



Cheryl L. Hamill
AVP – Senior Legal Counsel
Legal/State Regulatory

200 W. Adams Street
Suite 1001
Chicago, IL 60606

T 312.608-6187
chamill@att.com

March 27, 2024

Ms. Lisa Felice
Michigan Public Service Commission
Executive Secretary
P.O. Box 30221
Lansing, MI 48909

Re: MPSC Case No. U-21625
In the Matter of the Application of AT&T Enterprises, Inc. for a permanent and temporary license to provide basic local exchange services in the State of Michigan in the areas served by AT&T Corp.

Dear Ms. Felice:

On behalf of AT&T Enterprises, Inc., please find for filing in a new docket the following:

1. Application of AT&T Enterprises, Inc. to Provide Basic Local Exchange Services; and
2. Accompanying Direct Testimony of Richad T. Howell in support of the Application.

Please contact me with any questions about this filing.

Very truly yours,

A handwritten signature in black ink that reads "Cheryl L. Hamill".

Cheryl L. Hamill
Attorney for AT&T Enterprises, Inc.

Enclosures

cc: Wendy Thelen
Lori Thelen

STATE OF MICHIGAN
BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION

* * * * *

In the matter of the Application of)	
AT&T Enterprises, Inc. for a permanent)	
and temporary license to provide basic)	Case No. U-21625
local exchange services in the State of)	
Michigan in the areas served by AT&T Corp.)	

APPLICATION OF AT&T ENTERPRISES, INC.
TO PROVIDE BASIC LOCAL EXCHANGE SERVICES

Pursuant to Sections 203, 301 and 302 of the Michigan Telecommunications Act (“MTA”), AT&T Enterprises, Inc. hereby applies to the Michigan Public Service Commission (“MPSC”) for a permanent license to provide basic local exchange telecommunications services in the same specific geographic areas in which AT&T Corp. provides basic local exchange services in Michigan today. Sections 301 and 302 of the MTA provide the MPSC with the authority to approve an application for a license to provide basic local exchange services. AT&T Enterprises, Inc. also requests the issuance of a temporary license while this Application is pending if the Application has not been approved on or before May 1, 2024. This Application is supported by the Direct Testimony of Richard T. Howell, filed simultaneously with this Application.

I. SUMMARY OF INTERNAL CORPORATE RESTRUCTURING

AT&T Inc., the parent company of both AT&T Corp. and Applicant AT&T Enterprises, Inc., is undertaking an internal restructuring to streamline its corporate structure, resulting in greater operational efficiencies. As part of this overall corporate restructuring, AT&T Corp., a competitive local exchange carrier licensed to provide basic local exchange services in the State of Michigan pursuant to Order dated September 11, 2012 in MPSC Case No. U-17031, will

merge with and into AT&T Enterprises, Inc. on May 1, 2024. AT&T Enterprises, Inc. was incorporated in the State of Delaware on November 29, 2023 and was qualified with the Michigan Department of Licensing and Regulatory Affairs (LARA) on December 20, 2023. AT&T Enterprises, Inc. will assume all the assets and operations of AT&T Corp. on May 1, 2024, including all the technical, financial and managerial assets and operations formerly owned and used by AT&T Corp.¹

The surviving entity resulting from that merger, AT&T Enterprises, Inc., will undergo a nearly simultaneous conversion and name change to AT&T Enterprises, LLC following the merger of AT&T Enterprises, Inc. with AT&T Corp. Specifically, AT&T Enterprises, Inc. will be converted to AT&T Enterprises, LLC -- a limited liability company to be established in the State of Delaware effective May 2, 2024 -- effective May 2, 2024. AT&T Enterprises, LLC will assume all the assets and operations of AT&T Enterprises, Inc., including all the technical, financial and managerial assets and operations formerly owned and used by AT&T Corp. As soon as reasonably practicable thereafter, AT&T Enterprises, Inc. will update its corporate documentation with LARA to reflect the conversion to AT&T Enterprises, LLC. AT&T Corp. will cease to exist on May 1, 2024 and will submit any necessary documentation to the MPSC to voluntarily surrender its existing license to provide local service shortly after that date and upon receipt of any necessary regulatory approvals and completion of the restructuring.

The change in internal organizational structure is part on an overarching and ongoing effort by AT&T Inc., the parent of AT&T Corp., AT&T Enterprises, Inc. and AT&T Enterprises, LLC, to enhance the efficiencies of the corporate structures of its subsidiary companies. This

¹ A copy of the State of Delaware Certificate of Incorporation of AT&T Enterprises, Inc. is attached as Exhibit A to the accompanying Direct Testimony of Richard T. Howell. A copy of AT&T Enterprises, Inc.'s registration with LARA is attached as Exhibit B to the accompanying Direct Testimony of Richard T. Howell.

will provide a more flexible corporate structure that will enable the AT&T companies to more effectively and efficiently manage their business operations. AT&T Inc. will continue to be the parent company of AT&T Enterprises, Inc. and, ultimately, AT&T Enterprises, LLC. Exhibit C to the accompanying Direct Testimony of Richard T. Howell illustrates the proposed change in organizational structure.

II. THE PARTIES

AT&T Corp. was incorporated on March 3, 1885 under the laws of the State of New York. AT&T Corp. is a direct, wholly-owned subsidiary of AT&T Inc., one of the largest providers of telecommunications services in the world. SBC Communications, Inc. acquired AT&T Corp. on November 18, 2005. SBC Communications, Inc. then changed its name to AT&T Inc. AT&T Corp. (then known as American Telephone and Telegraph Company) was authorized to transact business in Michigan on February 7, 1980. See the filings summary with LARA's Corporations Division for a list of filings (url:

<https://cofs.lara.state.mi.us/CorpWeb/CorpSearch/CorpSummary.aspx?token=nBxILn58HwVtv4JMRDwTm1cWblopjnzIgg3FCQzRMH7Z0mRAdeXC1NOqabh0/DSpo4ionKw7D585g7tTh+paVImQIBgMtd8rkC23v4UoYC6/X+kb1Q2DiexFPQF+QWRV9pkRI2/6QkpwFInwk5AHzk1GrXfLPWEZaZwbXFc0/XljwsIH9olwJRpRQOISLe7sopTJtju601u6dnguyQ5HwF43F86NSM0kl8ZNSiD7+JP7KjjB7oVlwL/SrEiGQ2Yc1JwGgm9lq0BIK8Oqns06TBs/sVAQVfnnxIPrk9Fr6j17KvVd1yjbBwgWZ2Y1bRgSRZgBf5yrxUtqWa+i2sBFoqqV2gtQHEB>).

AT&T Inc., through its subsidiaries, provides various services – including basic local exchange service – in various states throughout the country. The Michigan Public Service Commission granted AT&T Corp. a license to provide basic local exchange service by Order dated September 11, 2012 in Case No. U-17031, *In the matter of the application of AT&T Corp.*

for a permanent and temporary license to provide basic local exchange services in the State of Michigan in the areas served by AT&T Communications of Michigan, Inc.

As noted above, AT&T Enterprises, Inc. was incorporated in the State of Delaware on November 29, 2023 and was registered with LARA on December 20, 2023. AT&T Corp. will be merged with and into AT&T Enterprises, Inc. on May 1, 2024. AT&T Enterprises, Inc. will then assume the entire operations of AT&T Corp. on May 1, 2024 and will be immediately converted to AT&T Enterprises, LLC, a Delaware limited liability company, on May 2, 2024. AT&T Enterprises, Inc. (and, ultimately, AT&T Enterprises, LLC) will provide the same services, on the same terms and conditions, in the same service territory and using the same network as AT&T Corp. does today. As soon as reasonably practicable thereafter, AT&T Enterprises, Inc. will update its registration with LARA to reflect its conversion to AT&T Enterprises, LLC and will provide the requisite notice of conversion to the Michigan Public Service Commission. The LARA qualifications of AT&T Corp. will be withdrawn at that time.

The internal restructuring will be seamless to customers. The only change customers will see is the name of the service provider on their AT&T bill change from AT&T Corp. to AT&T Enterprises. Customers' services, prices, terms and conditions of service will not be affected.

AT&T Inc. and its subsidiaries, including AT&T Enterprises, Inc., have extensive operational and managerial experience and substantial financial resources. The regulatory contact for AT&T Enterprises, LLC will be:

Richard T. "Chip" Howell
Lead Regulatory Relations - External & Legislative Affairs
208 S. Akard Street
Dallas, Texas 75202
rh2514@att.com
469-657-6722

III. AT&T ENTERPRISES, INC. MEETS THE STATUTORY REQUIREMENTS FOR A LICENSE

The relevant statutory standards are set forth in Section 302(i) of the Michigan Telecommunications Act, MCL 484.2302(1):

Sec. 302. (1) After notice and hearing, the commission shall approve an application for a license if the commission finds both of the following:

- (a) The applicant possesses sufficient technical, financial and managerial resources and abilities to provide basic local exchange service within the geographic area of the license and that the applicant intends to provide service within 1 year from the date the license is granted.
- (b) The granting of a license to the applicant would not be contrary to the public interest.

1. The Geographic Area of the Proposed License

As described more fully in AT&T Corp.'s application in Case No. U-17031 for a license to provide basic local exchange service, the geographic scope covered by its license is the service areas of Michigan Bell Telephone Company d/b/a AT&T Michigan, Frontier North, Inc. and Brightspeed of Upper Michigan, Inc. f/k/a Century Tel of Upper Michigan, d/b/a Century Link.

Because AT&T Enterprises, Inc. is assuming the entire operations of AT&T Corp., the geographic scope of its service territory will be identical to that of AT&T Corp. AT&T Enterprises, Inc. will mirror the maps and legal descriptions of the current AT&T Corp. in its service guidebooks. After it receives the requested license, AT&T Enterprises, Inc. will adopt AT&T Corp.'s tariff and Service Guide.

2. Notice

Beginning March 1, 2024, AT&T Corp. began notifying its customers via bill message that effective May 1, 2024, AT&T Corp. will merge into an affiliated entity, AT&T Enterprises, LLC, both wholly owned subsidiaries of AT&T Inc., and that after the merger the combined companies will operate as AT&T Enterprises, LLC, and that the merger will not impact any rates, terms or conditions of service.

3. AT&T Enterprises, Inc.'s Technical, Financial and Managerial Resources and Abilities to Provide Basic Local Exchange Services Within the Geographic Area of the License

As a successor to AT&T Corp., AT&T Enterprises, Inc. will ultimately acquire the full array of financial, technical and managerial capabilities of AT&T Corp. to offer basic local exchange service in Michigan. The Commission reviewed AT&T Corp.'s financial, technical and managerial qualifications in Case No. U-17031 and determined that AT&T Corp. possesses the necessary financial, technical and managerial resources to provide basic local exchange services in Michigan. Moreover, AT&T Corp. has been providing basic local exchange services in Michigan for approximately 12 years and has more than demonstrated its financial, technical and managerial wherewithal and resources ... resources that will flow to AT&T Enterprises, Inc. on May 1, 2024.

a. Technical and Managerial Qualifications

AT&T Corp. possesses the necessary technical and managerial resources to offer basic local exchange services in Michigan; in fact, it has been successfully doing so since 2012. AT&T Enterprises, Inc. will ultimately assume all assets of AT&T Corp., including its technical and managerial resources. As such, as successor to AT&T Corp. and its wealth of expertise and resources, AT&T Enterprises, Inc. will be technically and managerially qualified on day one to

provide basic local exchange service in Michigan. It will maintain a modern worldwide network and, either directly or through its affiliates, will continue to offer the same high quality local exchange services.

With respect to managerial qualifications, AT&T Enterprises, Inc. will utilize substantially the same personnel that AT&T Corp. has used for many years. AT&T Enterprises, Inc. will have approximately 50 key officers and directors. They can be reached at AT&T's principal office at 208 S. Akard Street, Dallas, Texas 75202. The officers and directors (with accompanying titles) are identified in Exhibit D to the accompanying Direct Testimony of Richard T. Howell. Upon conversion of AT&T Enterprises, Inc. to an LLC, AT&T Enterprises, LLC will be manager-managed and have two managers who serve as "governors". Applicant anticipates the two governors will be Jeff McElfresh and William Ryan.

AT&T Enterprises, Inc.'s senior management has extensive experience in the telecommunications industry and its technical staff will ensure that its operations will continue to meet high standards for service quality and reliability. The accompanying testimony of Richard T. Howell describes the resources and abilities of AT&T Enterprises to provide the proposed services. Mr. Howell also describes some of AT&T Enterprises' senior technical and managerial staff and includes biographies of key managers in his accompanying testimony.

b. Financial Qualifications

AT&T Inc. owns 100% of the economic interest of both AT&T Corp. and AT&T Enterprises, Inc. and will own 100% of the economic interest of AT&T Enterprises, LLC. AT&T Inc. is a publicly traded company, has 100% control over AT&T Enterprises, Inc. and will have 100% control over AT&T Enterprises, LLC.

AT&T Enterprises, Inc. possesses the requisite financial resources to provide the telecommunications services specified in this Application. AT&T Enterprises, Inc., as a wholly-owned subsidiary of AT&T Inc., will have the financial assets needed to provide basic local exchange service in Michigan. AT&T Inc. and its subsidiaries have extensive operational and managerial experience and substantial financial resources. AT&T Inc.'s most recent financial reports for Fiscal Year 2023 are available at : <https://otp.tools.investis.com/clients/us/atnt2/sec/sec-show.aspx?FilingId=17303532&Cik=0000732717&Type=PDF&hasPdf=1>

c. Impact on the Public Interest

As successor to the assets and operations of AT&T Corp., AT&T Enterprises will become the provider of basic local exchange services to customers currently served by AT&T Corp. AT&T Corp. intends to take all steps necessary to voluntarily surrender its license to provide telecommunications services in Michigan shortly after May 1, 2024 and upon receipt of any necessary regulatory approvals and completion of the restructuring. This change is in the public interest because the new organizational structure will permit customers in Michigan to continue to receive their existing services from an AT&T entity and there will be no gap in service.

Moreover, the change in organizational structure will be transparent to customers. There will be no change in basic local exchange service rates, terms or conditions attributable to this internal change in corporate structure. Once the new organizational structure is completed, the same personnel who currently manage these services will continue to do so and the same network assets will be used to provide these services. The ultimate surviving entity, AT&T Enterprises, LLC, will make any required name changes to service guides, tariffs and contracts. At most, the only change customers will experience is the name of the service provider noted on their bill.

Moreover, as noted above, AT&T is undertaking this internal corporate restructuring to more effectively and efficiently serve its customers. As such, the granting of a license to AT&T Enterprises, Inc. is not only not contrary to the public interest, but it will enhance the quality of the local services AT&T Enterprises, Inc. (and, ultimately, AT&T Enterprises, LLC) will provide in the future.

d. Interconnection Agreements

To the extent AT&T Corp. has entered into interconnection agreements with third parties in Michigan for the provision of telecommunications services, AT&T Enterprises, Inc. will continue to abide by the existing agreements and will negotiate name change amendments upon completion of the internal restructuring.

IV. AT&T ENTERPRISES, INC. MEETS THE REQUIREMENTS FOR A TEMPORARY LICENSE

AT&T Enterprises, Inc. requests the grant of a temporary license for the geographic areas that are the subject of this Application in the event a permanent license is not approved on or before May 1, 2024. Section 301(2) of the MTA states: “pending the determination of an application for a license, the commission without notice and hearing may issue a temporary license for a period of not to exceed 1 year.” A temporary license is appropriate ... indeed, necessary ... if there is any delay in the approval of a permanent license beyond May 1, 2024 as it will allow AT&T Enterprises to provide local service to existing AT&T Corp. customers after May 1, 2024.

V. CONCLUSION

AT&T Enterprises, Inc. has demonstrated that it satisfies the requirements for a license to provide basic local exchange service under Section 302 of the MTA. In particular, AT&T

Enterprises, Inc. has demonstrated that it possesses sufficient technical, financial and managerial resources and abilities to provide basic local exchange services in the proposed service areas and that its exercise of authority to serve the proposed service areas would not be contrary to the public interest.

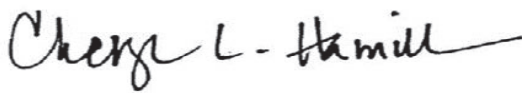
WHEREFORE, AT&T Enterprises, Inc. respectfully requests that the Commission enter the following orders:

1. An order granting a temporary license to AT&T Enterprises, Inc. to provide basic local exchange services in the geographic areas specified in this Application, as necessary or appropriate;
2. An order granting a permanent license to provide basic local exchange services in the geographic areas specified in this Application; and
3. An order granting such other relief as is fair and reasonable.

Dated: March 27, 2024

Respectfully submitted,

AT&T Enterprises, Inc.

By: 
Cheryl L. Hamill (P55005)
Attorney on behalf of AT&T Enterprises, Inc.
200 West Adams, Suite 1001
Chicago, Illinois 60606
chamill@att.com
(312) 608-6187

STATE OF MICHIGAN
BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION

* * * * *

In the matter of the Application of)	
AT&T Enterprises, Inc. for a permanent)	
and temporary license to provide basic)	Case No. U-21625
local exchange services in the State of)	
Michigan in the areas served by AT&T Corp.)	

DIRECT TESTIMONY OF
RICHARD T. HOWELL
ON BEHALF OF AT&T ENTERPRISES, INC.

MARCH 27, 2024

23 coordinator, state regulatory, tariff administration/product advocacy, wholesale regulatory
24 and docket management.

25

26 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?**

27 A. The purpose of my testimony is to support the Application of AT&T Enterprises, Inc. for a
28 license to provide basic local exchange services in the State of Michigan in the areas
29 currently served by AT&T Corp. (“the Application”) by demonstrating that AT&T
30 Enterprises, Inc. possesses the required technical, financial and managerial resources to
31 provide basic local exchange services in Michigan and that granting AT&T Enterprises,
32 Inc. a license to provide basic local exchange services is not contrary to the public
33 interest.

34

35 **Q. PLEASE DESCRIBE THE CHANGE IN CORPORATE STRUCTURE RELEVANT**
36 **TO THIS APPLICATION.**

37 A. AT&T is in the process of internally reorganizing its corporate structure to operate its
38 business more effectively and efficiently and to better serve its customers. As a first step,
39 AT&T will convert its incumbent local exchange companies, including Michigan Bell
40 Telephone Company d/b/a AT&T Michigan, to limited liability companies. As a second
41 step, AT&T will merge AT&T Corp., which operates as a competitive local exchange
42 carrier in Michigan and other states, into a new entity known as AT&T Enterprises, Inc.
43 on May 1, 2024. AT&T Enterprises, Inc. was incorporated in Delaware on November 29,
44 2023 and was qualified with the Michigan Department of Licensing and Regulatory
45 Affairs (LARA) on December 20, 2023. A copy of the State of Delaware Certificate of

46 Incorporation of AT&T Enterprises, Inc. is attached to my testimony as Exhibit A. A
47 copy of AT&T Enterprise, Inc.'s qualification with LARA is attached to my testimony as
48 Exhibit B.

49
50 Immediately following the merger of AT&T Corp. and AT&T Enterprises, Inc. on May 1,
51 AT&T Enterprises, Inc., the surviving entity, will convert from a Delaware corporation to
52 a Delaware limited liability company and will change its name to AT&T Enterprises,
53 LLC. As soon as reasonably practicable thereafter, the LARA qualifications of AT&T
54 Enterprises, Inc. will be updated to reflect the conversion to AT&T Enterprises, LLC.
55 AT&T Corp. will cease to exist on May 1, 2024 and it will submit all necessary
56 documentation to the Michigan Public Service Commission to voluntarily surrender its
57 local service license shortly after May 1, 2024 and upon receipt of any necessary
58 regulatory approvals and completion of the restructuring.

59 As a result of this purely internal ownership change, AT&T Enterprises will become a
60 fourth tier, wholly-owned subsidiary of AT&T Inc. and, just like with AT&T Corp.,
61 ultimate ownership of AT&T Enterprises will remain with AT&T Inc. A pictorial
62 summary of this internal restructuring is attached to my testimony as Exhibit C.

63

64 **Q. IS AT&T CORP. AUTHORIZED TO PROVIDE LOCAL SERVICES IN**
65 **MICHIGAN?**

66 A. Yes. AT&T Corp. was authorized by the Commission's September 11, 2012 Order in Case
67 No. U-17031 to provide basic local exchange service in Michigan. AT&T Corp. currently
68 provides business and local services in Michigan.

69

70 **Q. IS AT&T ENTERPRISES, INC. QUALIFIED TO TRANSACT BUSINESS IN**
71 **MICHIGAN?**

72 A. Yes. As noted in my prior answer, AT&T Enterprises, Inc. is qualified with LARA to
73 transact business in Michigan and, shortly following its merger with AT&T Corp., it will
74 convert to AT&T Enterprises, LLC, at which time the LARA qualifications of AT&T
75 Enterprises, Inc. will be updated to reflect the conversion to AT&T Enterprises, LLC.

76

77 **Q. WHAT IS THE GEOGRAPHIC SCOPE OF THE REQUESTED LOCAL SERVICE**
78 **LICENSE?**

79 A. The geographic scope of the requested local service license is identical in scope to the
80 geographic scope of the basic local service license currently held by AT&T Corp. That
81 includes the service areas of Michigan Bell Telephone Company d/b/a AT&T Michigan,
82 Frontier North, Inc. and Brightspeed of Upper Michigan, Inc. f/k/a Century Tel of Upper
83 Michigan, d/b/a Century Link. In fact, AT&T Enterprises will mirror the maps and legal
84 descriptions of the current AT&T Corp. in its service guidebooks. After it receives the
85 requested license, AT&T Enterprises will adopt AT&T Corp.'s tariff and Service Guide.

86

87 **Q. DOES AT&T ENTERPRISES, INC. HAVE THE TECHNICAL AND**
88 **MANAGERIAL RESOURCES TO PROVIDE BASIC LOCAL EXCHANGE**
89 **SERVICE IN MICHIGAN?**

90 A. Yes. The existing operating entity today in Michigan, AT&T Corp., possesses the
91 necessary technical and managerial resources to offer basic local exchange services in

92 Michigan, has been authorized by the Michigan Public Service Commission to do so, and
93 is doing so today. AT&T Enterprises, Inc. will acquire all existing assets and resources of
94 AT&T Corp., including its managerial and technical personnel, and will utilize
95 substantially the same managerial and technical personnel that AT&T Corp. has used for
96 many years to provide basic local exchange service. AT&T Enterprises, as successor to
97 AT&T Corp., will maintain a modern worldwide network and will continue to offer the
98 same high quality local exchange services to residential and business customers. AT&T
99 Enterprises, Inc. has approximately 50 key officers and directors. The officers and
100 directors (with accompanying titles) are identified in Exhibit D to my testimony. Upon
101 conversion of AT&T Enterprises, Inc. to an LLC, AT&T Enterprises, LLC will be
102 manager-managed and have two managers who serve as “governors.” AT&T anticipates
103 that the two governors will be Jeff McElfresh and William Ryan. AT&T Enterprises’
104 senior management has extensive experience in the telecommunications industry and its
105 technical staff will ensure that its operations will continue to meet high standards for
106 service quality and reliability.

107
108 **Q. PLEASE PROVIDE BIOGRAPHIES OF SOME OF THE KEY OFFICERS AND**
109 **DIRECTORS OF AT&T ENTERPRISES, INC.**

110 **A. Jeff McElfresh – President and Chief Executive Officer**

111 Jeff McElfresh is the Chief Operating Officer of AT&T, a global communications leader
112 serving more than 100 million mobile and broadband customers in the United States, and
113 millions of business customers, including nearly all of the Fortune 1000.

114

115 Jeff has 27 years of experience with AT&T in a variety of strategic, operational and
116 technology leadership roles. Jeff most recently served as the Chief Executive Officer of
117 AT&T Communications, where he led nearly 200,000 employees, and prior to that, the
118 president of its Technology and Operations group where he led a team of more than
119 90,000 employees and was responsible for the Company's network, technology,
120 cybersecurity, data and labs operations. While in that role, he led the team that won
121 AT&T recognition for having the best, fastest and most reliable wireless network in the
122 country.

123
124 He also previously served as CEO of AT&T's Vrio and its DIRECTV Latin America and
125 SKY Brasil businesses from 2015 to 2018. He served as senior vice president in AT&T's
126 Strategy and Corporate Development group. He also served as president of AT&T
127 Mexico and was a member of the board of directors and executive committee of Telmex
128 and América Móvil, overseeing AT&T's since-divested minority interest in the two
129 companies. Early in his career, he held several operational positions with AT&T's
130 (BellSouth International) wireless businesses in Latin America. Jeff was appointed to the
131 President's National Security Telecommunications Advisory Committee (NSTAC) in
132 2023. NSTAC advises the White House on the reliability, security, and preparedness of
133 vital communications and information infrastructure.

134
135 Jeff holds a Bachelor of Science in electrical engineering from the University of Florida
136 and a Master of Business Administration from Northwestern University's Kellogg School
137 of Management.

138

139 **Jeston Dumas – Chief Financial Officer and Treasurer**

140 Jeston Dumas is a key member of AT&T's Finance organization and leads AT&T's
141 Treasury and Payments teams responsible for Global Customer Payments, Global Cash
142 Management, Free Cash Flow/Liquidity, Capital Markets, Risk Management, and
143 Shareowner Services.

144

145 Previously, Jeston served as AVP of Investor Relations, leading a team responsible for
146 investor targeting activity and the quarterly earnings process for AT&T. This team met in-
147 person with over 1300 buy-side investors annually, both domestically and internationally.
148 The team also coordinated executive presentations at more than a dozen financial
149 conferences each year.

150

151 Prior to joining Investor Relations, Jeston led a team in the AT&T Treasury organization
152 responsible for managing all of AT&T's capital markets activity. This includes debt and
153 equity financing, foreign exchange and short term investments. Jeston was also
154 responsible for financial risk management, including currency and interest rate hedging
155 strategies.

156

157 Jeston has served AT&T in a number of finance and operational roles, including several
158 years in the Enterprise Sales organization. His experience includes enterprise and
159 mobility sales, sales operations, and leading the sales force integration during the merger
160 of SBC Communications and AT&T Corp. Jeston began his career with

161 AT&T/Southwestern Bell in 1996, advancing to Executive Director in Corporate
162 Development. As a member of the Corporate Development M&A team, he led the
163 negotiation and sale of two multi-billion dollar wireless companies, diAx of Switzerland
164 and Cegetel of France. He also led the renegotiation of SBC's investment in Telkom
165 South Africa, paving the way for Telkom's Initial Public Offering.

166
167 Jeston earned a Bachelor's Degree in Finance from Texas State University and a Master's
168 Degree in Business Administration from Southern Methodist University.

169

170 **Rick Welday – Executive Vice President and General Manager – Enterprise**

171 Rick Welday was appointed head of AT&T's Enterprise Markets team in April 2022 with
172 P&L responsibility focused on the largest portion of AT&T's \$35 billion business
173 portfolio. The Enterprise Markets team serves nearly all Fortune 1000 companies across
174 virtually every industry, providing connectivity solutions, powered by 5G and Fiber, to
175 enable and transform their business.

176

177 Previously, Rick led the P&L for AT&T's broadband business, where he delivered year-
178 over-year EBITDA growth for AT&T consumer wireline by adding 1 million AT&T Fiber
179 subscribers for four consecutive years, launching the fastest internet among major
180 providers with 5-Gig speeds, introducing straightforward pricing and transforming the
181 customer experience – all while expanding the nation's largest and fastest-growing fiber
182 network to reach nearly 17 million customer locations in 100+ metropolitan areas across
183 the country.

184

185 An agent of transformation throughout his career and a veteran of marketing, sales,
186 advertising, customer service and network, Rick joined AT&T in 1990 and has spent
187 three decades with the Company, spanning back to SBC and Southwestern Bell Telecom.

188

189 During his leadership of the AT&T's Broadband and Video organization, he launched the
190 company's premium streaming product and was integral in facilitating an agreement to
191 establish DIRECTV as a separate company, valued at more than \$16 billion. Prior to that,
192 he ran AT&T's advertising sales organization as president of AdWorks and Xandr Media.
193 He's held international positions in Mexico, where he revolutionized the customer service
194 experience, and in Switzerland, where he served as president of the company's Swiss
195 wireless business. Rick also served as chief marketing officer for AT&T Consumer and
196 headed all video and broadband marketing for the launch of U-verse TV.

197

198 Rick graduated from Baylor University with a Bachelor of Business Administration
199 degree in finance and management. He serves on the advisory council for the Barbara
200 Bush Foundation focused on improving literacy. He is also active in various community
201 and non-profit organizations including the Corporate Sustainability & Responsibility
202 Committee for AT&T.

203

204 **Jennifer van Buskirk – Executive Vice President and General Manager – Mid-**
205 **Markets**

206 Jennifer Van Buskirk is Executive Vice President and General Manager – Mid-Markets,
207 responsible for the P&L and growth of AT&T’s business serving mid-sized companies
208 nationwide. Jennifer leads strategy, planning, product, marketing, operations, and sales
209 for the Mid-Market segment. Jennifer and her team work to help businesses thrive
210 through fiber and mobility connectivity solutions.

211
212 Previously, Jennifer was Senior Vice President of Wireless Marketing, responsible for the
213 wireless P&L. She led the development of the strategic Operating Plan and marketing
214 activities, including business planning, pricing, promotions, acquisition marketing, go-to-
215 market strategy, customer life cycle management, customer experience, marketing
216 technology, and advanced analytics.

217
218 Before that, Jennifer was Senior Vice President of Operations, leading operations for
219 AT&T’s consumer sales and service channels supporting wireless, video, and broadband
220 services. Jennifer also held the position of President of the East Region in AT&T’s
221 Entertainment Group, overseeing wireless, broadband, and video sales across twenty-one
222 states. She also led more than 11,000 employees in over 5,200 company-owned and
223 authorized retail locations. She delivered strong financial and subscriber growth metrics
224 and led the way to create an innovative new hunter sales channel that now produces more
225 than 10% of AT&T’s wireless sales.

226
227 Before leading the East Region, she was President of Cricket Wireless, a subsidiary of
228 AT&T. She is credited with building AT&T’s premium prepaid wireless business from the

229 ground up, including launching Aio Wireless and managing the integration and brand
230 transition of Cricket after AT&T acquired Leap Wireless in 2014.

231

232 Earlier she served as Senior Vice President of Strategy for AT&T Mobility, responsible
233 for shaping long-term plans and priorities to preserve value and create new growth
234 opportunities. Jennifer also previously served on the Board of Yellow Pages Holdings,
235 LLC.

236

237 Jennifer was inducted into the 2015 Womenetics POW! Hall of Fame and was named one
238 of the 2015 “Influential Women in Wireless” by Fierce Wireless. She was also among the
239 National Diversity Council’s “Top 50 Most Powerful Women in Technology” and named
240 to the DiversityMBA “Top 100 Under 50”. She also received a Bronze Stevie Award from
241 Women in Business for “Female Executive of the Year.”

242

243 Jennifer has a Bachelor’s Degree in industrial and systems engineering from Virginia
244 Tech and an MBA from Kennesaw State University.

245

246 **Q. PLEASE DESCRIBE THE FINANCIAL RESOURCES OF AT&T ENTERPRISES,**
247 **INC.**

248 A. As previously described in greater detail, AT&T Enterprises, Inc. will, via the planned
249 internal corporate restructuring, own all assets and resources of AT&T Corp., including
250 its employees and facilities, and will have sufficient financial resources in its own right to
251 provide basic local exchange services in Michigan. In addition, AT&T Enterprises, as a

252 wholly owned subsidiary of AT&T Inc., will have financial support from AT&T Inc.,
253 whose financial strength is shown in its Form 10-K report for the fiscal year ending
254 December 31, 2023. The link to AT&T Inc.'s 2023 Annual Report with the Fiscal Year
255 2023 financials is: [https://otp.tools.investis.com/clients/us/atnt2/sec/sec-](https://otp.tools.investis.com/clients/us/atnt2/sec/sec-show.aspx?FilingId=17303532&Cik=0000732717&Type=PDF&hasPdf=1)
256 [show.aspx?FilingId=17303532&Cik=0000732717&Type=PDF&hasPdf=1](https://otp.tools.investis.com/clients/us/atnt2/sec/sec-show.aspx?FilingId=17303532&Cik=0000732717&Type=PDF&hasPdf=1)

257

258 **Q. IS IT CONTRARY TO THE PUBLIC INTEREST TO GRANT AT&T**
259 **ENTERPRISES, INC. A LICENSE TO PROVIDE BASIC LOCAL EXCHANGE**
260 **SERVICE?**

261

262 A. No. AT&T Enterprises – as the successor in interest to AT&T Corp. – intends to continue
263 providing the same basic local exchange service in the State of Michigan that is currently
264 being provided by AT&T Corp. today. Michigan customers will benefit from receiving
265 these services from AT&T Enterprises. In fact, not granting AT&T Enterprises, Inc. a
266 license to provide basic local exchange service would be a significant detriment to the
267 public interest as AT&T Corp. will cease to exist on May 1, 2024.

268

269 **Q. IS AT&T ENTERPRISES, INC. REQUESTING A TEMPORARY LICENSE?**

270

271 A. Yes. AT&T Enterprises, Inc. is requesting a temporary license in the event there is a delay
272 in the approval of a permanent license beyond May 1, 2024. AT&T Enterprises will
273 provide any services under the temporary license in accordance with the regulatory
274 requirements specified in the Michigan Telecommunications Act.

275

276 **Q. DOES THIS CONCLUDE YOUR TESTIMONY?**

277 A. Yes.

278

EXHIBIT A

**AT&T Enterprises, Inc.
Delaware Certificate of Incorporation**

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AT&T ENTERPRISES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

2686670 8300

SR# 20234154085

You may verify this certificate online at corp.delaware.gov/authver.shtml

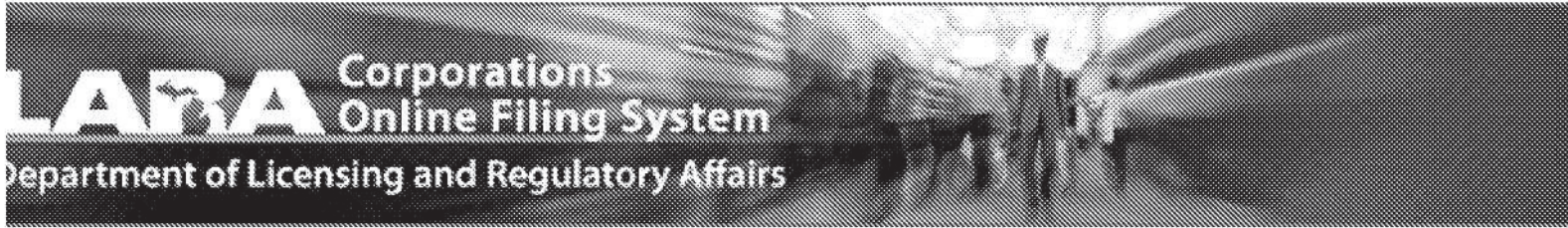
Authentication: 204748767

Date: 12-06-23

EXHIBIT B

AT&T Enterprises, Inc.

Department of Licensing and Regulatory Affairs Qualification



Form Revision Date 07/202

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN MICHIGAN

For use by FOREIGN PROFIT CORPORATIONS

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned execute the following Application.

1. The name of the corporation is:

AT&T ENTERPRISES, INC.

2. (Complete this item only if the corporate name in item 1 is not available for use in Michigan.)

The assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business or conducting of its affairs in Michigan is:

3. Incorporated under the laws of:

Country: USA - United States

State: DE - Delaware

4. Date of Incorporation: 11/29/2023

5. The duration of the corporation if other than perpetual is:

6. The address of the main business or headquarters office of the corporation is:

Street Address: 208 S. AKARD ST.

Apt/Suite/Other:

City: DALLAS

Country:

Zip Code: 75202

State: TX

The mailing address if different than above:

Street Address:

Apt/Suite/Other:

City:

Country:

Zip Code:

State:

7. The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

a. Resident Agent Name: C T CORPORATION SYSTEM

b. Street Address: 40600 ANN ARBOR RD E

Apt/Suite/Other: STE 201

City: PLYMOUTH

State: MI

Zip Code: 48170-4675

c. Registered Office Mailing Address:

P.O. Box or Street
Address:
Apt/Suite/Other:
City:
State:

Zip Code:

9. The specific business which the corporation is to transact in Michigan is as follows:

TELECOMMUNICATIONS SERVICES

10.

Total Authorized Shares: 1000

The document must be signed by an authorized officer or agent.

Signed this 19th Day of December, 2023 by:

Signature	Title	Title if "Other" was selected
Paul M. Wilson	Other	Assistant Secretary

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline Accept

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the APPLICATION FOR CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN MICHIGAN
for

AT&T ENTERPRISES, INC.

ID Number: 803142599

received by electronic transmission on December 19, 2023 , ***is hereby endorsed.***

Filed on December 20, 2023, ***by the Administrator.***

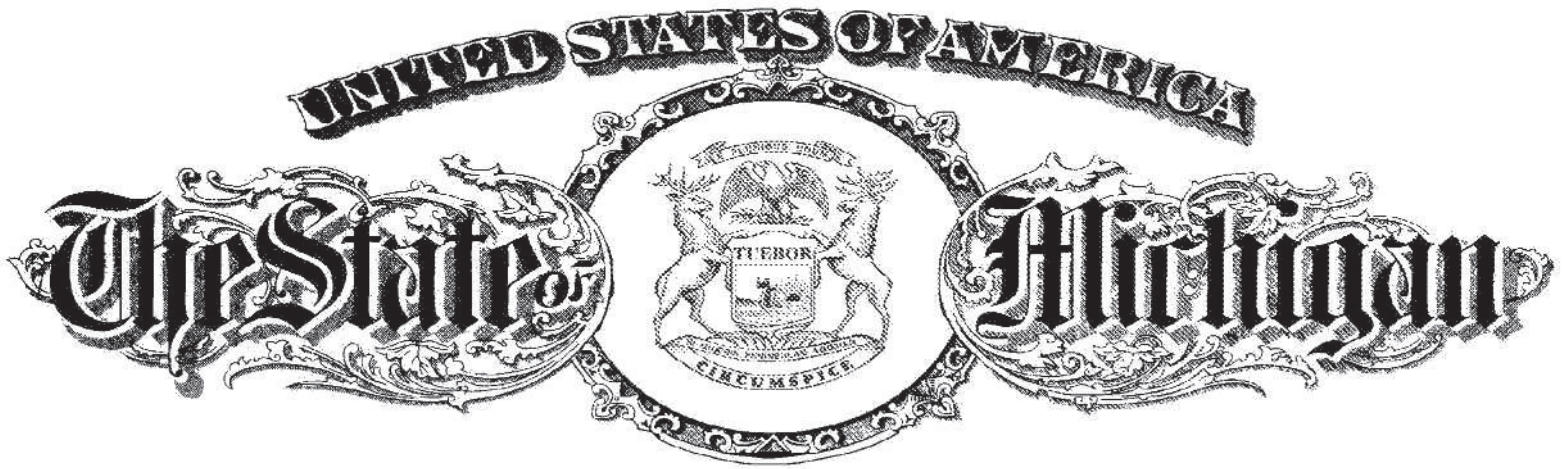
The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 20th day of December, 2023.

Linda Clegg

***Linda Clegg, Director
Corporations, Securities & Commercial Licensing Bureau***



Department of Licensing and Regulatory Affairs
Lansing, Michigan

This is to Certify That

AT&T ENTERPRISES, INC.

a FOREIGN PROFIT CORPORATION existing under the laws of the state of Delaware

*was validly authorized to transact business in Michigan on the 20th day of December, 2023,
in conformity with 1972 PA 284.*

Said corporation is authorized to transact in this state any business of the character set forth in its application which a domestic corporation formed under this act may lawfully conduct. The authority shall continue as long as said corporation retains its authority to transact such business in the jurisdiction of its incorporation and its authority to transact business in this state has not been surrendered, suspended or revoked.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in

the City of Lansing, this 20th day of December, 2023.

Linda Clegg

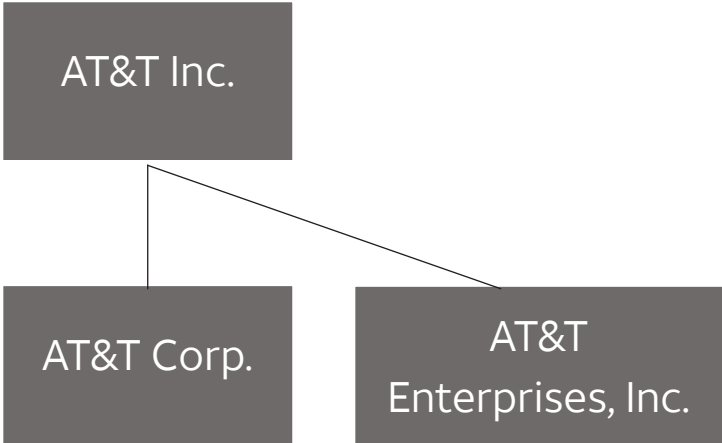
Linda Clegg, Director

Corporations, Securities & Commercial Licensing Bureau

EXHIBIT C

**AT&T Corp. and AT&T Enterprises, Inc.
Internal Corporate Restructuring**

Current State



End State

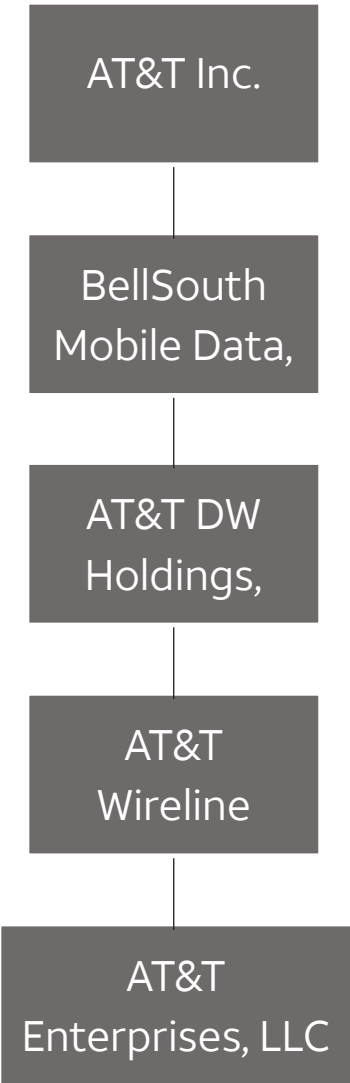


EXHIBIT D

**AT&T Enterprises, Inc.
Officers and Directors**

Management Structure - Active Records

Entity Name Or Entity Favorite AT&T Enterprises, Inc.
 Name:
 Template Name: Management Structure - Active Records

AT&T Enterprises, Inc. Delaware

Management Structure

Management Name	Title	Title Role
Guy, Darrell	Director	Director
Sanders, Sabrina	Director	Director
McElfresh, Jeffrey S.	President and Chief Executive Officer	Officer
Dumas, Jeston B.	Chief Financial Officer and Treasurer	Officer
Van Buskirk, Jennifer	Executive Vice President and General Manager - Mid-Markets	Officer
Welday, Jr. Richard B.	Executive Vice President and General Manager - Enterprise	Officer
Berner, Ingrid	Senior Vice President - Tax	Officer
Cleveland, George	Senior Vice President - Learning and Development	Officer
Dietsch, Alicia	Senior Vice President - Business Marketing	Officer
Guy, Darrell	Senior Vice President - Assistant General Counsel and Secretary	Officer
Kertz, Jerrie	Senior Vice President - Access Construction and Engineering	Officer
Korte, Keith	Senior Vice President - Field Operations	Officer
LaGrone, Robert	Senior Vice President - Corporate Development	Officer
Porter, Jason C.	Senior Vice President - Global Supply Chain	Officer
Rao, Sarita	Senior Vice President - Integrated and Partner Solutions	Officer
Rosenbaum, Paul	Senior Vice President - Business Transformation	Officer
Summers, Jon	Senior Vice President - Information Technology	Officer
Townes, Chad	Senior Vice President - Customer Service and Operations	Officer
Biancheri, Susanna V.	Vice President	Officer
Boyanovsky, Robert	Vice President - Acquisition, Retention and Go-to-Market	Officer
Bugel, Jim	Vice President - FirstNet	Officer
Chambers, Jeffrey	Vice President and Assistant Secretary - Tax	Officer
Cheng, Christina	Vice President - Corporate Strategy	Officer
Dahlman, Wade	Vice President - Tax	Officer
Gerami, Jerry	Vice President - Wholesale Solutions	Officer
Haydon, Blake	Vice President - Technical Sales Execution	Officer
Hickey, Matt	Vice President - Channel Marketing & Sales Operations, Public Sector and FirstNet	Officer
Keiser, Andrew B.	Vice President and Assistant Treasurer	Officer
Kittila, Brenda M.	Vice President - Product Operations	Officer
Klebonis, John R.	Vice President - NextGen Networking Solution Delivery	Officer
Leff, Michael	Vice President - Integrated Solutions and Consulting	Officer
Porter, Randall	Vice President - Indirect Channel Lead	Officer
Renz, Trish	Vice President - National Business Customer Experience	Officer
Singer, Jill A.	Vice President - Public Sector, Defense and National Security	Officer
Weinbrom, Eric	Vice President - Finance	Officer

Zpevak, Chris	Vice President - Strategic Execution Office	Officer
Bockman, Kathryn	Assistant Vice President - Financial Analysis	Officer
Boyle, Chris	Assistant Vice President - Financial Analysis	Officer
Adams, Scott N	Assistant Secretary - Tax	Officer
Alexander, Lynn W.	Assistant Secretary - Tax	Officer
Anderson, Jan	Assistant Secretary - Tax	Officer
Bauer, Susan	Assistant Secretary - Tax	Officer
Bean, David	Assistant Secretary	Officer
Bishop, Michael L.	Assistant Secretary	Officer
Brown, Shawna M.	Assistant Secretary - Security	Officer
Creager, Elizabeth	Assistant Secretary - Tax	Officer
Garland, Mark T.	Assistant Treasurer	Officer
German, Jeramiah W	Assistant Secretary - EH&S	Officer
Gitter, Kenneth H.	Assistant Secretary	Officer
Johnson, Wayne K.	Assistant Treasurer	Officer
Jones, Stephen J.	Assistant Secretary	Officer
Karagiannis, Bessie	Assistant Secretary - Tax	Officer
Lafaro, Lawrence J.	Assistant Secretary	Officer
Lou, Elaine	Assistant Treasurer	Officer
Marlar, Kelly	Assistant Secretary	Officer
Maxwell, Frank J.	Assistant Secretary - Tax	Officer
Monagle, Chris	Assistant Secretary	Officer
Monte, Barbara	Assistant Secretary	Officer
Napp, Jeanette	Assistant Secretary	Officer
Richter, Lisa M	Assistant Secretary - Tax	Officer
Roth, Stacy W.	Assistant Treasurer	Officer
Steller, Sean	Assistant Secretary – Financial Analysis	Officer
Vrana, Christopher	Assistant Secretary	Officer
Wilson, Paul M.	Assistant Secretary	Officer
Wright, Christine D	Assistant Secretary - Tax	Officer
Bunch, Jason	Executive Director - Payroll	Officer
Green, Anisa	Director - Regulatory	Officer
Kron, Marc	Director Global Trade Policies and Empowered Official	Officer
Peterson, Dean	Senior Portfolio Transaction Manager	Officer

End of Management Structure - Active Records for AT&T Enterprises, Inc.

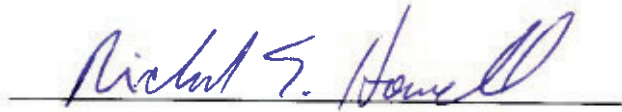
End of Report

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AFFIDAVIT

Richard T. Howell, being first duly sworn on oath, deposes and states the following:

1. I am Lead Regulatory Relations – External & Legislative Affairs for AT&T Services, Inc.
2. The facts set forth and statements made in the foregoing Direct Testimony of Richard T. Howell are true and correct to the best of my knowledge, information and belief.
3. Further affiant sayeth not.



Richard T. Howell

Subscribed and sworn to
before me this 26th day of
March, 2024


Notary Public, State of Texas

