

AT&T CORP
Form DEFA14A
February 01, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential,
for Use of the
Commission

Only (as
permitted by
Rule

14a-6(e)(2))

Definitive
Proxy
Statement

Definitive
Additional
Materials

Soliciting
Material

Pursuant to
§240.14a-12.

AT&T Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

FACT SHEET
SBC/AT&T: At a Glance

| | SBC | AT&T |
|--|---|---|
| Strengths | <ul style="list-style-type: none"> · Consumer customer base · Consumer voice and data traffic · Small-, medium-, and large-business customer base · Local broadband networks · Dense local-access capabilities · Strong financial position · Wireless experience · National wireless footprint and customer base (Cingular) | <ul style="list-style-type: none"> · National and international brand · Enterprise products and services portfolio · High-end enterprise and government customer base · National state-of-the-art network · Broad local access capabilities · Data/IP capabilities · Complex service offerings/solutions selling capabilities · International service capabilities · AT&T Laboratories |
| Offerings | Voice and data telecommunications products and services for consumers and businesses: local, long distance, DSL, wireless, data networks, satellite television and directory. SBC companies serve business customers, providing voice, data and IP services, wireless, and managed services. | AT&T is among the world's premier voice, IP-based voice, video and data communications companies. The company runs the world's largest communications network while bringing services to consumers, businesses of all sizes and government entities. |
| Operating Territory and Network | Local networks serving 52 million lines in 13 states: California, Nevada, Texas, Oklahoma, Kansas, Arkansas, Missouri, Michigan, Ohio, Illinois, Indiana, Wisconsin and Connecticut. SBC serves customers in 30 additional major metropolitan areas across the country. | Global network spans more than 50 countries and connects virtually every country and territory around the world. AT&T has 26 advanced Internet Data Centers, 13 in the United States and 13 in other countries worldwide. |
| Revenues | \$41 billion 2004 revenues (excluding Cingular Wireless) | \$31 billion 2004 revenues |
| Employees | 163,000 | 47,000 |
| Headquarters | San Antonio, Texas | Bedminster, New Jersey |
| Ticker | SBC | T |
| Philanthropy | Since 1984, SBC and the SBC Foundation have contributed more than \$1 billion in contributions and grants. SBC employees are committed to enriching communities through financial support and millions of volunteer hours. | With programs that help education, environment, disaster relief, health and life enrichment, and charity fund raising, AT&T strives to strengthen the communities in which they live and do business. |
| Recognition | · World's Most Admired Telecommunications Company in | · Ranked No.1 in Yankee Group's July 2004 ranking |

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Fortune, a title that SBC has held seven years in a row.

· America's Most Admired Telecommunications Company in the *Fortune* survey five straight years.

of telecommunications providers.

· Best IP-VPN portfolio by Forrester Research in Sept. 2004 report card.

· Won Telecom Asia award for best-managed carrier in 2004.

NOTE: In connection with the proposed transaction, SBC intends to file a registration statement, including a proxy statement of AT&T Corp., and other materials with the Securities and Exchange Commission (the SEC). Investors are urged to read the registration statement and other materials when they are available because they contain important information. Investors will be able to obtain free copies of the registration statement and proxy statement, when they become available, as well as other filings containing information about SBC and AT&T Corp., without charge, at the SEC's Internet site (<http://www.sec.gov>). These documents may also be obtained for free from SBC by directing a request to SBC Communications Inc., Stockholder Services, 175 E. Houston, San Antonio, Texas 78258. Free copies of AT&T Corp.'s filings may be obtained by directing a request to AT&T Corp., Investor Relations, One AT&T Way, Bedminster, New Jersey 07921.

SBC, AT&T Corp. and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from AT&T shareholders in respect of the proposed transaction. Information regarding SBC's directors and executive officers is available in SBC's proxy statement for its 2004 annual meeting of stockholders, dated March 11, 2004, and information regarding AT&T Corp.'s directors and executive officers is available in AT&T Corp.'s proxy statement for its 2004 annual meeting of shareholders, dated March 25, 2004. Additional information regarding the interests of such potential participants will be included in the registration and proxy statement and the other relevant documents filed with the SEC when they become available.