

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

In the Matter of the Application of)
Southwestern Bell Telephone Company) Case No. TO-2002-185
To Transfer Property and Ownership of)
Stock Pursuant to Section 392.300, R.S.Mo.)

AT&T MISSOURI'S SUPPLEMENTAL FILING

AT&T Missouri¹ respectfully supplements its Notice, Alternative Application and Request for Waiver, filed with the Commission on June 18, 2007,² with the following materials that were not available on June 18, 2007 (but which applicants committed to provide when available):

1. Pursuant to 4 CSR 240-2.060(1)(B), attached hereto as Exhibit 4 to the Notice, Alternative Application and Request for Waiver is a copy of the Certificate of Good Standing for SWBT Inc. (See, Notice and Alternative Application, para. 14). As AT&T Missouri previously explained, SWBT Inc. is the name of the newly-formed Missouri corporation into which AT&T Missouri will be reorganized through a merger of the two entities. At the effective time of the merger, the name of the surviving corporation will be changed to Southwestern Bell Telephone Company.

¹ Southwestern Bell Telephone, L.P., d/b/a AT&T Missouri, will be referred to in this pleading as "AT&T Missouri." AT&T Missouri is filing this Supplement on behalf of itself and SWBT Inc. At the effective time of the merger, the surviving corporation's name will be changed to Southwestern Bell Telephone Company ("SWBT").

² AT&T Missouri's Notice of Reversion to Missouri Corporate Form, Alternative Application for Authorization and Waivers, and Request for Expedited Treatment ("Notice and Alternative Application"), filed June 18, 2007.

2. Pursuant to 4 CSR 240-2.060(1)(M), an authorized officer of SWBT Inc. has verified the Notice, Alternative Application and Request for Waiver by affidavit under oath as indicated by the Verification of SWBT Inc., attached as Exhibit 5 to the Notice, Alternative Application and Request for Waiver (See Notice and Alternative Application, para. 24).

3. Pursuant to 4 CSR 240-3.525(2)(A), attached hereto as Exhibits 6 and 7 to the Notice, Alternative Application and Request for Waiver, respectively, are copies of the proposed agreement and plan of merger, as well as organization charts depicting the relationship of the merging entities before and after the transaction. (See Notice and Alternative Application, para. 25).

4. Pursuant to 4 CSR 240-3.525(2)(B), attached hereto as Exhibits 8 and 9 to the Notice, Alternative Application and Request for Waiver, respectively, are certified copies of the resolution of the general partner of AT&T Missouri and the resolution of the Board of Directors of SWBT Inc. authorizing the merger. (See Notice and Alternative Application, para. 26).

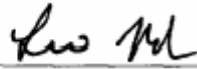
6. Pursuant to 4 CSR 240-2.060(1)(E), a copy of the registration of Southwestern Bell Telephone Company's fictitious name of AT&T Missouri is not presently available but will be filed after the consummation of the merger. (See Notice and Alternative Application, para. 17).

WHEREFORE, AT&T Missouri respectfully requests that the Commission accept its Supplemental filing, and issue an order on or before June 26, 2007 (with a June 29, 2007 effective date), recognizing AT&T Missouri's reversion to a Missouri corporation,

or alternatively approving its Application and granting the requested waivers, together with any further and additional relief the Commission deems just and proper.

Respectfully submitted,

SOUTHWESTERN BELL TELEPHONE, L.P.,
D/B/A AT&T MISSOURI

BY 
TIMOTHY P. LEAHY #36197
LEO J. BUB #34326
ROBERT J. GRYZMALA #32454

Attorneys for AT&T Missouri
One AT&T Center, Room 3518
St. Louis, Missouri 63101
314-235-2508 (Telephone)
314-247-0014(Facsimile)
leo.bub@att.com

STATE OF MISSOURI



Robin Carnahan
Secretary of State


**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**SWBT INC.
00824746**

was created under the laws of this State on the 21st day of June, 2007, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 21st day of June, 2007


Secretary of State



Certification Number: 9816637-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

VERIFICATION

I, Bradley Brown, as Vice President and General Manager - St. Louis Market Area of SWBT Inc., and as an officer thereof, hereby verify pursuant to 4 CSR 240-2.060(1)(M) that I am authorized to speak on behalf of SWBT Inc. and that the statements made in the Notice of Reversion and Alternative Application and Request for Waiver filed with the Missouri Public Service Commission on June 18, 2007, in Case No. TO-2002-185 are true and correct to the best of my knowledge, information and belief.

Bradley Brown
Bradley Brown

STATE OF Texas)
) SS
COUNTY OF Dallas)

I, Lynda Creech, a Notary Public do hereby certify that on this 21st day of June, 2007, personally appeared before me Bradley Brown who declared that all of the information contained herein above is true and correct, to the best of his knowledge, information and belief.

Lynda Creech
Notary Public

My Commission Expires: 01-30-2010



AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is entered into this 2/5 day of June 2007, by and between Southwestern Bell Telephone, L.P., a Texas limited partnership ("SWBTLP") and SWBT Inc., a Missouri corporation ("SWBT").

WHEREAS, SWBT and SWBTLP both believe it is in their best interests to merge;

NOW, THEREFORE, the parties agree as follows:

(1) SWBTLP shall be merged with and into SWBT following the execution of this Merger Agreement pursuant to the provisions of Article 6132a-1, Section 2.11 of the Texas Revised Limited Partnership Act and The General and Business Corporation Law of Missouri, Sections 347.000 to 347.735, with SWBT as the surviving corporation.

(2) SWBT shall receive all of the assets, rights and property of SWBTLP existing at the effective time of the merger and will assume all contracts, liabilities and obligations, including all outstanding debt issues, if any, of SWBTLP existing at the effective time of the merger.

(3) SWBT's directors and officers shall continue after the merger in their same capacities for the surviving corporation until their successors are chosen or appointed in accordance with the Bylaws of SWBT.

(4) None of SWBT's shares of stock shall be converted as a result of the merger and all unit certificates representing partnership interests in SWBTLP shall be surrendered to SWBT for cancellation.

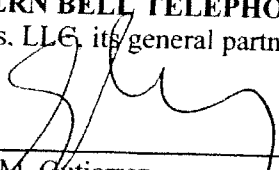
(5) The Bylaws of SWBT shall govern the surviving corporation following the merger and the Articles of Incorporation of SWBT, as amended, shall be the Articles of Incorporation for the surviving corporation following the merger.

(6) At the effective time of the merger, the surviving corporation, SWBT Inc., will change its legal name to Southwestern Bell Telephone Company.

(7) The Articles of Merger, and the merger provided for therein, shall become effective on June 29, 2007.

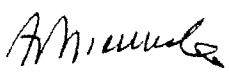
IN WITNESS WHEREOF, the parties have executed this Merger Agreement the day and year first written above and hereby certify that the Merger Agreement has been duly authorized and approved in accordance with section 347.720 of The General and Business Corporation Law of Missouri and in accordance with the Texas Revised Limited Partnership Act.

SOUTHWESTERN BELL TELEPHONE, L.P.
By: SWBT Texas, LLC, its general partner


By: 

Jose M. Gutierrez
President and Chief Executive Officer

SWBT INC.

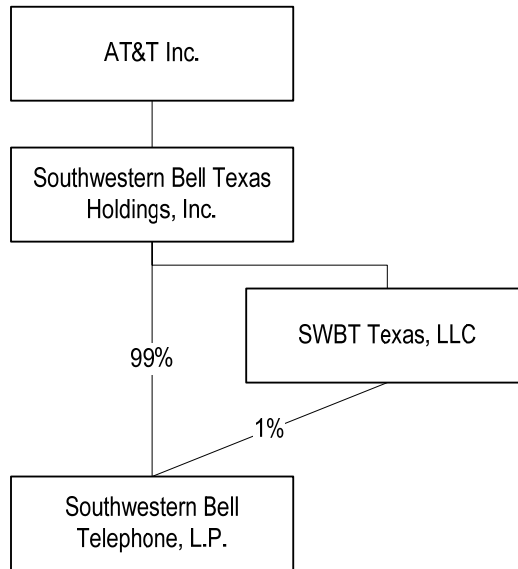

By: _____
Alfred G. Richter, Jr.
Senior Vice President, General Counsel and Secretary

SWBT INC.

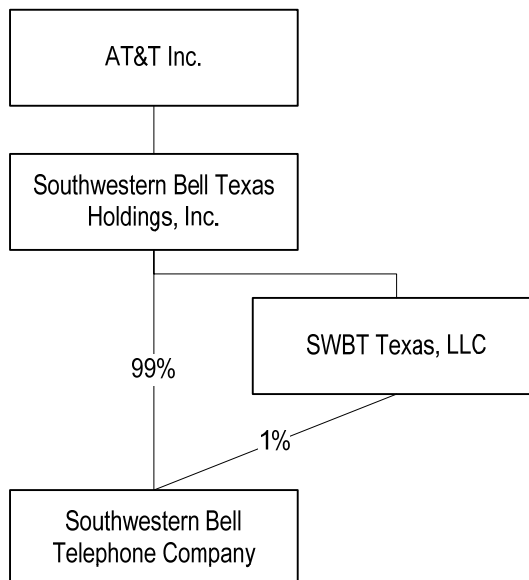
By: 

Paul M. Wilson
Assistant Secretary

Current Structure



Final Structure



**WRITTEN RESOLUTIONS
OF THE MANAGERS OF
SWBT TEXAS, LLC**

THE UNDERSIGNED, being all the Managers of SWBT TEXAS, LLC (the "Company"), a Delaware limited liability company, and pursuant to the Delaware Limited Liability Company Act, Section 18-404(d), take the following actions and adopt the following resolutions by written consent:

WHEREAS, the Company is the general partner of Southwestern Bell Telephone, L.P., a Texas limited partnership (the "Partnership" or "SWBTLP"), and the Company hereby takes the following actions in its capacity as the general partner of the Partnership for and on behalf of the Partnership.

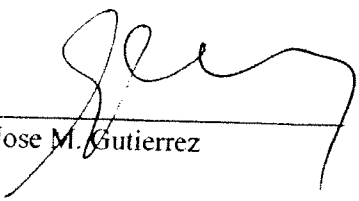
WHEREAS, in the judgment of the Managers of the Company it deems it advisable to merge the Partnership with SWBT Inc. ("SWBT"), a Missouri corporation, with SWBT as the surviving corporation.

NOW, THEREFORE, BE IT

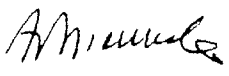
RESOLVED, that the Managers of SWBTLP deem it advisable to approve and adopt, and hereby do approve and adopt, an Agreement and Plan of Merger ("Merger Agreement") between SWBTLP and SWBT substantially in the form as set forth on Attachment A; and

RESOLVED FURTHER, that the officers of SWBTLP be and each of them hereby are authorized to take such actions and execute and file such documents as may be necessary or expedient to carry out the Merger Agreement.

Dated: June 21st, 2007.



Jose M. Gutierrez



Alfred G. Richter, Jr.

Attachment A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is entered into this _____ day of June 2007, by and between Southwestern Bell Telephone, L.P., a Texas limited partnership ("SWBTLP") and SWBT Inc., a Missouri corporation ("SWBT").

WHEREAS, SWBT and SWBTLP both believe it is in their best interests to merge;

NOW, THEREFORE, the parties agree as follows:

(1) SWBTLP shall be merged with and into SWBT following the execution of this Merger Agreement pursuant to the provisions of Article 6132a-1, Section 2.11 of the Texas Revised Limited Partnership Act and The General and Business Corporation Law of Missouri, Sections 347.000 to 347.735, with SWBT as the surviving corporation.

(2) SWBT shall receive all of the assets, rights and property of SWBTLP existing at the effective time of the merger and will assume all contracts, liabilities and obligations, including all outstanding debt issues, if any, of SWBTLP existing at the effective time of the merger.

(3) SWBT's directors and officers shall continue after the merger in their same capacities for the surviving corporation until their successors are chosen or appointed in accordance with the Bylaws of SWBT.

(4) None of SWBT's shares of stock shall be converted as a result of the merger and all unit certificates representing partnership interests in SWBTLP shall be surrendered to SWBT for cancellation.

(5) The Bylaws of SWBT shall govern the surviving corporation following the merger and the Articles of Incorporation of SWBT, as amended, shall be the Articles of Incorporation for the surviving corporation following the merger.

(6) At the effective time of the merger, the surviving corporation, SWBT Inc., will change its legal name to Southwestern Bell Telephone Company.

(7) The Articles of Merger, and the merger provided for therein, shall become effective on June 29, 2007.

IN WITNESS WHEREOF, the parties have executed this Merger Agreement the day and year first written above and hereby certify that the Merger Agreement has been duly authorized and approved in accordance with section 347.720 of The General and Business Corporation Law of Missouri and in accordance with the Texas Revised Limited Partnership Act.

SOUTHWESTERN BELL TELEPHONE, L.P.
By: SWBT Texas, LLC, its general partner

COPY

By: _____
Jose M. Gutierrez
President and Chief Executive Officer

SWBT INC.

COPY

By: _____
Alfred G. Richter, Jr.
Senior Vice President, General Counsel and Secretary

SWBT INC.

COPY

By: _____
Paul M. Wilson
Assistant Secretary

**SWBT TEXAS, LLC
OFFICER'S CERTIFICATE**

I, Paul M. Wilson, residing in San Antonio, Texas, United State of America, do hereby certify that I am the Assistant Secretary of SWBT Texas, LLC, the General Partner of Southwestern Bell Telephone, L.P. (the "Partnership"), a limited partnership duly formed and validly existing under the laws of the State of Texas, and that I have been duly appointed and presently serve in that capacity.

I further certify that:

Attached hereto as Exhibit A is a true, complete and correct copy of resolutions duly adopted by all of the Managers of the General Partner of the Partnership, for and on behalf of the Partnership, and said resolutions have not been modified, amended or rescinded and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name
this 21st day of June, 2007.

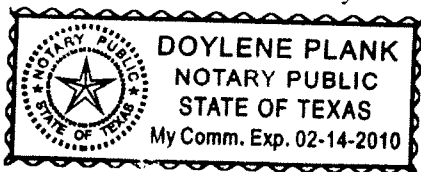
Paul M. Wilson

Paul M. Wilson
Assistant Secretary
SWBT TEXAS, LLC

STATE OF TEXAS)
)
COUNTY OF BEXAR)

Before me, the undersigned, a Notary Public, on this day personally appeared Paul M. Wilson known to me, to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said SWBT Texas, LLC and that he has executed the same as the act of such company for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 21st day of June 2007.



Doylene Plank
Notary Public, State of Texas

My Commission expires the 14th day of February 2007.

Exhibit A

Resolutions Authorizing Merger

WHEREAS, the Company is the general partner of Southwestern Bell Telephone, L.P., a Texas limited partnership (the "Partnership" or "SWBTLP"), and the Company hereby takes the following actions in its capacity as the general partner of the Partnership for and on behalf of the Partnership.

WHEREAS, in the judgment of the Managers of the Company it deems it advisable to merge the Partnership with SWBT ("SWBT"), a Missouri corporation, with SWBT as the surviving corporation.

NOW, THEREFORE, BE IT

RESOLVED, that the Managers of SWBTLP deem it advisable to approve and adopt, and hereby do approve and adopt, an Agreement and Plan of Merger ("Merger Agreement") between SWBTLP and SWBT substantially in the form as set forth on Attachment A; and

RESOLVED FURTHER, that the officers of SWBTLP be and each of them hereby are authorized to take such actions and execute and file such documents as may be necessary or expedient to carry out the Merger Agreement.

**CONSENT OF THE BOARD OF DIRECTORS OF
SWBT INC.
TO ACTION TAKEN IN LIEU OF A SPECIAL MEETING
PURSUANT TO § 351.340 OF THE GENERAL AND BUSINESS
CORPORATION LAW OF MISSOURI**

THE UNDERSIGNED, being all the members of the Board of Directors of SWBT Inc. (the "Company"), a Missouri corporation, hereby each consent to and deem it advisable to adopt and hereby do adopt the following resolutions, without a meeting, which consents shall have the same force and effect as a unanimous vote at a meeting duly held:

WHEREAS, in the judgment of this Board of Directors it is desirable for the Company to merge with Southwestern Bell Telephone, L.P., a Texas limited partnership ("SWBTLP"), with the Company as the surviving corporation;

NOW, THEREFORE, BE IT

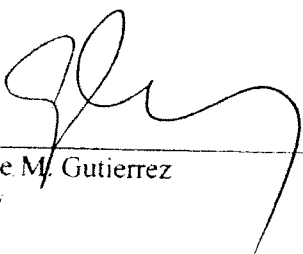
RESOLVED, that the Board of Directors of the Company deems it advisable to adopt and hereby does adopt an Agreement and Plan of Merger ("Merger Agreement") whereby the Company will merge with SWBTLP, with the Company as the surviving corporation; and

RESOLVED FURTHER, that the proposed Merger Agreement between the Company and SWBTLP, in substantially the same form as attached hereto as Attachment A, is approved, adopted and recommended for approval to the stockholders of the Company; and

RESOLVED FURTHER, that the proper officers of the Company be and hereby are authorized and directed to execute and deliver the Merger Agreement on behalf of the Company and to do all such acts and execute and file such documents with the appropriate governmental authorities as such proper officers may deem necessary or advisable to carry out these resolutions; and

RESOLVED FURTHER, that the proper officers of the Company for the purposes of the preceding resolutions shall be the President, any Vice President, Secretary or Treasurer.

Action taken as of this 21st day of June 2007.



Jose M. Gutierrez



Alfred G. Richter, Jr.

Attachment A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is entered into this _____ day of June 2007, by and between Southwestern Bell Telephone, L.P., a Texas limited partnership ("SWBTLP") and SWBT Inc., a Missouri corporation ("SWBT").

WHEREAS, SWBT and SWBTLP both believe it is in their best interests to merge;

NOW, THEREFORE, the parties agree as follows:

- (1) SWBTLP shall be merged with and into SWBT following the execution of this Merger Agreement pursuant to the provisions of Article 6132a-1, Section 2.11 of the Texas Revised Limited Partnership Act and The General and Business Corporation Law of Missouri, Sections 347.000 to 347.735, with SWBT as the surviving corporation.
- (2) SWBT shall receive all of the assets, rights and property of SWBTLP existing at the effective time of the merger and will assume all contracts, liabilities and obligations, including all outstanding debt issues, if any, of SWBTLP existing at the effective time of the merger.
- (3) SWBT's directors and officers shall continue after the merger in their same capacities for the surviving corporation until their successors are chosen or appointed in accordance with the Bylaws of SWBT.
- (4) None of SWBT's shares of stock shall be converted as a result of the merger and all unit certificates representing partnership interests in SWBTLP shall be surrendered to SWBT for cancellation.
- (5) The Bylaws of SWBT shall govern the surviving corporation following the merger and the Articles of Incorporation of SWBT, as amended, shall be the Articles of Incorporation for the surviving corporation following the merger.
- (6) At the effective time of the merger, the surviving corporation, SWBT Inc., will change its legal name to Southwestern Bell Telephone Company.
- (7) The Articles of Merger, and the merger provided for therein, shall become effective on June 29, 2007.

IN WITNESS WHEREOF, the parties have executed this Merger Agreement the day and year first written above and hereby certify that the Merger Agreement has been duly authorized and approved in accordance with section 347.720 of The General and Business Corporation Law of Missouri and in accordance with the Texas Revised Limited Partnership Act.

SOUTHWESTERN BELL TELEPHONE, L.P.
By: SWBT Texas, LLC, its general partner

Copy

By: _____
Jose M. Gutierrez
President and Chief Executive Officer

SWBT INC.

Copy

By: _____
Alfred G. Richter, Jr.
Senior Vice President, General Counsel and Secretary

SWBT INC.

Copy

By: _____
Paul M. Wilson
Assistant Secretary

**SWBT INC.
OFFICER'S CERTIFICATE**

I, Paul M. Wilson, residing in San Antonio, Texas, United States of America, do hereby certify that I am the Assistant Secretary of SWBT Inc. (the "Company"), a corporation duly organized and validly existing under the laws of the State of Missouri, and that I have been duly appointed and presently serve in that capacity.

I further certify that:

Attached hereto as Exhibit A is a true, complete and correct copy of resolutions duly adopted by the Board of Directors (by unanimous consent) and said resolutions have not been modified, amended or rescinded and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name this 21st day of June, 2007.

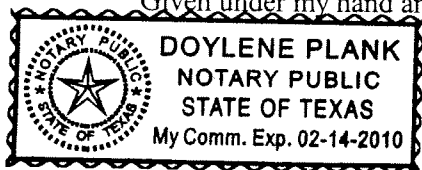
Paul M. Wilson

Paul M. Wilson
Assistant Secretary
SWBT INC.

STATE OF TEXAS)
)
COUNTY OF BEXAR)

Before me, the undersigned, a Notary Public, on this day personally appeared Paul M. Wilson known to me, to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said SWBT Inc. and that he has executed the same as the act of such company for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 21st day of June 2007.



Doyleene Plank
Notary Public, State of Texas

My Commission expires the 14th day of February, 2010.

EXHIBIT A

CORPORATE RESOLUTIONS

WHEREAS, in the judgment of this Board of Directors it is desirable for the Company to merge with Southwestern Bell Telephone, L.P., a Texas limited partnership ("SWBTLP"), with the Company as the surviving corporation;

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Directors of the Company deems it advisable to adopt and hereby does adopt an Agreement and Plan of Merger ("Merger Agreement") whereby the Company will merge with SWBTLP, with the Company as the surviving corporation; and

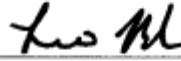
RESOLVED FURTHER, that the proposed Merger Agreement between the Company and SWBTLP, in substantially the same form as attached hereto as Attachment A, is approved, adopted and recommended for approval to the stockholders of the Company; and

RESOLVED FURTHER, that the proper officers of the Company be and hereby are authorized and directed to execute and deliver the Merger Agreement on behalf of the Company and to do all such acts and execute and file such documents with the appropriate governmental authorities as such proper officers may deem necessary or advisable to carry out these resolutions; and

RESOLVED FURTHER, that the proper officers of the Company for the purposes of the preceding resolutions shall be the President, any Vice President, Secretary or Treasurer.

CERTIFICATE OF SERVICE

Copies of this document were served on the following parties by e-mail on June 21, 2007.



Leo J. Bub

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

William R. England, III
Brydon, Swearngen & England
312 E Capitol Avenue
PO Box 456
Jefferson City, MO 65102
trip@brydonlaw.com

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

Craig S. Johnson
1648-A East Elm Street
Jefferson City, MO 65101
craig@csjohnsonlaw.com