	La Grange
Gower	La Plata
Greenfield	Ladonia
Grovespring	Lawson
Hallsville	Leasburg
Hamilton	Lesterville
Hartville	Lewistown
Hawk Point	Licking
Helena	Louisburg
Hermann	Lowry City
Hermitage	Macon
High Hill	Manes
Highlandville	Mano
Holstein	Mansfield
Houston	Marshfield
Humansville	Marthasville
Hunnewell	Maysville
Hurley	Milo
Irondale	Monroe City
Ironton	Montauk
Jamestown	Monticello
Janesburg	Morrison
Jenkins	Moscow Mills

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3.2 Local Calling Area Exchanges (Continued)

3.2.2 GTE Midwest Incorporated Territory (Continued)

Mount Sterling	Santa Fe
Mt. Vernon	Sarcoxi
Mtn. Grove	Savannah
Mtn. View	Schell City
Nebo	Seymour
New Melle	Shelbina
Niangua	Shelbyville
Norwood	Sheldon
O'Fallon	Shell Knob
Oates	Sparta
Old Monroe	St. James
Osborn	St. Peters
Osceola	Stewartsville
Ozark	Stoutsville
Palmyra	Sturgeon
Paris	Summersville
Perry	Thayer
Pittsburg	Theodosia
Plattsburg	Thomasville
Potosi	Timber
Prairie Home	Trimble
Preston	Troy
Protem	Truxton
Raymondville	Turney
Reeds Spring	Urbana
Revere	Van Buren
Roby	Vanzent
Rochepport	Vichy
Rockaway Beach	Walker
Rockville	Warrenton
Rosendale	Washburn
Safe	Wasola

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3.2 Local Calling Area Exchanges (Continued)

3.2.2 GTE Midwest Incorporated Territory (Continued)

Wayland	Whitesville
Weaubleau	Willow Springs
Wentsville	Winfield
West Plains	Winona
West Quincy	Wooldridge
Wheatland	Wright City

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3.2 Local Calling Area Exchanges (Continued)

3.2.3 SPRINT Missouri, Inc.

Ftlenardwd	Clinton	Lonejack
Newburg	Coal	Malta Bend
Richland	Cole Camp	Maryville
Rolla	Craig	Missouri City
Salem	Dearborn	Montrose
St Robert	Deepwater	Mound City
Waynesvl	Edgerton	Norborne
Brazito	Fairfax	Oak Grove
California	Ferrelview	Odessa
Centertown	Greenridge	Orrick
Clarksburg	Hardin	Otterville
Eugene	Harrisonvl	Pickering
Jeffersncy	Henrietta	Plattecity
Newblomfld	Holden	Pleasantl
Russellvl	Holt	Smithton
St Thomas	Hopkins	Stransburg
Taos	Houstonia	Sweet Spg
Lebanon	Ionia	Syracuse
Appletoncy	Kearney	Tarkio
Blackburn	King City	Tipton
Blairstown	Kingsville	Urich
Buckner	Leeton	Warrensbg
Butler	Lexington	Warsaw
Calhoun	Lincoln	Waverly
Camden Pt	Lklotawana	Wellington
Centerview		Weston
Chilhowee		Windsor

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3.2 Local Calling Area Exchanges (Continued)

3.2.4 Windstream Communications, Inc.

Albany	Halfway	Piedmont
Aldrich	Iberia	Pleasant Hope
Allendale	Jameson	Polk
Bellflower	Laclede	Ponder
Bolivar	Liberal	Purdy
Coffey	Madison	Rothville
Crocker	Martinsburg	Silex
Clubb	Mendon	St. Elizabeth
Dixon	Middletown	Stark City
Doniphan	Milean	Stockton
Eolia	Mindenmines	Stotts City
Fairdealing	Morrisville	Stover
Fair Play	Myrtle	Summer
Fairview	Naylor	Union Star
Florence	Neelyville	Vandalia
Gallatin	New Hartford	Verona
Grandin	Olney	Wappapello Park
Grant City	Oxly	Wheaton
Greenville	Patterson	Williamsville
Holliday	Pattonburg	Winston

Currently, AT&T intrastate services are provided by AT&T Communications of the Southwest, Inc., and AT&T interstate and international services are provided by AT&T Corp. Subject to state regulatory approvals, on or about November 1, 2012, AT&T Corp. will also provide AT&T intrastate services in your state. This change does not impact the rates, terms or conditions applicable to these services. To view service publications go to www.att.com/servicepublications and click on Service Guides and/or Tariffs. If you have any questions, please contact the number at the top of this bill.