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at&t

NUMBER

ATT 114376

COMMON STOCK

INCORPORATED UNDER THE LAWS
OF THE STATE OF DELAWARE

CU
SEE

AT&T Inc.

THIS CERTIFICATE IS TRANSFERABLE
IN CANTON, MA OR JERSEY CITY, NJ

THIS CERTIFIES THAT

VIVIAN P PARKER
PO BOX 802322
DALLAS TX 75380

****
****
****
****
****

Countersigned and Registered:
COMPUTERSHARE TRUST COMPANY, N.A.
Transfer agent and registrar by:

Authorized Signature

IS THE OWNER OF

ONE THOUSAND FIVE HUNDRED FORTY

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF AT&T INC.

transferable on the Books of the Company in person or by attorney upon surrender of this Cer
endorsed. This Certificate is not valid unless countersigned by a Transfer Agent and registered
Witness the facsimile signatures of its duly authorized officers.

Dated: 17-FEB-2009

Vice President - Treasurer

AT&T Inc.

The Corporation will furnish to any shareholder upon request made to its principal office, and without charge, a full statement of the designations, preferences, limitations and relative rights of the shares of each class authorized, and of the variations in the relative rights and preferences between the shares of each preferred or special class in series, so far as the same have been fixed and determined, and the authority of the board of directors to fix and determine the relative rights and preferences of subsequent series.

The following abbreviations shall be construed as though the words set forth below opposite each abbreviation were written out in full where such abbreviation appears:

TEN COM — as tenants in common

TEN ENT — as tenants by the entireties

JT TEN — as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT — _____ Custodian _____
(Name of Cust) (Name of Minor)

_____
under Uniform Gifts to Minors Act

_____
(Name of State)

Additional abbreviations may also be used though not in the above list.

For Value received, the undersigned hereby sell(s), assign(s) and transfer(s) unto:

_____
(NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

SOCIAL SECURITY NUMBER OR TAXPAYER IDENTIFICATION NUMBER OF ASSIGNEE

NUMBER OF SHARES

_____ shares of the capital stock represented by the within Certificate

and do hereby irrevocably constitute and appoint _____

_____ Attorney

to transfer the said stock on the books of the within named Company with full power of substitution in the premises.

Dated, _____

NOTICE:
THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

X _____
(SIGNATURE)

X _____
(SIGNATURE)

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM PURSUANT TO S.E.C. RULE 17Ad-15.

SIGNATURE(S) GUARANTEED BY:

SIGNATURE GUARANTOR MUST PLACE MEDALLION IN THIS BOX