Patrick W. Turner
General Attorney–South Carolina
Legal Department

AT&T South Carolina
1600 Williams Street
Suite 5200
Columbia, SC 29201

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June 1, 2012

The Honorable Jocelyn Boyd
Chief Clerk of the Commission
Public Service Commission of South Carolina
Post Office Drawer 11649
Columbia, South Carolina 29211

Re: Joint Application of AT&T Communications of the Southern States, LLC and AT&T Corp. for Approval of Merger
Docket No. 2012-___-C

Dear Ms. Boyd:

Enclosed for filing is the Verified Direct Testimony of James F. Dionne in support of the Joint Application for Approval of Merger filed by AT&T Communications of the Southern States, LLC and AT&T Corp in this proceeding by separate cover.

By copy of this letter, I am serving the Office of Regulatory Staff a copy of this testimony as indicated on the attached Certificate of Service.

Sincerely,

Patrick Turner

Patrick W. Turner

PWT/nml
Enclosure
cc: Office of Regulatory Staff
1036486

AT&T COMMUNICATIONS OF THE SOUTHERN STATES, LLC AND AT&T CORP.

VERIFIED DIRECT TESTIMONY OF JAMES F. DIONNE

BEFORE THE PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA

DOCKET NO._____

JUNE 1, 2012

Q. PLEASE STATE YOUR NAME, YOUR EMPLOYER, AND YOUR BUSINESS ADDRESS.

A. My name is James F. Dionne. I am employed by AT&T Services, Inc. as Executive Director – Accounting. My business address is One AT&T Way, Room 2B119, Bedminster, New Jersey 07921.

Q. PLEASE PROVIDE A BRIEF DESCRIPTION OF YOUR BACKGROUND AND EXPERIENCE.

A. I have over 30 years experience in the telecommunications and accounting industries. Following graduation from the University of Missouri in 1979 with a degree in Accountancy, I joined the public accounting firm of Coopers & Lybrand in St. Louis, Missouri. In July 1983 I was hired by AT&T Corp. in the Regulatory Financial Management organization of the Finance Department. Over the past 28 years I have held various positions in AT&T's Regulatory

Finance, Controllers, and External Affairs organizations. I was promoted to Division Manager – Regulatory Reporting (later the title was changed to Executive Director-Accounting) for AT&T Corp. in 1999. At that time I was named Chief Financial Officer for each of the AT&T Communications entities across the country, including AT&T Communications of the Southern States, LLC. Shortly after the AT&T and SBC merger, I became responsible for the merged company's Regulatory Accounting organization, which entails state and federal financial reporting, legal entity financial accounting, records information management, certain affiliate billing processes, and testing, sampling, and interviewing in support of various marketing and network cost studies. I am a Certified Public Accountant (1979) and a Certified Management Accountant (1994). In addition, I received my Masters of Business Administration from New York University in 2000. Lastly, I was added to the slate of AT&T Corp. officers in 2008.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A. The purpose of my testimony is to provide information in support of the Joint Application of AT&T Communications of the Southern States, LLC ("AT&T Communications") and AT&T Corp. for an Order: approving the merger of AT&T Communications and all of its property, powers, franchises, or privileges into AT&T Corp. to occur on or about October 31, 2012; and granting the related relief requested in that Joint Application. I will provide a

1 brief overview of AT&T Communications and AT&T Corp., explain why
2 AT&T Communications and AT&T Corp. want to accomplish this merger, and
3 demonstrate that the merger of AT&T Communications into AT&T Corp.
4 complies with applicable regulatory requirements.
5
6 Q. IN YOUR CURRENT POSITION, WHAT ARE YOUR DUTIES AND
7 RESPONSIBILITIES WITH REGARD TO AT&T COMMUNICATIONS
8 AND AT&T CORP.?
9
10 A. In my role as CFO for each of the more than twenty AT&T Communications
11 entities across the country, I am the approving officer for all financial reports
12 filed with the state public utility commissions and state universal service fund
13 administrators. With this responsibility, my team works closely with various
14 operations and administrative organizations within the AT&T family of
15 companies to ensure revenue and other financial information are accurately
16 recorded on the books and records of each entity and are prepared in
17 accordance with the rules and regulations established in each state, and that the
18 reports are filed in a timely manner. To the extent any payment must
19 accompany filings or subsequent invoices must be paid, my team verifies and
20 processes the payment documentation for timely and accurate remittances.
21
22 Under a waiver granted by the FCC in 1984, financial reporting to the FCC and
23 Universal Service Administrative Company ("USAC") is consolidated into a

single filing in the name of, and on behalf of, AT&T Corp. The reportable financial data includes operating results for AT&T Corp.'s Interstate Division and the interstate operations of the various AT&T Communications entities. Under my direction and control, my direct report team prepares, and I review and approve, the various AT&T Corp. filings with the FCC and USAC.

Q. ARE YOU AUTHORIZED TO TESTIFY ON BEHALF OF BOTH AT&T COMMUNICATIONS AND AT&T CORP. IN THIS PROCEEDING?

A. Yes. I am an officer of both entities.

Q. PLEASE GIVE A BRIEF OVERVIEW OF AT&T COMMUNICATIONS.

A. AT&T Communications is a limited liability company formed and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of AT&T Corp. Exhibit JFD-1 is a copy of the AT&T Communication's Certificate of Formation. AT&T Communications it authorized to provide, and does provide, the following services in the State of South Carolina:

interLATA telecommunications services pursuant to a Certificate of Public Convenience and Necessity the Commission granted in Order No. 83-883 in Docket No. 83-416-C;

intraLATA telecommunications services pursuant to the authority granted by the Commission in Order Nos. 92-919 and 93-462 in Docket Nos. 92-182-C, 92-183-C, and 92-200-C;

consumer card and operator services pursuant to the authority granted by the Commission in various orders, including without limitation Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C; and

local exchange telecommunications services pursuant to the authority granted by the Commission in Order No. 96-494 in Docket No. 96-073-C. Pages 6 through 8 of this Order incorporate the same substantive terms and conditions that are set forth in the Stipulation that AT&T affiliates authorized to provide local exchange service typically execute with the South Carolina Telephone Coalition (*see, e.g.,* Stipulation between BellSouth BSE and the Coalition in Docket NO. 97-3610C).

Q. PLEASE GIVE A BRIEF OVERVIEW OF AT&T CORP.

A. AT&T Corp. is a corporation that was formed and existing under the laws of the State of New York on or about March 3, 1885, and it is a wholly-owned subsidiary of AT&T Inc. Exhibit JFD-2 is a copy of AT&T Corp.'s Restated Certificate of Incorporation, and Exhibit JFD-3 is a copy of AT&T Corp.'s "Certificate of Authorization" to do business in South Carolina. AT&T Corp.

is not currently certificated or otherwise authorized to provide, and does not provide, any regulated telecommunications services in South Carolina.

Q. WHAT ARE AT&T COMMUNICATIONS AND AT&T CORP. ASKING THIS COMMISSION TO DO?

A. AT&T Communications intends to merge into AT&T Corp. on or about October 31, 2012. As part of that merger, AT&T Communications intends to merge all of its assets, including without limitation accounts receivable, customer base, and all certificates and authorizations described above, into AT&T Corp. AT&T Communications and AT&T Corp. are asking the Commission to approve this merger and to grant the related relief requested in the Joint Application.

Q. WHY DO AT&T COMMUNICATIONS AND AT&T CORP. WANT TO ACCOMPLISH THIS MERGER?

A. The primary purposes behind the proposed merger are customer satisfaction and efficiency.

AT&T Communications is one of more than twenty AT&T affiliates that currently offer competitive local exchange services, intraLATA services, interexchange services, and/or calling card services in various states and the

1 District of Columbia. The AT&T family of companies would like to merge
2 AT&T Communications and various other AT&T affiliates into a single
3 affiliate – AT&T Corp. – that will offer these services.
4
5 This consolidation will benefit customers by streamlining the number of
6 AT&T's entities that offer competitive local exchange, intraLATA,
7 interexchange, and calling card services portfolio, simplifying customer offers,
8 and reducing customer confusion.
9
10 Q. WILL THE MERGER OF AT&T COMMUNICATIONS INTO AT&T
11 CORP. NEGATIVELY IMPACT THE PROVISION OF
12 TELECOMMUNICATIONS SERVICES IN SOUTH CAROLINA?
13
14 A. No. This corporate change is strictly *pro forma* and will not impact the
15 provision of telecommunications services in South Carolina. There will be no
16 change in the ultimate ownership, control or management or the day-to-day
17 operations of the authorized carrier. Service will be provided using the same
18 network, billing systems, and customer service operations used by AT&T
19 Communications today. After the merger is complete, AT&T Corp. will
20 provide current AT&T Communications customers with the services they are
21 currently receiving from AT&T Communications pursuant to AT&T Corp.
22 contracts and tariffs that offer such services under the same rates, terms and
23 conditions as these customers currently receive.

1 Q. AFTER THE MERGER IS COMPLETE, WILL AT&T CORP. HAVE
2 TECHNICAL AND MANAGERIAL RESOURCES SUFFICIENT TO
3 PROVIDE THE SERVICES THAT AT&T COMMUNICATIONS
4 CURRENTLY IS CERTIFICATED TO PROVIDE IN THE STATE OF
5 SOUTH CAROLINA?
6
7 A. Yes. All of the technical and managerial resources (including without
8 limitation employees) of AT&T Communications will be merged into AT&T
9 Corp. upon completion of the merger. The sufficiency of AT&T
10 Communications' technical and managerial resources has not been called into
11 question at the Commission in the nearly three decades that it has been
12 providing service in South Carolina. Accordingly, after the merger is
13 complete, AT&T Corp. will have technical and managerial resources sufficient
14 to provide the services that AT&T Communications currently is certificated to
15 provide in the State of South Carolina.
16
17 Q. AFTER THE MERGER IS COMPLETE, WILL AT&T CORP. HAVE
18 FINANCIAL RESOURCES SUFFICIENT TO PROVIDE THE SERVICES
19 THAT AT&T COMMUNICATIONS CURRENTLY IS CERTIFICATED TO
20 PROVIDE IN THE STATE OF SOUTH CAROLINA?
21
22 A. Yes. All of the financial resources of AT&T Communications will be merged
23 into AT&T Corp. upon completion of the merger. The sufficiency of AT&T

Communications' financial resources has not been called into question at the Commission in the nearly three decades that it has been providing service in South Carolina. Accordingly, AT&T Corp. will have technical and managerial resources sufficient to provide the services that AT&T Communications currently is certificated to provide in the State of South Carolina.

Q. WILL THE PROPOSED MERGER NEGATIVELY IMPACT THE CUSTOMERS THAT ARE CURRENTLY RECEIVING SERVICE FROM AT&T COMMUNICATIONS?

A. No. After the merger is complete, AT&T Corp. will provide current AT&T Communications customers with the same services they are currently receiving from AT&T Communications pursuant to AT&T Corp. contracts and tariffs that offer such services under the same rates, terms and conditions as these customers currently receive.

Q AFTER THE MERGER IS COMPLETE, WILL AT&T CORP. PROVIDE SERVICES THAT WILL MEET THE APPLICABLE SERVICE STANDARDS THAT THE COMMISSION HAS ADOPTED AND THAT THE COMMISSION MAY ADOPT?

A. Yes.

1 Q. AFTER THE MERGER IS COMPLETE, WILL AT&T CORP.'S
2 PROVISION OF SERVICE ADVERSELY IMPACT THE AVAILABILITY
3 OF AFFORDABLE LOCAL EXCHANGE SERVICE?
4
5 A. No.
6
7 Q. AFTER THE MERGER IS COMPLETE, WILL AT&T CORP., TO THE
8 EXTENT THAT IT MAY BE REQUIRED TO DO SO BY THE
9 COMMISSION, PARTICIPATE IN THE SUPPORT OF UNIVERSALLY
10 AVAILABLE TELEPHONE SERVICE AT AFFORDABLE RATES?
11
12 A. Yes.
13
14 Q. AFTER THE MERGER IS COMPLETE, WILL AT&T CORP.'S
15 PROVISION OF SERVICE OTHERWISE ADVERSELY IMPACT THE
16 PUBLIC INTEREST?
17
18 A. No.
19
20 Q. WILL AT&T COMMUNICATIONS' CUSTOMERS BE GIVEN PRIOR
21 NOTICE OF THE IMPENDING MERGER?
22

A. Yes. Exhibit JFD-4 is representative of language that will appear on AT&T Communications' bills, beginning on or about June 1, 2012, to provide customers advance notice of the impending merger. The actual language that will appear on a given customer's bill will vary depending on factors including, without limitation, the type of customer (residential/small business, large business, etc.) and whether AT&T Communications provides local services, long distances services, or both to the customer.

Q. DOES AT&T CORP. HAVE PLANS TO OFFER LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES TO CUSTOMERS LOCATED IN A RURAL INCUMBENT LEC'S SERVICE AREA?

A. No, AT&T Corp. has no plans to offer local exchange telecommunications services to a customer located in a rural incumbent LEC's service area. Should those plans change in the future, however, AT&T Corp. will honor the terms and conditions set forth at pages 6 though 8 of Order No. 96-494, which are the same substantive terms and conditions that are set forth in the Stipulation that AT&T affiliates authorized to provide local exchange service typically execute with the South Carolina Telephone Coalition.

Q. AFTER THE MERGER IS COMPLETE, WHO CAN THE COMMISSION STAFF CONTACT REGARDING REGULATORY AND FINANCIAL MATTERS RELATED TO AT&T CORP?

A. After the merger is complete, AT&T Corp.'s contact for regulatory matters will be:

Cindy Cox
Executive Director
1600 Williams Street, Suite 5470
Columbia, South Carolina 29201
803-401-2252 (phone)
803-771-4680 (fax)
cc2283@att.com

After the merger is complete, AT&T Corp.'s contact regarding financial matters will be:

James F. Dionne
Executive Director Accounting
One AT&T Way, Room 2B119
Bedminster, New Jersey 07921
908-234-5276 (phone)
908-532-1808 (fax)
jdionne@att.com

Q. IN WHAT SPECIFIC GEOGRAPHIC AREA IS AT&T CORP. SEEKING AUTHORITY TO PROVIDE SERVICES AFTER THE MERGER IS COMPLETE?

A. AT&T Corp. will provide services in the same geographic areas in which AT&T Communications is authorized to provide services. More specifically with regard to local exchange services, AT&T Corp seeks authority to provide such services on a statewide basis in South Carolina, subject to the terms and conditions set forth at pages 6 through 8 of Order No. 96-494, which are the same substantive terms and conditions that are set forth in the Stipulation that

1 AT&T affiliates authorized to provide local exchange service typically execute
2 with the South Carolina Telephone Coalition.
3
4 Q. AFTER THE MERGER IS COMPLETE, WILL AT&T CORP. MAKE ANY
5 TARIFF OR D/B/A FILINGS AS A RESULT OF THE MERGER?
6
7 A. Yes. After the merger is complete, AT&T Corp. will make appropriate filings
8 to convert any AT&T Communications tariffs that may exist to AT&T Corp.
9 tariffs and to operate under one or more d/b/a's as appropriate.
10
11 Q. THE JOINT APPLICATION, AT PAGES 8-9, SEEKS A WAIVER OF ANY
12 COMMISSION-APPROVED MARKETING OR ANTI-SLAMMING
13 GUIDELINES THAT ARGUABLY MAY APPLY TO THE PROPOSED
14 MERGER. IS THAT REQUEST CONSISTENT WITH THE PUBLIC
15 INTEREST?
16
17 A. Yes. Such a limited waiver is in the public interest because after the merger is
18 complete, AT&T Corp. will provide current AT&T Communications
19 customers with the services they are currently receiving from AT&T
20 Communications pursuant to AT&T Corp. contracts and tariffs that offer such
21 services under the same rates, terms and conditions as these customers
22 currently receive. Additionally, the transfer will have no effect on the ability

of residential local exchange customers to switch to another carrier after the merger is completed.

Q. THE JOINT APPLICATION, AT PAGE 9, SEEKS PERMISSION TO REMOVE LOCAL CARRIER FREEZES FROM CUSTOMER ACCOUNTS TO THE EXTENT NECESSARY TO TRANSITION CUSTOMERS FROM AT&T COMMUNICATIONS TO AT&T CORP. IS THAT REQUEST CONSISTENT WITH THE PUBLIC INTEREST?

A. Yes. Granting this request ensures that no customer will lose existing service as a result of the merger, and it does so without affecting the customer's ability to switch to another carrier, if they desire to do so, after the merger is completed.

Q. AFTER THE MERGER IS COMPLETE, WILL AT&T CORP., INDIVIDUALLY OR WITH ITS AFFILIATES, HAVE INVESTED AT LEAST FIVE MILLION DOLLARS IN TELECOMMUNICATIONS FACILITIES IN THE STATE OF SOUTH CAROLINA.

A. Yes. During 2011 alone, AT&T Communications invested nearly $5 million dollars in telecommunications facilities in the State of South Carolina, and AT&T Communications has invested a total of at least $60 million dollars in

telecommunications facilities in the State of South Carolina. All of these facilities will be transferred to AT&T Corp if the merger is approved.

Q. IN SUMMARY, WHAT ARE AT&T COMMUNICATIONS AND AT&T CORP. ASKING THE COMMISSION TO DO IN THIS DOCKET?

A. AT&T Communications and AT&T Corp. are asking the Commission to enter an Order: granting approval pursuant to Section 58-9-310 of the merger of all property, powers, franchises and privileges (including without limitation the merger of AT&T Communications' existing certificates and authorizations to provide services) of AT&T Communications into AT&T Corp. to occur on or about October 31, 2012; granting any approval that is required pursuant to Section 58-9-300; waiving any "slamming" regulations that arguably would be violated by the merger; and approving the removal of any local carrier freezes that are necessary to implement the merger.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

A. Yes

1035120

EXHIBIT JFD-1

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "AT&T COMMUNICATIONS OF THE SOUTHERN STATES, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 2001, AT 12:30 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3413751 8100

010336311

AUTHENTICATION: 1239157

DATE: 07-12-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 07/12/2001
010336311 - 3413751

CERTIFICATE OF FORMATION

OF

AT&T Communications of the Southern States, LLC

This Certificate of Formation of AT&T Communications of the Southern States, LLC (the "Company"), dated July 12, 2001 is being duly executed and filed by John W. Thomson, as an authorized person, to form a limited liability company under the Delaware Limited Liability Act (6 *Del.* C. §18-201, *et seq.*).

FIRST. The name of the limited liability company is AT&T Communications of the Southern States, LLC

SECOND. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

FOURTH. This Certificate of Formation shall be effective on the date of filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of AT&T Communications of the Southern States, LLC this 12th day of July, 2001.

By: /s/ John W. Thomson
John W. Thomson
Authorized Person

EXHIBIT JFD-2

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 30, 2012.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

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CT-07

RESTATED
CERTIFICATE OF INCORPORATION
OF
AT&T CORP.
UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

I, the undersigned, being Secretary of AT&T Corp., do hereby certify as follows:

1. The name of the corporation is AT&T Corp., and the name under which it was formed was American Telephone and Telegraph Company.

2. The certificate of incorporation of the corporation was filed by the office of the Secretary of State of New York on March 3, 1885.

3. The certificate of incorporation is hereby amended to effect several amendments authorized by the Business Corporation Law, namely: to change the total number and par value per share of authorized shares of Common Stock from 2,500,000,000 shares having a par value of $1.00 per share to 1,000 shares having a par value of $0.01 per share, all of which will be issued and outstanding as a result of such change; to remove the authority to issue shares of Preferred Stock, and to delete all references to rights, preferences and limitations of shares of Preferred Stock; to provide that any action on which shareholders are required or permitted to vote may be authorized by the written consent of shareholders; and to provide that the corporation shall indemnify certain persons under certain circumstances pursuant to Article 7 of the Business Corporation Law. The text of the certificate of incorporation is hereby restated as so amended to read in its entirety as follows:

FIRST. The name of the corporation is AT&T Corp.

SECOND. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York (the "Business Corporation Law"), but not to engage in any act or activity requiring the consent or approval of any New York State official, department, board, agency or other body without such consent or approval first being obtained.

THIRD. The office of the corporation within the State of New York is to be located in the County of New York.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, par value of $.01 per share.

FIFTH. The Secretary of State of the State of New York is designated as agent of the corporation upon whom process in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o CT Corporation Systems, 111 8th Avenue, New York, New York 10011.

SIXTH. By-laws of the corporation may be adopted, amended or repealed by the board of directors of the corporation by the vote of a majority of the directors present at a meeting of the Board at which a quorum is present.

SEVENTH. No holder of shares of the corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the corporation.

EIGHTH. Whenever under the provisions of the Business Corporation Law shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, in accordance with the provisions of Section 615 of the Business Corporation Law.

NINTH. The corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he or she served at the request of the corporation.

TENTH. A director of the corporation shall not be personally liable to the corporation or its shareholders for damages for any breach of duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Business Corporation Law as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this Article TENTH shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

4. The foregoing restated certificate of incorporation was authorized by the Board of Directors of the corporation at a meeting duly called and held on November 18, 2005, followed by the written consent of the sole shareholder of the corporation dated November 18, 2005.

IN WITNESS WHEREOF, the undersigned have signed this restated certificate of incorporation on November 23, 2005 and affirm the statements contained herein as true under the penalties of perjury.

By: /s/Wayne A. Wirtz
Name: Wayne A. Wirtz
Title: Secretary

F05112300063S

CT-07 CT-07

RESTATED

CERTIFICATE OF INCORPORATION

OF

AT&T CORP.

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

ok GT

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LCC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 2 3 2005
TAX $ 10
BY: DUL

NY

SBC COMMUNICATIONS INC.
175 EAST HOUSTON STREET, ROOM 282
SAN ANTONIO, TX 78205

Customer Ref # 6506775

DRAWDOWN

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051123000687

EXHIBIT JFD-3

The State of South Carolina

Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

AT&T CORP.,

a corporation duly organized under the laws of the state of **NEW YORK** and issued a certificate of authority to transact business in South Carolina on **February 26th, 1900,** has on the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that its authority to transact business in South Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976 South Carolina Code, and no application for surrender of authority to do business in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 22nd day of May, 2012.

Mark Hammond

Mark Hammond, Secretary of State

Note. This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

EXHIBIT JFD-4

Representative Notice Language Appearing on AT&T Communications Bills

Currently, AT&T intrastate services are provided by AT&T Communications of the Southern States, LLC, 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.

AFFIDAVIT

STATE OF NJ)
COUNTY OF Somerset)

Before me, the undersigned authority, duly commissioned and qualified in and for the State and County aforesaid personally came and appeared James F. Dionne who, being by me first duly sworn, deposed and said that:

1. I, James F. Dionne, am Executive Director-Accounting, AT&T Services, Inc.

2. I have read my foregoing pre-filed testimony, which is dated June 1, 2012 and which consists of fifteen (15) pages and four (4) Exhibits.

3. The contents of my foregoing testimony are true to the best of my knowledge.

AFFIANT

Sworn to and subscribed before me this 31st day of May, 2012.

NOTARY PUBLIC

My Commission Expires: November 18, 2014

[SEAL]

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

1036307

STATE OF SOUTH CAROLINA)
) CERTIFICATE OF SERVICE
COUNTY OF RICHLAND)

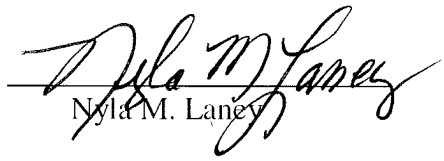
The undersigned, Nyla M. Laney, hereby certifies that she is employed by the Legal Department for AT&T South Carolina ("AT&T") and that she has caused AT&T Communications of the Southern States, LLC and AT&T Corp.'s Verified Direct Testimony of James F. Dionne to be served upon the following on June 1, 2012:

Nanette Edwards, Esquire
Office of Regulatory Staff
1401 Main Street, Suite 900
Columbia, South Carolina 29201
(Electronic Mail)

F. David Butler, Esquire
Senior Counsel
S. C. Public Service Commission
Post Office Box 11649
Columbia, South Carolina 29211
(PSC Staff)
(Electronic Mail)

Joseph Melchers
General Counsel
S.C. Public Service Commission
Post Office Box 11649
Columbia, South Carolina 29211
(PSC Staff)
(Electronic Mail)

Jocelyn G. Boyd, Esquire
Chief Clerk
S. C. Public Service Commission
Post Office Box 11649
Columbia, South Carolina 29211
(PSC Staff)
(Electronic Mail)



Nyla M. Laney

1036484