



David W. Dorman  
Chairman & CEO

One AT&T Way  
Bedminster, NJ 07921  
908 234-4700  
FAX 908 532-1230  
dorman@att.com

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December 26, 2003

Mr. Jonathon G. Katz  
Secretary  
U.S. Securities and Exchange Commission  
450 Fifth Street NW  
Washington, DC 20549-0609

Dear Mr. Katz,

Re: File No. S7-19-03

I am Chairman and Chief Executive Officer of AT&T Corp., a company with a longstanding history of adherence to the highest standards of corporate governance. I write on behalf of my Company to comment on the proposal of the Securities and Exchange Commission to open the proxy statement to shareholder nominees.

In general, the efforts of Congress, the Stock Exchanges and the SEC to heighten regulation in reaction to the outrageous abuses of a very few companies, like Global Crossing and Worldcom, are laudable. However, at a certain point, the burdens and expense which complex new regulations impose on good corporate citizens like AT&T may outweigh any benefits. We believe that the SEC has reached, and passed, that point with its proposal to permit security holders to nominate Directors.

The SEC's proposal is creative and well intended, but we believe it is not good governance. One special concern is that it will further advantage large institutional shareholders over individuals. We believe AT&T's stock has the broadest base of individual ownership of any American business and we are especially sensitive to the interests of our small shareholders. We do not believe these interests would be well served by a rule that essentially grants only institutional or other large shareholders with enhanced access to our proxy statement, as well as the opportunity to have a special interest representative on our Board.

Additionally, AT&T believes that the SEC Proposal is both overly complex and also not sufficiently tailored to differentiate companies responsive to shareholder concerns from those that are not. In particular, the majority-vote shareholder proposal trigger would apply to all companies, even a governance leader like AT&T which has adopted several shareholder proposals in recent years.

We believe that the traditional merit-based American legal model for nominating and electing Boards of Directors has served AT&T and its shareholders well over our 128 year history. Many of the nation's most distinguished leaders have served as members of the AT&T Board over this period: Howard Baker, Vannevar Bush, Catherine Cleary, Douglas Dillon, John McCloy, Elihu Root, Theodore Vail, and Daniel Willard, just to name a few. We believe that the SEC's Proposal would unnecessarily and radically change this traditional model of excellence. However, if the SEC does feel it necessary to pursue change in this area, we suggest that at a minimum the Proposal should be refined to target those companies, like Global Crossing and Worldcom, with demonstrable records of poor corporate citizenship.

We appreciate your attention to our concerns.

Very truly yours,

David W. Dorman  
Chairman and CEO - AT&T

A handwritten signature in black ink that reads "David Dorman". The signature is written in a cursive, flowing style.