

AT&T CORP
Form DEFA14A
February 10, 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:
-
-

February 9, 2005

Dear [AT&T GOVERNMENT SOLUTIONS **PRO SERVICES** CUSTOMER NAME]:

As you know, AT&T and SBC Communications have announced an historic agreement in which SBC will acquire AT&T, creating the industry's premier communications, networking and professional services company serving business and government. As one of our most valued customers, I want to personally ensure that you have the facts on this agreement and what it will mean to AT&T Government Solutions and the future of our business relationship.

Simply put, AT&T Government Solutions is fully committed to being your strategic IT partner today and for many years to come. AT&T's pending combination with SBC is a marriage of strength that will only enhance our ability to innovate and invest to provide you with the industry's best IT solutions for the long term.

The goal at AT&T Government Solutions remains unchanged: to deliver to you robust professional services solutions that empower your agency, drive your productivity and provide the best possible return on your IT investment.

The fact is, this combination is good for our shareowners, it's good for you and all of our government and enterprise customers and it's good for our employees, who now have the opportunity to play a central role in building the defining entity in communications for the 21st century.

AT&T Government Solutions' commitment to you is unwavering. That commitment will continue as the deal is reviewed by regulatory agencies over the next year. We appreciate the opportunity to serve you today, and we look forward to providing the type of reliable, secure and cost-effective solutions that you have grown to expect from our company and our people, fueling your success for many years to come.

It's an exciting new day for all of us at AT&T, and I'm delighted you'll be a part of our ongoing transformation. I thank you for your continued patronage, and encourage you to call or write me with any thoughts or concerns you might have.

Sincerely,

Lou Addeo
President
AT&T Government Solutions

Additional Information.

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 and AT&T shareholders are urged to read the registration statement, including the proxy 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.