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1934 Act/Rule 14a-8

By email: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

December 5, 2013

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F St., NE  
Washington, DC 20549

Re: AT&T Inc. – Request to Exclude Shareholder Proposal of the New York State Common Retirement Fund et al.

Ladies and Gentlemen:

AT&T Inc., a Delaware corporation (“AT&T” or the “Company”), intends to exclude from its proxy statement and form of proxy for its 2014 Annual Meeting of Shareholders (collectively, the “2014 Proxy Materials”) a shareholder proposal (the “Proposal”) and statement in support thereof (the “Supporting Statement”) submitted by the New York State Common Retirement Fund and co-filers Sarah Nelson, Louise Rice, Tamara Davis, John Silva, and Shana Weiss (collectively, the “Proponents”). We have concurrently have sent copies of this correspondence to the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponents that if they elect to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned.

### **THE PROPOSAL**

The Proposal is entitled “Report on Government Requests for Consumer Information.” Following several paragraphs of introductory language, the Proposal sets forth the following resolution to be voted on by shareholders at the 2014 Annual Meeting:

**“Resolved**, shareholders request that the Company publish semi-annual reports, subject to existing laws and regulation, providing metrics and discussion regarding requests for customer information by U.S. and foreign governments, at reasonable cost and omitting proprietary information.”

The Supporting Statement provides that this report “should be prepared with consideration of existing Transparency (or Law Enforcement Request) Reports published by the major internet companies, and where applicable, include such information as (1) how often AT&T has shared information with U.S. or foreign government entities; (2) what type of customer information was shared; (3) the number of customers affected; (4) type of government requests; and (5) discussion of efforts by the company to protect customer privacy rights.”

The Proposal and Supporting Statement call for such a report because “The Wall Street Journal has reported that AT&T has provided millions of U.S. customers’ call records to the U.S. National Security Agency (NSA). ‘US Collects Vast Data Trove,’ June 7, 2013”; “Controversy over U.S. government surveillance programs reportedly involving AT&T has spurred massive global press coverage, hearings in the U.S. Congress and the European legislature, and widespread calls for reform”; and “The Wall Street Journal has reported that AT&T’s plans to expand its mobile network in Europe, including anticipated acquisitions, could face ‘unexpected hurdles’ due to its cooperation with NSA consumer information requests. ‘NSA Fallout Hurts AT&T’s Ambitions in Europe,’ October 30, 2013.” And “[y]et, the Company has not disclosed to customers and investors any information regarding the extent and nature of requests for customer data made on the Company by government agencies.”

A copy of the Proposal and the Supporting Statement are attached to this letter as Exhibit A. The related correspondence with the Proponents is attached to this letter as Exhibit B.

## ARGUMENT

### ***The Proposal Relates to Ordinary Business Matters and May Be Excluded Pursuant to Exchange Act Rule 14a-8(i)(7)***

Rule 14a-8(i)(7) permits a company to omit a shareholder proposal from its proxy materials if the proposal deals with a matter relating to the company’s “ordinary business operations.” The purpose of the ordinary business exclusion is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting,”<sup>1</sup> and two considerations underlie this exclusion. The first relates to the subject matter of the proposal: “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.”<sup>2</sup> The second consideration relates to the “degree to which the proposal seeks to ‘micro-manage’ the

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<sup>1</sup> Release No. 34-40018 (May 21, 1998) (the “1998 Release”).

<sup>2</sup> Id.

company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.”<sup>3</sup>

In applying Rule 14a-8(i)(7) to proposals requesting companies to prepare reports on specific aspects of their business, the Staff has determined that it will consider whether the subject matter of the report involves a matter of ordinary business. If it does, the proposal can be excluded even if it requests only the preparation of the report and not the taking of any action with respect to such ordinary business matter.<sup>4</sup>

*Protecting Customer Privacy Is a Management Function.*

The Proposal and Supporting Statement ask AT&T to publish reports “providing metrics and discussion regarding requests for customer information by U.S. and foreign governments,” including “discussion of efforts by the company to protect customer privacy rights.” The development and implementation of policies and procedures for the protection of customer information, including the circumstances under which that information may or must be lawfully disclosed, is a core management function and an integral part of AT&T’s day-to-day business operations. The level of privacy provided by AT&T to its customers is fundamental to its service offerings and its ability to attract and retain customers. AT&T has over 100 million customers in over 100 countries. Management is in the best position to determine what policies and procedures are necessary to protect customer privacy, to ensure compliance with applicable legal and regulatory requirements in the states and countries in which we operate, and to apprise AT&T’s customers of the steps that are taken to protect their privacy. To that end, among other things, AT&T has adopted a Privacy Policy,<sup>5</sup> appointed a Chief Privacy Officer and trained relevant employees on compliance with Company policies and procedures. AT&T’s Code of Business Conduct – which is disseminated to AT&T’s customers – provides that:

- **“We guard the privacy of our customers’ communications.** We protect the privacy of our customers’ communications. Not only do our customers demand this, but the law requires it. Consistent with this principle, although we comply with government requests for customer communications, we do so only to the extent required by law. Maintaining the confidentiality of communications is, and always has been, a crucial part of our business.
- **“We protect the information about our customers that they entrust to us.** AT&T possesses sensitive, detailed information about our customers, who rely on AT&T to safeguard that information. Laws and regulations tell us how to treat such data. Any inappropriate use of confidential customer information violates our customers’ trust and may also violate a law or regulation. Preserving our customers’ trust by safeguarding their private data is essential to our reputation.”<sup>6</sup>

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<sup>3</sup> Id.

<sup>4</sup> Release No. 34-20091 (Aug. 16, 1983).

<sup>5</sup> See AT&T Privacy Policy (available at <http://www.att.com/gen/privacy-policy?pid=2506>).

<sup>6</sup> See AT&T Code of Business Conduct (available at: [http://www.att.com/Common/about\\_us/downloads/att\\_code\\_of\\_business\\_conduct.pdf](http://www.att.com/Common/about_us/downloads/att_code_of_business_conduct.pdf)).

In requesting “metrics” as well as “discussion” about government requests for customer information, the Proposal impermissibly seeks to subject AT&T’s customer relations’ policies and practices to shareholder oversight and is therefore excludable under Rule 14a-8(i)(7).

The Staff has long recognized that the protection of customer privacy is a core management function, not subject to shareholder oversight, and has accordingly allowed companies to exclude proposals requesting reports on issues related to customer privacy. For example, in the telecommunications context alone, in *AT&T Inc.* (Feb. 7, 2008), a shareholder proposal requested that AT&T’s Board of Directors prepare a report that discusses “the policy issues that pertain to disclosing customer records and the content of customer communications to federal and state agencies without a warrant, as well as the effect of such disclosure on the privacy rights of customers.” The proposal also emphasized the importance of these issues in light of customers’ right of privacy. The Staff permitted AT&T to exclude the proposal on the ground that it related to “AT&T’s ordinary business operations (i.e., procedures for protecting customer information).” In *Verizon Communications, Inc.* (Feb. 22, 2007), a shareholder proposal requested that the company prepare a report describing “the overarching technological, legal and ethical policy issues surrounding the disclosure of customer records and communications content” to government and non-government agencies. The proposal also emphasized the importance of these issues in terms of customers’ freedom of expression. The Staff allowed Verizon to exclude the proposal from its proxy materials on the ground that it related to “Verizon’s ordinary business operations (i.e., procedures for protecting customer information).”

The Staff has also reached the same conclusion in other business contexts. For example, in *AT&T Inc.* (Jan. 26, 2009), a shareholder proposal requested that AT&T’s Board of Directors prepare a report “examining the effects of the company’s Internet network management practices in the context of the significant public policy concerns regarding the public’s expectations of privacy and freedom of expression on the Internet,” such as the “social and political effects of collecting and selling personal information to third-parties....” The Staff permitted exclusion on the basis that the proposal related to “AT&T’s ordinary business operations (i.e., procedures for protecting user information).” In *Bank of America Corp.* (Feb. 21, 2006), a shareholder proposal requested that Bank of America’s Board of Directors prepare a report on the bank’s policies and procedures for ensuring the confidentiality of customer information, citing several instances of theft of customer information and breaches of cybersecurity. The Staff permitted exclusion on the basis that the proposal related to “Bank of America’s ordinary business operations (i.e., procedures for protecting customer information).”

*The Proposal Relates to Ongoing Litigation Involving the Company.*

The Proposal may also be omitted under Rule 14a-8(i)(7) because it improperly interferes with the Company’s legal strategy and the discovery process in pending proceedings that allege unlawful acts by AT&T in relation to the alleged provision of customer information to the National Security Agency (“NSA”).

AT&T has been [we only have one known suit at this time – we have not yet been served]a defendant in multiple pending lawsuits that generally allege that AT&T has violated

customer privacy rights by providing information and assistance to government entities without proper legal authority, including allegedly providing information to the NSA. For example, in *Klayman v. Obama*, 1:13-cv-00881-RJL (D.D.C., *complaint filed* June 12, 2013), plaintiffs allege that, “On information and belief, Defendants, providers of remote computing service and electronic communication services to the public, knowingly or intentionally divulged records or other information pertaining to Plaintiffs and Class members to a governmental entity in violation of 18 U.S.C. §2702(a)(3).” Compl. at ¶ 111. In their prayer for relief, plaintiffs demand “a full disclosure and a complete accounting of what each Defendant and government agencies as a whole have done and allowed the DOJ and NSA to do.” Compl. at ¶ 117.

Thus, the Proposal makes similar allegations and calls for the same information requested by the plaintiffs in *Klayman v. Obama* in their prayer for relief – thereby essentially circumventing appropriate restrictions on the discovery process (as well as the judicial process) – and can therefore be excluded from AT&T’s 2014 Proxy Materials as improperly interfering with AT&T’s litigation strategy and intruding upon management’s appropriate discretion to conduct the Company’s litigation as its business judgment dictates in the ordinary course of its day-to-day business operations. In effect, the Proposal would have the Company facilitating discovery by the plaintiffs in *Klayman v. Obama* at the same time the Company is challenging the plaintiffs’ legal positions or claims.

The Staff has previously acknowledged that a shareholder proposal is properly excludable under the “ordinary business” exception when the subject matter of the proposal is the same as or similar to that which is at the heart of litigation in which a company is then involved. *See, e.g., Chevron Corp.* (Mar. 19, 2013) (concurring with the exclusion of a proposal under Rule 14a-8(i)(7) because “the company is presently involved in litigation relating to the subject matter of the proposal” and noting that “[p]roposals that would affect the conduct of ongoing litigation to which the company is a party are generally excludable under rule 14a-8(i)(7)”; and *Merck & Co., Inc.* (Mar. 21, 2012) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company “file criminal charges against and prosecute all individuals, whose actions or inactions resulted in Merck’s guilty plea,” where the Staff noted that the proposal related to the “conduct of ongoing litigation to which the company is a party”).

This result is also consistent with the Staff’s longstanding position that a company’s decision to institute or defend itself against legal actions and its decisions on how it will conduct those legal actions are matters relating to its ordinary business operations and within the exclusive prerogative of management. *See, e.g., R. J. Reynolds Tobacco Holdings, Inc.* (Feb. 6, 2004) (proposal requiring the company to stop using the terms “light,” “ultralight” and “mild” until shareholders could be assured through independent research that such brands reduce the risk of smoking-related diseases was excluded as ordinary business because it interfered with the litigation strategy of a class-action lawsuit on similar matters involving the company); *NetCurrents, Inc.* (May 8, 2001) (proposal requiring the company to bring an action against certain persons was excluded as ordinary business operations because it related to litigation strategy); and *Exxon Mobil Corp.* (Mar. 21, 2000) (proposal requesting immediate payment of settlements associated with the Exxon Valdez oil spill was excluded because it related to litigation strategy and related decisions).

*Overseeing Legal Compliance is a Management Function.*

The Proposal can also be properly excluded under Rule 14a-8(i)(7) because it relates to the Company's conduct of its legal compliance program. As stated in AT&T's Privacy Policy, "there are occasions when we provide Personal Information to other companies or other entities, such as government agencies, credit bureaus and collection agencies, without your consent. Some examples include sharing to: Comply with court orders, subpoenas, lawful discovery requests and other legal or regulatory requirements...." The Proposal's request for a report "providing metrics and discussion regarding requests for customer information by U.S. and foreign governments" relates to the Company's compliance with the legal process, which falls squarely within the confines of the Company's ordinary business. "Requests for customer information" would include, among other things, the hundreds of thousands of requests for customer information that AT&T receives each year in the ordinary course of its day-to-day operations from law enforcement agencies and courts throughout the world, such as in the form of subpoenas issued in connection with official criminal investigations, court orders and search warrants issued under the Federal Rules of Criminal Procedure or equivalent state warrant procedures upon a showing of probable cause. Many of these requests are fulfilled in real time as AT&T responds to fire and police emergencies as they occur. To handle these requests, AT&T employs over 130 processors in multiple locations to handle this volume.

The Staff has consistently recognized a company's compliance with law as a matter of ordinary business and proposals relating to a company's legal compliance program as infringing on management's core function of overseeing business practices. For example, in *The AES Corp.* (Jan. 9, 2007), a shareholder proposal sought the creation of a board oversight committee to monitor company compliance with federal, state and local laws. The company argued that compliance with law was so fundamental to management's ability to run the company – particularly since it operated in a heavily regulated industry sector (energy), in which the understanding of and compliance with applicable national, provincial and municipal regulations was critical to its ability to generate, distribute and sell power in any country – that it could not, as a practical matter, be subject to direct shareholder oversight. The Staff concurred with the exclusion of the proposal, noting that the proposal related to "ordinary business operations (i.e., general conduct of a legal compliance program)." See also *Halliburton Company* (Mar. 10, 2006) (proposal requesting a report addressing the potential impact of certain violations and investigations on the company's reputation and stock value and how the company intended to prevent further violations could be excluded as relating to the ordinary business of conducting a legal compliance program).

*The Proposal Does Not Focus on a Significant Policy Issue.*

The Commission has stated that "proposals relating to such [ordinary business] matters but focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable because the proposals would transcend the day-to-day business matter and raise policy matters so significant that it would be appropriate for a shareholder vote."<sup>7</sup>

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<sup>7</sup> 1998 Release.

We recognize that claims made by former NSA contractor Edward Snowden to The Guardian and The Washington Post in June of this year about the NSA's alleged surveillance activities have generated recent media coverage. These articles have reported that the NSA sought and obtained an order from the Foreign Intelligence Surveillance Court ("FISC") that required Verizon to disclose certain information relating to telephone calls in the U.S. The articles suggest that other FISC orders may require similar disclosures by other communications carriers. Under the Foreign Surveillance Intelligence Act, carriers are prohibited from publicly disclosing FISC orders or the actions that carriers take to comply with the orders.

In the ensuing public debate, no one has seriously disputed that carriers are under an obligation to comply with court orders, so the focus of the media reports has been on the appropriateness of the underlying government surveillance policies and on the government's data collection practices. Thus, the debate in the press and before Congress has focused on proposals to reform the government's practices and the governing legal requirements, not on the disclosure practices of communications carriers with respect either to routine law enforcement requests or alleged court orders that mandate that they provide assistance to the government and that they not disclose that assistance.

Hence, the issue of carrier disclosure practices regarding the NSA's alleged surveillance data collection practices and the "requests for customer data made on the Company by government agencies" more generally has not been raised to the level of "consistent topic of widespread public debate,"<sup>8</sup> *i.e.*, "sustained public debate over the last several years"<sup>9</sup> – which are the Staff's characterizations of the standard that must be met in order for a policy to be deemed to be a "significant policy" for purposes of avoiding exclusion under Rule 14a-8(i)(7).<sup>10</sup> In addition, this issue has not been seasoned by the test of time. It is telling that all of the news articles cited in the Proposal were published after June 2013, and that five of the six Internet companies referenced in the Proposal as publishing Transparency or Law Enforcement Request Reports published their first such report in 2012 or 2013.

*Regardless Of Whether The Proposal Touches Upon Significant Policy Issues, The Entire Proposal Is Excludable Because It Also Addresses Ordinary Business Matters.*

Even if the Staff were to conclude that the issue of carrier disclosure practices regarding the NSA's alleged surveillance data collection practices and the "requests for customer data made on the Company by government agencies" more generally constitutes a significant policy

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<sup>8</sup> See *AT&T* (Feb. 2, 2011) ("We further note that although net neutrality appears to be an important business matter for AT&T and the topic of net neutrality has recently attracted increasing levels of public attention, we do not believe that net neutrality has emerged as a consistent topic of widespread public debate such that it would be a significant policy issue for purposes of rule 14a-8(i)(7).") (emphasis added).

<sup>9</sup> See *AT&T* (Feb. 10, 2012) ("In view of the sustained public debate over the last several years concerning net neutrality and the Internet and the increasing recognition that the issue raises significant policy considerations, we do not believe that AT&T may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(7).") (emphasis added).

<sup>10</sup> The Commission has directed the Staff to "use the most well-reasoned and consistent standards possible, given the inherent complexity of the task." 1998 Release.



for purposes of Rule 14a-8(i)(7), the mere fact that a proposal touches upon a significant policy issue is not alone sufficient to avoid the application of Rule 14a-8(i)(7) when the proposal also addresses ordinary business matters. *See Intel Corp.* (Mar. 18, 1999) (“There appears to be some basis for your view that Intel may exclude the proposal under rule 14a-8(i)(7), as relating, *in part*, to Intel’s ordinary business operations . . .” (emphasis added)); *General Electric Co.* (Feb. 10, 2000) (concurring in the exclusion of a proposal relating to the discontinuation of an accounting method and use of funds related to an executive compensation program in reliance on Rule 14a-8(i)(7) as dealing with both the significant policy issue of senior executive compensation and the ordinary business matter of choice of accounting method); *Wal-Mart Stores, Inc.* (Mar. 15, 1999) (concurring in the exclusion of a proposal requesting a report on Wal-Mart’s actions to ensure it does not purchase from suppliers who manufacture items using forced labor, convict labor, child labor or who fail to comply with laws protecting employees’ rights in reliance on Rule 14a-8(i)(7) because “paragraph 3 of the description of matters to be included in the report relates to ordinary business operations”).

Here, the “Resolved” paragraph of the Proposal – which constitutes the directive that AT&T’s Board of Directors would be asked to act on if it is adopted by AT&T’s shareholders at the 2014 Annual Meeting – is stated in its entirety as follows:

**“Resolved**, shareholders request that the Company publish semi-annual reports, subject to existing laws and regulation, providing metrics and discussion regarding requests for customer information by U.S. and foreign governments, at reasonable cost and omitting proprietary information.”

This directive covers all requests for customer information by U.S. and foreign governments and would include, among other things, the many requests for customer information that AT&T receives from federal, state and local law enforcement agencies and courts throughout the world, such as in the form of subpoenas issued in connection with official criminal investigations, court orders and search warrants issued under the Federal Rules of Criminal Procedure or equivalent state warrant procedures upon a showing of probable cause. The Supporting Statement makes the broad scope of the “Resolved” paragraph clear by referencing, as examples for AT&T to follow in preparing these reports, the “existing Transparency (or Law Enforcement Request) Reports published by the major internet companies.” The introductory paragraphs before the “Resolved” paragraph name “Google, Microsoft, Twitter, LinkedIn, Facebook and Yahoo!” as examples of major Internet companies.

We have reviewed these companies’ Transparency or Law Enforcement Request Reports:

- Google (<http://www.google.com/transparencyreport/userdatarequests/countries/?t=table>);
- Microsoft (<https://www.microsoft.com/about/corporatecitizenship/en-us/reporting/transparency/>);
- Twitter (<https://blog.twitter.com/2012/twitter-transparency-report>);
- LinkedIn ([http://help.linkedin.com/app/answers/detail/a\\_id/41878](http://help.linkedin.com/app/answers/detail/a_id/41878));



- Facebook (<https://www.facebook.com/safety/groups/law/guidelines/>, [https://www.facebook.com/about/government\\_requests/](https://www.facebook.com/about/government_requests/)); and
- Yahoo! (<http://info.yahoo.com/transparency-report/us/>)

All of them include information about requests for information received by law enforcement agencies outside of the national security-related context.

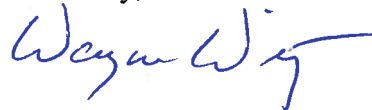
Indeed, because any information about assistance that AT&T has, or has not, provided to the government in connection with the government's foreign intelligence surveillance activities would almost certainly be classified information that AT&T could not legally disclose, the report sought in the Proposal, "subject to existing laws and regulation," would necessarily be limited to the Company's routine law enforcement compliance in the ordinary course of business. (In fact, all six Internet companies referenced in the Proposal state that they are not allowed to publicly disclose any such information in their Transparency or Law Enforcement Request Reports.) Therefore, because the Proposal is over-broad, it is excludable under Rule 14a-8(i)(7) as relating, in large part, to the ordinary business matter of compliance with legal process, even if the Staff were to conclude that it also addresses a significant policy.

### CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2014 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to me at [ww0118@att.com](mailto:ww0118@att.com). If I can be of any further assistance in this matter, please do not hesitate to contact me at (214) 757-3344.

Sincerely,



Encl.: Exhibit A  
Exhibit B

cc: Patrick Doherty, State of New York, Office of the State Comptroller (via email: [pdoherly@osc.state.ny.us](mailto:pdoherly@osc.state.ny.us))  
Sarah Nelson (via email: [john@harringtoninvestments.com](mailto:john@harringtoninvestments.com))  
Louise Rice (via email: [jkron@trilliuminvest.com](mailto:jkron@trilliuminvest.com))  
Tamara Davis (via email: [Natasha@arjuna-capital.com](mailto:Natasha@arjuna-capital.com))  
John Silva (via email: [Natasha@arjuna-capital.com](mailto:Natasha@arjuna-capital.com))  
Shana Weiss (via email: [Natasha@arjuna-capital.com](mailto:Natasha@arjuna-capital.com))

# EXHIBIT A

## Report on Government Requests for Consumer Information

Whereas,

Customer trust is critical for any business, but especially for major Internet and telecommunications companies that routinely gather massive amounts of personal data concerning and affecting the lives of hundreds of millions of people in the U.S. and around the world.

The Wall Street Journal has reported that AT&T has provided millions of U.S. customers' call records to the U.S. National Security Agency (NSA). "US Collects Vast Data Trove," June 7, 2013.

AT&T acknowledges in its corporate code of conduct that privacy is critical to the success of its business. Yet, the Company has not disclosed to customers and investors any information regarding the extent and nature of requests for customer data made on the Company by government agencies.

Controversy over U.S. government surveillance programs reportedly involving AT&T has spurred massive global press coverage, hearings in the U.S. Congress and the European legislature, and widespread calls for reform. Brazilian President Dilma Rousseff called the NSA surveillance program "a breach of international law." U.S. Senator Ron Wyden said, "I have to believe the civil liberties of millions of American have been violated."

Responding to growing public concern over these issues, major Internet companies such as Google, Microsoft, Twitter, LinkedIn, Facebook and Yahoo!, have published "Transparency Reports", disclosing information on government data requests. Google and Microsoft have also filed in court seeking authorization to disclose further information to the public concerning these requests. AT&T has not done so.

The Wall Street Journal has reported that AT&T's plans to expand its mobile network in Europe, including anticipated acquisitions, could face "unexpected hurdles" due to its co-operation with NSA consumer information requests. "NSA Fallout Hurts AT&T's Ambitions in Europe," October 30, 2013.

Transparency in this regard is essential if individuals and businesses are to make informed decisions regarding their personal data. Privacy is a fundamental tenet of democracy and free expression. While AT&T must comply with its legal obligations, failure to persuade customers of a genuine and long-term commitment to privacy rights could present AT&T with serious financial, legal and reputational risks.

**Resolved**, shareholders request that the Company publish semi-annual reports, subject to existing laws and regulation, providing metrics and discussion regarding requests for customer information by U.S. and foreign governments, at reasonable cost and omitting proprietary information.

**Supporting Statement:** In preparing these reports, the Company may, at its discretion, omit information on routine requests provided under individualized warrants. The reports should be prepared with consideration of existing Transparency (or Law Enforcement Request) Reports published by the major internet companies, and where applicable, include such information as (1) how often AT&T has shared information with U.S. or foreign government entities; (2) what type of customer information was shared; (3) the number of customers affected; (4) type of government requests; and (5) discussion of efforts by the company to protect customer privacy rights.

[rev. Nov 11]

# EXHIBIT B

THOMAS P. DINAPOLI  
STATE COMPTROLLER



STATE OF NEW YORK  
OFFICE OF THE STATE COMPTROLLER

PENSION INVESTMENTS  
& CASH MANAGEMENT  
633 Third Avenue-31<sup>st</sup> Floor  
New York, NY 10017  
Tel: (212) 681-4489  
Fax: (212) 681-4468

November 7, 2013

Ms. Ann E. Meuleman  
Senior Vice President and  
Secretary  
AT&T Corporation  
208 S. Akard Street, Suite 3241  
Dallas, Texas 75202

Dear Ms. Meuleman:

The Comptroller of the State of New York, Thomas P. DiNapoli, is the sole Trustee of the New York State Common Retirement Fund (the "Fund") and the administrative head of the New York State and Local Employees' Retirement System and the New York State Police and Fire Retirement System. The Comptroller has authorized me to inform AT&T Corporation of his intention to offer the enclosed shareholder proposal for consideration of stockholders at the next annual meeting.

I submit the enclosed proposal to you in accordance with rule 14a-8 of the Securities Exchange Act of 1934 and ask that it be included in your proxy statement.

A letter from J.P. Morgan Chase, the Fund's custodial bank, verifying the Fund's ownership, continually for over a year, of AT&T Corporation shares, will follow. The Fund intends to continue to hold at least \$2,000 worth of these securities through the date of the annual meeting.

We would be happy to discuss this initiative with you. Should the board decide to endorse its provisions as company policy, we will ask that the proposal be withdrawn from consideration at the annual meeting. Please feel free to contact me at (212) 681-4823 and/or pdoherty@osc.state.ny.us, should you have any further questions on this matter.

Very truly yours,

  
Patriek Doherty

pd:jm

Enclosures

## Report on Government Requests for Consumer Information

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Controversy over U.S. government surveillance programs reportedly involving AT&T has spurred massive global press coverage, hearings in the U.S. Congress and the European legislature, and widespread calls for reform. Brazilian President Dilma Rousseff called the NSA surveillance program "a breach of international law." U.S. Senator Ron Wyden said, "I have to believe the civil liberties of millions of American have been violated."

Responding to growing public concern over these issues, major Internet companies such as Google, Microsoft, Twitter, LinkedIn, Facebook and Yahoo!, have published "Transparency Reports", disclosing information on government data requests. Google and Microsoft have also filed in court seeking authorization to disclose further information to the public concerning these requests. AT&T has not done so.

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Transparency in this regard is essential if individuals and businesses are to make informed decisions regarding their personal data. Privacy is a fundamental tenet of democracy and free expression. While AT&T must comply with its legal obligations, failure to persuade customers of a genuine and long-term commitment to privacy rights could present AT&T with serious financial, legal and reputational risks.

**Resolved,** That the Company publish semi-annual reports, subject to existing laws and regulation, providing metrics and discussion regarding requests for customer information by U.S. and foreign governments, at reasonable cost and omitting proprietary information.

**Supporting Statement:** In preparing these reports, the Company may, at its discretion, omit information on routine requests provided under individualized warrants. The reports should be prepared with consideration of existing Transparency (or Law Enforcement Request) Reports published by the major internet companies, and where applicable, include such information as (1) how often AT&T has shared information with U.S. or foreign government entities; (2) what type of customer information was shared; (3) the number of customers affected; (4) type of government requests; and (5) discussion of efforts by the company to protect the privacy of customer data.

**RECEIVED**

**NOV 11 2013**

**CORPORATE  
SECRETARY'S OFFICE**

**SANFORD J. LEWIS, ATTORNEY**

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November 11, 2013

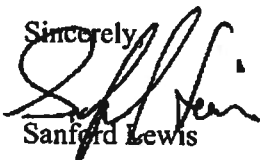
Ms. Ann E. Meuleman  
Senior Vice President and  
Secretary  
AT & T Corporation  
208 S. Akard Street, Suite 3241  
Dallas, Texas 75202

Dear Ms. Meuleman:

I am writing on behalf of Thomas P. DiNapoli, the sole Trustee of the New York State Common Retirement Fund (the "Fund") and the administrative head of the New York State and Local Employees' Retirement System and the New York State Police and Fire Retirement System. The Comptroller has authorized me to submit the enclosed revised shareholder proposal for the 2014 annual meeting. You should have previously received the enclosed letter dated Nov. 7, 2013 from Patrick Doherty regarding the proposal. The enclosed revised proposal replaces the proposal submitted by Mr. Doherty, and his enclosed letter in all other aspects stands as written with regard to this revised version.

Please call me at (413) 549-7333 with respect to any questions in connection with this matter.

Sincerely,



Sanford Lewis



## Report on Government Requests for Consumer Information

Whereas,

Customer trust is critical for any business, but especially for major Internet and telecommunications companies that routinely gather massive amounts of personal data concerning and affecting the lives of hundreds of millions of people in the U.S. and around the world.

The Wall Street Journal has reported that AT&T has provided millions of U.S. customers' call records to the U.S. National Security Agency (NSA). "US Collects Vast Data Trove," June 7, 2013.

AT&T acknowledges in its corporate code of conduct that privacy is critical to the success of its business. Yet, the Company has not disclosed to customers and investors any information regarding the extent and nature of requests for customer data made on the Company by government agencies.

Controversy over U.S. government surveillance programs reportedly involving AT&T has spurred massive global press coverage, hearings in the U.S. Congress and the European legislature, and widespread calls for reform. Brazilian President Dilma Rousseff called the NSA surveillance program "a breach of international law." U.S. Senator Ron Wyden said, "I have to believe the civil liberties of millions of American have been violated."

Responding to growing public concern over these issues, major Internet companies such as Google, Microsoft, Twitter, LinkedIn, Facebook and Yahoo!, have published "Transparency Reports", disclosing information on government data requests. Google and Microsoft have also filed in court seeking authorization to disclose further information to the public concerning these requests. AT&T has not done so.

The Wall Street Journal has reported that AT&T's plans to expand its mobile network in Europe, including anticipated acquisitions, could face "unexpected hurdles" due to its co-operation with NSA consumer information requests. "NSA Fallout Hurts AT&T's Ambitions in Europe," October 30, 2013.

Transparency in this regard is essential if individuals and businesses are to make informed decisions regarding their personal data. Privacy is a fundamental tenet of democracy and free expression. While AT&T must comply with its legal obligations, failure to persuade customers of a genuine and long-term commitment to privacy rights could present AT&T with serious financial, legal and reputational risks.

**Resolved,** shareholders request that the Company publish semi-annual reports, subject to existing laws and regulation, providing metrics and discussion regarding requests for customer information by U.S. and foreign governments, at reasonable cost and omitting proprietary information.

**Supporting Statement:** In preparing these reports, the Company may, at its discretion, omit information on routine requests provided under individualized warrants. The reports should be prepared with consideration of existing Transparency (or Law Enforcement Request) Reports published by the major internet companies, and where applicable, include such information as (1) how often AT&T has shared information with U.S. or foreign government entities; (2) what type of customer information was shared; (3) the number of customers affected; (4) type of government requests; and (5) discussion of efforts by the company to protect customer privacy rights.

[rev. Nov 11]

Senior Vice President and Secretary  
AT&T Inc.  
208 S. Akard St. Suite 3241  
Dallas, TX 75202

**RECEIVED**

**NOV 08 2013**

**CORPORATE  
SECRETARY'S OFFICE**

Dear Secretary:

Trillium Asset Management LLC ("Trillium") is an investment firm based in Boston specializing in socially responsible asset management. We currently manage approximately \$1.3 billion for institutional and individual clients.

Trillium hereby submits the enclosed shareholder proposal with AT&T, Inc. on behalf of Louise Rice for inclusion in the 2014 proxy statement and in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Louise Rice holds more than \$2,000 of AT&T Inc. common stock, acquired more than one year prior to today's date and held continuously for that time. As evidenced in the attached letter, Louise Rice will remain invested in this position continuously through the date of the 2014 annual meeting. We will forward verification of the position separately. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

We are co-filers for this proposal in which the lead filer is the Office of the New York State Comptroller.

We would welcome discussion with AT&T Inc. about the contents of our proposal.

Please direct any communications to me at (503) 592-0864, or via email at [jkron@trilliuminvest.com](mailto:jkron@trilliuminvest.com).

We would appreciate receiving a confirmation of receipt of this letter via email.

Sincerely,



Jonas Kron  
Senior Vice President, Director of Shareholder Advocacy  
Trillium Asset Management, LLC

Cc: Randall L. Stephenson, Chairman and Chief Executive Officer

Enclosures

**BOSTON**

711 Atlantic Avenue  
Boston, Massachusetts 02111-2809  
T: 617-423-6655 F: 617-482-6179  
800-548-5684

**DURHAM**

353 West Main Street, Second Floor  
Durham, North Carolina 27701-3215  
T: 919-688-1265 F: 919-688-1451  
800-853-1311

**SAN FRANCISCO BAY**

100 Larkspur Landing Circle, Suite 105  
Larkspur, California 94939-1741  
T: 415-925-0105 F: 415-925-0108  
800-933-4806



11/18/13

November 15, 2013

Senior Vice President and Secretary  
AT&T Inc.  
208 S. Akard St., Suite 3241  
Dallas, TX 75202

Dear Secretary:

In accordance with the SEC Rules, please find the attached authorization letter from Louise Rice as well as the custodial letter from Charles Schwab Advisor Services documenting that she holds sufficient company shares to file a proposal under rule 14a-8.

Please contact me if you have any questions at (503) 592-0864; Trillium Asset Management LLC, 711 Atlantic Ave., Boston, MA 02111; or via email at [jkron@trilliuminvest.com](mailto:jkron@trilliuminvest.com).

Sincerely,



Jonas Kron  
Senior Vice President, Director of Shareholder Advocacy  
Trillium Asset Management, LLC

Cc: Randall L. Stephenson, Chairman and Chief Executive Officer

Enclosures

**BOSTON**

711 Atlantic Avenue  
Boston, Massachusetts 02111-2609  
T: 617-424-6655 F: 617-482-6170  
800-548-5684

**DURHAM**

353 West Main Street, Second Floor  
Durham, North Carolina 27701-3215  
T: 319-688-1265 F: 919-688-1451  
800-853-1311

**SAN FRANCISCO BAY**

100 Lakeside Landing Circle, Suite 105  
Larkspur, California 94939-1741  
T: 415-925-0105 F: 415-925-0109  
800-933-4806

Jonas Kron  
Vice President, Director of Shareholder Advocacy  
Trillium Asset Management, LLC  
711 Atlantic Avenue  
Boston, MA 02111

Fax: 617 482 6179

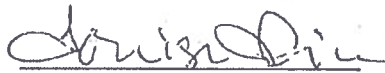
Dear Mr. Kron:

I hereby authorize Trillium Asset Management LLC to file a shareholder proposal on my behalf at AT&T, Inc. (T).

I am the beneficial owner of more than \$2,000 worth of common stock in AT&T that I have held continuously for more than one year. I intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2014.

I specifically give Trillium Asset Management, LLC full authority to deal, on my behalf, with any and all aspects of the aforementioned shareholder proposal. I understand that my name may appear on the corporation's proxy statement as the filer of the aforementioned proposal.

Sincerely,



Louise Rice  
c/o Trillium Asset Management LLC  
711 Atlantic Avenue, Boston, MA 02111

10/9/13  
Date

*charles* SCHWAB  
ADVISOR SERVICES

1958 Summit Park Dr, Orlando, FL 32810

November 11, 2013

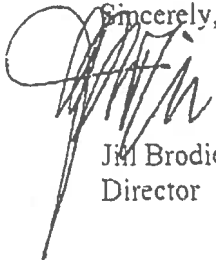
Re: Louise B. Rice / Acct 74440706

This letter is to confirm that Charles Schwab & Co. holds as custodian for the above account 429 shares of AT&T Inc. common stock. These 429 shares have been held in this account continuously for one year prior to November 7, 2013.

These shares are held at Depository Trust Company under the nominee name of Charles Schwab & Company.

This letter serves as confirmation that the shares are held by Charles Schwab & Co, Inc.

Sincerely,



Jim Brodie  
Director



**TRILLIUM ASSET MANAGEMENT®**

Delivering Sustainable Investments Since 1982<sup>SM</sup>

November 11, 2013

Senior Vice President and Secretary  
AT&T Inc.  
208 S. Akard St. Suite 3241  
Dallas, TX 75202

Dear Secretary:

Trillium Asset Management, LLC (“Trillium”) recently submitted a shareholder proposal, as a co-filer to lead filer the Office of the New York State Comptroller, with the Company on behalf of our client. See attached letter.

Enclosed please find a revised proposal that was submitted by The Office of the New York State Comptroller earlier today. This proposal is filed consistent with Staff Legal Bulletin No. 14F issued on October 18, 2011 regarding revised proposals. Furthermore, The Office of the New York State Comptroller represented in its letter that it was acting on behalf of Trillium, which in turn is action on behalf of its client Louise Rouse. This letter is being submitted out of an abundance of caution and to confirm the submission of the revised proposal on behalf of our client Louise Rice.

Trillium hereby submits the enclosed shareholder proposal with AT&T, Inc. on behalf of Louise Rice for inclusion in the 2014 proxy statement and in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Louise Rice holds more than \$2,000 of AT&T Inc. common stock, acquired more than one year prior to today's date and held continuously for that time. As evidenced in the attached letter, Louise Rice will remain invested in this position continuously through the date of the 2014 annual meeting. We will forward verification of the position separately. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

This is a co-filing of the proposal in which the lead filer is the Office of the New York State Comptroller.

We would appreciate receiving a confirmation of receipt of this letter via email.

Sincerely,

Jonas Kron  
Senior Vice President, Director of Shareholder Advocacy  
Trillium Asset Management, LLC

Cc: Randall L. Stephenson, Chairman and Chief Executive Officer

Enclosures

## **SANFORD J. LEWIS, ATTORNEY**

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November 11, 2013

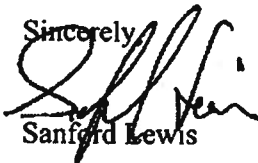
Ms. Ann E. Meuleman  
Senior Vice President and  
Secretary  
AT & T Corporation  
208 S. Akard Street, Suite 3241  
Dallas, Texas 75202

Dear Ms. Meuleman:

I am writing on behalf of the co-filer Louise Rice, for whom a shareholder proposal for the 2014 shareholder meeting of AT&T Inc. was filed on her behalf by Trillium Asset Management. Trillium, on behalf of their client, has authorized and requested that I submit the enclosed revision to that proposal on her behalf as a co-filer.

Please call me at (413) 549-7333 with respect to any questions in connection with this matter.

Sincerely



Sanford Lewis





November 7, 2013

AT&T Corp  
Senior Vice President and Secretary  
208 S. Akard Street, Suite 3241  
Dallas, TX 75202

**RECEIVED**

**NOV 08 2013**

**CORPORATE  
SECRETARY'S OFFICE**

**RE: Shareholder Proposal**

Dear Secretary,

I hereby submit on behalf of our client, Sarah Nelson, the enclosed shareholder proposal for the 2014 shareholder meeting of AT&T Inc. Sarah has authorized and requested that I submit this proposal on her behalf as a co-filer, and out of honor and respect for the work of the Northern California ACLU.

As a cofiler, Sarah designates as lead filer, Thomas P. DiNapoli, Comptroller of the State of New York, who has filed this proposal on behalf of the New York State Common Retirement Fund, as my spokesperson for any dialogue regarding this proposal, and as having the authority to withdraw the proposal.

This proposal is submitted for inclusion in the 2014 proxy statement, in accordance with rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Harrington Investments submits this proposal on behalf of our client, who is the beneficial owner, per rule 14a-8, of more than \$2,000 worth of AT&T common stock acquired more than one year prior to today's date. Our client will remain invested in this position through the date of the company's 2014 annual meeting. I have enclosed a copy of Proof of Ownership from Charles Schwab & Company. We will send a representative to the stockholders' meeting to move the proposal as required by the Securities and Exchange Commission rules.

If you desire to discuss the substance of the proposal, please contact me at (707) 252-6166.

Thank you.

Sincerely,

John C. Harrington  
President

## Report on Government Requests for Consumer Information

Whereas,

Customer trust is critical for any business, but especially for major Internet and telecommunications companies that routinely gather massive amounts of personal data concerning and affecting the lives of hundreds of millions of people in the U.S. and around the world.

The Wall Street Journal has reported that AT&T has provided millions of U.S. customers' call records to the U.S. National Security Agency (NSA). "US Collects Vast Data Trove," June 7, 2013.

AT&T acknowledges in its corporate code of conduct that privacy is critical to the success of its business. Yet, the Company has not disclosed to customers and investors any information regarding the extent and nature of requests for customer data made on the Company by government agencies.

Controversy over U.S. government surveillance programs reportedly involving AT&T has spurred massive global press coverage, hearings in the U.S. Congress and the European legislature, and widespread calls for reform. Brazilian President Dilma Rousseff called the NSA surveillance program "a breach of international law." U.S. Senator Ron Wyden said, "I have to believe the civil liberties of millions of American have been violated."

Responding to growing public concern over these issues, major Internet companies such as Google, Microsoft, Twitter, LinkedIn, Facebook and Yahoo!, have published "Transparency Reports", disclosing information on government data requests. Google and Microsoft have also filed in court seeking authorization to disclose further information to the public concerning these requests. AT&T has not done so.

The Wall Street Journal has reported that AT&T's plans to expand its mobile network in Europe, including anticipated acquisitions, could face "unexpected hurdles" due to its co-operation with NSA consumer information requests. "NSA Fallout Hurts AT&T's Ambitions in Europe," October 30, 2013.

Transparency in this regard is essential if individuals and businesses are to make informed decisions regarding their personal data. Privacy is a fundamental tenet of democracy and free expression. While AT&T must comply with its legal obligations, failure to persuade customers of a genuine and long-term commitment to privacy rights could present AT&T with serious financial, legal and reputational risks.

**Resolved,** That the Company publish semi-annual reports, subject to existing laws and regulation, providing metrics and discussion regarding requests for customer information by U.S. and foreign governments, at reasonable cost and omitting proprietary information.

**Supporting Statement:** In preparing these reports, the Company may, at its discretion, omit information on routine requests provided under individualized warrants. The reports should be prepared with consideration of existing Transparency (or Law Enforcement Request) Reports published by the major internet companies, and where applicable, include such information as (1) how often AT&T has shared information with U.S. or foreign government entities; (2) what type of customer information was shared; (3) the number of customers affected; (4) type of government requests; and (5) discussion of efforts by the company to protect the privacy of customer data.

*charles* SCHWAB  
ADVISOR SERVICES

PO Box 52013, Phoenix, AZ 85072-2013

November 7, 2013

AT&T Corp  
Senior Vice President and Secretary  
208 S. Akard Street, Suite 3241  
Dallas, Texas 75202

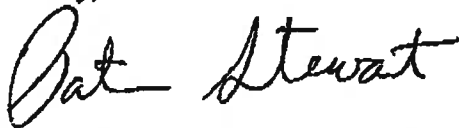
RE: Account XXXX-8584  
Sarah B. Nelson Living Trust

Dear Secretary:

This letter is to verify that Sarah B. Nelson has continuously held at least \$2000 in market value of AT&T stock for at least one year prior to November 7, 2013.

Should additional information be needed, please feel free to contact me directly at 877-393-1951 between the hours of 11:30am and 8:00pm EST.

Sincerely,



Patricia Stewart  
Advisor Services  
Charles Schwab & Co. Inc.

## **SANFORD J. LEWIS, ATTORNEY**

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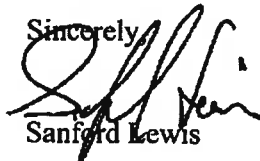
November 11, 2013

Ms. Ann E. Meuleman  
Senior Vice President and  
Secretary  
AT & T Corporation  
208 S. Akard Street, Suite 3241  
Dallas, Texas 75202

Dear Ms. Meuleman:

I am writing on behalf of the cofiler Sarah Nelson, who previously cofiled a shareholder proposal for the 2014 shareholder meeting of AT&T Inc. Sarah has authorized and requested that I submit the enclosed revision to that proposal on her behalf as a co-filer, and out of honor and respect for the work of the Northern California ACLU.

Please call me at (413) 549-7333 with respect to any questions in connection with this matter.

Sincerely,  
  
Sanford Lewis

November 8th, 2013

Natasha Lamb  
Director of Equity Research & Shareholder Engagement  
Arjuna Capital/Baldwin Brothers Inc.  
353 West Main Street  
Durham, NC 27701

Dear Ms. Lamb,

I hereby authorize Arjuna Capital/Baldwin Brothers Inc. to file a shareholder proposal on my behalf at AT&T regarding a Report on Government Requests for Customer Information.

I am the beneficial owner of more than \$2,000 worth of common stock in AT&T that I have held continuously for more than one year. I intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2014.

I specifically give Arjuna Capital/Baldwin Brothers Inc. full authority to deal, on my behalf, with any and all aspects of the aforementioned shareholder proposal. I understand that my name may appear on the corporation's proxy statement as the filer of the aforementioned proposal.

Sincerely,



---

Tamara Davis

c/o Arjuna Capital/Baldwin Brothers Inc.  
353 West Main Street  
Durham, NC 27701

*charles* SCHWAB  
ADVISOR SERVICES

1958 Summit Park Dr, Orlando, FL 32810

November 8<sup>th</sup>, 2013

Ann E. Meuleman  
Senior Vice President and Secretary of AT&T  
208 S. Akard Street, Suite 3241  
Dallas, Texas 75202

Dear Ms. Meuleman or WHOM IT MAY CONCERN:

Re: Tamra Davis / 2105-6424

This letter is to confirm that Charles Schwab & Co is the record holder for the beneficial owners of the account of above, which Arjuna Capital, the sustainable wealth management platform of Baldwin Brothers Inc. manages and which holds in the account 21056424, 125 shares of common stock in AT&T.\*

As of November 8th, Tamra Davis held, and has held continuously for at least one year, 125 shares of AT&T stock.

This letter serves as confirmation that the account holder listed above is the beneficial owner of the above referenced stock.

Sincerely,



\*DATE: insert the date that the stock position was received by the custodian  
07/06/2007



November 8<sup>th</sup>, 2013

Ann E. Meuleman  
Senior Vice President and Secretary of AT&T  
208 S. Akard Street, Suite 3241  
Dallas, Texas 75202

Dear Ms. Meuleman:

Arjuna Capital is the sustainable wealth management platform of Baldwin Brothers, Inc., an investment firm based in Marion, MA.

I am hereby authorized to notify you of our intention to co-file the enclosed shareholder resolution with AT&T on behalf of our clients Tamara Davis and John Silva and Shana Weiss. Arjuna Capital/Baldwin Brothers Inc. submits this shareholder proposal for inclusion in the 2014 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Tamara Davis and John Silva and Shana Weiss hold more than \$2,000 of AT&T common stock, acquired more than one year prior to today's date and held continuously for that time. Our clients will remain invested in this position continuously through the date of the 2014 annual meeting. Enclosed please find verification of the position and a letter from Tamara Davis and John Silva and Shana Weiss authorizing Arjuna Capital/Baldwin Brothers Inc. to undertake this filing on their behalf. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

We would welcome discussion with AT&T about the contents of our proposal.

Please direct any written communications to me at the address below or to [natasha@arjuna-capital.com](mailto:natasha@arjuna-capital.com). Please also confirm receipt of this letter via email.

Sincerely,

A handwritten signature in black ink, appearing to read 'Natasha Lamb', is written over a horizontal line.

Natasha Lamb  
Director of Equity Research & Shareholder Engagement  
Arjuna Capital/Baldwin Brothers Inc.  
204 Spring Street □ Marion, MA 02738

Cc: Randall L. Stephenson, Chairman and Chief Executive Officer

Enclosures



November 20 2013

Natasha Lamb  
Director of Equity Research & Shareholder Engagement  
Arjuna Capital  
353 West Main Street  
Durham, NC 27701

Dear Ms. Lamb,

I hereby authorize Arjuna Capital to file a shareholder proposal on my behalf at AT&T regarding a Report on Government Requests for Customer Information.

I am the beneficial owner of more than \$2,000 worth of common stock in AT&T that I have held continuously for more than one year. I intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2014.

I specifically give Arjuna Capital full authority to deal, on my behalf, with any and all aspects of the aforementioned shareholder proposal. I understand that my name may appear on the corporation's proxy statement as the filer of the aforementioned proposal.

Sincerely,

  
\_\_\_\_\_  
John Silva

\_\_\_\_\_  
Shana Weiss

c/o Arjuna Capital  
353 West Main Street  
Durham, NC 27701

November 8, 2013

Natasha Lamb  
Director of Equity Research & Shareholder Engagement  
Arjuna Capital  
353 West Main Street  
Durham, NC 27701

Dear Ms. Lamb,

I hereby authorize Arjuna Capital to file a shareholder proposal on my behalf at AT&T regarding a Report on Government Requests for Customer Information.

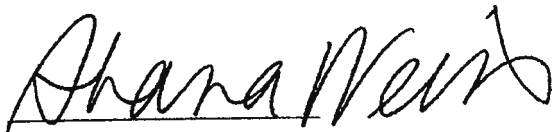
I am the beneficial owner of more than \$2,000 worth of common stock in AT&T that I have held continuously for more than one year. I intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2014.

I specifically give Arjuna Capital full authority to deal, on my behalf, with any and all aspects of the aforementioned shareholder proposal. I understand that my name may appear on the corporation's proxy statement as the filer of the aforementioned proposal.

Sincerely,

---

John Silva



Shana Weiss

c/o Arjuna Capital  
353 West Main Street  
Durham, NC 27701

*charles* SCHWAB  
ADVISOR SERVICES

1958 Summit Park Dr, Orlando, FL 32810

November 8<sup>th</sup>, 2013

Ann E. Meuleman  
Senior Vice President and Secretary of AT&T  
208 S. Akard Street, Suite 3241  
Dallas, Texas 75202

Dear Ms. Meuleman or WHOM IT MAY CONCERN:

Re: John Silva and Shana Weiss / 5157-2129

This letter is to confirm that Charles Schwab & Co. is the record holder for the beneficial owners of the account of above, which Arjuna Capital, the sustainable wealth management platform of Baldwin Brothers Inc. manages and which holds in the account 5157-2129, 150 shares of common stock in AT&T.\*

As of November 8th, John Silva and Shana Weiss held, and has held continuously for at least one year, 150 shares of AT&T stock.

This letter serves as confirmation that the account holder listed above is the beneficial owner of the above referenced stock.

Sincerely,



\*DATE: insert the date that the stock position was received by the custodian  
9/17/2007