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AT&T CORP
Form 10-K/A
May 13, 2002

AS FILED ELECTRONICALLY WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 13,
2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A-2

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-1105

AT&T CORP.

A NEW YORK
CORPORATION

I.R.S. EMPLOYER
NO. 13-4924710

295 NORTH MAPLE AVENUE, BASKING RIDGE, NEW JERSEY 07920
TELEPHONE NUMBER 908-221-2000

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:
SEE ATTACHED SCHEDULE A.

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
NONE.

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the

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registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

At February 28, 2002, the aggregate market value of voting common stock held by non-affiliates was approximately \$54 billion. At February 28, 2002, 3,545,275,809 shares of AT&T common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE NONE.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULE, AND REPORTS ON FORM 8-K

(a) Documents filed as a part of the report:

(1) Exhibits:

Exhibits identified in parentheses below, on file with the Securities and Exchange Commission ("SEC"), are incorporated herein by reference as exhibits hereto.

- (3)a Restated Certificate of Incorporation of the registrant filed January 10, 1989, Certificate of Correction of the registrant filed June 8, 1989, Certificate of Change of the registrant filed March 18, 1992, Certificate of Amendment of the registrant filed June 1, 1992, Certificate of Amendment of the registrant filed April 20, 1994, Certificate of Amendment of the registrant filed June 8, 1998, Certificate of Amendment of the registrant filed March 9, 1999, Certificate of Amendment of the registrant filed April 12, 2000, Certificate of Amendment of the registrant filed June 2, 2000, Certificate of Amendment of the registrant filed on June 15, 2000, Certificate of Amendment of the registrant filed on January 19, 2001, Certificate of Amendment of the registrant filed on June 6, 2001 and Certificate of Amendment of the registrant filed on June 20, 2001.
- (3)b By-Laws of the registrant, as amended January 25, 2001 (Exhibit (3)b to Form 10-K for 2000, File No. 1-1105).
- (4) No instrument which defines the rights of holders of long term debt, of the registrant and all of its consolidated subsidiaries, is filed herewith pursuant to Regulation S-K, Item 601(b)(4)(iii)(A). Pursuant to this regulation, the registrant hereby agrees to furnish a copy of any such instrument to the SEC upon request.
- (10)(i)1 Form of Separation and Distribution Agreement by and among AT&T Corp., Lucent Technologies Inc. and NCR Corporation, dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)1 to Form 10-K for 1996, File No. 1-1105).
- (10)(i)2 Form of Distribution Agreement, dated as of November 20,

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- 1996, by and between AT&T Corp. and NCR Corporation (incorporated by reference to Exhibit (10)(i)2 to Form 10-K for 1996, File No. 1-1105).
- (10)(i)3 Tax Sharing Agreement by and among AT&T Corp., Lucent Technologies Inc. and NCR Corporation, dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)3 to Form 10-K for 1996, File No. 1-1105).
- (10)(i)4 Employee Benefits Agreement by and between AT&T Corp. and Lucent Technologies Inc., dated as of February 1, 1996 and amended and restated as of March 29, 1996 (incorporated by reference to Exhibit (10)(i)4 to Form 10-K for 1996, File No. 1-1105).
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- (10)(i)5 Form of Employee Benefits Agreement, dated as of November 20, 1996, between AT&T Corp. and NCR Corporation (incorporated by reference to Exhibit (10)(i)5 to Form 10-K for 1996, File No. 1-1105).
- (10)(i)6 Separation and Distribution Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.1 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001).
- (10)(i)7 Amended and Restated Tax Sharing Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.2 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001).
- (10)(i)8 Employee Benefits Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 7, 2001 (incorporated by reference to Exhibit 10.3 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 21, 2001).
- (10)(i)9 Brand License Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., dated as of June 4, 2001 (incorporated by reference to Exhibit 10.4 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 11, 2001).
- (10)(i)10 Intellectual Property Agreement by and between AT&T Corp. and AT&T Wireless Services, Inc., effective as of July 9, 2001 (incorporated by reference to Exhibit 10.6 to the AT&T Wireless Services, Inc. Registration Statement on Form S-1/A (Commission file No. 333-59174), filed June 11, 2001).
- (10)(i)11 Inter-Group Agreement dated as of March 9, 1999, between AT&T Corp. and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999).
- (10)(i)12 Intercompany Agreement dated as of March 9, 1999, between Liberty and AT&T Corp. (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999).
- (10)(i)13 Tax Sharing Agreement dated as of March 9, 1999, by and

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- among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999).
- (10) (i) 14 First Amendment to Tax Sharing Agreement dated as of May 28, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-4 of Liberty Media Corporation (File No. 333-86491) as filed on September 3, 1999).
- (10) (i) 15 Second Amendment to Tax Sharing Agreement dated as of September 24, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc., and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
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- (10) (i) 16 Third Amendment to Tax Sharing Agreement dated as of October 20, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 17 Fourth Amendment to Tax Sharing Agreement dated as of October 28, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 18 Fifth Amendment to Tax Sharing Agreement dated as of December 6, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 19 Sixth Amendment to Tax Sharing Agreement dated as of December 10, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures

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- Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 20 Seventh Amendment to Tax Sharing Agreement dated as of December 30, 1999, by and among AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 21 Eighth Amendment to Tax Sharing Agreement dated as of July 25, 2000, by and among AT&T Corp., Liberty Media Corporation, AT&T Broadband LLC, Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-55998) as filed on February 21, 2001).
- (10) (i) 22 Instrument dated January 14, 2000, adding The Associated Group, Inc. as a party to the Tax Sharing Agreement dated as of March 9, 1999, as amended, among The Associated Group, Inc., AT&T Corp., Liberty Media Corporation, Tele-Communications, Inc., Liberty Ventures Group LLC, Liberty Media Group LLC, TCI Starz, Inc., TCI CT Holdings, Inc. and each Covered Entity listed on the signature pages thereof (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 23 First Supplement to Inter-Group Agreement dated as of May 28, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 24 Second Supplement to Inter-Group Agreement dated as of September 24, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 25 Third Supplement to Inter-Group Agreement dated as of October 20, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to

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- Exhibit 10.16 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 26 Fourth Supplement to Inter-Group Agreement dated as of December 6, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.17 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 27 Fifth Supplement to Inter-Group Agreement dated as of December 10, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 28 Sixth Supplement to Inter-Group Agreement dated as of December 30, 1999, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 29 Seventh Supplement to Inter-Group Agreement dated as of July 25, 2000, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-55998) as filed on February 21, 2001).
- (10) (i) 30 Instrument dated January 14, 2000, adding The Associated Group, Inc. as a party to the Inter-Group Agreement dated as of March 9, 1999, as supplemented, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.20 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-93917) as filed on December 30, 1999).
- (10) (i) 31 Eighth Supplement to Inter-Group Agreement dated as of November 20, 2000, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC and each Covered Entity listed on the signature pages thereof, on the other hand (incorporated by reference to Exhibit 10.24 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-66034) as filed on July 27, 2001).
- (10) (i) 32 Ninth Supplement to Inter-Group Agreement dated as of June 14, 2001, between and among AT&T Corp., on the one hand, and Liberty Media Corporation, Liberty Media Group LLC, AGI LLC, Liberty SP, Inc., LMC Interactive, Inc. and Liberty AGI, Inc., on the other hand (incorporated by reference to Exhibit 10.25 to the Registration Statement on Form S-1 of Liberty Media Corporation (File No. 333-66034) as filed on July 27, 2001).
- (10) (i) 33 Agreement and Plan of Merger dated as of December 19, 2001 among AT&T Corp., AT&T Broadband Corp., Comcast Corporation,

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AT&T Broadband Acquisition Corp., Comcast Acquisition Corp. and AT&T Comcast Corporation (incorporated by reference to Exhibit 2.1 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2001).

- (10) (i) 34 Separation and Distribution Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (incorporated by reference to Exhibit 2.2 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2001).
- (10) (i) 35 Support Agreement dated as of December 19, 2001 among AT&T Corp., Comcast Corporation, AT&T Comcast Corporation, Sural LLC and Brian L. Roberts (incorporated by reference to Exhibit 2.3 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2001).
- (10) (i) 36 Tax Sharing Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (incorporated by reference to Exhibit 2.4 to the Registration Statement on Form S-4 of AT&T Comcast Corporation (File No. 333-82460) as filed on February 11, 2001).
- (10) (i) 37 Employee Benefits Agreement dated as of December 19, 2001 between AT&T Corp. and AT&T Broadband Corp. (Exhibit (10) (i) 37 to Form 10-K for 2001, File No. 1-1105).
- (10) (i) 38 Amended and Restated 364-Day Competitive Advance and Revolving Credit Facility Agreement, dated as of December 14, 2001, among AT&T Corp., the Lenders party thereto, CITIBANK, N.A., CREDIT SUISSE FIRST BOSTON and GOLDMAN SACHS CREDIT PARTNERS L.P., as Administrative Agents, and CITIBANK, N.A., as Paying Agent. (Exhibit (10) (i) 38 to Form 10-K for 2001, File No. 1-1105).
- (10) (iii) (A) 1 AT&T Short Term Incentive Plan as amended March, 1994 (Exhibit (10) (iii) (A) 1 to Form 10-K for 1994, File No. 1-1105).
- (10) (iii) (A) 2 AT&T 1987 Long Term Incentive Program as amended December 17, 1997 (Exhibit (10) (iii) (A) 2 to Form 10-K for 1997, File No. 1-1105).
- (10) (iii) (A) 3 AT&T Senior Management Individual Life Insurance Program as amended March 3, 1998 (Exhibit (10) (iii) (A) 3 to Form 10-K for 1997, File No. 1-1105).
- (10) (iii) (A) 4 AT&T Senior Management Long Term Disability and Survivor Protection Plan, as amended and restated effective January 1, 1995 (Exhibit (10) (iii) (A) 4 to Form 10-K for 1996, File No. 1-1105).
- (10) (iii) (A) 5 AT&T Senior Management Financial Counseling Program dated December 29, 1994 (Exhibit (10) (iii) (A) 5 to Form 10-K for 1994, File No. 1-1105).
- (10) (iii) (A) 6 AT&T Deferred Compensation Plan for Non-Employee Directors, as amended December 15, 1993 (Exhibit (10) (iii) (A) 6 to Form 10-K for 1993, File No. 1-1105).
- (10) (iii) (A) 7 The AT&T Directors Individual Life Insurance Program as amended March 2, 1998 (Exhibit (10) (iii) (A) 1 to Form 10-K for 1997, File No. 1-1105).
- (10) (iii) (A) 8 AT&T Plan for Non-Employee Directors' Travel Accident Insurance (Exhibit (10) (iii) (A) 8 to Form 10-K for 1990, File

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- No. 1-1105).
- (10) (iii) (A) 9 AT&T Excess Benefit and Compensation Plan, as amended and restated effective October 1, 1996 (Exhibit (10) (iii) (A) 9 to Form 10-K for 1996, File No. 1-1105).
 - (10) (iii) (A) 10 AT&T Non-Qualified Pension Plan, as amended and restated January 1, 1995 (Exhibit (10) (iii) (A) 10 to Form 10-K for 1996, File No. 1-1105).
 - (10) (iii) (A) 11 AT&T Senior Management Incentive Award Deferral Plan, as amended January 21, 1998 (Exhibit (10) (iii) (A) 11 to Form 10-K for 1998, File No. 1-1105).
 - (10) (iii) (A) 12 AT&T Mid-Career Hire Program revised effective January 1, 1988 (Exhibit (10) (iii) (A) 4 to Form SE, dated March 25, 1988, File No. 1-1105) including AT&T Mid-Career Pension Plan, as amended and restated July 1, 1999 (Exhibit (10) (iii) (A) 12 to Form 10-K for 1999, File No. 1-1105).
 - (10) (iii) (A) 13 AT&T 1997 Long Term Incentive Program as amended through March 14, 2000 (Exhibit (10) (iii) (A) 13 to Form 10-K for 1999, File No. 1-1105).
 - (10) (iii) (A) 14 Form of Indemnification Contract for Officers and Directors (Exhibit (10) (iii) (A) 6 to Form SE, dated March 25, 1987, File No. 1-1105).
 - (10) (iii) (A) 15 Pension Plan for AT&T Non-Employee Directors revised February 20, 1989 (Exhibit (10) (iii) (A) 15 to Form 10-K for 1993, File No. 1-1105).
 - (10) (iii) (A) 16 AT&T Corp. Senior Management Universal Life Insurance Program effective October 1, 1999 (Exhibit (3) b to Form 10-K for 2000, File No. 1-1105).

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- (10) (iii) (A) 17 Form of AT&T Benefits Protection Trust Agreement as amended and restated as of No including the first amendment thereto dated December 23, 1997 (Exhibit (10) (iii) (A) 17 to Form 10-K for 1999, File No. 1-1105).
- (10) (iii) (A) 18 AT&T Senior Officer Severance Plan effective October 9, 1997, as amended October 9, 1997 (Exhibit (10) (iii) (A) 18 to Form 10-K for 1997, File No. 1-1105).
- (10) (iii) (A) 19 Form of Pension Agreement between AT&T Corp. and Frank Ianna dated October 30, 1997 (Exhibit (10) (iii) (A) 19 to Form 10-K for 1997, File No. 1-1105).
- (10) (iii) (A) 20 Form of Pension Agreement between AT&T Corp. and John C. Petrillo dated October 30, 1997 (Exhibit (10) (iii) (A) 20 to Form 10-K for 1997, File No. 1-1105).
- (10) (iii) (A) 21 Form of Employment Agreement between AT&T Corp. and Betsy J. Bernard dated April 1, 2001 (Exhibit (10) (iii) (A) 21 to Form 10-K for 2001, File No. 1-1105).
- (10) (iii) (A) 22 Form of Employment Agreement between AT&T Corp. and C. Michael Armstrong dated October 1, 1997 (Exhibit (10) (iii) (A) 22 to Form 10-K for 1997, File No. 1-1105).
- (10) (iii) (A) 23 Form of Employment Agreement between AT&T Corp. and William T. Schleyer dated November 1, 2001 (Exhibit (10) (iii) (A) 23 to Form 10-K for 2001, File No. 1-1105).
- (10) (iii) (A) 24 Liberty Media 401(K) Savings Plan (Incorporation herein by reference to Exhibit 9 Post-Effective Amendment No. 2 on Form S-8 to the Registration Statement on Form S-8 for AT&T Corp. (Commission File No. 333-70279) filed March 10, 1999).
- (10) (iii) (A) 25 AT&T Corp. Directors' Universal Life Insurance Program effective June 1, 2000 (Exhibit (10) (iii) (A) 25 to Form 10-K for 2000, File No. 1-1105).
- (10) (iii) (A) 26 AT&T Corp. Senior Management Universal Life Insurance Program for Former Executives effective October 1, 1999 (Exhibit (10) (iii) (A) 26 to Form 10-K for 2000, File No. 1-1105).
- (10) (iii) (A) 27 Form of Employment Agreement between AT&T Corp. and Charles H. Noski dated December 1, 2000 (Exhibit (10) (iii) (A) 27 to Form 10-K for 2000, File No. 1-1105).
- (10) (iii) (A) 28 Form of Special Deferral Agreement between AT&T Corp. and Charles H. Noski dated December 1, 2001 (Exhibit (10) (iii) (A) 28 to Form 10-K for 2000, File No. 1-1105).
- (10) (iii) (A) 29 Form of Special Deferral Agreement between AT&T Corp. and Frank Ianna dated January 1, 2000 (Exhibit (10) (iii) (A) 29 to Form 10-K for 2000, File No. 1-1105).

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- (10) (iii) (A) 30 Form of Loan Agreement between AT&T Corp. and David Dorman dated December 21, 2000 (10) (iii) (A) 30 to Form 10-K for 2000, File No. 1-1105).
- (10) (iii) (A) 31 Form of Loan Agreement between AT&T Corp. and David Dorman dated December 21, 2000 (10) (iii) (A) 31 to Form 10-K for 2000, File No. 1-1105).
- (10) (iii) (A) 32 AT&T Corp. board resolutions adopting change in control provision to various plans effective October 23, 2000 (Exhibit (10) (iii) (A) 32 to Form 10-K for 2000, File No. 1-1105).
- (10) (iii) (A) 33 Form of Loan Agreement between AT&T Corp. and David Dorman dated April 13, 2001 (10) (iii) (A) 33 to Form 10-K for 2001, File No. 1-1105).
- (10) (iii) (A) 34 Form of Special Deferral Agreement between AT&T Corp. and Charles H. Noski dated December 20, 2002. (Exhibit (10) (iii) (A) 34 to Form 10-K for 2001, File No. 1-1105).
- (10) (iii) (A) 35 Form of Employment Agreement between AT&T Corp. and David Dorman dated May 18, 2001 (10) (iii) (A) 35 to Form 10-K for 2001, File No. 1-1105).
- (12) Computation of Ratio of Earnings to Fixed Charges. (Exhibit (12) to Form 10-K for 2001, File No. 1-1105).
- (21) List of subsidiaries of AT&T. (Exhibit (21) to Form 10-K for 2001, File No. 1-1105).
- (23)a Consent of PricewaterhouseCoopers, LLP. (Exhibit (23)a to Form 10K/A for 2001, File No. 1-1105).
- (23)b Consent of KPMG, LLP. (Exhibit (23)b to Form 10-K/A for 2001, File No. 1-1105).
- (23)c Consent of KPMG, LLP.
- (23)d Consent of PricewaterhouseCoopers, LLP. (Exhibit (23)d to Form 10K/A for 2001, File No. 1-1105).

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- (24) Powers of Attorney executed by officers and directors who signed this report. (Exhibit (24) to Form 10-K for 2001, File No. 1-1105).
- (99) Liberty Media Corporation Financials (Exhibit (99) to Form 10-K for 2001, File No. 1-1105).
- (99)a AT&T Canada Inc. Financials
- (99)b Concert, B.V. Financials (Exhibit 99(b) to Form 10-K/A for 2001, File No. 1-1105).

AT&T will furnish, without charge, to a shareholder upon request a copy of the annual report to shareholders and the proxy statement, portions of which are incorporated herein by reference thereto. AT&T will furnish any other exhibit at cost.

(b) Reports on Form 8-K:

During the fourth quarter 2001, Form 8-K dated October 15, 2001 was filed pursuant to Item 5 (Other Events) and Item 7 (Financial Statements and Exhibits) on October 23, 2001 and Form 8-K dated December 19, 2001 was filed pursuant to Item 5 (Other Events) and Item 7 (Financial Statements and Exhibits) on December 21, 2001.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AT&T CORP.

By: /s/ MARILYN J. WASSER

M. J. Wasser
Vice President -- Law and Secretary

May 13, 2002

