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December 23, 2024

VIA ONLINE PORTAL SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *AT&T Inc.*
Stockholder Proposal Submitted by Robert Gaglione
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, AT&T Inc. ("AT&T" or the "Company"), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Stockholders (collectively, the "2025 Proxy Materials") a stockholder proposal (the "Proposal") and statements in support thereof (the "Supporting Statement") received from Robert Gaglione (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission; and

- concurrently sent a copy of this correspondence to the Proponent.

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

THE PROPOSAL

The Proposal sets forth the following resolution to be voted on at the 2025 Annual Meeting of Stockholders:

> Resolved: The shareholders request that AT&T Inc. undertake a comprehensive independent study and publicly release an independent report by December 2025 to demonstrate that AT&T has assessed all potential hazards related to lead-sheathed cables, including a comprehensive mapping of the locations impacted and conclusions on the potential cost of remediation, along with the most responsible and cost-effective ways to prioritize remediating sites posing a risk to public health.

A copy of the Proposal and the Supporting Statement, as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal properly may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal relates to the Company's ordinary business operations and seeks to micromanage the Company.

BACKGROUND

As noted in the Supporting Statement, the Proposal results from stories the Wall Street Journal (the "Journal") published in July 2023, suggesting that the telecom industry's historical practice of using lead as a protective covering for its cables represents "a hidden hazard." The Company takes such allegations seriously and has asked—without success—for the Journal to share its full sampling, data, testing, analysis and research behind its articles. Though the Journal has refused to do so, the Company performed in-person site visits and hired third-party experts to conduct scientifically valid environmental tests at locations identified in the Journal's reporting. To date, nothing in these tests or similar testing conducted by the U.S. Environmental Protection Agency (the "EPA") at certain sites identified by the Journal, and other tests conducted by third-party experts, indicates that there is a nationwide public health risk, as the Journal advocated. The Company continues to communicate with the EPA and other interested agencies.

The Company believes it manages the lead-clad cables in its network in compliance with applicable laws and regulations. The scientific literature and reliable studies in the U.S. and abroad, including recent testing, do not support the allegation that these cables pose a significant risk to the environment, public health, or workers when appropriate worker-safety measures are in place.

ANALYSIS

The Proposal May Be Excluded Pursuant To Rule 14a-8(i)(7) Because It Involves Matters Related To The Company's Ordinary Business Operations And Seeks To Micromanage The Company

1. Background On The Ordinary Business Standard.

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a stockholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. The first of those considerations is that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." The second consideration relates to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

When assessing proposals under Rule 14a-8(i)(7), the Staff considers the terms of the resolution and its supporting statement as a whole. *See* Staff Legal Bulletin No. 14C, part D.2 (June 28, 2005) ("SLB 14C"). A stockholder proposal being framed in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if

the subject matter of the proposed report is within the ordinary business of the issuer. *See* Exchange Act 1983 Release No. 20091 (Aug. 16, 1983); *Johnson Controls, Inc.* (avail. Oct. 26, 1999) ("[Where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business . . . it may be excluded under [R]ule 14a-8(i)(7)."); *see also Ford Motor Co.* (avail. Mar. 2, 2004) (concurring with the exclusion of a proposal requesting that the company publish a report about global warming/cooling, where the report was required to include details of indirect environmental consequences of its primary automobile manufacturing business); *Lowe's Companies, Inc.* (avail. Mar. 8, 2017) (concurring with the exclusion of a proposal requesting that the company issue a report "on the risks and opportunities that the issue of human lead exposures from unsafe practices pose[d] to the company, its employees, contractors, and customers" because it "relat[ed] to the [c]ompany's ordinary business operations").

2. *The Proposal Is Excludable Because It Relates To The Company's Litigation Strategy And The Conduct Of Litigation To Which The Company Is A Party.*

The Staff regularly concurs with the exclusion under Rule 14a-8(i)(7) of stockholder proposals when the subject matter of the proposal is the same as or similar to the subject matter of litigation in which a company is then involved, and, importantly, has consistently concurred with such exclusion when the implementation of the proposal would interfere with the Company's efforts in ongoing litigation or could otherwise be misused by the opposing parties in such litigation.

For example, in *Chevron Corp.* (avail. Mar 30, 2021), the Staff concurred in the exclusion under Rule 14a-8(i)(7) of a proposal that requested a report analyzing "how Chevron's policies, practices and the impacts of its business, perpetrate racial injustice and inflict harm on communities of color," where the company was involved in litigation seeking to hold the company liable for alleged harmful impacts of its business practices on climate change and in turn on communities of color, and the company's position in the litigation was to contest the existence of such impacts. Likewise, in *General Electric Co.* (avail. Feb. 3, 2016), the Staff concurred with the exclusion of a proposal requesting a report assessing all potential sources of liability related to PCB discharges in the Hudson River while the company was defending multiple pending lawsuits related to its alleged past release of chemicals into the Hudson River. The company explained that by requesting that the company both "demonstrat[e] that it ha[d] assessed all potential sources of liability" for PCB discharges and "offer[] conclusions on the most responsible and cost-effective way to address them," the proposal would effectively force the company to provide current and future claimants with both an admission from the company regarding the extent of its alleged

liability and a roadmap for establishing claims pursuant to that admission. As well, in *Walmart Inc.* (avail. Apr. 13, 2018), the Staff concurred with the exclusion under Rule 14a-8(i)(7) of a proposal requesting a report on risks associated with emerging public policies on the gender pay gap, where the company was involved in numerous pending lawsuits regarding gender-based pay discrimination and related claims before the U.S. Equal Employment Opportunity Commission. The company explained that the proposal "would obligate the [c]ompany to take a public position, outside the context of pending litigation and the discovery process" with respect to the existence or otherwise of a gender pay gap at the company, and therefore interfere with the company's pending litigation. *See also Johnson & Johnson* (avail. Feb. 14, 2012) (concurring with the exclusion of a proposal where implementation would have required the company to report on any new initiatives instituted by management to address the health and social welfare concerns of people harmed by LEVAQUIN®, thereby taking a position on the existence and nature of any such harms, a central issue in ongoing litigation, outside the context of the litigation); *Reynolds American Inc.* (avail. Mar. 7, 2007) (concurring with the exclusion of proposal requesting that the company provide information on the health hazards of secondhand smoke, including legal options available to minors to ensure their environments are smoke free, while the company was defending several cases alleging injury as a result of exposure to secondhand smoke and a principal issue concerned the health hazards of secondhand smoke); *Reynolds American Inc.* (avail. Feb. 10, 2006) (concurring with the exclusion of proposal requesting that the company notify African Americans of the unique health hazards to them associated with smoking menthol cigarettes, which would be inconsistent with the company's pending litigation position of denying such health hazards).

Like the proposals in *Chevron*, *General Electric*, and *Walmart*, the Proposal involves the same subject matter as pending lawsuits involving the Company's lead-clad cables and directly implicates the Company's litigation strategy by forcing the Company to adopt a public position outside the context of litigation and the proper discovery process directly related to lead-clad cables. Specifically, the Company is currently litigating several ongoing lawsuits seeking to hold the Company or its agents liable for (1) alleged harms caused by lead-clad cable and (2) alleged failure to disclose that the Company faced the risk of a material liability related to its lead-clad cables These lawsuits are as follows:

- *Blum et al., v. AT&T et al.*, No. 6:23-cv-01748-RRS-DJA, Dkt. 1, Ex. A, ¶16 (W.D. La. Dec. 12, 2023)(alleging that the defendants in that lawsuit, including the Company, "have and have had the duty to clean up any contamination resulting from their lead cables/and or equipment" and that the Company has an obligation to "return Plaintiffs'

Properties to the condition they were in before the unauthorized lead cables and associated equipment were installed");

- *Town of Wappinger, NY v. Verizon Communications Inc., et al.*, No. 1:24-cv-09330, Dkt 1, Ex. C, ¶1 (S.D.N.Y. Dec. 6, 2024) (alleging the Company and other defendants engaged in "negligent operation, assessment, and disposal of a sprawling network of toxic lead-sheathed telecommunications cables");
- *In re AT&T Inc. Securities Litigation*, No. 3:24-cv-01196-N, Dkt. 64, ¶6 (N.D. Tex July 8, 2024) (alleging the Company "cannot defend its failure to disclose the extent of its lead-sheathed cables and related financial exposure from environmental, health, and regulatory risks to investors");
- *Ozerets v. Stephenson et al.*, No. 2024-0684-JTL, ¶4 (Del. Ch. June 28, 2024) (alleging the Company "failed to disclose to investors that: (i) AT&T owns cables around the country that are highly toxic due to their being wrapped in lead, and which harm Company employees and non-employees alike; (ii) AT&T faces potentially significant litigation risk, regulatory risk, and reputational harm as a result of its ownership of these lead-covered cables and health risks stemming from their presence around the United States . . . and (iv) as a result, the Individual Defendants' statements about its business, operations, and prospects were materially false and misleading") (stayed pending disposition of the motion to dismiss in *In re AT&T Inc. Securities Litigation*);
- Four additional derivatives matters that have been stayed pending disposition of *In re AT&T Inc. Securities Litigation* because they involve substantially similar allegations, including *Roy v. Stephenson et al*., No. 2024-1156-JTL (Del. Ch. Dec. 6, 2024); *Miller v. Stephenson et al.*, 1:24-cv-00032-UNA (D. Del. Jan. 11, 2024), *Thiele v. Stephenson et al.*, 1:24-cv-00800-UNA (Jan. 22, 2024), and *Peng v. Stephenson et al.,* 1:24-cv-00132-UNA (D. Del. Feb. 01, 2024).

Each of these lawsuits focused on the Company's lead-clad cables remains ongoing. The Company's management has a responsibility to defend the Company's interests, which it has committed to doing in each of these cases. A stockholder proposal that interferes with this obligation is inappropriate, particularly when the company is involved in pending litigation related to the very issues that form the basis of the proposal.

The Proposal seeks reporting that would directly interfere with the Company's efforts to litigate these lawsuits. The Proposal would require the Company to "undertake a comprehensive independent study and publicly release an independent report" to "demonstrate that [the Company] has assessed all potential hazards related to lead sheathed cable, including a comprehensive mapping of the locations impacted and conclusions on the potential costs of remediation" and also catalog "the potential cost of remediation, along with

the most responsible and cost-effective ways to prioritize remediating sites posing a risk to public health." Notably, the wording of the Proposal is substantially similar to the proposal in *General Electric*; and just like that proposal, implementing the Proposal here would require the Company to take public positions that would interfere with its ongoing litigation.

The Proposal	The proposal excluded by General Electric
Resolved: The shareholders request that AT&T Inc. undertake a comprehensive independent study and publicly release an independent report by December 2025 to demonstrate that AT&T has assessed all potential hazards related to lead-sheathed cables, including a comprehensive mapping of the locations impacted and conclusions on the potential cost of remediation, along with the most responsible and cost-effective ways to prioritize remediating sites posing a risk to public health.	RESOLVED, shareholders request that GE at reasonable expense undertake an independent evaluation and prepare an independent report by October 2016, demonstrating the company has assessed all potential sources of liability related to PCB discharges in the Hudson River, including all possible liability from NRD claims for PCB discharges, and offering conclusions on the most responsible and cost-effective way to address them.

The Company disputes the allegations in the pending lawsuits, but the Proposal would require it to release an independent report assessing many of the same issues. More importantly, the Proposal further presumes without any support that "remediating sites posing a risk to public health" will be required and would thus require the Company to release an independent report assessing "the cost of remediation." The Proposal is thus similar to the one at issue in *Walmart*, because it would effectively compel the Company to publish and publicly adopt the report of a third-party-prepared study concerning purported public health risks, if any, of lead-clad cables while the Company is involved in litigation disputing the existence of such impacts and risks, including alleged damages or remediation costs. Moreover, just as in *General Electric*, by requiring the Company to demonstrate that it has assessed all potential hazards related to lead-clad cables and offer "conclusions on the most responsible and cost-effective ways" to address them, the Proposal would force the Company to provide current and future claimants with public statements that could incorrectly be construed against the Company or otherwise interfere with the Company's efforts in the pending litigation.

The proposal in *General Electric* also noted that the company previously entered into a settlement agreement with the EPA that committed the company to take certain remediation actions. The proposal cited "new analysis" suggesting that the agreed-upon remedies were not working and questioned the legal sufficiency of the remedies. Similarly, the Supporting Statement here cites the Company's commitment to removing two lead-clad cables from Lake Tahoe in connection with a settlement agreement with the California Sportfishing Protection Alliance and questions the sufficiency of the Company's actions to date. Indeed, the Proposal not only attempts to override management's judgment on matters directly related to the Company's litigation strategy, like the proposal in *General Electric*, but ultimately also seeks to micromanage the Company with respect to the complex issues involved, as discussed below.

As a final matter, we are aware that the Staff recently did not concur with the exclusion of a similar proposal in *Verizon Communications Inc. (Association of BellTel Retirees)* (avail. Mar. 14, 2024). Notably, the proposal at issue in *Verizon* requested an assessment of all potential "sources of liability" rather than all potential hazards, as in the present matter. As discussed below, an assessment of *all potential hazards* is without any limiting principle and involves complex and highly intrusive actions to implement. Such an assessment also presents a greater threat of interfering with the Company's litigation strategy, because it presupposes that the Company's lead-clad cables present a hazard to public health, which the Company actively disputes. Thus, a report predicated on the Proposal's assumptions could be misconstrued in the pending litigation and could in fact be used as a roadmap for establishing future claims; by contrast, the narrower focus on potential liabilities in *Verizon* was arguably limited to information assessing the scope of the company's lead-clad cable holdings without forcing it to take a position on a basic, contested factual issue in pending litigation.

In addition, we respectfully note that a proposal relating to ordinary business matters such as ongoing litigation is excludable under Rule 14a-8(i)(7) regardless of whether or not it touches upon a significant policy issue. Although the Commission has stated that "proposals relating to such [ordinary business] matters but focusing on sufficiently significant social policy issues (*e.g.*, significant discrimination matters) generally would not be considered to be excludable," the Staff has expressed the view that proposals relating to both ordinary business matters and significant social policy issues may be excluded in their entirety in reliance on Rule 14a-8(i)(7). As an example, although smoking is often considered a significant policy issue, as noted above, the Staff has concurred with the exclusion of proposals that touched upon this issue where the subject matter of the proposal (*e.g.*, the health effects of smoking) was the same as or similar to that which was at the heart of

litigation in which the company was then involved. *See, e.g.*, *Chevron*; *Philip Morris Companies Inc.* (avail. Feb. 4, 1997) (noting that although the Staff "has taken the position that proposals directed at the manufacture and distribution of tobacco-related products by companies involved in making such products raise issues of significance that do not constitute matters of ordinary business," the company could exclude a proposal that "primarily addresses the litigation strategy of the Company, which is viewed as inherently the ordinary business of management to direct"). Similarly, the subject matter of the Proposal as described above encompasses the subject matter of litigation in which the Company is currently involved. Thus, because the Proposal implicates the Company's litigation strategy, which is an ordinary business matter, the Proposal is excludable under Rule 14a-8(i)(7).

In summary, the Proposal requests that the Company take actions that would directly interfere with the Company's control of its defense of ongoing litigation. In this regard, the Proposal seeks to substitute the judgment of stockholders for that of the Company with respect to the ordinary business of the Company by preempting or interfering with the Company's litigation strategy and requiring the Company to take action that could harm its legal defense. Thus, implementing the Proposal would intrude upon Company management's exercise of its day-to-day business judgment with respect to pending litigation in the ordinary course of its business operations. Accordingly, we believe that the Proposal may be properly excluded from the Company's 2025 Proxy Materials under Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

3. The Proposal Is Excludable Because It Seeks To Micromanage The Company.

The Commission has stated that the exclusion of a proposal under Rule 14a-8(i)(7) on micromanagement grounds "may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." 1998 Release. The Staff has determined that proposals that seek impermissibly to micromanage a company "by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment" are excludable under Rule 14a-8(i)(7), even in circumstances where the proposal is found to address a significant social policy. *Id.* The Staff has repeatedly confirmed that the micromanagement basis of exclusion also applies to proposals that call for a study or report and, therefore, a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds. To that end, the Staff has stated that this "approach is consistent with the Commission's views on the ordinary business exclusion, which is designed to preserve management's discretion on ordinary business matters but not prevent shareholders from providing high-level direction on large strategic corporate

matters." Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"). In SLB 14L, the Staff clarified that not all "proposals seeking detail or seeking to promote timeframes" constitute micromanagement, and that going forward the Staff "will focus on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management." The Staff has also stated that it would consider "references to well-established national or international frameworks when assessing proposals related to disclosure" as indicative of topics that stockholders are well-equipped to evaluate. *Id.*

Further, in assessing whether a proposal seeks to micromanage a company's ordinary business operations, the Staff evaluates not just the wording of the proposal but also the action called for by the proposal and the manner in which the action called for under a proposal would affect a company's activities and management discretion. For example, in *Air Products and Chemicals, Inc.* (avail. Nov. 29, 2024), the Staff recently concurred with exclusion under micromanagement of a proposal that requested extensive information on policies, procedures and payments related to the company's direct and indirect lobbying and grassroots lobbying communications. There, the company noted that the prescriptive nature of the proposal sought to micromanage the manner in which the company reported on its lobbying activities, by requiring complex and unduly burdensome actions to implement and requesting intricate disclosures that "[were] not required by the Commission and [did] not follow any established framework for reporting lobbying activities." Similarly, in *The Home Depot, Inc. (Wrobel)* (avail. Mar. 21, 2024), the Staff concurred with the exclusion of a proposal that asked the company to prepare a Living Wage Report, including the number of workers paid less than a living wage broken down into specified categories, by how much the aggregate compensation paid to workers in each category falls short of the aggregate amount they would be paid if they received a living wage, and the living wage benchmark or methodology used for such disclosures. The company argued that the proposal would limit management's discretion in how it publicly addressed the value of the compensation and benefits its workers receive by dictating an unusual and highly prescriptive format and requesting granular details without reference to an established framework. *See also Amazon.com, Inc.* (avail. Apr. 7, 2023, *recon. denied* Apr. 20, 2023) (concurring with the exclusion of a proposal requesting that the company measure and disclose Scope 3 GHG emissions from "its full value chain inclusive of its physical stores and e-commerce operations and all products that it sells directly and those sold by third party vendors" because it sought to micromanage the company by dictating how it assessed, measured and reported on aspects of its Scope 3 GHG emissions in a manner that was inconsistent with established frameworks and management's judgment).

Like the proposals in *Air Products* and *Home Depot (Wrobel)*, the Proposal is unduly burdensome to implement and overly granular in its request for specific disclosures beyond what is required of the Company by any established framework or the Company's legal and regulatory obligations. Specifically, the Proposal requires the Company to demonstrate that it "has assessed *all potential hazards* related to lead-sheathed cables" and to conduct and disclose "*comprehensive* mapping of the locations impacted" by lead-sheathed cables—in each case, without regard to materiality or significance (emphasis added). The Company has policies in place that are relevant to these issues, and the Proposal seeks to interfere with the Company's judgment in such matters. Moreover, the Proposal improperly presumes without support that remediation would be required and would require the Company to disclose the "conclusions" of a third-party report "on the . . . cost of remediation" and "the most responsible and cost-effective ways to prioritize remediating sites posing a risk to public health." Not only would the Proposal impermissibly limit management's discretion in developing a holistic approach to maintaining the Company's lead-clad cable infrastructure consistent with applicable laws and regulations, but also it would require the Company to undertake complex and intrusive actions involving a range of considerations related to the day-to-day operations of the business in order to implement the Proposal's requests.

If adopted, the Proposal would be unduly burdensome by requiring the Company to provide granular disclosure related to the Company's maintenance of its network of telecoms cables in a manner inconsistent with management's judgment and applicable legal and regulatory frameworks. Importantly, the Proposal's request for the Company to demonstrate that it "has assessed *all potential hazards* related to lead-sheathed cables" and include "comprehensive mapping" of all locations that are "impacted" is without any limiting principle such as materiality or significance, just like the proposal in *Air Products* (emphasis added). In addition, it is unclear what standards or framework the Company should use to assess putative potential "hazards" or to define the scope of the supposed impacts. The Proposal thus ignores the fact that the Company's activities related to lead-clad cables are informed by applicable legal and regulatory frameworks and the fact, as reported publicly, that the Company is in communication with the EPA as the Company continues its analysis of issues related to lead-clad cables. As described above, the Company has policies intended to ensure that its lead-clad cables are appropriately handled. The Proposal also ignores the fact that such matters require Company management to balance these and other complex considerations involving the Company's legal and regulatory obligations, operational parameters, and public relations concerns. By requiring highly prescriptive disclosures related to a third party's assessment of alleged concerns associated with the Company's lead-clad cables, the Proposal impermissibly seeks to override management's judgment while

probing too deeply into matters of a complex nature upon which stockholders, as a group, would not be in a position to make an informed judgment.

The highly prescriptive nature of the Proposal would also significantly micromanage the Company's determinations about the nature and extent of its obligations with respect to its lead-clad cables, which involve both the day-to-day operational decisions of management as well as ongoing coordination with the EPA and other legal and regulatory bodies. The Proposal's request for the Company to disclose the conclusions of a third-party report on the "potential cost of remediation, along with the most responsible and cost-effective way to prioritize remediating sites posing a risk to public health" begs the question, because it assumes that remediation is necessary and that lead-clad cables in the Company's telecoms infrastructure pose a risk to public health or the environment. Any discretion the Proposal affords management is therefore illusory, because its highly prescriptive requests are based on conclusions that would override management's judgment based on its day-to-day operational experience and technical expertise. In this respect, the Proposal is like the proposal at issue in *The Home Depot, Inc. (Green Century)* (avail. Mar. 21, 2024). In *Home Depot (Green Century)*, the Staff concurred with the exclusion of a proposal that requested a report "assessing the benefits and drawbacks of permanently committing not to sell paint containing titanium dioxide sourced from the Okefenokee, and assessing risks to the company associated with same." The company argued that the supporting statement made it clear that the proponent supported a "commitment to avoid sourcing titanium dioxide from the Okefenokee," and ultimately sought to micromanage the company by "directing decisions and actions that involve a host of complex matters relating to the [c]ompany's choices of products to be sold, selection of suppliers around the world, and the relationships with those suppliers." Similarly, by requiring the Company to prepare a third-party report predicated on the Proposal's unfounded assumptions about the health risks presented by lead-clad cables and the need for remediation, the Proposal would implicitly force management to adopt the Proponent's view that lead-clad cables require remediation or other actions, views which Company management, informed by rigorous independent testing, established science and applicable laws and regulations, does not share. The Proposal thus intends for stockholders to step into the shoes of management and does not afford management sufficient flexibility or discretion to address and implement business decisions on complex matters involving the Company's maintenance of its telecommunications cable network and compliance with laws, regulations, and safety standards.

Furthermore, since the issuance of SLB 14L, the Staff has also granted relief on micromanagement grounds with respect to numerous proposals that would require the reporting of information similar in complexity and the level of granular detail to the

information demanded by the Proposal. *See, e.g.*, *Delta Air Lines, Inc.* (avail. Apr. 24, 2024) (permitting exclusion of a proposal requiring a report regarding "union suppression expenditures," including internal and external expenses); *Paramount Global (National Center for Public Policy Research)* (avail. Apr. 19, 2024) (permitting exclusion of a proposal requesting disclosure of the recipients of corporate charitable contributions of $5,000 or more); *Walmart Inc. (Green Century)* (avail. Apr. 18, 2024) (permitting exclusion of a proposal requiring a breakdown of greenhouse gas emissions for different categories of products in a manner inconsistent with existing reporting frameworks); *Amazon.com, Inc.* (avail. Apr. 1, 2024) (permitting exclusion of proposal calling for highly detailed living wage report).

In short, in seeking highly prescriptive and granular disclosures related to lead-clad cables even as the Company continues to analyze such issues and faces ongoing litigation related to lead-clad cables, the Proposal does not merely provide high-level direction on large strategic corporate matters, but instead would inappropriately limit the discretion of the Company's board and management in developing and implementing an appropriate approach to maintaining the Company's lead-clad cable infrastructure. Consistent with *Air Products*, *Home Depot (Wrobel)*, *Home Depot (Green Century)* and the other well-established precedent discussed above, the Proposal may be omitted pursuant to Rule 14a-8(i)(7) because it seeks to micromanage the Company by probing too deeply into complex matters upon which stockholders as a group would not be in a position to make an informed judgment.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2025 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8(i)(7) because the Proposal relates to the Company's ordinary business operations and seeks to micromanage the Company. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 887-3550.

Sincerely,

/s/ Thomas J. Kim

Thomas J. Kim

Enclosures

cc: Bryan Hough, AT&T Inc.
Moni DeWalt, AT&T Inc.
Robert Gaglione

EXHIBIT A

December 4, 2024

Office of the Corporate Secretary
AT&T Inc.
208 S. Akard, Suite 2954
Dallas, Texas 75202

Attn: Stacey S. Maris

Dear Ms. Maris:

I hereby submit the attached stockholder proposal for inclusion in the Company's 2025 proxy statement under Securities and Exchange Commission Rule 14a-8.

My resolution asks the Board of Directors to undertake a comprehensive independent study and release an independent report to demonstrate that AT&T has assessed all potential hazards related to lead-sheathed cables, as explained further in the resolution and supporting statement.

I am a stockholder of record and have continuously held [redacted] shares of common stock for more than two years through AT&T Computershare (Account No. [redacted]. I intend to maintain my ownership position through the date of the 2025 Annual Meeting, and I or a representative intend to introduce and speak for this resolution at the Company's 2025 Annual Meeting.

Should you wish to discuss my proposal, I will be available to meet with you or an AT&T representative via teleconference on either December 9, 2024, at 8:00 AM CT, or on December 16, 2024, at 3:00 PM CT. I can be contacted at [redacted] and by email at [redacted] with a cc to [redacted]

Please contact me with any questions. As suggested in the SEC's most recent Staff Legal Bulletin, we would be grateful if you send an e-mail confirming receipt.

Sincerely yours,

Robert Gaglione

Robert Gaglione

ATTACHMENT

Study and Report to Shareholders on Lead-Sheathed Cables

Robert Gaglione, who owns [redacted] shares of the Company's common stock, hereby notifies the Company that he intends to introduce the following resolution at the 2025 Annual Meeting for action by the stockholders:

Resolved: The shareholders request that AT&T Inc. undertake a comprehensive independent study and publicly release an independent report by December 2025 to demonstrate that AT&T has assessed all potential hazards related to lead-sheathed cables, including a comprehensive mapping of the locations impacted and conclusions on the potential cost of remediation, along with the most responsible and cost-effective ways to prioritize remediating sites posing a risk to public health.

SUPPORTING STATEMENT

In July 2023 *The Wall Street Journal* published a major report stating that telecommunications companies "have left behind a sprawling network of cables covered in toxic lead that stretches across the U.S., under the water, in the soil and on poles overhead." The story continued: "As the lead degrades, it is ending up in places where Americans live, work and play."

The *Journal* noted that the former AT&T laid lead-sheathed cables until the 1960s, when the industry began using plastic sheathing and then fiber optic cables. However, lead-sheathed cables remained in place.

These disclosures sparked public health and environmental concerns as to employees who worked regularly with lead-sheathed cables and as to communities where lead, a toxic metal, can contaminate soil and water.

A former EPA official said the *Journal* findings suggest that buried cables could pose a significant problem "everywhere," and "you're not going to know where it is in a lot of places." An environmental public health professor stated that this "new uncontrolled source of lead" may help explain "why children continue to have lead in their blood," adding: "We never knew about it so we never acted on it, unlike lead in paint and pipes."

These revelations prompted action by federal and state regulators, as well as demands for action from elected officials. In response AT&T has said it takes the issue "very seriously," but the company has challenged the *Journal* reporting and stated that "there's no nationwide public health risk."

As of November 2024, the matter remains unresolved. In late 2023 the *Journal* reported that an EPA investigation found over 100 readings with elevated lead near cables, and the agency sought data from Verizon and AT&T, but further details have not been forthcoming. AT&T has reiterated its commitment to remove cables from Lake Tahoe, but no other remediation efforts have been disclosed..

We believe this issue is too important to slip from public view. Lead mediation efforts in other industries have dragged on for years, and we believe that AT&T should be ahead of the curve. Apart from the public health and environmental concerns, the issue presents significant concerns for investors. Analyst estimates of AT&T's remediation costs have ranged widely from $264 million to $4 billion (although government programs may play a role). Those estimates came before EPA decided in 2024 to lower recommended screening levels for lead, which could increase the number of sites for AT&T to remediate.

We believe this matter warrants the comprehensive and independent examination recommended here.

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