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June 1, 2012

Patricia Van Gerpen  
Executive Director  
South Dakota Public Utility Commission  
500 E. Capital Avenue  
Pierre, SD 57501-5070

Re: Informational Notice Regarding Internal Corporate Reorganization Merging AT&T Communications of the Midwest, Inc. into AT&T Corp.

Dear Ms. Van Gerpen:

By this letter, AT&T Communications of the Midwest, Inc. ("AT&T Midwest") and AT&T Corp. notify the Commission of an internal corporate reorganization (the "Transaction"), as described in further detail below.

The Transaction will occur on or about October 31, 2012 and will occur in one step. AT&T Midwest, along with other AT&T subsidiaries that provide regulated telephone service throughout the country, will merge with and into their corporate parent, AT&T Corp. Charts are attached that show the current corporate ownership structure before the merger and after the merger. *See Exhibit A.*

The purpose of the merger is to consolidate the provision of intrastate regulated telephone services that are now provided through multiple and duplicative state or regional specific entities. The merger will enhance AT&T Corp.'s ability to provide those services through a more efficient corporate structure.

AT&T Midwest currently holds a Certificate of Authority to provide local exchange service and interexchange service pursuant to a Certificate of Authority granted by the Commission. As a result of the merger, AT&T Corp. will hold the Certificate of Authority. Customers will be notified via a bill page message that on or about November 1, 2012, the telecommunications services provided by AT&T Midwest will now be provided by AT&T Corp.

This pro forma internal reorganization does not change the ultimate ownership of AT&T Corp.'s operations or its corporate directors, officers, or managers. AT&T Corp. is and will continue to be a subsidiary of AT&T Inc., which is one of the largest providers of telecommunication services in the world. AT&T Corp. is a New York Corporation with headquarters at One AT&T Way, Bedminster, New Jersey 07921.

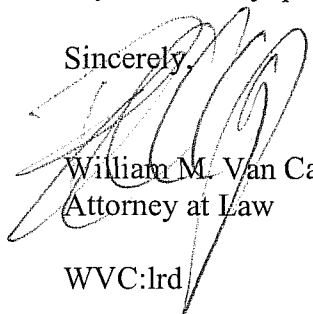
The Transaction will be transparent and seamless to the customers of AT&T Midwest. Following completion of the Transaction, AT&T Corp. will provide the same high quality telecommunications services to the same customers without interruption and without changes in rates, terms, and conditions of service, other than those that occur in the normal course of business. The same personnel who manage the services will continue to do so and there will be no change in network assets used to provide the services.

The intrastate access tariff of AT&T Midwest will be re-filed to reflect the change of the provider's name to AT&T Corp., approximately 30 days prior to the time the Transaction will occur.

AT&T Midwest will file a Certification of Withdrawal with the Secretary of State. AT&T Corp., an existing corporate entity within the AT&T family of companies, already has a Certificate of Authority from the Secretary of State which is attached. *See Exhibit B.*

If you have any questions, please feel free to contact me.

Sincerely,



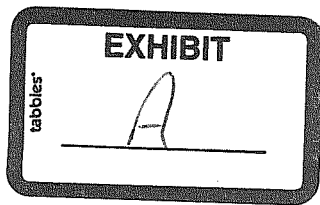
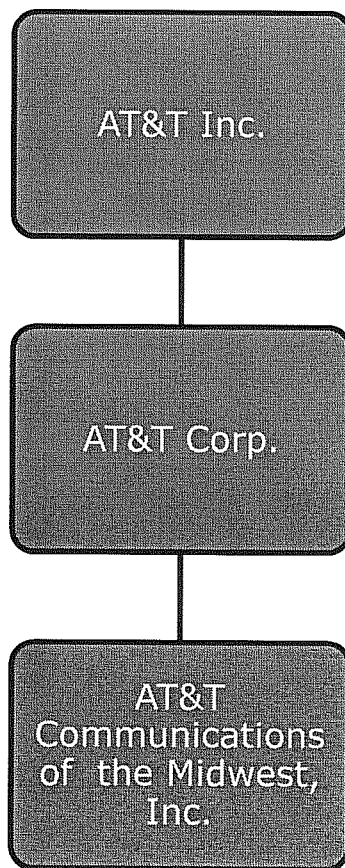
William M. Van Camp  
Attorney at Law

WVC:lrd

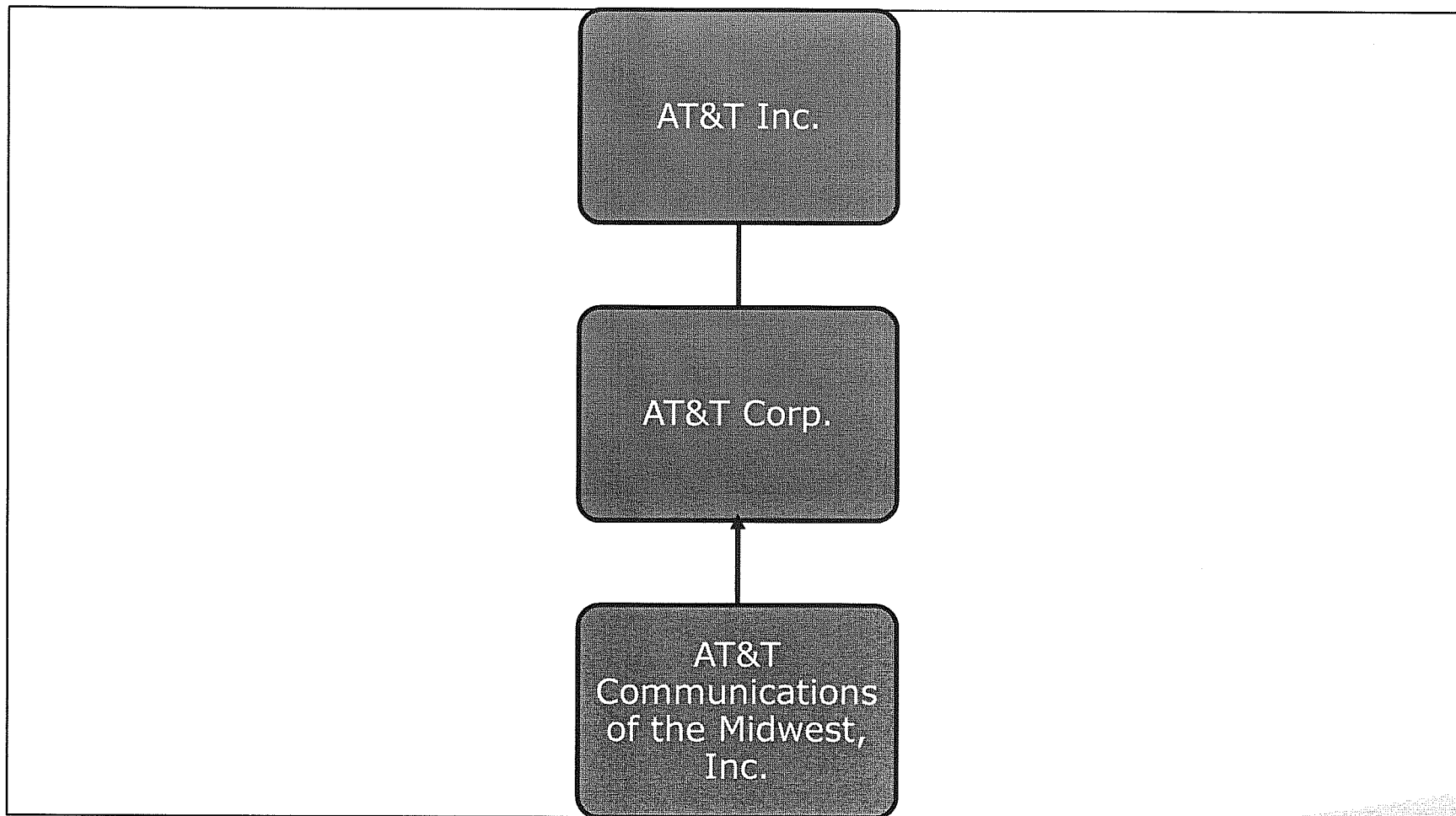
Attachments

cc: client

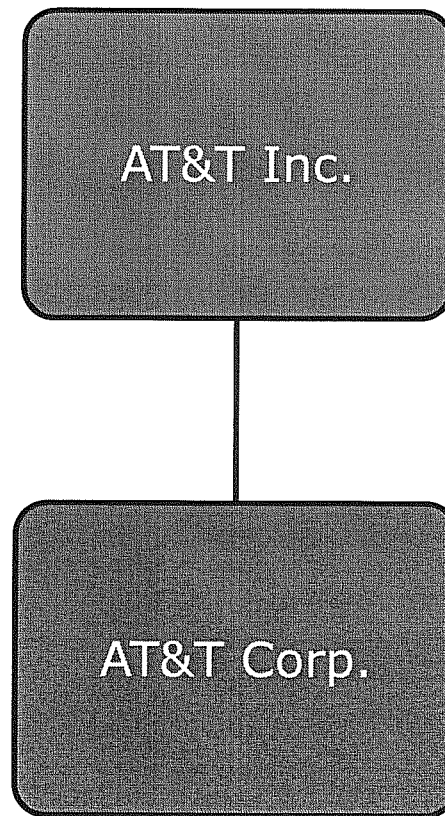
**Currently, AT&T Communications of the Midwest, Inc. is a wholly owned subsidiary of AT&T Corp., which is a wholly owned subsidiary of AT&T Inc. (f/k/a SBC Communications Inc.)**



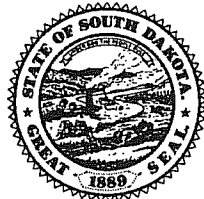
**AT&T Communications of the Midwest, Inc. will merge into AT&T Corp.**



**AT&T Corp. will be the surviving entity and will remain a wholly owned subsidiary of AT&T Inc. (f/k/a SBC Communications Inc.)**



# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Authorization Foreign Corporation

ORGANIZATIONAL ID #: FB028948

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, do hereby certify that **AT&T CORP. (NY)** was authorized to transact business in this state on **September 21, 2004**.

I, further certify that said corporation has complied with the South Dakota law governing foreign corporations transacting business in this state, and so far as the records of this office show, said corporation is in good standing and the annual report required by law has been filed. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City this May 17, 2012.

**Jason M. Gant**  
Secretary of State



EXHIBIT  
B

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