

DECLARATION OF CATHY MARTINE

**Senior Vice President for Internet Telephony
AT&T Corp.**

In connection with the proposed transaction, SBC intends to file a registration statement, including a proxy statement of AT&T Corp., and other materials with the Securities and Exchange Commission (the “SEC”). Investors are urged to read the registration statement and other materials when they are available because they contain important information. Investors will be able to obtain free copies of the registration statement and proxy statement, when they become available, as well as other filings containing information about SBC and AT&T Corp., without charge, at the SEC’s Internet site (www.sec.gov). These documents may also be obtained for free from SBC’s Investor Relations web site (www.sbc.com/investor_relations) or by directing a request to SBC Communications Inc., Stockholder Services, 175 E. Houston, San Antonio, Texas 78205. Free copies of AT&T Corp.’s filings may be accessed and downloaded for free at the AT&T Relations Web Site (www.att.com/ir/sec) or by directing a request to AT&T Corp., Investor Relations, One AT&T Way, Bedminster, New Jersey 07921.

SBC, AT&T Corp. and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from AT&T shareholders in respect of the proposed transaction. Information regarding SBC’s directors and executive officers is available in SBC’s proxy statement for its 2004 annual meeting of stockholders, dated March 11, 2004, and information regarding AT&T Corp.’s directors and executive officers is available in AT&T Corp.’s proxy statement for its 2004 annual meeting of shareholders, dated March 25, 2004. Additional information regarding the interests of such potential participants will be included in the registration and proxy statement and the other relevant documents filed with the SEC when they become available.

Certain matters discussed in this statement, including the appendices attached, are forward-looking statements that involve risks and uncertainties. Forward-looking statements include, without limitation, the information concerning possible or assumed future revenues and results of operations of SBC and AT&T, projected benefits of the proposed SBC/AT&T merger and possible or assumed developments in the telecommunications industry. Readers are cautioned that the following important factors, in addition to those discussed in this statement and elsewhere in the proxy statement/prospectus to be filed by SBC with the Securities and Exchange Commission, and in the documents incorporated by reference in such proxy statement/prospectus, could affect the future results of SBC and AT&T or the prospects for the merger: (1) the ability to obtain governmental approvals of the merger on the proposed terms and schedule; (2) the failure of AT&T shareholders to approve the merger; (3) the risks that the businesses of SBC and AT&T will not be integrated successfully; (4) the risks that the cost savings and any other synergies from the merger may not be fully realized or may take longer to

realize than expected; (5) disruption from the merger making it more difficult to maintain relationships with customers, employees or suppliers; (6) competition and its effect on pricing, costs, spending, third-party relationships and revenues; (7) the risk that Cingular Wireless LLC could fail to achieve, in the amount and within the timeframe expected, the synergies and other benefits expected from its acquisition of AT&T Wireless; (8) final outcomes of various state and federal regulatory proceedings and changes in existing state, federal or foreign laws and regulations and/or enactment of additional regulatory laws and regulations; (9) risks inherent in international operations, including exposure to fluctuations in foreign currency exchange rates and political risk; (10) the impact of new technologies; (11) changes in general economic and market conditions; and (12) changes in the regulatory environment in which SBC and AT&T operate.

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DECLARATION OF CATHY MARTINE

**Senior Vice President for Internet Telephony
AT&T Corp.**

1. My name is Cathy Martine. I am Senior Vice President for Internet Telephony at AT&T Corp. (“AT&T”).
2. The purpose of this declaration is to explain AT&T’s decision to dramatically curtail its direct marketing of its VoIP service, AT&T CallVantage service, and the circumstances that led to that decision.
3. When AT&T decided to cease active marketing of traditional mass market services, it initially intended to press ahead with its VoIP offering. AT&T engaged in an extensive marketing and customer acquisition campaign for its VoIP service in the last half of 2004. By mid-year 2004, AT&T had launched its VoIP service nationally.
4. As AT&T gained experience with the service, however, [REDACTED].
5. Moreover, [REDACTED].
6. By December 2004, it was clear that continuing these efforts aggressively to promote the AT&T CallVantage VoIP service would be very costly. [REDACTED].
7. Our initial proposed budget for 2005, which would have continued AT&T’s direct marketing VoIP plan, [REDACTED].
8. To accomplish these revised goals, [REDACTED].

9. As of March 23, 2005, AT&T had only [REDACTED]. AT&T projects that its VoIP services will account for [REDACTED]. AT&T expects only [REDACTED].

I declare that the foregoing is true and correct.

Signature: _____ /s/ _____
Cathy Martine

Date: May 9, 2005