

Edgar Filing: OLYMPIC STEEL INC - Form 8-K

OLYMPIC STEEL INC  
Form 8-K  
July 29, 2004

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

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) - July 29, 2004

Commission File Number 0-23320

OLYMPIC STEEL, INC.  
(Exact name of registrant as specified in its charter)

|   |  |
|---|--|
| Ohio  | 34-1245650                                 |
| -----   | -----                                      |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification Number) |
| 5096 Richmond Road, Bedford Heights, Ohio                         | 44146                                      |
| -----   | -----                                      |
| (Address of principal executive offices)                          | (Zip Code)                                 |

Registrant's telephone number, including area code (216) 292-3800

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

EXHIBIT NO.

99.1 Press release of the Company dated July 29, 2004.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

A copy of the press release issued by Olympic Steel, Inc. on Thursday, July 29, 2004, describing its results of operations for the quarter ended June 30, 2004, is attached hereto as Exhibit 99.1.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OLYMPIC STEEL, INC.

Date: July 29, 2004

By: /s/ RICHARD T. MARABITO

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 Richard T. Marabito  
 Chief Financial Officer  
 (Principal Accounting Officer)

EXHIBIT INDEX

| EXHIBIT<br>NUMBER<br>----- | DESCRIPTION<br>-----               |
|----------------------------|------------------------------------|
| 99.1                       | Press Release dated July 29, 2004. |

| OPTION/SAR GRANTS IN 2004 INDIVIDUAL GRANTS IN AT&T | NUMBER OF SECURITIES GRANTED(2) | % OF TOTAL UNDERLYING | OPTIONS/SARS GRANTED TO EXERCISE OR GRANT DATE | SARS EMPLOYEES IN BASE PRICE EXPIRATION   | PRESENT NAME(1)                   |
|---|---------------------------------|-----------------------|--|---|-----------------------------------|
| R PAYOUT (#) (#)(2) (#)                             | -----                           | -----                 | -----  | -----   | -----                             |
| 388,700 2004-2006                                   | 194,350                         | 388,700               | 583,050  | William J. Hannigan.....  | 257,450 2004-2006 128,725 257,450 |
| 386,175   | Thomas W. Horton.....           | 149,600               | 2004-2006 74,800                               | 149,600   | 224,400 Hossein Eslambolchi.....  |
| 97,300  | 2004-2006 48,650                | 97,300                | 145,950  | James W. Cicconi.....   | 77,800                            |
| 2004-2006 38,900                                    | 77,800                          | 116,700               | -----  | FOOTNOTES: (1) Includes the Chairman of the Board and Chief Executive Officer of AT&T and the four other most highly compensated individuals who were executive officers of AT&T at the end of 2004, as measured by salary and bonus. (2) In May 2004, the Performance Share Awards listed in the table were made. If they remain named executives on December 31, 2006, the payout value of these awards to Messrs. Dorman, Hannigan, Horton, Eslambolchi and Cicconi would be (i) 0.13% of AT&T's net cash provided by operating activities for each year in the performance period, divided by the total number of named executives receiving payouts for the period ending December 31, 2006, or (ii) a lesser amount, based on factors such as targets for AT&T's earnings, return to equity, cash flow, revenue or total shareholder return for the period. |                                   |

----- David W. Dorman..... 0 0% William J. Hannigan(3)... 730,000 100% 21,4050 01/05/2014 4,069,750  
 Thomas W. Horton..... 0 0% Hossein Eslambolchi..... 0 0% James W. Cicconi..... 0 0% -----

FOOTNOTES: (1) Includes the Chairman of the Board and Chief Executive Officer of AT&T and the four other most highly compensated individuals who were named executives of AT&T at the end of 2004, as measured by salary and bonus. (2) In 2004, AT&T did not grant new stock option awards. Long-term incentives in 2004 consisted of performance shares (see "-- Long-Term Incentive Plans -- Awards in 2004" above) and restricted stock units (see "-- Summary Compensation Table" above). (3) These options become exercisable to the extent of one-fourth of the grant on the first, second, third and fourth anniversaries of the grant date, respectively. (4) The Black-Scholes option pricing model was chosen to estimate the Grant Date Present Value of the options in this table. AT&T's use of this model should not be construed as an endorsement of its accuracy in valuing options. All stock option valuation models, including the Black-Scholes model, require a prediction about the future movement of the stock price. The following assumptions were made for purposes of calculating the Grant Date Present Value on the grants awarded on January 5, 2004: an option term of five years, volatility of 38%, dividend yield of 4.00% and interest rate of 3.35%. The actual value, if any, of the options in this table depends upon the actual performance of AT&T common stock during the applicable period.

**EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT AGREEMENTS**

David W. Dorman AT&T entered into an employment agreement with Mr. Dorman dated December 1, 2000, with a term of employment ending December 31, 2002. The agreement is subject to automatic annual renewals after that date unless either AT&T or Mr. Dorman provide written notice to terminate at least 60 days prior to each anniversary date. The agreement provided for compensation, incentive and relocation arrangements that have been paid to Mr. Dorman. Mr. Dorman's current compensation is set by the AT&T board of directors and is described in the section entitled "-- Summary Compensation Table" above. As part of his employment agreement, Mr. Dorman entered into a fully vested supplemental pension arrangement with AT&T. Pursuant to such arrangement and a 2003 amendment, Mr. Dorman will receive an annual benefit (as defined) commencing at his retirement based on a schedule that provides for a benefit equal to a percentage of his final three-year average total cash compensation. The benefit will be payable in stated reduced amounts for retirement prior to 2012. In the event of Mr. Dorman's involuntary termination following a Change in Control (as defined), the schedule of supplemental pension benefits will be accelerated by three years. Pension benefits payable under this arrangement will be offset by any pension paid to Mr. Dorman by AT&T or any prior employer. Mr. Dorman's agreement provides for certain entitlements in the event of his termination from AT&T under specified circumstances. In the event of Mr. Dorman's termination due to death or disability, Mr. Dorman, his beneficiaries, or estate will be entitled to disability benefits in accordance with a disability program then in effect for senior executives of AT&T, a prorated portion of his target annual incentive award for the year in which his death or disability occurs, the vesting and payout at target for each open long-term incentive program performance share cycle prorated for the amount of time worked in the applicable three-year cycle, financial counseling for one year, and payment of survivor benefits under his supplemental pension arrangement. Mr. Dorman's unvested equity awards vest, and stock options will be exercisable in accordance with the terms of the grants applicable to death or disability. In the event of a termination for cause, Mr. Dorman shall receive no further compensation from AT&T as of his termination date, and all stock options, performance shares, restricted shares, and restricted stock units, whether unvested or vested but not exercised, shall be cancelled. In the event of a voluntary resignation (as defined), Mr. Dorman will forfeit all unvested equity awards and long-term incentives with respect to uncompleted performance cycles. He will receive base salary through his date of termination and vested stock options shall remain exercisable for 90 days after termination or until the originally scheduled expiration date, if earlier. Mr. Dorman, to the extent not eligible for retiree medical benefits from AT&T, will be eligible for benefits under the then-applicable AT&T Separation Medical Plan offered to certain former senior managers under the terms and conditions of that plan and will be responsible for a portion of the annual premium for this coverage. In the event of an AT&T-initiated termination for other than cause or a Good Reason termination (as defined), Mr. Dorman will be provided base salary through the date of termination, a prorated annual incentive award at target for the year of termination, a severance payment equal to two times the annual base salary and target annual incentive award for the year of termination, payment of benefits under his supplemental pension arrangement based on the amount of the benefits accrued, accelerated vesting of all outstanding unvested restricted shares and restricted stock units, performance shares and stock units will continue to vest, and continuation of his Executive Life Insurance. Under the terms of the Senior Officer 126 Separation Plan under which Mr. Dorman is a covered executive, he will be provided the following: all outstanding unvested AT&T stock options

vest and, together with already vested options, will be exercisable for the remainder of the original term of each grant, financial counseling for two years, telephone reimbursement under the AT&T Toll Discount Program, transition counseling and, to the extent not eligible for retiree medical benefits from AT&T, will be eligible for coverage under the AT&T Separation Medical Plan offered to certain former senior managers under the terms and conditions of that plan. Mr. Dorman's agreement provides that, in the event of a Change in Control (as defined) of AT&T, severance payments to him shall be governed by the Change in Control provisions, applicable to senior executives named by the AT&T board of directors as participants in the Senior Officer Separation Plan. Mr. Dorman's agreement (in addition to a standing resolution of the AT&T board of directors) provides for his unlimited use of AT&T's aircraft for personal travel by him and his immediate family members that accompany him, and to the extent this results in imputed income, AT&T will provide him with a tax gross-up payment. William J. Hannigan AT&T entered into an employment agreement with Mr. Hannigan dated April 26, 2004, with a term of employment from December 2, 2003, through December 1, 2006, with automatic annual renewals thereafter. The agreement provided for his participation in employee benefit plans on the same terms as other senior executives, and for a base salary not less than \$925,000, a target annual bonus of 125% of base salary, a long-term incentive grant of 257,450 performance shares covering the 2004-2006 performance period and 110,350 restricted stock units vesting 50% after year two, 25% after years three and four. To address certain forfeitures experienced when Mr. Hannigan left his previous employer and to incent him to join us, the agreement provided for a hiring bonus and a Supplemental Executive Retirement Plan (SERP). Pursuant to the SERP, Mr. Hannigan will receive an annual benefit (as defined) commencing at his retirement based on a schedule that provides for a benefit equal to a percentage of his final three-year average total cash compensation. The benefit will be payable in stated reduced amounts for retirement prior to 2024. The SERP vests on December 2, 2008; prior to that date the SERP vests in the event of AT&T-initiated termination for other than Cause (as defined), death, disability termination for Good Reason (as defined), or if AT&T is subject to a Change in Control (as defined). For AT&T-initiated termination for other than Cause or termination for Good Reason within two years following a Change in Control, the schedule of supplemental pension benefits will be accelerated by three years. Pension benefits payable under this arrangement will be offset by any pension paid to Mr. Hannigan by AT&T or any prior employer. Mr. Hannigan also received cash, stock options and restricted stock units to replace benefits forfeited by leaving his prior employer. Mr. Hannigan's agreement provided for a special one-time payment associated with his transition and relocation to New Jersey, and a special temporary living allowance until his Texas home sold. Mr. Hannigan is entitled to use the corporate aircraft for business and personal use, pursuant to current authorizations. Mr. Hannigan is allowed to use a financial counselor of his choice for whom AT&T will pay fees, impute income and provide tax gross-ups within the limits of the AT&T Senior Management Financial Counseling Program. Mr. Hannigan's agreement provides in the event of his termination from AT&T at or before the end of its term, other than due to voluntary resignation or Cause (as defined in the Senior Officer Separation Plan), he will be entitled to his base salary through the date of termination, a prorated annual incentive award at target for the year of termination, and treatment under the employee benefit plans in accordance with the terms and conditions of such plans. In addition to the above entitlements, in the event of an AT&T-initiated termination or termination for Good Reason (as defined), Mr. Hannigan will be entitled to the benefits of the AT&T Senior Officer Separation Plan provisions (as defined), a vesting of the SERP and the January 5, 2004, grant of restricted stock units. In the event of Mr. Hannigan's termination resulting from death or disability, Mr. Hannigan, his beneficiaries, or estate will be entitled to disability benefits in accordance with a disability program then in 127 effect for senior executives of AT&T, his equity awards will be administered in accordance with the terms of each grant, and the SERP will vest. Thomas W. Horton AT&T entered into an employment agreement with Mr. Horton dated June 10, 2002, with a term of employment from June 13, 2002, through June 15, 2006, with automatic annual renewals thereafter. The agreement provided for his participation in employee benefit plans on the same terms as other senior executives, and for compensation, incentive and relocation arrangements that have been paid to Mr. Horton. Mr. Horton's compensation is set by the Compensation and Employee Benefits Committee and is described under the section entitled "-- Summary Compensation Table" above. Mr. Horton's agreement provides for certain entitlements in the event of his termination from AT&T under specified circumstances. In the event Mr. Horton is terminated at or before the end of the term of the agreement, Mr. Horton will be paid his base salary through the date of termination pursuant to his agreement, his equity awards will be treated in accordance with the terms of the grants, and he will be treated under the employee benefit plans in accordance with the terms and conditions of such plans. In the event of an AT&T-initiated termination

for other than cause or a Good Reason termination, Mr. Horton will be entitled to the benefits of the AT&T Senior Officer Separation Plan provisions (as defined). In the event of Mr. Horton's termination resulting from death or disability, Mr. Horton, his beneficiaries, or estate will be entitled to disability benefits in accordance with a disability program then in effect for senior executives of AT&T, his target annual incentive award for the year in which his death or disability resulted in his termination of employment (prorated for the total period of eligibility calculated as of his date of death or disability termination), and financial counseling for one year. AT&T entered into an agreement with Mr. Horton on July 29, 2003, that provides a special individual non-qualified pension arrangement pursuant to which Mr. Horton will receive an annual benefit (as defined) commencing at his retirement. The arrangement vests upon the earliest of January 1, 2008, death, disability, Good Reason termination, termination initiated by us (for other than cause), or Change in Control (as defined). Pension benefits payable under this arrangement will be offset by any pension paid by to Mr. Horton by AT&T or any prior employer. Hossein Eslambolchi AT&T entered into an employment/retention agreement with Mr. Eslambolchi on January 5, 2001, that provided for retention payments paid in 2001 and 2002. Mr. Eslambolchi is required to repay AT&T if he voluntarily resigns other than for Good Reason or is terminated for cause (each as defined) prior to January 8, 2006. On July 24, 2003, AT&T entered into a special incentive agreement with Mr. Eslambolchi pursuant to which Mr. Eslambolchi received two special incentive awards, each in the amount of \$600,000, based on the attainment of performance metrics for the years 2003 and 2004. The payments were made in January 2004 and January 2005. James W. Cicconi AT&T entered into an employment agreement with Mr. Cicconi dated July 29, 1998. The agreement provided for his participation in employee benefit plans on the same terms as other senior executives, and for compensation and incentive arrangements that have been paid to Mr. Cicconi. Mr. Cicconi's compensation is set by the Compensation and Employee Benefits Committee and is described in the section entitled "-- Summary Compensation Table" above.

**SENIOR OFFICER SEPARATION PLAN**

In 1997, AT&T adopted the Senior Officer Severance Plan, since renamed the Senior Officer Separation Plan, or Separation Plan, for Senior Officers named by the AT&T board of directors as participants. Under the Separation Plan, if covered executives (i) are terminated by us for other than cause (as defined in the 128 Separation Plan) or (ii) self-initiate termination for Good Reason (as defined in the Separation Plan), they will be provided a severance payment equivalent to two times the sum of their base salary plus target annual incentive in effect at termination. The severance amount payable may be deferred for five years with up to five annual payments thereafter. Deferred amounts will be credited with interest based on the interest rate formula in effect for the Senior Management Incentive Award Deferral Plan on the Separation Plan effective date, October 9, 1997. In addition, covered executives who terminate under the terms of the Separation Plan will be entitled to certain other post-termination benefits that are generally made available from time to time to retired executive officers and senior managers. The Separation Plan was amended and restated as of January 1, 2003, to provide enhanced severance payments in the event of a Change in Control, as approved by the AT&T board of directors in October 2000, and to provide protection in the form of a gross-up in the event payments are subject to excise tax under Sections 280G and 4999 of the Internal Revenue Code. In the event of a Change in Control, as such term is currently defined in the 2004 Plan, the severance payment provided to a covered executive terminated within two years following such Change in Control will be the sum of three times base salary plus three times target annual incentive. Messrs. Dorman, Hannigan, Horton, Eslambolchi and Cicconi are all covered executives under the Separation Plan.

**PENSION PLANS**

AT&T maintains the AT&T Management Pension Plan, a non-contributory pension plan that covers all management employees, including the named executives listed in the "-- Summary Compensation Table" above. The normal retirement age under this plan is 65; however, retirement before age 65 can be elected under certain conditions. The AT&T Management Pension Plan was amended in 1997 to update the adjusted career average pay formula for computing pensions. Effective August 1, 1997, the adjusted career average pay formula was 1.6% of the average annual pay for the three years ending December 31, 1996, times the lesser of (a) 105% of the number of years of service prior to January 1, 1997, or (b) the number of years of service prior to January 1, 1997, plus one. Only the base salary was taken into account in the formula used to compute pension amounts for the named executives and other officers under the adjusted career average pay formula. No service or compensation after December 31, 1996, was used to calculate an employee's normal retirement benefit under the adjusted career average pay formula. Effective January 1, 1998, the AT&T Management Pension Plan was further amended to convert the plan to a cash balance design. Under the new design, a hypothetical cash balance account was established for each participant for record-keeping purposes. Each year a participant's cash balance account is credited with (a) a pay credit based on the participant's age and eligible pay for

that year and (b) an interest credit based on the participant's account balance as of the end of the prior year. Effective January 1, 1998, an eligible participant's cash balance account received an initial credit based on a conversion benefit equal to the participant's normal retirement benefit under the adjusted career average pay formula described above multiplied by a conversion factor based on the participant's age as of December 31, 1996. The initial pay credit was made as of January 1, 1998, based on the participant's eligible pay for 1997, and the initial interest credit was made as of January 1, 1998, based on the conversion benefit. Only base salary is considered eligible pay under the cash balance design for the named executives and other officers. Interest credits are calculated at the effective annual rate of 7% for calendar years 1997, 1998, 1999 and 2000; 5.5% for calendar years 2001 and 2002; and 4% thereafter. Under the cash balance design, a participant's benefit is determined by projecting interest credits to his or her cash balance account to age 65, converting the projected cash balance account to an annuity, and reducing that annuity for early commencement. A participant's benefit under the plan after conversion to the cash balance design will be no less than the benefit calculated under the career average pay formula as adjusted in 1997. Federal laws place limitations on pensions that may be paid from the pension trust related to the AT&T Management Pension Plan. Pension amounts based on the AT&T Management Pension Plan formula that exceed the applicable limitations will be recorded as an operating expense. 129 AT&T also maintains the AT&T Non-Qualified Pension Plan. Under the plan, annual pensions for Messrs. Cicconi, Dorman, Eslambolchi, Hannigan and Horton and other officers are computed based on actual annual bonus awards under AT&T's Short-Term Incentive Plan. Pension benefits under this plan will commence at the same time as benefits under the AT&T Management Pension Plan. The annual pension amounts payable under this plan are equal to no less than the greater of the amounts computed under the Basic Formula or Alternate Formula that were amended in 1997 and are described below. Basic Formula For the three-year period ending December 31, 1996, 1.6% of the average of the actual annual bonus awards times the lesser of (a) 105% of the number of years of service prior to January 1, 1997, or (b) the number of years of service prior to January 1, 1997, plus one. Alternate Formula The excess of (a) 1.7% of the adjusted career average pay over (b) 0.8% of the covered compensation base times the lesser of (i) 105% of the number of years of service prior to January 1, 1997, or (ii) the number of years of service prior to January 1, 1997, plus one, minus the benefit calculated under the AT&T Management Pension Plan formula (without regard to limitations imposed by the Internal Revenue Code). For purposes of this formula, adjusted career average pay is the average annual compensation for the three-year period ending December 31, 1996, without regard to the limitations imposed by the Internal Revenue Code. The covered compensation base used in this formula is the average of the maximum wage amount for which an employee was liable for Social Security Tax for each year beginning with 1961 and ending with 1996. In 1996, the covered compensation base was \$27,600. No service or compensation after December 31, 1996, is used to calculate an employee's normal retirement benefit under the Basic Formula or Alternate Formula. Effective January 1, 1998, the AT&T Non-Qualified Pension Plan was further amended to convert the plan to a cash balance pension design. Under the new design, a hypothetical cash balance account is established for each participant for record-keeping purposes. Each year a participant's cash balance account is credited with (a) an award credit based on the participant's age and short-term award paid in that year and (b) an interest credit based on the participant's account balance as of the end of the prior year. Effective January 1, 1998, an eligible participant's cash balance account received an initial credit based on a conversion benefit equal to the participant's normal retirement benefit under the Basic Formula described above multiplied by a conversion factor based on the participant's age as of December 31, 1996. The initial award credit was made as of January 1, 1998, based on the participant's short-term award paid in 1997, and the initial interest credit was made as of January 1, 1998, based on the conversion benefit. Interest credits are calculated at the effective annual rate of 7% for calendar years 1997, 1998, 1999 and 2000; 5.5% for 2001 and 2002; and 4% thereafter. Under the cash balance design, a participant's benefit is determined by projecting interest credits to his or her cash balance account to age 65, converting the projected cash balance account to an annuity, and reducing that annuity for early commencement in the same manner as under the AT&T Management Pension Plan. Officers and certain other management employees who were hired at age 35 or over prior to January 1, 1997, are covered by a supplemental AT&T Mid-Career Pension Plan. For qualified managers retiring with at least five years at a senior level, the plan provides additional credits at approximately one-half the rate in the AT&T Management Pension Plan. The number of credits is equal to the lesser of (i) actual years of net credited service at retirement or (ii) the employee's age at the time of hire minus 30. Benefits under the Mid Career Pension Plan were frozen as of December 31, 1996. In addition, the AT&T Mid-Career Pension Plan was amended to provide that liability with respect to officers actively employed

on January 1, 1998 be transferred to the AT&T Non-Qualified Pension Plan and converted to cash balance as described above. Pension amounts under the AT&T Management Pension Plan formula, the AT&T Non-Qualified Pension Plan or the AT&T Mid-Career Pension Plan are not subject to reductions for Social Security Benefits or other offset amounts. If Messrs. Cicconi, Dorman, Eslambolchi, Hannigan and Horton continue in the 130 positions as previously stated and retire at the normal retirement age of 65, the estimated annual pension amount payable under the AT&T Management Pension Plan formula and the AT&T Non-Qualified Pension Plan would be \$678,200, \$1,946,300, \$1,062,900, \$1,712,900 and \$1,479,800, respectively. Amounts shown are straight life annuity amounts not reduced by a joint and survivorship provision that is available to these officers. In 1997, AT&T began purchasing annuity contracts to satisfy the AT&T unfunded obligations to retired officers under the AT&T Non-Qualified Pension Plan. In the event AT&T purchases an annuity contract for any of the named executives, the pension payments for such officer would vary from those set forth above. In such instance there would be a tax gross-up payment to the officer, and annuity benefits paid by the annuity provider would be reduced to offset the tax gross-up payment. The after-tax pension benefit would be the same as the after-tax benefit the participant would otherwise have received under the AT&T Non-Qualified Pension Plan. Receipt of the annuity is contingent on the signing of a two-year non-competition agreement that, should competitive activity occur within the two-year period, gives us the right to seek injunctive relief and to recapture any amounts already paid out under the annuity contract. As part of his employment agreement described above, AT&T entered into a supplemental pension arrangement with Mr. Dorman in 2000 which was amended in 2003. The pension arrangement provides an annual benefit equal to 31.1% of his final three-year average total cash compensation for a 2004 retirement, up to a benefit equal to 60% of such compensation for a retirement in 2012 or later, offset by other pension benefits paid by AT&T or prior employers. Pursuant to Mr. Dorman's arrangement, if he continues in his position as previously stated and retires at the normal retirement age of 65, the estimated annual pension amount payable under the agreement that supplements the annual pension amount payable under the AT&T Management Pension Plan and the AT&T Non-Qualified Pension Plan, but prior to offsets, if any, due to pension benefits payable by former employers, would be \$1,779,700. AT&T entered into a supplemental pension arrangement with Mr. Hannigan in 2004. The pension arrangement provides an annual benefit equal to 10% of his final three-year average total cash compensation for a 2004 retirement, up to a benefit equal to 50% of such compensation for a retirement in 2024 or later, offset by other pension benefits paid by AT&T or prior employers. Pursuant to Mr. Hannigan's arrangement, if he continues in his position as previously stated and retires at the normal retirement age of 65, the estimated annual pension amount payable under the agreement that supplements the annual pension amount payable under the AT&T Management Pension Plan and the AT&T Non-Qualified Pension Plan, but prior to offsets, if any, due to pension benefits payable by former employers, would be \$783,400. AT&T entered into a supplemental pension arrangement with Mr. Horton in 2003. The pension arrangement provides an annual benefit equal to 6% of his final three-year average total cash compensation for a 2004 retirement, up to a benefit equal to 50% of such compensation for a retirement in 2026 or later, offset by other pension benefits paid by AT&T or prior employers. Pursuant to Mr. Horton's arrangement, if he continues in his position as previously stated and retires at the normal retirement age of 65, the estimated annual pension amount payable under the agreement that supplements the annual pension amount payable under the AT&T Management Pension Plan and the AT&T Non-Qualified Pension Plan, but prior to offsets, if any, due to pension benefits payable by former employers, would be \$513,900.

**COMPENSATION OF DIRECTORS** In 2004, independent non-employee directors received an annual retainer of \$70,000. The chairperson of the Audit Committee received an additional annual retainer of \$25,000. The chairpersons of the Compensation and Employee Benefits Committee and the Governance and Nominating Committee each received an additional annual retainer of \$10,000. No fees are paid for attendance at regularly scheduled board and committee meetings. Directors received a fee of \$1,500 for each special board or committee meeting attended. Each director had the option of either deferring his or her annual retainer, chair fees and special meeting fees (pursuant to the Deferred Compensation Plan for Non-Employee Directors) or receiving their fees as cash payments. Under the Deferred Compensation Plan for Non-Employee Directors, directors may elect to defer the receipt of all or part of their cash retainer and other compensation into the AT&T common stock portion 131 or the cash portion of the deferred compensation account. The AT&T common stock portion (the value of which is measured from time to time by the market value of AT&T common stock) is credited quarterly with a number of deferred shares of AT&T common stock equivalent in market value to the amount of the quarterly dividend on the shares also then credited in the accounts. The cash portion of the deferred compensation account earns interest, compounded quarterly, at an

annual rate equal to the average interest rate for 10-year United States Treasury Notes for the previous quarter, plus 5%, for amounts deferred prior to January 1, 2001, and plus 2% for amounts deferred on or after January 1, 2001. The American Jobs Creation Act of 2004 has imposed new restrictions on deferred compensation plans including the Deferred Compensation Plan for Non-Employee Directors. Each independent non-employee director received an additional award of AT&T restricted stock units equal in value to \$100,000 on the date of the grant, May 27, 2004. These awards are in addition to the already existing awards of AT&T restricted stock units equal in value to \$100,000 on the date of grant: February 23, 2004, for Mr. Henkel; July 16, 2003, for Mr. Aldinger; and June 11, 2003, for all other non-employee directors. The awards granted on May 27, 2004, vest 50% on the second anniversary of the grant date and 25% on each of the third and fourth anniversaries of the grant date. The earlier awards vest upon a director's retirement from the AT&T board of directors. The restricted stock units awarded to non-employee directors pay dividend equivalents quarterly in cash. AT&T also provides independent non-employee directors with travel accident insurance when on AT&T's business and complimentary telecommunications services. An independent non-employee director may also enroll in a Directors' Universal Life Insurance Program sponsored by AT&T at no cost to the independent non-employee director. The life insurance benefit under the Directors' Universal Life Insurance Program will continue after the independent non-employee director's retirement from the AT&T board of directors. The total premiums during 2004 for these policies were \$500 for travel accident insurance and \$33,090 for group life insurance. The value of telecommunications services received, or for which reimbursement was provided, together with amounts necessary to offset the directors' applicable tax liabilities resulting from such services and benefits, computed at maximum marginal rates, averaged \$5,447 per non-employee director in 2004.

132 ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREOWNER MATTERS STOCK OWNERSHIP OF AT&T MANAGEMENT AND DIRECTORS The following table sets forth information concerning the beneficial ownership of AT&T common stock, as of March 1, 2005, for (a) each current director elected to the AT&T board of directors in 2004 and each nominee for election as a director in 2005; (b) each of the executives named in the Summary Compensation Table (the named executives) not listed as a director; and (c) directors and executive officers as a group. No director or executive officer owns any AT&T preferred shares. Except as otherwise noted, the nominee or family members had sole voting and investment power with respect to such securities.

| NUMBER OF SHARES  | OTHER COMMON   |
|---|--|
| PERCENT NAME BENEFICIALLY OWNED(1)  | STOCK EQUIVALENTS(2) TOTAL OF CLASS  |
| ----- (A) ---   |  |
| William F. Aldinger.....  | 3,000 11,926 14,926 * Kenneth T. Derr..... 3,835(3) 30,776 34,611 * David W. Dorman..... 1,752,318(4) 462,700 2,215,018 * M. Kathryn Eickhoff-Smith.... 4,245(5) 21,168 25,413 * Herbert L. Henkel..... 0 16,558 16,558 * Frank C. Herringer..... 17,936(6) 18,970 36,906 * Shirley Ann Jackson..... 2,511(7) 20,571 23,082 * Jon C. Madonna..... 3,901(8) 12,823 16,724 * Donald F. McHenry..... 3,726(9) 26,528 30,254 * Tony L. White..... 3,901(10) 17,882 21,783 * NUMBER OF SHARES |
| ----- OTHER COMMON  |  |
| PERCENT NAME BENEFICIALLY OWNED(1) STOCK EQUIVALENTS(2) TOTAL OF CLASS  |  |
| ----- (B) ---   |  |
| James W. Cicconi.....   | 615,663(11) 112,800 728,463 * Hossein Eslambolchi..... 502,731(12) 211,400 714,131 * William J. Hannigan..... 218,002(13) 299,950 517,952 * Thomas W. Horton..... 399,576(14) 187,900 587,476 * OTHER COMMON   |
| PERCENT NAME BENEFICIALLY OWNED(1) STOCK EQUIVALENTS(2) TOTAL OF CLASS  |  |
| ----- (C) ---   |  |
| Directors and Executive Officers as a group (19 persons)..... 4,500,619(15) 1,730,762(16) 6,231,381 * ----- * Less than one percent |  |

FOOTNOTES: (1) As of March 1, 2005, no individual director or nominee for director or named executive beneficially owned 1% or more of AT&T's outstanding common shares, nor did the directors and executive officers as a group. (2) Includes share units held in deferred compensation accounts that do not constitute beneficially owned securities and restricted stock units. The number of restricted stock units owned by each non-employee director is as follows: William F. Aldinger..... 11,221 restricted stock units Kenneth T. Derr..... 11,077 restricted stock units M. Kathryn Eickhoff-Smith..... 11,077 restricted stock units Herbert L. Henkel..... 11,088 restricted stock units Frank C. Herringer..... 11,077 restricted stock units Shirley Ann Jackson..... 11,077 restricted stock units Jon C. Madonna..... 11,077 restricted stock units Donald F. McHenry..... 11,077 restricted stock units Tony L. White..... 11,077 restricted stock units The number of restricted



stock units owned by Mr. Dorman and each of AT&T's other named executives as of March 1, 2005, is the number set forth in the column "Other Common Stock Equivalents." (3) Includes beneficial ownership of 2,745 shares that may be acquired within 60 days pursuant to stock options awarded under a non-employee director incentive compensation plan. (4) Includes beneficial ownership of 1,521,007 shares that may be acquired within 60 days pursuant to stock options awarded under employee incentive compensation plans. (5) Includes 1,000 shares held in an IRA account and 100 shares held in a Keogh account. Also includes 200 shares held by a trust, as to which Ms. Eickhoff-Smith has disclaimed beneficial ownership. In addition, includes beneficial ownership of 2,745 shares that may be acquired within 60 days pursuant to stock options awarded under a non-employee director incentive compensation plan. (6) Includes 10,000 shares held by trusts, 4,000 shares held in an IRA account, 1,000 shares held in a Keogh account for his spouse, 200 shares held by trusts for each of his two daughters, 100 shares held by a trust for his niece, and five shares held by a trust for his spouse. Also includes 30 shares held in a custodial account as to which Mr. Heringer has disclaimed beneficial ownership. In addition, includes beneficial ownership of 2,401 shares that may be acquired within 60 days pursuant to stock options awarded under a non-employee director incentive compensation plan. (7) Includes 78 shares owned by Dr. Jackson's spouse. Dr. Jackson has disclaimed beneficial ownership of these shares. Also includes beneficial ownership of 2,433 shares that may be acquired within 60 days pursuant to stock options awarded under a non-employee director incentive compensation plan. (8) Includes beneficial ownership of 1,501 shares that may be acquired within 60 days pursuant to stock options awarded under a non-employee director incentive compensation plan. (9) Includes 381 shares held in a Keogh account. In addition, includes beneficial ownership of 2,745 shares that may be acquired within 60 days pursuant to stock options awarded under a non-employee director incentive compensation plan. (10) Includes beneficial ownership of 2,401 shares that may be acquired within 60 days pursuant to stock options awarded under a non-employee director incentive compensation plan. (11) Includes beneficial ownership of 581,624 shares that may be acquired within 60 days pursuant to stock options awarded under employee incentive compensation plans. (12) Includes 0.6 shares held in a 401(k) account. Also includes beneficial ownership of 497,168 shares that may be acquired within 60 days pursuant to stock options awarded under employee incentive compensation plans. (13) Includes 150 shares held in an IRA account, 100.7394 shares held by a trust for his son, and 100 shares held by a trust for his daughter. In addition, includes beneficial ownership of 182,500 shares that may be acquired within 60 days pursuant to options awarded under employee incentive compensation plans. (14) Includes beneficial ownership of 389,557 shares that may be acquired within 60 days pursuant to stock options awarded under employee incentive compensation plans. (15) Includes beneficial ownership of 4,108,901 shares that may be acquired within 60 days pursuant to stock options awarded under employee and non-employee director incentive compensation plans. (16) Includes 1,546,310 restricted stock units and 84,605 share units held in deferred compensation accounts.

**BENEFICIAL OWNERSHIP OF MORE THAN 5% OF AT&T COMMON STOCK** The following table sets forth information as to the beneficial ownership of AT&T common stock by each person or group known by AT&T, based on filings pursuant to Section 13(d) or (g) under the Exchange Act, to own beneficially more than 5% of the outstanding shares of AT&T common stock as of December 31, 2004.

| NUMBER OF SHARES | PERCENT OF COMMON STOCK | NAME AND ADDRESS OF BENEFICIAL OWNER    | SHARES CLASS |
|------------------|-------------------------|---|--------------|
| 111,633,100      | 14.0%                   | Capital Research and Management Company | (1)          |
| 103,261,885      | 13.0%                   | Dodge & Cox                             | (2)          |

Capital Research and Management Company.....  
 111,633,100(1) 14.0% 333 South Hope Street Los Angeles, CA 90071 Dodge & Cox.....  
 103,261,885(2) 13.0% 555 California Street 40th Floor San Francisco, CA 94104 -----

**FOOTNOTES:** (1) Based on a Schedule 13G/A filed on February 11, 2005, by Capital Research and Management Company, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, Capital Research is deemed to be the beneficial owner, as a result of acting as investment advisor to various companies, and has sole dispositive power with respect to 111,633,100 shares or approximately 14.0% of AT&T's outstanding shares of common stock. (2) Based on a Schedule 13G/A filed February 10, 2005, Dodge & Cox beneficially owned these shares on behalf of clients that may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients. Dodge & Cox has sole voting power for 96,589,398 shares, shared voting power for 1,641,180 shares, sole dispositive power for 103,261,885 shares and no shared dispositive power for any of the shares.

**EQUITY COMPENSATION PLAN INFORMATION** The following table summarizes information as of December 31, 2004, relating to equity compensation plans. (A) (B) (C) NUMBER OF SECURITIES REMAINING AVAILABLE FOR NUMBER OF SECURITIES TO BE WEIGHTED-AVERAGE FUTURE ISSUANCE UNDER ISSUED UPON EXERCISE OF EXERCISE PRICE OF EQUITY

COMPENSATION PLANS OUTSTANDING OPTIONS, OUTSTANDING OPTIONS, (EXCLUDING SECURITIES PLAN CATEGORY WARRANTS AND RIGHTS)(2) WARRANTS AND RIGHTS(2) REFLECTED IN COLUMN(A))(2) ----- SHARES IN

THOUSANDS Equity compensation plans approved by shareholders..... 108,308 \$36.0501 30,758 Equity compensation plans not approved by shareholders(1).... 0 \$ 0 0 Total..... 108,308 \$36.0501 30,758 135

----- FOOTNOTES: (1) With respect to equity compensation plans that AT&T has assumed in connection with mergers, acquisitions or consolidations, the aggregate number of shares of AT&T common stock to be issued upon exercise of outstanding options, warrants and rights outstanding under such plans on December 31, 2004, was 4,072,538 shares and the weighted average exercise price of such outstanding options, warrants and rights was \$39.1219. These shares were granted under plans administered by companies acquired by AT&T and upon acquisition no longer provided shares for future grants. Each of these acquired plans was approved by shareholders of companies acquired by AT&T except for the US WEST Media Group 1997 Stock Option Plan and the MediaOne Group 1999 Supplemental Stock Plan. (2) AT&T's 1997 Long Term Incentive Program (as amended, the 1997 LTIP) originally provided for the issuance of 150 million shares of AT&T common stock. In 1999 the 1997 LTIP was amended to provide for an annual increase in the number of shares available for awards under the 1997 LTIP equal to 1.75% of the number of shares of AT&T common stock outstanding on the first day of each year commencing January 1, 2000. Pursuant to this provision, an additional 61,992,101 shares of AT&T common stock became available for awards on January 1, 2002; 13,703,158 became available for awards on January 1, 2003; and 13,858,443 became available for awards on January 1, 2004. The 1997 LTIP limited the number of shares to be awarded other than stock options or stock appreciation rights. The 1997 LTIP expired on May 31, 2004, and no longer provides shares for future grants. AT&T's 2004 Long Term Incentive Program was approved by shareholders for use beginning May 27, 2004, providing for the issuance of 36 million shares of AT&T common stock. As of December 31, 2004, 30.8 million shares remain available for future awards. ITEM 13. CERTAIN RELATIONSHIPS AND RELATED

TRANSACTIONS CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS INDEBTEDNESS OF MANAGEMENT There was no outstanding indebtedness to AT&T from any of its directors or executive officers during 2004. OTHER ARRANGEMENTS AT&T does not consider the following arrangement to constitute indebtedness but AT&T is disclosing it because it entails a potential contingent obligation by an executive officer of AT&T to repay a compensation amount to AT&T. Mr. Eslambolchi received Special Retention Payments on January 10, 2001, and January 11, 2002, totaling \$3,835,473.53 pursuant to the terms of his employment agreement (see page 128). If, prior to the fifth anniversary of Mr. Eslambolchi's employment agreement (January 8, 2006), he voluntarily resigns his employment with us, other than for Good Reason (as defined), or is terminated for cause (as defined), Mr. Eslambolchi will be required to repay to AT&T the entire Special Retention Payment of \$3,835,473.53 within 90 days of such termination of employment. 136 ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES AT&T'S INDEPENDENT PUBLIC ACCOUNTANTS PRINCIPAL AUDITOR FEES AND SERVICES (\$ IN 000'S)

|   |          |                    |       |       |            |          |
|---|----------|--------------------|-------|-------|------------|----------|
| Aggregate fees for professional services rendered for AT&T by PricewaterhouseCoopers LLP for the years ended December 31, 2004, and 2003, were: | 2004     | 2003               | ----- | ----- | AUDIT..... | \$16,616 |
|   | \$12,737 | AUDIT RELATED..... | 1,886 | 2,732 | TAX.....   | 8,657    |
|   | 13,855   | ALL OTHER.....     | 0     | 374   | -----      | -----    |
|   | \$27,159 | \$29,698           | ===== | ===== | TOTAL..... |          |

The Audit fees for the years ended December 31, 2004 and 2003 were for professional services rendered for the audits of the consolidated financial statements of AT&T, statutory audits, issuance of comfort letters and consents. In 2004, audit fees also include fees for professional services rendered for the audits of management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting. The Audit Related fees for the years ended December 31, 2004 and 2003 were for professional services rendered for Section 404 of the Sarbanes Oxley Act of 2002 readiness assistance and audits of employee benefit plans. In 2004, audit related fees also include fees for SAS 70 attestations and a carve-out audit. Additional fees of \$850 and \$909 were paid in 2004 and 2003, respectively, directly by the respective plan trusts for employee benefit plan audits and related services. Tax fees for the years ended December 31, 2004 and 2003 relate to tax compliance, including assistance with matters relating to US, state, local and foreign income and non-income tax returns, tax audits, assistance with claims for refunds, tax services performed for executives and expatriates in various countries, and tax advice related to transfer pricing and restructuring of international operations. All Other fees in 2003 were primarily for services rendered for management advisory

services. The de minimis exception (described under "Preapproval Policies and Procedures" below) was not used for any fees paid to PricewaterhouseCoopers LLP. The Audit Committee has considered whether the provision of the above services other than audit services is compatible with maintaining PricewaterhouseCoopers LLP's independence. All audit fees, audit related fees, tax fees and all other fees were preapproved by the Audit Committee. The percentage of hours expended on PricewaterhouseCoopers LLP's engagement to audit AT&T's financial statements that were performed by other than PricewaterhouseCoopers LLP's full-time, permanent employees did not exceed 50%.

**PREAPPROVAL POLICIES AND PROCEDURES** All audit and non-audit services provided by PricewaterhouseCoopers LLP must be preapproved by the Audit Committee. The non-audit services specified in Section 10A(g) of the Exchange Act may not be provided by PricewaterhouseCoopers LLP. The approval of all audit and non-audit services will take place at the last Audit Committee meeting each year for the subsequent fiscal year estimated services. During the course of the fiscal year, any requests for unforeseen or additional audit or non-audit services to be provided by PricewaterhouseCoopers LLP must be 137 preapproved by the Audit Committee, except for those qualifying for the de minimis exception which provides that the preapproval requirement for certain non-audit services may be waived if: (i) the aggregate amount of such non-audit services provided to AT&T constitutes not more than 5% of the total fees paid by AT&T to PricewaterhouseCoopers LLP in the fiscal year such non-audit services are provided; (ii) such services were not recognized by AT&T as non-audit services at the time they were provided; and (iii) such services are promptly brought to the attention of the Audit Committee. The Audit Committee may delegate to the Chairman of the Audit Committee the authority to grant preapprovals. In such event, the decisions of the Chairman regarding preapprovals will be presented to the full Audit Committee at its next meeting. In order to be presented to the Chairman of the Audit Committee or the full Audit Committee for approval, all unforeseen or additional proposed services must first be approved by the Controller/Chief Accounting Officer (if for a corporate department) or Business Unit Chief Financial Officer, and by the AT&T Chief Financial Officer. PricewaterhouseCoopers LLP will provide a revised estimate for the year, by project, of audit and non-audit services to the Financial Vice President - Internal Audit prior to each regularly scheduled Audit Committee meeting. PricewaterhouseCoopers LLP will review its revised services estimate at each Audit Committee meeting. The Audit Committee will periodically review such estimate with the full AT&T board of directors. Audit Committee approval of audit and non-audit services to be performed by PricewaterhouseCoopers LLP shall be disclosed to investors in periodic reports required by the SEC.

**138 PART IV ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULE, AND REPORTS ON FORM 8-K** (a) Documents filed as a part of the report: (1) The following consolidated financial statements are included in Part II, Item 8 of Form 10-K for 2004 filed March 10, 2005: PAGES ---- Report of Independent Registered Public Accounting Firm..... 58 Statements: Consolidated Statements of Operations..... 60 Consolidated Balance Sheets..... 61 Consolidated Statements of Changes in Shareowners' Equity..... 62 Consolidated Statements of Cash Flows..... 63 Notes to Consolidated Financial Statements..... 64 (2) Financial Statement Schedule: Schedule filed on March 10, 2005 with Form 10-K for 2004: II -- Valuation and Qualifying Accounts..... 123 All other schedules are omitted because they are not applicable, not required or the required information is included in the consolidated financial statements or notes thereto. (3) Exhibits: Exhibits identified in parentheses below as on file with the Securities and Exchange Commission ("SEC") are incorporated herein by reference as exhibits hereto. (2) Agreement and Plan of Merger among AT&T Corp., SBC Communications Inc. and Tau Merger Sub Corporation dated as of January 30, 2005 (schedules omitted) (incorporated by reference to Form 8-K filed February 2, 2005, File No. 1-1105). (3)a Restated Certificate of Incorporation of the registrant filed July 17, 2003 (incorporated by reference to Form 10-Q for second quarter 2003, File No. 1-1105). (3)b By-Laws of the registrant, as amended March 20, 2003 (incorporated by reference to Form 10-K for 2002, File No. 1-1105). (4) No instrument which defines the rights of holders of long term debt, of the registrant and all of its consolidated subsidiaries, is filed herewith pursuant to Regulation S-K, Item 601(b)(4)(iii)(A), except for the instruments referred to in 4(i)(1) and 4(i)(2) below. Pursuant to this regulation, the registrant hereby agrees to furnish a copy of any such instrument not filed herewith to the SEC upon request. 4(i)(1) Indenture between American Telephone and Telegraph Company and The Bank of New York, as trustee, dated as of September 7, 1990 (incorporated by reference to Exhibit 4A to Form SE filed September 10, 1990, file no. 33-36756), as supplemented by First Supplemental Indenture dated October 30, 1992 (incorporated by reference to Exhibit 4.AA to Current Report on Form 8-K filed December 1, 1992) and by Second Supplemental Indenture dated November 14, 2002 (incorporated by reference to Exhibit 4.10 to Amendment No. 1 to Form S-4 filed

September 26, 2002, file no. 333-97953). 4(i)(2) Indenture between AT&T Corp. and The Bank of New York, as trustee, dated as of November 1, 2001 (incorporated by reference to Exhibit 4 to Form S-4 filed May 12, 2002, file no. 333-87960). 139 (10)(i)1 Separation and Distribution Agreement by and among AT&T Corp., Lucent Technologies Inc. and NCR Corporation, dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)1 to Form 10-K for 1996, File No. 1-1105). (10)(i)2 Distribution Agreement, dated as of November 20, 1996, by and between AT&T Corp. and NCR Corporation (incorporated by reference to Exhibit (10)(i)2 to Form 10-K for 1996, File No. 1-1105). (10)(i)3 Tax Sharing Agreement by and among AT&T Corp., Lucent Technologies Inc. and NCR Corporation, dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)3 to Form 10-K for 1996, File No. 1-1105). (10)(i)4 Employee Benefits Agreement by and between AT&T Corp. and Lucent Technologies Inc., dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)4 to Form 10-K for 1996, File No. 1-1105). (10)(i)5 Employee Benefits Agreement, dated as of November 20, 1996, between AT&T Corp. and NCR Corporation (incorporated by reference to Exhibit (10)(i)5 to Form 10-K for 1996, File No. 1-1105). (10)(i)6 Separation and Distribution Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.1 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001). (10)(i)7 Amended and Restated Tax Sharing Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.2 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001). (10)(i)8 Employee Benefits Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 7, 2001 (incorporated by reference to Exhibit 10.3 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001). (10)(i)9 Brand License Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.4 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 11, 2001). (10)(i)10 Intellectual Property Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., effective as of July 9, 2001 (incorporated by reference to Exhibit 10.6 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 11, 2001). (10)(i)11 Inter-Group Agreement dated as of March 9, 1999, between AT&T Corp. and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999). (10)(i)12 Intercompany Agreement dated as of March 9, 1999, between Liberty and AT&T Corp. (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999). (10)(i)13 Tax Sharing Agreement dated as of March 9, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999). 140 (10)(i)14 First Amendment to Tax Sharing Agreement dated as of May 28, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999). (10)(i)15 Second Amendment to Tax Sharing Agreement dated as of September 24, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc., and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)16 Third Amendment to Tax Sharing Agreement dated as of October 20, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)17 Fourth Amendment to Tax Sharing Agreement dated as of October 28, 1999, by and among AT&T Corp., Liberty Media Corporation,

Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)18 Fifth Amendment to Tax Sharing Agreement dated as of December 6, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)19 Sixth Amendment to Tax Sharing Agreement dated as of December 10, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)20 Seventh Amendment to Tax Sharing Agreement dated as of December 30, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)21 Eighth Amendment to Tax Sharing Agreement dated as of July 25, 2000, by and among AT&T Corp., Liberty Media Corporation, AT&T Broadband LLC, Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-55998) as filed on February 21, 2001). (10)(i)22 Instrument dated January 14, 2000, adding The Associated Group, Inc. as a party to the Tax Sharing Agreement dated as of March 9, 1999, as amended, among The Associated Group, Inc., AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). 141 (10)(i)23 First Supplement to Inter-Group Agreement dated as of May 28, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)24 Second Supplement to Inter-Group Agreement dated as of September 24, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)25 Third Supplement to Inter-Group Agreement dated as of October 20, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.16 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)26 Fourth Supplement to Inter-Group Agreement dated as of December 6, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.17 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)27 Fifth Supplement to Inter-Group Agreement dated as of December 10, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)28 Sixth Supplement to Inter-Group Agreement dated as of December 30, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999). (10)(i)29 Seventh Supplement to Inter-Group Agreement dated as of July 25, 2000, between and among AT&T Corp., on the one hand, and Liberty Media

Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-55998) as filed on February 21, 2001). (10)(i)30 Instrument dated January 14, 2000, adding The Associated Group, Inc. as a party to the Inter-Group Agreement dated as of March 9, 1999, as supplemented, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.20 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)31 Eighth Supplement to Inter-Group Agreement dated as of November 20, 2000, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.24 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-66034) as filed on July 27, 2001). 142 (10)(i)32 Ninth Supplement to Inter-Group Agreement dated as of June 14, 2001, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC, AGI LLC, Liberty SP, Inc., LMC Interactive, Inc. and Liberty AGI, Inc., on the other hand (incorporated by reference to Exhibit 10.25 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-66034) as filed on July 27, 2001). (10)(i)33 Agreement and Plan of Merger dated as of December 19, 2001 among AT&T Corp., AT&T Broadband Corp., Comcast Corporation, AT&T Broadband Acquisition Corp., Comcast Acquisition Corp. and AT&T Comcast Corporation (incorporated by reference to Exhibit 2.1 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2002). (10)(i)34 Separation and Distribution Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (incorporated by reference to Exhibit 2.2 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2002). (10)(i)35 Tax Sharing Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (incorporated by reference to Exhibit 2.4 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2002). (10)(i)36 Employee Benefits Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (incorporated by reference to Exhibit (10)(i)37 to Form 10-K for 2001, File No. 1-1105). (10)(i)37 Amended and Restated 364-Day Revolving Credit Facility Agreement, dated as of October 6, 2004, among AT&T Corp., the Lenders party hereto, JPMorgan Chase Bank and Citicorp USA, Inc. as Administrative Agents, ABN Amro Bank N.V., Bank of America, N.A. and Royal Bank of Scotland, as Co-Syndication Agents, and Barclays Bank PLC, Credit Suisse First Boston, Cayman Islands Branch, Deutsch Bank AG New York Branch, HSBC Bank USA, Morgan Stanley Bank and UBS Securities LLC, as Co-Documentation Agents, with J.P. Morgan Securities Inc., Citigroup Global Markets Inc. and Banc of America Securities LLC, as Joint Lead Arrangers and Joint Bookrunners. (incorporated by reference to Form 8-K filed October 7, 2004, File No. 1-1105). (10)(iii)(A)1 AT&T Short Term Incentive Plan as amended January 2004 (incorporated by reference to Exhibit (10)(iii)(A)1 to Form 10-Q for quarter ended March 31, 2004), amending and restating AT&T Short Term Incentive Plan, as amended March 1994 (incorporated by reference to Exhibit (10)(iii)(A)1 to Form 10-K for 1994, File No. 1-1105). (10)(iii)(A)2 AT&T 1987 Long Term Incentive Program as amended December 17, 1997 (incorporated by reference to Exhibit (10)(iii)(A)2 to Form 10-K for 1997, File No. 1-1105). (10)(iii)(A)3 AT&T Senior Management Individual Life Insurance Program as amended March 3, 1998 (incorporated by reference to Exhibit (10)(iii)(A)3 to Form 10-K for 1997, File No. 1-1105). (10)(iii)(A)4 AT&T Senior Management Long Term Disability and Survivor Protection Plan, as amended and restated effective January 1, 1995 (incorporated by reference to Exhibit (10)(iii)(A)4 to Form 10-K for 1996, File No. 1-1105). (10)(iii)(A)5 AT&T Senior Management Financial Counseling Program dated December 29, 1994 (incorporated by reference to Exhibit (10)(iii)(A)5 to Form 10-K for 1994, File No. 1-1105). (10)(iii)(A)6 AT&T Deferred Compensation Plan for Non-Employee Directors, as amended December 15, 1993 (incorporated by reference to Exhibit (10)(iii)(A)6 to Form 10-K for 1993, File No. 1-1105) and as amended May 18, 2004 (incorporated by reference to Exhibit (10)(iii)(A)4 to Form 10-Q for second quarter 2004). (10)(iii)(A)7 The AT&T Directors Individual Life Insurance Program as amended March 2, 1998 (incorporated by reference to Exhibit (10)(iii)(A)7 to Form 10-K for 1997, File No. 1-1105). (10)(iii)(A)8 AT&T Plan for Non-Employee Directors' Travel Accident Insurance (incorporated by reference to Exhibit (10)(iii)(A)8 to Form 10-K for 1990, File No. 1-1105). 143 (10)(iii)(A)9 AT&T Excess Benefit and Compensation Plan, as amended and restated effective October 1, 1996 (incorporated by reference to Exhibit (10)(iii)(A)9 to Form 10-K for 1996, File No. 1-1105) including Form of Amendment to AT&T Excess Benefit and

Compensation Plan dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)1 to Form 10-Q for third quarter 2003, File No. 1-1105). (10)(iii)(A)10 AT&T Non-Qualified Pension Plan, as amended and restated January 1, 1995 (incorporated by reference to Exhibit (10)(iii)(A)10 to Form 10-K for 1996, File No. 1-1105) including Form of Amendment to AT&T Non-Qualified Pension Plan dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)2 to Form 10-Q for third quarter 2003, File No. 1-1105). (10)(iii)(A)11 AT&T Senior Management Incentive Award Deferral Plan, as amended January 21, 1998 (incorporated by reference to Exhibit (10)(iii)(A)11 to Form 10-K for 1998, File No. 1-1105) including Form of Amendment to AT&T Senior Management Incentive Award Deferral Plan dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)3 to Form 10-Q for third quarter 2003, File No. 1-1105). (10)(iii)(A)12 AT&T Mid-Career Hire Program revised effective January 1, 1988 (incorporated by reference to Exhibit (10)(iii)(A)4 to Form SE, dated March 25, 1988, File No. 1-1105) including AT&T Mid-Career Pension Plan, as amended and restated July 1, 1999 (incorporated by reference to Exhibit (10)(iii)(A)12 to Form 10-K for 1999, File No. 1-1105). (10)(iii)(A)13 AT&T 1997 Long Term Incentive Program as amended through March 14, 2000 (incorporated by reference to Exhibit (10)(iii)(A)13 to Form 10-K for 1999, File No. 1-1105). (10)(iii)(A)14 Indemnification Agreement for Officers and Directors (incorporated by reference to Exhibit (10)(iii)(A)14 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)15 Pension Plan for AT&T Non-Employee Directors revised February 20, 1989 (incorporated by reference to Exhibit (10)(iii)(A)15 to Form 10-K for 1993, File No. 1-1105). (10)(iii)(A)16 AT&T Corp. Senior Management Universal Life Insurance Program effective October 1, 1999 (incorporated by reference to Exhibit (10)(iii)(A)16 to Form 10-K for 2000, File No. 1-1105) including Form of Amendment to AT&T Corp. Senior Management Universal Life Insurance Program dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)4 to Form 10-Q for third quarter 2003, File No. 1-1105). AT&T Corp. Executive Life Insurance Program as amended and restated on January 1, 2004. (10)(iii)(A)17 AT&T Benefits Protection Trust Agreement as amended and restated as of November 1993, including the first amendment thereto dated December 23, 1997 (incorporated by reference to Exhibit (10)(iii)(A)17 to Form 10-K for 1999, File No. 1-1105). (10)(iii)(A)18 AT&T Senior Officer Severance Plan effective October 9, 1997, as amended October 30, 1997 (incorporated by reference to Exhibit (10)(iii)(A)18 to Form 10-K for 1997, File No. 1-1105), and as amended, restated and renamed AT&T Senior Officer Separation Plan as of January 1, 2003 including Form of Amendment of Appendix A of AT&T Senior Officer Severance Plan dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)5 to Form 10-Q for third quarter 2003, File No. 1-1105); AT&T Corp. board resolutions adopted February 23, 2004 authorizing amendment of Senior Officer Separation Plan (incorporated by reference to Exhibit (10)(iii)(A)2 to Form 10-Q for first quarter 2004, File No. 1-1105); AT&T Senior Officer Separation Plan as amended and restated May 19, 2004 (incorporated by reference to Exhibit (10)(iii)(A)2 to Form 10-Q for second quarter 2004, File No. 1-1105). (10)(iii)(A)19 Special Incentive Agreement between AT&T Corp. and Hossein Eslambolchi dated June 2, 2003 (incorporated by reference to Exhibit (10)(iii)(A)1 to Form 10-Q for second quarter 2003, File No. 1-1105). (10)(iii)(A)20 Employment Agreement between AT&T Corp. and Thomas W. Horton dated as of June 10, 2002 (incorporated by reference to Exhibit (10)(iii)(A)20 to Form 10-K for 2003, File No. 1-1105). 144 (10)(iii)(A)21 Pension Agreement between AT&T Corp. and Thomas W. Horton dated as of July 29, 2003 (incorporated by reference to Exhibit (10)(iii)(A)21 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)22 Modification to Employment Agreement dated September 16, 2002 to Employment Agreement between AT&T Corp. and Thomas W. Horton dated as of June 10, 2002 (incorporated by reference to Exhibit (10)(iii)(A)22 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)23 Financial Services Agreement between AT&T Corp. and Thomas W. Horton dated as of July 24, 2002 (incorporated by reference to Exhibit (10)(iii)(A)23 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)24 AT&T Corp. Executive Disability Plan dated February 2004 (incorporated by reference to Exhibit (10)(iii)(A)24 to Form 10-K for 2003, File No. 1-1105) (10)(iii)(A)25 AT&T Corp. Directors' Universal Life Insurance Program effective June 1, 2000 (incorporated by reference to Exhibit (10)(iii)(A)25 to Form 10-K for 2000, File No. 1-1105). (10)(iii)(A)26 AT&T Corp. Senior Management Universal Life Insurance Program for Former Executives effective October 1, 1999 (incorporated by reference to Exhibit (10)(iii)(A)26 to Form 10-K for 2000, File No. 1-1105). (10)(iii)(A)27 Special Temporary Allowance Agreement between AT&T Corp. and David Dorman dated December 15, 2003 (incorporated by reference to Exhibit (10)(iii)(A)27 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)28 Agreement between AT&T Corp. and Hossein Eslambolchi dated January 4, 2001 including amendment dated March 9, 2001 (incorporated by reference to Exhibit (10)(iii)(A)28 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)29 Board of Directors resolution adopted July 15, 2003 amending various executive and

management plans as of January 1, 2004 (incorporated by reference to Exhibit (10)(iii)(A)29 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)30 AT&T Corp. board resolutions adopting change in control provision to various plans effective October 23, 2000 (incorporated by reference to Exhibit (10)(iii)(A)32 to Form 10-K for 2000, File No. 1-1105). (10)(iii)(A)31 Employment Agreement between AT&T Corp. and David Dorman dated May 18, 2001 (incorporated by reference to Exhibit (10)(iii)(A)35 to Form 10-K for 2001, File No. 1-1105) including amendment dated December 31, 2002 (incorporated by reference to Form 10-K for 2002, File No. 1-1105) including amendment dated July 25, 2003 (incorporated by reference to Exhibit 10(iii)(A)7 to Form 10-Q for third quarter 2003, File No. 1-1105). (10)(iii)(A)32 Special Equity Agreement between AT&T Corp. and Hossein Eslambolchi dated January 31, 2001 (incorporated by reference to Exhibit (10)(iii)(A)35 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)33 Employment Agreement between AT&T Corp. and Hossein Eslambolchi dated December 28, 1999 including amendment dated January 6, 2000 (incorporated by reference to Exhibit (10)(iii)(A)36 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)34 Agreement between AT&T Corp. and James W. Cicconi dated July 29, 1998 (incorporated by reference to Exhibit (10)(iii)(A)37 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)35 Special Deferral Agreement between AT&T Corp. and James W. Cicconi dated April 2, 2001 (incorporated by reference to Exhibit (10)(iii)(A)38 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)36 Employment Agreement between AT&T Corp. and William J. Hannigan dated April 26, 2004 (filed on March 10, 2005, with Form 10-K for 2004, File No. 1-1105). (10)(iii)(A)37 AT&T 2004 Long Term Incentive Plan (incorporated by reference to Exhibit 4.1 to Form S-8 filed on May 26, 2004, File No. 333-115909) 145 (10)(iii)(A)38 Summary of actions taken to amend the definition of "Change in Control" in AT&T benefit plans and programs generally (incorporated by reference to Exhibit (10)(iii)(A)3 to Form 10-Q for second quarter 2004). (12) Computation of Ratio of Earnings to Fixed Charges (filed on March 10, 2005 with Form 10-K for 2004, File No. 1-1105). (14) Code of Ethics for Chief Executive Officer and Senior Financial Officers (incorporated by reference to Exhibit (14) to Form 10-K for 2003, File No. 1-1105). (21) List of subsidiaries of AT&T (filed on March 10, 2005 with Form 10-K for 2004, File No. 1-1105). (23) Consent of PricewaterhouseCoopers LLP filed herewith. (24) Powers of Attorney executed by officers and directors who signed the Form 10-K for 2004 (filed on March 10, 2005 with Form 10-K for 2004, File No. 1-1105). (31.1) Certification by CEO pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. (31.2) Certification by CFO pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. (32.1) Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. (32.2) Certification by CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. Shareowners may access and download without charge on AT&T's website at [www.att.com/ir](http://www.att.com/ir) copies of the proxy statement, portions of which are incorporated herein by reference, and certain Exhibits that have been filed electronically with the Securities and Exchange Commission. AT&T will furnish a copy of any other exhibit at cost.

(b) Reports on Form 8-K: During the fourth quarter 2004, the following Forms 8-K were filed and/or furnished: Form 8-K dated October 6, 2004 (Item 1.01. Entry into a Material Agreement and Item 9.01. Financial Statements and Exhibits); Form 8-K/A dated October 6, 2004 (Item 1.01. Entry into a Material Agreement); Form 8-K dated October 7, 2004 (Item 2.02. Results of Operations and Financial Condition; Item 2.05. Costs Associated with Exit or Disposal Activities; Item 2.06. Material Impairments; Item 8.01. Other Events; and Item 9.01. Financial Statements and Exhibits); Form 8-K dated October 21, 2004 (Item 2.02. Results of Operations and Financial Condition and Item 9.01. Financial Statements and Exhibits); Form 8-K dated October 26, 2004 (Item 2.02. Results of Operations and Financial Condition and Item 9.01. Financial Statements and Exhibits); and Form 8-K dated December 9, 2004 (Item 7.01. Regulation FD Disclosure). To the extent that any information contained in any 8-K, 8-K/A or any exhibit thereto, was furnished rather than filed, such information or exhibit is specifically not incorporated by reference in this 10-K/A filing. 146 SIGNATURES Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. AT&T CORP. By: /s/ R. S. FEIT ----- R. S. Feit Vice President -- Law and Secretary April 29, 2005 147 EXHIBIT INDEX (2) Agreement and Plan of Merger among AT&T Corp., SBC Communications Inc. and Tau Merger Sub Corporation dated as of January 30, 2005 (schedules omitted) (incorporated by reference to Form 8-K filed February 2, 2005, File No. 1-1105). (3)a Restated Certificate of Incorporation of the registrant filed July 17, 2003 (incorporated by reference to Form 10-Q for second quarter 2003,



File No. 1-1105). (3)b By-Laws of the registrant, as amended March 20, 2003 (incorporated by reference to Form 10-K for 2002, File No. 1-1105). (4) No instrument which defines the rights of holders of long term debt, of the registrant and all of its consolidated subsidiaries, is filed herewith pursuant to Regulation S-K, Item 601(b)(4)(iii)(A), except for the instruments referred to in 4(i)(1) and 4(i)(2) below. Pursuant to this regulation, the registrant hereby agrees to furnish a copy of any such instrument not filed herewith to the SEC upon request. 4(i)(1) Indenture between American Telephone and Telegraph Company and The Bank of New York, as trustee, dated as of September 7, 1990 (incorporated by reference to Exhibit 4A to Form SE filed September 10, 1990, file no. 33-36756), as supplemented by First Supplemental Indenture dated October 30, 1992 (incorporated by reference to Exhibit 4.AA to Current Report on Form 8-K filed December 1, 1992) and by Second Supplemental Indenture dated November 14, 2002 (incorporated by reference to Exhibit 4.10 to Amendment No. 1 to Form S-4 filed September 26, 2002, file no. 333-97953). 4(i)(2) Indenture between AT&T Corp. and The Bank of New York, as trustee, dated as of November 1, 2001 (incorporated by reference to Exhibit 4 to Form S-4 filed May 12, 2002, file no. 333-87960). (10)(i)1 Separation and Distribution Agreement by and among AT&T Corp., Lucent Technologies Inc. and NCR Corporation, dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)1 to Form 10-K for 1996, File No. 1-1105). (10)(i)2 Distribution Agreement, dated as of November 20, 1996, by and between AT&T Corp. and NCR Corporation (incorporated by reference to Exhibit (10)(i)2 to Form 10-K for 1996, File No. 1-1105). (10)(i)3 Tax Sharing Agreement by and among AT&T Corp., Lucent Technologies Inc. and NCR Corporation, dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)3 to Form 10-K for 1996, File No. 1-1105). (10)(i)4 Employee Benefits Agreement by and between AT&T Corp. and Lucent Technologies Inc., dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)4 to Form 10-K for 1996, File No. 1-1105). (10)(i)5 Employee Benefits Agreement, dated as of November 20, 1996, between AT&T Corp. and NCR Corporation (incorporated by reference to Exhibit (10)(i)5 to Form 10-K for 1996, File No. 1-1105). (10)(i)6 Separation and Distribution Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.1 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001). (10)(i)7 Amended and Restated Tax Sharing Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.2 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001). (10)(i)8 Employee Benefits Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 7, 2001 (incorporated by reference to Exhibit 10.3 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001). (10)(i)9 Brand License Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.4 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 11, 2001). (10)(i)10 Intellectual Property Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., effective as of July 9, 2001 (incorporated by reference to Exhibit 10.6 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 11, 2001). (10)(i)11 Inter-Group Agreement dated as of March 9, 1999, between AT&T Corp. and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999). (10)(i)12 Intercompany Agreement dated as of March 9, 1999, between Liberty and AT&T Corp. (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999). (10)(i)13 Tax Sharing Agreement dated as of March 9, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999). (10)(i)14 First Amendment to Tax Sharing Agreement dated as of May 28, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999). (10)(i)15 Second Amendment to Tax Sharing Agreement dated as of September 24, 1999, by and among AT&T Corp., Liberty

Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc., and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)16 Third Amendment to Tax Sharing Agreement dated as of October 20, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)17 Fourth Amendment to Tax Sharing Agreement dated as of October 28, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)18 Fifth Amendment to Tax Sharing Agreement dated as of December 6, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)19 Sixth Amendment to Tax Sharing Agreement dated as of December 10, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)20 Seventh Amendment to Tax Sharing Agreement dated as of December 30, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)21 Eighth Amendment to Tax Sharing Agreement dated as of July 25, 2000, by and among AT&T Corp., Liberty Media Corporation, AT&T Broadband LLC, Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-55998) as filed on February 21, 2001). (10)(i)22 Instrument dated January 14, 2000, adding The Associated Group, Inc. as a party to the Tax Sharing Agreement dated as of March 9, 1999, as amended, among The Associated Group, Inc., AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)23 First Supplement to Inter-Group Agreement dated as of May 28, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)24 Second Supplement to Inter-Group Agreement dated as of September 24, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)25 Third Supplement to Inter-Group Agreement dated as of October 20, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.16 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)26 Fourth Supplement to Inter-Group Agreement dated as of December 6, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.17 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)27 Fifth Supplement to Inter-Group

Agreement dated as of December 10, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)28 Sixth Supplement to Inter-Group Agreement dated as of December 30, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999). (10)(i)29 Seventh Supplement to Inter-Group Agreement dated as of July 25, 2000, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-55998) as filed on February 21, 2001). (10)(i)30 Instrument dated January 14, 2000, adding The Associated Group, Inc. as a party to the Inter-Group Agreement dated as of March 9, 1999, as supplemented, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.20 to the Registration Statement on Form S-1/A of Liberty Media Corporation (File No. 333-93917) as filed on February 9, 2000). (10)(i)31 Eighth Supplement to Inter-Group Agreement dated as of November 20, 2000, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.24 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-66034) as filed on July 27, 2001). (10)(i)32 Ninth Supplement to Inter-Group Agreement dated as of June 14, 2001, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC, AGI LLC, Liberty SP, Inc., LMC Interactive, Inc. and Liberty AGI, Inc., on the other hand (incorporated by reference to Exhibit 10.25 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-66034) as filed on July 27, 2001). (10)(i)33 Agreement and Plan of Merger dated as of December 19, 2001 among AT&T Corp., AT&T Broadband Corp., Comcast Corporation, AT&T Broadband Acquisition Corp., Comcast Acquisition Corp. and AT&T Comcast Corporation (incorporated by reference to Exhibit 2.1 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2002). (10)(i)34 Separation and Distribution Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (incorporated by reference to Exhibit 2.2 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2002). (10)(i)35 Tax Sharing Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (incorporated by reference to Exhibit 2.4 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2002). (10)(i)36 Employee Benefits Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (incorporated by reference to Exhibit (10)(i)37 to Form 10-K for 2001, File No. 1-1105). (10)(i)37 Amended and Restated 364-Day Revolving Credit Facility Agreement, dated as of October 6, 2004, among AT&T Corp., the Lenders party hereto, JPMorgan Chase Bank and Citicorp USA, Inc. as Administrative Agents, ABN Amro Bank N.V., Bank of America, N.A. and Royal Bank of Scotland, as Co-Syndication Agents, and Barclays Bank PLC, Credit Suisse First Boston, Cayman Islands Branch, Deutsch Bank AG New York Branch, HSBC Bank USA, Morgan Stanley Bank and UBS Securities LLC, as Co-Documentation Agents, with J.P. Morgan Securities Inc., Citigroup Global Markets Inc. and Banc of America Securities LLC, as Joint Lead Arrangers and Joint Bookrunners. (incorporated by reference to Form 8-K filed October 7, 2004, File No. 1-1105). (10)(iii)(A)1 AT&T Short Term Incentive Plan as amended January 2004 (incorporated by reference to Exhibit (10)(iii)(A)1 to Form 10-Q for quarter ended March 31, 2004), amending and restating AT&T Short Term Incentive Plan, as amended March 1994 (incorporated by reference to Exhibit (10)(iii)(A)1 to Form 10-K for 1994, File No. 1-1105). (10)(iii)(A)2 AT&T 1987 Long Term Incentive Program as amended December 17, 1997 (incorporated by reference to Exhibit (10)(iii)(A)2 to Form 10-K for 1997, File No. 1-1105). (10)(iii)(A)3 AT&T Senior Management Individual Life Insurance Program as amended March 3, 1998 (incorporated by reference to Exhibit (10)(iii)(A)3 to Form 10-K for 1997, File No. 1-1105). (10)(iii)(A)4 AT&T Senior Management Long Term Disability and Survivor Protection Plan, as amended and restated effective January 1, 1995 (incorporated by reference to Exhibit (10)(iii)(A)4 to Form 10-K for 1996, File No. 1-1105). (10)(iii)(A)5 AT&T Senior Management Financial Counseling Program dated December 29, 1994 (incorporated by reference to Exhibit

(10)(iii)(A)5 to Form 10-K for 1994, File No. 1-1105). (10)(iii)(A)6 AT&T Deferred Compensation Plan for Non-Employee Directors, as amended December 15, 1993 (incorporated by reference to Exhibit (10)(iii)(A)6 to Form 10-K for 1993, File No. 1-1105) and as amended May 18, 2004 (incorporated by reference to Exhibit (10)(iii)(A)4 to Form 10-Q for second quarter 2004). (10)(iii)(A)7 The AT&T Directors Individual Life Insurance Program as amended March 2, 1998 (incorporated by reference to Exhibit (10)(iii)(A)7 to Form 10-K for 1997, File No. 1-1105). (10)(iii)(A)8 AT&T Plan for Non-Employee Directors' Travel Accident Insurance (incorporated by reference to Exhibit (10)(iii)(A)8 to Form 10-K for 1990, File No. 1-1105). (10)(iii)(A)9 AT&T Excess Benefit and Compensation Plan, as amended and restated effective October 1, 1996 (incorporated by reference to Exhibit (10)(iii)(A)9 to Form 10-K for 1996, File No. 1-1105) including Form of Amendment to AT&T Excess Benefit and Compensation Plan dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)1 to Form 10-Q for third quarter 2003, File No. 1-1105). (10)(iii)(A)10 AT&T Non-Qualified Pension Plan, as amended and restated January 1, 1995 (incorporated by reference to Exhibit (10)(iii)(A)10 to Form 10-K for 1996, File No. 1-1105) including Form of Amendment to AT&T Non-Qualified Pension Plan dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)2 to Form 10-Q for third quarter 2003, File No. 1-1105). (10)(iii)(A)11 AT&T Senior Management Incentive Award Deferral Plan, as amended January 21, 1998 (incorporated by reference to Exhibit (10)(iii)(A)11 to Form 10-K for 1998, File No. 1-1105) including Form of Amendment to AT&T Senior Management Incentive Award Deferral Plan dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)3 to Form 10-Q for third quarter 2003, File No. 1-1105). (10)(iii)(A)12 AT&T Mid-Career Hire Program revised effective January 1, 1988 (incorporated by reference to Exhibit (10)(iii)(A)4 to Form SE, dated March 25, 1988, File No. 1-1105) including AT&T Mid-Career Pension Plan, as amended and restated July 1, 1999 (incorporated by reference to Exhibit (10)(iii)(A)12 to Form 10-K for 1999, File No. 1-1105). (10)(iii)(A)13 AT&T 1997 Long Term Incentive Program as amended through March 14, 2000 (incorporated by reference to Exhibit (10)(iii)(A)13 to Form 10-K for 1999, File No. 1-1105). (10)(iii)(A)14 Indemnification Agreement for Officers and Directors (incorporated by reference to Exhibit (10)(iii)(A)14 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)15 Pension Plan for AT&T Non-Employee Directors revised February 20, 1989 (incorporated by reference to Exhibit (10)(iii)(A)15 to Form 10-K for 1993, File No. 1-1105). (10)(iii)(A)16 AT&T Corp. Senior Management Universal Life Insurance Program effective October 1, 1999 (incorporated by reference to Exhibit (10)(iii)(A)16 to Form 10-K for 2000, File No. 1-1105) including Form of Amendment to AT&T Corp. Senior Management Universal Life Insurance Program dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)4 to Form 10-Q for third quarter 2003, File No. 1-1105). AT&T Corp. Executive Life Insurance Program as amended and restated on January 1, 2004. (10)(iii)(A)17 AT&T Benefits Protection Trust Agreement as amended and restated as of November 1993, including the first amendment thereto dated December 23, 1997 (incorporated by reference to Exhibit (10)(iii)(A)17 to Form 10-K for 1999, File No. 1-1105). (10)(iii)(A)18 AT&T Senior Officer Severance Plan effective October 9, 1997, as amended October 30, 1997 (incorporated by reference to Exhibit (10)(iii)(A)18 to Form 10-K for 1997, File No. 1-1105), and as amended, restated and renamed AT&T Senior Officer Separation Plan as of January 1, 2003 including Form of Amendment of Appendix A of AT&T Senior Officer Severance Plan dated as of July 28, 2003 (incorporated by reference to Exhibit 10(iii)(A)5 to Form 10-Q for third quarter 2003, File No. 1-1105); AT&T Corp. board resolutions adopted February 23, 2004 authorizing amendment of Senior Officer Separation Plan (incorporated by reference to Exhibit (10)(iii)(A)2 to Form 10-Q for first quarter 2004, File No. 1-1105); AT&T Senior Officer Separation Plan as amended and restated May 19, 2004 (incorporated by reference to Exhibit (10)(iii)(A)2 to Form 10-Q for second quarter 2004, File No. 1-1105). (10)(iii)(A)19 Special Incentive Agreement between AT&T Corp. and Hossein Eslambolchi dated June 2, 2003 (incorporated by reference to Exhibit (10)(iii)(A)1 to Form 10-Q for second quarter 2003, File No. 1-1105). (10)(iii)(A)20 Employment Agreement between AT&T Corp. and Thomas W. Horton dated as of June 10, 2002 (incorporated by reference to Exhibit (10)(iii)(A)20 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)21 Pension Agreement between AT&T Corp. and Thomas W. Horton dated as of July 29, 2003 (incorporated by reference to Exhibit (10)(iii)(A)21 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)22 Modification to Employment Agreement dated September 16, 2002 to Employment Agreement between AT&T Corp. and Thomas W. Horton dated as of June 10, 2002 (incorporated by reference to Exhibit (10)(iii)(A)22 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)23 Financial Services Agreement between AT&T Corp. and Thomas W. Horton dated as of July 24, 2002 (incorporated by reference to Exhibit (10)(iii)(A)23 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)24 AT&T Corp. Executive Disability Plan dated February 2004 (incorporated by reference to

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Exhibit (10)(iii)(A)24 to Form 10-K for 2003, File No. 1-1105) (10)(iii)(A)25 AT&T Corp. Directors' Universal Life Insurance Program effective June 1, 2000 (incorporated by reference to Exhibit (10)(iii)(A)25 to Form 10-K for 2000, File No. 1-1105). (10)(iii)(A)26 AT&T Corp. Senior Management Universal Life Insurance Program for Former Executives effective October 1, 1999 (incorporated by reference to Exhibit (10)(iii)(A)26 to Form 10-K for 2000, File No. 1-1105). (10)(iii)(A)27 Special Temporary Allowance Agreement between AT&T Corp. and David Dorman dated December 15, 2003 (incorporated by reference to Exhibit (10)(iii)(A)27 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)28 Agreement between AT&T Corp. and Hossein Eslambolchi dated January 4, 2001 including amendment dated March 9, 2001 (incorporated by reference to Exhibit (10)(iii)(A)28 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)29 Board of Directors resolution adopted July 15, 2003 amending various executive and management plans as of January 1, 2004 (incorporated by reference to Exhibit (10)(iii)(A)29 to Form 10-K for 2003, File No. 1-1105). (10)(iii)(A)30 AT&T Corp. board resolutions adopting change in control provision to various plans effective October 23, 2000 (incorporated by reference to Exhibit (10)(iii)(A)32 to Form 10-K for 2000, File No. 1-1105). (10)(iii)(A)31 Employment Agreement between AT&T Corp. and David Dorman dated May 18, 2001 (incorporated by reference to Exhibit (10)(iii)(A)35 to Form 10-K for 2001, File No. 1-1105) including amendment dated December 31, 2002 (incorporated by reference to Form 10-K for 2002, File No. 1-1105) including amendment dated July 25, 2003 (incorporated by reference to Exhibit 10(iii)(A)7 to Form 10-Q for third quarter 2003, File No. 1-1105). (10)(iii)(A)32 Special Equity Agreement between AT&T Corp. and Hossein Eslambolchi dated January 31, 2001 (incorporated by reference to Exhibit (10)(iii)(A)35 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)33 Employment Agreement between AT&T Corp. and Hossein Eslambolchi dated December 28, 1999 including amendment dated January 6, 2000 (incorporated by reference to Exhibit (10)(iii)(A)36 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)34 Agreement between AT&T Corp. and James W. Cicconi dated July 29, 1998 (incorporated by reference to Exhibit (10)(iii)(A)37 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)35 Special Deferral Agreement between AT&T Corp. and James W. Cicconi dated April 2, 2001 (incorporated by reference to Exhibit (10)(iii)(A)38 to Form 10-K for 2002, File No. 1-1105). (10)(iii)(A)36 Employment Agreement between AT&T Corp. and William J. Hannigan dated April 26, 2004 (filed on March 10, 2005 with Form 10-K for 2004, File No. 1-1105). (10)(iii)(A)37 AT&T 2004 Long Term Incentive Plan (incorporated by reference to Exhibit 4.1 to Form S-8 filed on May 26, 2004, File No. 333-115909) (10)(iii)(A)38 Summary of actions taken to amend the definition of "Change in Control" in AT&T benefit plans and programs generally (incorporated by reference to Exhibit (10)(iii)(A)3 to Form 10-Q for second quarter 2004). (12) Computation of Ratio of Earnings to Fixed Charges (filed on March 10, 2005 with Form 10-K for 2004, File No. 1-1105). (14) Code of Ethics for Chief Executive Officer and Senior Financial Officers (incorporated by reference to Exhibit (14) to Form 10-K for 2003, File No. 1-1105). (21) List of subsidiaries of AT&T (filed on March 10, 2005 with Form 10-K for 2004, File No. 1-1105). (23) Consent of PricewaterhouseCoopers LLP, filed herewith. (24) Powers of Attorney executed by officers and directors who signed the Form 10-K for 2004 (filed on March 10, 2005 with Form 10-K for 2004, File No. 1-1105). (31.1) Certification by CEO pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. (31.2) Certification by CFO pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. (32.1) Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. (32.2) Certification by CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.