

AT&T CORP  
Form 425  
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**Filed by SBC Communications Inc.  
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and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934**

**Subject Company: AT&T Corp.  
Commission File No.: 1-01105**

To the Editor:

In your editorial Sunday, Feb. 6 ("A call for consumer protection"), you perhaps unintentionally listed some of the reasons why an SBC-AT&T merger makes sense, and why current phone-rate regulation is outdated.

Cable companies *are* boosting use of their high-speed lines to offer phone service for local and long distance. And yes, many people are using wireless phones for those purposes. In fact, traditional landlines now number less than half the total communications connections in Texas, with wireless close behind. Voice-over-Internet (VoIP) providers are gaining a strong toe-hold, as well, and are expected to substantially boost subscribers driving prices lower.

However, you neglected to acknowledge that the competitive landscape is so much different now than 10 years ago. Consumers have more choices in communications than ever before and they are exercising those choices. Our merger announcement with AT&T is a response to this new competitive reality. We will be able to bring to market new consumer and business services quicker, and create greater financial, technical and marketing resources to boost innovation and competitive choice.

Measuring competition by traditional phone lines in Texas no longer makes sense. And neither does it make sense to saddle just one part of the industry with outmoded rules. We, too, hope Texas lawmakers keep constituents in mind and recognize all the new ways consumers are choosing their communications services and proceed down a policy path that allows all providers to compete freely in the open market on price and service.

John T. Montford  
Senior Vice President  
SBC Services, Inc.  
San Antonio

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**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 ([www.sec.gov](http://www.sec.gov)). These documents may also be obtained for free from SBC's Investor Relations web site ([www.sbc.com/investor\\_relations](http://www.sbc.com/investor_relations)) or 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 accessed and downloaded for free at the AT&T Relations Web Site ([www.att.com/ir/sec](http://www.att.com/ir/sec)) or 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

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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.

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**Cautionary Language Concerning Forward-Looking Statements**

Information set forth in this document contains financial estimates and other forward-looking statements that are subject to risks and uncertainties, and actual results might differ materially. Such statements include, but are not limited to, statements about the benefits of the business combination transaction involving SBC and AT&T Corporation, including future financial and operating results, the new company's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of SBC's and AT&T's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain governmental approvals of the transaction on the proposed terms and schedule; the failure of AT&T shareholders to approve the transaction; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending, third-party relationships and revenues. Additional factors that may affect future results are contained in SBC's filings with the Securities and Exchange Commission ("SEC"), which are available at the SEC's Web site <http://www.sec.gov>. SBC disclaims any obligation to update and revise statements contained in this presentation based on new information or otherwise.

This document may contain certain non-GAAP financial measures. Reconciliations between the non-GAAP financial measures and the GAAP financial measures are available on SBC's Web site at [www.sbc.com/investor\\_relations](http://www.sbc.com/investor_relations).

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