

1 PILLSBURY WINTHROP SHAW PITTMAN LLP  
BRUCE A. ERICSON #76342  
2 JACOB R. SORENSEN #209134  
MARC H. AXELBAUM #209855  
3 50 Fremont Street  
Post Office Box 7880  
4 San Francisco, CA 94120-7880  
Telephone: (415) 983-1000  
5 Facsimile: (415) 983-1200

6 SIDLEY AUSTIN LLP  
7 DAVID W. CARPENTER (admitted *pro hac vice*)  
BRADFORD A. BERENSON (admitted *pro hac vice*)  
8 EDWARD R. MCNICHOLAS (admitted *pro hac vice*)  
DAVID LEE LAWSON (admitted *pro hac vice*)  
9 ERIC A. SHUMSKY #206124  
1501 K Street, N.W.  
10 Washington, D.C. 20005  
Telephone: (202) 736-8010  
11 Facsimile: (202) 736-8711

12 Attorneys for Specially Appearing Defendants AT&T Inc. and BellSouth  
Corporation

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

16 In re:  
17 NATIONAL SECURITY AGENCY  
TELECOMMUNICATIONS RECORDS  
18 LITIGATION  
19  
20  
21

MDL Dkt. No. 06-1791-VRW

**DECLARATION OF THOMAS KOCH IN  
SUPPORT OF THE MOTION OF  
SPECIALLY APPEARING  
DEFENDANTS AT&T INC. AND  
BELLSOUTH CORPORATION TO  
DISMISS PLAINTIFFS' COMPLAINT  
FOR LACK OF PERSONAL  
JURISDICTION**

22 This Document Relates To:  
23 *McMurray v. Verizon Communications, Inc., et*  
*al.*, No. 09-cv-0131-VRW  
24

Courtroom: 6, 17th Floor  
Judge: Hon. Vaughn R. Walker

25  
26  
27  
28

1           **I, THOMAS KOCH, declare:**

2           1.       I am over the age of 21 and am fully competent to make this Declaration. I  
3 am a Controller in the Finance Department of AT&T Services, Inc. My job duties include  
4 serving as the Controller for AT&T Inc., Pacific Bell Telephone Company, Nevada Bell  
5 Telephone Company, and the Southern New England Telephone Company. I have been in  
6 that position since July 2005 and with the AT&T family of companies since 1996. As such,  
7 I am personally familiar with the corporate structure of AT&T Inc. and its subsidiary  
8 corporations.

9           2.       I offer this Declaration in support of the Motion of Specially Appearing  
10 Defendants AT&T Inc. and BellSouth Corporation to Dismiss Plaintiffs' Complaint for  
11 Lack of Personal Jurisdiction. All of the statements in this Declaration are based upon my  
12 personal knowledge and review of corporate business records and, if called as a witness, I  
13 could and would competently testify thereto.

14           3.       AT&T Inc. was incorporated in Delaware in October 1983 under the name  
15 Southwestern Bell Corporation. Since then it has changed its name twice. In 1995, it  
16 changed its name to SBC Communications Inc. In November 2005, SBC Communications  
17 Inc. acquired AT&T Corp., an unrelated company, which became a subsidiary of SBC  
18 Communications Inc. Shortly thereafter, SBC Communications Inc. changed its name to  
19 AT&T Inc. Throughout, AT&T Inc. has remained a Delaware corporation, with its  
20 principal place of business currently in Dallas, Texas.

21           4.       AT&T Inc. is and always has been a holding company. It was created as one  
22 of seven regional holding companies that were divested on January 1, 1984 by the  
23 American Telephone and Telegraph Company as part of the settlement of *United States v.*  
24 *Western Electric Company, Inc.*, Civil Action No. 82-0192 (D.D.C.). As part of that  
25 divestiture, it received equity interests in the Southwestern Bell Telephone Company.

26           5.       As a holding company, AT&T Inc. conducts no business directly with the  
27 public. AT&T Inc. does not own or maintain a telecommunications network, and AT&T

28

1 Inc. does not provide telecommunications services, Internet services, or services of any  
2 kind to the public. AT&T Inc. is a holding company owning stock in its subsidiaries, some  
3 of which offer telecommunications or Internet services, but AT&T Inc. itself does not own  
4 the switches, lines, and other equipment in the telecommunications networks.

5 6. AT&T Inc. is a legally and factually separate corporate entity, distinct from  
6 its subsidiaries. Each of AT&T Inc.'s subsidiaries maintains its own independent  
7 corporate, partnership, or limited liability company status, identity, and structure.

8 7. AT&T Inc. has officers and a board of directors, but AT&T Inc. has no  
9 employees in New York or elsewhere.

10 8. AT&T Inc. has no presence in New York. It has no office or mailing  
11 address in New York, and does not own, lease, manage, or maintain any real property,  
12 office, residence or place of business in New York. AT&T Inc. does not have an investor  
13 relations office in New York; that office is located in San Antonio, Texas.

14 9. AT&T Inc. is not an insurance company and does not insure any property or  
15 risk in New York or elsewhere.

16 10. AT&T Inc. does not pay income, property or franchise taxes to the State of  
17 New York.

18 11. AT&T Inc. is not registered, licensed or otherwise qualified to do business in  
19 New York and, therefore, has not appointed a registered agent for service of process in New  
20 York.

21 12. AT&T Inc. does not manufacture any product of any kind or provide any  
22 service of any nature that could find its way through the stream of commerce into New  
23 York. AT&T Inc. does not do business in New York.

24 13. The acronym "AT&T" is a brand often appearing next to a round blue-and-  
25 white logo. The name "AT&T" is sometimes followed by a state name as a "doing-  
26 business-as" name for certain companies in AT&T Inc.'s family of companies. The use of  
27 the corporate brand and logo is shared by multiple subsidiary companies offering different

28

1 products and services and serving different geographic territories. For example, today  
2 Pacific Bell Telephone Company in California does business as (d/b/a) "AT&T California."  
3 Similarly, Nevada Bell Telephone Company's d/b/a is "AT&T Nevada," Illinois Bell  
4 Telephone Company's d/b/a is "AT&T Illinois," and so on.

5 14. The AT&T brand and logo are owned and licensed by AT&T Intellectual  
6 Property, Inc. (f/k/a AT&T Knowledge Ventures, L.P.), a subsidiary of AT&T Inc. AT&T  
7 Intellectual Property, Inc. charges the applicable operating company a licensing fee for the  
8 "doing business as" use of the AT&T name and logo. Use of the AT&T brand, logo,  
9 trademarks, and service marks by a particular operating company does not signify that  
10 products or services are being offered or provided by AT&T Inc., a holding company, or  
11 the ultimate licensor, AT&T Intellectual Property, Inc.

12 15. The Internet website [www.att.com](http://www.att.com) is maintained and administered by AT&T  
13 Intellectual Property, Inc. and AT&T Services, Inc. The goods and services that are  
14 marketed on the [www.att.com](http://www.att.com) website are the goods and services of AT&T Inc.'s  
15 subsidiaries and business partners. AT&T Inc. does not offer goods and services to the  
16 public and, therefore, none of the goods or services offered on the [www.att.com](http://www.att.com) website is  
17 provided by AT&T Inc.

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

19 Executed this 16th day of March, 2009, at San Antonio, Texas.

20

21

\_\_\_\_\_  
/s/ Thomas Koch  
Thomas Koch

22

23

**DECLARATION PURSUANT TO GENERAL ORDER 45, § X.B**

24

25

26

I, Marc H. Axelbaum, hereby declare pursuant to General Order 45, § X.B, that I  
have obtained the concurrence in the filing of this document from the signatory listed  
above.

27

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

28

1 Executed on March 16, 2009, at San Francisco, California.

2

3

By: /s/ Marc H. Axelbaum  
Marc H. Axelbaum

4

5

Attorney for Specially Appearing  
Defendants AT&T Inc. and BellSouth  
Corporation

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28