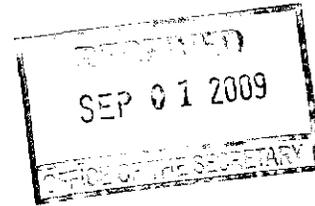


August 27, 2009



Ms. Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: File No. S7-10-09

Release No. 34-60089 Facilitating Shareholder Director Nominations

Dear Ms. Murphy:

I am writing this letter in my capacity as a director of AT&T Inc. I wish to express my concerns about the SEC's proposal to mandate inclusion in the proxy materials of large cap companies the nominees for director of any individual or group holding 1% of the outstanding shares of that company for a period of one year or more. According to this proposal, such nominees would be included in the company's proxy materials on a first-come basis up to 25% of the total Board.

I believe that there are at least three serious problems that should lead you to reconsider this proposal.

First, the proxy access rules set forth in corporate bylaws and other governing instruments are themselves subject to majority vote of the shareholders, consistent with the requirements of state corporate law. I believe it is inconsistent with both the principle of majority shareholder rule and the corporation law of the individual states for the federal government to mandate proxy access rules that cannot be changed by a majority vote of the shareholders themselves. Whether the majority of shareholders wish to establish stricter or more liberal proxy access rules, they should be free to do so in accordance with their own views of the best interests of the company. It is inconsistent to rely on a majority vote of shareholders to elect directors and yet to countermand that majority vote in establishing the bylaws governing such elections. If shareholders are competent for the former – and I strongly believe they are – then they are competent for the latter as well.

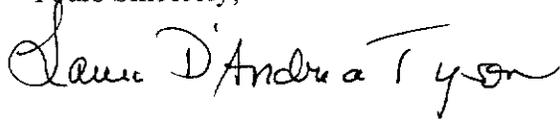
Second, I am concerned that the proposed new rules – with their low ownership threshold and short holding period – will encourage hedge funds and other short-term speculators to attempt to influence corporate policy in favor of short-term profits rather than long-term shareholder value and the best interests of the company. This is exactly the wrong direction to take corporate policy and is contrary to the stated goal of the SEC to encourage Boards to manage for the long-term well-being of their companies.

Finally, I believe your proposed rules will cause significant disruption to the process for electing directors and will divert both corporate and Board resources away from urgent

issues of day-to-day governance. At the very least, such disruption should not be incurred absent a higher ownership threshold of at least 10% and a holding period of at least two years to ensure that the election process cannot be held hostage by speculators and others with an agenda different from the long-term interests of the company.

I appreciate your consideration and hope you will take these views into account when you make your final decision.

Yours Sincerely,

A handwritten signature in cursive script that reads "Laura D'Andrea Tyson". The signature is written in black ink and is positioned below the typed name.

Laura D'Andrea Tyson