

WASHINGTON



UTILITIES AND TRANSPORTATION
COMMISSION

**REGISTRATION AND COMPETITIVE CLASSIFICATION
OF TELECOMMUNICATION COMPANIES**

All telecommunications companies must register with the Utilities and Transportation Commission (UTC) prior to beginning operations in the state of Washington. Refer to RCW 80.36, WAC 480-121, 480-80, and 480-120.

1300 South Evergreen Park Drive SW
PO Box 47250
Olympia, WA 98504-7250

Telephone 360-664-1160 / Fax 360-586-1150
TTY 360-586-8203 or 1-800-416-5289
Website: www.utc.wa.gov

The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.

- Complete the application form.
- Submit these forms via the [Records Center Web portal](#) or e-mail to records@utc.wa.gov as an electronic attachment. UTC encourages electronic submission of filings.
- UTC will issue a registration certificate with an effective date 30 days from the date the completed application is received and approved.

Include the following:

- Current Balance Sheet Latest Annual Report, if any

Competitive Classification

- Yes No Applicant is subject to effective competition and requests waiver of regulatory requirements outlined in WAC 480-121-063 (1).

Telecommunications Company Information

Company Name: Teleport Communications America, LLC d/b/a: _____
 Company Mailing Address: One AT&T Way
 City/State/Zip: Bedminster, NJ 07921
 Web Site Address: www.att.com

Unified Business Identification Number (UBI): 603-213-141
 (If you do not know your UBI number or need to request one contact the Business Licensing Services at 360-664-1400 or 1-800-451-7985)

Questions regarding this application should be directed to:

Name: Sharon Mullin
 Phone Number: 512-330-1698 Fax Number: 832-213-0203 E-mail: sm3162@att.com
 Mailing Address: 2003 Point Bluff
 City/State/Zip: Austin, TX 78746

Registered Agent (A Washington Agent is required if the company is located outside Washington State):

Name: CT Corporation System
Mailing Address: 505 Union Ave. SE, Ste. 120
City/State/Zip: Olympia, WA 98501
Phone Number: 360-357-6794

Name, address and title of each officer or director (attach additional pages if needed)

<u>Name</u>	<u>Address</u>	<u>Title</u>
Anthony Fea	200 S Laurel Ave – Bldg. D, Rm D3-3D05, Middletown, NJ 07748	President
Leonard Weitz	340 Mt. Kemble Ave., Rm 3A121, Morristown, NJ 07960	Vice President
James F. Dionne	1 AT&T Way, Rm 2B119, Bedminster, NJ 07921	Chief Financial Officer

Regulatory Contact:

Name: Sharon Mullin
Mailing Address: 2003 Point Bluff, Austin, TX 78746
Phone Number: 512-330-1698
E-mail: sm3162@att.com

Fax Number: 832-213-0203

Consumer Questions and/or Complaint Contact:

Name: Chris Timmermans
Title: Associate Director – Customer Appeals
Phone Number: 816-251-3255
E-mail: ct4873@att.com

Fax Number: 281-664-5365

Emergency Contact:

Name: Sharon Mullin
Title: Director, External Affairs
Phone Number: 512-330-1698
E-mail: sm3162@att.com

Fax Number: 832-213-0203

Telecommunication services that will be provided (check all that apply):

- | | |
|---|--|
| <input checked="" type="checkbox"/> Local Exchange Service (Resale) | <input checked="" type="checkbox"/> Data Services |
| <input type="checkbox"/> Calling Cards | <input type="checkbox"/> Prepaid Calling Cards |
| <input type="checkbox"/> Alternate Operator Services | <input checked="" type="checkbox"/> Directory Assistance |
| <input checked="" type="checkbox"/> Long Distance Interlata | <input type="checkbox"/> WATS (800/888) |
| <input checked="" type="checkbox"/> Long Distance Intralata | |
| <input type="checkbox"/> Other, please specify _____ | |



getting to the future first

AT&T Inc. 2011 Annual Report



Consolidated Statements of Income

Dollars in millions except per share amounts

	2011	2010	2009
Operating Revenues			
Wireless service	\$ 56,726	\$ 53,510	\$ 48,563
Data	29,606	27,555	25,644
Voice	25,131	28,332	32,345
Directory	3,293	3,935	4,724
Other	11,967	10,948	11,237
Total operating revenues	126,723	124,280	122,513
Operating Expenses			
Cost of services and sales (exclusive of depreciation and amortization shown separately below)	57,374	52,379	50,639
Selling, general and administrative	38,844	32,864	31,359
Impairment of intangible assets	2,910	85	—
Depreciation and amortization	18,377	19,379	19,515
Total operating expenses	117,505	104,707	101,513
Operating Income	9,218	19,573	21,000
Other Income (Expense)			
Interest expense	(3,535)	(2,994)	(3,368)
Equity in net income of affiliates	784	762	734
Other income (expense) – net	249	897	152
Total other income (expense)	(2,502)	(1,335)	(2,482)
Income from Continuing Operations Before Income Taxes	6,716	18,238	18,518
Income tax (benefit) expense	2,532	(1,162)	6,091
Income from Continuing Operations	4,184	19,400	12,427
Income from Discontinued Operations, net of tax	—	779	20
Net Income	4,184	20,179	12,447
Less: Net Income Attributable to Noncontrolling Interest	(240)	(315)	(309)
Net Income Attributable to AT&T	\$ 3,944	\$ 19,864	\$ 12,138
Basic Earnings Per Share from Continuing Operations			
Attributable to AT&T	\$ 0.66	\$ 3.23	\$ 2.06
Basic Earnings Per Share from Discontinued Operations			
Attributable to AT&T	—	0.13	—
Basic Earnings Per Share Attributable to AT&T	\$ 0.66	\$ 3.36	\$ 2.06
Diluted Earnings Per Share from Continuing Operations			
Attributable to AT&T	\$ 0.66	\$ 3.22	\$ 2.05
Diluted Earnings Per Share from Discontinued Operations			
Attributable to AT&T	—	0.13	—
Diluted Earnings Per Share Attributable to AT&T	\$ 0.66	\$ 3.35	\$ 2.05

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Balance Sheets

Dollars in millions except per share amounts

	December 31,	
	2011	2010
Assets		
Current Assets		
Cash and cash equivalents	\$ 3,185	\$ 1,437
Accounts receivable – net of allowances for doubtful accounts of \$878 and \$957	13,606	13,610
Prepaid expenses	1,155	1,458
Deferred income taxes	1,470	1,170
Other current assets	3,611	3,179
Total current assets	23,027	20,854
Property, Plant and Equipment – Net	107,087	103,196
Goodwill	70,842	73,601
Licenses	51,374	50,372
Customer Lists and Relationships – Net	2,757	4,708
Other Intangible Assets – Net	5,212	5,440
Investments in Equity Affiliates	3,718	4,515
Other Assets	6,327	6,705
Total Assets	\$270,344	\$269,391
Liabilities and Stockholders' Equity		
Current Liabilities		
Debt maturing within one year	\$ 3,453	\$ 7,196
Accounts payable and accrued liabilities	19,858	20,055
Advanced billing and customer deposits	3,872	4,086
Accrued taxes	1,003	975
Dividends payable	2,608	2,542
Total current liabilities	30,794	34,854
Long-Term Debt	61,300	58,971
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	25,748	22,070
Postemployment benefit obligation	34,011	28,803
Other noncurrent liabilities	12,694	12,743
Total deferred credits and other noncurrent liabilities	72,453	63,616
Stockholders' Equity		
Common stock (\$1 par value, 14,000,000,000 authorized at December 31, 2011 and 2010; issued 6,495,231,088 at December 31, 2011 and 2010)	6,495	6,495
Additional paid-in capital	91,156	91,731
Retained earnings	25,453	31,792
Treasury stock (568,719,202 at December 31, 2011 and 584,144,220 at December 31, 2010, at cost)	(20,750)	(21,083)
Accumulated other comprehensive income	3,180	2,712
Noncontrolling interest	263	303
Total stockholders' equity	105,797	111,950
Total Liabilities and Stockholders' Equity	\$270,344	\$269,391

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Cash Flows

Dollars in millions

	2011	2010	2009
Operating Activities			
Net income	\$ 4,184	\$ 20,179	\$ 12,447
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	18,377	19,379	19,515
Undistributed earnings from investments in equity affiliates	(623)	(603)	(419)
Provision for uncollectible accounts	1,136	1,334	1,762
Deferred income tax expense (benefit) and noncurrent unrecognized tax benefits	2,937	(3,280)	1,885
Net gain from impairment and sale of investments	(89)	(802)	—
Impairment of intangible assets	2,910	85	—
Actuarial loss on pension and postretirement benefits	6,280	2,521	215
Income from discontinued operations	—	(779)	(20)
Changes in operating assets and liabilities:			
Accounts receivable	(1,133)	(99)	(490)
Other current assets	(428)	(187)	(617)
Accounts payable and accrued liabilities	(383)	(1,508)	943
Retirement benefit funding	(1,000)	—	—
Other – net	2,480	(1,247)	(816)
Total adjustments	30,464	14,814	21,958
Net Cash Provided by Operating Activities	34,648	34,993	34,405
Investing Activities			
Construction and capital expenditures:			
Capital expenditures	(20,110)	(19,530)	(16,554)
Interest during construction	(162)	(772)	(740)
Acquisitions, net of cash acquired	(2,368)	(2,906)	(983)
Dispositions	1,301	1,830	287
(Purchases) and sales of securities, net	62	(100)	55
Other	27	29	52
Net Cash Used in Investing Activities	(21,250)	(21,449)	(17,883)
Financing Activities			
Net change in short-term borrowings with original maturities of three months or less	(1,625)	1,592	(3,910)
Issuance of long-term debt	7,936	2,235	8,161
Repayment of long-term debt	(7,574)	(9,294)	(8,652)
Issuance of treasury stock	237	50	28
Dividends paid	(10,172)	(9,916)	(9,670)
Other	(452)	(515)	(465)
Net Cash Used in Financing Activities	(11,650)	(15,848)	(14,508)
Net increase (decrease) in cash and cash equivalents	1,748	(2,304)	2,014
Cash and cash equivalents beginning of year	1,437	3,741	1,727
Cash and Cash Equivalents End of Year	\$ 3,185	\$ 1,437	\$ 3,741

The accompanying notes are an integral part of the consolidated financial statements.

Report of Management

The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles. The integrity and objectivity of the data in these financial statements, including estimates and judgments relating to matters not concluded by year end, are the responsibility of management, as is all other information included in the Annual Report, unless otherwise indicated.

The financial statements of AT&T Inc. (AT&T) have been audited by Ernst & Young LLP, Independent Registered Public Accounting Firm. Management has made available to Ernst & Young LLP all of AT&T's financial records and related data, as well as the minutes of stockholders' and directors' meetings. Furthermore, management believes that all representations made to Ernst & Young LLP during its audit were valid and appropriate.

Management maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed by AT&T is recorded, processed, summarized, accumulated and communicated to its management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosure, and reported within the time periods specified by the Securities and Exchange Commission's rules and forms.

Management also seeks to ensure the objectivity and integrity of its financial data by the careful selection of its managers, by organizational arrangements that provide an appropriate division of responsibility and by communication programs aimed at ensuring that its policies, standards and managerial authorities are understood throughout the organization.

The Audit Committee of the Board of Directors meets periodically with management, the internal auditors and the independent auditors to review the manner in which they are performing their respective responsibilities and to discuss auditing, internal accounting controls and financial reporting matters. Both the internal auditors and the independent auditors periodically meet alone with the Audit Committee and have access to the Audit Committee at any time.

Assessment of Internal Control

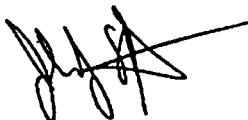
The management of AT&T is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934. AT&T's internal control system was designed to provide reasonable assurance to the company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

AT&T management assessed the effectiveness of the company's internal control over financial reporting as of December 31, 2011. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework*. Based on its assessment, AT&T management believes that, as of December 31, 2011, the Company's internal control over financial reporting is effective based on those criteria.

Ernst & Young LLP, the independent registered public accounting firm that audited the financial statements included in this Annual Report, has issued an attestation report on the company's internal control over financial reporting.



Randall Stephenson
Chairman of the Board,
Chief Executive Officer and President



John J. Stephens
Senior Executive Vice President and
Chief Financial Officer

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF REGISTRATION

to

TELEPORT COMMUNICATIONS AMERICA, LLC

a/an DE Limited Liability Company. Charter documents are effective on the date indicated below.

Date: 6/6/2012

UBI Number: 603-213-141



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State