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AT&T CORP
Form 8-A12B
November 01, 2002

FORM 8A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASS OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

AT&T CORP.

(Exact name of Registrant as specified in its charter)

| | | |
|--|--|--------------------------------------|
| NEW YORK | 4811 | 13-4924710 |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

900 ROUTES 202/206 NORTH
BEDMINSTER, NJ 07921
(908) 221-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

If this Form related to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1), please check the following box:

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2), please check the following box:

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|---|
| 7.00% Broadband Exchange Notes Due May 15, 2005 | NEW YORK STOCK EXCHANGE |
| 7.50% Broadband Exchange Notes Due June 1, 2006 | NEW YORK STOCK EXCHANGE |
| 7.75% Broadband Exchange Notes Due March 1, 2007 | NEW YORK STOCK EXCHANGE |
| 6.00% Broadband Exchange Notes Due March 15, 2009 | NEW YORK STOCK EXCHANGE |
| 8.125% Broadband Exchange Notes Due January 15, 2022 | NEW YORK STOCK EXCHANGE |
| 8.125% Broadband Exchange Notes Due July 15, 2024 | NEW YORK STOCK EXCHANGE |
| 8.35% Broadband Exchange Notes Due January 15, 2025 | NEW YORK STOCK EXCHANGE |
| 8.625% Broadband Exchange Notes Due December 1, 2031 | NEW YORK STOCK EXCHANGE |
| New AT&T Notes Due 2004 (Series 1) | NEW YORK STOCK EXCHANGE |
| New AT&T Notes Due 2004 (Series 2) | NEW YORK STOCK EXCHANGE |
| New AT&T Notes Due 2013 | NEW YORK STOCK EXCHANGE |

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

The offer and sale of these securities have been registered under the Securities Act of 1933.

The material set forth in the sections captioned "Description of the Broadband

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Exchange Notes" and "Description of the New AT&T Notes" in the Registrant's Amendment No. 2 to Form S-4 Registration Statement (Registration No. 333-97953), filed with the Securities and Exchange Commission on October 4, 2002, is incorporated herein by reference.

In connection with the issuance of these securities, the issuer will receive opinion(s) of counsel covering: the valid existence of the issuer; the due authorization of the debt securities subject to this application (the "Debt Securities"); the validity of the Debt Securities; the qualification of the indenture under the Trust Indenture Act of 1939, if applicable; and the effectiveness of the securities under the Securities Act of 1933.

All requisite approvals and authorizations will be received, and required supporting materials will be filed with the New York Stock Exchange.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized, on this 1st day of November, 2002.

AT&T CORP.

By: /s/ Robert S. Feit

Name: Robert S. Feit
Title: Vice President--Law and
Secretary

LISTING APPLICATION TO NEW YORK STOCK EXCHANGE

THE NEW YORK STOCK EXCHANGE, INC. HEREBY AUTHORIZES THE ABOVE REFERENCED DEBT SECURITIES OF AT&T CORP. AND CERTIFIES TO THE SECURITIES AND EXCHANGE COMMISSION ITS APPROVAL FOR THE LISTING AND REGISTRATION OF SUCH SECURITIES UNDER THE ACT:

By: /s/ Janice O'Neill

Janice O'Neill
Vice President
Corporate Compliance