

AT&T CORP  
Form 425  
February 24, 2005

**Filed by SBC Communications Inc.**  
**Pursuant to Rule 425 under the Securities Act of 1933**  
**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**

February 24, 2005

The evolution of the communications industry continues to unfold with the recent announcement of an agreement for SBC Communications to acquire AT&T. With technology changes outpacing the traditional limits of telecom services the industry is experiencing a fundamental reshaping of its competitive structure.

In today's global economy, the merger of SBC and AT&T will benefit consumers and businesses as the two combine to form a U.S.-based company with the expertise, resources and capabilities to offer advanced technologies in the U.S. and around the world.

Competition will not be lost because the companies complement each other and their core strengths have very little overlap. AT&T announced last summer that it would no longer market to residential consumers and would focus on its strengths serving business and government customers nationally and internationally. SBC, on the other hand, continues to invest in Ohio's infrastructure carrying advanced telecommunications technology to Ohio's metropolitan, suburban and rural communities focusing on its strengths of serving residential as well as small and medium-sized business customers.

The proposed merger of SBC and AT&T will enable Ohio consumers and businesses to access more advanced global networking technologies among the other services, conveniently from a single provider.

While technology is reshaping the market, the regulatory environment must not inhibit the market's ability to adapt. Fortunately, regulators and lawmakers recognize this market's dynamics and just in this past year regulators at the state and federal levels provided Ohio consumers with more long distance choices and made phone network leasing rates more reflective of actual costs. These actions prompted communications companies to invest in Ohio's telecommunications infrastructure and deploy new services.



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In an ever-changing environment where phone, cable, VoIP, entertainment and wireless are delivering an array of voice, video and data services, the regulatory environment will continue to play a major role in facilitating a market that can respond to demands for more sophisticated telecom systems.

Combining the networks and resources of SBC and AT&T provides a new company poised to bring to market new services and technology more quickly than either company could on a stand-alone basis. The merger of SBC and AT&T is an important next step in the evolution of the global communications industry.

Inform Ohio will continue to keep you updated on important developments in the ever-changing telecommunications marketplace. Please visit [www.informohio.org](http://www.informohio.org) for more information.

Respectfully,

Dean Fadel

Inform Ohio Executive Director

Composed of business and community leaders and over 9,000 individuals, Inform Ohio seeks to provide information and a voice to ensure access to new telecommunications technologies for all Ohio consumers; foster a competitive telecommunications environment; and promote job growth and economic development through Ohio's telecommunications industry.

**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

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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 78205. Free copies of AT&T Corp.'s filings may be accessed and downloaded for free at the AT&T Investor 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 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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