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12 Attorneys for Defendants
 13 AT&T CORP. and AT&T INC.

14 UNITED STATES DISTRICT COURT
 15 NORTHERN DISTRICT OF CALIFORNIA
 16 SAN FRANCISCO DIVISION

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 18 TASH HEPTING, GREGORY HICKS,
 CAROLYN JEWEL and ERIK KNUTZEN
 19 on Behalf of Themselves and All Others Simi-
 larly Situated,

20 Plaintiffs,

21 vs.

22 AT&T CORP., AT&T INC. and DOES 1-20,
 23 inclusive,

24 Defendants.

No. C-06-0672-VRW

**DECLARATION OF STARLENE
 MEYERKORD IN SUPPORT OF
 MOTION OF DEFENDANT AT&T
 INC. TO DISMISS PLAINTIFFS'
 AMENDED COMPLAINT**

Date: June 8, 2006
 Time: 2 p.m.
 Courtroom: 6, 17th Floor
 Judge: Hon. Vaughn R. Walker

Filed concurrently:
 1. AT&T Inc.'s Motion to Dismiss
 2. Proposed order

1 I, STARLENE MEYERKORD, declare as follows:

2 1. My job title is Director, Office of Vice President and Secretary of AT&T
3 Inc. I make this declaration in support of the motion of defendant **AT&T INC.** to dismiss
4 plaintiffs' Amended Complaint for lack of jurisdiction. The facts stated herein are based
5 upon my own personal knowledge, or upon the corporate business records of AT&T Inc.,
6 or, where so indicated, upon my information and belief. If called as a witness, I could and
7 would competently testify thereto.

8 **Background on AT&T Inc.**

9 2. AT&T Inc. was incorporated in Delaware in October 1983 under the name
10 Southwestern Bell Corporation. Since then it has changed its name twice. In 1995 it
11 changed its name to SBC Communications Inc. More recently, in November 2005, it
12 changed its name to AT&T Inc. after the merger of AT&T Corp. with a subsidiary of SBC
13 Communications Inc. Throughout, it has remained a Delaware corporation.

14 3. AT&T Inc.'s principal and only place of business is in San Antonio, Texas.
15 Before it moved to San Antonio, its principal and only place of business was St. Louis,
16 Missouri.

17 4. AT&T Inc. is and always has been purely a holding company. It was created
18 as one of seven regional holding companies that were divested on January 1, 1984, by the
19 American Telephone and Telegraph Company as part of the settlement of *United States v.*
20 *Western Electric Company, Inc.*, Civil Action No. 82-0192 (D.D.C.). As part of that
21 divestiture, it received equity interests in the Southwestern Bell Telephone Company and
22 certain other companies. It remains a holding company that conducts no business itself. It
23 has no assets other than stock in its subsidiaries.

24 5. AT&T Inc. does not provide telecommunications services or Internet
25 services to the public. AT&T Inc. does not itself make or sell any products or services.

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1 California. It has not chosen to avail itself of the privilege of doing business in the State of
2 California.

3 15. The AT&T brand website at att.com is maintained and administered by a
4 subsidiary of AT&T Inc., not AT&T Inc.

5 16. The att.com website is an online marketing channel that markets the goods
6 and services of AT&T Inc.'s subsidiaries and business partners. I am familiar with the
7 goods and services that may be purchased or contracted for on the att.com website. AT&T
8 Inc. does not provide goods or services to the public and therefore, none of the goods or
9 services offered at the att.com website are provided by AT&T Inc.

10 17. The causes of action alleged in the Plaintiffs' complaint apparently arose in
11 California. Since AT&T Inc. has no business presence in California, then these allegations
12 do not and cannot apply to AT&T Inc.

13 I declare under penalty of perjury that the foregoing is true and correct.

14 Executed this 27 day of April, 2006, at San Antonio, Texas.

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17 Starlene Meyerkord
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