

---

**M E M O R A N D U M**

---

**To : Commission File No. S7-10-09**

**From : Lillian Brown  
Senior Special Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission**

**Re : Facilitating Shareholder Director Nominations  
Release No. 34-60089**

**Date : January 5, 2010**

---

On December 9, 2009, the following members of the Division of Corporation Finance met with Wayne Watts, Senior Vice President and General Counsel, and Wayne Wirtz, Associate General Counsel, of AT&T: Meredith Cross, Director; Brian Breheny, Deputy Director; Shelley Parratt, Deputy Director; and Larry Spirgel, Assistant Director. Topics discussed included the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.